



ZENITH FIBRES LIMITED

MUMBAI (Regd. Office) :- 205, Marol Bhavan, 2nd Floor, Marol co-op. Indl. Estate Ltd.,
M. V. Road, J. B. Nagar Post, Andheri East, Mumbai - 400 059.
Phone : 28599428 Telefax : 28599429 E-mail : mumbai@zenithfibres.com
Internet : www.zenithfibres.com CIN No. L17120MH1989PLC054580



ISO 9001:2008 Company

October 1, 2015

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

Dear Sir,

Sub: Declaration of voting results

We would like to inform you that the 26th Annual General Meeting of the Company was held on Tuesday, 29th September, 2015. The results of the votes cast through remote e-voting and ballot on all the resolutions are enclosed alongwith a copy of consolidated scrutinizer's report, which is also available on the Company's website www.zenithfibres.com.

The details regarding the voting results in specified format would be submitted separately as per Clause 35A of the listing agreement.

Please acknowledge receipt.

Thanking you,

Yours faithfully,
For ZENITH FIBRES LTD.

(C. UNNIKISHNAN)
COMPLIANCE OFFICER

Encl: As above.

BARODA :

401,402, "TAKSH PARADIGM"
5, Charotar Co-Op. Hsg. Society,
Old Padra Rd., Baroda-390 020.
Ph.: (0265) 2337247, 2345184
Fax : 0265-2339490
E-mail : baroda@zenithfibres.com

FACTORY :

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

KOLKATA :

225/D, A.J.C. Bose Road,
Kolkata 700020.
Ph.: 22474107, 22470253
Fax : 033-22902439
E-mail : kolkata@zenithfibres.com

DELHI :

Gr. Floor, 121, Priya Enclave,
Near Karkardooma Court,
New Delhi - 110092.
Telefax : 011-22379113
E-mail : delhi@zenithfibres.com



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ISO 9001:2008 Company

Announcement of Results of Voting on various resolutions placed in the Annual General Meeting held on 29th September, 2015.

Results of voting by remote e-voting and ballot system conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies Act (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement.

In this regard, the Company had appointed Mr. Anand Raj Jain, Chartered Accountant, as Scrutinizer to scrutinize the remote e-voting and ballot process. Mr. A.R. Jain has submitted his report. The details of consolidated voting by remote e-voting and ballot are as under:

Resolution No. 1: Ordinary Resolution: To Receive, consider and adopt Audited Balance Sheet as on 31st March, 2015 and Statement of Profit & Loss Account for the year ended on that date along with Directors' Report and Auditors' Report thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares / votes
E-voting	3	800	100	0	0	0	-	-
Poll	21	21,87,859	100	0	0	0	-	-
Combined	24	21,88,659	100	0	0	0	-	-

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

Resolution No. 2: Ordinary Resolution: To declare Dividend.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares / votes
E-voting	3	800	100	0	0	0	-	-
Poll	21	21,87,859	100	0	0	0	-	-
Combined	24	21,88,659	100	0	0	0	-	-

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

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DELHI :

Gr. Floor, 121, Priya Enclave,
Near Karkardooma Court,
New Delhi - 110092.
Telefax : 011-22379113
E-mail : delhi@zenithfibres.com

Resolution No. 3: Ordinary Resolution: To appoint Director in place of Mr. Rajeev Rungta (DIN:00122221) who retires by rotation, and being eligible offers himself for reappointment.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares / votes
E-voting	3	800	100	0	0	0	-	-
Poll	21	21,87,859	100	0	0	0	-	-
Combined	24	21,88,659	100	0	0	0	-	-

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

Resolution No. 4: Ordinary Resolution: To appoint statutory auditors of the company to hold office until conclusion of 27th Annual General meeting and to fix their remuneration.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares / votes
E-voting	3	800	100	0	0	0	-	-
Poll	21	21,87,859	100	0	0	0	-	-
Combined	24	21,88,659	100	0	0	0	-	-

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

Resolution No. 5: Ordinary Resolution: To appoint Dr. Satishchandra Ramrao Vengsarker (DIN:05307037) as an Independent Director of the Company.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares / votes
E-voting	3	800	100	0	0	0	-	-

Poll	21	21,87,859	100	0	0	0	-	-
Combined	24	21,88,659	100	0	0	0	-	-

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

Resolution No. 6: Ordinary Resolution: To appoint Mr. Abhishek Rungta (DIN:00533730) as an Independent Director of the Company.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares / votes
E-voting	3	800	100	0	0	0	-	-
Poll	21	21,87,859	100	0	0	0	-	-
Combined	24	21,88,659	100	0	0	0	-	-

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

Resolution No. 7: Ordinary Resolution: To appoint Ms. Shraddha Mookim (DIN:06948233) as an Independent Director of the Company.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares / votes
E-voting	3	800	100	0	0	0	-	-
Poll	21	21,87,859	100	0	0	0	-	-
Combined	24	21,88,659	100	0	0	0	-	-

Resolution No. 8: Special Resolution: To cancel 13,32,181 equity shares which were forfeited.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares / votes
E-voting	3	800	100	0	0	0	-	-
Poll	21	21,87,859	100	0	0	0	-	-

Combined	24	21,88,659	100	0	0	0	-	-
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Based on the above, I declare the Resolution has been passed by the Members with requisite majority.

For ZENITH FIBRES LTD.



