



THE YASH BIRLA GROUP

28<sup>th</sup> September, 2019

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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**Ref: NSE Symbol – ZENITHBIR; BSE Scrip Code-531845**

**Sub: Compliance under Regulation 44(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam

Pursuant to regulation 44 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 we are enclosing herewith the voting results of 57<sup>th</sup> Annual General Meeting (vide annexure-A) which commenced at 11:30 A.M. and concluded at 01:45 PM on 27<sup>th</sup> September 2019 at 2<sup>nd</sup> Floor, Library Hall, IMC Building, IMC Marg, Churchgate, Mumbai 400020.

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

Kindly take the same on record.

Thanking you,  
Yours faithfully,

For Zenith Birla (India) Limited

  


Suneel Sullere  
Company Secretary

**ZENITH BIRLA (INDIA) LIMITED**

**ZENITH BIRLA (INDIA) LIMITED**

Date of the AGM/EGM		27/09/2019									
Total number of shareholders on record date		55900									
No. of shareholders present in the meeting either in person or through proxy:		49									
Promoters and promoter Group:		11									
Public:		38									
No. of shareholders attended the meeting through Video Conferencing:		NOT ARRANGED									
Promoters and promoter Group:											
Public:											
Resolution 1 :To adopt standalone and consolidation financial statement.											
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	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% 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	11257123	100.00	11257123	0	100.00	0.00			
	POLL	11257157	34	0.00	34	0	100.00	0.00			
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00			
	TOTAL	11257157	11257157	100.00	11257157	0	100.00	0.00			
Public - Institutions	E-VOTING	423799	6	0.00	6	0	100.00	0.00			
	POLL	423799	0	0.00	0	0	0.00	0.00			
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00			
	TOTAL	423799	6	0.00	6	0	100.00	0.00			
Public-Non Institutions	E-VOTING	119599492	1491303	1.25	1449035	42268	97.17	2.83			
	POLL	119599492	3552590	2.97	3552590	0	100.00	0.00			
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00			
	TOTAL	119599492	5043833	4.22	5001625	42268	99.16	0.84			
	TOTAL	131280448	16301056	12.42	16258788	42268	99.74	0.26			



Resolution 2 :Re-appointment of M/S Thakur Vaideyanath Aiyar & Co.

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	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% 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	11257123	100.00	11257123	0	100.00	0.00
	POLL	11257157	34	0.00	34	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	11257157	11257157	100.00	11257157	0	100.00	0.00
Public - Institutions	E-VOTING	423799	6	0.00	6	0	100.00	0.00
	POLL	423799	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	423799	6	0.00	6	0	100.00	0.00
Public-Non Institutions	E-VOTING	11959492	1491303	1.25	1440705	50598	96.61	3.39
	POLL	11959492	355290	2.97	3552590	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	11959492	5043893	4.22	4993295	50598	99.00	1.00
TOTAL		131280448	16301056	12.42	16250458	50598	99.69	0.31





Resolution 3 :Ratification of Cost Auditors remuneration.

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	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% 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	11257123	100.00	11257123	0	100.00	0.00
	POLL	11257157	34	0.00	34	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	11257157	11257157	100.00	11257157	0	100.00	0.00
Public - Institutions	E-VOTING	423799	6	0.00	6	0	100.00	0.00
	POLL	423799	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	423799	6	0.00	6	0	100.00	0.00
Public-Non Institutions	E-VOTING	119599492	1491303	1.25	1440705	50598	96.61	3.39
	POLL	119599492	3552590	2.97	3552590	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	119599492	5043893	4.22	4932395	50598	99.00	1.00
	TOTAL	131280448	16301056	12.42	16250458	50598	99.69	0.31



Resolution 4: Appointment of Mr. Purushottam Sonavane as a Director of the Company.

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	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% 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	11257123	100.00	11257123	0	100.00	0.00
	POLL	11257157	34	0.00	34	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	11257157	11257157	100.00	11257157	0	100.00	0.00
Public - Institutions	E-VOTING	423799	6	0.00	6	0	100.00	0.00
	POLL	423799	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	423799	6	0.00	6	0	100.00	0.00
Public-Non Institutions	E-VOTING	119599492	1491303	1.25	1447535	43768	97.07	2.94
	POLL	119599492	3552590	2.97	3552590	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	119599492	5043893	4.22	5000125	43768	99.13	0.87
TOTAL		131280448	16301056	12.42	16257288	43768	99.73	0.27



Resolution 5: Appointment of Mrs. Sanjivani Shinde as an Independent Director of the Company.

