



## REPORT ON CORPORATE GOVERNANCE

### Company's Philosophy on Corporate Governance:

Corporate governance is about promoting corporate fairness, transparency and accountability and commitment. Zenith Birla (India) Limited is committed to sound principles of corporate governance. The Board of Directors believes that adherence to sound corporate governance policies and practices is important in ensuring that Zenith is governed and managed with the highest standards of responsibility, ethics and integrity and in the best interests of its stockholders.

Your Company will continue to constantly upgrade management practices to conform to the norms of ideal corporate governance in the years to come.

### Board of Directors

#### a) Composition of Board:

As on 31<sup>st</sup> March, 2014, the Board of Directors has 4 (four) members, out of which 2 (two) are an Independent Director, 1 (one) is Non-Executive, Non-Independent Directors and 1(one) is Executive, Non-Independent Director. The composition of the Board was in conformity with Clause 49 of the Listing Agreements.

None of the Directors on the Board is a member on more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49), across all the Companies in which they are Director. The necessary disclosures regarding Committee positions have been made by the Directors.

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year under review and at the last Annual General Meeting, as also the number of Directorships and Committee positions held by them in other companies and number of shares held by them are provided in below table:

Name of Directors	Category of Directorship	No. of shares held as on 31.03.2014	*No. of other directorships as on 31.3.2014	# No. of other Committee positions		No. of Board Meetings attended during the year	Attendance at the 51 <sup>st</sup> Annual General Meeting held on 24.09.2013
				Chairman	Member		
Shri Yashovardhan Birla, Chairman (resigned w.e.f. 14.08.2014)	Non-Executive Non-Independent	1,05,984	13	1	-	2	Yes
Shri M. S. Arora, Managing Director (resigned w.e.f. 24.07.2013)	Executive, Non- Independent	Nil	N.A.	-	1	2	No
Dr. D. V. Kapur (resigned w.e.f. 24.07.2013)	Non-Executive, Independent	Nil	N.A.	4	1	1	No
Shri Augustine P. Kurias (resigned w.e.f. 28.11.2013)	Non-Executive, Independent	Nil	N.A.	2	-	4	Yes
Shri P.V.R. Murthy (resigned w.e.f. 14.08.2013)	Non-Executive, Non-Independent	Nil	N.A.	-	-	-	No
Shri Anoj Menon (resigned w.e.f. 27.05.2013)	Non-Executive, Independent	Nil	N.A.	3	2	Nil	No
Shri Pushkar Natu (resigned w.e.f. 14.08.2014)	Executive, Non-Independent	Nil	2	-	2	5	Yes
Shri Jignesh Mehta (resigned w.e.f. 14.08.2014)	Non-Executive, Independent	Nil	4	-	2	4	Yes
Shri Rubin Malkani (resigned. w.e.f. 14.08.2014)	Non-Executive, Independent	Nil	4	2	1	2	No

\* Excludes Alternate Directorships and directorships in private companies, foreign companies and section 25 companies.

# Represents Memberships / Chairmanships of Audit Committee and Shareholders'/Investors' Grievance Committee.

None of the Directors of the Company are related to each other.



Five meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows:

27<sup>th</sup> May, 2013, 24<sup>th</sup> July, 2013, 14<sup>th</sup> August 2013, 24<sup>th</sup> September 2013, 28<sup>th</sup> November, 2013 and 14<sup>th</sup> February 2014.

The information, as required under Annexure IA to clause 49 of the Listing Agreements are made available to the Board.

**b) Non – Executive Directors’ Compensation and disclosures:**

Apart from sitting fees that are paid to the Non- Executive and Independent Directors for attending Board/Committee meetings, no other fees/commission were paid during the year. During the period under review, there was no pecuniary relationship or business transaction by the Company with any Non-Executive Directors. The details of sitting fees paid to the Directors are given separately in this report.

**c) Details of the Directors seeking appointment at the forthcoming Annual General Meeting (In pursuance of Clause 49 of the Listing Agreement):**

Name of the Director	Mr. Ashish Mahendrakar	Mr. Satish Jadhav	Mr Ameya Jagushte
Date of Birth	20.06.1971	12.01.1989	09.06.1983
Date of Appointment	14.08.2014	14.08.2014	14.08.2014
Qualification	B.Com, D.B.M., M.M.S.	B.A.	B. Com
Expertise in specific functional area	Mr. Ashish Mahendrakar aged 43 years is B.Com, D.B.M., M.M.S.having 22 years of experience in the field of accounts, banking and finance	Mr Satish Jadhav aged 25 years is B. A. He is having experience in thd field of liaisoning with several departments in Central Government and State Government.	Mr Ameya Jagushte aged 31 years is B. Com. having experience in the accounts and finance.
Directorship held in other companies	NIL	NIL	NIL
Committee positions held in other companies (C = Chairman; M = Member)	NIL	NIL	NIL
No. of Shares held in the Company	NIL	NIL	NIL

Note :

1. Only two committees namely, Audit Committee and Shareholders’/Investors’ Grievance Committee have been considered.
2. Alternate Directorships and directorships in private companies, foreign companies and section 25 companies are not considered.

