

92nd
ANNUAL REPORT
2010 - 2011

ZANDU REALTY LIMITED

BOARD OF DIRECTORS (as on 30th May, 2011)

Shri Abhijit Datta - Chairman
Shri Krishna Kumar Khemka
Shri Hari Mohan Marda
Shri Rajesh Bagaria
Shri Raj K Sureka
Shri Mohan Goenka - Joint Managing Director
Shri Harsh Vardhan Agarwal - Joint Managing Director
Shri Amar Bhalotia

CEO (Commercial) & Company Secretary

Shri Anand R. Mundra

AUDITORS

M/s. S.K.Agrawal & Co.
Chartered Accountants

BANKERS

Central Bank of India
The North Kanara G.S.B. Co-op Bank Ltd.

REGISTRAR AND TRANSFER AGENT

M/s. Maheswari Datamatics Private Limited
6, Mangoe Lane, 2nd Floor
Kolkata - 700001, West Bengal, India
Phone : + 91 33-22435029
Fax : + 91-33-2248 4787
E-mail : mdpl@cal.vsnl.net.in

REGISTERED OFFICE

Emami Tower, 687, Anandapur E.M.Bypass
Kolkata - 700 107.
Tel.No. 033 66136264
Fax.No.033 66136249
Website : www.emamirealty.com
E-mail : investors@emamirealty.com

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NOTICE

NOTICE is hereby given that the 92nd Annual General Meeting of Zandu Realty Limited will be held on Saturday, 24th September, 2011 at 2.30 P.M. at the registered office of the Company at Emami Tower, 687, Anandapur, E.M.Bypass, Kolkata 700107 to transact the following business:

1. To receive, consider and adopt the Directors' Report, Auditors' Report, the Audited Profit and Loss Account of the Company for the year ended 31st March, 2011 and the Balance Sheet as on that date.
2. To appoint a Director in place of Shri Krishna Kumar Khemka, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Hari Mohan Marda, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s S.K.Agrawal, Chartered Accountants as Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, to examine and audit the accounts of the Company, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors plus reimbursement of out of pocket expenses and applicable taxes.

SPECIAL BUSINESS

5. To consider, and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution.
"RESOLVED THAT in accordance with the provisions of Section 198, 269, 309 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the consent of the Company, be and is hereby accorded to the re-appointment of Shri Mohan Goenka as Joint Managing Director of the Company, for a period of three years with effect from 5th November, 2010 on the terms and conditions enumerated in the letter dated 14th August, 2010."
"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary or expedient to give effect to this resolution."
6. To consider, and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution.
"RESOLVED THAT in accordance with the provisions of Section 198, 269, 309 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the consent of the Company, be and is hereby accorded to the re-appointment of Shri Harsh Vardhan Agarwal as Joint Managing Director of the Company, for a period of three years with effect from 5th November, 2010 on the terms and conditions enumerated in the letter dated 14th August, 2010."
"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary or expedient to give effect to this resolution."

By Order of the Board of Directors
For Zandu Realty Limited

Kolkata
30th May, 2011

(Anand R. Mundra)
CEO (Commercial) & Company Secretary

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE VALID, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 is annexed thereto.
3. The Register of Members and the Share Transfer Book of the Company will remain closed from Friday, 16th September, 2011 to Thursday, 22nd September, 2011 (both days inclusive).
4. Pursuant to Section 205 of the Companies Act, 1956, all unclaimed dividends upto the financial year 1994-95 have been transferred to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978. Shareholders who have not encashed the dividend warrants for the said period are requested to claim the amount from the Registrar of Companies, Maharashtra, CGO Complex, CBD Belapur, Navi Mumbai - 400 614.
5. Please note that the limit for transfer of unpaid dividend to the Central Government has been enhanced from 3 years to 7 years as per Section 205A (5) of the Companies Act, 1956, and the dividend which remains unpaid or unclaimed will be transferred to the Investor Education and Protection Fund of the Central Government, pursuant to Section 205C of the Companies Act, 1956, on the respective due dates. Thereafter, the shareholders will not be able to claim any dividend so transferred. In compliance with the provisions of Section 205A and 205C of the Companies Act 1956, unclaimed dividend up to the second interim dividend of the financial year 2003-2004 has been transferred to "Investor Education and Protection Fund" established by the Central Government.
Those members who have so far not encashed their dividend warrants from the final dividend of the financial year 2003-04 or any subsequent financial years, if any, are requested to make their claim to the Registrar and Share Transfer Agent, Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, 2" Floor, Kolkata - 700 001.
6. Members who have multiple folios in the same name and in identical order are requested to consolidate their holdings under one folio. We strongly feel that such a step would benefit the members enormously, particularly in monitoring of dividend warrants, reduction of multiple communications etc. Consolidation of folios does not amount to transfer of shares and therefore, no stamp duty is payable by the members. In case a member decides to consolidate his/ her folios, he /she is requested to forward his/ her share certificates to the Registrar and Share Transfer Agent i.e. Maheshwari Datamatics Pvt. Ltd. 6, Mangoe Lane, 2nd Floor, Kolkata - 700 001.
7. Members are requested to bring their copy of the Annual Report to the meeting.
8. Members desiring any information as regards to the accounts are requested to write to the Company at least seven days before the meeting so as to enable the management to keep the information ready.
9. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies and has permitted service of documents including Annual Report to its members through electronic modes. In the backdrop of this, the Company has given an option to the shareholders to receive the Annual Report through e-mail and is sending the Annual Report through e-mail to those members whose registered email-ids were available with the company and those who are desirous of obtaining the same through this mode. To further support this initiative, members whose e-mail IDs have not been registered so far, are requested to register their e-mail addresses with their respective Depository Participant, in respect of holdings in Demat form and, with the Company's RTA, M/s Maheshwari Datamatics Private Limited in respect of shares held in physical form by sending a duly filled request form available at the Company's Website www.emamirealty.com. In case any member to whom an electronic copy of Annual Report has been sent desires to receive a physical copy, he may request the Company to send the same.
10. Members are requested to intimate the change, if any, in their address/ bank mandate details:
 - a) To their Depository Participants (DPs) in respect of their demat holding.
 - b) To Registrar & Share Transfer Agent. Maheshwari Datamatics Pvt. Ltd at 6, Mangoe Lane, 2nd Floor, Kolkata - 700001, in respect of holding in physical form.
11. The shares of the Company are listed on The Stock Exchange, Mumbai and National Stock Exchange of India Limited. The necessary annual listing fees for the financial year 2010-11 have already been paid.

By Order of the Board of Directors
For Zandu Realty Limited

Kolkata
30th May, 2011

(Anand R. Mundra)
CEO (Commercial) & Company Secretary

Explanatory Statement under Section 173(2) of the Companies Act, 1956

ITEM NO. 5

The Board of Directors has re-appointed Shri Mohan Goenka, as Joint Managing Director of the Company with effect from 5th November, 2010, at their meeting held on 14th August, 2010, for a period of three years as per the terms and conditions enumerated in the letter dated 14th August, 2010.

Shri Mohan Goenka will not draw remuneration from the Company during the period and other main terms and conditions of re-appointment are as follows:

- 1) The Joint Managing Director shall be subject to the superintendence, control and direction of the Board of Directors of the Company.
- 2) The Joint Managing Director shall not be paid any sitting fee for attending the meeting of the Board of Directors or committee thereof.

The Board of Directors recommends approval of above resolutions.

None of the directors except Shri Rajesh Bagaria and Shri Mohan Goenka is interested in the above resolution.

The above may be regarded as an abstract of the letter mentioning the terms and conditions of appointment of Shri Mohan Goenka.

ITEM NO. 6

The Board of Directors has re-appointed Shri Harsh Vardhan Agarwal, as Joint Managing Director of the Company with effect from 5th November, 2010, at their meeting held on 14th August, 2010, for a period of three years as per the terms and conditions enumerated in the letter dated 14th August, 2010.

Shri Harsh Vardhan Agarwal will not draw remuneration from the Company during the period and other main terms and conditions of re-appointment are as follows:

- 1) The Joint Managing Director shall be subject to the superintendence, control and direction of the Board of Directors of the Company.
- 2) The Joint Managing Director shall not be paid any sitting fee for attending the meeting of the Board of Directors or committee thereof.

The Board of Directors recommends approval of above resolutions.

None of the directors except Shri Raj K Sureka and Shri Harsh Vardhan Agarwal is interested in the above resolution.

The above may be regarded as an abstract of the letter mentioning the terms and conditions of appointment of Shri Harsh Vardhan Agarwal.

By Order of the Board of Directors
For Zandu Realty Limited

Kolkata
30th May, 2011

(Anand R. Mundra)
CEO (Commercial) & Company Secretary

DIRECTORS' REPORT

To,
The Members,

The Directors are pleased to present their 92nd Annual Report and the Financial Accounts for the year ended 31st March, 2011.

