



THE YASH BIRLA GROUP

29th September, 2014,

To,

Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai – 400 001

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

Company Scrip Code :531845

Scrip Code : ZENITHBIR

Sub: Announcement regarding the results of voting at the 52nd Annual General Meeting
Of the Company Held on 27th September, 2014,

This is to inform that 52nd Annual General meeting (AGM) of our Company was held on Saturday 27th September, 2014. At 3.30 p.m. at Gopi Birla Memorial School, 68, Walkeshwar Road Walkeshwar, Mumbai – 400 006.

E-Voting on the resolutions took place on 21st September, 2014 to 23rd September, 2014. Voting by poll took place at AGM, as poll was ordered by the Chairman. All the items of business as mentioned in the notice convening the said Annual General meeting have been transacted and all the resolutions (Resolutions 1 to 8) by the shareholders with the requisite majority either by e-voting or through voting by poll Conducted by the Annual General Meeting.

A summarized results of the results of e-voting and poll is given as Annexure -1. Resolution wise break up of results of voting through e-voting and poll is given as Annexure -2. The scrutinizers report of e-voting dated 24th September, 2014 is given as Annexure -3. The Scrutinizers report of voting by poll dated 27th September, 2014 is given as Annexure – 4.

For Zenith Birla (India) Limited



(Vimal Prakash Dubey)
Company Secretary

CIN :- L29220MH1960PLC011773

ZENITH BIRLA (INDIA) LTD.

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)

Annexure - 1

Res No.	Resolution	Total Votes Cast	Votes cast in favour of the Resolution	Votes cast against the Resolution	% of Vote Cast in Favour of resolutions	Status of the Resolutions
1.	Adoption of Balance Sheet, Statement of Profit and Loss. Report on Board of Directors and Auditors for the financial year ended 31 st March, 2014.	16017137	16016567	570	99.98%	Approved with requisite majority.
2.	Appointment of M/s.Thakur, Vaidyanath Aiyer & co., Chartered Accountants as Statutory Auditors and fixing their remuneration.	16017137	12716567	3300570	79.39%	Approved with requisite majority
3.	Appointment of Mr.Ashish Mahendrakar as Director.	16015137	12713417	3301720	79.38%	Approved with requisite majority
4.	Appointment of Mr.Satish Vasant Jadhav as an Independent Director	16017137	12715416	3301721	79.39%	Approved with requisite majority
5.	Appointment of Mr.Ameya Subhash Jagushte as an Independent Director	16015137	12713416	3301721	79.38%	Approved with requisite majority
6.	To Reconfirm Authority to Board of Directors for Borrowings up to RS.600 Crores.	16017137	13812811	2204326	86.24%	Approved with requisite majority
7.	To approve creation of charge / security over the assets / undertaking of the company in respect of borrowings.	16015137	13814567	2200570	86.26%	Approved with requisite majority
8.	Ratification of Cost Auditors remuneration	16017016	16016456	560	99.99%	Approved with requisite majority





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 of votes polled	(6)=[(4)/(2)]*100	% of Votes against votes polled	(7)=[(5)/(2)]*100
Promoter and	12698273		105984		0.83%		105984		0		100%		0%	
Public Institutional Holders	23493777		0		0		0		0		0%		0%	
Public - Others	95088398		3300647		3.47%		3300637		10		99.99%		0.01%	
Total	131280448		3406631		2.59%		3406621		10		99.99%		0.01%	

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 of votes polled	(6)=[(4)/(2)]*100	% of Votes against votes polled	(7)=[(5)/(2)]*100
Promoter and	12698273		12591561		99.16%		12591561		0		100%		0%	
Public Institutional Holders	23493777		0		0%		0		0		0%		0%	
Public - Others	95088398		18945		0.02%		18385		560		97.04%		2.96%	
Total	131280448		12610506		9.61%		12609946		560		99.99%		0.01%	

Mode of Voting (E-Voting)

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 of votes polled	(6)=[(4)/(2)]*100	% of Votes against votes polled	(7)=[(5)/(2)]*100
Promoter and	12698273		12591561		99.16%		12591561		0		100%		0%	
Public Institutional Holders	23493777		0		0%		0		0		0%		0%	
Public - Others	95088398		18945		0.02%		18385		560		97.04%		2.96%	
Total	131280448		12610506		9.61%		12609946		560		99.99%		0.01%	

Mode of Voting (Poll)

Adoption of Balance Sheet, Statement of Profit and Loss. Report on Board of Directors and Auditors for the financial year ended 31st March, 2014.

