



Date: 30th September, 2017.

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: Compliance under Regulation 44(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam

Pursuant to regulation 44 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 we are enclosing herewith the voting results of 55th Annual General Meeting (vide annexure-A) which commenced at 02:00 PM and concluded at 4.00 PM on 29th September 2017 at 2nd Floor, Kilachand Conference Room, IMC Building, IMC Marg, Churchgate, Mumbai 400020"

The Consolidated Scrutinizer's Report is also enclosed for your records.

Kindly take the same on record.

Yours Faithfully,

For Zenith Birla (India) Limited

Suneel Sullere

Company Secretary

Encl: Annexure-A

ZENITH BIRLA (INDIA) LIMITED

| Date of the AGM | 29-09-2017 |
|--|--------------|
| Total number of shareholders on record date | 74290 |
| No. of shareholders attended the meeting either in person or through proxy: | 52 |
| Promoters & Promoter Group: | 11 |
| Public: | 41 |
| No. of shareholders attended the meeting either in person or through proxy: Promoters & Promoter Group: | Not Arranged |
| Public: | |

1. To receive, consider and adopt:

- the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon; and
- Report of the Auditors thereon the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the

| Resolution require | Resolution required: (Ordinary/Special) | cial) | | | 20 | Ordinary Re | inary Resolution | |
|--------------------|---|---------------|--------------|------------------|----------|-------------|------------------|-------------------------------|
| Whether promote | Whether promoter/promoter group are interested in the agenda/resolution | are intereste | d in the age | nda/resolution | | No | | |
| Category | Mode of | No. of | No. of | % of votes | No. of | No. of | % of votes in | % of votes |
| | voting | Shares | votes | polled on | votes in | votes | favor on votes | against on |
| | | held | polled | outstanding | favor | against | polled | votes polled |
| | | (1) | (2) | shares | (4) | (5) |)/(2)]*100 | (6)=[(4)/(2)]*100 |
| | | | | (3)=[(2)/(1)*100 | 2 | 3 7 | | TORK DO COMMAN TORING DAY DAY |
| | E-voting | 11257157 | 11086603 | 98.49 | 11086603 | 0 | 100.00 | 0.00 |
| Promoter and | Poll | 11257157 | 170554 | 1.52 | 170554 | 0 | 100.00 | 0.00 |
| Promoter group | Postal Ballot | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | (if Applicable) | | | | | 4 | | |
| | Total-A | 11257157 | 11257157 | 100.00 | 11257157 | 0 | 100.00 | 0.00 |
| Public | E-voting | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Institutions | Poll | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | (if Applicable) | | | | | | 61 | |
| | Total-B | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public Non | E-voting | 119593632 | 2068744 | 1.73 | 1981760 | 86984 | 95.80 | 4.21 |
| Institutions | Poll | 119593632 | 1856094 | 1.55 | 1856094 | 0 | 100.00 | 0.00 |
| | Postal Ballot | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | (if Applicable) | | | | | | | |
| | Total-C | 119593632 | 3924838 | 3.28 | 3837854 | 86984 | 97.78 | 2.22 |
| Total | A+B+C | 131280448 | 15181995 | 11.56 | 15095011 | 86984 | 99.43 | 0.57 |



2 eligible, offers himself for re-appointment. Appointment of director in place of Mr. Ashish Mahendrakar (DIN: 03584695) who retires by rotation and being

| Resolution required: (Ordinary/Special) | ed: (Ordinary/Sp | ecial) | | | | Ordinary Resolution | Solution | |
|---|------------------|----------------|--------------|------------------|----------|---------------------|-------------------|-------------------|
| Whether promoter/promoter group are interested in the agenda/resolution | er/promoter grou | p are interest | ed in the ag | enda/resolution | | No | | |
| Category | Mode of | No. of | No. of | % of votes | No. of | No. of | % of votes in | % of votes |
| 000 | voting | Shares | votes | polled on | votes in | votes | favor on votes | against on |
| | | held | polled | outstanding | favor | against | polled | votes polled |
| | | (1) | (2) | shares | (4) | (5) | (6)=[(4)/(2)]*100 | (6)=[(4)/(2)]*100 |
| | | ļ | 9 | (3)=[(2)/(1)*100 | | | | |
| | E-voting | 11257157 | 11086603 | 98.49 | 11086603 | 0 | 100.00 | 0.00 |
| Dromotor and | DOI: | 11257157 | 170554 | 1.52 | 170554 | 0 | 100.00 | 0.00 |
| רוסווסנכו מווע | - 0 | | • | | 0 | > | 000 | 0 00 |
| Promoter group | Postal Ballot | 0 | 0 | 0.00 | 0 | c | 0.00 | 0.00 |
| | (iř | | | | 3 | | | |
| | Applicable) | | | | | | | |
| | Total-A | 11257157 | 11257157 | 100.00 | 11257157 | 0 | 100.00 | 0.00 |
| Disklip | E-voting | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Institutions | DOI! | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | (if | | | | | | | |
| | Applicable) | | | | | | | |
| | Total-B | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public Non | E-voting | 119593632 | 2068744 | 1.73 | 1981760 | 86984 | 95.80 | 4.21 |
| Institutions | Poll | 119593632 | 1856094 | 1.55 | 1856094 | 0 | 100.00 | 0.00 |
| | Postal Ballot | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | (if | | | | | 7. | | • |
| | Applicable) | | | | | | | |
| | Total-C | 119593632 | 3924838 | 3.28 | 3837854 | 86984 | 97.78 | 2.22 |
| Total | A+B+C | 131280448 | 15181995 | 11.56 | 15095011 | 86984 | 99.43 | 0.57 |