FINANCIAL RESULTS

The financial results for the year ended 31st March, 2011 are summarized below:

	For the year ended on 31.3.2011 (₹)	For the year ended on 31.3.2010 (₹)
Other Income	14,499,027	21,624,177
Profit Before Tax	8,123,340	13,187,849
Tax Expenses	(1020507)	(718600)
Profit After Tax	9,143,847	13,906,449
Balance profit brought forward from previous year	163,409,636	149,503,190
Balance available for appropriation	172,553,483	163,409,639

DIVIDEND

In order to conserve the resources for the furtherance of the growth of the Company, your directors do not recommend any dividend for the year ended 31st March, 2011.

CORPORATE GOVERNANCE

The information pursuant to the provisions of Corporate Governance as Stipulated in Clause 49 of the Listing Agreement are hereby presented in a separate report and annexed along with report.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Country's economy is back to its high growth momentum. The Construction Industry grew by 8.1% in 2010-11. During the year residential real estate price was upward rising and commercial real estate price has also witnessed a strong revival. The real estate boom in India is linked to the country's economic stability, which had made India a preferred investment destination. Considering the above, your Company is positive about various opportunities in the healthy growth in its business.

Company's business is also dependant on various conditions such as Government Regulation, market conditions etc. Your Company has to take these conditions into consideration before exploring any opportunities that come its way.

Your Director is pleased to inform you that the land with structure at Dadar, Mumbai has been revalued at Fair Market value based on valuation made by an Independent registered valuer as on 31st March, 2011. The aforesaid land has since been converted to inventory for Commercial exploitation.

The Company has proper internal control procedures to safeguard and protect all its assets against losses from unauthorized use or disposition. Accounting records are adequate for preparation of financial statements and other financial information.

Human resource in your Company continues to be core strength and it always strives towards aligning the Company's objectives by optimum utilization of the manpower.

TRANSFER TO INVESTOR EDUCATION & PROTECTION FUND (IEPF)

During the financial year, the Company has transferred a sum of ₹ 748, 410/- pertaining to final dividend for the year 2002-03 and first interim dividend for the year 2003-04 to IEPF, being the amounts due and payable and had remained unclaimed and unpaid, as per the provisions of Section 205(A) of the Companies Act, 1956.

DISCLOSURE OF PARTICULARS:

Information, wherever applicable in accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988, regarding conservation of energy, technology absorption and foreign exchange earnings and outgo, is given in Annexure 1, forming part of this report.

HUMAN RESOURCES

For the year under review, there were no employees who were drawing remuneration in excess of limits as specified under the provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules 1975, as amended.

GROUP FOR INTER SE TRANSFER OF SHARES

Pursuant to intimation from the Promoters, the name of the promoters and entities comprising "Group" are disclosed in the Annual Report as Annexure -2 for the purpose of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 1997.

DIRECTORS

Under Article 161 of the Articles of Association of the Company, Shri Krishna Kumar Khemka, Director is due to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Under Article 161 of the Articles of Association of the Company, Shri Hari Mohan Marda, Director is due to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

During the year, Shri R. S. Agarwal, Shri R. S. Goenka, Shri Y. P. Trivedi, Shri Anand Rathi and Shri P. P. Vora resigned as Directors of the Company. The Board places on record its appreciation for the valuable contribution and guidance provided by them during their terms as Directors of the Company.

Brief resume of the Directors/ Managing Director to be appointed / reappointed are given under a separate section of Corporate Governance Report.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors to the best of their knowledge and belief and according to the information and explanation obtained by them, state that:

1. In preparation of the Annual Accounts, applicable Accounting Standards have been followed along with proper explanation relating to material departures.
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended 31st March, 2011 and of the profit of the company for that year.
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records for the financial year ended on 31st March, 2011, in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the Annual Accounts for the financial year 31st March, 2011 on a going concern basis.

AUDITORS' REPORT

The Notes on Account referred to in the Auditor's Report are self explanatory and therefore, do not call for any further comments.

AUDITORS

The Statutory Auditor, M/s S. K. Agrawal & Co., Chartered Accountants, Kolkata, holds office till the conclusion of the ensuing Annual General Meeting and are recommended for re-appointment. The certificate from the Auditors have been received to the effect that their re-appointment, if made, would be in conformity with the provisions of Section 224(1B) of the Companies Act, 1956.

ACKNOWLEDGEMENTS

The Board places on record its appreciation for the continued co-operation and support extended to the Company by Banks, Stock Exchanges, NSDL, and CDSL. The Board wishes to express its grateful appreciation for the dedicated efforts of employees at all levels as well as for the assistance and co-operation received from all the business associates. The Board deeply acknowledges the trust and confidence reposed by the Shareholders of the Company.

FOR AND ON BEHALF OF THE BOARD

Place : Kolkata
Dated : 30th May, 2011.

Rajesh Bagaria
Director

Harsh Vardhan Agarwal
Joint Managing Director

ANNEXURE TO THE DIRECTOR'S REPORT

ANNEXURE - 1

Particulars under Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 for the year 31st March, 2011

I. CONSERVATION OF ENERGY

Not Applicable

II. TECHNOLOGY ABSORPTION

Not Applicable

III. FOREIGN EXCHANGE EARNINGS AND OUT GO

Not Applicable

FOR AND ON BEHALF OF THE BOARD

Place : Kolkata
Dated : 30th May, 2011.

Rajesh Bagaria
Director

Harsh Vardhan Agarwal
Joint Managing Director

ANNEXURE TO THE DIRECTOR'S REPORT

ANNEXURE - 2

Group for inter se transfer of shares

“Group” for inter se transfer of shares under Clause 3(1) (e) of the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulation, 1997

1	Radheshyam Agarwal	37	Raj K Sureka
2	Radheshyam Goenka	38	Rajesh Bagaria
3	Usha Agarwal	39	R.S. Goenka (HUF)
4	Bajranglal Agarwal	40	Raj K Goenka (HUF)
5	Shanti Devi Agarwal	41	Saswat Goenka
6	Savitri Devi Agarwal	42	Shreya Goenka
7	Madan Lal Agarwal	43	Nimisha Goenka
8	Kusum Agarwal	44	Prashant Goenka
9	Aditya Vardhan Agarwal	45	Yogesh Goenka
10	Harsh Vardhan Agarwal	46	Puja Goenka
11	Priti Sureka	47	Amitabh Goenka
12	Richa Agarwal	48	Ashish Goenka
13	Mansi Agarwal	49	Jayant Goenka
14	Vibhash Vardhan Agarwal	50	Sachin Goenka
15	Vidula Agarwal	51	Smriti Goenka
16	Vidishree Agarwal	52	Sobhna Agarwal
17	Rohin Raj Sureka	53	R.S. Agarwal (HUF)
18	Avishi Sureka	54	Mohan Goenka HUF
19	D.D. Agarwal (HUF)	55	K.D. Goenka & Sons HUF
20	Saroj Goenka	56	Sanjana Goenka
21	Raj Kumar Goenka	57	Ashish Goenka HUF
22	Meena Goenka	58	Shruti Goenka
23	Suresh Kumar Goenka	59	Devarsh Goenka
24	Santosh Goenka	60	Goenka Trading Co. HUF
25	Sushil Kumar Goenka	61	Prashant Goenka HUF
26	Indu Goenka	62	Manan Goenka
27	Laxmi Devi Bajoria	63	Sushil Kumar Goenka HUF
28	Mohan Goenka	64	Rachana Goenka
29	Manish Goenka	65	H V Agarwal HUF
30	Rachna Bagaria	66	Vihan Vardhan Agarwal
31	Rashmi Goenka	67	Aditya Vardhan Agarwal HUF
32	Jyoti Goenka	68	Pradeep Agarwal
33	Kavita Agarwal	69	Sangita Agarwal
34	Kavita Jhunjhunwala	70	Dhiraj Agarwal
35	Jyoti Agarwal	71	Divya Agarwal
36	Bajrang Lal Agarwal HUF	72	Sumangal Agarwal