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	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% 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	11257123	100.00	11257123	0	100.00	0.00
	POLL	11257157	34	0.00	34	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	11257157	11257157	100.00	11257157	0	100.00	0.00
Public - Institutions	E-VOTING	423799	6	0.00	6	0	100.00	0.00
	POLL	423799	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	423799	6	0.00	6	0	100.00	0.00
Public-Non Institutions	E-VOTING	119599492	1491303	1.25	1437205	54098	96.37	3.63
	POLL	119599492	3552590	2.97	3552590	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	119599492	5043893	4.22	4989795	54098	98.93	1.07
TOTAL		131280448	16301055	12.42	16246958	54098	99.57	0.33





Resolution 6 :Appointment of Mrs.Sadhana Patil as an Independent Director of the Company.

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	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% 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	11257123	100.00	11257123	0	100.00	0.00
	POLL	11257157	34	0.00	34	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	11257157	11257157	100.00	11257157	0	100.00	0.00
Public - Institutions	E-VOTING	423799	6	0.00	6	0	100.00	0.00
	POLL	423799	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	423799	6	0.00	6	0	100.00	0.00
Public-Non Institutions	E-VOTING	119599492	1491303	1.25	1440705	50598	96.61	3.39
	POLL	119599492	3552590	2.97	3552590	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	119599492	5043893	4.22	4993295	50598	99.00	1.00
TOTAL		131280448	16301056	12.42	16250458	50598	99.69	0.31



Resolution 7: Appointment of Mrs. Minal Pole as whole Time Director of the Company.

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	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% 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	11257123	100.00	11257123	0	100.00	0.00
	POLL	11257157	34	0.00	34	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	11257157	11257157	100.00	11257157	0	100.00	0.00
Public - Institutions	E-VOTING	423799	6	0.00	6	0	100.00	0.00
	POLL	423799	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	423799	6	0.00	6	0	100.00	0.00
Public-Non Institutions	E-VOTING	119599492	1491303	1.25	1437205	54098	96.37	3.63
	POLL	119599492	3552590	2.97	3552590	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	119599492	5043893	4.22	4989795	54098	98.93	1.07
TOTAL		131280448	16301056	12.42	16246958	54098	99.67	0.33





# ANIL SOMANI & ASSOCIATES

Company Secretaries

D-94, 1<sup>st</sup> Floor, Indira Market, Bhilwara, Rajasthan - 311001

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

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## Scrutinizer's Report

To,  
The Chairman,  
Zenith Birla (India) Limited  
5th Floor, Industry House,  
159, Churchgate  
Reclamation, Mumbai City  
(MH) 400020.

Dear Sir,

**Sub.: Consolidated Scrutinizer's Report on Remote E-Voting and poll for 57<sup>th</sup> Annual General Meeting of Equity Shareholders held on Friday, 27<sup>th</sup> September, 2019**

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Pursuant to the resolution passed by the Board of directors of **Zenith Birla (India) Limited** (hereinafter referred to as "company") on 13<sup>th</sup> August 2019, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 57<sup>th</sup> Annual General meeting (hereinafter referred to as "AGM") in fair and transparent manner and ascertaining the requisite majority in respect of the resolutions contained in the notice to the 57<sup>th</sup> AGM of the members of the company.

To enable wider participation of equity shareholders, pursuant to the provisions of section 108 of the Companies Act, 2013 and rules framed thereunder vide The companies (Management and administration) Rules, 2014 including The companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015 and SEBI's circular no.CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014, every company having its equity shares listed on recognized stock exchange, is required to provide remote e-voting facility to their shareholders on all shareholders' resolutions to be passed at general meeting or through postal ballot. Since the company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, remote e-voting which has been made applicable, the company provided for the same.

The company accordingly made arrangements with the system provider National Securities Depository Limited (herein after referred as "NSDL"), depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, **M/s Bigshare Services Private Limited** (herein after referred as "RTA") to set up the e-voting facility on the NSDL e-voting Website <https://www.evoting.nsd.com>.

The company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by NSDL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the AGM notice dated 13<sup>th</sup> August, 2019. The member of the company as on the cut-off date i.e. 20<sup>th</sup> September, 2019 were entitled to vote on the resolutions contained in the notice to the 57<sup>th</sup> AGM of the members of the company.





