



Date: October 04th, 2022

To,
Corporate Relationship
Department BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001

Scrip Code: 531845

Sub: Scrutinizer Report of the 60th Annual General Meeting (AGM) of the Company held on Friday, September 30, 2022.

Dear Sir(s),

We hereby submit the Report of the Scrutinizer on e-voting, Result of 60th Annual General Meeting of the Company held on Friday, September 30th, 2022 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



Purushottam Digambar Sonavane
Director
(DIN: 08405653)

Encl: as above.

ZENITH STEEL PIPES & INDUSTRIES LIMITED

ANIL SOMANI & ASSOCIATES

Company Secretaries

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

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

Scrutinizer's Report

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

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on Remote E-Voting and poll for 60th Annual General Meeting of Equity Shareholders held on Friday, 30th September, 2022

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 26th August, 2022, I had been appointed as the scrutinizer for the remote e-voting process and polling 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 26th August, 2022. The members of the company as on the cut- off date i.e. 23rd September, 2022 were entitled to vote on the resolutions contained in the notice to the AGM of the members of the company.

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

1) As confirmed by management, the AGM notice dated 26th August, 2022 under section 101 of the Companies Act, 2013 was dispatched to 41011 (Forty One Thousand and Eleven) shareholders (cutoff date for sending AGM notice is September 07, 2022) by electronic means via e-mail respectively on 12th September, 2022.

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 14th September, 2022 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 26th September, 2022 at 9:00 A.M. and ends on 29th September, 2022 at 05:00 P.M.

4) The members of the company as on the cut-off date i.e. 23rd September, 2022 were entitled to vote on the resolutions.

5) The empty polling box was locked and sealed in the presence of members. After the conclusion of voting at AGM, votes cast at the meeting were counted first and 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 23rd September, 2022 were 142280448. As on cut-off date, out of 73782 shareholders, 247 shareholders have exercised their votes through remote e- voting and e-voting at the AGM. Total 35 shareholders were present at the meeting held on 30th September, 2022. 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, 2022, 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, 2022, together with the Report of the Auditors thereon.

Total No. of shareholders	73782		
Total No. of shares	142280448		
		Number of shareholders /Folio	Number of shares/votes
Total votes cast through remote e-voting	A	231	13160632
Total votes cast through e-voting at AGM	B	16	6642
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	247	13167274
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	247	13167274

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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	8364484	37.58	8364484	0	100.00	0.00
	POLL		0	0	0	0	0	0.00
	TOTAL		22257157	8364484	37.58	8364484	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	4802790	4.02	4594771	208019	95.67	4.33
	POLL		0	0	0	0	0	0
	TOTAL		119614909	4802790	4.02	4594771	208019	95.67
TOTAL		142280448	13167274	9.25	12959255	208019	98.42	1.58

RESULT: -

Since, the number of votes cast in favour of the resolution is 98.42%, I report that the ordinary resolution as set out in the notice of AGM dated 26th August, 2022 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 Minal Umesh Pote (DIN: 07163539), Director who retire by rotation and being eligible offers herself for reappointment.

Total No. of shareholders	73782		
Total No. of shares	142280448		
		Number of shareholders /Folio	Number of shares/votes
Total votes cast through remote e-voting	A	230	13159815
Total votes cast through e-voting at AGM	B	16	6642
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	246	13166457
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	246	13166457

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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	8364484	37.58	8364484	0	100.00	0.00
	POLL		0	0	0	0	0	0.00
	TOTAL	22257157	8364484	37.58	8364484	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	4801973	4.02	4547626	254347	94.70	5.30
	POLL		0	0	0	0	0	0
	TOTAL	119614909	4801973	4.02	4547626	254347	94.70	5.30
TOTAL		142280448	13166457	9.25	12912110	254347	98.07	1.93

RESULT: -

Since, the number of votes cast in favour of the resolution is 98.07%, I report that the ordinary resolution as set out in the notice of AGM dated 26th August, 2022 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	73782		
Total No. of shares	142280448		
		Number of shareholders /Folio	Number of shares/votes
Total votes cast through remote e-voting	A	229	13159950
Total votes cast through e-voting at AGM	B	17	6990
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	246	13166940
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	246	13166940

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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	8364484	37.58	8364484	0	100.00	0.00
	POLL		0	0	0	0	0	0.00
	TOTAL		22257157	8364484	37.58	8364484	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	4802456	4.02	4589607	212849	95.57	4.43
	POLL		0	0	0	0	0	0
	TOTAL		119614909	4802456	4.02	4589607	212849	95.57
TOTAL		142280448	13166940	9.25	12954091	212849	98.38	1.62

RESULT: -

Since, the number of votes cast in favour of the resolution is 98.38%, I report that the ordinary resolution as set out in the notice of AGM dated 26th August, 2022 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: Re-appointment of Mrs. Sadhana Patil, (DIN: 06565115) as an Independent Director of the Company for a second term of three consecutive years

Total No. of shareholders	73782		
Total No. of shares	142280448		
		Number of shareholders /Folio	Number of shares/votes
Total votes cast through remote e-voting	A	230	13160060
Total votes cast through e-voting at AGM	B	16	6642
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	246	13166702
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	246	13166702

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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	8364484	37.58	8364484	0	100.00	0.00
	POLL		0	0	0	0	0	0.00
	TOTAL	22257157	8364484	37.58	8364484	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	4802218	4.02	4542686	259532	94.60	5.40
	POLL		0	0	0	0	0	0
	TOTAL	119614909	4802218	4.02	4542686	259532	94.60	5.40
TOTAL		142280448	13166702	9.25	12907170	259532	98.03	1.97

RESULT: -

Since, the number of votes cast in favour of the resolution is 98.03%, I report that the special resolution as set out in the notice of AGM dated 26th August, 2022 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

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I further report that as per the notice dated 26th August, 2022, 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 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.

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

Yours Faithfully,

Name and Signature of the Scrutinizer

Anil Kumar Somani

Practicing Company Secretary

COP: 13379

UDIN number A036055D001110106

Date: 01.10.2022

Place: Bhilwara

Countersigned by

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Director

Zenith Steel Pipes & Industries Limited