



THE YASH BIRLA GROUP

Date: 24<sup>th</sup> September, 2016.

To,  
Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

To,  
National Stock Exchange of India Limited,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No.C/1, G Block, Bandra Kurla  
Bandra (East), Mumbai – 400051

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

Sub: Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015

Dear Sir/Madam

Pursuant to regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 we are enclosing herewith the voting results of 54<sup>th</sup> Annual General Meeting( vide annex-1) which commenced at 11:00 AM and concluded at 12:30 PM.

Kindly take the same on record.

Yours Faithfully,  
For Zenith Birla (India) Limited

*Suneel*  
Suneel Sullere  
Company Secretary



Encl: Annex-1

**ZENITH BIRLA (INDIA) LIMITED**

## Annexure -1

Date of the AGM	24.09.2016
Total number of shareholders on record date	74829
No. of shareholders attended the meeting either in person or through proxy:	31
Promoters & Promoter Group :	12
Public:	19
No. of shareholders attended the meeting either in person or through proxy: Promoters & Promoter Group :	Not Applicable
Public:	

## 1. To receive, consider and adopt:

- the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Report of the Auditors thereon

Resolution required: (Ordinary/Special)		Ordinary		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 favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (6)=[(4)/(2)]*100
Promoter and Promoter group	E-voting	12698273	12591561	99.16	12591561	0	100	0
	Poll		106712	0.84	106712	0	100	0
	Total	12698273	12698273	100	12698273	0	100	0
Public Institutions	E-voting	429659	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	429659	0	0	0	0	0	0
Public - Non Institutions	E-voting	118152516	903055	0.76	856577	46478	94.85	5.15
	Poll		1702668	1.44	1702668	0	100	0
	Total	118152516	2605723	2.21	2559245	46478	98.22	1.78
Total		131280448	15303996	11.66	15257518	46478	99.70	0.30



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

Resolution required: (Ordinary/Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution		No	No	No	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 favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (6)=[(4)/(2)]*100
Promoter and Promoter group	E-voting	12698273	12591561	99.16	12591561	0	100	0
	Poll		106712	0.84	106712	0	100	0
	Total	12698273	12698273	100	12698273	0	100	0
Public Institutions	E-voting	429659	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	429659	0	0	0	0	0	0
Public – Non Institutions	E-voting	118152516	903055	0.76	860977	42078	95.34	4.66
	Poll		1702668	1.44	1702668	0	100	0
	Total	118152516	2605723	2.21	2563645	42078	98.39	1.61
Total		131280448	15303996	11.66	15261918	42078	99.73	0.27



3. Appointment of Mr. Milind Prabhudesai (DIN: 07280962) as an Independent Director

Resolution required: (Ordinary/Special)							Ordinary				
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 favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (6)=[(4)/(2)]*100			
Promoter and Promoter group	E-voting	12698273	12591561	99.16	12591561	0	100	0			
	Poll		106712	0.84	106712	0	100	0			
	Total	12698273	12698273	100	12698273	0	100	0			
Public Institutions	E-voting	429659	0	0	0	0	0	0			
	Poll		0	0	0	0	0	0			
	Total	429659	0	0	0	0	0	0			
Public - Non Institutions	E-voting	118152516	903055	0.76	860846	42209	95.33	4.67			
	Poll		1702668	1.44	1702668	0	100	0			
	Total	118152516	2605723	2.21	2563514	42209	98.38	1.62			
Total		131280448	15303996	11.66	15261787	42209	99.72	0.28			



4. Appointment of Mr. Ashish Mahendrakar (DIN: 03584695) as Non – Executive Non Independent Director.

Resolution required: (Ordinary/Special)						Ordinary		
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 favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	12698273	12591561	99.16	12591561	0	100	0
	Poll		106712	0.84	106712	0	100	0
	Total	12698273	12698273	100	12698273	0	100	0
Public Institutions	E-voting	429659	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	429659	0	0	0	0	0	0
Public -Non Institutions	E-voting	118152516	903055	0.76	860148	42907	95.25	4.75
	Poll		1702668	1.44	1702668	0	100	0
	Total	118152516	2605723	2.21	2562816	42907	98.35	1.65
Total		131280448	15303996	11.66	15261089	42907	99.72	0.28



5. Appointment of Mr. Pritam Dhanawade(DIN : 07496528) as an Non – Executive Non Independent Director

Resolution required: (Ordinary/Special)							Ordinary		
Whether promoter/ promoter group are interested in the agenda/ resolution	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 favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (6)=[(4)/(2)]*100
Promoter and Promoter group		E-voting	12698273	12591561	99.16	12591561	0	100	0
		Poll	12698273	106712	0.84	106712	0	100	0
		Total	12698273	12698273	100	12698273	0	0	0
Public Institutions		E-voting	429659	0	0	0	0	0	0
		Poll	429659	0	0	0	0	0	0
		Total	429659	0	0	860148	42907	95.25	4.75
Public – Non Institutions		E-voting	118152516	903055	0.76	1702668	0	100	0
		Poll	118152516	1702668	1.44	1702668	42907	98.35	1.65
		Total	118152516	2605723	2.21	2562816	42907	99.72	0.28
		Total	131280448	15303996	11.66	15261089	42907		