(SANJEEV RUNGTA)
CHAIRMAN

Place: Mumbai
Date : 01.10.2015

Anand Raj Jain
Chartered Accountant
46, Mulji Jetha Bldg, 2nd Floor,
Above Bank of Baroda,
185/187, Princess Street
Mumbai- 400002
Tel: 22001747/ FAX 22001652
Email: caanandjain88@gmail.com

Shri Sanjeev Rungta,
Chairman,
Zenith Fibres Limited
205, Marol Bhavan,
2nd Floor, Marol Co-Op Ind. estate,
M.V.Road, J.B. Nagar Post,
Andheri (East),
Mumbai – 400059.

Dear Sir,

Sub: Combined Report on e-voting and voting by Poll conducted at the 26th Annual General Meeting of Zenith Fibres Limited.

- 1) As per the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as also the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to cast their votes electronically on all the resolutions proposed in the Notice of the 26th Annual General Meeting.
- 2) In line with the provisions of the Companies Act, 2013 and in term of the clarifications issued by MCA, voting by show of hands is not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 26th Annual General Meeting of the Company, voting was announced by the Chairman and was conducted by means of poll.
- 3) I, Anand Raj Jain, Chartered Accountant, was appointed as the Scrutinizer by the Company to scrutinize the electronic voting process. I was also appointed as scrutinizer to scrutinize the voting by means of Poll at the 26th Annual General Meeting (AGM). The said appointment was for ascertaining the requisite majority on e-voting as also on Poll carried out for the resolutions proposed to be passed at the 26th AGM of the Shareholders of the Company, held on Tuesday, the 29th September, 2015.
- 4) M/s. Universal Capital Securities Pvt. Ltd., the Registrar and Share Transfer Agents of the Company, provided all the requisite data of shareholders eligible for voting.
- 5) My responsibility as a scrutinizer for voting on Poll, is also to make a Combined Report on the votes cast 'in favour' or 'against' the resolutions placed before the 26th AGM of the Company.

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- 6) Based on the reports generated from the e-voting system provided by the CDSL and also votes cast on poll, I submit the consolidated results of the e-voting and the Poll as under:

Resolution No. 1: Ordinary Resolution: To Receive, consider and adopt Audited Balance Sheet as on 31st March, 2015 and Statement of Profit & Loss Account for the year ended on that date along with Directors' Report and Auditors' Report thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares / votes
E-voting	3	800	100	0	0	0	-	-
Poll	21	21,87,859	100	0	0	0	-	-
Combined	24	21,88,659	100	0	0	0	-	-

Resolution No. 2: Ordinary Resolution: To declare Dividend.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares / votes
E-voting	3	800	100	0	0	0	-	-
Poll	21	21,87,859	100	0	0	0	-	-
Combined	24	21,88,659	100	0	0	0	-	-

Resolution No. 3: Ordinary Resolution: To appoint Director in place of Mr. Rajeev Rungta (DIN:00122221) who retires by rotation, and being eligible offers himself for reappointment.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares / votes
E-voting	3	800	100	0	0	0	-	-
Poll	21	21,87,859	100	0	0	0	-	-
Combined	24	21,88,659	100	0	0	0	-	-

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Resolution No. 4: Ordinary Resolution: To appoint statutory auditors of the company to hold office until conclusion of 27th Annual General meeting and to fix their remuneration.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares / votes
E-voting	3	800	100	0	0	0	-	-
Poll	21	21,87,859	100	0	0	0	-	-
Combined	24	21,88,659	100	0	0	0	-	-

Resolution No. 5: Ordinary Resolution: To appoint Dr. Satishchandra Ramrao Vengsarker (DIN:05307037) as an Independent Director of the Company.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares / votes
E-voting	3	800	100	0	0	0	-	-
Poll	21	21,87,859	100	0	0	0	-	-
Combined	24	21,88,659	100	0	0	0	-	-

Resolution No. 6: Ordinary Resolution: To appoint Mr. Abhishek Rungta (DIN:00533730) as an Independent Director of the Company.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares / votes
E-voting	3	800	100	0	0	0	-	-
Poll	21	21,87,859	100	0	0	0	-	-
Combined	24	21,88,659	100	0	0	0	-	-

Resolution No. 7: Ordinary Resolution: To appoint Ms. Shraddha Mookim (DIN:06948233) as an Independent Director of the Company.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares / votes
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Poll	21	21,87,859	100	0	0	0	-	-
Combined	24	21,88,659	100	0	0	0	-	-


Resolution No. 8: Special Resolution: To cancel 13,32,181 equity shares which were forfeited.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares / votes
E-voting	3	800	100	0	0	0	-	-
Poll	21	21,87,859	100	0	0	0	-	-
Combined	24	21,88,659	100	0	0	0	-	-

- 7) Out of 22, One ballot paper was rejected due to signature mismatch as reconciled with the records of Registrar and Transfer Agent. There was no invalid ballot paper in the box.
- 8) A Compact Disc (CD) containing a list of Equity Shareholders, who voted 'For', 'Against' through e-voting and those whose votes were declared invalid for each resolution and data of polling is kept ready for handing over to the Company Secretary.
- 9) Poll papers and all other relevant records were sealed and are kept ready for handing over to the Company Secretary.

Thanking you,

Yours faithfully,


(ANAND RAJ JAIN)
CHARTERED ACCOUNTANT
M.N. 042051

Date: 01/10/2015
Place: Mumbai