

29th September, 2018

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 29th Annual General Meeting of the Company was held on Friday, 28th September, 2018. 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 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 ZENITH FIBRES LTD.



SIDDHI SHAH
COMPANY SECRETARY

Encl: As above.

FACTORY :

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

MUMBAI (Regd. Office):

205, Marol Co-Op. Indi. Estate Ltd.
M. V. Road, J. B. Nagar Post
Andheri East, Mumbai - 400 059.
Ph. : 022-28599428, Telefax : 28599429.
E-mail : mumbai@zenithfibres.com

KOLKATA :

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

Announcement of Results of voting on various resolutions placed in the Annual General Meeting held on 28th September, 2018.

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 Regulation 44(3) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

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. Anand Raj 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 the audited financial statements for the year ended on 31st March, 2018 together 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	25	2201003	100.00	0	0	0.00	0	0
Poll	02	13979	100.00	0	0	0.00	0	0
Combined	27	2214982	100.00	0	0	0.00	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 for the financial year 2017-18.

	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	25	2201003	100.00	0	0	0.00	0	0
Poll	02	13979	100.00	0	0	0.00	0	0
Combined	27	2214982	100.00	0	0	0.00	0	0

FACTORY :

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

MUMBAI (Regd. Office):

205, Marol Co-Op. Indl. Estate Ltd.
 M. V. Road, J. B. Nagar Post
 Andheri East, Mumbai - 400 059.
 Ph. : 022-28599428, Telefax : 28599429.
 E-mail : mumbai@zenithfibres.com

KOLKATA :

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

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

Resolution No. 3: Ordinary Resolution: To appoint a 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	24	2200544	99.98	1	459	0.02	0	0
Poll	02	13979	100.00	0	0	0.00	0	0
Combined	26	2214523	99.98	1	459	0.02	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 ratify appoint of M/s. Surendra Modiani & Associates, Chartered Accountants as Statutory Auditors.

	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	24	2200544	99.98	1	459	0.02	0	0
Poll	02	13979	100.00	0	0	0.00	0	0
Combined	26	2214523	99.98	1	459	0.02	0	0

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

Resolution No. 5: Special Resolution: Appointment of Smt. Rashmi Desai (DIN: 02281570) as Independent Director.

	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	24	2200544	99.98	1	459	0.02	0	0
Poll	02	13979	100.00	0	0	0.00	0	0
Combined	26	2214523	99.98	1	459	0.02	0	0

FACTORY :

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

MUMBAI (Regd. Office):

205, Marol Co-Op. Indi. Estate Ltd.
 M. V. Road, J. B. Nagar Post
 Andheri East, Mumbai - 400 059.
 Ph. : 022-28599428, Telefax : 28599429.
 E-mail : mumbai@zenithfibres.com

KOLKATA :

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

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

For ZENITH FIBRES LTD.



(SIDDHI SHAH)
COMPANY SECRETARY

Place: Mumbai
Date: 29th September, 2018

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

Mr. Sanjeev Rungta,
Chairman & Director
Zenith Fibres Limited,
205, Marol Bhavan, Marol Co-op. Ind. 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 29th 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 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 29th 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 29th 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 29th 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 29th AGM of the Shareholders of the Company, held on Friday, the 28th September, 2018.
- 4) 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 29th AGM of the Company.
- 6) Based on the reports generated from the e-voting system provided by the Central Depository Services (India) Ltd. (CDSL) and also votes cast on Ballot, I submit the consolidated report of the e-voting and the Ballot as under:

Resolution No. 1: Ordinary Resolution: To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditors 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	25	2201003	100.00	0	0	0.00	0	0
Ballot	2	13979	100.00	0	0	0.00	0	0
Combined	27	2214982	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 2017-18.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responser	No. of votes cast	% of votes cast	No. of/ Ballots / Responser	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	25	2201003	100.00	0	0	0.00	0	0
Ballot	2	13979	100.00	0	0	0.00	0	0
Combined	27	2214982	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. Rajeev Rungta who retires by rotation and being eligible, offers himself for re-appointment.

	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	24	2200544	99.98	1	459	0.02	0	0
Ballot	2	13979	100.00	0	0	0.00	0	0
Combined	26	2214523	99.98	1	459	0.02	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: To ratify the appointment of M/s. Surendra Modian and Associates, Chartered Accountants.

	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	24	2200544	99.98	1	459	0.02	0	0
Ballot	2	13979	100.00	0	0	0.00	0	0
Combined	26	2214523	99.98	1	459	0.02	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 appoint Smt. Rashmi Desai (DIN: 02281570) as an independent director.

	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	24	2200544	99.98	1	459	0.02	0	0
Ballot	2	13979	100.00	0	0	0.00	0	0
Combined	26	2214523	99.98	1	459	0.02	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 3 ballot papers, 1 ballot paper was rejected on the grounds of not signed (1 Case) as reconciled with the records of the Registrar and Transfer Agent.
- 8) A list of Equity Shareholders, who voted through e-voting and through Ballot 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)
Membership No: 042051

Date: 29th September, 2018
Place: Mumbai