



Date: 24th September, 2016.

To,

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

To,
National Stock Exchange of India Limited,
Exchange Plaza, 5th 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 54th 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

Suncel Sullere Company Secretary

Encl: Annex-1



ZENITH BIRLA (INDIA) LIMITED

The Acid Acid	24.09.2016
Date of the more	
Total number of shareholders on record date	74829
No. of shareholders attended the meeting either in person or through proxy:	31
Promoter & Promoter Group:	12
Duhlic:	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

Resolution required: (Ordinary/Special)	d: (Ordinary/	Special				Ordinary		
Mc adamon require	The second secon	our are interes	ted in the as	enda/resolution		No		
Whether promoter/promoter group are interested in the about	/promoter 8	oup are micros	and in the second	0/ 16 10000	No of	No of	% of votes in	% of votes
Category	Mode of voting	No. of Shares held (1)	votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)*100	No. of votes in favor (4)	votes against (5)	% of votes in favor on votes polled (6)=[(4)/(2)]*100	against on votes polled (6)=[(4)/(2)]*100
	E-voting	12698273	12591561	99.16	12591561	0	100	0
Promoter and	Poll		106712	0.84	106712	0	100	0
Promoter group	Total	12698273	12698273	100	12698273	0	100	0
Dublic	E-voting	429659	0	0	0	0	0	0
Institutions	Poll		0	0	0	0	0	0
	Total	429659	0	0	0	0	0	0
Public Non	E-voting	118152516	903055	0.76	856577	46478	94.85	5.15
Institutions	Poll	0.000000000000000000000000000000000000	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

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

Resolution required: (Ordinary/Special)	d: (Ordinary/s	special)				Ordinary		
Whather promoter group are interested in the agenda/resolution	r/promoter er	oun are interes	ted in the ag	enda/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
		CECOODE	13501561	00 16	12591561	0	100	0
	Sunov-1	100000000	20230	004	106717	0	100	0
Promoter and	POIL		2200070	100	12698273	0	100	0
Promoter group	10131	C/705077	C170007T	100	-			0
Public	E-voting	429659	0	0	0	0	0	0
in-titutions.	Poll		0	0	0	0	0	0
The state of the s	Total	429659	0	0	0	0	0	0
Dublic Non	E-voting	118152516	903055	0.76	860977	42078	95.34	4.66
Public Non	Doll of		1702668	1.44	1702668	0	100	0
SUCHERONS	TOIL					2000	00.00	1 61
	Total	118152516	2605723	2.21	2563645	42078	98.39	1.61
Total		131280448	15303996 11.66	11.66	15261918	42078	99.73	0.27



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

Resolution required: (Ordinary/Special)	d: (Ordinary/S	pecial)				Ordinary		
nesolution repetition are interested in the agenda/resolution	hypmotor or	oun are interest	ed in the ag	enda/resolution		No		
Whether promote	/promoter &	oup are micros	No of	% of votes	No. of	No. of	% of votes in	% of votes
Category	Mode of voting	No. of Shares held (1)	votes polled (2)	% or votes polled on outstanding shares (3)=[(7)/(1)*100	votes in favor (4)	votes against (5)	100	
				OUT (T)/(7)]-(C)				
	n inting	12698273	12591561	99.16	12591561	0	100	C
• 1	Sunov-1	100000000	106717	0.84	106712	0	100	0
Promoter and	POII		100000	100	12698273	0	100	0
Promoter group	Total	12698273	C/705071	700	2			0
Dishlic	E-voting	429659	0	0	0	c	c	0
Public		1000 Marie 200 M	0	0	0	0	0	C
Institutions	Poll		0	C			0	0
	Total	429659	0	0	0	0		100
	T inting	118152516	903055	0.76	860846	42209	95.33	4.0/
Public -Non	Sumon-a	DECTORTE	100000	4 44	1702668	0	100	0
Institutions	Poll		1/02668	T.44	170000	00000	00 30	1 62
CONTRACTOR S	Total	118152516	2605723	2.21	2563514	42209	96.36	4.04
		SVAUGETECE	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)	d: (Ordinary/	Special)				Ordinary	
with the promoter group are interested in the agenda/resolution	Incomoter pr	oup are interes	ted in the ag	enda/resolution		No	
Category	Mode of voting	No. of Shares	No. of votes	% of votes polled on outstanding	No. of votes in favor	votes against	favor on votes polled
		held (1)	polled (2)	shares (3)=[(2)/(1)*100	(4)	(5)	(6)=[(4)/(2)]*100
			40504561	00 16	12591561	0	100
	E-voting	126982/3	TOCTACT	99.10	106717	0	100
Promoter and	Poll		106712	0.84	77/001	0	100
Promoter group	Total	12698273	12698273	100	12698273	0	200
7	E-voting	429659	0	0	C	C	
Public	Doll o		0	0	0	0	0
CHOHINITISTIL	100	033000		0	0	0	0
	Total	429009	00000	0.76	860148	42907	95.25
Public -Non	E-voting	TISTOCOG OTCZCTRIT	500000	0.50	4700669	0	100
Institutions	Poll		1702668	1.44	T/02000	2007	25.00
	Total	118152516	2605723	2.21	2562816	4290/	90.33
	28524	131280448	15303996 11.66	11.66	15261089	42907	99.72