**d) Other Provisions as to Board and Committee:**

The Board meets at least once a quarter to review the quarterly performance and the financial results. Meetings are generally scheduled well in advance and the notice of each Board Meeting is given in writing to each Director. All the items in the agenda are accompanied by notes giving comprehensive information on the related subject and in certain matters such as financial/business plans, financial results, detailed presentations are made. The agenda and the relevant notes are sent in advance separately to each Director and only in exceptional cases, the same is tabled at the meeting. The Board is also free to recommend the inclusion of any matter for discussion in consultation with the Chairman.

To enable the Board to discharge its responsibilities effectively, the members of the Board are briefed at every Board Meeting, on the overall performance of the Company, with presentations by functional heads. Senior management is invited to attend the Board Meetings so as to provide additional inputs to the items being discussed by the Board.



The Board's role, functions, responsibility and accountability are clearly defined, in addition to matters statutorily requiring Board's approval, all major decisions involving policy formulation, strategy and business plans, annual operating and capital expenditure budgets, new investments, compliance with statutory/regulatory requirements, major accounting provisions and write-offs are considered by the Board.

The minutes of the Board Meeting are circulated in advance to all Directors and confirmed at subsequent Meeting.

The Board also reviews the declarations made by the Chief Financial Officer / Managing Director and the Company Secretary of the Company regarding compliance of all applicable laws on quarterly basis.

#### e) Code of Business Conducts and Ethics:

The Board of Directors have adopted and put in place the Code of Business Conduct & Ethics for Board of Directors and Senior Management. The Code lays down in detail, the standards of business conducts, ethics and best corporate practice. The fundamental principle of the code is:

*"The purpose of the code is to deter wrongdoing and promote ethical conduct, maintain the trust and confidence of the public, the good reputation of the Company and the unquestioned integrity of all personnel involved in the Company. The matters covered in this code are utmost importance to the Company, our shareholders and our business partners."*

A copy of the code has been put on the Company's website [www.zenithsteelpipes.com](http://www.zenithsteelpipes.com)

All Directors and Senior Management personnel of the Company have affirmed compliance with the provisions of the Zenith Code of Business Conduct & Ethics for the financial year ended 31<sup>st</sup> March 2014.

A declaration signed by the Chief Executive Officer (CEO) of the Company is given below:

Pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, I hereby certify that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation that they have complied with the Code of Business Conduct and Ethics for year ended 31<sup>st</sup> March 2014.

Sd/-  
**PUSHKAR NATU**  
Chief Executive Officer

Place: Mumbai

Date : 14.08.2014

#### Audit Committee

##### a) Composition, Meetings and attendance during the year:

The Audit Committee consists of three members, all being Independent, Non-Executive Directors. All the members of the Audit Committee have adequate accounting and financial knowledge.

Shri A. P. Kurias, Chairman of the Committee is a Non-Executive Independent Director.

During the year ended 31<sup>st</sup> March, 2014, the Committee met 4 times on 27<sup>th</sup> May 2013, 14<sup>th</sup> August 2013, 28<sup>th</sup> November 2013 and 14<sup>th</sup> February 2014.

The composition of the Audit Committee and the attendance of members during the accounting period are as under:

Name of the Member	Category	No. of Meetings Attended
Shri Rubin Malkani (Chairman) w.e.f. 28.11.2013	Independent Non-Executive	2
Shri Jignesh Mehta	Independent Non-Executive	3
Shri Pushkar Natu	Executive & Non-Independent	3
Shri A. P. Kurias (chairman) resigned w.e.f. 28.11.2013	Independent Non-Executive	2
Dr. D. V. Kapur (resigned w.e.f. 24.07.2013)	Independent Non-Executive	1
Shri Anoj Menon( resigned w.e.f. 27.05.2013)	Independent Non-Executive	Nil



The Audit Committee invites such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at its meetings. The Managing Director/ Whole-time Director and Chief Financial Officer of the Company attend the meetings. The Statutory Auditors and Internal Auditors attend the meetings on invitation from the Company. The Company Secretary acts as the Secretary to the Audit Committee.

