



THE YASH BIRLA GROUP

Date: 26/09/2015

To, The Dy. Gen. Manager, Corporate Relationship Dept., BSE Limited PJ Tower, Dalal Street, Mumbai-400001 Fax:022-22722037-39 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 : Clause 35A of the Listing Agreement with the Stock Exchanges for Voting Results of the 53rd Annual General Meeting.**

Dear Sir / Madam,

In accordance of the amended clause 35A of the Listing Agreement with the Stock Exchanges, we request you to take on record the following:

Sr. No	Description	Particulars
1.	Date of AGM	26 <sup>th</sup> September,2015
2.	Book Closure Date	19 <sup>th</sup> September,2015 to 26 <sup>th</sup> September,2015.(Both days inclusive)
3.	Total No. Shareholders on Record Date	75400
4.	No. of Shareholders present in the Meeting either in person or through Proxy.	
	Category of Shareholders	In Person                      Proxy                      Total
	Promoter and Promoter Group	12                                      2                                      14
	Public	20                                      -                                      20
	Total	32                                      2                                      34
5.	No. of Shareholders Voted through Video Conferencing – Promoters and Promoters Group :-Not Applicable. Public ..... : Not applicable	



**ZENITH BIRLA (INDIA) LTD.**



THE YASH BIRLA GROUP

**Outcome of Annual General Meeting:**

The Annual general Meeting of the members of the Company was held on Saturday, the 26<sup>th</sup> September, 2015 at 11.00 am at Gopi Birla Memorial School 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai – 400 006. The agenda wise details of Combined results (of e-voting and Poll at the Annual General Meeting) are provided in Annexure A. Further enclosed the report of scrutinizer on e-voting facility provided by the company and on poll conducted at the Annual General meeting in Annexure B.

Request you to kindly, take the same on record.

Yours faithfully,

**For Zenith Birla (India) Limited**

*Vimal Prakash Dubey*



(Vimal Prakash Dubey)  
Company Secretary  
FCS: 5062

Encl: As Above

**ZENITH BIRLA (INDIA) LTD.**

Annexure – A

Item No. 1:

Ordinary Resolution:

- a) To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015, Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
- 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.

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	12698273	100	12698273	0	100	0
Public institutional Holders	429659	0	0	0	0	0	0
Public - Others	118152516	6548505	5.54	5944	6542561	0.09	99.91
<b>Total</b>	<b>131280448</b>	<b>19246778</b>	<b>14.66</b>	<b>12704217</b>	<b>6542561</b>	<b>66.00</b>	<b>34.00</b>

Item No. 2:

Ordinary Resolution:

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

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	12698273	100	12698273	0	100	0
Public institutional Holders	429659	0	0	0	0	0	0
Public - Others	118152516	6548505	5.54	5744	6542761	0.09	99.91
<b>Total</b>	<b>131280448</b>	<b>19246778</b>	<b>14.66</b>	<b>12704017</b>	<b>6542761</b>	<b>66.00</b>	<b>34.00</b>



Item No. 3:

Ordinary Resolution:

Appointment of Mr. Ashok Saaliyan (DIN: 07031046) as an Independent Director.

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	12698273	100	12698273	0	100	0
Public institutional Holders	429659	0	0	0	0	0	0
Public - Others	118152516	6548505	5054	2844	6545661	0.04	99.96
<b>Total</b>	<b>131280448</b>	<b>19246778</b>	<b>14.66</b>	<b>12701117</b>	<b>6545661</b>	<b>66.00</b>	<b>34.00</b>

Item No. 4:

Ordinary Resolution:

Appointment of Mrs. Minal Pote (DIN : 07163539) as an Independent Director

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	12698273	100	12698273	0	100	0
Public institutional Holders	429659	0	0	0	0	0	0
Public - Others	118152516	6548505	5.54	2844	6545661	0.04	99.96
<b>Total</b>	<b>131280448</b>	<b>19246778</b>	<b>14.66</b>	<b>12701117</b>	<b>6545661</b>	<b>66.00</b>	<b>34.00</b>



