



ZENITH FIBRES LIMITED

103, "Synergy House", Subhanpura Road, Vadodara - 390 023, Gujarat, (India)
Tel. No. : +91 - 265 - 228 - 3744 Tel./Fax : +91 - 265 - 228 - 3743
URL : www.zenithfibres.com CIN No. L17120MH1989PLC054580 E-mail : baroda@zenithfibres.com



ISO 9001:2015 Company

To,
The Manager – Listing
The Corporate Service Department,
BSE Limited
P J Towers, Dalal Street
Mumbai – 400 001.

Date : 10th May, 2019

Scrip Code No: 514266

Subject: Postal Ballot Notice and Postal Ballot

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI LODR, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement and Postal Ballot Form dispatched to the members for seeking approval of the members.

The Postal Ballot Notice, along with other relevant documents, are sent to all the Shareholders whose names appear in the Register of Members/ List of Beneficial Owners as on 12th April, 2019 (Cut-off date), seeking their approval as set out in the Postal Ballot Notice.

The Company is offering e-voting facility to its members for which it has availed the services of the Central Depository Services (India) Ltd. (CDSL). The voting through Postal Ballot and through e-voting will commence from Saturday 11th May, 2019(09:00 a.m.) and shall end on Monday, 10th June, 2019 (05:00 p.m.). The results of the Postal Ballot will be announced on or before Thursday, June 13th June, 2019.

Thanking you,
Yours faithfully
For Zenith Fibres Limited

Siddhi Shah
Company Secretary



FACTORY :

Block 458,
P.O. Tundav, Tal. Savli,
Dist Vadodara - 391 775.
Phone: 02667 - 262306, 262342
E-mail : plant@zenithfibres.com

MUMBAI (Regd. Office):

205, Marol Co-Op. Indi. Estate Ltd.
M. V. Road, J. B. Nagar Post
Andheri East, Mumbai - 400 059.
Ph. : 022-28599428, Telefax : 28599429.
E-mail : mumbai@zenithfibres.com

KOLKATA :

225/D, A.J.C. Bose Road,
Kolkata 700020.
Ph.: 22474107
Fax : 033-22902439
E-mail : kolkata@zenithfibres.com

ZENITH FIBRES LIMITED

CIN: L17120MH1989PLC054580

Regd. Office : 205, Marol Bhavan, Sir M. V. Road, J. B. Nagar Post, Andheri (E), Mumbai: 400059
Tel: 022-28599428 **Fax:** 022-28599429 **Email:** baroda@zenithfibres.com **Website:** www.zenithfibres.com

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member (s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, that the resolutions set-out below are proposed to be passed by members by way of Postal Ballot/e-voting. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, setting out all the material facts pertaining to the resolution and a Postal Ballot Form is annexed to the notice for your consideration.

The Board of Directors has appointed Mr. Upendra Shukla, Practicing Company Secretary, as a Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, provisions of Section 108 and 110 of the Act read with the Rules made thereunder, the Company is pleased to provide e-voting facility to the Members to enable them to cast their votes electronically. Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 12/04/2019 may cast their vote electronically on the businesses as set out in the Notice of the Postal Ballot through electronic voting system of Central Depository Services (India) Ltd. ('CDSL').

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Form duly completed in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on 10th June, 2019. The Ballot Form received after the said date will be treated as not received as per Rule 22(12) of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit his Report to the Chairman or any other authorized person of the Company duly authorized by him on his behalf, after completion of the scrutiny of the voting by Postal Ballot and e-voting. The result of Postal Ballot and e-voting shall be declared and notified by the Chairman or any other Director authorised by him on his behalf, on 13th June, 2019 at 5.00 p.m. at the Registered Office of the Company situated at 205, Marol Bhavan, Sir M. V. Road, J. B. Nagar Post, Andheri (East), Mumbai- 400059. The result would be displayed at the Registered Office of the Company, intimated to the BSE Limited (BSE) where the Company's shares are listed, published in the newspapers and also would be displayed alongwith the Scrutinizer's Report on the Company's website viz. www.zenithfibres.com and website of the CDSL. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. 10th June, 2019.