**b) Terms of Reference, Role and Scope:**

The terms of reference, role and scope of the Audit Committee cover the matters specified under Clause 49 of the Listing Agreement read with Section 292A of the Companies Act, 1956 such as overseeing of the Company's financial reporting process, recommending the appointment/re-appointment of Statutory Auditors, recommending and approving the remuneration to be paid to Statutory Auditors, reviewing with the Management, quarterly and annual financial statements, internal audit reports and controls of the Company.

The Audit Committee's functions include reviewing the adequacy of the internal audit functions, its structure, reporting process, audit coverage and frequency of internal audits. The responsibility of the Committee is to also review the findings of any internal investigation by the internal auditors in matters relating to suspected fraud or irregularity or failure of internal control systems of material nature and report the same to the Board.

**Shareholders/Investors Grievance Committee:**

The Investor Grievance Committee is empowered to oversee (a) Transfers of shares, (b) issue of duplicate/new/sub-divided and consolidated Share Certificates and (c) Shareholders/Investors Grievance and its redressal. The Committee has met 48 times in the accounting period.

The composition of the Shareholders/Investors Grievance Committee and the attendance of members during the accounting period are as under:

Name of the Member	Category	Position in Committee	No. of Meetings attended
Shri A. P. Kurias (resigned w.e.f. 28.11.2013)	Independent Non-Executive Director	Chairman	22
Shri M.S. Arora (resigned w.e.f. 24.07.2013)	Executive Director	Member	14
Shri Pushkar Natu (w.e.f. 24.07.2013)	Whole-time Director	Member	13
Shri Rubin Malkani (w.e.f. 28.11.2013)	Independent Non-Executive Director	Chairman	5

The Company Secretary acts as the Secretary to the Shareholders' Grievance Committee.

The total number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up is provided as under-

Type of Complaints	No. of Complaints		
	Received	Resolved	Pending
Non receipt of Certificates after transfer / after exchange	13	13	-
Non receipt of Dividend Warrants	9	9	-
Non receipt of Annual Report	12	12	-
Non receipt of Bonus Shares	1	1	-
Non receipt of Demat Credit	1	1	-
Non receipt of Duplicate Share Certificate	1	1	-
SEBI	1	1	-
BSE	1	1	-
<b>Total</b>	<b>39</b>	<b>39</b>	<b>-</b>



## Remuneration and Selection Committee

The remuneration and Selection Committee has been constituted to decide the company's policy on specific remuneration packages for Executive and Non-Executive Directors including pension rights and compensation payment, granting of Employee Stock Option to the working directors and employees of the Company. The terms and reference of the said Committee is broad based so as to include also to decide, review and recommend to the Board of Directors of the Company about the recruitment, selection, appointment and remuneration of relative of director or of key managerial personnel of the Company and to decide the increase/ modification in the terms of appointment and/or remuneration of any such person.

The composition of Remuneration and Selection Committee during the year was as under:

Name of Members & Designation in Committee	Category in the Board	No. of Meeting held	No. of Meetings attended during the F. Y. 2013-14
Shri A.P. Kurias, Chairman	Independent, non Executive Director	1	1
Shri Yashovardhan Birla	Non Independent, non Executive Director	1	-
Shri Anoj Menon	Independent, non Executive Director	1	1
Shri D. V. Kapur	Independent, non Executive Director	1	-
Shri Rubin Malkani	Independent, non Executive Director	1	-
Shri Jignesh Mehta	Independent, non Executive Director	1	1

The Committee while deciding the remuneration package of the Managing director/ Executive Directors/Whole-time Directors and recruitment, selection, appointment and remuneration of relative of director or of key managerial personnel of the Company, takes into consideration the following:

- Contribution of Managing Director/ Executive Directors/Whole-time Directors in the growth of the Company,
- Remuneration package of the Industry,
- Knowledge and experience of relative of Director or key Managerial personnel and
- Remuneration package offered to other employees at the same level in the organization and in the industry.

There are no stock options issued by the Company.

One meeting of the Committee was held during year 2013-14 on 14<sup>th</sup> August, 2013 and was attended by Mr. Augustine Kurias Mr. Jignesh Mehta, members of the Remuneration Committee.