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	TYPE AND DESCRIPTION OF THE RESOLUTION
1) <b>Ordinary Resolution: Adoption of Audited Financial Statement</b>	Ordinary Resolution: To consider and adopt the standalone and consolidated Audited Financial Statement of the Company for the financial year ended <b>March 31, 2019</b> and the Reports of the Board of Directors and the Auditors thereon.
2) <b>Ordinary Resolution: Re-appointment of M/S Thakur Vaidyanath Aiyar &amp; Co., Chartered Accountants Statutory Auditor of the Company.</b>	Ordinary Resolution: "RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. Thakur Vaidyanath Aiyar & Co, Chartered Accountants, Mumbai (Firm Registration Number: 000038N) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors of the Company."
3) <b>Ordinary Resolution: Ratification of Cost Auditors remuneration</b>	Ordinary Resolution "RESOLVED THAT pursuant to section 148 and other applicable provisions, if any, of the companies Act, 2013 ("Act") and the rules made thereunder, as amended from time to time, the company hereby ratifies the remuneration of 60,000 to M/s. Y. R. Doshi & Co. who are appointed as Cost Auditors of the company to conduct Cost Audit relating to such business of the company as may be ordered by the Central Government under the Act, and the rules made thereunder, for the year ended 31st March, 2020.
4) <b>Ordinary Resolution: Appointment of Mr. Purushottam Sonavane as a Director of the Company</b>	Ordinary Resolution: "RESOLVED THAT pursuant to the provisions of Sections 152, 161 and 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), Mr. Purushottam Sonavane (DIN: 08405653), who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. 29th March, 2019 and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation.
5) <b>Ordinary Resolution: Appointment of Mrs Sanjivani Shinde as an Independent Director of the Company</b>	Ordinary Resolution: "RESOLVED THAT Mrs. Sanjivani Shinde, (DIN: 08391062) who was appointed as an Additional Director with effect from 20th March, 2019 on the Board of the Company pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing in accordance with Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 to hold office for three (3) consecutive years for a term upto the conclusion of the 60th Annual General Meeting of the Company."





# ANIL SOMANI & ASSOCIATES

## Company Secretaries

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<p><b>6)Ordinary Resolution: Appointment of Mrs.Sadhana Patil as an Independent Director of the Company</b></p>	<p>Ordinary Resolution: “RESOLVED THAT Mrs. Sadhana Patil, (DIN: 06565115) who was appointed as an Additional Director with effect from 20th March, 2019 on the Board of the Company pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing in accordance with Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 to hold office for three (3) consecutive years for a term upto the conclusion of the 60th Annual General Meeting of the Company ”</p>
<p><b>7)Ordinary Resolution: Appointment of Mrs.Minal Pote as whole time Director of the Company</b></p>	<p>Ordinary Resolution: “RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the members be and is hereby accorded to the appointment of Mrs. Minal Pote (DIN: 07163539) as the Whole-time Director of the Company for the period and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mrs. Minal Pote in the best interests of the Company and as may be permissible at law, viz.:</p> <p>A. Period: 2 years w.e.f. 14th August, 2019 with the liberty to either party to terminate the appointment on three months’ notice in writing to the other.</p> <p>B. Remuneration:</p> <p>i. Basic Salary: Rs. 18000/- (Eighteen Thousand) per month with such increments as the Board may decide from time to time, subject however to a ceiling of Rs. 1,00,000/- (rupees one Lakhs only) per month as Basic Salary.</p> <p>ii. Special Allowance: 7000/- (Seven Thousands) per month with such increments as the Board may decide from time to time, subject however to a ceiling of Rs. 2, 00,000/- (rupees two Lakhs only) per month. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, and Superannuation and Leave encashment.</p> <p>iii. Annual Incentive Pay: Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of Rs. 2,00,000/- (rupees two Lakhs only) per annum.</p> <p>iv. Long-term Incentive Compensation/ Employee Stock Option as per the plan applicable to Executive Directors and/or Senior Executives of the Company, including that of any parent/ subsidiary company as may be decided by the Board. C. Perquisites:</p>





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- i. Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
- ii. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company.
- vii. Leave and encashment of leave: as per the policy of the Company.
- iii Gratuity and /or contribution to the Gratuity Fund of Company: as per the policy of the Company.
- iv. Other Allowances / benefits, perquisites: Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and/ or any other allowance, perquisites as the Board may from time to time decide.
- D. Annual remuneration review is effective 1st April each year, as per the policy of the Company.
- E. Subject as aforesaid, the Whole-time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time. F. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mrs. Minal Pote, Whole-time Director will be considered as continuous service with the Company from the date of her joining.
- G. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.
- H. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mrs. Minal Pote in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.
- I. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Whole-time Director during the tenure of his appointment.
- J. Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Mrs. Minal Pote would not be holding any office or place of profit by his being a mere Director of the Company's holding company / Subsidiaries / Joint Ventures, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees / commission paid / payable to other Directors for attending meetings of Board(s) of Directors / Committee(s) of holding company / Subsidiaries / Joint Ventures of the Company or companies promoted by the Yash Birla Group.





