



28th September, 2019

To,  
The Manager,  
Corporate Relationship Department,  
BSE Ltd.  
Dalal Street  
Mumbai 400 001

Dear Sir,

**Sub: Declaration of voting results**

The details regarding the copy of voting results in specified format as per Regulation 44(3) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 along with copy of the scrutinizers report attached herewith.

Please acknowledge receipt.

Thanking you,

Yours faithfully,  
For ZENITH FIBRES LTD.

Siddhi Shah  
Company Secretary

Encl: As above.

**Announcement of Results of voting on various resolutions placed in the Annual General Meeting held on 27th September, 2019.**

Results of voting by remote e-voting and ballot system conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies Act (Management and Administration) Amendment Rules, 2015 and Regulation 44(3) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

In this regard, the Company had appointed Mr. U.C Shukla, Company Secretary, as Scrutinizer to scrutinize the remote e-voting and ballot process. Mr. U.C Shukla has submitted his report. The details of consolidated voting by remote e-voting and ballot are as under:

**Resolution No. 1:** Ordinary Resolution: To receive, consider and adopt the audited financial statements for the year ended on 31st March, 2019 together with Directors' Report and Auditors' Report thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares / votes
E-voting	15	1800565	100	0	0	0.00	0	0
Poll	08	55630	100	0	0	0.00	0	0
Combined	23	1856195	100	0	0	0.00	0	0

Based on the above, I declare the Resolution has been passed by the Members with requisite majority.

**Resolution No. 2:** Ordinary Resolution: To declare dividend for the financial year 2018-19.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares / votes
E-voting	15	1800565	100.00	0	0	0.00	0	0
Poll	08	55630	100.00	0	0	0.00	0	0
Combined	23	1856195	100.00	0	0	0.00	0	0

Based on the above, I declare the Resolution has been passed by the Members with requisite majority.

**Resolution No. 3: Ordinary Resolution:** To appoint a Director in place of Mr. Sanjeev Rungta (DIN 00053602) who retires by rotation and being eligible offers himself for reappointment.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares / votes
E-voting	15	1800565	100.00	0	0	0.00	0	0
Poll	08	55630	100.00	0	0	0.00	0	0
Combined	23	1856195	100.00	0	0	0.00	0	0

Based on the above, I declare the Resolution has been passed by the Members with requisite majority.

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For ZENITH FIBRES LTD.



SIDDHI SHAH  
COMPANY SECRETARY

Place: Mumbai  
Date: 28<sup>th</sup> September, 2019

# UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

504, Navkar,  
Nandapatkar Road,  
Vile Parle East, Mumbai - 400 057.  
Resi : 2611 8257  
Mob.: 98211 25846  
E-mail : ucshukla@rediffmail.com

Mr. Sanjeev Rungta,  
Chairman  
Zenith Fibres Limited,  
205, Marol Bhavan, Marol Co-op. Ind. Estate Ltd.,  
M.V. Road, J.B Nagar Post, Andheri East,  
Mumbai-400059

Dear Sir,

**Sub: Combined Report on E-voting and voting by ballot conducted at the 30th Annual General Meeting of Zenith Fibres Limited.**

- 1) As per the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as also Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of e-voting to the Shareholders to cast their votes electronically on all the resolutions proposed in the notice of 30th Annual General Meeting.
- 2) In line with the provisions of the Companies Act, 2013 and in term of the clarifications issued by MCA, voting by show of hands is not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 30th Annual General Meeting of the Company, voting was announced by the Chairman and was conducted by means of Ballot.
- 3) I, Upendra C. Shukla, Practicing Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the electronic voting process. I was also appointed as scrutinizer to scrutinize the voting by means of Ballot at the 30th Annual General Meeting (AGM). The said appointment was for ascertaining the requisite majority on e-voting as also on Ballot carried out for the resolutions proposed to be passed at the 30th AGM of the Shareholders of the Company, held on Friday, the 27th September, 2019.
- 4) Universal Capital Securities Pvt. Ltd., the Registrar and Share Transfer Agents of the Company, provided all the requisite data of shareholders eligible for voting.
- 5) My responsibility as a scrutinizer for voting on Ballot, is also to make a Combined Report on the votes cast 'in favour' or 'against' the resolutions placed before the 30th AGM of the Company.
- 6) Based on the reports generated from the e-voting system provided by the Central Depository Services (India) Ltd. (CDSL) and also votes cast on Ballot, I submit the consolidated report of the e-voting and the Ballot as under:



...2/-

**Resolution No. 1:** Ordinary Resolution: To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	15	1800565	100.00	0	0	0.00	0	0
Ballot	8	55630	100.00	0	0	0.00	0	0
Combined	23	1856195	100.00	0	0	0.00	0	0

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the said ordinary resolution may be declared passed.

**Resolution No. 2:** Ordinary Resolution: To declare Dividend for the Financial Year 2018-19.

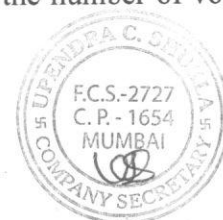
	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
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**Resolution No. 3:** Ordinary Resolution: To appoint a Director in place of Mr. Sanjeev Rungta (DIN: 00053602), who retires by rotation and being eligible, offers himself for re-appointment.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
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...3/-

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7) Out of 8 ballot papers, no ballot paper was rejected.

8) A list of Equity Shareholders, who voted through e-voting and through Ballot is kept ready for handing over to the Company Secretary.

9) Ballot papers and all other relevant records were sealed and are kept ready for handing over to the Company Secretary.

Thanking you,



Yours faithfully,

A handwritten signature in black ink, appearing to be 'U.C. Shukla'.

(U.C. SHUKLA)

COMPANY SECRETARY

FCS: 2727/CP: 1654

Date: 28th September, 2019

Place: Mumbai