## Remuneration Policy

### Non Executive Directors

The Company does not pay any remuneration to its Non-executive Directors, except for sitting fees for attending Board & Audit Committee Meetings.

No sitting fees are paid for attending any other committee meetings. With the approval of the Board of Director's on 24<sup>th</sup> June 2010, sitting fees to be paid to all Non Executive Directors has been revised to ₹ 20,000/- for attending each meeting of the Board of Directors and ₹ 10,000/- for attending each meeting of the Audit Committee.



Detail of the sitting fees paid to all Non Executive Directors for financial year 2013-14 is as follows:

Name of Director	Sitting Fees paid during 1 <sup>st</sup> April, 2013 to 31 <sup>st</sup> March, 2014 (₹ In Lakhs)
Shri Yashovardhan Birla	0.40
Dr. D. V. Kapur	0.30
Shri Augustine P. Kurias	1.00
Shri Jignesh Mehta	0.80
Shri Rubin Malkani	0.60

### Executive Directors

The Company pays remuneration by way of salary, perquisites, allowances and commission to the Managing Director. The remuneration package for Managing Director is recommended by the Remuneration Committee and is approved by the Board. Commission is calculated with reference to the net profits of the Company in a particular year calculated under section 349 and 350 of the Companies Act, 1956. In framing the remuneration policy, the committee takes into consideration the remuneration practices of Companies of similar size and statute, the Industry Standards and competitive circumstances of each business so as to attract and retain quality talent and leverage performance significantly.

Detail of the remuneration paid to Managing Director for financial year 2013-14 is as follows:

Name of Director	Salary (₹ In Lacs)	Perquisites and Allowances (₹ In Lacs)	Commission (₹ In Lacs)	Retirement Benefits (₹ In Lacs)	Period of contract	Notice period
Shri M. S. Arora – Managing Director (resigned w.e.f. 24.07.2013)	38.66	2.14	-	5.19	9 <sup>th</sup> July 2012 to 24 <sup>th</sup> July 2013	3 months notice from either side

There is no separate provision for payment of severance fees.

### Subsidiary Company

The Company has two subsidiary companies. However, the Company does not have any material non-listed Indian subsidiary whose turnover or net worth (i.e. paid-up capital and free reserves) exceed 20% of the consolidated turnover or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding year.

Brief of the Company's subsidiary companies as on March 31, 2014 are as under:

Sr. No.	Name of the Subsidiary	Date of Incorporation	Country in which incorporated
1.	Zenith (USA) Inc.	June 18, 1970	USA
2.	Zenith Middle East FZ LLC	November 27, 2013	Dubai - UAE

Financial Statements of Subsidiary Companies are reviewed by the Audit Committee of the Company.

### General Body Meetings

(a) Location and time where the AGM were held in last 3 years:-

Year	AGM	Location	Day, Date & Time
2012-2013	51 <sup>st</sup>	Hall of Culture, Discovery of India Building, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018	Monday, 24.09.2013 at 3.30 p.m.
2011-2012	50 <sup>th</sup>	Hall of Culture, Discovery of India Building, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018	Monday, 17.09.2012 at 3.30 p.m.
2010-2011	49 <sup>th</sup>	Hall of Culture, Discovery of India Building, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018	Tuesday, 20.09.2011 at 3.30 p.m.

**(b) Details of Special Resolutions passed in the previous three AGMs:**

Date of AGM	Particulars of Special Resolutions passed
2012-2013	Issue of warrants to the Promoters & Promoter Group on preferential allotment basis
2011-2012	Reappointment of Shri M. S. Arora, Managing Director of the Company for another term of 3 years.
2010-2011	<ol style="list-style-type: none"> <li>1. Raising of Funds through Further Issue of Securities for amount not exceeding ₹ 150 crores.</li> <li>2. Waiver of recovery of excess remuneration of ₹ 10.58 Lacs paid to Shri M. S. Arora, Managing Director during year 2010-11.</li> <li>3. Increase in remuneration of Shri M.S. Arora, Managing Director not exceeding ₹ 1.25 Crores and Commission at the rate not exceeding 5% of net profit w.e.f. 1<sup>st</sup> April 2011 till expiry of term i.e 9<sup>th</sup> July 2012.</li> </ol>

**(c) Whether the Special Resolution were put through postal ballot during year 2013-14 – No****(d) Are Special Resolutions proposed to be put through postal ballot this year – No.**

None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution through Postal Ballot.

