

EMAMI FRANK ROSS LIMITED
Reg. Off: 7, Jawaharlal Nehru Road, Kolkata -700013
Ph. No.: 2228 6042/ 0066/ 0067 Fax: 2228 5821
Website: www.frankrosspharmacy.com
CIN: L24232WB1919PLC003123

PROXY FORM
FORM MGT-11

[Pursuant to the provisions of section 105(6) of the Companies Act 2013
and rules 19(3) of the Companies (Management and Administration) Rules, 2014]

Serial no:
Name of Member(s):
Registered Address:
Email ID:
Folio No.:

I/We, being the member(s) holdingEquity Shares of Rs. 10/- each of Emami Frank Ross Limited, hereby appoint:

1. Name:
Address:
E-Mail ID: Signature: ,or

2. Name:
Address:
E-Mail ID: Signature: ,or

3. Name:
Address:
E-Mail ID: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 97th Annual General Meeting of the Company, to be held on Monday, 21st September, 2015 at 7, Jawaharlal Nehru Road, Kolkata-700013 at 11.00 A.M. and at my adjournment thereof in respect of such resolutions as are indicated below:

| NO. | PARTICULARS OF RESOLUTION |
|--|---|
| RESOLUTION - 1 (ORDINARY RESOLUTION) | To adopt the Financial Statements for the year ended 31 st March 2015. |
| RESOLUTION - 2 (ORDINARY RESOLUTION) | To appoint Mr. Rajendra Kumar Jatia (DIN 00083054) who retires by rotation and being eligible offers himself for reappointment. |
| RESOLUTION - 3 (ORDINARY RESOLUTION) | To ratify the appointments of M/s. S. K. Agrawal & co. (Firm Registration No. 306033E), as the Statutory Auditor and to fix their remuneration. |
| RESOLUTION - 4 (ORDINARY RESOLUTION) | To give consent to contribute to charitable and other funds not directly related to the business of the company or the welfare of its employees u/s 81. |
| RESOLUTION - 5 (ORDINARY RESOLUTION) | To approve the alteration of Capital Clause of Memorandum of Association of the Company |
| RESOLUTION - 6 (SPECIAL RESOLUTION) | To give power to Board for Borrowings u/s 180(1) (c). |
| RESOLUTION - 7 (SPECIAL RESOLUTION) | To reappoint & fix remuneration of Mr. Rajendra Kumar Jatia (DIN No. 00083054), as a Managing Director of the Company. |
| RESOLUTION - 8 (SPECIAL RESOLUTION) | To reappoint & fix remuneration of Mr. Anurag Jatia (DIN No. 01184328), as a Whole Time Director of the Company. |

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| RESOLUTION - 9 (SPECIAL RESOLUTION) | To fix remuneration of Mrs. Chadaravalli Srinivasa Bhatta Nalini (DIN 06806913), as a Whole Time Director of the Company. |
| RESOLUTION - 10 (SPECIAL RESOLUTION) | To approve the related party transaction entered with Mrs. Chadaravalli Srinivasa Bhatta Nalini (DIN 06806913), Whole Time Director of the Company for leasing her property not at arm's length price. |
| RESOLUTION - 11 (SPECIAL RESOLUTION) | To adopt new set of Articles of Association of the Company. |

Signed thisday of2015

Signature of Shareholder (S):

Signature of Proxy Holder:

Signature of Proxy Holder:

Signature of Proxy Holder:

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|--|
| Affix one Rupee Revenue Stamp |
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Note: This form of proxy in order to be effective should be duly completed and deposited at the **Registered Office** of the company not later than 48 hours before the commencement of the meeting