

April 24, 2014

## Termination Notice

**NOTICE TO HOLDERS OF GLOBAL DEPOSITARY SHARES EVIDENCED BY  
GLOBAL DEPOSITARY RECEIPTS REPRESENTING DEPOSITED ORDINARY SHARES  
OF:  
Zenith Birla India Ltd - Reg. S  
CUSIP: 98935G108  
ONE GDR REPRESENTS THIRTY SHARES**

You are hereby notified, as owners and beneficial owners of the above Global Depositary Receipts ("GDRs"), that we will terminate the Deposit Agreement, dated May 28, 2010 between **Zenith Birla India Ltd - Reg. S**, The Bank of New York Mellon, as Depositary, and the Owners and Beneficial Owners of Global Depositary Receipts ("GDRs") (the "Deposit Agreement"). As a result, the existing GDR facility will be terminated, effective 5:00 pm (Eastern Time) on June 2, 2014.

As a result of the termination of the Deposit Agreement described above, you have until at least **June 2, 2014** to decide if you would like to retain your interest in shares of the Issuer. If you do not surrender your GDRs and request delivery of the underlying shares before the Depositary sells those shares, you will lose the right to receive those shares and instead will be entitled, upon subsequent surrender of your GDRs, to receive the net proceeds of sale of those shares net of surrender fees of up to \$0.05 per GDS surrendered. The date or dates on which the Depositary will sell remaining deposited shares has not been determined, but it will not be earlier than June 2, 2014.

**Please be aware that it is the Depositary's understanding that the intended sale by the Depositary of the deposited shares referred to above will be subject to Indian withholding tax at the maximum rate currently at 43.26% of the gross proceeds.**

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To learn more about Depositary Receipts and issuer programs, please contact our marketing desks:

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April 24, 2014

If you surrender GDRs for the purpose of withdrawing the underlying shares before the Depositary sells those shares, you must pay the fee of the Depositary as provided in the Deposit Agreement of up to \$0.05 per GDS surrendered, a cable fee of \$17.50 and any applicable taxes or governmental charges. Payment should be made payable to The Bank of New York Mellon.

Please note that the delivery in the local market may require your bank/agent to have instructions to receive the shares from The Bank of New York Mellon's custodian. You or your broker must contact your bank/agent to ensure that the necessary receive instructions are in place. If the shares are not delivered to and received by your bank/agent by the date the Depositary is permitted to sell the shares, the owner will remain a GDR holder and may thereafter receive any net cash proceeds, from sale of the shares, as described herein.

If you wish to receive payment of the proceeds of sale of Issuer shares, please do not surrender your GDRs at this time. The Depositary will send a separate notice with instructions to surrender your GDRs after the sale of shares has been completed.

The address of the Depositary is: The Bank of New York Mellon, 101 Barclay Street, Depositary Receipts Division – 15<sup>th</sup> Floor, Attention: Cancellation Desk, New York, NY 10286. Registered or overnight mail is the suggested method of delivering GDRs to the Depositary. Terms used in this Notice and not otherwise defined therein shall have the meanings set forth in the Deposit Agreement. For information regarding your **Zenith Birla India Ltd - Reg. S** GDRs, please contact the Depositary on telephone number 1-888-BNY-ADRS (1-888-269-2377).

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