



ZENITH FIBRES LIMITED

Mumbai(Regd. Office): 311, Marol Bhavan, Marol Co-op. Ind. Estate Ltd., M.V Road, J.B Nagar
Post, Andheri East, Mumbai-400059 Ph# 022-40153860
CIN: L40100MH1989PLC054580 E mail: mumbai@zenithfibres.com URL:www.zenithfibres.com

October 1, 2023

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

Dear Sir,

Sub: Declaration of voting results
Script code Ref: 514266

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

Corp. Office : 103, Synergy House, Subhanpura, Vadodara-390023 Ph#0265-2283744 Fax#0265-2283743 E mail: baroda@zenithfibres.com

Plant : Block 458, P O Tundav, Dist.Vadodara-391775 Tal. Savli , -M#918780601186,91-8780601179 E mail: plant@zenithfibres.com

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,
311, Marol Bhavan, Marol Co-op. Ind. Estate Ltd.,
M.V. Road, J.B Nagar Post, Andheri East,
Mumbai-400 059.

Dear Sir,

**Sub: Combined Report on Remote e-voting and e-voting conducted
at the 34th Annual General Meeting of Zenith Fibres Ltd.**

- 1) I, Upendra C. Shukla, Practising Company Secretary, was appointed as the Scrutinizer by the Board of Directors to scrutinize the remote e-voting process as also e-voting by Members at the 34th Annual General Meeting ('AGM') of the members of Zenith Fibres Ltd. (hereinafter referred to as 'the Company'), held through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') on Friday, the 29th September, 2023 at 11.00 a.m.
- 2) Pursuant to the circulars Nos. 14/2020, 17/2020, 20/2020, 33/2020, 39/2020, 10/2021, 20/2021, 2/2022 and 10/2022 dated April, 2020, 13th April, 2020, 5th May, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 08 December, 2021, 05th May, 2022 and 28th December, 2022 respectively issued by the Ministry of Corporate Affairs (MCA Circulars) read with circular dated 12th May, 2020, 15th January, 2021, 13th May, 2022 and 05th January, 2023 issued by the Securities Exchange Board of India (SEBI), the notice dated 12th August, 2023 as confirmed by the Company, was sent to the Members in respect of below mentioned resolutions through electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories.
- 3) As per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, as also in accordance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting and e-voting at the AGM to the Shareholders to cast their votes electronically on all the resolutions proposed in the Notice of the 34th AGM.
- 4) The Company had appointed Central Depository Services (India) Limited. (CDSL) as Service Provider, who provided the facilities for conducting the Remote e-voting, for participation by the Shareholders in the AGM through VC/OAVM and e-voting during the said AGM.
- 5) My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the votes cast 'in favour' or 'against' the resolutions, based on the reports generated from the electronic voting system provided by the CDSL. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the AGM.

Based on the reports generated from the e-voting system provided by the CDSL, I submit my report on e-voting as under:

- a) The Remote e-voting period commenced from Tuesday, the 26th September, 2023 at 9.00 a.m. (IST) and ended on Thursday, the 28th September, 2023 at 5.00 p.m. (IST).

...2/-

- b) The Company had also provided e-voting facility to the Shareholders, who were present at the AGM through VC/ OAVM and who had not cast their vote on Remote e-voting.
- c) The members of the Company as on the 'cut-off' date i.e. 22nd September, 2023 were entitled to vote on the resolutions as set-out in Item Nos. 1 to 5 of the Notice convening the 34th AGM of the Company.
- d) On completion of e-voting during the AGM, I unblocked the results of the remote e-voting and e-voting by the Shareholders at the AGM, on the CDSL e-voting system/ platform and after downloading the results, counted the votes.
- e) All the 43 Remote/e-voting responses are valid.
- f) I now, submit by combined report as under on the results of the remote e-voting and e-voting at the AGM in respect of the each of the resolutions as set out in the Notice dated 12th August, 2023 convening the AGM:

Resolution No. 1: Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Directors' Report and Auditors' Report thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	37	1895624	96.60	5	66690	3.40	0	0
E-voting at AGM	1	50	0.00	0	0	0.00	0	0
Combined	38	1895674	96.60	5	66690	3.40	0	0

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

Resolution No. 2: Ordinary Resolution: To declare dividend of ₹ 1.50 (Rupee One and Fifty Paise only) per equity share of ₹ 10/- (Rupees Ten only) each (15%) for the Financial Year ended March 31, 2023.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	38	1898368	96.74	4	63946	3.26	0	0
E-voting at AGM	1	50	0.00	0	0	0.00	0	0
Combined	39	1898418	96.74	4	63946	3.26	0	0

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

...3/-

Resolution No. 3: Ordinary Resolution: To appoint a Director in place of Shri Aman Rungta (DIN: 03585306), who retires by rotation and being eligible, offers himself for re-appointment.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	37	1898363	96.74	5	63951	3.26	0	0
E-voting at AGM	1	50	0.00	0	0	0.00	0	0
Combined	38	1898413	96.74	5	63951	3.26	0	0

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

Resolution No. 4: Ordinary Resolution: Appointment of Shri. Vikram Somani (DIN: 00054310) as Independent Director for a term of 5 consecutive years with effect from 1st October, 2023.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	38	1898368	96.74	4	63946	3.26	0	0
E-voting at AGM	1	50	0.00	0	0	0.00	0	0
Combined	39	1898418	96.74	4	63946	3.26	0	0

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

Note: The Company is required to pass a Special Resolution for appointment of an Independent Director under Regulation No. 25(2A) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.

