THE YASH BIRLA GROUP

Date: 29.09.2014

To,

Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai – 400 001

Company Scrip Code :531845

To,

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,

Plot No. C/1, G Block,

Bandra Kurla Complex, Bandra (East),

Mumbai – 400 051

Scrip Code : ZENITHBIR

Sub : Clause 35A of the Listing Agreement with the Stock Exchanges for Voting Results of the 52nd Annual General Meeting.

Dear Sir / Madam,

In accordance of the amended clause 35A of the Listing Agreement with the Stock Exchanges,we request you to take on record the following:

Sr. No	Description			Particulars
1.	Date of AGM			27th September,2014
2.	Book Closure Date			24th September,2014 to 27th September,2014.(Both days inclusive)
3.	Total No.Shareholders on Record Date			76581
4	No. of Shareholders present in the Meeting either in person or through Proxy.			
	Category of Shareholders	In Person	Proxy	Total
	Promoter and Promoter Group	11	1	12
	Public	30	1	31
	Total	41	2	43
5.	No. of Shareholders Voted through Video Conferencing - Not Applicable.			

CIN :- L29220MH1960PLC011773

Head Off. - S-2, Vedant Commercial Complex, Vartak Nagar, Pokhran Road No.1,Thane (West) - 400 606. Mumbai, India
Tel. + 91 22 6793 3000, Fax.: + 91 22 6793 3111 Email : zenithsteelpipes.com, Web : www.zenithsteelpipes.com
Regd.Off. - Dalamal House, 1st Floor, J.B.Marg, Nariman Point, Mumbai - 400 021. Tel.: + 91 - 22 - 2282 1173, 6616 8400, Fax : + 91 - 22 - 2204 7835 Web : www.yashbirlagroup.com
Works : Khopoli, Tarapur, Murbad - Maharashtra, (India)

Outcome of Annual General Meeting:

The Annual general Meeting of the members of the Company was held on Saturday, the 27th September,2014 at 3.30 pm at Gopi Birla Memorial School 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai – 400 006. The agenda wise details of e-voting and Poll at the Annual General Meeting are provided in Annexure A. further enclosed the report of scrutinizer on e-voting facility provided by the company and on poll conducted at the Annual General meeting in Annexure B & C.

Request you to kindly, take the same on record.

Yours faithfully,

For: ZENITH BIRLA (INDIA) LIMITED

(Vimal Prakash Dubey)
Company Secretary

Encl:As Above

Annexure - 'A'

ZENITH BIRLA (INDIA) LIMITED (CIN : L29220MH1960PLC011773)

Clause 35A (E-Voting+Poll)

Resolution 1 : To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

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 on votes polled (7)=[(5)/(2)] *100
Promoter and Prom	12698273	12697545	99.99%	12697545	0	100%	0%
Public – Institution	23493777	0	0%	0	0	0%	0%
Public-Others	95088398	3319592	3.49%	3319022	570	99.98%	0.02%
Total	**131280448**	**16017137**	**12.20%**	**16016567**	**570**	**99.98%**	**0.02%**

ZENITH BIRLA (INDIA) LIMITED (CIN :L29220MH1960PLC011773)

Clause 35A (E-Voting+Poll)

Resolution 2 : Appointment M/s.Thakur, Vaidyanath Aiyer & co., Chartered Accountants as Statutory Auditors and fixing their remuneration.(Ordinary Resolution)

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 on votes polled (7)=[(5)/(2)] *100
Promoter and Prom	12698273	12697545	99.99%	12697545	0	100%	0%
Public – Institution	23493777	0	0%	0	0	0%	0%
Public-Others	95088398	3319592	3.49%	19022	3300570	0.57%	99.43%
Total	**131280448**	**16017137**	**12.20%**	**12716567**	**3300570**	**79.39%**	**20.61%**

ZENITH BIRLA (INDIA) LIMITED (CIN :L29220MH1960PLC011773)