**Disclosures**

- 1) There were no materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, Directors or the Management, their Subsidiaries, or relatives etc. during the year, that may have potential conflict with the interest of the Company at large.
- 2) There is no pecuniary relationship or transactions of non-executive directors vis-a-vis the Company which has potential conflict with the interests of the Company at large.
- 3) No penalties or strictures have been imposed on the Company by the Stock Exchange, or SEBI, or any Statutory Authority on any matter related to capital markets during the last financial year.
- 4) All mandatory requirements as per clause 49 of the listing agreement have been complied with by the company.
- 5) The Company has placed before the Audit Committee the statement of utilization of funds raised through public issues on quarterly/ annual basis.
- 6) Company follows the Accounting Standards issued by the Institute of Chartered Accountants of India and Company (Accounting Standards) Rules, 2006. The company has not adopted a treatment different from that prescribed in any Accounting Standard, in the preparation of financial statements.
- 7) The company has laid down procedures to inform Board members about the risk assessment and minimization procedures, which are periodically reviewed.
- 8) In terms of clause 49(V) of the Listing Agreements, the Managing Director and the Chief Financial Officer of the Company has made a certification to the Board of Directors in the prescribed format for the year under review, which has been reviewed, noted and taken on record by the Board.
- 9) Presently the Company does not have a Whistle Blower Policy. However all employees of the Company are free to approach any Management Member/ Audit Committee member for any Grievance.

**Means of Communication:**

- a. **Stock Exchange Intimation:** The unaudited quarterly financial statements are announced within forty-five days of the end of each quarter and the audited annual results are announced within sixty days from the end of the last quarter. The aforesaid financial statements after being taken on record by the Audit Committee and Board of Directors are communicated to the Stock Exchanges where the shares of the Company are listed.
- b. **Newspapers:** Quarterly and Annual Results are published in newspapers viz The Free Press Journal and Navshakti in the format prescribed under Clause 41 of the Listing agreement with the stock exchanges where the shares of the Company are listed.

**Website:** The financial results are also posted on the Company's Website [www.zenithsteelpipes.com](http://www.zenithsteelpipes.com) The Company's



website provides information about its business and the Section on “Investor’s Information” serves to inform and service the Shareholders allowing them to access information at their convenience.

- c. **Annual Report:** Annual Report is circulated to all the members within the required time frame.

**Investor Email ID of the Registrar & Share Transfer Agents:** All the share related requests/ queries/correspondence, if any, are to be forwarded by the investors to the Registrar and Transfer Agents of the Company **Bigshare Services Private Limited** and/ or email them to investor@bigshareonline.com

**Designated Email ID for Complaints/ Redressal:** In compliance of clause 47(f) of the Listing Agreement entered with the Stock Exchanges, the Company has designated an email ID share@zenithsteelpipes.com exclusively for the purpose of registering complaints/ grievances by investors. Investors whose requests/ queries/correspondence remain unresolved can send their complaints/ grievances to the above referred e-mail ID and the same would be attended to promptly by the Company.

### General Shareholder’s Information:

The Company is registered in the State of Maharashtra, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L29220MH1960PLC011773

1	Annual General Meeting proposed to be held	
	Day, Date & Time	: Saturday, 27 <sup>th</sup> September, 2014 at 3.30 p.m.
	Venue	Gopi Birla Memorial School, 68, Walkeshwar Road, Walkeshwar Malabar Hill, Mumbai-400 006
2	Financial Calendar for the year 2014-15 (Proposed)	
	Accounting Year	: April 1, 2014 to March 31, 2015
	First Quarter Results	: Second week of August, 2014
	Second Quarter Results	: Second week of November, 2014
	Third Quarter Results	: Second week of February, 2015
	Fourth Quarter and Annual Results	: Last week of May, 2015
	Mailing of Annual Report	: July/August, 2015
	Annual General Meeting	On or before 30 <sup>th</sup> September, 2015
3	Book Closure Date	: From Wednesday, 24 <sup>th</sup> September 2014 to Saturday, 27 <sup>th</sup> September, 2014 (both days inclusive).
4	Registered Office	: Dalamal House, 1 <sup>st</sup> Floor, 206, J. B. Marg, Nariman Point, Mumbai – 400 021.
5	Listing of Equity Shares on the Stock Exchange	: 1. Bombay Stock Exchange Ltd. P. J. Towers, Dalal Street, Mumbai 400 023. 2. National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051.
	Note: Listing Fees for the year 2014-15 has not been paid to Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.	
6	i. Stock Exchange	: Bombay Stock Exchange Ltd. P. J. Towers, Dalal Street, Mumbai 400 023
	Stock Code	: 531845





ii. Stock Exchange	National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra( East), Mumbai 400 051
Stock Code	ZENITHBIR
iii. ISIN No. for the Company's	: INE318D01020
Equity Shares in Demat form	
iv. Depositories connectivity	: NSDL and CDSL

