



Date: 02/07/2020

To, The Dy. Gen. Manager, Corporate Relationship Dept., BSE Limited PJ Tower, Dalal Street, Mumbai-400001 Equity Scrip Code: 531845	To, National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block Bandra-Kurla Complex, Bandra (E) Mumbai-400051 Equity Scrip Name: ZENITHBIR
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Sub: Submission of Voting Results & Scrutinizer's Report on voting pursuant to Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

We are pleased to inform you that Results of the voting conducted on 30th June, 2020. In terms of provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed the voting results in respect of the resolutions approved by the members of the Company with requisite majority.

Also enclosed the consolidated Scrutinizer's Report on e-voting/poll as required pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

We request you to kindly take the same on your record.

Thanking You,

Yours Faithfully,

Zenith Birla (India) Limited

-SD-

**Suneel Sullere
Company Secretary
ACS-42922**

ZENITH BIRLA (INDIA) LIMITED

Corp. Off. : Dalamal House, 1st Floor, 206, J.B. Marg, Nariman Point, Mumbai - 400021. India. Tel.: +91 22 6616 8400 **Email:** zenith@zenithsteelpipes.com, www.zenithsteelpipes.com

CIN: L29220MH1960PLCO11773

Registered Office: Industry House, 5th Floor, 159, Churchgate Reclamation, Mumbai 400020.

ANIL SOMANI & ASSOCIATES

Company Secretaries

D-94, 1st Floor, Indira Market, Bhilwara, Rajasthan - 311001

Email Id: corporatesolutions14@gmail.com, (M) 09166611876

(Scrutinizer's Report)

(Pursuant to provision of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and administration) Rules, 2014)

To,
The Chairman/Whole Time Director,
Zenith Birla (India) Limited
5th Floor, Industry House,
159 Churchgate Reclamation,
Mumbai-400020 MH

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on Postal Ballot & E-Voting

I, Anil Kumar Somani Proprietor of M/s Anil Somani & Associates, Practicing Company Secretary had been appointed as the scrutinizer by the Board of Directors of **Zenith Birla (India) Limited** ('the Company') in the Board meeting **dated 28.05.2020** for scrutinizing the e-voting process and physical ballot process in fair and transparent manner in pursuant to Pursuant to provision of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and administration) Rules, 2014 as amended and as per regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 as amended, in respect of the Resolution contained in the **Postal Ballot Notice dated 28th May, 2020**.

The Company, pursuant to the provision of section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, required to provide E-voting facility to the Shareholders for passing of Resolution through Postal Ballot. The Company has appointed **National Securities Depository Limited ('the e-voting agency')**, for providing the facility of e-voting to the members of the Company. The members had an option to cast their vote on the Resolution either through the Postal Ballot or Evoting Facility.

As stated in the Sub-rule 3 of Rule 22 of Companies (Management & Administration) Rules, 2014 as amended, advertisements were published by the Company in "**Financial Express**" in all editions in English and in "**Mumbai Lakshadweep**" in Maharthi (vernacular Language) on **31st May, 2020**, confirming the completion of dispatch of Notice of Postal Ballot by Email, where ever applicable, to the members whose name(s) appeared on the Register of Members/List of Beneficiaries as on **22nd May, 2020**

The Postal Ballot Notice, along with other relevant documents, are sent by email to all the Members whose names appear in the Register of Members/ List of Beneficial Owners as on May 22, 2020 ("Cut-off date") to their registered email addresses in accordance with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17, 2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars").

In terms of the MCA Circulars, the Company has sent the postal ballot notice in electronic form only. The hard copy of the Postal Ballot Notice along with postal ballot forms and prepaid business envelope are not sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars.

I have downloaded the data for e-voting after the evoting module was disabled by the e-voting agency; the data was scrutinized by me for verification of votes cast in favor and against the resolution. We have not received any physical Postal Ballot forms from the members of the Company upto the last date and time fixed (30th June, 2020 05:00 PM) by the Company for receipt of the Postal Ballot.

On proper Scrutiny and summery of evoting cast by the member, the consolidated voting results for the item placed for consideration of the members as under:

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	TYPE AND DESCRIPTION OF THE RESOLUTION
1) Special Resolution: change in the name of the Company from 'Zenith Birla (India) Limited' to 'Zenith Steel Pipes & Industries Limited' and consequent amendment to Memorandum of Association and Articles of Association of the Company	<p>"RESOLVED THAT pursuant to the provisions of Section(s) 4,13,14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s),and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory& statutory authorities, consent of the members of the Company be and is hereby accorded to change the name of the Company from 'Zenith Birla (India) Limited to ' Zenith Steel Pipes & Industries Limited '</p> <p>RESOLVED FURTHER THAT Clause I (Name Clause) of the Memorandum of Association of the Company be altered so as to read as under:</p> <p>I. The name of the Company is 'Zenith Steel Pipes & Industries Limited'.</p> <p>RESOLVED FURTHER THAT the extant name of the Company wherever appearing in the Memorandum and Articles of Association be changed accordingly</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as may be deemed necessary to give effect to this resolution."</p>
2) Resolution: Appointment of Mr. Promod Shivaji Bhosale (Din: 08391062) As Non-Executive, Independent Director	<p>"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Promod Shivaji Bhosale (Din: 08391062) who was appointed as an Additional Director of the Company with effect from 13th March, 2020 pursuant to Section 161 of the Companies Act 2013 and who has submitted a declaration that he is eligible for appointment and she meets the criteria of independence as provided under Section 149(6) of the Act, be and is hereby appointed as non-executive independent Director of the Company for a period of 3 (Three) consecutive years upto 12th March, 2023 and that he shall not be subject to retirement by rotation."</p>

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Resolution 1: To change in the name of the Company from 'Zenith Birla (India) Limited' to 'Zenith Steel Pipes & Industries Limited' and consequent amendment to Memorandum of Association and Articles of Association of the Company.