remuneration 3.Appointment M/s.Thakur, Vaidyanath Aiyer & Co., Chartered Accountants as Statutory Auditors and fixing their

| Total | | | Institutions | Public Non | | | | Institutions | Public | | | | Promoter group | Promoter and | | | | | | Category | Whether promoter/promoter group are interested in the agenda/resolution | Resolution required: (Ordinary/Special) |
|-----------|-----------|-------------------------------------|--------------|------------|---------|-------------|------|--------------|----------|----------|-------------|-----|----------------|--------------|----------|------------------|-------------------|--------------|----------------|---------------|---|---|
| A+B+C | Total-C | Postal Ballot (if Applicable) | Poll | E-voting | Total-B | Applicable) | (if | Poll | E-voting | Total-A | Applicable) | (if | Postal Ballot | Poll | E-voting | | | | voting | Mode of | er/promoter gro | ed: (Ordinary/Sp |
| 131280448 | 119593632 | 0 | 119593632 | 119593632 | 429659 | | c | 429659 | 429659 | 11257157 | | | 0 | 11257157 | 11257157 | | (1) | held | Shares | No. of | up are interes | ecial) |
| 15181995 | 3924838 | 0 | 1856094 | 2068744 | 0 | | c | 0 | 0 | 11257157 | | | 0 | 170554 | 11086603 | | (2) | polled | votes | No. of | ted in the ag | |
| 11.56 | 3.28 | 0.00 | 1.55 | 1.73 | 0.00 | | 0.00 | 0.00 | 0.00 | 100.00 | | | 0.00 | 1.52 | 98.49 | (3)=[(2)/(1)*100 | shares | outstanding | polled on | % of votes | enda/resolution | |
| 15095011 | 3837854 | 0 | 1856094 | 1981760 | 0 | | c | 0 0 | 0 | 11257157 | | | 0 | 170554 | 11086603 | | (4) | favor | votes in | No. of | | |
| 86984 | 86984 | 0 | 0 | 86984 | 0 | | ū | 0 0 | 0 | 0 | | | 0 | 0 | 0 | | (5) | against | votes | No. of | No | Ordinary Resolution |
| 99.43 | 97.78 | 0.00 | 100.00 | 95.80 | 0.00 | | 0.00 | 0.00 | 0.00 | 100.00 | | | 0.00 | 100.00 | 100.00 | | (6)=[(4)/(2)]*100 | polled | favor on votes | % of votes in | | solution |
| 0.57 | 2.22 | 0.00 | 0.00 | 4.21 | 0.00 | | 0.00 | 0.00 | 0.00 | 0.00 | | | 0.00 | 0.00 | 0.00 | | (6)=[(4)/(2)]*100 | votes polled | against on | % of votes | | |

4. Ratification of Cost Auditors remuneration

| | nd: (Ordinary/Spe | cial) | | | | dina | ry Resolution | |
|--|-------------------|----------------|--------------|------------------|----------|---------|-------------------|-------------------|
| Resolution required. (Cramar group are interested in the agenda/resolution | d. (Oranier)/ op | n are interest | ed in the ag | enda/resolution | | No | o/ f | % of votes |
| Whether promote | /proffice 8:00 | No of | No. of | % of votes | No. of | No. of | % of votes in | against on |
| Category | Woting | Shares | votes | polled on | votes in | votes | Tayor on votes | votes polled |
| | Acting | held | polled | outstanding | favor | against | (6)=[(4)/(2)]*100 | (6)=[(4)/(2)]*100 |
| | | (<u>1</u>) | (2) | shares | (4) | (c) | (0) [(1)/(-)/ | 0.000 |
| | | X_X | | (3)=[(2)/(1)*100 | | > | 100 00 | 0.00 |
| | n soting | 11257157 | 11086603 | 98.49 | 11086603 | 0 0 | 100.00 | 0.00 |
| | Doll Dom. | 11257157 | 170554 | 1.52 | 1/0554 | | 0.00 | 0.00 |
| Promoter group | Postal Ballot | 0 | 0 | 0.00 | c | C | 100 mg | |
| | (if | | | | | | | } |
| | Applicable) | | 7367467 | 100 00 | 11257157 | 0 | 100.00 | 0.00 |
| | Total-A | 11257157 | 101/6711 | 100.00 | | 0 | 0.00 | 0.00 |
| ה. ה. ה. ה. ה. ה | F-voting | 429659 | 0 | 0.00 | 0 | 0 0 | 0.00 | 0.00 |
| Institutions | Poll | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | 0 | 0 | 0.00 | c | (| | |
| | (if | | | | | ju. | | |
| | Applicable) | | | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total-B | 429659 | c | 0.00 | 1081760 | 86984 | 95.80 | 4.21 |
| bublic Non | E-voting | 119593632 | | 1./3 | 1056004 | 0 | 100.00 | 0.00 |
| Partitutions | Poll | 119593632 | 1856094 | 1.55 | +600001 | 0 0 | 0.00 | 0.00 |
| Illentations | Postal Ballot | 0 | 0 | 0.00 | 0 | c | | X-12 |
| | (if | | | | | | 4.4 | |
| | Applicable) | | 1 | 2 22 | 3837854 | 86984 | 97.78 | 2.22 |
| | Total-C | 119593632 | 3924838 | 3.20 | | | 99 43 | 0.57 |
| | Δ+R+C | 131280448 | 15181995 | 11.56 | 15095011 | 86904 | 0 | |