ZANDU REALTY LIMITED

73	Vishal Agarwal	109	Swastik Promoters Pvt Ltd
74	Subham Agarwal	110	Orbit Realty Infrastructure Ltd
75	Babita Jalan	111	Emami Limited
76	Bansilal Jankidevi Agarwal Trust	112	Emami Infrastructure Ltd
77	Kesardeo Ratnidevi Goenka Trust	113	CRI International Ltd.
78	Bhagatram Charitable Trust	114	CRI (Shanghai) Co. Ltd.
79	Raj Kumar Sureka HUF	115	Emami Cement Ltd.
80	Emami Group of Comp. Pvt Ltd	116	Emami Home Pvt Ltd.
81	Emami International Pvt Ltd	117	Medal Chemical & Research Works Ltd.
82	Emami Biotech Ltd	118	Karan Business Pvt Ltd.
83	Emami Paper Mills Ltd.	119	Zen Business Pvt Ltd.
84	Neelam Lefin Ltd	120	Sneha Abasan Pvt Ltd
85	CRI Ltd	121	Sneha Gardens Pvt. Ltd.
86	New Way Construction Ltd	122	Sneha Niketan Pvt Ltd.
87	Premier Ferro Alloys and Securities Ltd.	123	Ajanta Suppliers Pvt Ltd
88	South City Projects (Kolkata) Ltd.	124	Aviro Vanijya Pvt Ltd
89	Aviro Vyapaar Pvt Ltd	125	Prestige Vyapaar Ltd.
90	Bhanu Vyapaar (P) Ltd.	126	Emami High Rise Pvt Ltd.
91	Suraj Viniyog (P) Ltd.	127	Emami Enclave Makers P Ltd.
92	Diwakar Viniyog (P) Ltd.	128	Sneha Enclave Pvt Ltd
93	Suntrack Commerce (P) Ltd.	129	Deevee Commercials Ltd
94	Pan Emami Cosmed Ltd	130	Ramshila Enterprise Pvt Ltd
95	Emami Frank Ross Ltd.	131	Emami Foundation
96	EPL Securities Ltd.	132	Emami Aavas LLP
97	TMT Viniyogan Ltd.	133	Sanjeevani Vyapaar LLP
98	Emami Realty Ltd	134	Emami Vriddhi Commercial Pvt Ltd
99	Emami UK Ltd	135	Emami Capital Markets Ltd
100	Emami Bangladesh Ltd	136	Emami Power Ltd
101	Emami International FZE	137	New Age Realty Pvt Ltd
102	Advanced Medicare & Research Institute Ltd.	138	Octagon BPO Pvt Ltd
103	EFL Foods Ltd	139	Emami Skyhigh Pvt Ltd
104	Delta PV Ltd	140	Emami Ashiana Pvt Ltd
105	Emami Constructions Pvt Ltd	141	Emami Properties Pvt Ltd
106	A Rajabasan Pvt Ltd	142	Emami Rainbow Niketan P Ltd
107	Orbit Projects Pvt Ltd	143	Auto Hitech Pvt Ltd
108	Basera Enclave Makers Pvt Ltd		

CORPORATE GOVERNANCE REPORT

Company’s philosophy on code of Corporate Governance

At Zandu, corporate governance has always been a focal point of attention with emphasis on the complete well-being of all constituents. Good corporate governance encompasses law, procedures, practices and implicit rules that determine the management’s ability to take sound and informed business decisions vis-a-vis all its stakeholders i.e. shareholders, creditors, employees and the state. The Company has endeavoured to make corporate governance a way of life through the formation of a Board comprising of reputed experts. The Company’s philosophy on corporate governance envisages attainment of the highest level of transparency, accountability, integrity and equity in all facets of its operations and in its interaction with stakeholders.

The objective of good corporate governance in global consensus is maximising the shareholders’ value in long term. In this pursuit, the Company’s objective is to create a value that can be sustained over the long term for the shareholders, employees, business partners and the national economy. At the same time, your Company also ensures full compliance to regulatory disclosure requirements. The Company is resolutely dedicated to the attainment of growth by complying with the highest national and international standards of corporate governance.

Board of Directors - As of 31st March 2011

The composition of the Board as on 31st March 2011 is in total conformity with clause 49 of the Listing Agreement, as amended from time to time.

Category	No. of Directors
Promoter - Executive Director	2
Independent - Non Executive Director	5
Promoter - Non Executive Director	2
Total	9

The number of non-executive directors is more than fifty percent of the total number of directors.

The Chairman of the Board is a Non Executive Independent Director and the number of Independent Directors is more than one third of the total number of Directors.

Details of Directors for the period 1st April 2010 till 31st March 2011.

Name of Director	Category ¹	Attendance of last AGM held on 10 th Aug. 2010	Name of other Directorships and Committee Member / Chairmanship			No.of Board meeting attended during the year
			Other Directorship ²	Committee Membership ³	Committee Chairmanship ³	
Shri Abhijit Datta	I-NED	Yes	6	4	-	3
Shri Krishna Kumar Khemka	I-NED	Yes	4	3	1	3
Shri Hari Mohan Marda	I-NED	No	3	4	2	3
Shri Rajesh Bagaria	P-NED	No	4	1	-	2
Shri Raj K.Sureka	P-NED	Yes	5	2	-	3
Shri Amar Bhalotia	I-NED	Yes	3	-	-	1
Shri Mohan Goenka	P-ED	No	4	1	-	3
Shri Harsh Vardhan Agarwal	P-ED	No	10	2	-	4
Shri Y. P. Trivedi*	I-NED	No	8	5	2	2
Shri R. S. Agarwal*	P-NED	No	9	1	-	-
Shri R. S. Goenka*	P-NED	No	9	1	-	-
Shri Anand Rathi*	I-NED	No	7	-	-	1
Shri Rajesh Jain*	I-NED	No	2	1	-	1
Shri P. P. Vora**	I-NED	No	6	5	2	2

* Shri R. S. Agarwal and Shri R. S. Goenka resigned as Director of the Company w.e.f. 26th May 2010. Shri Y. P. Trivedi and Shri Anand Rathi resigned as Director of the Company w.e.f. 14th August 2010. Shri Rajesh Jain did not offer himself for re-appointment and necessary resolution was passed in the Annual General Meeting held on 10th August 2010.

** Shri P. P. Vora resigned during the financial year 2011-12, on 19th May, 2011.

- ¹ P - ED - Promoter - Executive Director
- ED - Executive Director
- P - NED - Promoter - Non Executive Director
- I - NED - Independent - Non Executive Director

2 Excluding Alternate Directorships and Directorships in Foreign Companies, Section 25 Companies and Private Limited Companies.

3 Membership / Chairmanship of only Audit Committee and Shareholders / Investor Grievance Committee of all Public Limited Companies, has been considered. Committee Membership includes Chairmanship.

As required under Clause 49 of the listing agreement, none of the Director is a member of more than 10 Committees or Chairman of more than five Committees.

Independent Director as per Clause 49 means a Director, who -

- (a) Apart from receiving director's remuneration, does not have any other material pecuniary relationship or transactions with the Company, its promoters, its senior management or its holding Company, its subsidiaries and associates, which may affect the independence of the Director.
- (b) Is not related to the Promoters or persons occupying management position at the Board level or at one level below the Board.
- (c) Has not been an executive of the Company in the immediately preceding three financial years.
- (d) Is not a partner or an executive or was not a partner or an executive during the preceding three years of -
 - (i) The statutory audit firm or internal audit firm that is associated with the Company and
 - (ii) The legal firm(s) and consulting firm(s) that have a material association with the Company.
- (e) Is not a material supplier, service provider or customer or lessor or lessee of the Company which may affect independence of the Directors.
- (f) Is not a substantial shareholder of the Company that owns two percent or more of the block of voting shares.

There were no transactions of material nature between the Company and its Directors or management and their relatives or promoters that may have a potential conflict with the interests of the Company.

COMMITTEES OF THE BOARD

Details of the Statutory Committees of the Board and other related information.

Statutory Committees

- Audit Committee
- Shareholders/Investor Grievance Committee

BOARD OF DIRECTORS MEETING

As per the provisions, the Board shall meet at least four times a year, with a maximum time gap of three months between any two meetings. The Company has held 5 meetings of the Board during the year 2010-11.

The Board Meetings were held on 26th May'10, 14th August'10, 12th November'10, 11th February'11, and 31st March'11.

The agenda for the Board Meeting, along with the explanatory notes are circulated in advance to the Directors.

The Company places before the Board material significant information from time to time as specified and prescribed under Clause 49 of the Listing Agreement.

COMMITTEES OF THE BOARD

■ Audit Committee

Audit Committee was reconstituted during the year.

The members of the Audit Committee are Shri Hari Mohan Marda - Chairman, Shri Krishna Kumar Khemka, Shri P. P. Vora and Shri Rajesh Bagaria, out of which three are Independent Directors.

The Statutory Auditor, Internal Auditor are invitees to the meetings of the Audit Committee. Shri Anand R. Mundra - CEO (Commercial) & Company Secretary acts as the Secretary to the Audit Committee.

All the members of the Audit Committee possess financial / accounting expertise.

The constitution of the Audit Committee also meets with the requirements under Section 292A of the Companies Act, 1956.

During the period under review 4 meetings were held, including a meeting before the finalisation of accounts. The 4 meetings were held on 26th May'10, 14th August'10, 12th November'10, 11th February'11.

Name of Directors	No. of Meetings Attended
Shri Hari Mohan Marda	2
Shri Krishna Kumar Khemka	2
Shri Rajesh Bagaria	1
Shri Anand Rathi*	1
Shri Rajesh Jain*	1
Shri P. P. Vora **	2

*Shri Anand Rathi resigned as Director of the Company w.e.f. 14th August 2010.

Shri Rajesh Jain did not offer himself for re-appointment and necessary resolution was passed in the Annual General Meeting held on 10th August 2010.

**Shri P. P. Vora resigned during the financial year 2011-12, on 19th May, 2011.

The terms of reference of the Audit Committee are as set out in the Listing Agreement and Section 292A of the Companies Act, 1956, that inter alia, include overseeing financial reporting processes, reviewing with the management the annual / quarterly financial statements and adequacy of internal audit function and discussion with internal auditors on any significant findings etc. The Audit Committee mandatorily reviews the information as well as disclosures as - mentioned in the listing agreement.

