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

1st October, 2015.

To,
The Secretary
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001

Scrip Code: BSE 533006

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

Sub: Compliance under Clause 35A of the Listing Agreement.

The 73rd Annual General Meeting of the Company was held on Wednesday, 30th September, 2015 at Hall of Harmony, Discovery of India Building, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018.

The Company had appointed M/s. Ragini Chokshi & Co. Practicing Company Secretary (C.P. No.1436) as the Scrutinizer for conducting the remote e-voting and the voting process at the Annual General Meeting. The Scrutinizer has submitted the report on 30th September, 2015.

On the basis of the report received from the Scrutinizer, the Chairman of the meeting declared the following results today i.e. 1st October, 2015.

Item No.	Agenda Item	Resolution (s)	Mode of Voting
1.	Adoption of Balance Sheet, Statement of Profit & Loss, Report of the Board of Directors and Auditors for the Financial year ended 31st March, 2015.	Ordinary Resolution	Remote e-voting and Ballot/poll (Passed unanimously)
2.	Appointment of Directors in place of Shri Rakesh Kumar Dixit, who retires by rotation and being eligible, offers himself for re-appointment	Ordinary Resolution	Remote e-voting and Ballot/poll (Passed unanimously)
3.	Appointment of M/s. Samria & Co., Chartered Accountants, as Statutory Auditors and fixing	Ordinary Resolution	Remote e-voting and Ballot/poll

Birla Cotsyn (India) Ltd.

	their remuneration.		(Passed unanimously)
4.	Ratification of the remuneration of Cost Auditors.	Ordinary Resolution	Remote e-voting and Ballot/poll (Passed unanimously)
5.	Appointment of Shri Sanjay Rane as an Independent Director of the Company	Ordinary Resolution	Remote e-voting and Ballot/poll (Passed unanimously)
6.	Appointment of Shri Nirmala Mathur as a Director of the company.	Ordinary Resolution	Remote e-voting and Ballot/poll (Passed unanimously)
7.	Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013	Special Resolution	Remote e-voting and Ballot/poll (Passed unanimously)

Pursuant to Clause 35A of the Listing Agreement, please find enclosed the details regarding the consolidated voting results of the Resolution(s) passed at the Annual General Meeting in the prescribed format.

The Consolidated Scrutinizer's Report is also enclosed for your records.

Yours faithfully,
For **Birla Cotsyn (India) Limited**

Vineeta Shah
Company Secretary

Birla Cotsyn (India) Ltd. Mumbai

Details of Voting Results:

Date of AGM:	73rd Annual General Meeting held on 30th September, 2015
Total Number of Shareholders on record Date:	70862
No. of Shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public:	 6 24
No. of Shareholders attended the meeting through Video Conferencing Promoter and promoter Group: Public:	Not arranged



Resolution no. 1 – Ordinary Resolution – Adoption of Audited Standalone and Consolidated Financial Statement for the year ended 31st March, 2015

Promoter/Public	No. of shares held 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 votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	469269504	231168264	49.26%	231168264	0	100%	0.00
Public Institutional Holders	28420905	0	0.00	0	0	0.00	0.00
Public-others	2170944745	1277543	0.06%	993823	283720	77.79%	22.21%
Total	2668635154	232445807	8.71%	232162087	283720	99.88%	1.21%

Note: The above resolution was passed unanimously

Resolution no. 2 – Ordinary Resolution -Re-Appointment of Mr. Rakesh Kumar Dixit (DIN: 06655663) who retires by rotation.

Promoter/Public	No. of shares held 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 votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	469269504	231168264	49.26%	231168264	0	100%	0.00
Public Institutional Holders	28420905	0	0.00	0	0	0.00	0.00
Public-others	2170944745	1277543	0.06%	854623	422920	66.90%	33.10%
Total	2668635154	232445807	8.71%	232022887	422920	98.20%	1.80%

Note: The above resolution was passed unanimously

Resolution no. 3 – Ordinary Resolution -Appointment of M/s. Samria & Co., Chartered Accountant and fixing their remuneration.