Total No. of shareholders	55536		
Total No. of shares	131280448		
		Number of shareholders/ Folio	Number of shares/votes
Total votes cast through remote e-voting	A	122	22207412
Total votes cast through Postal Ballot	B	-	-
Grand Total of remote e-voting / through Postal Ballot (A+B)	C	122	22207412

SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)		Special Resolution						
Whether promoter/promoter group are interested in the agenda/resolution ?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (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 & Promoter Group	E-Voting	11257157	11257157	100.00	11257157	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
Public - Institutions	E-Voting	423744	14808	3.4946	14808	0	100.00	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
Public-Non Institutions	E-Voting	119599547	10935447	9.1434	10892303	43144	99.6055	0.3945
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
Total		131280448	22207412	16.9160	22164268	43144	99.8057	0.1943

RESULT: -

Since, the number of votes cast in favor of the resolution is **99.8057%**, I report that the Special resolution as set out as **Item No. 1** in the notice of Postal Ballot dated **28th May, 2020** has been passed by the with the Requisite majority.

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Resolution 2: Appointment of Mr. Promod Shivaji Bhosale (Din: 08391062) As Non-Executive, Independent Director.

Total No. of shareholders	55536		
Total No. of shares	131280448		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	120	22206657
Total votes cast through Postal Ballot	B	-	-
Grand Total of remote e-voting / through Postal Ballot (A+B)	C	120	22206657

SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution ?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (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 & Promoter Group	E-Voting	11257157	11257157	100.00	11257157	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
Public - Institutions	E-Voting	423744	14808	3.4946	14808	0	100.00	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
Public-Non Institutions	E-Voting	119599547	10934692	9.1428	10839698	94994	99.1313	0.8687
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
TOTAL		131280448	22206657	16.9154	22111663	94994	99.5722	0.4278

RESULT: -

Since, the number of votes cast in favor of the resolution is 99.5722%, I report that the resolution as set out as **Item No. 2** in the notice of Postal Ballot dated **28th May, 2020** has been passed by the with the Requisite majority.

I request the Chairperson/Authorised Signatory to announce the Results for the postal Ballot.

I further report that as per the notice dated 28th May, 2020 the chairman may declare and confirm the above result. The result of Postal Ballot together with the Scrutinizer's Report would be displayed on the company's website www.zenithsteelpies.com and on the website of the e-voting agency and shall also be communicated to the stock Exchange.

ANIL SOMANI & ASSOCIATES

Company Secretaries

D-94, 1st Floor, Indira Market, Bhilwara, Rajasthan - 311001


Email Id: corporatesolutions14@gmail.com, (M) 09166611876

I will handover the related papers/Registers and Records for safe custody to the Company secretary of the Company, who has been authorised by the Board to supervise the entire Postal Ballot and Evoting process

I thank you for the opportunity given to act as a Scrutinizer for the Postal Ballot activity.

Yours Faithfully,

ANIL KUMAR
SOMANI

 Digitally signed by ANIL
KUMAR SOMANI
Date: 2020.07.02 21:22:34
+05'30'

Name and Signature of the Scrutinizer

Anil Kumar Somani

Practicing Company Secretary

COP: 13379

UDIN number A036055B000408273

Date: 02.07.2020

Place: Bhilwara

Voting results	
Record date	22-05-2020
Total number of shareholders on record date	55536
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Change in the name of the Company From Zenith Birla(India) Limited to Zenith Steel Pipes and Industries Limited				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11257157	11257157	100.0000	11257157	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		11257157	11257157	100.0000	11257157	0	100.0000
Public-Institutions	E-Voting	423744	14808	3.4946	14808	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		423744	14808	3.4946	14808	0	100.0000
Public- Non Institutions	E-Voting	119599547	10935447	9.1434	10892303	43144	99.6055	0.3945
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		119599547	10935447	9.1434	10892303	43144	99.6055
Total		131280448	22207412	16.9160	22164268	43144	99.8057	0.1943

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Pramod bhosale as an Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11257157	11257157	100.0000	11257157	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		11257157	11257157	100.0000	11257157	0	100.0000
Public-Institutions	E-Voting	423744	14808	3.4946	14808	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		423744	14808	3.4946	14808	0	100.0000
Public- Non Institutions	E-Voting	119599547	10934692	9.1428	10839698	94994	99.1313	0.8687
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		119599547	10934692	9.1428	10839698	94994	99.1313
Total		131280448	22206657	16.9154	22111663	94994	99.5722	0.4278