



THE YASH BIRLA GROUP

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 Conferenee 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

Corp. Off. : Dalamal House, 1st Floor, 206, J.B. Marg, Nariman Point, Mumbai - 400 021, India. Tel.: +91 22 6616 8400 Fax: +91 22 2204 7835
Email: zenith@zenithsteelpipes.com, www.yashbirlagroup.com
CIN: L29220MH1960PLCO11773



Registered Office: Industry House, 5th Floor, 159, Churchgate Reclamation, Mumbai 400 020.

Annexure -A

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:	Not Arranged
Promoters & Promoter Group :	
Public:	

1. To receive, consider and adopt:

- a. 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

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	No. of votes in favor	No. of votes against	% of votes in favor on votes polled	% of votes against on votes polled
Promoter and 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 (if Applicable)	0	0	0.00	0	0	0.00	0.00
	Total-A	11257157	11257157	100.00	11257157	0	100.00	0.00
Public Institutions	E-voting	429659	0	0.00	0	0	0.00	0.00
	Poll	429659	0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)	0	0	0.00	0	0	0.00	0.00
	Total-B	429659	0	0.00	0	0	0.00	0.00
Public Non Institutions	E-voting	119593632	2068744	1.73	1981760	86984	95.80	4.21
	Poll	119593632	1856094	1.55	1856094	0	100.00	0.00
	Postal Ballot (if Applicable)	0	0	0.00	0	0	0.00	0.00
	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. Appointment of director in place of Mr. Ashish Mahendrakar (DIN: 03584695) who retires by rotation and being eligible, offers himself for re-appointment.

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	No. of votes against	% 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	11257157	11086603	98.49	11086603	0	100.00	0.00		
	Poll	11257157	170554	1.52	170554	0	100.00	0.00		
	Postal Ballot (if Applicable)	0	0	0.00	0	0	0.00	0.00		
Public Institutions	Total-A	11257157	11257157	100.00	11257157	0	100.00	0.00		
	E-voting	429659	0	0.00	0	0	0.00	0.00		
	Poll	429659	0	0.00	0	0	0.00	0.00		
	Postal Ballot (if Applicable)	0	0	0.00	0	0	0.00	0.00		
Public Non Institutions	Total-B	429659	0	0.00	0	0	0.00	0.00		
	E-voting	119593632	2068744	1.73	1981760	86984	95.80	4.21		
	Poll	119593632	1856094	1.55	1856094	0	100.00	0.00		
	Postal Ballot (if Applicable)	0	0	0.00	0	0	0.00	0.00		
Total	Total-C	119593632	3924838	3.28	3837854	86984	97.78	2.22		
	A+B+C	131280448	15181995	11.56	15095011	86984	99.43	0.57		



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

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 (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	11257157	11086603	98.49	11086603	0	100.00	0.00
	Poll	11257157	170554	1.52	170554	0	100.00	0.00
	Postal Ballot (if Applicable)	0	0	0.00	0	0	0.00	0.00
	Total-A	11257157	11257157	100.00	11257157	0	100.00	0.00
Public Institutions	E-voting	429659	0	0.00	0	0	0.00	0.00
	Poll	429659	0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)	0	0	0.00	0	0	0.00	0.00
	Total-B	429659	0	0.00	0	0	0.00	0.00
Public Non Institutions	E-voting	119593632	2068744	1.73	1981760	86984	95.80	4.21
	Poll	119593632	1856094	1.55	1856094	0	100.00	0.00
	Postal Ballot (if Applicable)	0	0	0.00	0	0	-0.00	0.00
	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



4. Ratification of Cost Auditors remuneration

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 (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	11257157	11086603	98.49	11086603	0	100.00	0.00		
	Poll	11257157	170554	1.52	170554	0	100.00	0.00		
	Postal Ballot (if Applicable)	0	0	0.00	0	0	0.00	0.00		
Public Institutions	Total-A	11257157	11257157	100.00	11257157	0	100.00	0.00		
	E-voting	429659	0	0.00	0	0	0.00	0.00		
	Poll	429659	0	0.00	0	0	0.00	0.00		
Public Non Institutions	Postal Ballot (if Applicable)	0	0	0.00	0	0	0.00	0.00		
	Total-B	429659	0	0.00	0	0	0.00	0.00		
	E-voting	119593632	2068744	1.73	1981760	86984	95.80	4.21		
Total	Poll	119593632	1856094	1.55	1856094	0	100.00	0.00		
	Postal Ballot (if Applicable)	0	0	0.00	0	0	0.00	0.00		
	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		