1. To re-appoint Mr. Amitabha J. Ghosh as an Independent Non-Executive Director and in this regard, to consider, and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment, modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulations 16(1)(b) and 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Amitabha J. Ghosh (DIN:00055962), Independent Non-Executive Director of the Company, who has attained the age of 75 years before the expiry of his present term and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from 29th May, 2019 to 28th May, 2024."

"RESOLVED FURTHER THAT Mr. Sanjeev Rungta, Chairman of the Company and/or Ms Siddhi Shah, Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

2. To re-appoint Mr. Mukund B. Beriwal as an Independent Non-Executive Director and in this regard, to consider, and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulations 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mukund B. Beriwal (DIN:00053669), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from 29th May, 2019 to 28th May, 2024.”

“RESOLVED FURTHER THAT Mr. Sanjeev Rungta, Chairman of the Company and/or Ms. Siddhi Shah, Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

3. To amend the Main Object Clause of the Memorandum of Association of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT consent of the members of the Company in pursuance to the provisions of Section 13 of the Companies Act, 2013 be and is hereby accorded for amending the Object Clause of the Memorandum of Association of the Company as under:

1) Nomenclature of Clause III(A) be changed so as to read as ‘THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:’.

2) After sub-clause 1 in Clause III (A), the following new sub-clause be inserted and numbered as sub-clause 2 :

‘To carry on the business of generating, selling, transmitting, distributing, supplying either directly or through others, electricity for use in industries, domestic or any other purpose and also feed to the grid of Electricity Boards or other power grids using coal, lignite, petroleum products or any other substance, wind energy, solar energy, wave energy, tidal energy, hydro energy, nuclear energy or any other form of conventional or non-conventional energy i.e. renewable source of energy and to deal in all kinds of machinery, equipment and appliances required for generating, distributing and consuming electricity.

3) Nomenclature of Clause III(B) be changed so as to read as ‘MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:

4) Existing sub-clause numbers 2 to 25 be renumbered as 3 to 26.

5) Clause III(C) – Other Object – existing sub-clauses bearing numbers 26 to 64 be deleted.

6) The existing Clause IV be deleted and substituted by the following new Clause:

‘The liability of the members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.’

“RESOLVED FURTHER THAT Mr. Sanjeev Rungta, Chairman of the Company and/or Ms. Siddhi Shah, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient for amending the Object Clause of the Memorandum of Association of the Company.”

4. To alter/substitute the Article of Association of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the new set of Articles of Association of the Company, be and is hereby approved and adopted as the Articles of Association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company.”

“RESOLVED FURTHER that the Mr. Sanjeev Rungta, Chairman of the Company and/or Ms. Siddhi Shah Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things that may be deemed necessary, proper or expedient or incidental for the purpose of giving effect to the aforesaid resolution.