Promoter/Public	No. of shares held 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 votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	469269504	231168264	49.26%	231168264	0	100%	0
Public Institutional Holders	28420905	0	0.00	0	0	0.00	0
Public-others	2170944745	1277543	0.06%	874623	402920	68.46%	31.54%
Total	2668635154	232445807	8.71%	232042887	402920	99.83%	0.17%

Note: The above resolution was passed unanimously

Birla Cotsyn (India) Ltd. Mumbai

Resolution no. 4 – Ordinary Resolution – Ratification of the remuneration of Cost Auditors.

Promoter/Public	No. of shares held 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 votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	469269504	231168264	49.26%	231168264	0	100%	0
Public Institutional Holders	28420905	0	0.00	0	0	0.00	0
Public-others	2170944745	1277543	0.06%	875823	401720	68.56%	31.44%
Total	2668635154	232445807	8.71%	232044087	401720	99.83%	1.71%

Note: The above resolution was passed unanimously

Resolution no. 5 – Ordinary Resolution – Appointment of Shri. Sanjay Rane (DIN: 07196410) as an Independent Director of the Company.

Promoter/Public	No. of shares held 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 votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	469269504	231168264	49.26%	231168264	0	100%	0
Public Institutional Holders	28420905	0	0.00	0	0	0.00	0
Public-others	2170944745	1277543	0.06%	854873	422670	66.92%	33.08%
Total	2668635154	232445807	8.71%	232023137	422670	99.82%	0.18%

Note: The above resolution was passed unanimously

Resolution no. 6 – Ordinary Resolution – Appointment of Smt. Nirmala Mathur (DIN:07189926) as a Director of the Company.

Promoter/Public	No. of shares held 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 votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	469269504	231168264	49.26%	231168264	0	100%	0
Public Institutional Holders	28420905	0	0.00	0	0	0.00	0
Public-others	2170944745	1277543	0.06%	853673	423870	66.82%	33.18%
Total	2668635154	232445807	8.71%	232021937	423870	99.82%	0.18%

Note: The above resolution was passed unanimously



Resolution no. 7 – Ordinary Resolution – Adoption of new Articles of Association of the Company containing regulation in conformity with the Companies Act, 2013.

Promoter/Public	No. of shares held 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 votes polled (7)={(5)/(2)}*100
Promoter and promoter Group	469269504	231168264	49.26%	231168264	0	100%	0
Public Institutional Holders	28420905	0	0.00	0	0	0.00	0
Public-others	2170944745	1277543	0.06%	875823	401720	68.56%	31.44%
Total	2668635154	232445807	8.71%	232044087	401720	99.83%	0.17%

Note: The above resolution was passed unanimously



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

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 : 30/09/2015

Consolidated Scrutinizer's Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman of 73rd Annual General Meeting (Annual General Meeting) of the Equity Shareholders of Birla Cotsyn (India) Limited held on Wednesday 30th September, 2015 at 9.00 a.m. at Hall of Harmony, Discovery of India Building, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400018.

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., a Company Secretary Firm having its registered office at 34, Kamer Bldg, 5th Floor, 38,Cawasji Patel Street, Fort, Mumbai-400001, have been appointed as the Scrutinizer by the Board of Directors of Birla Cotysn (India) Limited (the Company) for the purpose of:

(i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and

(ii) Scrutinizing the physical ballot (Poll) voting process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, conducted for passing the resolutions contained in the Notice convening the 73rd Annual General Meeting (Annual General Meeting) of the Equity Shareholders of Birla Cotsyn (India) Limited held on Wednesday 30th September, 2015 at 9.00 a.m. at Hall of Harmony, Discovery of India Building, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400018.

The Notice dated 22nd July, 2015 convening the Annual General Meeting along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolutions to be passed at the Annual General Meeting of the Equity Shareholders of the Company.

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

The Company had availed the remote e - voting facility offered by Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to the Shareholders of the Company. The Company also provided voting by physical ballot (Poll) at the venue of the Annual General Meeting to those members who attended the Annual General Meeting and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date of 24th September, 2015 were entitled to vote on the resolutions as contained in the Notice of Annual General Meeting of the Company.

The period for remote e-voting commenced on Saturday, 26th September, 2015 at 9.00 a.m. (IST) and ended on Monday, 28th September, 2015 at 5.00 p.m. (IST). The CDSL e-voting platform was blocked thereafter.

On 28th September, 2015, after the end of the remote e-voting period, I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio no., and number of shares held by the member could be seen to ensure that these members do not vote again at the Annual General Meeting. However the manner in which the votes cast by the members by e-voting were not available.