**7. Stock Price Data :**

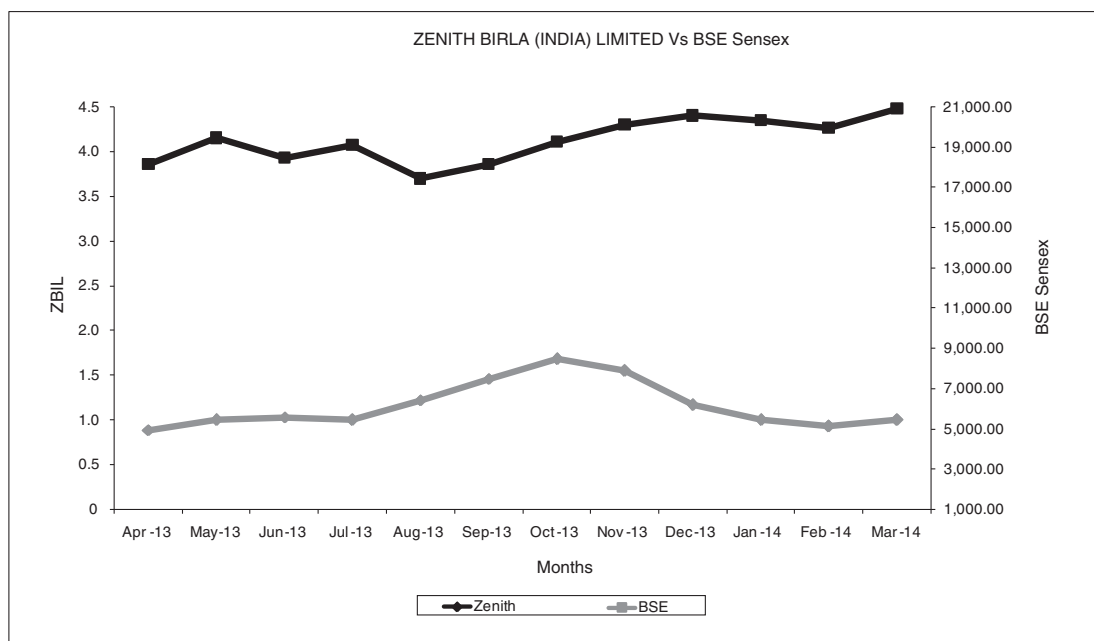
Market Price Data: High, Low during each month in the financial year.

Monthly High/ Low of market price of the Company's shares traded on the Bombay Stock Exchange Ltd. (BSE) and National Stock Exchange of India Limited (NSE) during the financial year ended 31<sup>st</sup> March, 2014 is furnished below:

Months	NSE		BSE		Months	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)		High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2013	1.05	0.75	1.10	0.79	October, 2013	2.15	1.45	2.18	1.41
May, 2013	1.05	0.75	1.04	0.82	November, 2013	1.75	1.35	1.83	1.38
June, 2013	1.10	0.95	1.10	0.96	December, 2013	1.60	1.15	1.60	1.17
July, 2013	1.15	1.00	1.18	0.99	January, 2014	1.25	0.85	1.23	0.82
August, 2013	1.25	1.00	1.25	1.00	February, 2014	1.10	0.90	1.15	0.90
September, 2013	1.50	1.15	1.55	1.16	March, 2014	1.10	0.90	1.20	0.90

Source: www.bseindia.com, www.nseindia.com

Monthly closing market price of the Company's shares traded on Bombay Stock Exchange Limited verses Sensex closing at Bombay Stock Exchange Limited is shown in below graph.



**8. Registrar & Share Transfer Agents**

For Electronic &amp; Physical Mode

: Bigshare Services Pvt. Ltd.  
E/2, Ansa Industrial Estate, Saki Naka,  
Saki Vihar Road, Andheri (East)  
Mumbai 400072  
Tel. Nos. 28470652 / 40430200  
Fax No. 28475207  
e.mail: investor@bigshareonline.com

Shareholders can login in to [www.bigshareonline.com](http://www.bigshareonline.com), the website of our Registrar and Share Transfer Agents, M/s. Bigshare Services Private Limited for assistance.