6. Ratification of Cost Auditors remuneration

Resolution required: (Ordinary/Special)		Ordinary					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 favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (6)=[(4)/(2)]*100
Promoter and Promoter group	E-voting	12698273	12591561	99.16	12591561	0	100	0
	Poll		106712	0.84	106712	0	100	0
	Total	12698273	12698273	100	12698273	0	100	0
Public Institutions	E-voting	429659	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	429659	0	0	0	0	0	0
Public - Non Institutions	E-voting	118152516	903055	0.76	860846	42209	95.33	4.67
	Poll		1702668	1.44	1702668	0	100	0
	Total	118152516	2605723	2.21	2563514	42209	98.38	1.62
Total		131280448	15303996	11.66	15261787	42209	99.72	0.28



7. Adoption of new set of Articles of Association

Resolution required: (Ordinary/Special)							Special	
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 favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (6)=[(4)/(2)]*100
Promoter and Promoter group	E-voting	12698273	12591561	99.16	12591561	0	100	0
	Poll		106712	0.84	106712	0	100	0
	Total	12698273	12698273	100	12698273	0	100	0
Public Institutions	E-voting	429659	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	429659	0	0	0	0	0	0
Public -Non Institutions	E-voting	118152516	903055	0.76	860846	42209	95.33	4.67
	Poll		1702668	1.44	1702668	0	100	0
	Total	118152516	2605723	2.21	2563514	42209	98.38	1.62
Total		131280448	15303996	11.66	15261787	42209	99.72	0.28







Date : 24.9.16

**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 54<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Zenith Birla (India) Limited held on Saturday 24<sup>th</sup> September, 2016 at 11.00 a.m. at Gopi Birla Memorial school, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400006.

Dear Sir,

I, Ragini Chokshi, Proprietor of M/s. Ragini Chokshi & Associate., 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 54<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on Saturday 24<sup>th</sup> September, 2016 at 11.00 a.m. at Gopi Birla Memorial school, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400006.

The Notice dated 12<sup>th</sup> August, 2016 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 (i.e)17<sup>th</sup>September, 2016 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, 21<sup>st</sup> September, 2016 at 9.00 a.m. (IST) and ended on Friday, 23<sup>rd</sup>September, 2016 at 5.00 p.m. (IST).The CDSL e-voting platform was blocked thereafter.


On 24<sup>th</sup>September, 2016, 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. Riya Neema (Residing at YWCA, 18 Madame Cama Road Colaba Mumbai.) and Mr. Sanket Shah (Residing at J-401, Sonam satlaj, phase 14, new golden nest Bhayander(E) who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.

  
-----  
Name: Ms. Riya Neema

  
-----  
Name: Mr. Sanket Shah

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. Riya Neema (Residing at YWCA, 18 Madame Cama Road Colaba Mumbai.) and Mr. Sanket Shah (Residing at J-401, Sonam Satlaj, Phase 14, New Golden Nest, Bhyander (East-) who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.

*Riyan*

Name: Ms. Riya Neema

*Sanket*

Name: Mr. Sanket Shah

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 Resolution:** To receive, consider and adopt:

- a. the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 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, 2016 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	13448138	99.66
Physical Ballot	13	1809380	100.00
Total	35	15257518	99.70

(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	05	46478	0.34
Physical Ballot	NIL	NIL	0.00
Total	05	46478	0.30



(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 Resolution:** Appointment M/s. Thakur, VaidyanathAiyer & 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	23	13452538	99.69
Physical Ballot	13	1809380	100.00
Total	36	15261918	99.73

(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	04	42078	0.31
Physical Ballot	NIL	NIL	NIL
Total	04	42078	0.27

(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: Ordinary Resolution:** Appointment of Mr. MilindBhaskarPrabhudesai (DIN 07280962) 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	22	13452407	99.69
Physical Ballot	13	1809380	100.00
Total	35	15261787	99.72

(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	05	42209	0.31
Physical Ballot	NIL	NIL	NIL
Total	05	42209	0.28

(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: Ordinary Resolution:** Appointment of Mr. Ashish Mahendrakar (DIN: 03584695) as 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	13451709	99.68
Physical Ballot	13	1809380	100.00
Total	33	15261089	99.72

(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	07	42907	0.32
Physical Ballot	NIL	NIL	0.00
Total	07	42907	0.28

(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: Ordinary Resolution:** Appointment of Mr. Pritam Dhanawade (DIN 07496528) as Director of the Company.

(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	13451709	99.68
Physical Ballot	13	1809380	100.00
Total	33	15261089	99.72

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

Type of Voting			% of total number of valid votes cast
Remote e-voting	07	42907	0.32
Physical Ballot	NIL	NIL	0.00
Total	07	42907	0.28

(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: Ordinary Resolution:** 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	22	13452407	99.69
Physical Ballot	13	1809380	100.00
Total	35	15261787	99.72

(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	05	42209	0.31
Physical Ballot	NIL	NIL	NIL
Total	05	42209	0.28

(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.7: Special Resolution:** Adoption of New Set of Article of Association.

(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	13452407	99.69
Physical Ballot	13	1809380	100.00
Total	35	15261787	99.72

(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	05	42209	0.31
Physical Ballot	NIL	NIL	NIL
Total	05	42209	0.28

(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,

Yours faithfully,

Place: Mumbai

**FOR RAGINI CHOKSHI & ASSOCIATES.**

Date: 24/09/2016

*R. K. Chokshi*

**RAGINI CHOKSHI**  
(Proprietor)  
C.P. Number : 1436  
Membership number:2390



**FOR ZENITH BIRLA (INDIA)LTD**

*Suneel*

**Suneel Sullere**  
(Company Secretary)

