



Date: October 04<sup>th</sup>, 2023

<b>To</b> <b>The Dy. Gen. Manager,</b> <b>Corporate Relationship Dept.,</b> <b>BSE Limited</b> <b>PJ Tower, Dalal Street,</b> <b>Mumbai-400001</b> <b>Equity Scrip Code: 531845</b>	<b>To,</b> <b>National Stock Exchange of India Ltd.</b> <b>Exchange Plaza,</b> <b>Plot no. C/1, G Block</b> <b>Bandra-Kurla Complex, Bandra (E)</b> <b>Mumbai-400051</b> <b>Equity Scrip Name: ZENITHSTL</b>
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**Sub: Scrutinizer Report of the 61<sup>ST</sup> Annual General Meeting (AGM) of the Company held on Saturday, September 30, 2023.**

Dear Sir(s),

We hereby submit the Report of the Scrutinizer on e-voting, Result of 61<sup>st</sup> Annual General Meeting of the Company held on Saturday, September 30<sup>th</sup>, 2023 at 1.00 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 including the amendments thereof.

Kindly take the above intimation on your record.

**Yours faithfully,**  
**For Zenith Steel Pipes & Industries Limited**

MINAL  
UMESH POTE

Digitally signed  
by MINAL  
UMESH POTE

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**Minal Umesh Pote**  
**Director**  
**DIN: 07163539**

Encl: as above

**ZENITH STEEL PIPES & INDUSTRIES LIMITED**

**Corp. Off.:** Dalamal House, 1st Floor, 206, J.B. Marg, Nariman Point, Mumbai - 400021. India.

Tel.: +91 22 6616 8400, Email: zenith@zenithsteelpipes.com, www.yashbirlagroup.com

CIN: L29220MH1960PLCO11773

**Registered Office:** Industry House, 5th Floor, 159, Churchgate Reclamation, Mumbai 400020

# ANIL SOMANI & ASSOCIATES

## Company Secretaries

B-5, Ganpati Complex, Pur Road, Bhilwara, Rajasthan- 311025  
Email Id: [corporatesolutions14@gmail.com](mailto:corporatesolutions14@gmail.com), (M) 09166611876

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### Scrutinizer's Report

To,  
The Chairman,  
M/s Zenith Steel Pipes & Industries Limited  
(Formerly known as Zenith Birla (India) Limited)  
5<sup>th</sup> Floor, Industry House,  
159, Churchgate Reclamation,  
Mumbai-400020

Dear Sir,

**Sub.: Consolidated Scrutinizer's Report on Remote E-Voting and poll for 61<sup>st</sup> Annual General Meeting of Equity Shareholders held on Saturday, 30<sup>th</sup> September, 2023 through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')**

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Pursuant to the resolution passed by the Board of directors of **Zenith Steel Pipes & Industries Limited (Formerly known as Zenith Birla (India) Limited)** (hereinafter referred to as "company") on 07<sup>th</sup> September, 2023, I had been appointed as the scrutinizer for the remote e-voting process and e-voting to be carried out at the Annual General meeting (hereinafter referred to as "AGM") in fair and transparent manner and ascertaining the requisite majority in respect of the resolutions contained in the notice to the AGM of the members of the company.

To enable wider participation of equity shareholders, pursuant to the provisions of section 108 of the Companies Act, 2013 and rules framed thereunder vide The companies (Management and administration) Rules, 2014 including The companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015 and SEBI's circular no.CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014, every company having its equity shares listed on recognized stock exchange, is required to provide remote e-voting facility to their shareholders on all shareholders' resolutions to be passed at general meeting or through postal ballot. Since the company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, remote e-voting which has been made applicable, the company provided for the same.

The company accordingly made arrangements with the system provider National Security Depository Limited (herein after referred as "NSDL"), depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, Bigshare Services Pvt. Ltd. (herein after referred as "RTA") to set up the e-voting facility on the NSDL e-voting Website <https://www.evotingindia.com>.

The company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by NSDL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the AGM notice dated 07<sup>th</sup> September, 2023. The members of the company as on the cut- off date i.e. 23<sup>rd</sup> September, 2023 were entitled to vote on the resolutions contained in the notice to the AGM of the members of the company.