By order of the Board of Directors

Sanjeev Rungta
Chairman

DIN: 00053602

Date: 30/03/2019

205, Marol Bhavan, Sir M.V.Road, J. B. Nagar Post, Andheri (East), Mumbai 400059

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, the statement setting out material facts and reasons for the proposed special businesses is annexed hereto.
2. The Notice of the Postal Ballot alongwith the Postal Ballot Form and self-addressed Business Reply Envelope is being sent to all the members, whose e-mail IDs are not registered but whose names appear in the Register of Members/Beneficial Owners as per details furnished by the Depositories as on 12/04/2019. The members, who have registered their e-mail IDs for receipt of documents in electronic mode, will receive Notice by e-mail. Voting rights shall be reckoned on the paid up value of Equity Shares registered in the name of the members as on 12/04/2019.
3. In compliance with the provisions of Section 110 of the Companies Act, 2013 and Rules framed thereunder, the Company is pleased to provide the Members, the facility to exercise their rights to vote by electronic means and the business may be transacted through e-mail services provided by CDSL.
4. Kindly note that the members can opt for only one mode of voting i.e. either by physical ballot or e-voting. If the members opt for e-voting, then they should not vote by physical ballot and vice-e-versa. However, in case members cast their vote by physical ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical ballot will be treated as invalid.
5. A Member cannot exercise his/her vote by proxy on a Postal Ballot.
6. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting-out the material facts are available for inspection of the Members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all the working days except on Saturdays, Sundays and Public Holidays upto 10th June, 2019.
7. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if it has been passed at General Meeting of the Members.
8. A member may seek duplicate Postal Ballot Notice and Postal Ballot Form from the Company's Registrar & Share Transfer Agent namely, Universal Capital Securities Pvt. Ltd. situated at 21, Shakil Niwas, Opp. Satya Sai Baba Temple, Mahakali Caves Road, Andheri (East), Mumbai 400 093. Or may download from company's website www.zenithfibres.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 1 – Re-appointment of Mr. Amitabha J. Ghosh as an Independent Non-Executive Director.**

Mr. Amitabha J. Ghosh was appointed as an Independent Non-Executive Director of the Company by the members at the 25th Annual General Meeting (AGM) of the Company held on 30th July, 2014 for a period of five consecutive years commencing from 29th May, 2014 upto 28th May, 2019.

As per Regulation 17(1A) of the Listing Regulations, effective April 1, 2019, a listed entity shall appoint a person or continue the directorship of any person as a non-executive director, who has attained seventy five years of age only after the concerned listed company has obtained approval of its members by way of a Special Resolution.

Further, as per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and Board of Directors Mr. Amitabha J. Ghosh, being eligible for re-appointment as an Independent Non-Executive Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 29th May, 2019 to 28th May, 2024.

The Company has received a declaration from Mr. Amitabha J. Ghosh stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. Mr. Ghosh is former Governor of Reserve Bank of India has very vast experience in banking field and has very wide experience in Finance, Banking and Management. He is Fellow member of the Indian Institute of Bankers and Institute of Chartered Accountants of India.

In the opinion of the Board, Mr. Amitabha J. Ghosh fulfils the conditions specified under Section 149 (6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16(1)(b) and 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of

Mr. Amitabha J. Ghosh as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day, except Saturdays, Sundays and Public Holidays upto the last day of exercising voting rights i.e. 10th June 2019.

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. Amitabha J. Ghosh as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Amitabha J. Ghosh as an Independent Director for another term of five consecutive years with effect from 29th May, 2019 to 28th May, 2024, for the approval by the shareholders of the Company.

Information about Mr. Amitabha Ghosh as required in pursuance to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards is annexed to this notice.

Except Mr. Amitabha J. Ghosh, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice of postal ballot. Mr. Amitabha J. Ghosh is not related to any Director of the Company nor he holds any share in the capital of the Company.

Item No. 2 – Re-appointment of Mr. Mukund B. Beriwal as an Independent Non-Executive Director.

Mr. Mukund B. Beriwal was appointed as an Independent Non-Executive Director of the Company by the members at the 25th Annual General Meeting (AGM) of the Company held on 30th July, 2014 for a period of five consecutive years commencing from 29th May, 2014 upto 28th May, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mukund B. Beriwal, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 29th May, 2019 to 28th May, 2024, not liable to retire by rotation.

The Company has received a declaration from Mr. Mukund B. Beriwal stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulations 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. Shri Beriwal, is B.A in Economics and has done advance course in Finance from the New York University. He has very wide experience in the Financial Markets of the country.

In the opinion of the Board, Mr. Mukund B. Beriwal fulfils the conditions specified under Section 149 (6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Mukund B. Beriwal as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day, except Saturdays, Sundays and Public Holidays upto the last day of exercising voting rights i.e. 10th June 2019.