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K. Mrs. Minal Pote functions as the Whole-time Director shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

Further to the above, I submit my report as under: -

- 1) As confirmed by management, the AGM notice dated 13<sup>th</sup> August, 2019 under section 101 of the Companies Act, 2013 was dispatched to 55900 (Fifty Five Thousand Nine Hundred) shareholders by courier and/or electronic means via e-mail respectively on or before 31<sup>st</sup> August, 2019.
- 2) As stated in sub rules 4 of rule 20 of the companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of the (Management and Administration) Rules, 2014 an advertisement was published by the company on 04<sup>th</sup> September, 2019 in “Financial Express.” English newspaper and “The Global Times”, vernacular newspaper, informing about the completion of the dispatch of the AGM notices, by means of courier and/or electronic means via e-mail, to the shareholders along with other related matters mentioned therein.
- 3) The remote e-voting period remained open from Tuesday, 24<sup>th</sup> September, 2019 at 9.00 a.m. and ended on Thursday, 26<sup>th</sup> September, 2019, at 5.00 p.m.
- 4) The members of the company as on the cut-off date i.e. Friday, 20<sup>th</sup> September, 2019 were entitled to vote on the resolutions.
- 5) The empty polling box was locked and sealed in the presence of members. Immediately after the conclusion of voting at AGM, votes cast at the meeting were counted first and the votes cast through remote e-voting were unblocked in the presence of 2 witnesses who are not in the employment of the company.
- 6) The total number of fully paid up shares of the company outstanding as on 20<sup>th</sup> September, 2019 were 131280448. As on cut-off date, out of 55900 shareholders, 46 (Forty Six) shareholders has exercised their vote through e-voting and 43 (Forty Three) shareholders has exercised their vote through poll at the AGM. The results (consolidated) for the item placed for consideration by the members is given below.





# ANIL SOMANI & ASSOCIATES

Company Secretaries

D-94, 1<sup>st</sup> Floor, Indira Market, Bhilwara, Rajasthan - 311001

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

**Resolution 1: To consider and adopt the standalone and consolidated Audited Financial Statement of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon**

Total No. of shareholders	55900		
Total No. of shares	131280448		
		<b>Number of shareholders/ Folio</b>	<b>Number of shares/votes</b>
Total votes cast through remote e-voting	A	46	12748432
Total votes cast through polling at AGM	B	43	3552624
Grand Total of remote e-voting /polling at AGM (A+B)	C	89	16301056

## 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	11257123	100.00	11257123	0	100.00	0.00
	POLL	11257157	34	0.00	34	0	100.00	0.00
	TOTAL	11257157	11257157	100.00	11257157	0	100.00	0.00
Public - Institutions	E-VOTING	423799	6	0.00	6	0	100.00	0.00
	POLL	423799	0	0.00	0	0	0.00	0.00
	TOTAL	423799	6	0.00	6	0	100.00	0.00
Public-Non Institutions	E-VOTING	119599492	1491303	1.25	1449035	42268	97.17	2.83
	POLL	119599492	3552590	2.97	3552590	0	100.00	0.00
	TOTAL	119599492	5043893	4.22	5011625	42268	99.16	0.84
<b>TOTAL</b>		<b>131280448</b>	<b>16301056</b>	<b>12.42</b>	<b>16258788</b>	<b>42268</b>	<b>99.74</b>	<b>0.26</b>

## RESULT: -

Since, the number of votes cast in favour of the resolution is nearly 99.74%, I report that the ordinary resolution as set out in the notice of AGM dated 13<sup>th</sup> August, 2019 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.