Clause 35A (E-Voting+Poll)

Resolution 3 : To appoint Mr. Ashish Mahendrakar (DIN : 03584695) as Director . (Ordinary Resolution)

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 on votes polled (7)=[(5)/(2)] *100
Promoter and Prom	12698273	12697545	100%	12697545	0	100%	0%
Public – Institution	23493777	0	0%	0	0	0%	0%
Public-Others	95088398	3317592	3.49%	15872	3301720	0.48%	99.52%
Total	**131280448**	**16015137**	12.20%	**12713417**	**3301720**	79.38%	**20.62%**

ZENITH BIRLA (INDIA) LTD. MUMBAI

ZENITH BIRLA (INDIA) LIMITED (CIN :L29220MH1960PLC011773)							
Clause 35A (E-Voting+Poll)							
Resolution 4 : To Appoint Mr. Satish Vasant Jadhav (DIN : 06941520) as Independent Director . (Ordinary Resolution)							
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 on votes polled (7)=[(5)/(2)] *100**
Promoter and Prom	12698273	12697545	100%	12697545	0	100%	0%
Public – Institution	23493777	0	0%	0	0	0%	0%
Public-Others	95088398	3319592	3.49%	17871	3301721	0.54%	99.46%
Total	**131280448**	**16017137**	**12.20%**	**12715416**	**3301721**	**79.39%**	**20.61%**

ZENITH BIRLA (INDIA) LIMITED (CIN : L29220MH1960PLC011773)							
Clause 35A (E-Voting+Poll)							
Resolution 5 : To Appoint Mr. Ameya Subhash Jagushte (DIN : 06947645) as Independent Director . (Ordinary Resolution)							
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 on votes polled (7)=[(5)/(2)] *100**
Promoter and Prom	12698273	12697545	100%	12697545	0	100%	0%
Public – Institution	23493777	0	0%	0	0	0%	0%
Public-Others	95088398	3317592	3.49%	15871	3301721	0.48%	99.52%
Total	**131280448**	**16015137**	**12.20%**	**12713416**	**3301721**	**79.38%**	**20.62%**

ZENITH BIRLA (INDIA) LIMITED (CIN :L29220MH1960PLC011773)							
Clause 35A (E-Voting+Poll)							
Resolution 6 : To Re-Confirm authority to Board of Directors for Borrowings up to s.600 Crores. (Special Resolution)							
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 on votes polled (7)=[(5)/(2)] *100**
Promoter and Prom	12698273	12697545	100%	12697545	0	100%	0%
Public – Institution	23493777	0	0%	0	0	0%	0%
Public-Others	95088398	3319592	3.49%	1115266	2204326	33.60%	66.40%
Total	**131280448**	**16017137**	**12.20%**	**13812811**	**2204326**	**86.24%**	**13.76%**

ZENITH BIRLA (INDIA) LIMITED (CIN :L29220MH1960PLC011773)							
Clause 35A (E-Voting+Poll)							
Resolution 7 : To approve Creation of Charge / Security over the assets / undertaking of the company, in respect of Borrowings. (Special Resolution)							
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 on votes polled (7)=[(5)/(2)] *100**
Promoter and Prom	12698273	12697545	100%	12697545	0	100%	0%
Public – Institution	23493777	0	0%	0	0	0%	0%
Public-Others	95088398	3317592	3.49%	1117022	2200570	33.67%	66.33%
Total	**131280448**	**16015137**	**12.20%**	**13814567**	**2200570**	**86.26%**	**13.74%**

ZENITH BIRLA (INDIA) IMITED (CIN :L29220MH1960PLC011773)							
Clause 35A (E-Voting+Poll)							
Resolution 8 : Ratification of Cost Auditor's Remuneration.(Special Resolution)							
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 on votes polled (7)=[(5)/(2)] *100**
Promoter and Prom	12698273	12697545	100%	12697545	0	100%	0%
Public – Institution	23493777	0	0%	0	0	0%	0%
Public-Others	95088398	3319471	3.49%	3318911	560	99.98%	0.02%
Total	**131280448**	**16017016**	**12.20%**	**16016456**	**560**	**99.99%**	**0.01%**

