



THE YASH BIRLA GROUP

Date: September 6th, 2017

To, Corporate Service Dept., General Manager-(Listing) BSE Limited PJ Tower, Dalal Street, Mumbai-400001 Equity Scrip Code: 531845	To, National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block Bandra-Kurla Complex, Bandra(E) Mumbai-400051 Equity Scrip Name: ZENITHBIR
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Sub: Notice of 55th Annual General Meeting, Book Closure notice & E-voting cut-off date

Pursuant to Regulation 30 of SEBI read with Schedule III and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the 55th Annual General Meeting (AGM) of the Company will be held on **Friday, 29th September, 2017 at 02.00 p.m. at 2nd Floor, Kilachand Conference Room, IMC Building, IMC Marg, Churchgate, Mumbai - 400020.**

Further, the Register of Members and Share Transfer Books of the Company will remain closed from **Monday 25th September, 2017 to Friday, 29th September, 2017**(both days inclusive) for the purpose of Annual General Meeting.

The Company, Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Amendment Rules, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is providing electronic voting (e-voting) facility to the members through electronic voting platform of Central Depository Services (India) Limited (CDSL). Members' holding shares either in physical or demat mode as on the cut - off date i.e. **Friday, 22nd September, 2017** may cast their votes electronically on the business set out in the Notice of Annual General Meeting. The e-voting shall commence from **9.00 a.m. on Tuesday, 26th September, 2017 and shall end at 5.00 p.m. on Thursday, 28th September, 2017.**

Kindly acknowledge the receipt of the same & oblige.

Thanking you,
Yours faithfully,

For Zenith Birla (India) Limited


CS Suneel Sullere
Company Secretary
ACS - 42922



ZENITH BIRLA (INDIA) LIMITED

NOTICE

ZENITH BIRLA (INDIA) LIMITED

5th Floor, Industry House,
159, Churchgate Reclamation,
Mumbai – 400 020

CIN: L29220MH1960PLC011773

E-mail: zenith@zenithsteelpipes.com

Website: www.zenithsteelpipes.com

Tel: 022-66168400, **Fax:** 022-22047835

Notice is hereby given that the Fifty Fifth Annual General Meeting of Zenith Birla (India) Limited will be held on Friday, 29th September, 2017 at 02.00 p.m. 2nd Floor, Kilachand Conference Room, IMC Building, IMC Marg, Churchgate, Mumbai – 400020, to transact the following business:

ORDINARY BUSINESS

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

3. Appointment of Auditors

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of 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.”

SPECIAL BUSINESS

4. To consider and if thought fit to pass the following resolution as Ordinary Resolution:

Ratification of Cost Auditors' remuneration

“RESOLVED THAT pursuant to 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. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT 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."

RESOLVED FURTHER THAT the equity shares proposed to be allotted in terms of this resolution shall be subject to the following:

- 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.
- 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.



Notes:

1. A statement pursuant to Section 102 (1) of the Companies Act 2013 (“the act”) relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.**

The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The Holder of Proxy shall prove his identity at the time of attending the meeting.

3. The Register of Members and Transfer Books of the Company will be closed from **25 September, 2017 to 29 September, 2017**, both days inclusive.
4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP).

Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrars and Transfer Agents, Bigshare Services Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Bigshare Services Pvt. Ltd.

5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Bigshare Services Pvt. Ltd. for assistance in this regard.
6. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Bigshare Services Pvt. Ltd., the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
7. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.
9. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed / unpaid dividend, as applicable, remaining unclaimed / unpaid for a period of seven years



from the date they became due for payment, in relation to the Company and have been transferred to the IEPF established by the Central Government.

No claim shall be entertained against the IEPF or the Company for the amounts so transferred prior to March 31, 2017.

Members who have not yet encashed their dividend warrant(s) pertaining to the Final Dividend for the financial year 2009-10 onwards for the Company are requested to make their claims without any delay to the Company. It may be noted that the unclaimed Final Dividend for the financial year 2009-10 declared by the Company on August 5, 2010 can be claimed by the shareholders by September 07, 2017. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.

10. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Bigshare Services Pvt. Ltd. / Depositories.
11. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Regulation 44 SEBI (listing Obligations and Disclosure Requirements) 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. In order to enable its Members instructions for e-voting are given here in below. Resolution(s) passed by Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the AGM.
12. M/s Anil Somani & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
13. The facility for voting, either through electronic voting system or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
14. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
15. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
16. The instructions for e-voting are as under:
 - (i) The voting period begins on 26/09/2017 (9.00 a.m.) and ends on 28/09/2017 (5.00 p.m.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <22nd September, 2017> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID

- a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant ZENITH BIRLA (INDIA) LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- i. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - ii. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - iii. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
 - (xxi) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Other Instructions

- i. The e-voting period commences on Tuesday, September 26, 2017 (9.00 a.m. IST) and ends on Thursday, September 28, 2017 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on September 22, 2017 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.