■ **Shareholders/Investors Grievance Committee**

Shareholders / Investors Grievance Committee was reconstituted during the year.

The Members of Shareholders/Investors Grievance Committee are Shri Hari Mohan Marda - Chairman, Shri Krishna Kumar Khemka, Shri Raj Kumar Sureka. Out of these, two are Independent Directors.

Shri Anand R. Mundra - CEO (Commercial) & Company Secretary is the Compliance Officer.

During the period under review one meeting was held on 11th February 2011.

Name of Directors	No. of Meetings Attended
Shri Hari Mohan Marda	1
Shri Krishna Kumar Khemka	1
Shri Raj Kumar Sureka	1

The Committee looks into redressal of Shareholders/Investors complaints like transfer of shares, non receipt of declared dividend, non receipt of annual report etc., besides complaints from SEBI, Stock Exchange etc.

The Company received 14 complaints from shareholders regarding non-receipt of dividend, non-receipt of annual reports, transfer of shares etc., out of which all were resolved, to the satisfaction of shareholders.

Business Reorganization/ Restructuring Committee

Business Reorganization/ Restructuring Committee was reconstituted during the year

The Members of this Committee are Shri Mohan Goenka-Chairman, Shri Harsh Vardhan Agarwal and Shri Amar Bhalotia

Shri Anand R. Mundra - CEO (Commercial) & Company Secretary is the Compliance Officer.

Criteria for payment to Non- Executive Directors

As per the present policy, the Company does not pay remuneration to any Independent Director except sitting fees for attending the meetings of the Board / Committees.

Details of the sitting fees paid to the Independent Directors during the year 2010-11 and their shareholding in the Company

Independent Directors	Sitting Fees	No of Shares
Shri Abhijit Datta	30,000	Nil
Shri Krishna Kumar Khemka	52,500	Nil
Shri Hari Mohan Marda	52,500	Nil
Shri Rajesh Bagaria	27,500	Nil
Shri Raj K.Sureka	37,500	Nil
Shri Amar Bhalotia	10,000	Nil
Shri Mohan Goenka	Nil	Nil
Shri Harsh Vardhan Agarwal	Nil	Nil
Shri Y. P. Trivedi*	20,000	Nil
Shri R. S. Agarwal*	Nil	Nil
Shri R. S. Goenka*	Nil	Nil
Shri Anand Rathi*	17,500	Nil
Shri Rajesh Jain*	17,500	Nil
Shri P. P. Vora**	35,000	Nil

* Shri R. S. Agarwal and Shri R. S. Goenka resigned as Directors of the Company w.e.f. 26th May 2010. Shri Y. P. Trivedi and Shri Anand Rathi resigned as Directors of the Company w.e.f. 14th August 2010. Shri Rajesh Jain did not offer himself for re-appointment and necessary resolution was passed in the Annual General Meeting held on 10th August 2010.

** Shri P. P. Vora resigned during the financial year 2011-12, on 19th May, 2011.

Code of Conduct

The Board has adopted the Code of Conduct for its Directors and Senior Management (The Code).

The Code has been circulated to all the Members of the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by Joint Managing Director to this effect has been given below:

"I hereby confirm that -

The Company has obtained from all the Members of the Board and Senior Management, affirmation that they have complied with Code of Conduct in respect of the financial year 2010 - 11.

(Harsh Vardhan Agarwal)
Joint Managing Director

Joint Managing Director Certification

As required under Clause 49 V of the Listing Agreement, Joint Managing Director of the Company have certified to the board regarding financial statements for the year ended 31st March 2011.

Disclosures :**1. Related party transactions**

A statement in summary form is periodically placed before the Audit Committee on related party transactions.

The detailed related party transactions can be referred to in Note no. 3 in Schedule 12 of Part II of the Annual Accounts of the Annual Report.

2. Disclosure of Accounting treatment

The Company has followed the Accounting Standard laid down by The Companies (Accounting Standard) Rules, 2006 in preparation of its financial statements.

3. Risk Management

There are certain risks, on which the Company has little or no control. These risks are economic development, political developments, natural calamities, sluggish market conditions, changes in legislative / regulatory framework.

The Company is preparing formal risk management framework for risk assessment and minimization, which would be presented to the Board of Directors.

4. The Company has not raised any money during the year through public issue, rights issue, and preferential issue.

Management Discussion and Analysis

The Management Discussion and Analysis Report as required under the Listing Agreement with the Stock Exchanges is forming part of this annual report.

Note on Directors Appointment / Re-appointment

1. Shri Krishna Kumar Khemka retires by rotation at the ensuing Annual General Meeting. He is eligible for re-appointment. Shri Krishna Kumar Khemka, aged 78 years, is a Science Graduate. He has set up many mega size projects in the fields of tyres, pulp & paper, heavy chemicals etc. He was the Chairman of Indian Paper Mills Association, Past President of Rotary Club of Calcutta, Past President of Indo American Chamber of Commerce, Past President of Indo-Italian Chamber of Commerce etc. He is Committee Member of Bharat Chamber of Commerce and is associated with other chambers. He is the Honorary Consul General of Philippines. He has more than 40 years of industrial experience. He is also associated with many cultural organizations like Anamika Kala Sangam, Sangeet Kala Mandir, Padatik, etc.

Presently, he is a Director of Wires & Fabriks (SA) Ltd., Miki Oriental Paper Mills Ltd., Security and Intelligence Services (India) Ltd., and Emami Infrastructure Ltd. He is also Director in various private limited companies. He is a member of Chairman of Audit Committee in Emami Infrastructure Ltd.

He is holding nil shares of the Company.

2. Shri Hari Mohan Marda retires by rotation at the ensuing Annual General Meeting. He is eligible for re-appointment. Shri Hari Mohan Marda, aged 68 years, has more than 3 decades of experience in the areas of accounting, corporate planning, strategy formulation and overall management.

Presently, he is Director in Emami Paper Mills Ltd., Emami Infrastructure Ltd., and Emami Realty Limited. He is also Director in various Private Limited Companies.

He is holding nil shares of the Company.

3. The Board of Directors had re-appointed Shri Mohan Goenka as Joint Managing Director of the Company with effect from 5th November 2010 at their Board meeting held on 14th August 2010, for a period of three years, on the terms and conditions enumerated in the letter dated 14th August 2010.

Shri Mohan Goenka is a Commerce Graduate and has done MBA from United Kingdom. He has more than 13 years business experience in FMCG sector with wide specialization in Marketing and Brand Development. He has served as Director of several other companies.

He is a Director in the following Public Limited Companies - Emami Limited, Neelam Lefin Limited, Emami Cement Limited, Emami (Meghalaya) Cement Limited. He is also a Director in various private limited companies. He is currently the Vice Chairman of Marketing Committee, CII-Eastern Region, Committee Member, Merchants' Chamber of Commerce, Kolkata and Finance Chair of Young Entrepreneurs' Organisation-Kolkata Chapter. He is also the Honorary Consul of Poland in Kolkata.

4. The Board of Directors had re-appointed Shri Harsh Vardhan Agarwal as Joint Managing Director of the Company with effect from 5th November 2010 at their Board meeting held on 14th August 2010, for a period of three years, on the terms and conditions enumerated in the letter dated 14th August 2010.

Shri Harsh Vardhan Agarwal is a Commerce Graduate. He has more than 13 years experience in FMCG business and Industries and has served as Director of several other companies. He is having extensive knowledge and experience in marketing as well as Brand Development.

He is a Director in the following Public Limited Companies - Neelam Lefin Limited, Emami Limited, Emami Cement Limited, Emami (Meghalaya) Cement Limited, TMT Viniyogan Limited, Bengal Emami Housing Limited, Emami Power Limited, Emami Overseas FZE, Pharma D erm SAE Co., Egypt, and Emami Infrastructure Limited. He is also a Director in various private limited companies.

COMPLIANCE

- (a) Compliance Certificate from the Auditor:

Compliance certificate from the Auditor on Corporate Governance is forming part of this Annual Report.

- (b) Compliance of Corporate Governance

Company has complied with the applicable mandatory requirement of clause 49 of the Listing Agreement. The Company submits a quarterly compliance report to Stock Exchanges.

ZANDU REALTY LIMITED

(c) Certificate from Company Secretary in Practice:

- (i) The Company obtains from a Company Secretary in practice, half yearly Certificate for Compliance in respect of share transfer formalities as required under Clause 47(c) of the Listing Agreement with the Stock Exchanges and files the copy of the Certificate with the Stock Exchanges.
- (ii) The Company obtains from a Company Secretary in practice, the Reconciliation of Share Capital Audit Report, confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL, is placed before the Board on quarterly basis. A copy of the said Secretarial Audit Report is submitted to the Stock Exchanges on quarterly basis.

General Body Meetings:

The details of the last three Annual General Meetings are as under :

Year	AGM	Location	Date	Time
2007-08	89th AGM	Kamalnayan Bajaj Hall, Bajaj Bhavan, Nariman Point, Mumbai-400021.	13th Dec.08	4.00 p.m.
2008-09	90th AGM	Vidya Mandir, 1 Moira Street, Kolkata -700 017.	31st Dec.09	12.30 p.m.
2009-10	91st AGM	Eastern Zonal Cultural Centre, Aiketan, Bidhannagar, IA - 290, Sector - III, Kolkata - 700 091.	10th Aug.10	11.00 a.m.