Annexure – B

Partners
Mrs.RaginiChokshi
Mr.GirishM.Desai
Mr.MakarandPatwardhan

RaginiChokshi&Co.
CompanySecretaries

Tel.:02222831120
02222831134

34,KamerBuilding,5thFloor,38CawasjiPatelStreet,Fort,Mumbai400001
Email:ragini.c@rediffmail.com,mail@csraginichokshi.com

Date: 23/09/2014

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,

52nd Annual General Meeting (AGM) of the Equity Shareholders of ZENITH BIRLA (INDIA) LIMITED, held on 27th day of September, 2014 at 03:30 pm at Gopi Birla Memorial School 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai - 400006.

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 ZENITH BIRLA (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 52nd Annual General Meeting of the Equity Shareholders of **ZENITH BIRLA (INDIA) LIMITED** held on Saturday , on 27th day of September, 2014 at 03:30 p.m. at Gopi Birla Memorial School 68,Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai - 400006. We submit our report as under:

1. The E-voting period remained open from Wednesday, 21st September, 2014 at 9 a.m. and will end on 23rd September, 2014 at 6:00 p.m.

2. The Shareholders holding shares as on "Cut off" date i.e. on Friday 22nd August, 2014 were entitled to vote on the proposed resolutions (Item no. 1 to 8 as set out in the Notice of the 52nd (AGM) ZENITH BIRLA (INDIA) LIMITED

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

3. The votes were unblocked on 23rd September, 2014 around 06.30 p.m. in the presence of two witnesses, Mr. Rohan V. Purecha (Residing at Gita Grah, 4th Floor Room No-111, Kalbadevi Mumbai-400020.) 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.

Name: Rohan V.Purecha

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 and Loss. Report on Board of Directors and Auditors for the financial year ended 31st March, 2014.

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

Number of members voted through electronic voting system	Number of votes cast favour of Resolution	% of total number of valid votes cast
35	**12609946**	**99.99**

(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
3	**560**	**0.01**

(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.2: Ordinary Resolution: To Appoint M/s.Thakur, Vaidyanath Aiyer & Co., (firm Registration Number: 000038N) Chartered Accountants 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
35	**12609946**	**99.99**

(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
3	**560**	**0.01**

(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 Mr. Ashish Mahendrakar (DIN:03584695) as 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
33	**12606796**	**99.99**

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
4	**1710**	**0.01**

(iii) **Invalid** votes:

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

- **Note: One shareholder has not casted his vote in this resolution. Therefore, there is difference in number of member.**

Resolution No.4: Ordinary Resolution: To appoint Mr Satish Vasant Jadhav (DIN: 06941520), 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
33	**12608795**	**99.99**

(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	**1711**	**0.01**

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

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.

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

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

ZENITH BIRLA (INDIA) LTD. MUMBAI

CHAIRMAN

ZENITH BIRLA (INDIA) LIMITED

(iii) **Invalid** votes:

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

Resolution No.5: Ordinary Resolution: To appoint Mr. Ameya Subhash Jagushte (DIN:06947645), 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
32	**12606795**	**99.99**

(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	**1711**	**0.01**

(iii) **Invalid** votes:

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

- **Note: One shareholder has not casted his vote in this resolution. Therefore, there is difference in number of member.**

Resolution No.6: Special Resolution: To Reconfirm Authority to Board of Directors for Borrowings up to Rs.600 Crores.

