

## NOTICE

ZENITH BIRLA (INDIA) LIMITED  
DALAMAL HOUSE  
1<sup>st</sup> 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 Second Annual General Meeting of the members of **ZENITH BIRLA (INDIA) LIMITED** will be held on, Saturday, the 27<sup>th</sup> September, 2014 at 3.30 p.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 the Audited Balance Sheet as at March 31, 2014, Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** M/s. Thakur Vaidyanath Aiyar & Co, Chartered Accountants, Mumbai (Firm Registration Number: 000038N) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 52<sup>nd</sup> Annual General Meeting till the conclusion of the 57<sup>th</sup> Annual General Meeting, subject to ratification of their appointment by the members at every Annual General Meeting held after this Annual General Meeting on such remuneration as may be determined by the Board of Directors of the Company.”

### **SPECIAL BUSINESS:**

3. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

#### **Appointment of Mr. Ashish Mahendrakar 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. Ashish Mahendrakar (DIN : 03584695) who was appointed as an Additional Director of the Company w.e.f. 14.08.2014 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 Director, be and is hereby appointed as Director of the Company.”

4. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

#### **Appointment of Mr. Satish Vasant Jadhav 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. Satish Vasant Jadhav (DIN:06941520) who was appointed as an Additional Director of the Company w.e.f. 14.08.2014 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 Independent Director of the Company to hold the office for five consecutive years up to 26.09.2019.”

5. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

#### **Appointment of Mr. Ameya Subhash Jagushte 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. Ameya Subhash Jagushte (DIN:06947645) who was appointed as



an Additional Director of the Company w.e.f. 14.08.2014 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 Independent Director of the Company to hold the office for five consecutive years up to 26.09.2019.”

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

**To reconfirm authority to Board of Directors for borrowings upto ₹ 600 Crores.**

“**RESOLVED THAT** in supersession of resolution passed in this regards at the Annual General Meeting of the Company held at 20<sup>th</sup> September, 2011 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof (the Act) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as Board which term shall include a committee thereof authorized for the purpose) of the Company, to borrow from time to time any sum or sums of money (including non fund based facilities) as may be required for the purpose of the business of the Company, from one or more banks, Financial Institutions and other persons, firms, bodies corporate, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the company’s bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up capital of the company and its free reserves (reserved not apart for any specific purpose) provided that the total amount that may be borrowed by the board and outstanding at any point of time, shall not exceed the sum of ₹ 600 Crores (Rupees Six Hundred Crores only).”

“**RESOLVED FURTHER THAT**, the Board of Directors of the company be and is hereby authorised to do all acts, deeds, and things necessary and expedient to give effect to this resolution.”

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

**To approve creation of charge / security over the assets / undertaking of the company, in respect of borrowings**

“**RESOLVED THAT** in supersession of resolution passed in this regards at the Annual General Meeting of the Company held at 20<sup>th</sup> September, 2011 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof (the Act) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as Board which term shall include a committee thereof authorized for the purpose) of the company to mortgage, hypothecate, pledge, and/ or charge, in addition to the mortgage hypothecate, pledge and / or charge already created in such form, manner and ranking and on such terms as the board deems fit in the interest of the company, on all or any of the movables and / or immovable properties of the company, both present and future and or any other assets or properties, either tangible or intangible, of the company and / or the whole part of any of the undertaking of the company together with or without the power to take over the management of the business or any undertakings of the company in case of certain events of defaults, in favour of the lender(s), agent(s), and Trustee(s) for securing the borrowing availed or to be availed by the company, by way of loans, debentures or any other securities or otherwise, in foreign currency or in Indian Rupees, from time to time, up to the limits approved or as may be approved or as may be approved by the shareholders under section 180 (1)(c) of the Act, along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or cost expenses and all other monies payable by the company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange.”

**RESOLVED Further That**, the Board of Directors of the company be and is hereby authorised to do all acts, deeds, and things necessary and expedient to give effect to this resolution.

**8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special 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 31<sup>st</sup> March, 2015.”