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. Mukund B. Beriwal as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Mukund B. Beriwal as an Independent Director for another term of five consecutive years with effect from 29th May, 2019 to 28th May, 2024, for the approval by the shareholders of the Company.

Information about Mr. Mukund Beriwal as required in pursuance to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards is annexed to this notice.

Except Mr. Mukund B. Beriwal, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice of postal ballot. Mr. Mukund B. Beriwal is not related to any Director of the Company nor he holds any share in the capital of the Company.

Item No. 3 – Alteration of the Object Clause of the Memorandum of Association of the Company

The Company's main business is manufacturing and marketing of Polypropylene Staple Fibres and Yarns. Over a period, there has been substantial increase in the electricity rate in Gujarat and thus the cost of the manufacturing of PPSF has drastically gone up. This is making it very difficult to compete with the product manufactured by your Company. After

undertaking several cost cutting measures, the Board of Directors of your Company has come to a conclusion that the Company should generate its own captive electric power. Hence, it is decided to set-up a Wind Turbine Generator (WTG) with an aggregate capacity of 1.5 MW. The entire basic cost of the project is envisaged at around Rs.850 lakhs (plus taxes), which will be entirely financed by internal accruals without any borrowing. This is expected to enable your Company expand its existing activity substantially.

Pursuant to the Companies Act, 2013 the Object Clause of the Memorandum of Association is to be divided into two parts only. Hence, Clause III(C) which enables the Company to undertake the business of generating electric power has become redundant. Your Directors, therefore, propose to amend the existing Object Clause by inserting in Clause III(A) an enabling clause for electricity generation, change the nomenclature of Clause III(A) and III(B) in consonance with the Companies Act, 2013, delete the Clause III(C) and also re-number the existing sub-clauses.

Pursuant to the provisions of Section 13 of the Companies Act, 2013 read with rule 22 of the Companies (Management & Administration) Rules, 2014, a company can amend the object clause of its Memorandum of Association with consent of the shareholders by way of special resolution passed through a postal ballot procedure. Hence, the Board of Directors of the Company recommend passing of a special resolution as stated in the accompanying notice.

A copy of the existing Memorandum of Association as also amended copy of the Memorandum of Association will be uploaded on the website of the Company at www.zenithfibres.com for perusal of the shareholders and will also be available for inspection at the Registered Office of the Company on any working day except Saturdays, Sundays and Public Holidays between 11.00 a.m. to 1.00 p.m. upto the last day of exercising voting rights i.e. 10th June 2019.

The Board recommends the resolution as set out under item no. 3 of the accompanying notice for the approval of the members by special resolution.

None of the Directors, key managerial personnel and their relatives is in any way concerned or interested, financially or otherwise, in the said resolution, except to the extent of their equity holding in the Company.

Item No. 4 –Alteration/Adoption of New Set of Articles of Association of the Company

The existing Articles of Association of the Company as presently in force, are in accordance with the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013 and rules made thereunder, since most of the regulations contained in the Articles of Association have become redundant, it is considered expedient to replace the existing Articles of Association with the new set of Articles of Association. Highlights on changes in the Articles of Association are as under:

- Reference to the sections, sub-sections, clauses etc. of the Companies Act,1956 have been substituted with corresponding sections, sub-sections, clauses etc. of the Companies Act,2013.
- New provisions relating to the Chief Executive Officer and Chief Finance Officer in addition to the Manager and Company Secretary have been added.
- The provisions of the Companies Act,2013 which permit the Company to do some acts, if so authorized by the Articles or which requires the Company to do acts in a prescribed manner unless articles otherwise provide, have been specifically included.