# ANIL SOMANI & ASSOCIATES

## Company Secretaries

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Further to the above, I submit my report as under: -

1) As confirmed by management, the AGM notice dated 07<sup>th</sup> September, 2023 under section 101 of the Companies Act, 2013 was dispatched to 45802 (Forty Five Thousand Eight Hundred and Two) shareholders (cutoff date for sending AGM notice is September 01, 2023) by electronic means via e-mail respectively on 08<sup>th</sup> September, 2023.

2) As stated in sub rules 4 of rule 20 of the companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of the (Management and Administration) Rules, 2014 an advertisement was published by the company on 09<sup>th</sup> September, 2023 Active Times (English Daily) and Mumbai Lakshdeep (Marathi Newspaper), informing about the completion of the dispatch of the AGM notices, by electronic means via e-mail, to the shareholders along with other related matters mentioned therein.

3) The remote e-voting period remained open 26<sup>th</sup> September, 2023 at 9:00 A.M. and ends on 29<sup>th</sup> September, 2023 at 05:00 P.M.

4) The members of the company as on the cut-off date i.e. 23<sup>rd</sup> September, 2023 were entitled to vote on the resolutions.

5) The votes cast through remote e-voting were unblocked in the presence of 2 witnesses who are not in the employment of the company.

6) The total number of fully paid up shares of the company outstanding as on 23<sup>rd</sup> September, 2023 were 142280448. As on cut-off date, out of 75722 shareholders, 163 shareholders have exercised their votes through remote e- voting and e-voting at the AGM. Total 60 shareholders were present at the meeting held on 30<sup>th</sup> September, 2023. The results (consolidated) for the item placed for consideration by the members is given below.

### **Resolution 1: To receive, consider and adopt:**

**a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and**

**b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.**

Total No. of shareholders	75722		
Total No. of shares	142280448		
		<b>Number of shareholders /Folio</b>	<b>Number of shares/votes</b>
Total votes cast through remote e-voting	A	163	23326869
Total votes cast through e-voting at AGM	B	1	10000
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	<b>164</b>	<b>23336869</b>
Less: Invalid remote e-voting/ e-voting at AGM*(on account of signature not matched)	D	0	0
Net remote e-voting/ e-voting at AGM(c-d)	E	<b>164</b>	<b>23336869</b>

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Email Id: [corporatesolutions14@gmail.com](mailto:corporatesolutions14@gmail.com), (M) 09166611876

### SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor  (4)	No. of Votes against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	22257157	22255744	99.99	22255744	0	100.00	0.00
	POLL		0	0	0	0	0	0.00
	TOTAL		22257157	22255744	99.99	22255744	0	100.00
Public - Institutions	E-VOTING	327405	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	TOTAL		327405	0	0.00	0	0	0.00
Public-Non Institutions	E-VOTING	119695886	1081125	0.90	1073875	7250	99.33	0.67
	POLL		0	0	0	0	0	0
	TOTAL		119695886	1081125	0.90	1073875	7250	99.33
<b>TOTAL</b>		<b>142280448</b>	<b>23336869</b>	<b>16.40</b>	<b>23329619</b>	<b>7250</b>	<b>99.97</b>	<b>0.03</b>

### RESULT: -

Since, the number of votes cast in favour of the resolution is 99.97%, I report that the ordinary resolution as set out in the notice of AGM dated 07<sup>th</sup> September, 2023 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

**Resolution 2: To appoint a director in place of Pramod Shivaji Bhosale (DIN: 08669615), Director who retire by rotation and being eligible offers herself for reappointment.**

Total No. of shareholders	75722		
Total No. of shares	142280448		
		<b>Number of shareholders /Folio</b>	<b>Number of shares/votes</b>
Total votes cast through remote e-voting	A	162	23325949
Total votes cast through e-voting at AGM	B	1	10000
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	<b>163</b>	<b>23335949</b>
Less: Invalid remote e-voting/ e-voting at AGM*(on account of signature not matched)	D	0	0
Net remote e-voting/ e-voting at AGM(c-d)	E	<b>163</b>	<b>23335949</b>

