BIRLA COTSYN
(INDIA) LTD.
Regd. Off. : Dalamal House, 1st Floor, Nariman Point,
Mumbai 400 021. India.
Tel.: +91 22 66168400/+91 22 2026340
Fax: +91 22 2204 7835
www.birlacotsyn.com
CIN : L17110MH1941PLC003429

30th September, 2014

To,
The Secretary
Bombay Stock Exchange Limited
P.J.Towers, Dalal Street,
Mumbai – 400 001

Scrip code: 533006

To
The Secretary
National Stock Exchange of India Limited
Exchange Plaza, C-1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400 051

Scrip Code: BIRLACOT

Dear Sir,

Sub: Outcome of 72nd Annual General Meeting of Birla Cotsyn (India) Ltd.

Voting Results of the Company as under:-

1. **Date of AGM: 30th September, 2014.**
2. **Total Number of Shareholders on record date:** 68033
3. **No of Shareholders present in the meeting either in person or through proxy:**
   i. Promoters and Promoters Group : 6(Six)
   ii. Public : 24 (Twenty Four)
4. **No of Shareholders attended the meeting through Video Conferencing:**
   i. Promoter and Promoter Group: NA
   ii. Public: NA

5. **Details of the Agenda:**

Item No.	Details of the Agenda	Resolution required (Ordinary/ Special)	Mode of Voting (Show of Hands/ Poll/ Postal Ballot/ E-voting)	Remarks
1.	Adoption of Balance Sheet, Statement of Profit & Loss, Report of the Board of Directors and Auditors for the financial period ended 31st March, 2014.	Ordinary	E-voting	Resolution was passed with requisite majority

Birla Cotsyn (India) Ltd. Mumbai

2.	Appointment of Director in place of Shri Rakesh Kumar Dixit, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	E-voting	Resolution was passed with requisite majority
3.	Appointment of M/s. Samria & Co., Chartered Accountants, as Statutory Auditors and fixing their remuneration.	Ordinary	E-voting	Resolution was passed with requisite majority
4.	Appointment of Shri Satyanarayan Baheti as an Independent Director of the Company.	Ordinary	E-voting	Resolution was passed with requisite majority
5.	Appointment of Shri Jignesh Mehta as an Independent Director of the Company.	Ordinary	E-voting	Resolution was passed with requisite majority
6.	Appointment of Shri Ram Prakash Mishra as an Independent Director of the Company.	Ordinary	E-voting	Resolution was passed with requisite majority

Ms. Ragini Chokshi, Practicing Company Secretary was the scrutinizer to conduct the E-voting process and a copy of the Scrutinizer's report as given by her is enclosed for your reference and records.

Please acknowledge receipt of the same.

Thanking You,
Yours Faithfully,
For **Birla Cotsyn (India) Limited**

Vineeta Shah
Company Secretary

Encl.: As above

Birla Cotsyn (India) Ltd. Mumbai

Voting Results as per Clause 35A of the Listing Agreement

Resolution No. 1: Adoption of Financial Statements of the Company for the period ended 31st March, 2014. (Ordinary Resolution)

Mode of Voting: (E-Voting)

Promoter/Public	No of Shares (1)	No of votes Polled (2)	% of Votes polled on Outstanding Shares (3) = (2)/(1)*100	No of votes in Favour (4)	No of votes Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes Against on votes polled (7) = (5)/(2)*100
Promoter and Promoter Group	469269504	229795224	48.97%	229795224	NIL	100%	NIL
Public - Institutional Holders	653847805	NIL	NIL	NIL	NIL	NIL	NIL
Public - Others	1545517845	584000	0.038%	206400	377600	35.34%	64.66%
Total	2668635154	230379224		230001624	377600	99.84	0.16

Resolution No. 2: Appointment of Director in place of Mr. Rakesh Kumar Dixit, who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

Mode of Voting: (E-Voting)