Resolution No. 5: Special Resolution: Appointment of Shri. S.S. Iyer (DIN: 10282513) as Independent Director for a term of 5 consecutive years with effect from 1st April, 2024.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	38	1898368	96.74	4	63946	3.26	0	0
E-voting at AGM	1	50	0.00	0	0	0.00	0	0
Combined	39	1898418	96.74	4	63946	3.26	0	0

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

Thanking you,

Peer Review Certificate No.: 1882/2022
UDIN: F002727E001148806
Date: 30-09-2023
Place: Mumbai

Yours faithfully,

UPENDRA
CHANDRASHA
NKAR SHUKLA

(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654

General information about company	
Scrip code	514266
NSE Symbol	NA
MSEI Symbol	NA
ISIN	INE106C01013
Name of the company	ZENITH FIBRES LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-09-2023
Start time of the meeting	11:00 AM
End time of the meeting	12:15 PM

Scrutinizer Details	
Name of the Scrutinizer	UPENDRA SHUKLA
Firms Name	UPENDRA SHUKLA
Qualification	CS
Membership Number	2727
Date of Board Meeting in which appointed	12-08-2023
Date of Issuance of Report to the company	30-09-2023

Voting results	
Record date	22-09-2023
Total number of shareholders on record date	4177
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	5
b) Public	20
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				receive consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2023 together with the Directors Report and annexures				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1828136	1828136	100	1828136	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1828136	1828136	100	1828136	0	100
Public-Institutions	E-Voting	4500	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4500	0	0	0	0	0
Public- Non Institutions	E-Voting	2111500	134228	6.357	67538	66690	50.3159	49.6841
	Poll							
	Postal Ballot (if applicable)							
	Total		2111500	134228	6.357	67538	66690	50.3159
Total		3944136	1962364	49.754	1895674	66690	96.6015	3.3985
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declare dividend of rs 1.50 per equity share of Rs 10/-each for the financial year ended on 31st March 2023				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1828136	1828136	100	1828136	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1828136	1828136	100	1828136	0	100	0
Public- Institutions	E-Voting	4500	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4500	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2111500	134228	6.357	70282	63946	52.3602	47.6398
	Poll							
	Postal Ballot (if applicable)							
	Total	2111500	134228	6.357	70282	63946	52.3602	47.6398
Total		3944136	1962364	49.754	1898418	63946	96.7414	3.2586
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appoint Shri Aman Rungta(DIN:03585306) who retire by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1828136	1828136	100	1828136	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1828136	1828136	100	1828136	0	100	0
Public- Institutions	E-Voting	4500	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4500	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2111500	134228	6.357	70277	63951	52.3564	47.6436
	Poll							
	Postal Ballot (if applicable)							
	Total	2111500	134228	6.357	70277	63951	52.3564	47.6436
Total		3944136	1962364	49.754	1898413	63951	96.7411	3.2589
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri. Vikram Somani (DIN: 00054310) as Independent Director for a term of 5 consecutive years with effect from 1st October, 2023.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1828136	1828136	100	1828136	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1828136	1828136	100	1828136	0	100	0
Public- Institutions	E-Voting	4500	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4500	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2111500	134228	6.357	70282	63946	52.3602	47.6398
	Poll							
	Postal Ballot (if applicable)							
	Total	2111500	134228	6.357	70282	63946	52.3602	47.6398
Total		3944136	1962364	49.754	1898418	63946	96.7414	3.2586
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	Though inadvertently in Notice ordinary resolution was mentioned, the resolution is passed as a special resolution viz. 96.74% of votes were in favour of the resolution and only 3.26% were against.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri. S.S. Iyer (DIN: 10282513) as Independent Director for a term of 5 consecutive years with effect from 1st April, 2024.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1828136	1828136	100	1828136	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1828136	1828136	100	1828136	0	100	0
Public- Institutions	E-Voting	4500	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4500	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2111500	134228	6.357	70282	63946	52.3602	47.6398
	Poll							
	Postal Ballot (if applicable)							
	Total	2111500	134228	6.357	70282	63946	52.3602	47.6398
Total		3944136	1962364	49.754	1898418	63946	96.7414	3.2586
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

