



THE YASH BIRLA GROUP

Date: August 30<sup>th</sup>, 2018

To, The Dy. Gen. Manager, Corporate Relationship Dept., 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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**Subject: Notice for 56<sup>th</sup> Annual General Meeting (AGM), Remote e-voting and Book Closure details for the year 2017-18.**

Dear Sir/Madam,

In Compliance with the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice setting out the business to be transacted at the 56<sup>th</sup> Annual General Meeting of the Members of the Company scheduled to be held on Thursday, 27<sup>th</sup> September, 2018 at 01:30 p.m. 2nd Floor, Kilachand Conference Room, IMC Building, IMC Marg, Churchgate, Mumbai - 400020.

We also wish to inform you that Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 the company is providing Remote e-voting facility to all its members (holding shares in Physical and dematerialized form ) from 24<sup>th</sup> September, 2018 to 26<sup>th</sup> September, 2018 to enable them to exercise their right to vote by electronic means on the resolutions proposed at the 56<sup>th</sup> Annual General Meeting.

The Register of Members and Share Transfer Books of the Company will be closed from **24<sup>th</sup> September, 2018 to 28<sup>th</sup> September, 2018** (Both days inclusive) for the purpose of AGM.

Kindly acknowledge the receipt and take the same on your record.

Thanking You,

Yours Faithfully,

For Zenith Birla (India) Limited

Suneel Sullere  
Company Secretary



**ZENITH BIRLA (INDIA) LIMITED**

## NOTICE

### ZENITH BIRLA (INDIA) LIMITED

5<sup>th</sup> 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 Sixth Annual General Meeting of Zenith Birla (India) Limited will be held on Thursday, 27th September, 2018 at 01:30 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, 2018, 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, 2018 together with the Report of the Auditors thereon.

### SPECIAL BUSINESS

2. To ratify remuneration of Cost Auditor and in this regard, pass the following resolution as an Ordinary Resolution:

“**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 ₹ 60,000 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, 2019.
3. To regularize the appointment of Mr. Durgesh Jadhav, additional Director as the Director of the Company and in this regard, pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Durgesh Jadhav (DIN: 07000008), who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. 11th December, 2017 and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation.
4. To regularize the appointment of Mr. Bhalchandra Shinde, additional Director as the Independent Director of the Company and in this regard, pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Bhalchandra Shinde, (DIN: 07978440) who was appointed as an Additional Director with effect from 11th December, 2017 on the Board of the Company pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing in accordance with Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, pursuant to the



provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 to hold office for five (5) consecutive years for a term upto the conclusion of the 61st Annual General Meeting of the Company in the calendar year 2023.”

5. To regularize the appointment of Mrs. Pratiksha Sonavane, additional Director as the Independent Director of the Company and in this regard, pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mrs. Pratiksha Sonavane, (DIN: 07998530) who was appointed as an Additional Director with effect from 30th January, 2018 on the Board of the Company pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing in accordance with Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 to hold office for five (5) consecutive years for a term upto the conclusion of the 61st Annual General Meeting of the Company in the calendar year 2023.”

6. To regularize the appointment of Mr. Ram Sahay Jagetiya, additional Director as the Whole time Director of the Company and in this regard, pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Ram Sahay Jagetiya (DIN: 02719230) as the Whole-time Director of the Company for the period and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Ram Sahay Jagetiya in the best interests of the Company and as may be permissible at law, viz.:

A. Period: 2 years w.e.f. 29th May, 2018 with the liberty to either party to terminate the appointment on three months’ notice in writing to the other.

B. Remuneration:

- i. Basic Salary: ₹ 51,480/- (rupees fifty one thousand four hundred eighty only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 5,00,000/- (rupees five Lakhs only) per month as Basic Salary.
- ii. Special Allowance: ₹1,41,756/- (rupees one lac fourty one thousand seven hundred and fifty six only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 7,00,000/- (rupees seven Lakhs only) per month. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, and Superannuation and Leave encashment.
- iii. Annual Incentive Pay: Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of ₹ 10,00,000/- (rupees ten Lakhs only) per annum.



- iv. Long-term Incentive Compensation/ Employee Stock Option as per the plan applicable to Executive Directors and/or Senior Executives of the Company, including that of any parent/ subsidiary company as may be decided by the Board.