In the 89th Annual General Meeting, no Special Resolution was proposed.

In the 90th Annual General Meeting, Special Resolution under Section 149(2A) of Companies Act, 1956 for carrying on the Real Estate Business activities and Special Resolution under Section 21 for change of the name of the Company from The Zandu Pharmaceutical Works Limited to Zandu Realty Limited was passed.

The Shareholders of the Company have passed the Scheme of Arrangement in the court convened meeting held on 11th September 2009.

In the 91st Annual General Meeting, no Special Resolution was proposed.

Means of communication

The quarterly, half yearly and annual results are submitted to the Stock Exchanges.

In addition to the official press release, the results are published in newspapers as per statutory requirement. The Company displays the results on its website i.e. www.emamirealty.com

During the year under review, the Company did not make any presentation to institutional investors or to analysts.

General Shareholder Information

(i) Annual General Meeting

Day, Date and Time : Saturday, 24th September, 2011 at, 2.30 P.M.
Venue : Emami Tower, 687
Anandapur, E.M.Bypass
Kolkata 700107

(ii) Financial Year

: Results for quarter ending
Quarter ending 30th Jun'11 within 45 days from end of quarter
Quarter ending 30th Sep'11 within 45 days from end of quarter
Quarter ending 31st Dec'11 within 45 days from end of quarter
Quarter ending 31st Mar'12 within 60 days from end of quarter

(iii) Date of Book closure

: Friday, 16th September, 2011 to Thursday 22nd September, 2011 (both days inclusive)

(iv) Listing on Stock Exchanges

: The Stock Exchange, Mumbai (BSE) and
National Stock Exchange of India Ltd. (NSE)
The listing fees for financial year 2010-11 to
BSE & NSE have been paid.

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- (v) Stock Code : Trading symbol
The Stock Exchange, Mumbai - 506720
National Stock Exchange-ZANDUREALT-EQ
- Demat ISIN No. : ISIN No. : INE719A01017
- Corporate Identification No : L24239WB1919PLC136397

(vi) Market Price Data

Share price performance in comparison to BSE sensex

	BSE		BSE SENSEX		NSE	
	Zandu's Price (in ₹)				Zandu's Price (in ₹)	
	High	Low	High	Low	High	Low
Apr. 2010	4180	3500	18048	17277	4178	3501
May 2010	3741	2513	17537	15960	3748	2525
Jun. 2010	3309	3000	17920	16318	3305	2925
Jul. 2010	3302	3051	18238	17396	3319	3053
Aug.2010	3250	3025	18475	17820	3250	3025
Sep.2010	3535	3085	20268	18027	3550	3090
Oct.2010	3270	3030	20855	19768	3275	3037
Nov.2010	3145	2529	21109	18955	3141	2527
Dec.2010	2995	2459	20552	19075	3000	2231
Jan. 2011	2687	2041	20665	18038	2723	2042
Feb.2011	2399	1910	18691	17296	2400	1900
Mar.2011	2110	1921	19575	17792	2110	1923

- (vii) The Company has not issued any GDRs/ ADRs/Warrants or any Convertible instruments.

(viii) **Registrar and Share Transfer Agent and Share Transfer System**

The Company's share transfers are handled by Maheshwari Datamatics Pvt.Ltd., Registrar and Transfer Agents (RTA).

Maheshwari Datamatics Pvt.Ltd.
6, Mangoe Lane, 2nd Floor,
Kolkata - 700 001.
Tel No.: 033 - 2243 5809 / 5029
Fax No.: 033 - 2248 4787
Email Id: mdpl@cal.vsnl.net.in

Share Transfer System

The shares received in physical mode by the Company / RTA are transferred expeditiously provided the documents are complete and shares under transfer are not under dispute. Confirmation in respect of the request for dematerialization of shares is sent to respective depositories - National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) within stipulated period.

No requests for physical transfer and dematerialisation were pending for approval as on 31st March 2011.

(ix) **Dematerialisation of shares and liquidity**

As on 31st March 2011, 763796 shares of the Company, forming 94.72% of the share capital of the Company, stood dematerialized.

ZANDU REALTY LIMITED

(x) **Distribution of Shareholding by size and ownership as on 31st March 2011.**

(a) Shareholding Pattern by Size.

No. of Equity shareholding	Holders	Percentage	No. of shares	Percentage
Upto 500	36331	99.76	349701	43.37
501-1000	53	0.15	36480	4.52
1001-2000	17	0.05	23274	2.89
2001-3000	8	0.02	20215	2.51
4001-5000	3	0.01	14196	1.76
5001-10000	2	0.00	11970	1.48
10001 and	3	0.01	350564	43.47
Total	36417	100	806400	100

(b) Shareholding Pattern by Ownership

Category	No. of Shares	Percentage	No. of Folios
Directors / Promoters	286329	35.51	1
Banks	1670	0.21	9
Corporate Bodies	140085	17.37	699
Individuals	366915	45.50	35436
Foreign Institutional Investor	Nil	Nil	Nil
Non Resident Indian	9627	1.19	183
Clearing Members	1774	0.22	89
Total	806400	100.00	36417

(xi) **History of Issued and Paid Up share capital**

Year	Type	Ratio Issued Capital (₹ in lacs)	Increased in Capital (₹ in lacs)	Total Issued
1920-21	-	-	-	7.50
1943-44	Right	1:1	7.50	15.00
1969-70	Bonus	1:6	2.50	17.50
1971-72	Right	1:7	2.50	20.00
1972-73	Right	1:8	2.50	22.50
1974-75	Right	1:9	2.50	25.00
1981- 82	Bonus	2:5	10.00	35.00
1985-86	Bonus	3:5	21.00	56.00
1989-90	Bonus	1:2	28.00	84.00
1991-92	Bonus	1:1	84.00	168.00
1994-95	Bonus	1:1	168.00	336.00
1996-97	Bonus	1:5	67.20	403.20
2003-04	Bonus	1:2	201.60	604.80
2006-07	Bonus	1:3	201.60	806.40

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(xii) Dividend declared for last 7 years.

Financial Year	Type	Dividend Declaration Date	Dividend Per Share	Last Date for claiming unpaid dividend	Date to transfer to Investor Education and Protection Fund
2003-04	Final	4th Aug. 04	10	3rd Aug.11	2nd Sep.11
2004-05	Final	12th Jul. 05	50	11th July.12	10th Aug.12
	Total		50		
2005-06	1st Interim	12th Dec. 05	35	11th Dec.12	10th Jan.13
	2nd Interim	9th Mar. 06	35	8th Mar.13	7th Apr.13
	Final	16th Nov. 06	5	15th Nov.13	14th Dec.13
	Total		75		
2006-07	Interim	10th Mar. 07	75	9th Mar.14	8th Apr.14
	One Time Special	28th Aug. 07	15	27th Aug.14	26th Sep.14
	Total		90		
2007-08	Interim	22nd Jan. 08	50	21st Jan.15	20th Feb.15
	Final	10th Jun. 08	25	9th Jun.15	8th Jun.15
	Total		75		

(xiii) Status of unclaimed and unpaid Dividend

	Dividend for 1994-95 or before	Dividend for 1995-96 till Interim Dividend 2003-04	Final Dividend for 2003-04 and thereafter
Transfer of unpaid dividend	Transferred to General Revenue Account of the Central Government	Transferred to Central Government's Investor Education and Protection Fund (IEPF)	Will be transferred to IEPF on due date(s)
Claim of unpaid dividend	Can be claimed from ROC, CGO Complex, Belapur, Navi Mumbai, Maharashtra.	Cannot be claimed	Can be claimed from the Company at the Registered Office / RTA Agent

ADDRESS FOR CORRESPONDENCE

Investors Relation Department
Zandu Realty Limited
Emami Tower, 687, Anandapur E.M. Bypass,
Kolkata 700 107.
Tel No. 033 - 66136264
Fax No.033 - 66136249
E-mail : investors@emamirealty.com

CERTIFICATE

To
The Members of
Zandu Realty Limited

We have reviewed the records of Zandu Realty Limited for the year ended on March 31, 2011 relating to compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement of the company with the stock exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our review was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression on the financial statements of the Company.

In our opinion and according to the information and explanation given to us, we state that to the best of our knowledge the Company has complied with the conditions of Corporate Governance stipulated in Clause 49 of the above mentioned Listing Agreements.

We further state that such compliance is neither an assurance as to further viability of the Company nor the efficiency nor effectiveness with which the management has conducted the affairs of the Company.

Kolkata
Dated - 30th May, 2011

For **S.K.AGRAWAL & COMPANY**
Chartered Accountants
Registration No. 306033E
4A Council House Street

Radhakrishan Tondon
Partner
Membership No. 60534

AUDITORS' REPORT

To the Members of

ZANDU REALTY LIMITED

We have audited the Balance Sheet of **Zandu Realty Limited** as at 31st March, 2011 and also the Profit & Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto.

