



NOTICE

ZENITH BIRLA (INDIA) LIMITED
DALAMAL HOUSE
1st Floor, 206, J.B.Marg,
Nariman Point, Mumbai – 400 021.
CIN : L29220MH1960PLC011773
E-mail: zenith@zenithsteelpipes.com
Website : www.zenithsteelpipes.com
Tel : 022-66168400, Fax : 022-22047835

Notice is hereby given that the Fifty Third Annual General Meeting of Zenith Birla (India) Limited will be held on Saturday, September 26, 2015 at 11 a.m. at Gopi Birla Memorial school, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400 006, 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, 2015, 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, 2015, together with the Report of the Auditors thereon.
2. 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 Ms 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 fourth AGM of the Company to be held in the year 2016 at such remuneration plus service tax, 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

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

Appointment of Mr. Ashok Saaliyan as an Independent Director.

“RESOLVED THAT pursuant to Sections 149, 150, 152, 161 and other applicable provisions of 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 to the Companies Act, 2013, Mr. Ashok Saaliyan (DIN :07031046) who was appointed as an Additional Director of the Company w.e.f 01/12/2014 and who vacates his office at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Independent Director, be and is hereby appointed as an Independent Director of the Company to hold the office for five consecutive years up to 25/09/2020”

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

Appointment of Mrs. Minal Pote as an Independent Director.

“RESOLVED THAT pursuant to Sections 149, 150, 152, 161 and other applicable provisions of 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 to the Companies Act, 2013, Mrs. Minal Pote (DIN :07163539) who was appointed as an Additional Director of the Company w.e.f 21/04/2015 and who vacates her office at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of the Independent Director, be and is hereby appointed as an Independent Director of the Company to hold the office for five consecutive years up to 25/09/2020”



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

Appointment of Mr. Harish Kori as Director.

“Resolved that, pursuant to Sections 149, 150, 152, 161 and other applicable provisions of 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 to the Companies Act, 2013, Mr. Harish Kori (DIN :07139454) who was appointed as an Additional Director of the Company w.e.f 05/08/2015 and who vacates his office at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company”

6. 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 ₹ 1,00,000.00 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 thereunder, for the year ended 31st March, 2016.

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business under Item Nos. 3 to 6 of the Notice, is annexed hereto. The relevant details as required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment / re-appointment as Directors under Items No. 3, 4, and 5 of the Notice, are also annexed.
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.
3. The Register of Members and Transfer Books of the Company will be closed from **19 September, 2015 to 26 September, 2015**, 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, 2015.

Members who have not yet encashed their dividend warrant(s) pertaining to the Final Dividend for the financial year 2007-08 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 2007-08 declared by the Company on September 15, 2008 can be claimed by the shareholders by September 14, 2015. 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 clause 35B of the listing agreement, 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, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and 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 Ragini Chokshi & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
13. The facility for voting, either through electronic voting system or ballot 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 or by ballot form shall be able to exercise their right at the meeting.
14. The Members who have cast their vote by remote e-voting or by ballot form 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. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to share@zenithsteelpipes.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, M/s Ragini Chokshi & Associates, Practicing Company Secretaries at 5th Floor, Kamer Building, 38, Cawasji Patel Street Fort, Mumbai - 400 001 not later than Friday, September 25, 2015 (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.
17. The instructions for e-voting are as under:
 - (i) The voting period begins on 23/09/2015 (9.00 a.m.) and ends on 25/09/2015 (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 <19th September, 2015> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.



- (iv) Click on Shareholders.
- (v) Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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 (refer sequence no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. 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. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant ZENITH BIRLA (INDIA) LIMITED on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) 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.
- (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.
- 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.
 - 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.
 - 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.

Other Instructions

- The e-voting period commences on Wednesday, September 23, 2015 (9.00 a.m. IST) and ends on Friday, September 25, 2015 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on September 19, 2015 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.
 - 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, voting through ballot form, 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.
- 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.
 - 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
VIMAL PRAKASH DBEY
Company Secretary

Mumbai
14th August, 2015



Registered Office:

Dalamal House, 1st Floor, 206, J.B. Marg,

Nariman Point

Mumbai 400 021

CIN : L29220MH1960PLC011773

Tel: 91 22 66168400 Fax: 91 22 22047835

E-mail: share@zenithsteelpipes.com Website: www.zenithsteelpipes.com

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

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. 2 of the Notice.