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

Resolution required: (Ordinary/Special)							Special Resolution		
Category	Whether promoter/promoter group are interested in the agenda/resolution	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	11257157	11086603	98.49	11086603	0	100.00	0.00
		Poll	11257157	170554	1.52	170554	0	100.00	0.00
		Postal Ballot (if Applicable)	0	0	0.00	0	0	0.00	0.00
Public Institutions		Total-A	11257157	11257157	100.00	11257157	0	100.00	0.00
		E-voting	429659	0	0.00	0	0	0.00	0.00
		Poll	429659	0	0.00	0	0	0.00	0.00
		Postal Ballot (if Applicable)	0	0	0.00	0	0	0.00	0.00
Public Non Institutions		Total-B	429659	0	0.00	0	0	0.00	6.62
		E-voting	119593632	2068744	1.73	1931760	136984	93.38	0.00
		Poll	119593632	1856094	1.55	1856094	0	100.00	0.00
		Postal Ballot (if Applicable)	0	0	0.00	0	0	0.00	0.00
Total		Total-C	119593632	3924838	3.28	3787854	136984	96.51	3.49
		A+B+C	131280448	15181995	11.56	15045011	136984	99.10	0.90



ANIL SOMANI & ASSOCIATES

Company Secretaries

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

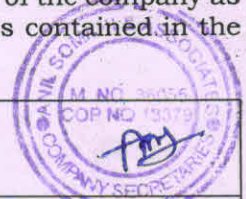
Pursuant to the resolution passed by the Board of directors of ZENITH BIRLA (INDIA) LIMITED (hereinafter referred to as "company") on Saturday, 26th August 2017, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 55th Annual General meeting (hereinafter 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 Resolution: Adoption of Audited Financial Statement	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.



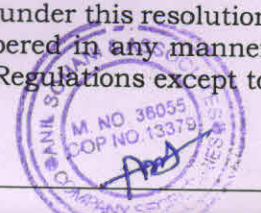
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2)Ordinary Resolution: Appointment of Director, liable to retire by rotation	Ordinary Resolution to appoint a Director in place of Mr. Ashish Mahendrakar (DIN: 03584695) who retires by rotation
3)Ordinary Resolution: Appointment of Auditors	Ordinary Resolution under Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of 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 Resolution: Ratification of Cost Auditors' remuneration	Ordinary Resolution under Section 148 and other applicable provisions, if any, of the companies Act, 2013 ("Act") and the rules made thereunder, as amended from time to time, the company hereby ratifies the remuneration of `60000 to M/s. Y. R. Doshi & Co. Who are appointed as Cost Auditors of the 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 thereunder, for the year ended 31st March, 2018.
5)Special Resolution: preferential issue of equity shares	<p>Special Resolution: pursuant to Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement 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 including but not limited to the Government of India, SEBI, Reserve Bank of India ("RBI") and other competent authorities, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from the 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."</p> <p>RESOLVED FURTHER THAT the equity shares proposed to be allotted in terms of this resolution shall be subject to the following:</p> <ul style="list-style-type: none">• 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 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.



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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	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	B	46	3373576
Grand Total of remote e-voting /polling at AGM (A+B)	C	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 (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 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 - Institutions	E-VOTING	429659	0	0.00	0	0	0.00	0.00
	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 Institutions	E-VOTING	119593632	2068744	1.73	1981760	86984	95.80	4.21
	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%

Percentage of votes cast against: 0.57



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	<ul style="list-style-type: none">• 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.” <p>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.”</p> <p>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.</p>
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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.



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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	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	B	46	3373576
Grand Total of remote e-voting /polling at AGM (A+B)	C	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 (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 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 - Institutions	E-VOTING	429659	0	0.00	0	0	0.00	0.00
	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 Institutions	E-VOTING	119593632	2068744	1.73	1981760	86984	95.80	4.21
	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%

Percentage of votes cast against: 0.57



ANIL SOMANI & ASSOCIATES

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

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	B	46	3373576
Grand Total of remote e-voting /polling at AGM (A+B)	C	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 (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 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 - Institutions	E-VOTING	429659	0	0.00	0	0	0.00	0.00
	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 Institutions	E-VOTING	119593632	2068744	1.73	1981760	86984	95.80	4.21
	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%

Percentage of votes cast against: 0.57



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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		
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	B	46	3373576
Grand Total of remote e-voting /polling at AGM (A+B)	C	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 (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 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 - Institutions	E-VOTING	429659	0	0.00	0	0	0.00	0.00
	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 Institutions	E-VOTING	119593632	2068744	1.73	1981760	86984	95.80	4.21
	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%

Percentage of votes cast against: 0.57



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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		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	13	13155347
Total votes cast through polling at AGM	B	46	3373576
Grand Total of remote e-voting /polling at AGM (A+B)	C	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)		Special Resolution						
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 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 - Institutions	E-VOTING	429659	0	0.00	0	0	0.00	0.00
	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 Institutions	E-VOTING	119593632	2068744	1.73	1931760	136984	93.38	6.62
	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%

Percentage of votes cast against: 0.90



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Company Secretaries

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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