C. Perquisites:

- i. Housing: Free furnished accommodation or HRA in lieu of Company provided accommodation.
- ii. Reimbursement of expenses on actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per Company policy.
- iii. Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family (including domiciliary and medical expenses and insurance premium for medical and hospitalisation policy as applicable), as per the Company policy.
- iv. Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
- v. One car for use of Company's Business as per Company Car policy.
- vi. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company.
- vii. Leave and encashment of leave: as per the policy of the Company.
- viii. Personal accident Insurance Premium: as per the policy of the Company.
- ix. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund: as per the policy of the Company.
- x. Gratuity and /or contribution to the Gratuity Fund of Company: as per the policy of the Company.
- xi. Other Allowances / benefits, perquisites: Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and/ or any other allowance, perquisites as the Board may from time to time decide.

- D. Annual remuneration review is effective 1st April each year, as per the policy of the Company.
- E. Subject as aforesaid, the Whole-time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- F. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Ram Sahay Jagetiya, Whole-time Director will be considered as continuous service with the Company from the date of his joining.
- G. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.
- H. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Ram Sahay Jagetiya in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.
- I. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Whole-time Director during the tenure of his appointment.
- J. Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Mr. Ram Sahay Jagetiya would not be holding any office or place of profit by his being a mere Director of





the Company's holding company / Subsidiaries / Joint Ventures, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees / commission paid / payable to other Directors for attending meetings of Board(s) of Directors / Committee(s) of holding company / Subsidiaries / Joint Ventures of the Company or companies promoted by the Yash Birla Group.

- K. Mr. Ram Sahay Jagetiya functions as the Whole-time Director, shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

**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 **24th September, 2018 to 28th September, 2018** 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. Members are requested to note that pursuant to the provision of section 124 of the Companies Act 2013 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 Authority established by the Central Government.
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 NSDL, 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. Electronic copy of the Annual Report for 2018 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report for 2018 is being sent in the permitted mode.
17. Electronic copy of the Notice of the 56th Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 56th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
18. Members may note that the Notice of the 56th Annual General Meeting and the Annual Report for 2018 will also be available on the Company's website [www.zenithsteelpipes.com](http://www.zenithsteelpipes.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [share@zenithsteelpipes.com](mailto:share@zenithsteelpipes.com)



19. The instructions for e-voting are as under:

**(i) How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 are mentioned below:**

**HOW TO LOG-IN TO NSDL E-VOTING WEBSITE?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.	8 Character DP ID followed by 8 Digit Client ID
b) For Members who hold shares in demat account with CDSL. For example if your Beneficiary ID is 12***** then your user ID is 12*****	16 Digit Beneficiary ID
c) For Members holding shares in Physical Form. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***	EVEN Number followed by Folio Number registered with the company

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.



- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

**General Guidelines for shareholders**

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [corporatesolution14@gmail.com](mailto:corporatesolution14@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Other Instructions**

- i. The e-voting period commences on **Monday, September 24th, 2018** (9.00 a.m. IST) and ends on **Wednesday, September 26th, 2018** (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on **September 21st, 2018** i.e. cut-off date, may cast their





vote electronically. The e-voting module shall be disabled by NSDL 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.

- 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@NSDLindia.com](mailto:helpdesk.evoting@NSDLindia.com). However, if you are already registered with NSDL 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](http://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.
- iv. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.zenithsteelpipes.com](http://www.zenithsteelpipes.com) and on the website of NSDL [www.evotingindia.com](http://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

**Suneel Sullere**

Company Secretary and Compliance Officer

Mumbai, August 13th, 2018

**Registered Office:**

5th Floor, Industry House, 159, Churchgate Reclamation,

Mumbai – 400020

CIN: L29220MH1960PLC011773

E-mail: [zenith@zenithsteelpipes.com](mailto:zenith@zenithsteelpipes.com);

Website: [www.zenithsteelpipes.com](http://www.zenithsteelpipes.com)

Tel: 022-66168400, Fax: 022-22047835



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**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. 2 to 6 of the accompanying Notice:

**Item no. 2**

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 2019 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. 2 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. 2 of the notice.

**Item No: 3**

**APPOINTMENT OF MR. DURGESH JADHAV AS DIRECTOR OF THE COMPANY**

Mr. Durgesh Jadhav was appointed as an Additional Director in the Board Meeting held on 11th December, 2017 pursuant to the provisions of Section 161 of the Companies Act, 2013 ('the Act') and the Article of Association of the Company.

Accordingly, in terms of the provisions of Section 161 of the Act, Mr. Durgesh Jadhav would hold office up to the date of the ensuing Annual General Meeting and is eligible for appointment as Director with effect from 11th December. The Company has received a notice in writing from a member proposing his candidature for the office of the Director of the Company as required under the provision of Section 160 of the Act.