Promoter/Public	No of Shares (1)	No of votes Polled (2)	% of Votes polled on Outstanding Shares (3) = (2)/(1)*100	No of votes in Favour (4)	No of votes Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes Against on votes polled (7) = (5)/(2)*100
Promoter and Promoter Group	469269504	229795224	48.97%	229795224	NIL	100%	NIL
Public - Institutional Holders	653847805	NIL	NIL	NIL	NIL	NIL	NIL
Public - Others	1545517845	584000	0.038%	120200	463800	20.58%	79.42%
Total	2668635154	230379224		229915424	463800	99.80%	0.20%



Resolution No. 3: Appointment of M/s. Samria & Co., Chartered Accountants, as Statutory Auditors and fixing their remuneration. (Ordinary Resolution)

Mode of Voting: (E-Voting)

Promoter/Public	No of Shares (1)	No of votes Polled (2)	% of Votes polled on Outstanding Shares (3) = (2)/(1)*100	No of votes in Favour (4)	No of votes Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes Against on votes polled (7) = (5)/(2)*100
Promoter and Promoter Group	469269504	229795224	48.97%	229795224	NIL	100%	NIL
Public - Institutional Holders	653847805	NIL	NIL	NIL	NIL	NIL	NIL
Public - Others	1545517845	584000	0.038%	206400	377600	35.34%	64.66%
Total	2668635154	230379224		230001624	377600	99.84%	0.16%

Resolution No. 4: Appointment of Shri Satyanarayan Baheti as an Independent Director. (Ordinary Resolution)

Mode of Voting: (E-Voting)

Promoter/Public	No of Shares (1)	No of votes Polled (2)	% of Votes polled on Outstanding Shares (3) = (2)/(1)*100	No of votes in Favour (4)	No of votes Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes Against on votes polled (7) = (5)/(2)*100
Promoter and Promoter Group	469269504	229795224	48.97%	229795224	NIL	100%	NIL
Public - Institutional Holders	653847805	NIL	NIL	NIL	NIL	NIL	NIL
Public - Others	1545517845	584000	0.038%	120200	463800	20.58%	79.42%
Total	2668635154	230379224		229915424	463800	99.80%	0.20%

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Resolution No. 5: Appointment of Shri Jignesh Mehta as an Independent Director. (Ordinary Resolution)

Mode of Voting: (E-Voting)

Promoter/Public	No of Shares (1)	No of votes Polled (2)	% of Votes polled on Outstanding Shares (3) = (2)/(1)*100	No of votes in Favour (4)	No of votes Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes Against on votes polled (7) = (5)/(2)*100
Promoter and Promoter Group	469269504	229795224	48.97%	229795224	NIL	100%	NIL
Public - Institutional Holders	653847805	NIL	NIL	NIL	NIL	NIL	NIL
Public - Others	1545517845	584000	0.038%	205200	378800	35.14%	64.86%
Total	2668635154	230379224		230000424	378800	99.84%	0.16%

Resolution No. 6: Appointment of Shri Ram PrakashMishra as an Independent Director. (Ordinary Resolution)

Mode of Voting: (E-Voting)

Promoter/Public	No of Shares (1)	No of votes Polled (2)	% of Votes polled on Outstanding Shares (3) = (2)/(1)*100	No of votes in Favour (4)	No of votes Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes Against on votes polled (7) = (5)/(2)*100
Promoter and Promoter Group	469269504	229795224	48.97%	229795224	NIL	100	NIL
Public - Institutional Holders	653847805	NIL	NIL	NIL	NIL	NIL	NIL
Public - Others	1545517845	584000	0.038%	205200	378800	35.14%	64.86%
Total	2668635154	230379224		230000424	378800	99.84%	0.16%

Birla Cotsyn (India) Ltd. Mumbai

Partners
Mrs. Ragini Chokshi
Mr. Makarand Patwardhan
Mr. Umashankar Hegde
Mr. Girish Desai

CS Ragini Chokshi & Co.
Company Secretaries

Tel. 022-22831120
022-22831134

34, Kamer Building, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai - 400 001.
Web.: csraginichokshi.com. Email : mail@csraginichokshi.com