Item No. 5:

Ordinary Resolution:

Appointment of Mr.Harish Kori (DIN : 07139454) as Non – Executive Non Independent Director

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	12698273	100	12698273	0	100	0
Public institutional Holders	429659	0	0	0	0	0	
Public - Others	118152516	6548505	5.54	2944	6545561	0.04	99.96
<b>Total</b>	<b>131280448</b>	<b>19246778</b>	<b>14.66</b>	<b>12701217</b>	<b>6545561</b>	<b>66.00</b>	<b>34.00</b>

Item No. 6:

Ordinary Resolution:Ratification of Cost Auditors remuneration

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	12698273	100	12698273	0	100	0
Public institutional Holders	429659	0	0	0	0	0	0
Public - Others	118152516	6548505	5.54	5844	6542661	0.09	99.91
<b>Total</b>	<b>131280448</b>	<b>19246778</b>	<b>14.66</b>	<b>12704117</b>	<b>6542661</b>	<b>66.00</b>	<b>34.00</b>

For Zenith Birla (India) Limited

*Vimal Prakash Dubey*  
(Vimal Prakash Dubey)  
Company Secretary  
FCS: 5062



Partners  
Mrs. Ragini Chokshi  
Mr. Makarand Patwardhan  
Mr. Umashankar Hegde  
Mr. Girish Desai

**RS Ragini Chokshi & Co.**  
Company Secretaries

Ann-ex - B

Tel. 022-22831120  
022-22831134

34, Kamer Building, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai - 400 001.  
Web.: csraginichokshi.com. Email : mail@csraginichokshi.com

Date: 26/09/2015

**Consolidated Scrutinizer's Report**

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman of 53<sup>rd</sup> Annual General Meeting (Annual General Meeting) of the Equity Shareholders of Zenith Birla (India) Limited held on Saturday 26<sup>th</sup> September, 2015 at 11.00 a.m. 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 Secretary Firm having its registered office at 34, Kamer Bldg, 5<sup>th</sup> Floor, 38, Cawasji Patel Street, Fort, Mumbai-400001, have been appointed as the Scrutinizer by the Board of Directors of Zenith Birla (India) Limited (the Company) for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and
- (ii) Scrutinizing the physical ballot (Poll) voting process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, conducted for passing the resolutions contained in the Notice convening the 53<sup>rd</sup> Annual General Meeting of the Equity Shareholders of the Company held on Saturday 23<sup>rd</sup> September, 2015 at 11.00 a.m. at Gopi Birla Memorial school, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400006.

The Notice dated 14<sup>th</sup> August, 2015 convening the Annual General Meeting along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolutions to be passed at the Annual General Meeting of the Equity Shareholders of the Company.



The Company had availed the remote e - voting facility offered by Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to the Shareholders of the Company. The Company also provided voting by physical ballot (Poll) at the venue of the Annual General Meeting to those members who attended the Annual General Meeting and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date of 19<sup>th</sup> September, 2015 were entitled to vote on the resolutions as contained in the Notice of Annual General Meeting of the Company.

The period for remote e-voting commenced on Wednesday, 23<sup>rd</sup> September, 2015 at 9.00 a.m. (IST) and ended on Friday, 25<sup>th</sup> September, 2015 at 5.00 p.m. (IST). The CDSL e-voting platform was blocked thereafter.

On 25<sup>th</sup> September, 2015, after the end of the remote e-voting period, I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio no., and number of shares held by the member could be seen to ensure that these members do not vote again at the Annual General Meeting. However the manner in which the votes cast by the members by e-voting were not available.

Further, the Chairman announced the poll at the Annual General Meeting for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in our presence with due identification marks placed by me.