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We further report that:

- a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion proper books of accounts as required by law have been kept by the company so far as appears from our examination of such books.
- c) The Balance Sheet, Profit & Loss Account & Cash flow Statement referred to in this report are in agreement with the books of accounts and comply with the accounting standards referred to in Section 211(3C) of the Companies Act, 1956 to the extent applicable.
- d) On the basis of written representations received from the Directors and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2011 from being appointed as a director in terms of Section 274 (1) (g) of the Companies Act, 1956.
- e) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with the significant accounting policies and notes on accounts thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounted principles generally accepted in India:
 - i) In the case of Balance Sheet, of the state of affairs of the company as on 31st March, 2011;
 - ii) In the case of Profit & Loss Account, of the profit for the year ended on that date; and
 - iii) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956 and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we further report that:

- 1)
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
 - b) The fixed assets were physically verified during the year by the management during the year and no discrepancies have been noticed on such verification.
 - c) The Company has not disposed off any asset during the year but has converted it into Inventories.
- 2)
 - a) As explained to us, inventories were physically verified by the management during the year.

- b) In our opinion and according to the information and explanations given to us, the procedure for the physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
- c) In our opinion and according to the information and explanations given to us, the company has maintained proper records of Inventory. No discrepancies were noticed on physical verification of stocks as compared to book records.
- 3) According to the information and explanation given to us, the company has not granted or taken any loans, secured or unsecured, to or from companies, firms or parties covered in the register maintained under section 301 of the Companies Act, 1956 and accordingly paragraphs 4 (iii) (b), (c), (d), (f), and (g) of the order are not applicable.
- 4) There is no transaction of purchase of inventories and fixed assets and sale of goods and services during the year. Accordingly, provisions of clause 4(iv) of Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- 5) According to the information and explanation given to us, there are no contracts or arrangement that need to be entered into the register maintained under Section 301 of the Companies Act, 1956 and accordingly clause 4 (v) of Companies (Auditor's Report) Order, 2003 is not applicable to the company.
- 6) In our opinion and according to the information and explanation given to the Company has complied with the provisions of section 58A & 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975, as applicable, with regard to the deposits accepted from the public. According to the information and explanation give to us, no order under the aforesaid sections has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal, on the Company.
- 7) In our opinion the company has an internal audit system carried out during the year by a firm of Chartered Accountants appointed by the management are commensurate with the size of the Company and nature of its business.
- 8) As explained to us, the company is not required to maintain cost records as prescribed under Section 209(1)(d) of the Companies Act, 1956.
- 9) According to the information and explanations given to us in respect of statutory and other dues:
 - a) the company has been regular in depositing undisputed statutory dues, including Provident Fund, Income Tax, Cess and other statutory dues with the appropriate authorities during the year.
 - b) According to the information and explanations given to us and records of the company examined by us, there are no disputed dues in respect of sales tax, custom duty and excise duty except for the following.

Name of the Statute	Nature of Dues	Amount under dispute not yet deposited ₹ In Lacs	Financial year to which the amount relates	Forum where the dispute is pending
Income Tax	Income Tax	12.77	2004-05	High Court

- 10) The Company does not have accumulated losses as at the end of the year and it has not incurred cash losses during the current financial year and in the immediately preceding financial year.
- 11) In our opinion and on the basis of information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to financial institution or bank.
- 12) According to the information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13) In our opinion and on the basis of information and explanations given by the management, we are of the opinion that the company has not given any guarantee for loans taken by others from banks or financial institution.

- 14) According to the information and explanations given to us, the company has not availed any term loan during the year.
- 15) According to the cash flow statement and other records examined by us and the information and explanations given to us on an overall basis, there are no funds raised on short term basis.
- 16) The company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act 1956, during the year and hence the question of whether the price at which shares have been issued is prejudicial to the interest of the company does not arise.
- 17) The Company has not issued any debentures during the year.
- 18) The company has not raised money by public issues during the year and hence the question of disclosure and verification of end use of such money does not arise.
- 19) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.
- 20) Other clauses of the order are not applicable.

Place - Kolkata
Dated - 30th May, 2011

For **S.K.AGRawal & COMPANY**
Chartered Accountants
Registration No. 306033E
4A Council House Street
Kolkata - 700 001
Radhakrishan Tondon
Partner
Membership No. 60534

BALANCE SHEET AS AT 31ST MARCH, 2011

Amount (₹)

	Schedule	As at 31st March, 2011	As at 31st March, 2010
SOURCES OF FUNDS :			
(1) Shareholders' Funds :			
(a) Share Capital	1	80,640,000	80,640,000
(b) Reserves and Surplus	2	2,622,328,156	163,409,639
	TOTAL	2,702,968,156	244,049,639
APPLICATION OF FUNDS :			
(1) Fixed Assets :	3		
(a) Gross Block		-	62,631,327
(b) Less : Depreciation and Amortisation		-	2,406,000
(c) Net Block		-	60,225,327
(2) Investments	4	60,000	14,562,213
(3) Current Assets, Loans and Advances:			
(a) Inventories	5	2,510,000,000	-
(b) Cash and Bank Balances	6	20,132,730	10,975,173
(c) Loans and Advances	7	184,993,248	169,067,586
		2,715,125,978	180,042,759
Less: Current Liabilities and Provisions:			
(a) Current Liabilities	8	8,308,666	15,325,932
(b) Provisions	9	3,909,156	(4,545,272)
		12,217,822	10,780,660
Net Current Assets		2,702,908,156	169,262,099
	TOTAL	2,702,968,156	244,049,639
Significant Accounting policies and notes to the Balance Sheet and Profit and Loss Account	12		

In terms of our report attached

For S.K. Agrawal & CO
Firm Registration No. 306033E
Chartered Accountants

Radha Krishan Tondon
Partner
M No. 60534
Kolkata
Dated : 30th May, 2011

For and on behalf of the Board

Harsh V. Agarwal
(Joint Managing Director)

Hari Mohan Marda
(Director)

Anand R.Mundra
CEO (Commercial) & Company Secretary

Krishna Kumar Khemka
(Director)

Rajesh Bagaria
(Director)

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

Amount (₹)

	Schedule	Year ended 31st March, 2011	Year ended 31st March, 2010
INCOME			
Other Income	10	14,499,027	21,624,177
EXPENDITURE			
Administrative and other Expenses	11	6,375,690	8,436,328
PROFIT BEFORE TAX		8,123,337	13,187,849
Tax Expense			
Current Tax		3,557,000	5,470,000
Deferred Tax		-	321,000
Income Tax Earlier Years (net)		(4,577,507)	(6,509,600)
PROFIT AFTER TAX		9,143,844	13,906,449
Balance brought forward from Previous Year		163,409,639	149,503,190
BALANCE CARRIED TO BALANCE SHEET		172,553,483	163,409,639
Earnings Per Share (EPS)			
Basic and Diluted		11.34	17.25
Face value of equity shares (₹)		100	100
Significant Accounting policies and notes to the Balance Sheet and Profit and Loss Account			
	12		

In terms of our report attached

For S.K. Agrawal & CO
Firm Registration No. 306033E
Chartered Accountants

Radha Krishan Tondon
Partner

M No. 60534
Kolkata

Dated : 30th May, 2011

For and on behalf of the Board

Harsh V. Agarwal
(Joint Managing Director)

Hari Mohan Marda
(Director)

Anand R. Mundra
CEO (Commercial) & Company Secretary

Krishna Kumar Khemka
(Director)

Rajesh Bagaria
(Director)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2011

Amount (₹)

Particulars	Year ended 31st March, 2011	Year ended 31st March, 2010
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before tax	8,123,337	13,187,849
<u>Adjustments for :</u>		
Dividend on long term Investments (non-trade)	(9,500)	(14,500)
Dividend on current Investments (non-trade)	(60,216)	(2,213)
Profit on sale of Current Investments	(339)	(1,037,765)
Interest income on deposits/loans,etc.	(14,425,732)	(19,800,904)
Long term Investments written off	-	7,000
Provision for doubtful loans and advances	-	2,192,465
Operating (loss) / profit before working capital changes	(6,372,450)	(5,468,068)
<u>Adjustments for :</u>		
Trade and other receivables	(9,725,662)	1,182
Trade payables	(5,996,112)	6,278,676
Cash flow from operations	(22,094,224)	811,790
Direct taxes paid (net)(including Fringe Benefit Tax)	9,474,935	(375,558)
Net cash flow from operating activities	(12,619,289)	436,232
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of/Addition to fixed assets	-	(60,000,000)
Purchase of Investments (net)	-	(14,502,213)
Sale of Current Investments	14,502,552	225,870,766
Dividend on long term Investments (non-trade)	9,500	14,500
Dividend on current Investments (non-trade)	60,216	2,213
Interest income on deposits/loans,etc.	14,425,732	19,800,904
Loans/deposits given to Corporate bodies	(18,500,000)	(238,500,000)
Repayment of Loans/deposits by Corporate bodies	12,300,000	70,200,000
Net Cash flow from investing activities	22,798,000	2,886,170
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Repayment of borrowings	(50,869)	(45,781)
Unclaimed Dividend / Dividend paid (net)	(970,285)	1,230,272
Net Cash flow from financing activities	(1,021,154)	1,184,491
Net Increase / (Decrease) in cash and cash equivalents (A+B+C)	9,157,557	4,506,893
Cash and Cash Equivalents as at 1st April (Opening Balance)	10,975,173	6,468,280
Cash and Cash Equivalents as at 31st March (Closing Balance)	20,132,730	10,975,173

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

NOTES TO CASH FLOW STATEMENT :

1. Cash and cash equivalents include cash and bank balance in current and deposit accounts (Refer Schedule no. 6 to the accounts)
2. The Cash Flow from continuing and discontinuing operations are:

Amount (₹)

	Continuing Operations		Discontinuing Operations		Total	
	31st March, 2011	31st March, 2010	31st March, 2011	31st March 2010	31st March 2011	31st March, 2010
Net Cash flow from operating activities	(12,619,289)	(10,254,189)	-	10,690,421	(12,619,289)	436,232
Net Cash flow from investing activities	22,798,000	2,886,170	-	-	22,798,000	2,886,170
Net Cash flow from financing activities	(1,021,154)	1,184,491	-	-	(1,021,154)	1,184,491

3. Figures of the previous year have been regrouped / reclassified wherever necessary.

As per our attached report of even date.