Date : 27/09/2014

Scrutinizer Report

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 (xi) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman,

72nd Annual General Meeting (AGM) of the Equity Shareholders of BIRLA COTSYN (INDIA) LIMITED held on Tuesday, 30th day of September, 2014 at 09:00 am at Prince Hall, The National Sports Club of India, Lala Lajpatrai Marg, Worli, Mumbai – 400 018

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co. a Company Secretaries Firm having its Registered Office at 34, Kamer Bldg 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai-400001, have been appointed as a Scruitinizer of BIRLA COTSYN (INDIA) LIMITED ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned Resolutions, for the 72nd Annual General Meeting of the Equity Shareholders of **BIRLA COTSYN (INDIA) LIMITED** held on Tuesday, the 30th day of September, 2014 at 09:00 a.m. at Prince Hall, The National Sports Club of India, Lala Lajpatrai Marg, Worli, Mumbai – 400 018, We submit our report as under:

1. The e-voting period remained open from Thursday, 25th September, 2014 at 9 a.m. and will end on Saturday, 27th September, 2014 at 6:00 p.m.

2. The Shareholders holding shares as on "Cut off" date i.e. on Wednesday, 22nd August, 2014 were entitled to vote on the proposed resolutions (Item no. 1 to 6 as set out in the Notice of the 72nd AGM of BIRLA COTSYN (INDIA) LIMITED)

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

3. The votes were unblocked on 27th September, 2014 around 07.37 p.m. in the presence of two witnesses, Ms. Rupa Kothari (Residing at 33H.D.trust bldg Opera House Mumbai 400004) and Mr. Mayank M. Patwa (Residing at 4/F/301 Prem Nagar , Borivali (West) ,Mumbai-400092) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Rkothari.

Name: Rupa Kothari

MPATWA

Name: Mayank M.Patwa

4. Thereafter, details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited".

5. Details of e-voting as under:

Resolution No.1: Ordinary Resolution : Adoption of Balance Sheet , Statement of Profit & Loss , Report of the Board of Directors and Auditors for the financial period ended 31st March , 2014.

(i) Voted **in favour** of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
14	**230001624**	**99.84**

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
5	**377600**	**0.16**

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	**NIL**

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Resolution No.2: Ordinary Resolution: To appoint a director in place of Shri Rakesh Kumar Dixit (DIN: 06655663), who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted **in favour** of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
12	**229915424**	**99.80**

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
7	**463800**	**00.20**

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	**NIL**

Resolution No.3: Ordinary Resolution: To appoint M/s Samira & Co, Chartered Accountants, (firm registration number: 109043W) as Statutory Auditors and fixing their remuneration.

(i) Voted **in favour** of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
14	**230001624**	**99.84**

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
5	**377600**	**00.16**

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	**NIL**

Resolution No.4: Ordinary Resolution: To Appoint Shri Satyanarayan Baheti (DIN: 06933453) as an Independent Director of the company.

(i) Voted **in favour** of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
12	**229915424**	**99.80**

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
7	**463800**	**00.20**

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	**NIL**

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

Resolution No.5: Ordinary Resolution: To Appoint Shri Jignesh Mehta (DIN: 02244493) as an Independent Director of the company.

(i) Voted **in favour** of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
13	**230000424**	**99.84**

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
6	**378800**	**00.16**

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	**NIL**

Resolution No.6: Ordinary Resolution: To Appoint Shri Ram Prakash Mishra (DIN: 00228438) as an Independent Director of the company.

(i) Voted **in favour** of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
13	**230000424**	**99.84**

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
6	378800	00.16

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution, is enclosed.

7. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting,-after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,
For Ragini Chokshi & Co.

R. K. Chokshi

Mrs. Ragini Chokshi
Partner
Membership No. 2390
C.P. No. 1436

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

CHAIRMAN

BIRLA COTSYN (INDIA) LIMITED