Given his background and knowledge, the Board considers it desirable that the Company should receive the benefit of his valuable experience and advice and commends his appointment by the members at the Annual General Meeting as an Independent Director.

Except Mr. Durgesh Jadhav, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no.3.

**Item No: 4**

**APPOINTMENT OF MR. BHALCHANDRA SHINDE AS INDEPENDENT DIRECTOR OF THE COMPANY**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Human Resources, Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Bhalchandra Shinde (DIN: 07978440), be appointed as an Independent Director on the Board of the Company.

The appointment of Mr. Bhalchandra Shinde shall be effective upon approval by the members in the Meeting.

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The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Bhalchandra Shinde for the office of Director of the Company. Mr. Bhalchandra Shinde is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Bhalchandra Shinde that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Bhalchandra Shinde fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Bhalchandra Shinde is independent of the management and possesses appropriate skills, experience and knowledge.

Copy of draft letter of appointment of Mr. Bhalchandra Shinde setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

#### **Item No: 5**

#### **APPOINTMENT OF MRS. PRATIKSHA SONAVANE AS INDEPENDENT DIRECTOR OF THE COMPANY**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Human Resources, Nomination and Remuneration Committee, the Board of Directors has proposed that Mrs. Pratiksha Sonavane (DIN: 07998530), be appointed as an Independent Director on the Board of the Company.

The appointment of Mrs. Pratiksha Sonavane shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Pratiksha Sonavane for the office of Director of the Company. Mrs. Pratiksha Sonavane is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from Mrs. Pratiksha Sonavane that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mrs. Pratiksha Sonavane fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations. Mrs. Pratiksha Sonavane is independent of the management and possesses appropriate skills, experience and knowledge.

Copy of draft letter of appointment of Mrs. Pratiksha Sonavane setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.



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**Item No: 6****APPOINTMENT OF MR. RAM SAHAY JAGETIYA AS WHOLE TIME DIRECTOR OF THE COMPANY**

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, Mr. Ram Sahay Jagetiya as an Additional Director by Circular Resolution passed by Directors of the Company through electronic means of communication and subsequently his appointment was confirmed in the Board Meeting held on 29th May, 2018 pursuant to the provisions of Section 161 of the Companies Act, 2013 ('the Act') and the Article of Association of the Company.

Mr. Ram Sahay Jagetiya was appointed as an Additional Director on the Board of the Company with effect from 24th May, 2018 to hold office up to the date of the Annual General Meeting. He was also appointed as the Whole-time Director of the Company with effect from 29th May, 2018, subject to the approval of the Members.

Mr. Ram Sahay Jagetiya is a Chartered Accountant by qualification having Seventeen years of experience in Accounts and Administration. Responsibilities include overall authority of the financial operation of the company, accounting, budget preparation, audit, taxation; preparation of financial statement, analysis of business trends & daily operating cost. Day to day interaction with banks & financial institutions. Dealing with various Govt. authorities like Income Tax, Sales Tax, State Level Screening Committee, Excise, Factory & Boiler, Agriculture Department etc including appeal & assessment cases. Co-ordination with Auditor of the company & Auditor of Project & Development India Ltd. for Techno Commercial Audit.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Ram Sahay Jagetiya as a Director of the Company. The remuneration and other terms and conditions of Mr. Ram Sahay Jagetiya's appointment as Whole-time Director as set out in the resolution is subject to your approval.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Ram Sahay Jagetiya and his relatives are, in any way, concerned or interested in the said resolutions. The resolutions as set out in item no. 6 of this Notice are accordingly commended for your approval.

By Order of the Board of Directors

**Suneel Sullere**

Company Secretary and Compliance Officer  
Mumbai, August 13th, 2018

**Registered Office:**

5th Floor, Industry House, 159, Churchgate Reclamation,  
Mumbai – 400020

CIN: L29220MH1960PLC011773

E-mail: [zenith@zenithsteelpipes.com](mailto:zenith@zenithsteelpipes.com);

Website: [www.zenithsteelpipes.com](http://www.zenithsteelpipes.com)

Tel: 022-66168400, Fax: 022-22047835

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**ZENITH BIRLA (INDIA) LTD**

CIN: L29220MH1960PLC011773

Regd. Office: 5<sup>th</sup> Floor, Industry House, 159, Churchgate Reclamation, Mumbai - 400020

Tel: 022-66168400, Fax: 022-22047835 • Email: shares@zenithsteelpipes.com • Website: www.zenithsteelpipes.com

**ATTENDANCE SLIP**

Client ID\*

Folio No.