# ANIL SOMANI & ASSOCIATES

## Company Secretaries

B-5, Ganpati Complex, Pur Road, Bhilwara, Rajasthan- 311025  
Email Id: [corporatesolutions14@gmail.com](mailto:corporatesolutions14@gmail.com), (M) 09166611876

### SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor  (4)	No. of Votes against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	22257157	22255744	99.99	22255744	0	100.00	0.00
	POLL		0	0	0	0	0	0.00
	TOTAL	22257157	22255744	99.99	22255744	0	100.00	0.00
Public - Institutions	E-VOTING	408382	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	TOTAL	408382	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	119614909	1080205	0.90	1066935	13270	98.77	1.23
	POLL		0	0	0	0	0	0
	TOTAL	119614909	1080205	0.90	1066935	13270	98.77	1.23
<b>TOTAL</b>		<b>142280448</b>	<b>23335949</b>	<b>16.40</b>	<b>23322679</b>	<b>13270</b>	<b>99.94</b>	<b>0.06</b>

### RESULT: -

Since, the number of votes cast in favour of the resolution is 99.94%, I report that the ordinary resolution as set out in the notice of AGM dated 07<sup>th</sup> September, 2023 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

### Resolution 3: To ratify remuneration of M/s. Y. R. Doshi & Co., Cost Auditor of the Company

Total No. of shareholders	75722		
Total No. of shares	142280448		
		<b>Number of shareholders /Folio</b>	<b>Number of shares/votes</b>
Total votes cast through remote e-voting	A	162	23325949
Total votes cast through e-voting at AGM	B	1	10000
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	<b>163</b>	<b>23335949</b>
Less: Invalid remote e-voting/ e-voting at AGM*(on account of signature not matched)	D	0	0
Net remote e-voting/ e-voting at AGM(c-d)	E	<b>163</b>	<b>23335949</b>

# ANIL SOMANI & ASSOCIATES

## Company Secretaries

B-5, Ganpati Complex, Pur Road, Bhilwara, Rajasthan- 311025

Email Id: [corporatesolutions14@gmail.com](mailto:corporatesolutions14@gmail.com), (M) 09166611876

### SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor  (4)	No. of Votes against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	22257157	22255744	99.99	22255744	0	100.00	0.00
	POLL		0	0	0	0	0	0.00
	<b>TOTAL</b>	<b>22257157</b>	<b>22255744</b>	<b>99.99</b>	<b>22255744</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-VOTING	408382	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	<b>TOTAL</b>	<b>408382</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public-Non Institutions	E-VOTING	119614909	1080205	0.90	1071434	8771	99.19	0.81
	POLL		0	0	0	0	0	0
	<b>TOTAL</b>	<b>119614909</b>	<b>1080205</b>	<b>0.90</b>	<b>1071434</b>	<b>8771</b>	<b>99.19</b>	<b>0.81</b>
<b>TOTAL</b>		<b>142280448</b>	<b>23335949</b>	<b>16.40</b>	<b>23327178</b>	<b>8771</b>	<b>99.96</b>	<b>0.04</b>

### RESULT: -

Since, the number of votes cast in favour of the resolution is 99.96%, I report that the ordinary resolution as set out in the notice of AGM dated 07<sup>th</sup> September, 2023 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

**Resolution 4: To approve the re-appointment of Mrs. Bhavika Sharma (DIN: 08846865) as an Independent Director of the Company for a second term of three consecutive years**

Total No. of shareholders	75722		
Total No. of shares	142280448		
		<b>Number of shareholders /Folio</b>	<b>Number of shares/votes</b>
Total votes cast through remote e-voting	A	162	23325949
Total votes cast through e-voting at AGM	B	1	10000
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	<b>163</b>	<b>23335949</b>
Less: Invalid remote e-voting/ e-voting at AGM*(on account of signature not matched)	D	0	0
Net remote e-voting/ e-voting at AGM(c-d)	E	<b>163</b>	<b>23335949</b>