Issue of equity shares on preferential basis to Birla Precision Technologies Limited

| red: (Ordinary/Special) er/promoter group are interested in the agenda/resolution No. of % of votes polled on yotes polled on outstanding fave polled on 1257157 11086603 98.49 11 E-voting 11257157 11086603 98.49 11 E-voting 11257157 11257157 100.00 11 Fostal Ballot 0 0 0.00 Postal Ballot 0 0 0.00 Fostal Ballot 0 0 0.00 Postal Ballot 0 0 0.00 Postal Ballot 119593632 2068744 1.73 E-voting 119593632 1856094 1.55 Poll 119593632 3924838 3.28 Total-C 119593632 3924838 3.28 | | | | | | 1518195 | 131280448 | Δ+R+C | |
|--|--------------------|-----------------|---------|----------|----------------------------|---------------|---------------|------------------|-----------------|
| No. of votes in votes in votes in votes in votes in votes in favor on votes in favor on votes in favor on votes in polled (4) (5) (6)=[(4)/(2)]*100 0 11086603 0 100.00 11257157 0 100.00 0 0 0 0 0.00 0 0 0 0.00 0 0 0 0.00 1931760 136984 93.38 1931760 136984 96.51 | 0.50 | 99.10 | 136984 | 15045011 | 11 56 | +- | | | |
| No. of Notes in Favor on votes in Favor on votes in Favor on votes polled against polled (4) (5) (6)=[(4)/(2)]*100 (100.00 (0) (0) (0) (0) (0) (0) (0) (0) (0) (| 0 00 | | | | 3.20 | | 119593632 | Total-C | |
| No. of No. of No. of No. of No. of Votes in votes in votes in favor on votes polled (4) (5) (6)=[(4)/(2)]*100 (0) (0) (0) (0) (0) (0) (0) (0) (0) (| 3.43 | 96.51 | 136984 | 3787854 | 3 3 3 8 | - | | Applicable) | |
| No. of Notes in Favor on votes in Favor on votes in Favor on votes in Favor on votes polled (4) (5) (6)=[(4)/(2)]*100 (0) (0) (0) (0) (0) (0) (0) (0) (0) (| 2 40 | | | | | | | (if | |
| No. of No. of No. of No. of No. of Votes in votes in votes in favor on votes in favor on votes in favor on votes in favor on votes in polled (4) (5) (6)=[(4)/(2)]*100 (0) (0) (0) (0) (0) (0) (0) (0) (0) (| | | ¥ | | | c | o | Postal Ballot | |
| No. of Notes in Votes in Favor on votes polled (4) (5) (6)=[(4)/(2)]*100 (0) (0) (0) (0) (0) (0) (0) (0) (0) (| | 0.00 | 0 | 0 | 0.00 | 000 | 118090001 | Poll | Institutions |
| No. of Notes in Votes in Votes in Votes in Votes in Votes in Votes in Polled (4) (5) (6)=[(4)/(2)]*100 (0) (0) (0) (0) (0) (0) (0) (0) (0) (| 0.00 | | c | 1856094 | 1.55 | 1856094 | 440503632 | E-VOLING | Public Non |
| No. of Notes in Votes in Votes in Votes in Votes in Polled (4) (5) (6)=[(4)/(2)]*100 (0) (0) (0) (0) (0) (0) (0) (0) (0) (| 0.00 | 100.00 | 0 | | 1./3 | 2068744 | 119593632 | E voting | |
| No. of Notes in Votes in Polled (4) (5) (6)=[(4)/(2)]*100 (0) (0) (0) (0) (0) (0) (0) (0) (0) (| 6.62 | 93.38 | 136984 | 1031760 | 0.00 | c | 429659 | Total-B | |
| No. of Notes in Votes in Polled (4) (5) (6)=[(4)/(2)]*100 (6)=[(4)/(2)]*100 (100.00 (6)=[(4)/(2)]*100 (6)=[(4)/(2)] | 0.00 | 0.00 | 0 | 0 | 0 00 | > | | Applicable) | |
| No. of Notes in Votes in Polled (4) (5) (6)=[(4)/(2)]*100 (0) (0) (0) (0) (0) (0) (0) (0) (0) (| 0 00 | | |) | | | | (if | |
| No. of Notes in Votes in Favor on votes polled (4) (5) (6)=[(4)/(2)]*100 (0) (0) (0) (0) (0) (0) (0) (0) (0) (| | | | ě | | c | c | Postal Ballot | |
| No. of Notes in Favor on votes in Avotes in Votes in Votes in Votes in Favor on votes polled (4) (5) (6)=[(4)/(2)]*100 (0) (0) (0) (0) (0) (0) (0) (0) (0) (| | 0.00 | 0 | 0 | 0.00 | > 0 | 429033 | Poll | Institutions |
| No. of Notes in Votes in Votes in Votes in Votes in Votes in Favor on votes polled (4) (5) (6)=[(4)/(2)]*100 (0) (1086603 0 100.00 0.00 0.00 0.00 0.00 0.00 0.0 | 000 | | | c | 0.00 | 0 | 100050 | | Public |
| No. of Notes in Votes in Polled Involved In | 0.00 | 0.00 | 0 | 5 0 | 0.00 | 0 | 429659 | F-voting | |
| No. of Votes in Vot | 0.00 | 0.00 | 0 | 0 | 0000 | /C1/C7LL | 11257157 | Total-A | |
| No. of No. of No. of % of votes in votes in votes against favor on votes (6)=[(4)/(2)]*100 11086603 0 100.00 170554 0 00.00 | 0.00 | 100.00 | 0 | 11257157 | 100 00 | 44057457 | | Applicable) | |
| No. of No. of No. of % of votes in votes in votes in against polled (4) (5) (6)=[(4)/(2)]*100 (170554 0 0 0.00 | 0 00 | | | | | | | (if | |
| No. of No. of No. of % of votes in votes in votes polled (4) (5) (6)=[(4)/(2)]*100 11086603 0 100.00 170554 0 0 0.00 | | | W. | | | | c | Postal Ballot | Promoter group |
| No. of No. of % of votes in votes in votes in votes polled favor (5) (6)=[(4)/(2)]*100 11086603 0 100.00 170554 0 00.00 | Ŋ | (MCC) 24-16-1 | c | c | 0.00 | 0 | 0 | 701 | Promoter and |
| No. of No. of % of votes in votes in votes in votes polled (4) (5) (6)=[(4)/(2)]*100 11086603 0 100.00 | 0.00 | 0.00 | 0 | 1,000. | 1.52 | 170554 | 11257157 | DO I | |
| No. of No. of % of votes in votes in votes in favor on votes polled (4) (5) (6)=[(4)/(2)]*100 | 0.00 | 100.00 | 0 | 170554 | 90.40 | 11086603 | 11257157 | F-voting | |
| No. of No. of % of votes in votes in votes favor on votes polled (4) (5) (6)=[(4)/(2)]*100 | 0.00 | 100.00 | 0 | 11086603 | 00 40 | | | | |
| No. of No. of % of votes in votes in votes favor on votes polled (A) (5) (6)=[(4)/(2)]*100 | 0.00 | | | 3 | shares (3)=[(2)/(1)*100 | | (1) | | |
| No. of No. of % of votes in votes in against polled | (6)=[(4)/(2)] · 10 | | (5) | | Outstallamp | | | | |
| No. of No. of % of votes in votes favor on votes | Votes poince | | against | | outstanding | | | voting | 1 |
| No. of No. of % of votes in | halled | LAVOI OII VOICE | votes | | nolled on | | | | Category |
| No of of votes in | against on | /0 OI vocco | No. 01 | | % of votes | No. of | No of | / promoter growt | lether promote |
| | % of votes | o/ of votes in | No | | nda/resolution | ed in the age | are intereste | d. (Gramer) | Solution Ledune |
| | | | No | | | | cial) | d. (Ordinary/Spe | |