In terms of the provisions of Section 14 of the Companies Act,2013 approval of the Members of the Company by way of special resolution is required for alteration/adoption of a new set of Articles of Association. The altered set of Articles of Association will be uploaded on the website of the Company at www.zenithfibres.com for perusal of the shareholders and will also be available for inspection at the Registered Office of the Company on any working day except Saturdays, Sundays and Public Holidays between 11.00 a.m. to 1.00 p.m. upto the last day of exercising voting rights i.e. 10th June 2019.

The Board recommends the resolution as set out under item no. 4 of the accompanying notice for the approval of the members by special resolution.

None of the Directors, key managerial personnel and their relatives is in any way concerned or interested, financially or otherwise, in the said resolution, except to the extent of their equity holding in the Company.

By order of the Board of Directors

Sanjeev Rungta

Chairman

DIN: 00053602

Date: 30/03/2019

205, Marol Bhavan, Sir M.V.Road, J. B. Nagar Post, Andheri (East), Mumbai 400059

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on 11th May 2019 at 9.00 a.m. (Date and Time) and ends on 10th June 2019. at 5.00 p.m. (Date and Time). 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 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <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 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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- 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 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.
- xviii. 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 Corporates.
- 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.

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

Information of Directors to be seeking re-appointment pursuant to Regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards, as on the date of Notice Based on disclosures received from the Directors.

Name of the Director(s)	Mr. Amitabha J. Ghosh (DIN: 00055962)	Mr. Mukund B. Beriwala (DIN: 00053669)
Date of Birth	30/08/1930	29/08/1975
Qualifications	F. C. A.	B. A. in Economics
Expertise in specific functional area	Having wide experience in Finance, Banking and Management	Substantially wide experience in the Financial Markets of the country
Date of first appointment on the Board	29 th May, 2014	29 th May, 2014
Shareholding of the Independent Director in the Company	Nil	Nil
Terms and conditions of re-appointment from 29 th May, 2019	To be re-appointed as an Independent Director for a second term upto 28th May, 2024	To be re-appointed as an Independent Director for a second term upto 28th May, 2024
Details of remuneration last drawn (Rs) (FY 2017-18) (includes Sitting fees and commission, as per the approval of the shareholders)	Rs 40,000	Rs 40,000
Details of proposed remuneration	N. A.	N. A.
Inter-se relationships between <ul style="list-style-type: none"> • Directors • Key Managerial Personnel 	None	None
Number of meetings of the Board attended during the financial year 2018 – 19 as on 30 th March, 2019	Five	Five
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Company	Member of Audit Committee	Chairperson of – Audit Committee, NRC and Stakeholders Committee. Member – CSR Committee.
Other Companies in which he is a Director excluding Directorship in Private and Section 8 Companies*	<ul style="list-style-type: none"> • Kesoram Industries Limited • Avana Logistek Limited 	Kamal Realty Limited
Chairperson/ Membership of the statutory Committee(s) of the Board of Directors of other Listed Companies in which he is a Director*	<p>Kesoram Industries Limited</p> <ul style="list-style-type: none"> • Chairman of Audit Committee • Chairman of Nomination & Remuneration Committee • Chairman of Stake holder Committee • Member of Corporate social Responsibility Committee <p>AvanaLogistek Limited</p> <ul style="list-style-type: none"> • Chairman of Audit Committee 	--

By order of the Board of Directors

Sanjeev Rungta
Chairman

DIN: 00053602

Date: 30/03/2019

205, Marol Bhavan, Sir M.V.Road, J. B. Nagar Post, Andheri (East), Mumbai 400059



ZENITH FIBRES LIMITED

Regd. Office: 205, Marol Bhavan, 2nd Floor, Marol Co-op. Ind. Estate Ltd., M.V.Road, J.B Nagar Post, Andheri, East-Mumbai-400059
E-Mail: baroda@zenithfibres.com **Web:** www.zenithfibres.com **Ph#:** 022-28599428
Fax#: 022-28599429 **CIN:** L17120MH1989PLC054580

POSTAL BALLOT

(Please read the instructions printed overleaf carefully before filling this form)