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- ii. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, as well as voting at the meeting through ballot.

Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evotingindia.com.

- iii. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- iii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.Zenithsteelpipes.com and on the website of CDSL www.evotingindia.com immediately after the result is declared.

The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.

By Order of the Board of Directors

Sd/-

Suneel Sullere

Company Secretary

ACS: 42922

1st September, 2017

Place:Mumbai

Registered Office:

5th Floor, Industry House,
159, Churchgate Reclamataion,
Mumbai – 400 020.

CIN: L29220MH1960PLC011773

E-mail: zenith@zenithsteelpipes.com;

Website: www.zenithsteelpipes.com

Tel: 022-66168400, **Fax:** 022-22047835



Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 5 of the accompanying Notice:

Item No: 3

This explanatory statement is provided though strictly not required as per Section 102 of the Act, M/s Thakur Vaidyanath Aiyar & Co (ICAI Firm Registration No. 000038N), Chartered Accountants, Mumbai were appointed as the statutory auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on September 27, 2014.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM. Accordingly, ratification of the members is being sought for the proposal contained in the Resolution set out at item no. 3 of the Notice.

The Board recommends the Resolution at Item No. 3 for approval by the Members. None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

Item No. 4

The company is directed, under Section 148 of the Companies Act, 2013 (“Act”) to have the audit of its Cost records conducted by a Cost Accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. Y.R. Doshi & Co. as the cost Auditors of the Company to conduct cost audits relating to such businesses of the Company as may be ordered by Central Government under the Act and the rules made thereunder for the year ending 31st March 2016 at a remuneration of `60,000/-

M/s. Y.R.Doshi & Co. have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company and have vast experience in the field of cost audit and have conducted the audit of the Cost Records of the Company for the past several years. The Board has approved the remuneration of `60,000/- to M/s. Y. R. Doshi & Co. as the Cost Auditors .

The Resolution at Item No.4 is recommended for approval by the members

None of the directors and key managerial personnel of the Company or their respective relatives are concerned or interested in Resolution mentioned at item No.4 of the notice.

Item No. 5

The Chairman informed the Board that the promoter arranged `3.98 crores and induced the same as unsecured loan in the Company from Birla Precision Technologies Limited, a company belonging to the promoter group. The company has now requested that this unsecured loan be converted into equity shares. Based on the said request, the Board resolved to issue, offer and allot upto 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, by conversion of their unsecured loans into equity shares. The special resolution as mentioned under Item no.5 proposes to authorize the Board to issue and allot these shares on preferential basis, in such manner and on such terms and conditions as prescribed under ICDR Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014. The following are the details of the unsecured loan sought to be converted into equity shares pursuant to this resolution:

Sr. No	Name of the Proposed Allottee	Amount outstanding as August 30, 2017 (in `)	Number of Equity Shares to be allotted	Balance of loan outstanding after conversion (in `)
1	Birla Precision Technologies Limited	3,98,53,900	3985390	Nil

The information pertaining to the proposed preferential allotment in terms of the Chapter VII of the ICDR Regulations, is as stated below:

- (i) Object of the Issue through preferential Allotment: The object of this issue is to convert the outstanding unsecured loan into Equity Shares.
- (ii) Pricing of the Issue and Relevant Date: The issue of equity shares on preferential basis to the promoters/non promoters of the company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of chapter VII of the ICDR Regulations. The ICDR Regulations, in terms of Regulation 76, inter alia, provide that the price of the equity shares to be issued in terms of a preferential allotment shall not be less than higher of the following:
 - (a) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the stock exchange during the twenty six weeks preceding the relevant date; OR
 - (b) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on the stock exchange during the two weeks preceding the relevant date.

Assuming August 30, 2017 as relevant date, the issue date, the issue price computes to `1/-per share. The Board of Directors has decided to issue the Equity shares at `1/- per share. Accordingly, the number of equity shares proposed to be issued is as under:

Sr. No	Name of the Allottee	Number of Equity Shares*
1	Birla Precision Technologies Limited	3985390

* The number of Equity shares to be allotted has been calculated on the basis of issue price determined taking the date of this Notice as Relevant Date in terms of pricing formula of Chapter VII of SEBI ICDR Regulations. However, the shareholding pattern and issue price on the basis of actual relevant date i.e. August 30, 2017 may vary and accordingly number of shares to be allotted may increase or decrease subject to the condition that total investment will not exceed `39853900 in any case.