Company Secretaries

212, 2nd Floor, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara Email Id: <u>corporatesolutions14@gmail.com</u>, (M) 09166611876

Scrutinizer's Report

To,
The Chairman,
M/s ZENITH BIRLA (INDIA) LIMITED
5th Floor, Industry House,
159 Churchgate Reclamation,
Mumbai MH 400020

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on Remote E-Voting and poll for 55th Annual General Meeting of Equity Shareholders held on Friday, 29th September, 2017

Pursuant to the resolution passed by the Board of directors of **ZENITH BIRLA (INDIA) LIMITED** (hereinafter referred to as "company") on Saturday, 26th August 2017, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 55th Annual General meeting (hereinafter referred to as "AGM") in fair and transparent manner and ascertaining the requisite majority in respect of the resolutions contained in the notice to the 55th AGM of the members of the company.

To enable wider participation of equity shareholders, pursuant to the provisions of section 108 of the Companies Act, 2013 and rules framed thereunder vide The companies (Management and administration) Rules, 2014 including The companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015 and SEBI's circular no.CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated April 17,2014, every company having its equity shares listed on Recognized stock exchange, is required to provide remote e-voting facility to their shareholders on all shareholders' resolutions to be passed at general meeting or through postal ballot. Since the company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, remote e-voting which has been made applicable, the company provided for the same.