Serial No:

Sr. Particulars
No. Details

1. Name and Registered Address of the Shareholder
(In Block Letters) :

2. Name(s) of the Joint holder(s), if any, Registered with the Company :

3. Registered Folio No./ *Client ID No.
(*applicable to investors holding shares in dematerialized form)

4. Class of Share : Equity Shares

5. No. of Shares held as on April 12, 2019 :

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated 30th March, 2019, by sending my/our Assent (For) or Dissent (Against) to the said Resolutions by placing a tick (✓) mark at the appropriate box below:

No.	Item No.	I /we assent to the resolution	I/we dissent from the resolution
1	Re-appoint Mr. Amitabha J. Ghosh as an Independent Non-Executive Director for second term of Five years		
2	Re-appoint Mr. Mukund B. Beriwalla as an Independent Non-Executive Director for second term of Five year		
3	Amend the Main Object Clause of the Memorandum of Association of the Company		
4	To alter/substitute the Article of Association of the Company		

Place:

Date:

(Signature of the shareholder)

Important Note: Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self-addressed Business Reply Envelope. Last Date for Receipt of this Postal Ballot Form by the Scrutinizer is 10th June, 2019.

P.T.O

IMPORTANT INSTRUCTIONS

1. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members. Voting period commences at 09:00 Hours IST on 11th May,2019, and ends at 17:00 Hours IST on 10th June,2019 .
2. Voting rights shall be reckoned on the paid-up value of equity shares registered in the names(s) of Members(s) on the cut-off date i.e. Friday, April 12, 2019. A person who is not a member on the relevant date should treat this notice for information purpose only.
3. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached postage pre-paid self- addressed Business Reply Envelope. However, envelopes containing Postal Ballot Form, if sent by courier, registered post or speed post at the expense of the Member, will also be accepted.
4. Alternatively, a Member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice sent herewith.
5. The Members can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. In case Members cast their vote by Physical Ballot and e-Voting, the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
6. The self-addressed Business Reply Envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.
7. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
8. Consent must be accorded by placing a tick mark in the column, "I/We assent to the Resolution", or dissent must be accorded by placing a tick mark in the column, "I/We dissent to the Resolution". Form bearing tick mark in both the columns will be treated as invalid. A Member need not use all of his/ her votes nor does he/she need to cast his/her votes in the same way.
9. The votes of a Member will be considered invalid on any of the following grounds
 - a. If a form other than the Postal Ballot Form issued by the Company is used.
 - b. If the Postal Ballot Form has not been signed by or on behalf of the Member.
 - c. If the Member's signature does not tally with the specimen signature with the Company.
 - d. If the Member has marked his/her/its vote both for `Assent` and also for `Dissent` to the `Resolution` in such manner that the aggregate Equity Shares voted for `Assent` and `Dissent` exceeded total number of Shares held.
 - e. If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - f. If the Postal Ballot Form is incomplete and incorrectly filled.
 - g. If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for `Assent` or `Dissent`, or neither assent or dissent is mentioned or if the signature could not be verified, or one or more of the above grounds
 - h. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
10. Duly completed Postal Ballot Form should reach the Scrutinizer not later than by 17:00 Hours IST on 10th June 2019. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
11. A Member may request for a duplicate Postal Ballot Form from the Registrar and Share Transfer Agent, Unit: Zenith Fibres Limited, Universal Capital Securities Pvt. Ltd. situated at 21, Shakil Niwas, Opp. Satya Sai Baba Temple, Mahakali Caves Road, Andheri (East), Mumbai 400 093 or from the Company at its Registered Office or download the same from the Company's website www.zenithfibres.com
12. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/other authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
13. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed Business Reply Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
14. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
15. Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to cs.shah@zenithfibres.com.
16. The result of voting on the Resolutions will be declared on or before 13th June,2019 at the registered office and will also be displayed on the website of the Company www.zenithfibres.com, besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.