- (iii) The proposal of the promoters, or their associates and relatives, directors/key managerial persons of the issuer to subscribe to the offer:

Only the following promoter group entity has conveyed to the Company in writing to subscribe to the equity shares of the Company on preferential basis under the resolution under Item No. 5

Sr. No	Name of the Allottee	Number of Equity Shares*	Category
1	Birla Precision Technologies Limited	3985390	Promoter

- (iv) Identity of the Proposed Allottee(s) and the Percentage of Post Preferential Issue Capital that may be held by them:

Name of the Allottee	Pre Preferential Holding		Proposed Allotment	Post Preferential Holding	
	No. Of Shares	%age		No. Of Shares	%age
Birla Precision Technologies Limited	0	0.00	3985390	3985390	2.95
Total	0	0.00	3985390	3985390	2.95



- (v) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control;
1. The natural persons who are the ultimate beneficial owner of the shares proposed to be allotted to Birla Precision Technologies Limited is Mr. Bhanwar Singh Gour.
- (vi) Shareholding pattern before and after preferential issue of the capital would be as follows:

Sr. No	Category	Pre-Preferential issue Shareholding		Post-allotment Shareholding after issuance of Equity Shares	
		No. of shares	%	No. of shares	%
A	Promoter's Holding				
	(i) Indian Promoters				
	(a) Individual/HUF	34	0	34	0
	(b) Bodies Corporate	0	0	0	0
	(c) Others	11257123	8.57	15242513	11.27
	(ii) Foreign Promoters				
- Individual	0	0	0	0	
- Bodies Corporate	0	0	0	0	
	Sub Total (A)	11257157	8.57	15242547	11.27
B	Non Promoters Holding				
	President of India	17	0.00	17	0.00%
	Mutual Fund/UTI	3665	0	3665	0.00%
	FIs/Banks	425977	0.32	425977	0.31%
	FII's	0	0.00	0	0.00%
	Bodies Corporate	15598638	11.88	15598638	11.54%
	Residents Individuals	101658540	77.44	101658540	75.15%
	NRI	2234223	1.70	2234223	1.65%
	Foreign Nationals	0	0	0	0.00%
	Overseas Corporate Bodies	0	0	0	0.00%
	Clearing Members	100517	0.08	100517	0.07%
	Directors/Relatives	0	0	0	0.00%
	Foreign Trusts	0	0	0	0.00%
	Indian Trust	1714	0.00	1714	0.00%
		Sub Total (B)	12,00,23,291	91.43	12,00,23,291
	Grand Total (A+ B)	13,12,80,448	100.00	13,52,65,838	100.00%

Note: The above pre-issue shareholding pattern is prepared as on June 30, 2017.

* The number of Equity shares to be allotted on preferential basis pursuant to this resolution has been calculated on the basis of issue price taking the date of this Notice as Relevant Date in terms of pricing formula of Chapter VII of SEBI ICDR Regulations. However, the post shareholding pattern may vary depending upon the actual issue price and numbers to be allotted.



- (vii) Proposed time within which the allotment shall be completed:
As required under the ICDR Regulations the company shall complete the allotment of equity shares as on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for preferential issue, provided that in case the allotment on preferential basis 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
- (viii) Lock-in period of shares: The Equity shares to be allotted to the promoters/non promoters on preferential basis shall be locked-in for a period as per requirements of SEBI (ICDR) Regulations.
- (ix) Auditors certificate: The certificate of the statutory auditors to the effect that the present preferential issue is being made in accordance with the requirements contained in the chapter VII of the ICDR Regulations shall be open for inspection at the registered office of the company on all working days except Saturday, Sundays and Public holidays between 11.00 a.m. to 1.00 p.m. till the date of Annual General Meeting and shall also be placed at the Annual General Meeting.
- (x) Change in control The present allotment is being made to promoters will not result in any change in the control of the company.
- (xi) Undertakings:
(a) The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the ICDR Regulations where it is required to do so.
(b) The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

The Board of Directors recommends the passing of the above resolution set at item No. 5 as a Special Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the above said resolution.

By Order of the Board of Directors

Date: 1st September, 2017

Place: Mumbai

Sd/-

Suneel Sullere

Company Secretary

Registered Office:

5th Floor, Industry House,

159, Churchgate Reclamation,

Mumbai – 400 020.

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