# ANIL SOMANI & ASSOCIATES

Company Secretaries

D-94, 1<sup>st</sup> Floor, Indira Market, Bhilwara, Rajasthan - 311001

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

## Resolution 2: Re-appointment of M/S Thakur Vaidyanath Aiyar & Co., Chartered Statutory Auditor of the Company

Total No. of shareholders	55900		
Total No. of shares	131280448		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	46	12748432
Total votes cast through polling at AGM	B	43	3552624
Grand Total of remote e-voting /polling at AGM (A+B)	C	89	16301056

### 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	11257123	100.00	11257123	0	100.00	0.00
	POLL	11257157	34	0.00	34	0	100.00	0.00
	TOTAL	11257157	11257157	100.00	11257157	0	100.00	0.00
Public - Institutions	E-VOTING	423799	6	0.00	6	0	100.00	0.00
	POLL	423799	0	0.00	0	0	0.00	0.00
	TOTAL	423799	6	0.00	6	0	100.00	0.00
Public-Non Institutions	E-VOTING	119599492	1491303	1.25	1440705	50598	96.61	3.39
	POLL	119599492	3552590	2.97	3552590	0	100.00	0.00
	TOTAL	119599492	5043893	4.22	4993295	50598	99.00	1.00
TOTAL		131280448	16301056	12.42	16250458	50598	99.69	0.31

### RESULT: -

Since, the number of votes cast in favour of the resolution is 99.69%, I report that the ordinary resolution as set out in the notice of AGM dated 13<sup>th</sup> August, 2019 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.





# ANIL SOMANI & ASSOCIATES

Company Secretaries

D-94, 1<sup>st</sup> Floor, Indira Market, Bhilwara, Rajasthan - 311001

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

## Resolution 3: :Ratification of Cost Auditors remuneration

Total No. of shareholders	55900		
Total No. of shares	131280448		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	46	12748432
Total votes cast through polling at AGM	B	43	3552624
Grand Total of remote e-voting /polling at AGM (A+B)	C	89	16301056

## 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	11257123	100.00	11257123	0	100.00	0.00
	POLL	11257157	34	0.00	34	0	100.00	0.00
	TOTAL	11257157	11257157	100.00	11257157	0	100.00	0.00
Public - Institutions	E-VOTING	423799	6	0.00	6	0	100.00	0.00
	POLL	423799	0	0.00	0	0	0.00	0.00
	TOTAL	423799	6	0.00	6	0	100.00	0.00
Public-Non Institutions	E-VOTING	119599492	1491303	1.25	1440705	50598	96.61	3.39
	POLL	119599492	3552590	2.97	3552590	0	100.00	0.00
	TOTAL	119599492	5043893	4.22	4993295	50598	99.00	1.00
<b>TOTAL</b>		<b>131280448</b>	<b>16301056</b>	<b>12.42</b>	<b>16250458</b>	<b>50598</b>	<b>99.69</b>	<b>0.31</b>

## RESULT: -

Since, the number of votes cast in favour of the resolution is nearly 99.69%, I report that the ordinary resolution as set out in the notice of AGM dated 13<sup>th</sup> August, 2019 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.





# ANIL SOMANI & ASSOCIATES

Company Secretaries

D-94, 1<sup>st</sup> Floor, Indira Market, Bhilwara, Rajasthan - 311001

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

## Resolution 4: Appointment of Mr. Purushottam Sonavane

Total No. of shareholders	55900		
Total No. of shares	131280448		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	46	12748432
Total votes cast through polling at AGM	B	43	3552624
Grand Total of remote e-voting /polling at AGM (A+B)	C	89	16301056

## 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	11257123	100.00	11257123	0	100.00	0.00
	POLL	11257157	34	0.00	34	0	100.00	0.00
	TOTAL	11257157	11257157	100.00	11257157	0	100.00	0.00
Public - Institutions	E-VOTING	423799	6	0.00	6	0	100.00	0.00
	POLL	423799	0	0.00	0	0	0.00	0.00
	TOTAL	423799	6	0.00	6	0	100.00	0.00
Public-Non Institutions	E-VOTING	119599492	1491303	1.25	1447535	43768	97.07	2.94
	POLL	119599492	3552590	2.97	3552590	0	100.00	0.00
	TOTAL	119599492	5043893	4.22	5000125	43768	99.13	0.87
<b>TOTAL</b>		<b>131280448</b>	<b>16301056</b>	<b>12.42</b>	<b>16257288</b>	<b>43768</b>	<b>99.73</b>	<b>0.27</b>

## RESULT: -

Since, the number of votes cast in favour of the resolution is nearly 99.73%, I report that the ordinary resolution as set out in the notice of AGM dated 13<sup>th</sup> August, 2019 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.