DP ID\*

No. of Shares

I/We hereby record my/our presence at the FIFTY SIXTH ANNUAL GENERAL MEETING of the Company on Thursday, the 27<sup>th</sup> September, 2018 at 1.30 p.m. at 2nd Floor, Kilachand Conference Room, IMC Building, IMC Marg, Churchgate, Mumbai – 400020.

\_\_\_\_\_

Full Name of the Shareholder/Proxy

\_\_\_\_\_

Signature

Note: Shareholders attending the meeting in person or by proxy are requested to complete the attendance Slip and hand it over at the entrance of the meeting hall.

\*Applicable for investors holding Shares in electronic form.

----- (TEAR HERE) -----

**ZENITH BIRLA (INDIA) LTD**

CIN: L29220MH1960PLC011773

Regd. Office: 5<sup>th</sup> Floor, Industry House, 159, Churchgate Reclamation, Mumbai - 400020

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**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules ,2014)

Name of the Member(s)														
Registered Address :														
Email Address:														
Folio No./Client Id														
Dp Id														

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

1. Name \_\_\_\_\_ of \_\_\_\_\_  
 Email: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her,
2. Name \_\_\_\_\_ of \_\_\_\_\_  
 Email: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her,
3. Name \_\_\_\_\_ of \_\_\_\_\_  
 Email: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her,





----- (TEAR HERE) -----

as my/our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the FIFTY SIXTH Annual General Meeting of the company, to be held on Thursday, the 27th September, 2018 at 1:30 p.m. at 2nd Floor, Kilachand Conference Room, IMC Building, IMC Marg, Churchgate, Mumbai – 400020 and at any adjournment thereof, in respect of such resolutions are:

Resolution Number	Resolution	Vote (Optional see note 2) (Please mention no. of Shares)		
		For	Against	Abstain
<b>Ordinary Business:</b>				
1.	To receive, consider and adopt: a. the Audited Financial Statements of the Company for the financial year ended March 31, 2018, 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, 2018, together with the Report of the Auditors thereon.			
<b>Special Business:</b>				
2.	Ratification of Cost Auditors remuneration:			
3.	Appointment of Mr. Durgesh Jadhav as Director of the Company			
4.	Appointment of Mr. Bhalchandra Shinde as Independent Director of the Company			
5.	Appointment of Mrs. Pratiksha Sonavane as Independent Director of the Company			
6.	Appointment of Mr. Ram Sahay Jagetiya as Whole Time Director of the Company			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018

Signature of Shareholder:

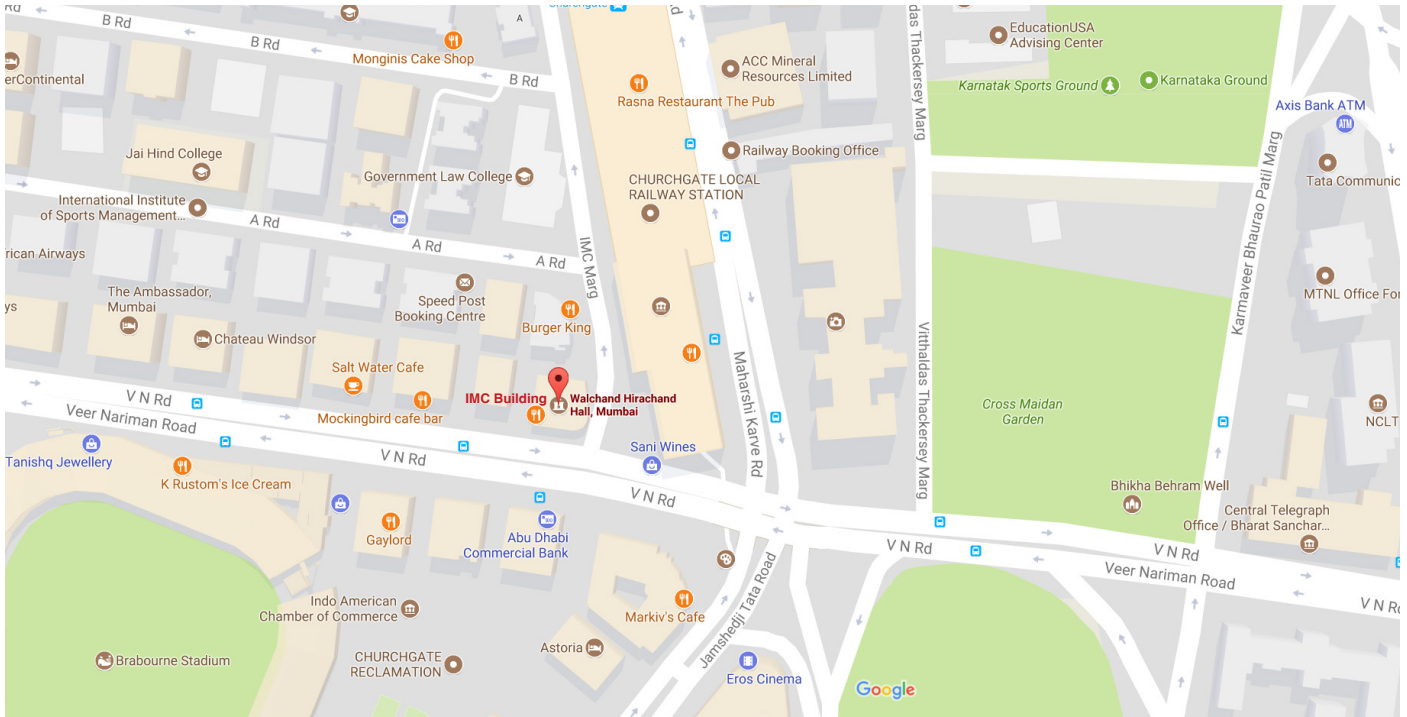
Note:

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting.
- It is optional indicate your preference. If you leave the For, Against or Abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

Affix Re.1 Reveue Stamp
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## Route Map

2nd Floor, Kilachand Conference Room, IMC Building, IMC Marg, Churchgate, Mumbai – 400020



Dear Shareholders,

Pursuant to SEBI notification SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018, shareholders holding shares in physical form are required to mandatorily dematerialize their holding for transfer of securities (except in case of transmission or transposition of securities) w.e.f. December 05, 2018.

Also, Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, shareholders whose ledger folios do not have/ have incomplete details with respect to PAN and Bank particulars are mandatorily required to furnish these details to the Issuer Company/ RTA for registration in the folio. **As per our records, your folio needs to be updated with the PAN / Complete Bank details so that the investments held by you are in compliance with the aforementioned circular.**

You are hence requested to submit the following documents:

- Enclosed form at the end of annual report duly filled in and signed by all the shareholders.
- Self-attested copy of Pan Card of all the holders.
- Cancelled personalised cheque leaf (In absence of personalised cheque, self-attested copy of first page of pass book)
- Address proof (self-attested copy of Aadhar-card)

In case if you have any queries or need any assistance in this regard, please contact;

**Zenith Birla (India) Limited.**

Dalamal House, 1st Floor, 206, J.B. Marg,  
Nariman Point, Mumbai 400 021.

Tel: 022-66168400

share@zenithsteelpipes.com

**Bigshare Services Pvt. Ltd.**

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,  
Makwana Road, Marol, Andheri East, Mumbai 400059.

+ 91-22-6263 8200

investor@bigshareonline.com

## FORM FOR FURNISHING PAN AND BANK DETAILS

To,  
Bigshare Services Pvt. Ltd.  
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri East, Mumbai 400059, Maharashtra.

Folio #:

Dear Sir/Madam,

Unit: Zenith Birla (India) Limited

I/we hereby furnish our PAN and Bank mandate details for update in your records. I/we are enclosing herewith:

- 1) Self-attested copies of PAN cards of all the holders,
- 2) Original personalized cancelled cheque leaf/First page of attested bank pass book and
- 3) Address proof viz., Aadhaar card as required for updation of the details:

Folio No.	
Mobile No.	
E-Mail id	

Bank Account Details : (for electronic credit of dividends)									
Name of the Bank									
Name of the Branch									
Account Number (as appearing in your cheque book)									
Account Type (Please tick as applicable)	Saving			Current			Cash Credit		
9 Digit MICR Number (as appearing on the MICR cheque issued by the bank) Please enclose a photo-copy of a cheque for verification									
11 Digit IFSC Code									

	Name	PAN	Signature
First Holder :			
Joint Holder1 :			
Joint Holder2 :			

Date:

Place:

NB: The above details will not be updated if the supporting documents are not attached and not duly signed by all the shareholders.