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND, AND TO VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING.
2. A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint single person as a proxy, provided such person shall not act as a proxy for any other person or shareholder.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business under Item Nos. 3 to 8 above are annexed hereto.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the meeting.
5. Pursuant to Clause 49 of the Listing Agreement the details of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting is provided in the Corporate Governance Report.
6. In case of joint holders, attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Members and Share Transfer Books of the Company will remain close from 24<sup>th</sup> September, 2014 (Wednesday) to, 27<sup>th</sup> September, 2014 (Saturday) (both days inclusive).
8. All documents referred to in the notice are open for inspection at the registered office of the company between 11.00 am and 1.00 pm on any working day except on Sunday and holidays up to the date of Annual General Meeting.
9. All the work related to share Registry in terms of both Physical and Electronic – are being conducted by Company’s R & T Agents – Big Share Services Pvt. Ltd. E/2, Ansa Industrial Estate Saki Vihar Road, Saki Naka, Andheri (E), Mumbai – 400 072 Tel : 022-28470652 / 40430200 /Fax- 022-28475207.
10. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company’s Registrars and Transfer Agents, M/s. Big share Services Pvt. Ltd. for consolidation into single folio.
11. Members are requested to promptly notify immediately any change in their addresses and/or the Bank Mandate details to the Company’s Registrars and Share Transfer Agents for shares held in physical form and to their respective Depository Participants for shares held in electronic form.
12. **Members are requested to:**
  - a. Bring their copies of the Annual Report at the time of attending the Annual General Meeting.
  - b. Complete the attendance slip and deliver the same at the entrance of the meeting hall.
  - c. Send their questions at-least 10 days in advance before the Annual General Meeting about any further information on accounts so as to enable the Company to answer their question satisfactorily.

**Important communication – Support Green Initiative**

Ministry of Corporate Affairs, New Delhi (“MCA”) has taken a “**Green Initiative**” in the Corporate Governance by permitting paperless compliances by companies vide its **Circular No. 17/2011 dated April 21, 2011 and Circular No.18/2011 dated April 29, 2011** that the service of documents by a company can be made through electronic mode instead of sending the



physical copy of the document(s) to its shareholders. Keeping in view the underlying theme and the circulars issued by MCA, we propose to send henceforth all communications /documents including the Notice calling the General Meeting/ Notice of Postal Ballot, audited financial statements, directors' report, auditors' report etc. via electronic mode on the Email ID registered by shareholders with their Depository Participant (DP) or with the Company's Registrar & Transfer Agent (RTA).

Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with Bigshare Services Private Limited, Registrar and Transfer Agents of the Company on which they desire to receive all future communications/ documents as specified above.

**We are sure you would appreciate the "Green Initiative" taken by MCA and your Company's desire to participate in such initiatives.**

### 13. Voting through Electronic Means :

In Compliance with provisions of Section 108, of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 the company is pleased to provide members facility to exercise their right to vote at the 52<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Ltd. (CDSL):

#### A Step – by – Step procedure and instructions for casting your vote electronically as under :

Step-1 : Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

Step – 2 : Now click on Shareholders to cast your votes.

Step – 3 : Now select the Electronic Voting Sequence Number - " EVSN" along with "Zenith Birla (India) Limited" from the Drop down menu and click on "Submit".

Step – 4 : Now fill up the following details in appropriate boxes :

EVSN	140902048
User –ID	For the members holding shares in demat form:- a) For CDSL :- 16 Digits beneficiary ID b) For NSDL :- 8 Character DP ID Followed by 8 Digit Client ID For Members holding Shares In Physical Form :- Folio Number registered with the Company.
PAN*	Enter your 10 Digit alpha numeric *PAN issued by Income Tax Department when Prompted by the system while e-voting (applicable for both demat shareholders as well as Physical Shareholders)
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.

Members who have not updated their PAN with the company / Depository participant are requested to use default number in the PAN field.

# Please enter any one of the details in order to login.

Step-5 : After entering these details appropriately, Click on the Submit Tab .

Step-6 : Members holding shares in physical form will then reach directly the EVSN selection Screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight character consisting at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & \*). Kindly,



note that this password is also to be used by the demat holders for voting for resolutions of the company or of any other company on which they are eligible to vote, provided that the company opts for e-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.

Step-7 : Click on the relevant EVSN on which you choose to vote.

Step 8 : On the voting page you will see 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.

Step 9 : Click on the “ Resolution File Link” if you wish to view the entire resolution.

Step-10 : 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 OK, else to change your vote, click on “Cancel” and accordingly modify your vote.

Step 11 : Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **B. Other Instructions for E-Voting:**

1. The voting period begins on 21/09/2014 (9.00 am) and ends on 23/09/2014 (6.00 pm). 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 22.08.2014, may cast their vote electronically. The voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on 22.08.2014
3. M/s Ragini Chokshi & Associates, Practising Company Secretaries will act as scrutinizer to scrutinize the e-voting process.
4. If you are voting shares in Demat Form and had lodged on to [www.evotingindia.co.in](http://www.evotingindia.co.in) and cast your vote earlier for any company, then your existing login id and password to be used.
5. For members holding shares in physical form, the folio number and PAN / default number can be used only for any e-voting on the resolutions given in the notice.
6. Institutional Shareholders (i.e other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in/> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the board resolution in PDF format in the system for scrutinizer to verify the vote.
7. In Case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Question (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### **Registered Office**

Dalamal House, 1<sup>st</sup> Floor, 206, J.B. Marg,  
Nariman Point, Mumbai - 400 021  
Tel: 022-66168400, Fax: 022-22047835  
Email: [share@zenithsteelpipes.com](mailto:share@zenithsteelpipes.com)

**By Order of the Board  
For Zenith Birla (India) Limited**

**Vimal Prakash Dubey  
Company Secretary**

## **EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.**

### **Item No: 3**

Mr. Ashish Mahendrakar (DIN :03584695) was appointed as an additional Director of the Company on 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 under Section 160, of the Companies Act, 2013 together with the deposit of ₹ 1,00,000.00/-, from a member proposing his candidature as a director of the company.