Ordinary Resolution:

Item No. 1:

Results of Voting : Merged (E-Voting + Poll)

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 of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	12697545	99.99%	12697545	0	100%	0%
Public institutional Holders	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%

Item No. 2:

Ordinary Resolution:

Appointment M/s.Thakur, Vaidyanath Aiyer & co., Chartered Accountants as Statutory Auditors and fixing their remuneration

Mode of Voting (E-Voting)

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 of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	12591561	99.16%	12591561	0	100	0
Public institutional Holders	23493777	0	0%	0	0	0	0
Public - Others	95088398	18945	0.02%	18385	560	97.04%	2.96%
Total	131280448	12610506	9.60%	12609946	560	99.99%	0.01%



Mode of Voting (Poll)

Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	105984	0.83%	105984	0	100%	0%
Public institutional Holders	23493777	0	0%	0	0	0%	0%
Public - Others	95088398	3300647	3.47%	637	3300010	0.02%	99.98%
Total	131280448	3406631	2.59%	106621	3300010	3.13%	96.87%

Results of Voting : Merged (E-Voting + Poll)

Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	12697545	99.99%	12697545	0	100%	0%
Public institutional Holders	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%



Item No. 3:

Ordinary Resolution:

Appointment of Mr.Ashish Mahendrakar as Director.

Mode of Voting (E-Voting)

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 of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	12591561	99.16%	12591561	0	100%	0%
Public institutional Holders	23493777	0	0%	0	0	0%	0%
Public - Others	95088398	16945	0.02%	15235	1710	89.90%	10.10%
Total	131280448	12608506	9.60%	12606796	1710	99.99%	0.01%

Mode of Voting (Poll)

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 of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	105984	0.83%	105984	0	100%	0%
Public institutional Holders	23493777	0	0%	0	0	0%	0%
Public - Others	95088398	3300647	3.47%	637	3300010	0.02%	99.98%
Total	131280448	3406631	2.59%	106621	3300010	3.13%	96.87%



Results of Voting : Merged (E-Voting + Poll)

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 of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	12697545	100%	12697545	0	100%	0%
Public Institutional Holders	23493777	0	0%	0	0	0%	0%
Public - Others	95088398	3317592	3.49%	15872	3301720	0.57%	99.43%
Total	131280448	16015137	12.20%	12713417	3301720	79.39%	20.61%

Item No. 4:

Ordinary Resolution:

Appointment of Mr.Satish Vasant Jadhav as an Independent Director.

Mode of Voting (E-Voting)

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 of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	12591561	99.16%	12591561	0	100%	0%
Public Institutional Holders	23493777	0	0%	0	0	0%	0%
Public - Others	95088398	18945	0.02%	17234	1711	90.97%	9.03%
Total	131280448	12610506	9.60%	12608795	1711	99.99%	0.01%



Mode of Voting (Poll)

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 of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	105984	0.83%	105984	0	100%	0%
Public institutional Holders	23493777	0	0%	0	0	0%	0%
Public - Others	95088398	3300647	3.47%	637	3300010	0.02%	99.98%
Total	131280448	3406631	2.59%	106621	3300010	3.13%	96.87%

Results of Voting : Merged (E-Voting + Poll)

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 of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	12697545	100%	12697545	0	100%	0%
Public institutional Holders	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%



Item No. 5:

Ordinary Resolution:

Appointment of Mr.Ameya Subhash Jagushte as an Independent Director.

Mode of Voting (E-Voting)

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 of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	12591561	99.16%	12591561	0	100%	0%
Public institutional Holders	23493777	0	0%	0	0	0%	0%
Public - Others	95088398	16945	0.02%	15234	1711	89.90%	10.10%
Total	131280448	12608506	9.60%	12606795	1711	99.99%	0.01%

Mode of Voting (Poll)

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 of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	105984	0.83%	105984	0	100%	0%
Public institutional Holders	23493777	0	0%	0	0	0%	0%
Public - Others	95088398	3300647	3.47%	637	3300010	0.02%	99.98%
Total	131280448	3406631	2.59%	106621	3300010	3.13%	96.87%



Results of Voting : Merged (E-Voting + Poll)

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 of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	12697545	100%	12697545	0	100%	0%
Public institutional holders	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%

Item No. 6:

Special Resolution:

To Reconfirm Authority to Board of Directors for Borrowings up to RS.600 Crores.