# ANIL SOMANI & ASSOCIATES

Company Secretaries

D-94, 1<sup>st</sup> Floor, Indira Market, Bhilwara, Rajasthan - 311001

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

## Resolution 5: Appointment of Mrs .Sanjivani Shinde

Total No. of shareholders	55900		
Total No. of shares	131280448		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	46	12748432
Total votes cast through polling at AGM	B	43	3552624
Grand Total of remote e-voting /polling at AGM (A+B)	C	89	16301056

## 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	11257123	100.00	11257123	0	100.00	0.00
	POLL	11257157	34	0.00	34	0	100.00	0.00
	TOTAL	11257157	11257157	100.00	11257157	0	100.00	0.00
Public - Institutions	E-VOTING	423799	6	0.00	6	0	100.00	0.00
	POLL	423799	0	0.00	0	0	0.00	0.00
	TOTAL	423799	6	0.00	6	0	100.00	0.00
Public-Non Institutions	E-VOTING	119599492	1491303	1.25	1437205	54098	96.37	3.63
	POLL	119599492	3552590	2.97	3552590	0	100.00	0.00
	TOTAL	119599492	5043893	4.22	4989795	54098	98.93	1.07
<b>TOTAL</b>		<b>131280448</b>	<b>16301056</b>	<b>12.42</b>	<b>16246958</b>	<b>54098</b>	<b>99.67</b>	<b>0.33</b>

## RESULT: -

Since, the number of votes cast in favour of the resolution is nearly 99.67%, I report that the ordinary resolution as set out in the notice of AGM dated 13<sup>th</sup> August, 2019 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.





# ANIL SOMANI & ASSOCIATES

Company Secretaries

D-94, 1<sup>st</sup> Floor, Indira Market, Bhilwara, Rajasthan - 311001

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

## Resolution 6: Appointment of Mrs.Sadhana Patil

Total No. of shareholders	55900		
Total No. of shares	131280448		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	46	12748432
Total votes cast through polling at AGM	B	43	3552624
Grand Total of remote e-voting /polling at AGM (A+B)	C	89	16301056

## 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	11257123	100.00	11257123	0	100.00	0.00
	POLL	11257157	34	0.00	34	0	100.00	0.00
	TOTAL	11257157	11257157	100.00	11257157	0	100.00	0.00
Public - Institutions	E-VOTING	423799	6	0.00	6	0	100.00	0.00
	POLL	423799	0	0.00	0	0	0.00	0.00
	TOTAL	423799	6	0.00	6	0	100.00	0.00
Public-Non Institutions	E-VOTING	119599492	1491303	1.25	1440705	50598	96.61	3.39
	POLL	119599492	3552590	2.97	3552590	0	100.00	0.00
	TOTAL	119599492	5043893	4.22	4993295	50598	99.00	1.00
TOTAL		131280448	16301056	12.42	16250458	50598	99.69	0.31

## RESULT: -

Since, the number of votes cast in favour of the resolution is nearly 99.69%, I report that the ordinary resolution as set out in the notice of AGM dated 13<sup>th</sup> August, 2019 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.





# ANIL SOMANI & ASSOCIATES

Company Secretaries

D-94, 1<sup>st</sup> Floor, Indira Market, Bhilwara, Rajasthan - 311001

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

## Resolution 7: Appointment of Mrs.Minal Pote as whole time Director

Total No. of shareholders	55900		
Total No. of shares	131280448		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	46	12748432
Total votes cast through polling at AGM	B	43	3552624
Grand Total of remote e-voting /polling at AGM (A+B)	C	89	16301056

## 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	11257123	100.00	11257123	0	100.00	0.00
	POLL	11257157	34	0.00	34	0	100.00	0.00
	TOTAL	11257157	11257157	100.00	11257157	0	100.00	0.00
Public - Institutions	E-VOTING	423799	6	0.00	6	0	100.00	0.00
	POLL	423799	0	0.00	0	0	0.00	0.00
	TOTAL	423799	6	0.00	6	0	100.00	0.00
Public-Non Institutions	E-VOTING	119599492	1491303	1.25	1437205	54098	96.37	3.63
	POLL	119599492	3552590	2.97	3552590	0	100.00	0.00
	TOTAL	119599492	5043893	4.22	4989795	54098	98.93	1.07
TOTAL		131280448	16301056	12.42	16246958	54098	99.67	0.33

## RESULT: -

Since, the number of votes cast in favour of the resolution is nearly 99.67%, I report that the ordinary resolution as set out in the notice of AGM dated 13<sup>th</sup> August, 2019 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