The locked ballot box was subsequently opened in the presence of two witnesses, Ms. Bhaviika Bharat Jain (Residing at 340 J.S.S. Road, Thakurdwar Road, Atmaram Building , 3<sup>rd</sup> floor, Rn.25 Mumbai-400 002.) and Ms. Krutika Desai (Residing at 7 Jogesh, Natwar Nagar, Jogeshwari (East), Mumbai 400060.) who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.



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Name: Ms. Bhaviika Bharat Jain



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Name: Ms. Krutika Desai

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Bigshare Services Pvt Ltd, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.



The votes cast through remote e-voting were unblocked after the Annual General Meeting in the presence of two witnesses, Ms. Bhaviika Bharat Jain (Residing at 340 J.S.S. Road, Thakurdwar Road, Atmaram Building , 3<sup>rd</sup> floor, Rn.25 Mumbai-400 002.) and Ms. Krutika Desai (Residing at 7 Jogesh, Natwar Nagar, Jogeshwari (East), Mumbai 400060.). They have signed below in confirmation of the votes being unblocked in their presence.

*Bhaviika*

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Name: Ms. Bhaviika Bharat Jain

*Krutika*

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Name: Ms. Krutika Desai

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting website of CDSL and also the ballot forms received during the poll process at the Annual General Meeting.

**The Consolidated Report on the result of the remote e-voting and voting at the meeting through poll (physical ballot) in respect of the said Resolutions is as under:**

**Resolution No.1: Ordinary:** To receive, consider and adopt:

- a. the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 together with the Reports of Board of Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 together with the Reports of Auditors thereon.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	22	12595689	65.81421
Physical Ballot	18	108528	100
Total	40	12704217	66.00698

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	6542561	34.18579
Physical Ballot	0	0	0
Total	6	6542561	33.99302





(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	NIL	NIL

**Resolution No.2: Ordinary:** Appointment M/s. Thakur, Vaidyanath Aiyer & Co., Chartered Accountants as Statutory Auditors and fixing their remuneration.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	20	12595489	65.81317
Physical Ballot	18	108528	100
Total	38	12704017	66.00594

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	8	6542761	34.18683
Physical Ballot	0	0	0
Total	8	6542761	33.99406

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	NIL	NIL



**Resolution No.3: Special:** Appointment of Mr. Ashok Saaliyan (DIN 07031046) as an Independent Director.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	19	12592589	65.79802
Physical Ballot	18	108528	100
Total	37	12701117	65.99088

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	6545661	34.20198
Physical Ballot	0	0	0
Total	9	6545661	34.00912

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	NIL	NIL

**Resolution No.4: Special:** Appointment of Mrs. Minal Pote (DIN 07163539) as an Independent Director.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	19	12592589	65.79802
Physical Ballot	18	108528	100
Total	37	12701117	65.99088



(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	6545661	34.20198
Physical Ballot	0	0	0
Total	9	6545661	34.00912

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	NIL	NIL

**Resolution No.5: Special:** Appointment of Mr. Harish Kori (DIN 07139454) as an Non Executive Non Independent Director.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	20	12592689	65.79854
Physical Ballot	18	108528	100
Total	38	12701217	65.99140

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	8	6545561	34.20146
Physical Ballot	0	0	0
Total	8	6545561	34.00860



(iii) **Invalid votes:**

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	NIL	NIL

**Resolution No.6: Special:** Ratification of Cost Auditors remuneration.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	21	12595589	65.81369
Physical Ballot	18	108528	100
Total	39	12704117	66.00646

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	6542661	34.18631
Physical Ballot	0	0	0
Total	7	6542661	33.99354

(iii) **Invalid votes:**

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	NIL	NIL



The register, all other papers and relevant records relating to remote e-voting/physical ballot forms and voting at the meeting 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,

Place: Mumbai

Date: 26<sup>th</sup> September, 2015




CHAIRMAN

**FOR ZENITH BIRLA (INDIA) LTD**

Yours faithfully,

**FOR RAGINI CHOKSHI & CO.**



**MRS. RAGINI CHOKSHI**

(Partner)

C.P. Number : 1436

Membership number:2390