In terms of our report attached

For S.K. Agrawal & CO
Firm Registration No. 306033E
Chartered Accountants

Radha Krishan Tondon
Partner
M No. 60534
Kolkata

Dated : 30th May, 2011

For and on behalf of the Board

Harsh V. Agarwal
(Joint Managing Director)

Hari Mohan Marda
(Director)

Anand R.Mundra
CEO (Commercial) & Company Secretary

Krishna Kumar Khemka
(Director)

Rajesh Bagaria
(Director)

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31 ST MARCH, 2011

Amount (₹)

	As at 31st March, 2011	As at 31st March, 2010
SCHEDULE 1		
SHARE CAPITAL		
AUTHORISED		
20,00,000 Equity Shares of ₹ 100/- each	200,000,000	200,000,000
ISSUED AND SUBSCRIBED :		
8,06,400 Equity Shares of ₹ 100/- each fully paid up.	80,640,000	80,640,000
	<u>80,640,000</u>	<u>80,640,000</u>
NOTE		
Out of the above issued and subscribed equity shares:		
1	7,83,900 Equity Shares of ₹ 100/- each are allotted as fully paid up bonus shares by capitalisation of General Reserve, Securities Premium Account and Capital Redemption Reserve.	
2	885 Equity Shares of ₹ 100/- each are issued as fully paid up pursuant to contracts with Vendors and Others without payment being received in cash.	
SCHEDULE 2		
RESERVES AND SURPLUS		
1. SURPLUS IN PROFIT AND LOSS ACCOUNT	172,553,483	163,409,639
2. CAPITAL RESERVE		
Revaluation Reserve (Refer Note No. 2 of Schedule No. 12)	2,449,774,673	-
	<u>2,622,328,156</u>	<u>163,409,639</u>

SCHEDULE 3

FIXED ASSETS

Description	Gross Block				Depreciation And Amortisation				Net Block	
	As on 01.04.2010	Additions/ Revaluations	Deductions Transfer	As on 31.03.2011	Upto 01.04.2010	For The year	Deductions	Upto 31.03.2011	As on 31.03.2011	As on 31.03.2010
Freehold Land	60,225,327	2,449,774,673	2,510,000,000	-	-	-	-	-	-	60,225,327
Building	2,406,000	-	2,406,000	-	2,406,000	-	2,406,000	-	-	-
Total	62,631,327	2,449,774,673	2,512,406,000	-	2,406,000	-	2,406,000	-	-	60,225,327
Previous Year	2,631,327	600,000,000	-	62,631,327	2,406,000	-	-	2,406,000	60,225,327	-

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31 ST MARCH, 2011

Amount (₹)

	As at 31st March, 2011	As at 31st March, 2010
SCHEDULE 4		
INVESTMENTS (NON-TRADE)	Face Value	
(i) LONG TERM INVESTMENTS	(₹)	
In Equity Shares - (UNQUOTED) -		
(1) 5,000 Shares of The North Kanara G.S.B. Co-operative Bank Limited	10/- 50,000	50,000
(2) 1,000 Shares of The Saraswat Co-op. Bank Limited	10/- 10,000	10,000
(3) 4,16,750 Shares of Natural Synergies Limited	10/- 4,167,500	4,167,500
	4,227,500	4,227,500
Less : Provision for Diminution in value of Investments	4,167,500	4,167,500
	60,000	60,000
(ii) CURRENT INVESTMENTS		
Investment in Mutual Funds (unit of the face value of ₹ 10/- each)		
- (Unquoted)		
Nil (Previous Year 8,48,606 units of Reliance Medium Term Fund-Daily Dividend Plan sold during the year)	-	14,502,213
	-	14,502,213
	60,000	14,562,213
NOTE		
Aggregate of unquoted Investments Cost / carrying amount	60,000	14,562,213
SCHEDULE 5		
INVENTORIES		
Land with Structures (Refer Note No. II(2) of Schedule No. 12)	2,510,000,000	-
	2,510,000,000	-
SCHEDULE 6		
CASH AND BANK BALANCES		
a) Cash on Hand	6,000	-
b) Bank Balances		
With Scheduled Banks In Current Accounts	14,151,832	4,029,990
c) Unclaimed Dividend	5,974,898	6,945,183
	20,132,730	10,975,173

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31 ST MARCH, 2011

Amount (₹)

	As at 31st March, 2011	As at 31st March, 2010
<u>SCHEDULE 7</u>		
<u>LOANS AND ADVANCES (UNSECURED)</u>		
1. Loans/Deposits with Corporate Bodies	174,700,000	170,692,465
2. Advances Recoverable in cash or in kind or for value to be received	10,293,248	567,586
	<u>184,993,248</u>	<u>171,260,051</u>
Less : Provision	-	2,192,465
	<u>184,993,248</u>	<u>169,067,586</u>
<u>NOTE</u>		
Loans and Advances includes :-		
a. Considered good	184,993,248	169,067,586
b. Considered doubtful	-	2,192,465
	<u>184,993,248</u>	<u>171,260,051</u>
<u>SCHEDULE 8</u>		
<u>CURRENT LIABILITIES</u>		
1. Sundry Creditors :		
Total Outstanding dues of Micro Enterprises and Small Enterprises	-	-
Total Outstanding dues of creditors other than Micro Enterprises and Small Enterprises	295,405	6,415,238
	<u>295,405</u>	<u>6,415,238</u>
2. Other Liabilities	2,038,363	1,914,642
3. Unclaimed Dividends *	5,974,898	6,945,183
4. Unclaimed Matured Fixed Deposits including interest accrued *	-	50,869
	<u>8,308,666</u>	<u>15,325,932</u>
*These figures include ₹ Nil (Previous Year ₹ 50,869) due and outstanding, to be credited to the Investor Education and Protection Fund.		
<u>SCHEDULE 9</u>		
<u>PROVISIONS</u>		
Provision for Taxation (net of advance taxes of ₹ 8,61,17,873, previous year ₹ 16,65,15,271)	3,909,156	(4,545,272)
	<u>3,909,156</u>	<u>(4,545,272)</u>

SCHEDULES FORMING PART OF PROFIT AND LOSS ACCOUNT

Amount (₹)

	As at 31st March, 2011	As at 31st March, 2010
<u>SCHEDULE 10</u>		
<u>OTHER INCOME</u>		
1. Interest on Loans / Deposits from Body Corporates [Tax deducted at Source ₹ 1,442,573 (Previous Year ₹ 1,977,830)]	14,425,732	19,800,904
2. Interest on Income Tax Refund	-	753,607
3. Income from Investments (Non-Trade)		
a) Dividend on Long Term Investments	9,500	14,500
b) Dividend on Current Investments	60,216	2,213
	69,716	16,713
4. Sundry Credit Balances Written Back	3,240	15,188
5. Profit on Sale of Investments		
a) Current Investments (Non-Trade)	339	1,037,765
	14,499,027	21,624,177
<u>SCHEDULE 11</u>		
<u>ADMINISTRATIVE AND OTHER EXPENSES</u>		
1. Electricity Expenses	155,451	203,462
2. Rent	33,648	-
3. Rates and Taxes	135,391	109,782
4. Insurance	-	55,483
5. Repairs and Maintenance - Buildings	27,826	99,053
6. Travelling and Conveyance	18,995	38,985
7. Legal and Professional Charges	2,801,597	2,303,379
8. Postal Charges	489,357	379,644
9. Telephone Expenses	64,561	220,144
10. Printing and Stationery	670,726	701,513
11. Sundry Fees	743,473	375,282
12. Service Charges	661,977	1,054,734
13. Miscellaneous Expenses	272,688	230,402
14. Long Term Investments written off	-	7,000
15. Provision for Doubtful Debts, Loans and Advances	-	2,192,465
16. Directors' Fees	300,000	465,000
17. Bad Debt written off	2,192,465	-
Less: Provision for doubtful debts written back	(2,192,465)	-
	6,375,690	8,436,328

SCHEDULE 12

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

I. SIGNIFICANT ACCOUNTING POLICIES:

1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

These accounts have been prepared under historical cost convention in accordance with generally accepted accounting principles and provisions of the Companies Act, 1956 and the Accounting Standards notified in Companies (Accounting Standard) Rules, 2006 to the extent applicable.