Annexure - C

Partners
Mrs.RaginiChokshi
Mr.GirishM.Desai
Mr.MakarandPatwardhan

RaginiChokshi&Co.
CompanySecretaries

Tel.:02222831120
02222831134

34,KamerBuilding,5thFloor,38CawasjiPatelStreet,Fort,Mumbai400001
Email:ragini.c@rediffmail.com,mail@csraginichokshi.com

Date: 29/09/2014

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman,

52nd Annual General Meeting (AGM) of the Equity Shareholders of ZENITH BIRLA (INDIA) LIMITED, held on 27th day of September, 2014 at 03:30 pm at Gopi Birla Memorial School 68,Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai - 400006

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, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at 52nd Annual General Meeting of the Equity Shareholders of **ZENITH BIRLA (INDIA) LIMITED** held on 27th day of September, 2014 at 03:30 a.m, at Gopi Birla Memorial School 68,Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai – 400006 submit our report as under:

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

2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Big Share Services Pvt. Ltd Registrar and Transfer Agents of the Company and the authorization/proxies lodged with Company.

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

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

4. The result of the Poll is as under:

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

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
16	**3406621**	**99.99**

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

Number of members present and voting (in person or by proxy)	Number of votes cast in against Resolution	% of total number of valid votes cast
1	**10**	**0.01**

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	**4300001**

Resolution No.2: Ordinary Resolution: To Appoint M/s.Thakur, Vaidyanath Aiyer & Co., (Firm Registration Number: 000038N) Chartered Accountants as Statutory Auditors and fixing their remuneration.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
14	**106621**	**3.13**

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

Number of members present and voting(in person or by proxy)	Number of votes cast in against Resolution	% of total number of valid votes cast
3	**3300010**	**96.87**

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	**4300001**

Resolution No.3: Ordinary Resolution: To appoint Mr. Ashish Mahendrakar (DIN:03584695) as Director of the Company.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
14	**106621**	**3.13**

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

Number of members present and voting (in person or by proxy)	Number of votes cast in against Resolution	% of total number of valid votes cast
3	**3300010**	**96.87**

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	**4300001**

Resolution No.4: Ordinary Resolution: To appoint Mr Satish Vasant Jadhav (DIN: 06941520), as an Independent Director of the Company.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
14	**106621**	**3.13**

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

Number of members present and voting (in person or by proxy)	Number of votes cast in against Resolution	% of total number of valid votes cast
3	**3300010**	**96.87**

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	**4300001**

Resolution No.5: Ordinary Resolution: To appoint Mr. Ameya Subhash Jagushte (DIN:06947645), as an Independent Director of the Company.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
14	**106621**	**3.13**

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

Number of members present and voting (in person or by proxy)	Number of votes cast in against Resolution	% of total number of valid votes cast
3	**3300010**	**96.87**

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

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	**4300001**

Resolution No.6: Special Resolution:: To Reconfirm Authority to Board of Directors for Borrowings up to Rs.600 Crores.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
15	**1206621**	**35.42**

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

Number of members present and voting (in person or by proxy)	Number of votes cast in against Resolution	% of total number of valid votes cast
2	**2200010**	**64.58**

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	**4300001**

Resolution No.7: Special Resolution: To approve creation of charge / security over the assets / undertaking of the company in respect of borrowings.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
15	**1206621**	**35.42**

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

Number of members present and voting (in person or by proxy)	Number of votes cast in against Resolution	% of total number of valid votes cast
2	**2200010**	**64.58**

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	**4300001**

Resolution No.8: Special Resolution: Ratification of Cost Auditors Remuneration.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
14	**3406510**	**100**

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

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
0	**0**	**0**

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	**4300001**

5. 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.

6. The poll paper and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping

Thanking You,

Yours faithfully,
FOR RAGINI CHOKSHI & CO.

Place: Mumbai
Date: 29/09/2014

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

R. K. Chokshi

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

ZENITH BIRLA (INDIA) LTD. MUMBAI

CHAIRMAN

ZENITH BIRLA (INDIA) LIMITED