



THE YASH BIRLA GROUP

Date: 26.09.2015

To, 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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Dear Sirs

Sub: "Proceedings of the 53rd Annual General Meeting of the held on 26th September, 2015.

Pursuant to Clause 31(d) of the Listing Agreement, we wish to inform you that the members of the company at the 53rd Annual General Meeting of the company held on Saturday 26th September, 2015 at 11.00 A.M. at Gopi Birla Memorial School, 68, Walkeshwar Road, Walkeshwar, Mumbai – 400 006 have duly approved all the business as specified in the notice convening the meeting. Enclosed please find the gist of Proceedings of the 53rd Annual General Meeting of the held on 26th September, 2015.

Kindly, acknowledge the receipt of the same.

Thanking you,

Yours Faithfully,

For Zenith Birla (India) Limited

(Vimal Prakash Dubey)
Company Secretary
FCS: 5062



Encl: As above

ZENITH BIRLA (INDIA) LTD.



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**Gist of Proceedings of the 53rd Annual General Meeting of
Zenith Birla (India) Limited held on September 26, 2015.**

The 53rd Annual General Meeting of the members of the Company commenced at 11.00 am at Gopi Birla Memorial School 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai – 400 006.

Following Directors were present:

1. Mr. Harish Kori, Additional Director (Independent Director)
2. Mr. Anirudha Waghmare, Additional Director (Non Independent)
3. Mrs. Minal Pote, Additional Director (Independent Director)
- 4.

In Attendance:

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

Mr Harish Kori chaired the proceedings of the meeting.

Total 34 Members (including Proxy) attended the meeting as per the records of attendance. As the requisite quorum was present, the proceedings of the meeting commenced.

With the permission of the members present at the meeting, the notice convening the 53rd Annual General Meeting of the Company was taken as read. Since there were qualifications, observations, comments, matter of emphasis, Mr Vimal Prakash Dubey, Company Secretary read out the same at the meeting.

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 as amended by Companies (Management and Administration) Amendments Rules, 2015 and Clause 35B of the Listing Agreement and Secretarial Standard-2, the Company has extended remote e-voting facility to the members of the company in respect of Businesses to be transacted at the Annual General Meeting. The remote e-voting commenced at 9.00 am on 23rd September, 2015 and ended at 5.00 pm on 25th September, 2015. M/s Ragini Chokshi & Associates, Practicing Company Secretaries were appointed as the scrutinizer by the Board of Directors for scrutinizing the e-voting process.

The Chairman informed the members that the Company has arranged for a poll on all the 6 resolutions to be passed the Meeting. Thereafter, all the 6 resolutions were proposed and seconded by the members of the Company. Several members addressed the Meeting, given their suggestions.



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and raised queries on the company's accounts and businesses, which were replied by Mr. Pushkar Natu and Mr B. Girvanesh, Chief Financial Officer of the Company.

Thereafter, the chairman ordered for a poll to be taken at the meeting and appointed M/s Ragini Chokshi & Associates, the Practicing Company Secretaries as the scrutinizer for the poll process and requested them for conducting the poll process. Ms Bhavika Jain, an authorized representative of M/s Ragini Chokshi & Associates conducted the poll process. The Chairman announced that the combined result of remote e-voting and the poll will be put on the Company's website and CDSL. M/s Ragini Chokshi & Associates, had, in accordance of the law submitted the consolidated report (remote e-voting and the poll) to the Chairman.

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

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31,2015, together with the Report of the Auditors thereon.
2. To ratify the appointment of M/s.Thakur, Vaidyanath Aiyer & Co., Chartered Accountants as Statutory Auditors and fixing their remuneration.

SPECIAL BUSINESS:

3. Appointment of Mr.Ashok Saaliyan ((DIN :07031046) as an Independent Director of the Company(Ordinary Resolution)
4. Appointment of Mrs. Minal Pote (DIN: 07163539) as an Independent Director of the Company (Ordinary Resolution)
5. Appointment of Mr. Harish Kori (DIN :07139454) as Director of the Company (Ordinary Resolution).
6. Ratification of Cost Auditors remuneration for the financial year 2015-16(Ordinary resolution).

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
FCS: 5062



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