Further, the Chairman announced the poll at the Annual General Meeting for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in our presence with due identification marks placed by me.

The locked ballot box was subsequently opened in the presence of two witnesses, Ms. Bhaviika Bharat Jain (Residing at 340 J.S.S. Road, Thakurdwar Road, Atmaram Building , 3rd floor, Rn.25 Mumbai-400 002.) and Ms. Rupa Kothari (Residing at 23, Shanti 1 building, Carmichael Road, Pedder Road, Mumbai 400026.) who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.

Name: Ms. Bhaviika Bharat Jain

Name: Rupa Kothari

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Adroit Corporate Services Pvt Ltd, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

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

The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.

The votes cast through remote e-voting were unblocked after the Annual General Meeting in the presence of two witnesses, Ms. Bhaviika Bharat Jain (Residing at 340 J.S.S. Road, Thakurdwar Road, Atmaram Building , 3rd floor, Rn.25 Mumbai-400 002.) and Ms. Rupa Kothari (Residing at 23, Shanti 1 building, Carmichael Road, Pedder Road, Mumbai 400026.). They have signed below in confirmation of the votes being unblocked in their presence.

Bhavika

Name: Ms. Bhaviika Bharat Jain

R S Kothari

Name: Rupa Kothari

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting website of CDSL and also the ballot forms received during the poll process at the Annual General Meeting.

The Consolidated Report on the result of the remote e-voting and voting at the meeting through poll (physical ballot) in respect of the said Resolutions is as under:

Resolution No.1: Ordinary: Adoption of Balance Sheet, Statement of Profit & Loss, Report of the Board of Directors and Auditors for the financial year ended 31st March, 2015.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	22	230123247	99.88
Physical Ballot	23	2038840	100
Total	45	232162087	99.88

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	283720	0.12
Physical Ballot	0	0	0
Total	5	283720	0.12

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

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	0	0
Physical Ballot	1	5000

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

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	19	229984047	99.82
Physical Ballot	23	2038840	100
Total	42	232022887	99.82

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	8	422920	0.18
Physical Ballot	0	0	0
Total	8	422920	0.18

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	0	0
Physical Ballot	1	5000

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

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

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	20	230004047	99.83
Physical Ballot	23	2038840	100
Total	43	232042887	99.83

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	402920	0.17
Physical Ballot	0	0	0
Total	7	402920	0.17

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	0	0
Physical Ballot	1	5000

Resolution No.4: Special: Ratification of the remuneration of Cost Auditors.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	21	230005247	99.83
Physical Ballot	23	2038840	100
Total	44	232044087	99.83

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

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	401720	0.17
Physical Ballot	0	0	0
Total	6	401720	0.17

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	0	0
Physical Ballot	1	5000

Resolution No.5: Special: Appointment of Shri Sanjay Rane as an Independent Director.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	19	229984297	99.82
Physical Ballot	23	2038840	100
Total	42	232023137	99.82

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	8	422670	0.18
Physical Ballot	0	0	0
Total	8	422670	0.18

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

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	0	0
Physical Ballot	1	5000

Resolution No.6: Special: Appointment of Smt. Nirmala Mathur as a Director of the Company.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	18	229983097	99.82
Physical Ballot	23	2038840	100
Total	42	232021937	99.82

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	423870	0.18
Physical Ballot	0	0	0
Total	9	423870	0.18

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	0	0
Physical Ballot	1	5000

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

Resolution No.7 Special: Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	21	230005247	99.83
Physical Ballot	23	2038840	100
Total	44	232044087	99.83

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	401720	0.17
Physical Ballot	0	0	0
Total	6	401720	0.17

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	0	0
Physical Ballot	1	5000

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

The register, all other papers and relevant records relating to remote e-voting/physical ballot forms and voting at the meeting 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,

Place: Mumbai

Date: 30th September, 2015

FOR RAGINI CHOKSHI & CO.

R. K. Chokshi.

RAGINI CHOKSHI & CO. Company Secretaries C P 1436 MUMBAI

MRS. RAGINI CHOKSHI
(Partner)
C.P. Number : 1436
Membership number:2390

CHAIRMAN

FOR BIRLA COTSYN (INDIA) LTD