



# 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

1<sup>st</sup> October, 2016

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 27<sup>th</sup> Annual General Meeting of the Company was held on Thursday, 29<sup>th</sup> September, 2016. The details regarding the voting results in specified format as per Regulation 44(3) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 is attached herewith alongwith the scrutinizers report.

Please acknowledge receipt.

Thanking you,

Yours faithfully,

For ZENITHFIBRES LTD.

(Siddhi Shah)  
Company Secretary and 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

ZENITH FIBRES LIMITED

Registered office: 205, Marol Bhavan, 2<sup>nd</sup> Floor, Marol Co-op. Industrial Estate Ltd., M. V. Road,  
J. B. Nagar Post, Andheri East, Mumbai 400059  
CIN: L17120MH1989PLC054580

**Submission of voting results in specified format under Regulation 44(3) of the SEBI  
(Listing Obligation & Disclosure Requirement) Regulation, 2015.**

1	Date of the AGM	:	29 <sup>th</sup> September, 2016
2	Total number of shareholders on record date	:	4879
3	No. of shareholders present in the meeting either in person or through proxy --- Promoter Group --- Public	:	20(Twenty) 18 (Eighteen)
4	No. of shareholders attended the meeting through video conferencing -- Promoter Group -- Public	:	NIL



### Agenda-wise disclosure

**Resolution No.1:** To receive, consider and adopt the audited financial statements for the year ended 31st March, 2016 together with Directors' Report and Auditors' Report thereon.

Resolution Required			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)	No. of votes in favour (4)	No. of votes – against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
				$[(2)/(1)]*100$			$[(4)/(2)]*100$	$[(5)/(2)]*100$
Promoter & Promoter Group	E-voting	0	0	0	0	0	0	0
	Poll	18,95,296	18,95,296	100	18,95,296	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
Public – Institutional holders	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
Public – Others	E-voting	365	365	100	365	0	100	0
	Poll	57,218	57,218	100	57,218	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
<b>Total</b>		<b>19,52,879</b>	<b>19,52,879</b>	<b>100</b>	<b>19,52,879</b>		<b>100</b>	<b>0</b>

**Resolution No.2:** To declare dividend for the financial year 2015-16.

Resolution Required			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)	No. of votes in favour (4)	No. of votes – against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
				$[(2)/(1)]*100$			$[(4)/(2)]*100$	$[(5)/(2)]*100$
Promoter & Promoter Group	E-voting	0	0	0	0	0	0	0
	Poll	18,95,296	18,95,296	100	18,95,296	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
Public – Institutional holders	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
Public – Others	E-voting	365	365	100	365	0	100	0
	Poll	57,218	57,218	100	57,218	0	100	0





	Postal Ballot	0	0	0	0	0	0	0
Total		19,52,879	19,52,879	100	19,52,879		100	0

**Resolution No.3:** To appoint a Director in place of Mr. Sanjeev Rungta (DIN 00053602) who retires by rotation and being eligible offers himself for reappointment.

Resolution Required			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)	No. of votes in favour (4)	No. of votes – against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
				$[(2)/(1)]*100$			$[(4)/(2)]*100$	$[(5)/(2)]*100$
Promoter & Promoter Group	E-voting	0	0	0	0	0	0	0
	Poll	18,95,296	18,95,296	100	18,95,296	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
Public – Institutional holders	E-voting	0	0	0	0	0		0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
Public – Others	E-voting	365	365	100	365	0	100	0
	Poll	57,218	57,218	100	57,218	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
Total		19,52,879	19,52,879	100	19,52,879		100	0

**Resolution No.4:** To appoint M/s. Jain & Hindocha as Statutory Auditors and fix their remuneration.

Resolution Required			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)	No. of votes in favour (4)	No. of votes – against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
				$[(2)/(1)]*100$			$[(4)/(2)]*100$	$[(5)/(2)]*100$
Promoter & Promoter Group	E-voting	0	0	0	0	0	0	0
	Poll	18,95,296	18,95,296	100	18,95,296	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
Public – Institutional holders	E-voting	0	0	0	0	0		0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
Public – Others	E-voting	365	365	100	365	0	100	0
	Poll	57,218	57,218	100	57,218	0	100	0