The Board recommends the Resolution at Item No. 2 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. 2 of the accompanying Notice.

Item No: 3

In accordance with the provisions of section 149 read with schedule IV to the Companies Act, 2013, appointment of Independent Director requires approval of members.

Mr. Ashok Saaliyan (DIN:07031046) was appointed as an additional Director of the Company on 01.12.2014. As per the provisions of section 161 of the Companies Act, 2013 he holds directorship up to ensuing 53rd Annual General Meeting. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Ashok Saaliyan be appointed as an Independent Director. The appointment of Mr. Ashok Saaliyan shall be effective upon approval by members in the Meeting. As per the provisions of section 161 of the Companies Act, 2013 he holds directorship up to ensuing Annual General Meeting. The Company has received a notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Non-Executive Independent Director of the company.

As per requirements of provisions of the Companies Act, 2013 and rules made thereunder, the independent directors are not liable to retire by rotations. Therefore it is proposed to appoint Mr. Ashok Saaliyan as a Non-Executive Independent Director for a term of five consecutive years from the date of ensuing general meeting.

A brief profile of Mr. Ashok Saaliyan:

Mr. Ashok Saaliyan is B.Com. He is having experience in arranging finance for the corporate. He does not hold any shares of the Company in his name. Keeping in view his expertise and knowledge, it will be in the interest of the Company that Mr. Ashok Saaliyan is appointed as an Independent Director of the Company.

Copy of draft letter of appointment Mr. Ashok Saaliyan as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Ashok Saaliyan, has any concern or interest, financial or otherwise, in the resolution set out at item no. 3

**Item No: 4**

In accordance with the provisions of section 149 read with schedule IV to the Companies Act, 2013, appointment of Independent Director requires approval of members.

Mrs. Minal Pote (DIN:07163539) was appointed as an additional Director of the Company on 21.04.2015. As per the provisions of section 161 of the Companies Act, 2013 she holds directorship up to ensuing 53rd Annual General Meeting. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have proposed that Mrs. Minal Pote be appointed as an Independent Director. The appointment of Mrs. Minal Pote shall be effective upon approval by members in the Meeting. As per the provisions of section 161 of the Companies Act, 2013 she holds directorship up to ensuing Annual General Meeting. The Company has received a notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Non-Executive Independent Director of the company.

As per requirements of provisions of the Companies Act, 2013 and rules made thereunder, the independent directors are not liable to retire by rotations. Therefore it is proposed to appoint Mrs. Minal Pote as a Non-Executive Independent Director for a term of five consecutive years from the date of ensuing general meeting.

A brief profile of Mrs. Minal Pote:

Mrs. Minal Pote is B.Com. She is having experience of 18 years in the field of accounts & finance. She does not hold any shares of the Company in her name. Keeping in view her expertise and knowledge, it will be in the interest of the Company that Mrs. Minal Pote is appointed as an Independent Director of the Company.

Copy of draft letter of appointment Mrs. Minal Pote as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except Mrs. Minal Pote, has any concern or interest, financial or otherwise, in the resolution set out at item no.4

Item No: 5

In accordance with the provisions of section 149 read with schedule IV to the Companies Act, 2013, appointment of Director requires approval of members.

Mr. Harish Kori (DIN:07139454) was appointed as an additional Director of the Company on 03.08.2015. As per the provisions of section 161 of the Companies Act, 2013 he holds directorship up to ensuing 53rd Annual General Meeting. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Harish Kori be appointed as Director. The Company has received a notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the company. He is liable to retire by rotation.

A brief profile of Mr. Harish Kori:

Mr. Harish Kori is B.Com. He is having experience in the field of marketing. He does not hold any shares of the Company in his name. Keeping in view his expertise and knowledge, it will be in the interest of the Company that Mr. Harish Kori is appointed as Director of the Company.

Copy of draft letter of appointment of Mr. Harish Kori as Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Harish Kori, has any concern or interest, financial or otherwise, in the resolution set out at item no.5

Item No. 6

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 ₹1,00,000/-



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 ₹1,00,000.00 to M/s. Y. R. Doshi & Co. as the Cost Auditors and the ratification of the shareholders is sought for the same by Special Resolution at Item No.6

The Resolution at Item No.6 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. 6 of the notice.

By Order of the Board of Directors
Vimal Prakash Dubey
Company Secretary

Mumbai
14th August, 2015

Registered Office:

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