The company accordingly made arrangements with the system provider Central Depository Services Limited (herein after referred as "CDSL"), depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, BIGSHARE SERVICES PVT LTD (herein after referred as "RTA") to set up the e-voting facility on the CDSL e-voting Website https: www.evotingindia.com

The company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the AGM notice dated 01st September, 2017. The member of the company as on the cut- off date i.e. 22nd September, 2017 were entitled to vote on the resolutions contained in the notice to the 55th AGM of the members of the company.

| | TYPE AND DESCRIPTION OF THE RESOLUTION |
|-------------|--|
| 1) Ordinary | a. Ordinary Resolution to receive, consider and adopt the Audited Financial |
| Resolution: | Statements of the Company for the financial year ended March 31, 2017, |
| Adoption of | together with the Reports of the Board of Directors and the Auditors thereon; |
| Audited | and |
| Financial | b. The Audited Consolidated Financial Statements of the Company for the |
| Statement | financial year ended March 31, 2017, together with the Report of the Auditors thereon. |

Company Secretaries

212, 2nd Floor, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara Email Id: corporatesolutions14@gmail.com, (M) 09166611876

| | Email Id: corporatesolutions14@gmail.com, (M) 09166611876 |
|--|---|
| 2)Ordinary | Ordinary Resolution to appoint a Director in place of Mr. Ashish Mahendrakar |
| Resolution: | (DIN: 03584695) who retires by rotation |
| Appointment of | |
| Director, liable to | |
| retire by rotation | |
| 3)Ordinary | Ordinary Resolution under Section 139 and all other applicable provisions, if |
| Resolution: | any, of the Companies Act, 2013 and the Rules framed there under, as |
| Appointment of | amended from time to time, the Company hereby ratifies the appointment of |
| Auditors | M/s. Thakur Vaidyanath Aiyar, Chartered Accountants (Firm Registration No. |
| | 000038N), as Auditors of the Company to hold office from the conclusion of |
| | this Annual General Meeting (AGM) till the conclusion of the fifty fifth AGM of |
| | the Company to be held in the year 2017 at such remuneration plus |
| | out-of-pocket, travelling and living expenses, etc., as may be mutually agreed |
| | between the Board of Directors of the Company and the Auditors." |
| 4)Ordinary | Ordinary Resolution under Section 148 and other applicable provisions, if |
| Resolution: | any of the companies Act 2012 ("Act") and the applicable provisions, if |
| Ratification of Cost | any, of the companies Act, 2013 ("Act") and the rules made thereunder, as |
| Auditors' | amended from time to time, the company hereby ratifies the remuneration of |
| remuneration | 60000 to M/s. Y. R. Doshi & Co. Who are appointed as Cost Auditors of the |
| - Vandarotation | company to conduct Cost Audit relating to such business of the company as |
| | may be ordered by the Central Government under the Act, and the rules made |
| 5)Special Resolution: | thereunder, for the year ended 31st March, 2018. |
| | Special Resolution: pursuant to Sections 42, 62(1)(c) and all other applicable |
| preferential issue of | provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies |
| equity shares | (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory |
| | modification(s) or re-enactments thereof for the time being in force), |
| AND WITH A SECOND | Memorandum and Articles of Association of the Company, Listing Agreement |
| NUMBER OF STREET | entered into by the Company with Stock Exchanges where the Company's |
| | shares are listed and in accordance with the provisions of the Securities and |
| | Exchange Board of India (Issue of Capital and Disclosures Requirements) |
| | Regulations, 2009 ("ICDR Regulations"), and other applicable regulations of |
| | Securities and Exchange Board of India ("SEBI"), if any (for the time being in |
| | force) as may be applicable to the preferential issue of equity shares, the |
| | applicable rules, notifications, guidelines issued by various authorities |
| SELECTED TO SELECTED AND ADMINISTRATION OF THE PERSON OF T | including but not limited to the Government of India, SEBI, Reserve Bank of |
| *mark | India ("RBI") and other competent authorities, and subject to the approval(s). |
| Many West at the feet of | consent(s), permission(s) and/or sanction(s) as may be required from the |
| The state of the s | Central Government, RBI, SEBI and/or from any other appropriate authority |
| | consent of the members of the Company be and is hereby accorded to the |
| | board of directors of the Company (hereinafter referred to as "the Board") |
| | which term shall be deemed to include any committee which the Board has |
| | constituted or may constitute to exercise its powers, including the powers |
| | conferred by this resolution to offer, issue, and allot in one or more tranches |
| | up to 39,85,390 equity shares (Thirty Nine Lacs Eighty Five Thousand Three |
| | Hundred and Ninety Only) of `10/- each at par to Birla Precision Technologies |
| | Limited, Promoter on a preferential basis, in such manner and on such terms |
| * | and conditions as may be determined by the Board in accordance with |
| | Chapter VII of the ICDR Regulations or any other provision of law as may be |
| | prevailing as on date." |
| | |
| | RESOLVED FURTHER THAT the equity shares proposed to be allotted in |
| | terms of this resolution shall be subject to the following: |
| arole Military State | • The Equity Shares to be allotted to the Proposed allottees shall be under |
| | lock-in for such period as may be prescribed by the SEBI ICDR Regulations; |
| The second second | |
| | • The Equity Shares so allotted to the Proposed Allottees under this resolution |
| | shall not be sold, transferred, hypothecated or encumbered in any manner |
| | during the period of lock-in provided under SEBI ICDR Regulations except to |
| | the extent and in the manner permitted there under: |
| | • Allotment shall only be made in dematerialized form. |
| | only so made in dematerialized form. |

Company Secretaries

212, 2nd Floor, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara Email Id: corporatesolutions14@gmail.com, (M) 09166611876

6) The total number of fully paid up shares of the company outstanding as on 22nd September, 2017 were 131280448 as on cut-off date, out of 74290 shareholders, 13 (Thirteen) shareholder has exercised their votes through remote e- voting and 46 (Forty Six) shareholders has exercised their vote through poll at the AGM. The results (consolidated) for the item placed for consideration by the members is given below.