**9. Share Transfer System**

The Board has delegated the authority for approving transfer, transmission etc. of Company's securities to the Shareholders / Investors Grievance Committee, who in turn has authorized the Company Secretary and officials of the Secretarial Department to carry this work. The share transfer formalities are completed on a weekly basis. The Shares sent for transfer in physical form are sent to Registrars and Share Transfer Agents, and returned between 15 to 30 days from the date of receipt, if Documents are in order in all respects. Shares under objections are returned within 2 weeks.

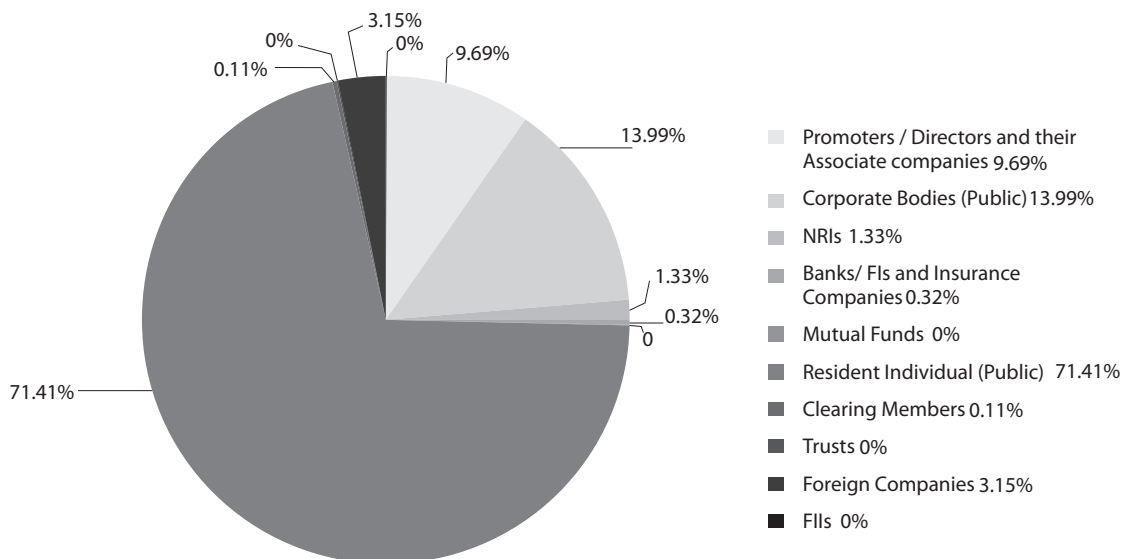
In compliance with Clause 47(c) of the Listing Agreement, the Company obtains a certificate from practicing Company Secretary on a half-yearly basis confirming that all certificates have been issued within one month from the date of lodgments for transfer, sub-division, consolidation etc.

**10. Distribution of Shareholding as on 31<sup>st</sup> March, 2014**

No. of Equity Shares held	Total No. of Shareholders	No. of Shares held	Percentage Shareholding
1 to 500	65804	4618887	3.52
501 to 1000	4204	3343729	2.55
1001 to 2000	2827	4269547	3.25
2001 to 3000	1174	3022228	2.30
3001 to 4000	577	2100529	1.60
4001 to 5000	534	2560622	1.95
5001 to 10000	1024	7609323	5.79
10001 and above	1086	103755583	79.04
<b>Total</b>	<b>77230</b>	<b>131280448</b>	<b>100.00</b>

**11. Categories of Shareholding as on 31st March, 2014**

Categories	No. of Shareholders	No. of shares held	Percentage Shareholding
Promoters / Directors and their Associate companies	14	12718273	9.69
Corporate Bodies (Public)	572	18373068	13.99
NRIs	325	1757381	1.33
Banks/ FIs and Insurance Companies	48	426367	0.32
Mutual Funds	6	3665	0.00
Resident Individual (Public)	76219	93740298	71.41
Clearing Members	37	134055	0.11
Trusts	8	1429	0.00
Foreign Companies	1	4125912	3.15
FIs	-	-	-
<b>Total</b>	<b>77230</b>	<b>131280448</b>	<b>100.00</b>



**12. Dematerialization of shares and liquidity:**

98.86% of the total Equity Capital is held in dematerialized form with NSDL and CDSL as on 31.03.2014. Trading in Equity Shares of the Company is permitted only in dematerialized form as per notification issued by Securities and Exchange Board Of India (SEBI).