	Postal Ballot	0	0	0	0	0	0	0
Total		19,52,879	19,52,879	100	19,52,879		100	0

**Resolution No.5:** To reimburse the medical expenses to Mr. Sanjeev Rungta, Chairman of the Company.

Resolution Required			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)	No. of votes in favour (4)	No. of votes – against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
				$[(2)/(1)]*100$			$[(4)/(2)]*100$	$[(5)/(2)]*100$
Promoter & Promoter Group	E-voting	0	0	0	0	0	0	0
	Poll	18,95,296	18,95,296	100	18,95,296	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
Public – Institutional holders	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
Public – Others	E-voting	365	365	100	365	0	100	0
	Poll	57,218	57,218	100	57,218	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
Total		19,52,879	19,52,879	100	19,52,879		100	0

For ZENITH FIBRES LTD.



*Siddhi Shah*

(Siddhi Shah)

Company Secretary and Compliance Officer

Place: MUMBAI

Date: 1<sup>st</sup> October, 2016

*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 Rajeev Rungta  
Chairman  
Zenith Fibres Limited  
205, Marol Bhavan, 2nd Floor,  
Marol Co-op. Industrial Estate Ltd.  
M. V. Road, J. B. Nagar Post,  
Andheri East, Mumbai - 400059

Dear Sir,

**Sub: Combined Report on E-voting and voting by ballot conducted at the 27th Annual General Meeting of Zenith Fibres Ltd.**

- 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 Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 27th 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 27th Annual General Meeting of the Company, voting was announced by the Chairman and was conducted by means of Ballot.
- 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 Ballot at the 27th Annual General Meeting (AGM). The said appointment was for ascertaining the requisite majority on e-voting as also on Ballot carried out for the resolutions proposed to be passed at the 27th AGM of the Shareholders of the Company held on Thursday, the 29th September, 2016.
- 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 Ballot, is also to make a Combined Report on the votes cast 'in favour' or 'against' the resolutions placed before the 27th AGM of the Company.

...2/-

**Anand Raj Jain**

*Anand*



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

**Resolution No. 1:** Ordinary Resolution: To receive, consider and adopt the audited financial statements for the year ended 31st March, 2016 together with Directors' Report and Auditors' Report thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responser received	No. of votes cast	% of votes cast	No. of/ Ballots / Responser received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	3	365	100.00	0	0	0.00	0	0
Ballot	28	1952514	100.00	0	0	0.00	0	0
Combined	31	1952879	100.00	0	0	0.00	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 for the financial year 2015-16

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responser received	No. of votes cast	% of votes cast	No. of/ Ballots / Responser received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	3	365	100.00	0	0	0.00	0	0
Ballot	28	1952514	100.00	0	0	0.00	0	0
Combined	31	1952879	100.00	0	0	0.00	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. 3:** Ordinary Resolution: To appoint a Director in place of Mr. Sanjeev Rungta (DIN 00053602) who retires by rotation and being eligible offers himself for reappointment.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responser received	No. of votes cast	% of votes cast	No. of/ Ballots / Responser received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	3	365	100.00	0	0	0.00	0	0
Ballot	28	1952514	100.00	0	0	0.00	0	0
Combined	31	1952879	100.00	0	0	0.00	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/-

Anand Raj Jain

*Anand Raj Jain*

**Resolution No. 4:** Ordinary Resolution: To appoint M/s. Jain & Hindocha as Statutory Auditors and fix their remuneration.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responder received	No. of votes cast	% of votes cast	No. of/ Ballots / Responder received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	3	365	100.00	0	0	0.00	0	0
Ballot	28	1952514	100.00	0	0	0.00	0	0
Combined	31	1952879	100.00	0	0	0.00	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. 5:** Special Resolution: To reimburse the medical expenses to Mr. Sanjeev Rungta, Chairman of the Company.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responder	No. of votes cast	% of votes cast	No. of/ Ballots / Responder	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	3	365	100.00	0	0	0.00	0	0
Ballot	28	1952514	100.00	0	0	0.00	0	0
Combined	31	1952879	100.00	0	0	0.00	0	0

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

- 7) Out of 29, one ballot paper was rejected due to unsigned ballot paper.
- 8) 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 Balloting is kept ready for handing over to the Company Secretary.
- 9) Ballot 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*  
(Anand Raj Jain)  
Chartered Accountant  
M.N.042051

Date: 1st October, 2016  
Place: Mumbai