Resolution 1: a. Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, 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, 2017, together with the Report of the Auditors thereon.

| Total No. of shareholders | 74290 | | |
|--|--------|--------------------------|------------------|
| Total No. of shares | 131280 | 448 | |
| Total No. of shares | | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting | A | 13 | 13155347 |
| Total votes cast through polling at AGM | В | 46 | 3373576 |
| Grand Total of remote e-voting /polling at AGM (A+B) | С | 59 | 16528923 |
| Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated) | D | 2 | 1346928 |
| Net remote e-voting/polling at AGM(c-d) | E | 57 | 15181995 |

SUMMARY OF VOTING:

| Resolution 1 Special) | required :(Or | dinary / | Ordinary F | Resolution | | | | |
|--|-------------------|--------------------------|---------------------------|---|------------------------------------|-----------------------------------|--|--|
| Whether pro are interest agenda/reso | | noter group | No | | | | | |
| | | | | | | | | *** |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favor (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* | % of Votes against on votes polled (7)=[(5)/(2)] *100 |
| Promoter & | E-VOTING | 11257157 | 11086603 | 98.49 | 11086603 | 0 | 100.00 | 0.00 |
| Promoter | POLL | 11257157 | 170554 | 1.52 | 170554 | 0 | 100.00 | 0.00 |
| Group | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 11257157 | 11257157 | 100.00 | 11257157 | 0 | 100.00 | 0.00 |
| Public - | E-VOTING | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Institutions | POLL | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| New Article Co. | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Non | E-VOTING | 119593632 | 2068744 | 1.73 | 1981760 | 86984 | 95.80 | 4.21 |
| Institutions | POLL | 119593632 | 1856094 | 1.55 | 1856094 | 0 | 100.00 | 0.00 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 119593632 | 3924838 | 3.28 | 3837854 | 86984 | 97.78 | 2.22 |
| TOTAL | | 131280448 | 15181995 | 11.56 | 15095011 | 86984 | 99.43 | 0.57 |

Percentage of votes cast in favour:99.43%

Company Secretaries

212, 2nd Floor, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara Email Id: corporatesolutions14@gmail.com, (M) 09166611876

- The 'Relevant Date' for the purpose of determining the minimum price of the equity shares proposed to be allotted to the above mentioned allottees is August 30, 2017 i.e. being the date which is 30 days prior to the date of this meeting;
- The allotment of equity shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval; and
- the equity shares proposed to be issued shall rank pari-passu with the existing equity shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the 'Record Date' falls subsequent to the allotment of equity shares."

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the equity shares to be issued and allotted to the above mentioned allottees upon conversion of their outstanding loan amounts and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit."

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any committee of directors or any one or more directors/ key managerial personnel/ officers of the Company.

Further to the above, I submit my report as under: -

- 1) As confirmed by management, the AGM notice dated 01st September, 2017 under section 101 of the Companies Act, 2013 was dispatched to 74290 (Seventy Four Thousand Two Hundred and Ninety) shareholders by registered post, courier and electronic means via e-mail respectively on or before 04th September, 2017.
- 2) As stated in sub rules 4 of rule 20 of the companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of the (Management and Administration) Rules, 2014 an advertisement was published by the company on 05th September, 2017 in "The Financial Express." English newspaper and "Lakshadeep", vernacular newspaper, informing about the completion of the dispatch of the AGM notices, by means of registered post, courier and electronic means via e-mail, to the shareholders along with other related matters mentioned therein.
- 3) The remote e-voting period remained open from Tuesday, 26th September, 2017 at 9.00 a.m. and ended on Thursday, 28th September, 2017, at 5.00 p.m.
- 4) The members of the company as on the cut-off date i.e. Friday, 22nd September, 2017 were entitled to vote on the resolutions.
- 5) The empty polling box was locked and sealed in the presence of members. Immediately after the conclusion of voting at AGM, votes cast at the meeting were counted first and the votes cast through remote e-voting were unblocked next day in the presence of 2 witnesses who are not in the employment of the company.

Company Secretaries

212, 2nd Floor, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara Email Id: corporatesolutions14@gmail.com, (M) 09166611876

RESULT: -

Since, the number of votes cast in favour of the resolution is 99.43%, I report that the ordinary resolution under section 139 of the companies Act, 2013 as set out in the notice of AGM dated 01st September, 2017 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

Resolution 2: To appoint a Director in place of Mr. Ashish Mahendrakar (DIN: 03584695) who retires by rotation

| Total No. of shareholders | 74290 | | |
|--|--------|--------------------------|------------------|
| Total No. of shares | 131280 | 448 | |
| Total No. of Shares | | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting | A | 13 | 13155347 |
| Total votes cast through polling at AGM | В | 46 | 3373576 |
| Grand Total of remote e-voting / polling at AGM (A+B) | С | 59 | 16528923 |
| Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated) | D | 2 | 1346928 |
| Net remote e-voting/polling at AGM(c-d) | E | 57 | 15181995 |