awade(DIN: 07496528) as an Non-Executive Non Independent Director

S. OPP						Ordinary	
hair required: (Ordinary/Special)	: (Ordinary/SI	pecial)		Ada/resolution	-	No	200
Resolution rever promoter group are interested in the agenual resolution	promoter gro	up are intereste	d in the age	V of votes	No. of	No. of	% Of votes
hether promotes	Mode of	No. of	No. of	polled on	3	votes	polled
Caregory	voting	res	polled	outstanding	favor (4)	(5)	(6)=[(4)/(2)]*100
		Ξ	(2)	(3)=[(2)/(1)*100	-		100
	r noting	12698273	12591561	99.16	106712	0	100
	Belli Sunov-3	97.07	106712	0.84	17698273	0	100
Promoter and	Total	12698273	12698273	100	0	0	0
Promoter group	IOTAL	659bcv	0	0	0	0	0
Public	E-voting	42000	0	0	0	0	0
Institutions	Poll		0	0	0	0	05.25
House	Total	429659	000005	0.76	860148	42907	100
Public - Non	E-voting	118152516	1702668	1.44	1702668	0	98.35
Institutions	Poll	313535055	-	2.21	2562816	40001	
	Total	016727218		1100	15261089	42907	99.72
		131280448	15303996	11.00			-



6. Ratification of Cost Auditors remuneration

Pasolution required: (Ordinary/Special)	d: (Ordinary/	Special)				Ordinary		
Vesolucionichane		our are interpo	ted in the ag	enda/resolution		No		of notice
Whether promoter/promoter group are interested of of votes	/promoter gr	oup are mich		of worker	No. of	No. of	% of votes in	% Of Votes
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	polled on outstanding shares	votes in favor (4)	votes against (5)	favor on votes polled (6)=[(4)/(2)]*100	favor on votes against on votes polled votes polled (6)=[(4)/(2)]*100 (6)=[(4)/(2)]*100
		100	ì	(3)=[(2)/(1)*100			3	0
		12608773	12591561	99.16	12591561	0	TOO	0
	SunoA-3	14000000	100717	084	106712	0	100	0
Promoter and	Poll		71/901	0.04	12608273	0	100	0
Promoter group	Total	12698273	126982/3	TOO	CONTRACTOR	0	0	0
	-	429659	0	0	0	C) (
Public	Sunov-3	100000	0	0	0	0	C	0
Institutions	Poll		C		0	0	0	0
	Total	429659	0	C	0000	ADDOO	95 33	4.67
Mark Control of the C	Everting	118152516	903055	0.76	800040	40000	200	0
Public - Non	Sunov-3		1702668	1.44	1702668	0	Too	163
Institutions	POIL		+		7553514	42209	98.38	1.02
	Total	118152516	2605723	2.21	+TCC0C7	50334		0.28
Total		131280448	15303996	11.66	15261787	42209	33.114	



7. Adoption of new set of Articles of Association

Resolution required: (Ordinary/Special)	d: (Ordinary/	Special)				Special		
Whether promoter/promoter group are interested in the agenda/resolution	r/promoter gr	oup are interes	ted in the ag	enda/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
	F-voting	12698273	12591561	99.16	12591561	0	100	0
Promoter and	Poll	100	106712	0.84	106712	0	100	0
Promoter group	Total	12698273	12698273	100	12698273	0	100	0
Public	E-voting	429659	0	0	0	0	0	0
Institutions	Poll	No. 0.0000000000000000000000000000000000	0	0	0	0	0	0
	Total	429659	0	0	0	0	0	0
Public -Non	E-voting	118152516	903055	0.76	860846	42209	95.33	4.67
Institutions	Poll		1702668	1.44	1702668	0	100	0
	Total	118152516	2605723	2.21	2563514	42209	98.38	1.62
Total		131280448	15303996 11.66	11.66	15261787	42209	99.72	0.28





RAGINI CHOKSHI & ASSOCIATES Company Secretaries

Tel. 022-2283 1120 022-2283 1134

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

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 54th Annual General Meeting (AGM) of the Equity Shareholders of Zenith
Birla (India) Limited held on Saturday 24th 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, 5th 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:

- 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 54th Annual General Meeting of the Equity Shareholders of the Company held on Saturday 24th September, 2016 at 11.00 a.m. at Gopi Birla Memorial school, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400006.

The Notice dated 12th 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)17thSeptember, 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, 21st September, 2016 at 9.00 a.m. (IST) and ended on Friday, 23rdSeptember, 2016 at 5.00 p.m. (IST). The CDSL e-voting platform was blocked thereafter.

On 24thSeptember, 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 Coma 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.

Name: Ms. Riya Neema

Name: Mr. Sanket Shah

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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 31st
 March, 2016together with the Reports of Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the financial year ended 31st 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 voted	of	members	Number them	of votes	cast by	% of total number of valid votes cast
Remote e-voting		23			13452538	0	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

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

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

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

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

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

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. OROBER.

RAGINI CHOKSHI

(Proprietor) C.P. Number: 1436 Membership number:2390 COMPANY CANTON SECRETARY AT C.P. 1436

FOR ZENITH BIRLA (INDIA)LTD

Summer Coulton

Suncel Sullere (Company Secretary)