Mode of Voting (E-Voting)

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 of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	12591561	99.16%	12591561	0	100%	0%
Public institutional Holders	23493777	0	0%	0	0	0%	0%
Public - Others	95088398	18945	0.02%	14629	4316	77.21%	22.79%
Total	131280448	12610506	9.60%	12606190	4316	99.96%	0.04%



Mode of Voting (Poll)

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 of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	105984	0.83%	105984	0	100%	0%
Public institutional Holders	23493777	0	0%	0	0	0%	0%
Public - Others	95088398	3300647	3.47%	1100637	2200010	33.34%	66.66%
Total	131280448	3406631	2.59%	1206621	2200010	35.42%	64.58%

Results of Voting : Merged (E-Voting + Poll)

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 of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	12697545	100%	12697545	0	100%	0%
Public institutional Holders	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%



Item No. 7:

Special Resolution:

To approve creation of charge / security over the assets / undertaking of the company in respect of borrowings.

Mode of Voting (E-Voting)

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 of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	12591561	99.16%	12591561	0	100%	0%
Public institutional Holders	23493777	0	0%	0	0	0%	0%
Public - Others	95088398	16945	0.02%	16385	560	96.69%	3.31%
Total	131280448	12608506	9.60%	12607946	560	99.99%	0.01%

Mode of Voting (Poll)

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 of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	105984	0.83%	105984	0	100%	
Public institutional Holders	23493777	0	0%	0	0	0%	
Public - Others	95088398	3300647	3.47%	1100637	2200010	33.35%	66.65%
Total	131280448	3406631	2.59%	1206621	2200010	35.42%	64.58%



Results of Voting : Merged (E-Voting + Poll)

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 of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	12697545	100%	12697545	0	100%	0%
Public Institutional Holders	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%

Item No. 8:

Special Resolution:

Ratification of Cost Auditors remuneration.

Mode of Voting (E-Voting)

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 of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	12591561	99.16%	12591561	0	100%	0%
Public Institutional Holders	23493777	0	0%	0	0	0%	0%
Public - Others	95088398	18945	0.02%	18385	560	97.04%	2.96%
Total	131280448	12610506	9.60%	12609946	560	99.99%	0.01%



Mode of Voting (Poll)

Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	105984	0.86%	105984	0	100%	0%
Public institutional Holders	23493777	0	0%	0	0	0%	0%
Public - Others	95088398	3300526	3.47%	3300526	0	100%	0%
Total	131280448	3406510	2.59%	3406510	0	100%	0%

Results of Voting : Merged (E-Voting + Poll)

Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour of votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	12698273	12697545	100%	12697545	0	100%	0%
Public institutional Holders	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%

For Zenith Birla (India) Limited



Company Secretary

Chandra D. Sg

Partners
Mrs. Ragini Chokshi
Mr. Girish M. Desai
Mr. Makarand Patwardhan



Ragini Chokshi & Co.
Company Secretaries

Annexure-3

Tel.: 02222831120
02222831134

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai 400001
Email: ragini.c@rediffmail.com, mail@csraginichokshi.com

Scrutinizer Report

Date: 23/09/2014

[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 Scrutinizer 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



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



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



(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



(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.



(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	12606190	99.97

(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	4316	0.03

(iii) Invalid votes:

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

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 voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
34	12607946	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

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

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

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



CHAIRMAN



ZENITH BIRLA (INDIA) LIMITED

Partners
Mrs. Ragini Chokshi
Mr. Girish M. Desai
Mr. Makarand Patwardhan



Ragini Chokshi & Co.
Company Secretaries

Annexure - 4

Tel.: 02222831120
02222831134

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai 400001
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.



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



(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,

Place: Mumbai

Date: 29/09/2014



Yours faithfully,
FOR RAGINI CHOKSHI & CO.

R. K. Chokshi

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

CHAIRMAN



ZENITH BIRLA (INDIA) LIMITED