**13. Plant Location**

- a) Khopoli Unit  
Tal Khopoli  
Dist. Raigad,  
Maharashtra - 410203
- b) Tarapur Unit  
G-38/39, M.I.D.C.  
Tarapur -401506  
Dist. Thane  
Maharashtra - 401506
- c) Murbad Unit  
Survey (Gut) No. 440/441,  
Nhave, Kakadpada,  
Murbad District, Thane,  
Maharashtra
- d) Kancheepuram Unit  
Padalam Sugar Mill road, S.No. 99/3A-3J, 4,5,6, & 103/4/5/6, Kolambakkam  
Village, Madhuranthakam Taluk, Kancheepuram Dist-603308
- e) Trichy Mobile Unit  
SH No. 71, Survey No. 782, Village: Kalugar Thogainmala, Taluka:  
Kulithalai, Dist: Karur - 639 120, Tamil Nadu

**14. Address for Correspondence**

- i) Investor Correspondence  
Shri Ansar Shaikh  
Secretarial Assistant  
159, Industry House, 5<sup>th</sup> Floor,  
Churchgate Reclamation, Mumbai - 400 020  
Tel No. 022-22026340  
Fax No. 022-22047835  
e.mail: share@zenithsteelpipes.com
- ii) For Compliance related query  
Mr. Vimal Prakash Dubey  
Company Secretary & Compliance Officer  
159, Industry House, 5<sup>th</sup> Floor,  
Churchgate Reclamation, Mumbai-400 020  
Tel No. 022-22026340  
Fax No. 022-22047835  
e.mail: vimald@zenithsteelpipes.com

**15. Transfer of unclaimed dividend to Investor Education and Protection Fund**

Pursuant to provisions of sections 205A and 205C of the Companies Act, 1956, the dividend which remains unclaimed/unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the investor education and protection fund (IEPF) established by the Central Government.

The due dates for transfer to IEPF of the dividend remaining unclaimed since 2005-06 are provided hereunder:

<b>Date of dividend declaration</b>	<b>For the year ended</b>	<b>Due for transfer to Investor Education and Protection Fund</b>
14.09.2007	2006-07	20.10.2014
28.01.2008 (Interim)	2007-08	04.03.2015
15.09.2008 (final)	2007-08	21.10.2015
24.09.2009	2008-09	30.10.2016
02.08.2010	2009-10	07.09.2017

Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the Company/ its Registrar for obtaining payments thereof at least 20 days before they are due for transfer to the said fund.

**Compliance with non mandatory requirements****Remuneration Committee**

The Company has constituted Remuneration Committee to recommend / review remuneration of the Managing Director / Whole Time Directors based on their performance and defined assessment criteria.

**Certificate by the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) pursuant to Clause 49 of the Listing Agreement on the Audited Financial Statement for the year 2013-14**

We, Pushkar Natu – CEO and B. Girvanesh – CFO of the Company hereby certify that:-

- a) We have reviewed the Financial Statements and Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2014 and that to the best of our knowledge and belief:
  - I. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - II. these statements together present a true & fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable Laws and Regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Statutory Auditors, Internal Auditors and Audit Committee:
  - I. significant changes in internal control over financial reporting during the year;
  - II. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - III. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

**For Zenith Birla (India) Limited**

**Place: Mumbai**  
**Date: 14.08.2014**

**Pushkar Natu**  
**Chief Executive Officer**

**B. Girvanesh**  
**Chief Financial Officer**

**AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To the Members of Zenith Birla (India) Limited

We have examined the compliance of conditions of Corporate Governance by Zenith Birla (India) Limited, for the year ended 31<sup>st</sup> March 2014 as stipulated in Clause 49 of the Listing Agreement(s) of the said Company with the Stock Exchanges in India. The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the guidance note on certification of Corporate Governance (as stipulated in clause 49 of the Listing Agreement) issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Management, we certify that the Company has complied with the conditions of corporate governance as mentioned in the above-mentioned Listing Agreement(s) except that in case of the Composition of Board the strength of Independent Director was short by One Director from 24.07.2013 to 13.08.2013. Further, in the case of Audit Committee the strength of Audit committee members was short by one member during the period 27.05.2013 to 13.08.2013 and the Strength of independent director in the Audit committee was short by one director from 24.07.2013 to 13.08.2013.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or the effectiveness with which the management has conducted the affairs of the Company.

**For Thakur, Vaidyanath Aiyer & Co.**  
**Chartered Accountants**  
**Firm Registration Number: 000038N**

**Place : Mumbai,**  
**Date : 14.08.2014**

**C. V. Parmeswar**  
**Partner**  
**M. No. 11541**