# ANIL SOMANI & ASSOCIATES

## Company Secretaries

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### SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor  (4)	No. of Votes against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	22257157	22255744	99.99	22255744	0	100.00	0.00
	POLL		0	0	0	0	0	0.00
	TOTAL	22257157	22255744	99.99	22255744	0	100.00	0.00
Public - Institutions	E-VOTING	408382	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	TOTAL	408382	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	119614909	1080205	0.90	1067335	12870	98.81	1.19
	POLL		0	0	0	0	0	0
	TOTAL	119614909	1080205	0.90	1067335	12870	98.81	1.19
<b>TOTAL</b>		<b>142280448</b>	<b>23335949</b>	<b>16.40</b>	<b>23323079</b>	<b>12870</b>	<b>99.94</b>	<b>0.06</b>

### RESULT: -

Since, the number of votes cast in favour of the resolution is 99.04%, I report that the special resolution as set out in the notice of AGM dated 07<sup>th</sup> September, 2023 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

**Resolution 5: Regularization of Additional Director Mr. Ganesh Ramesh Mahendrakar (DIN :10240514) as a director (Independent Category) of the company**

Total No. of shareholders	75722		
Total No. of shares	142280448		
		<b>Number of shareholders /Folio</b>	<b>Number of shares/votes</b>
Total votes cast through remote e-voting	A	162	23325949
Total votes cast through e-voting at AGM	B	1	10000
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	<b>163</b>	<b>23335949</b>
Less: Invalid remote e-voting/ e-voting at AGM*(on account of signature not matched)	D	0	0
Net remote e-voting/ e-voting at AGM(c-d)	E	<b>163</b>	<b>23335949</b>

# ANIL SOMANI & ASSOCIATES

## Company Secretaries

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Email Id: [corporatesolutions14@gmail.com](mailto:corporatesolutions14@gmail.com), (M) 09166611876

### SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor  (4)	No. of Votes against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	22257157	22255744	99.99	22255744	0	100.00	0.00
	POLL		0	0	0	0	0	0.00
	TOTAL		22257157	22255744	99.99	22255744	0	100.00
Public - Institutions	E-VOTING	408382	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	TOTAL		408382	0	0.00	0	0	0.00
Public-Non Institutions	E-VOTING	119614909	1080205	0.90	1067255	12950	98.80	1.20
	POLL		0	0	0	0	0	0
	TOTAL		119614909	1080205	0.90	1067255	12950	98.80
<b>TOTAL</b>		<b>142280448</b>	<b>23335949</b>	<b>16.40</b>	<b>23322999</b>	<b>12950</b>	<b>99.94</b>	<b>0.06</b>

### RESULT: -

Since, the number of votes cast in favour of the resolution is 99.94%, I report that the special resolution as set out in the notice of AGM dated 07<sup>th</sup> September, 2023 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

I further report that as per the notice dated 07<sup>th</sup> September, 2023, the chairman may declare and confirm the above result. The result of AGM together with the Scrutinizer's Report would be displayed on the company's website [www.zenithsteelpipes.com](http://www.zenithsteelpipes.com) and on the website of NSDL and shall also be communicated to the stock Exchange.

I further report that as per the said rules, the records maintained by me including the data as obtained from NSDL, the system provider for the remote e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through polling at AGM, which includes all the particulars of the shareholders such as the name, folio number /DPID/client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the chairman /company secretary of the company.

The report may be treated as a report under section 109 of the companies Act, 2013 and rule 21(2) of the companies (Management and Administration) Rules 2014.



# ANIL SOMANI & ASSOCIATES

## Company Secretaries

B-5, Ganpati Complex, Pur Road, Bhilwara, Rajasthan- 311025

Email Id: [corporatesolutions14@gmail.com](mailto:corporatesolutions14@gmail.com), (M) 09166611876

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I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and e-voting at AGM.

Yours Faithfully,

ANIL KUMAR  
SOMANI

Digitally signed by ANIL KUMAR  
SOMANI  
Date: 2023.10.04 11:47:02 +05'30'

**Name and Signature of the Scrutinizer**

**Anil Kumar Somani**

**Practicing Company Secretary**

**COP: 13379**

**UDIN number A036055E001170815**

**Date: 04.10.2023**

**Place: Bhilwara**

**Countersigned by**

MINAL  
UMESH  
POTE

Digitally  
signed by  
MINAL  
UMESH POTE

.....  
**Director**

**Zenith Steel Pipes & Industries Limited**