

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/ DP ID/ Client ID.:

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 failing him
2. Name:
Address:
E-Mail ID: Signature: ,or failing him
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 Extra-Ordinary General Meeting of the Company, to be held on Saturday, 11th March, 2017 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 | VOTE | | |
|--|---|------|---------|---------|
| | | For | Against | Abstain |
| RESOLUTION - 1 (SPECIAL RESOLUTION) | To approve increase in Authorised Capital & Alteration in Memorandum of Association of the Company | | | |
| RESOLUTION - 2 (SPECIAL RESOLUTION) | To authorize Board of Directors to invite subscription and issue Non-cumulative Redeemable Preference Shares on private placement basis | | | |
| RESOLUTION - 3 (SPECIAL RESOLUTION) | To give power to Board for Borrowings u/s 180(1) (c) of the Companies Act, 2013. | | | |
| RESOLUTION - 4 (SPECIAL RESOLUTION) | To authorize Board of Directors to invite Subscription and issue Non-Convertible Debentures on private placement basis | | | |
| RESOLUTION - 5 (SPECIAL RESOLUTION) | To give power to Board to give any loan, guarantee or acquiring by way of subscription in any other body corporate in excess of limit prescribed in section 186 of the Companies Act, 2013. | | | |

Signed thisday of2017

Signature of Shareholder (S):

Signature of First Proxy Holder:

Signature of Second Proxy Holder:

| |
|--|
| Affix one Rupee Revenue Stamp |
|--|

Signature of Third Proxy Holder:

Note:

1. 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.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. Members are requested to note that a person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such person shall not act as a proxy for any other member