SUMMARY OF VOTING:

Percentage of votes cast in favour:99.43%

| Resolution Special) | required :(0 | Ordinary / | Ordinary | Resolution | | | | |
|------------------------|----------------------------------|---------------------------------|---------------------------|---|------------------------------------|-----------------------------------|--|--|
| Whether pr | omoter/pronterested in colution? | | No | | | | | |
| | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favor (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* | % of Votes against on votes polled (7)=[(5)/(2)] *100 |
| Promoter & | E-VOTING | 11257157 | 11086603 | 98.49 | 11086603 | 0 | 100.00 | 0.00 |
| Promoter Group | POLL | 11257157 | 170554 | 1.52 | 170554 | 0 | 100.00 | 0.00 |
| Group | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 11257157 | 11257157 | 100.00 | 11257157 | 0 | 100.00 | 0.00 |
| Public - | E-VOTING | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Institutions | POLL | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| SE VIVE | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Non | E-VOTING | 119593632 | 2068744 | 1.73 | 1981760 | 86984 | 95.80 | 4.21 |
| Institutions | POLL | 119593632 | 1856094 | 1.55 | 1856094 | 0 | 100.00 | 0.00 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 119593632 | 3924838 | 3.28 | 3837854 | 86984 | 97.78 | 2.22 |
| TOTAL | | 131280448 | 15181995 | 11.56 MANI & | 15095011 | 86984 | 99.43 | 0.57 |

Company Secretaries

212, 2nd Floor, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara Email Id: corporatesolutions14@gmail.com, (M) 09166611876

RESULT: -

Since, the number of votes cast in favour of the resolution is 99.43%, I report that the ordinary resolution under section 139 of the companies Act, 2013 as set out in the notice of AGM dated 01st September, 2017 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

Resolution 3: Appointment of Auditors

Resolution required :(Ordinary / Ordinary Resolution

| Total No. of shareholders | 74290 | | | | | | |
|--|-----------|--------------------------|------------------|--|--|--|--|
| Total No. of shares | 131280448 | | | | | | |
| | | Number of Votes/Folio | Number of shares | | | | |
| Total votes cast through remote e-voting | A | 13 | 13155347 | | | | |
| Total votes cast through polling at AGM | В | 46 | 3373576 | | | | |
| Grand Total of remote e-voting /polling at AGM (A+B) | С | 59 | 16528923 | | | | |
| Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated) | D | 2 | 1346928 | | | | |
| Net remote e-voting/polling at AGM(c-d) | E | 57 | 15181995 | | | | |

SUMMARY OF VOTING:

| Special) | | | ordinary Resolution | | | | | | |
|--|-------------------|--------------------------|---------------------------|---|------------------------------------|-----------------------------------|--|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | No | | | | | | |
| | | | | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favor (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)] *100 | |
| Promoter & Promoter Group | E-VOTING | 11257157 | 11086603 | 98.49 | 11086603 | 0 | 100.00 | 0.00 | |
| | POLL | 11257157 | 170554 | 1.52 | 170554 | 0 | 100.00 | 0.00 | |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | |
| | TOTAL | 11257157 | 11257157 | 100.00 | 11257157 | 0 | 100.00 | 0.00 | |
| Public - | E-VOTING | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | |
| Institutions | POLL | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | |
| AND THE REAL PROPERTY. | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | |
| | TOTAL | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | |
| Public-Non | E-VOTING | 119593632 | 2068744 | 1.73 | 1981760 | 86984 | 95.80 | 4.21 | |
| Institutions | POLL | 119593632 | 1856094 | 1.55 | 1856094 | 0 | 100.00 | 0.00 | |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | |
| | TOTAL | 119593632 | 3924838 | 3.28 | 3837854 | 86984 | 97.78 | 2.22 | |
| TOTAL | | 131280448 | 15181995 | 11.56 | 15095011 | 86984 | 99.43 | 0.57 | |

Percentage of votes cast in favour:99.43%

Company Secretaries

212, 2nd Floor, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara Email Id: corporatesolutions14@gmail.com, (M) 09166611876

RESULT: -

Since, the number of votes cast in favour of the resolution is 99.43%, I report that the ordinary resolution under section 139 of the companies Act, 2013 as set out in the notice of AGM dated 01st September, 2017 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

Resolution 4: Ratification of Cost Auditors remuneration.

| Total No. of shareholders | 74290 131280448 | | | | | |
|--|--------------------|--------------------------|---------------------|--|--|--|
| Total No. of shares | | | | | | |
| | | Number of Votes/Folio | Number of shares | | | |
| Total votes cast through remote e-voting | A | 13 | 13155347 | | | |
| Total votes cast through polling at AGM | В | 46 | 3373576 | | | |
| Grand Total of remote e-voting / polling at AGM (A+B) | С | 59 | 16528923 | | | |
| Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated) | D | 2 | 1346928 | | | |
| Net remote e-voting/polling at AGM(c-d) | E | 57 | 15181995 | | | |