A brief profile of Mr. Ashish Mahendrakar together with the other details as required under Clause 49 of the Listing Agreement is provided in Corporate Governance Report.

In the Opinion of the Board Mr. Ashish Mahendrakar fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as director of the company.

The board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services of Mr. Ashish Mahendrakar as Director. Accordingly the board recommends the resolution in relation to appointment of Mr. Ashish Mahendrakar as Director, for the approval by the Shareholders of the Company.

**Item No: 4**

Mr. Satish Vasant Jadhav (DIN:06941520) was appointed as an additional Director of the Company on 14.08.2014. 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 under Section 160, of the Companies Act, 2013 together with the deposit of ₹ 1,00,000/- from a member proposing his candidature as a 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. Satish Vasant Jadhav 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. Satish Vasant Jadhav together with the other details as required under Clause 49 of the Listing Agreement is provided in Corporate Governance Report.

In the Opinion of the Board Mr. Satish Vasant Jadhav Fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an independent director of the company and is independent of the management.

The board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services of Mr. Satish Vasant Jadhav as an Independent Director. Accordingly the board recommends the resolution in relation to appointment of Mr. Satish Vasant Jadhav as an independent Director, for the approval by the Shareholders of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Satish Vasant Jadhav, has any concern or interest, financial or otherwise, in the resolution set out at item no. 4.

**Item No: 5**

Mr. Ameya Subhash Jagushte (DIN:06947645) was appointed as an additional Director of the Company on 14.08.2014. 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 under Section 160, of the Companies Act, 2013 together with the deposit of ₹ 1,00,000/- from a member proposing his candidature as a 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. Ameya Subhash Jagushte as a Non-Executive Independent Director for a term consecutive years from the date of ensuing general meeting.

A brief profile of Mr. Ameya Subhash Jagushte together with the other details as required under Clause 49 of the Listing Agreement is provided in Corporate Governance Report.

In the Opinion of the Board Mr. Ameya Subhash Jagushte Fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an independent director of the company and is independent of the management.

The board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services of Mr. Ameya Subhash Jagushte as an Independent Director. Accordingly the board recommends the resolution in relation to appointment of Mr. Ameya Subhash Jagushte as an independent Director, for the approval by the Shareholders of the Company.

Non of the Directors, Key Managerial Personnel or their relatives, except Mr. Ameya Subhash Jagushte, has any concern or interest, financial or otherwise, in the resolution set out at item no. 5.

**Item No. 6 & 7**

In terms of the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company by a Special Resolution, borrow moneys, apart from temporary loans, in excess of aggregate of the paid up capital and its free reserves 180(1)(C) nor the board can create security or create mortgages, charges, and hypothecation over the assets of the company which would be required to secure aforesaid borrowings section 180(1)(a).

The above Section 180 of the Companies Act, 2013 corresponds to section 293 of the Companies Act, 1956 under which the consent of the company was required by ordinary Resolutions.

Accordingly, the shareholders of the company had accorded their consent by way of ordinary Resolutions to the Board of Directors for borrowing money not exceeding 600 crores (Rupees Six Hundred Crores only) at any point of time and to create mortgages, charges, and hypothecations over the assets of the company to secure such borrowings from time to time .

However, the Ministry of Corporate Affairs, New Delhi wide its General Circular No. 4/2014 dated 25<sup>th</sup> March, 2014 has stated that such ordinary resolutions passed under old Companies Act, 1956 borrowing money in excess of limits to create security of the Company, shall remain valid up to one year from the commencement of the Companies Act, 2013 i.e. up to 11<sup>th</sup> September, 2014.

Therefore, it is proposed to reconfirm the limit of such borrowing power of ₹ 600/- Crores .

None of the directors, key managerial Personnel or their relatives has any concern or Interest, financial or otherwise, in the resolutions.

The Board Recommends the Special resolutions set out in item No. 6 & 7 for the approval of the approval of members.

**Item No. 8**

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 thereunder for the year ending 31<sup>st</sup> March, 2015 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. They 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 under the provisions of the erstwhile Companies Act, 1956. 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 an Ordinary Resolution at Item No.

The Resolution at Item No. 8 is Commended 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. 8 of the notice.

**By Order of the Board  
For Zenith Birla (India) Limited**

**Place : Mumbai  
Date : 14.08.2014**

**Vimal Prakash Dubey  
Company Secretary**