2 USE OF ESTIMATES:

The preparation of financial statements, in conformity with the generally accepted accounting principles, requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known / materialized.

3 FIXED ASSETS:

Fixed Assets are stated at cost less depreciation. Interest and other financial charges on loans borrowed specifically for acquisition of capital assets are capitalized till the start of its intended use.

4 DEPRECIATION AND AMORTISATION:

Depreciation on fixed assets is provided on written down value method at the rates and in the manner prescribed under schedule XIV of the Companies Act, 1956.

5 INVESTMENTS:

Long term investments are stated at cost. Current investments are stated at cost or fair value whichever is lower. Diminution in value of long term investments other than temporary in nature is charged to Profit & Loss Account.

6 INVENTORIES

Inventory is valued at the value on the date of conversion from capital assets to stock-in-trade or current market value, whichever is lower.

7 REVENUE RECOGNITION:

- a) Dividend income is accounted for when right to receive the same is established.
- b) All other revenues are recognized on accrual basis.

8 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

Provisions are recognized when the Company has a legal and constructive obligation as a result of a past event, for which it is probable that a cash outflow will be required and reliable estimate can be made of the amount of the obligation. Contingent liabilities are disclosed when the Company has a possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation. Provisions and Contingent Liabilities are revalued at each Balance sheet date.

9 BORROWING COSTS:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of assets. All other borrowing costs are charged to revenue. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

10 INCOME TAXES:

Provision for tax is made for both current and deferred taxes. Provision for current tax is made at the current tax rates based on assessable income. Deferred income tax reflect the impact of current year timing difference between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax assets are recognised only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

11 IMPAIRMENT OF ASSETS:

The Company identifies impairable assets at the year end in accordance with the guiding principals of Accounting Standard 28, notified in Companies (Accounting Standards) Rules 2006, for the purpose of arriving at impairment loss thereon being the difference between the book value and recoverable value of relevant assets. Impairment loss, when crystallizes, are charged against revenues for the year.

12 EARNINGS PER SHARE:

Basic earning per share is calculated by dividing the net profit/loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period are adjusted for the effects for all dilutive potential equity shares.

II. NOTES TO BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

- 1 The Company has only one Reportable Business Segment i.e. "Real Estate".
- 2 Land with structures situated at 70, Gokhale Road (South), Dadar, Mumbai - 400 025 held as Fixed Assets has been revalued at Fair Market Value based on Valuation made by an independent registered valuer as on 31st March, 2011 at ₹ 251 Crores. The resulting difference amounting to ₹ 244.98 Crores has been transferred to Capital Reserve (Revaluation Reserve). The aforesaid land with structures has since been converted to Inventory at the said Fair Market Value for commercial exploitation.
- 3 **Related Party Disclosures**
 - A) Names of related parties and description of relationship:
 - (a) **Related Parties where control exists:**
 - (i) Holding Company
Emami Limited (w.e.f. 3rd November, 2008 to 1st December, 2009)
Emami Infrastructure Limited (from 2nd December, 2009 to 4th February, 2010)
 - (b) **Key Management Personnel**
 - i) Shri Mohan Goenka (w.e.f. 1st April, 2010)
 - ii) Shri Harsh Vardhan Agarwal (w.e.f. 1st April, 2010)
 - B) Transactions during the year with related parties :

Nature of Transactions	Holding Company (In ₹)
a) Service Charges	-
	(382507)
b) Reimbursement of Expenses	-
	(1611281)

Amounts in brackets represent previous year figures

4 Earnings per Share

Earnings per Share is calculated as follows:

- a. Net Profit after tax attributable to Equity Shareholders
- b. Weighted average number of equity shares Basic and Diluted
- c. Nominal value of equity share
- d. Basic and Diluted Earnings per Share

		(In ₹)	
		As at 31st March	
		2011	2010
	9,143,847	13,906,449	
	8,06,400	8,06,400	
	100	100	
	11.34	17.25	
	110,300	600,000	
	-	15,000	
	49,635	-	
	-	-	
	<u>159,935</u>	<u>615,000</u>	

5 Payment to Auditors

- A. Statutory Auditors
 - (a) Audit Fees
 - (b) As Advisor or in any other capacity in respect of:
 - (i) Company law matters
 - (ii) Other Services
 - (c) As expenses

6 Previous year's figures have been rearranged or regrouped wherever necessary.

In terms of our report attached
For S.K. Agrawal & CO
Firm Registration No. 306033E
Chartered Accountants

Radha Krishan Tondon
Partner
M No. 60534
Kolkata
Dated : 30th May, 2011

For and on behalf of the Board

Harsh V. Agarwal
(Joint Managing Director)

Hari Mohan Marda
(Director)

Anand R.Mundra
CEO (Commercial) & Company Secretary

Krishna Kumar Khemka
(Director)

Rajesh Bagaria
(Director)

Balance Sheet Abstract and Company's General Business Profile

i. Registration Details

Registration No. State Code No.
 Balance Sheet Dated

ii. Capital Raised during the year (Amount ₹ in thousands)

Public Issue	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Right Issue	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Bonus Issue	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Private Placement	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

iii. Position of Mobilisation and Deployment of Funds (Amount ₹ in Thousands)

Sources of Funds	Total Liabilities	<input type="text" value="2"/> <input type="text" value="7"/> <input type="text" value="0"/> <input type="text" value="2"/> <input type="text" value="9"/> <input type="text" value="6"/> <input type="text" value="8"/>	Total Assets	<input type="text" value="2"/> <input type="text" value="7"/> <input type="text" value="0"/> <input type="text" value="2"/> <input type="text" value="9"/> <input type="text" value="6"/> <input type="text" value="8"/>
	Paid up Capital	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Reserves and Surplus	<input type="text" value="2"/> <input type="text" value="6"/> <input type="text" value="2"/> <input type="text" value="2"/> <input type="text" value="3"/> <input type="text" value="2"/> <input type="text" value="8"/>
	Secured Loans	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Unsecured Loans	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
	Deferred Tax Liabilities (Net)	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Application of Funds	Net Fixed Assets	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Investments	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
	Net Current Assets	<input type="text" value="2"/> <input type="text" value="7"/> <input type="text" value="0"/> <input type="text" value="2"/> <input type="text" value="9"/> <input type="text" value="0"/> <input type="text" value="8"/>	Misc. Expenditure	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
	Accumulated Losses	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		

iv. Performance of Company (Amount ₹ in Thousands)

Turnover	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Total Expenditure	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Profit / (Loss) before tax	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Profit / (Loss) After tax	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Earning Per Shares in ₹ (Refer note no. 18 of part II of schedule no. 18)	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Dividend Rate %	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

v. Generic Names of Three Principal Products /

Services of Company (as monetary terms)			
Item Code No. (ITC Code)	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Product Description	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Item Code No. (ITC Code)	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Product Description	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Item Code No. (ITC Code)	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Product Description	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

For and on behalf of the Board
Harsh V. Agarwal
 (Joint Managing Director)
Hari Mohan Marda
 (Director)
Anand R. Mundra
 CEO (Commercial) & Company Secretary

Krishna Kumar Khemka
 (Director)
Rajesh Bagaria
 (Director)

Kolkata
 Dated : 30th May, 2011

ZANDU REALTY LIMITED

Registered Office : Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata 700 107

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT
THE ENTERANCE OF THE VENUE

I hereby record my presence at the 92nd ANNUAL GENERAL METING of the Company held on Saturday, 24th September, 2011 at 2.30 P.M. at Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata 700 107.

Folio No. :	DP ID*
Name :	Client ID*
Address :	
Jointly with	
SIGNATURE OF THE SHAREHOLDER / PROXY	

ZANDU REALTY LIMITED

PROXY

Registered Office : Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata 700 107

I/We _____
of _____ in the district of _____ being a member/s of
ZANDU REALTY LIMITED hereby appoint Mr./Mrs. _____
_____ of _____ in the district of _____ or failing him/her
appoint Mr./Mrs. _____ of _____
in the district of _____ as my/our
Proxy to attend and vote for me/us on my/our behalf at the 92nd ANNUAL GENERAL MEETING of the Company
to be held on Saturday, 24th September, 2011 at 2.30 P.M..

Folio No. :

DP ID *

Client ID*

Signed this _____ day of _____ 2011

Affix
Re. 1
Revenue
Stamp

*Applicable for investors holding Shares in electronic form.

The Proxy Should be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS.
before the time fixed for holding the meeting.

Book Post

If undelivered please return to :

ZANDU REALTY LIMITED

EMAMI TOWER,

687, Anandapur, E.M. Bypass,

Kolkata 700 107