SUMMARY OF VOTING:

| Resolution required :(Ordinary / Special) | Ordinary Resolution | |
|--|---------------------|--|
| Whether promoter/promoter group are interested in the agenda/resolution? | No | |

| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favor (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* | % of Votes against on votes polled (7)=[(5)/(2)] *100 |
|-------------------|-------------------|--------------------------|---------------------------|---|------------------------------------|-----------------------------------|---|--|
| Promoter & | E-VOTING | 11257157 | 11086603 | 98.49 | 11086603 | 0 | 100.00 | 0.00 |
| Promoter Group | POLL | 11257157 | 170554 | 1.52 | 170554 | 0 | 100.00 | 0.00 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 11257157 | 11257157 | 100.00 | 11257157 | 0 | 100.00 | 0.00 |
| Public - | E-VOTING | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Institutions | POLL | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Non | E-VOTING | 119593632 | 2068744 | 1.73 | 1981760 | 86984 | 95.80 | 4.21 |
| Institutions | POLL | 119593632 | 1856094 | 1.55 | 1856094 | 0 | 100.00 | 0.00 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 119593632 | 3924838 | 3.28 | 3837854 | 86984 | 97.78 | 2.22 |
| TOTAL | | 131280448 | 15181995 | 11.56 OMAN/ | 15095011 | 86984 | 99.43 | 0.57 |

Percentage of votes cast in favour:99.43%

Company Secretaries

212, 2nd Floor, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara Email Id: corporatesolutions14@gmail.com, (M) 09166611876

RESULT: -

Since, the number of votes cast in favour of the resolution is 99.43%, I report that the ordinary resolution under section 139 of the companies Act, 2013 as set out in the notice of AGM dated 01st September, 2017 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

Resolution 5: To issue of equity shares in preferential basis to Birla Precision Technologies Limited (Promoter Company).

| Total No. of shareholders | 74290 | | | | | |
|--|-----------|--------------------------|---------------------|--|--|--|
| Total No. of shares | 131280448 | | | | | |
| Total No. of dilates | | Number of Votes/Folio | Number of shares | | | |
| Total votes cast through remote e-voting | A | 13 | 13155347 | | | |
| Total votes cast through polling at AGM | В | 46 | 3373576 | | | |
| Grand Total of remote e-voting /polling at AGM (A+B) | С | 59 | 16528923 | | | |
| Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated) | D | 2 | 1346928 | | | |
| Net remote e-voting/polling at AGM(c-d) | E | 57 | 15181995 | | | |

SUMMARY OF VOTING:

| Resolution required :(Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? | | | Special R | esolution | | | | |
|--|-------------------|--------------------------|---------------------|----------------------------------|-----------------------------|----------------------------|-------------------------------|-----------------------------------|
| | | | No | | | | | |
| 1.9/3 = Y 1 | - 151 Y | | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding | No. of Votes in favor | No. of Votes against | % of Votes in favour on votes | % of Votes against on votes |

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favor (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* | % of Votes against on votes polled (7)=[(5)/(2)] *100 |
|-------------------|-------------------|---------------------------------|---------------------------|---|------------------------------------|-----------------------------------|---|--|
| Promoter & | E-VOTING | 11257157 | 11086603 | 98.49 | 11086603 | 0 | 100.00 | 0.00 |
| Promoter Group | POLL | 11257157 | 170554 | 1.52 | 170554 | 0 | 100.00 | 0.00 |
| Group | POSTAL BALLOT | 0 | 0 | 0.00 | 0 . | 0 | 0.00 | 0.00 |
| | TOTAL | 11257157 | 11257157 | 100.00 | 11257157 | 0 | 100.00 | 0.00 |
| Public - | E-VOTING | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Institutions | POLL | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 429659 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Non | E-VOTING | 119593632 | 2068744 | 1.73 | 1931760 | 136984 | 93.38 | 6.62 |
| Institutions | POLL | 119593632 | 1856094 | 1.55 | 1856094 | 0 | 100.00 | 0.00 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 119593632 | 3924838 | 3.28 | 3787854 | 136984 | 96.51 | 3.49 |
| TOTAL | | 131280448 | 15181995 | 11.56 | 15045011 | 136984 | 99.10 | 0.90 |

Percentage of votes cast in favour:99.10%

Company Secretaries

212, 2nd Floor, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara Email Id: corporatesolutions14@gmail.com, (M) 09166611876

RESULT: -

Since, the number of votes cast in favour of the resolution is 99.10%, I report that the Special resolution as set out in the notice of AGM dated 01st September, 2017 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

I further report that as per the notice dated 01st September, 2017 the chairman may declare and confirm the above result. The result of AGM together with the Scrutinizer's Report would be displayed on the company's website www.zenithsteelpipes.com and on the website of CDSL and shall also be communicated to the stock Exchange.

I further report that as per the said rules, the records maintained by me including the data as obtained from NSDL, the system provider for the remote e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through polling at AGM, which includes all the particulars of the shareholders such as the name, folio number /DPID/client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the chairman /company secretary of the company.

The report may be treated as a report under section 109 of the companies Act, 2013 and rule 21(2) of the companies (Management and Administration) Rules 2014.

I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at AGM.

Yours Faithfully,

Name and Signature of the Scrutinizer

Anil Kumar Somani

Practicing Company Secretary

COP: 13379

Date: 02.10.2017 Place: Bhilwara