



THE YASH BIRLA GROUP

**Gist of Proceedings of the 52<sup>nd</sup> Annual General Meeting of  
Zenith Birla (India) Limited held on September 27, 2014.**

The 52<sup>nd</sup> Annual General Meeting of the members of the Company commenced at 3.30 am at Gopi Birla Memorial School 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai – 400 006.

**Following Directors were present:**

1. Mr. Ashish Mahendrakar. (Director)
2. Mr. Satish Jadhav. (Independent Director)
3. Mr. Ameya Jagushte (Independent Director)

**In Attendance:**

1. Mr. Anil Kumar Gupta, Chartered Accountant (Representative From M/s. Thakur Vaidyanath Aiyar & Co, Chartered Accountants)
2. Mr. B. Girvanesh. (Chief Financial Officer)
3. Mr. Vimal Prakash dubey (Company Secretary)

Shri Ashish Mahendrakar chaired the proceedings of the meeting .

Total 43 Members (including Proxy) attended the meeting as per the records of attendance.

Members were informed that pursuant to the Provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has extended the e-voting facility to the members of the company in respect of Businesses to be transacted at the Annual General Meeting. The e-voting commenced at 9.00 am on 21<sup>st</sup> September, 2014 and ended at 6.00 pm on 23<sup>rd</sup> September, 2014. M/s Ragini Chokshi & Associates, Practicing Company Secretary was appointed as the scrutinizer by the board for Scrutinizing the e-voting process. M/s Ragini Chokshi & Associates had, in accordance with the law, submitted his report to the Chairman.

The Chairman informed the members that the Company has arranged for a poll on all the 8 resolutions to be passed the Meeting. Thereafter, all the 8 resolutions were proposed and Seconded. Several members addressed the Meeting, given their suggestions and raised queries on the company's accounts and businesses, which were replied by Mr. Pushkar Natu, the Chief executive Officer of the Company.

Thereafter, the chairman ordered for a poll to be taken at the meeting and appointed M/s Ragini Chokshi & Associates, Practicing Company Secretary as the scrutinizer for the poll process and requested him for an Orderly conduct of the meeting. The Chairman announced that the combined result of e-voting and the electronic poll will be put on the Company's website.



CIN :- L29220MH1960PLC011773

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The resolutions passed by the members, briefly, related to:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014, Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. Appointment M/s.Thakur, Vaidyanath Aiyer & co., Chartered Accountants as Statutory Auditors and fixing their remuneration.

**SPECIAL BUSINESS:**

3. Appointment of Mr.Ashish Mahendrakar as Director. (Din :03584695)
4. Appointment of Mr.Satish Vasant Jadhav as an Independent Director (DIN:06941520)
5. Appointment of Mr.Ameya Subhash Jagushte as an Independent Director (DIN:06947645)
6. To Reconfirm Authority to Board of Directors for Borrowings up to RS.600 Crores.
7. To approve creation of charge / security over the assets / undertaking of the company in respect of borrowings.
8. Ratification of Cost Auditors remuneration

Details of the said results were also uploaded on the Company's website.



**For Zenith Birla (India) Limited**

*Vimal Prakash Dubey*

**Vimal Prakash Dubey**  
(Company Secretary)