

ANIL SOMANI & ASSOCIATES

Company Secretaries

B-4, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara
Email Id: corporatesolutions14@gmail.com. (M) 09166611876

Scrutinizer's Report

To,
The Chairman,
M/s Zenith Birla (India) Limited
5th Floor, Industry House, 159 Churchgate Reclamation,
Mumbai, Maharashtra - 400020

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on Remote E-Voting and poll for 56th Annual General Meeting of Equity Shareholders held on Friday, 27th September, 2018

Pursuant to the resolution passed by the Board of directors of **Zenith Birla (India) Limited** (hereinafter referred to as "company") on Monday, 13th August 2018, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 56th 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 56th 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 Securities 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.evoting.nsd.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 13th August, 2018. The member of the company as on the cut-off date i.e. 21st September, 2018 were entitled to vote on the resolutions contained in the notice to the 56th AGM of the members of the company.

	TYPE AND DESCRIPTION OF THE RESOLUTION
1) Ordinary Resolution: Adoption of Audited standalone and Consolidated Financial Statement	a. Ordinary Resolution to receive, consider and adopt the Audited Financial Statements for the financial year ended 31 st March, 2018, together with the Reports of the Board Directors and the Auditors thereon. b. Ordinary Resolution to receive, consider and adopt the consolidated Audited Financial Statements for the financial year ended 31 st March, 2018, together with the Reports of the Board Directors and the Auditors thereon.
2) Ordinary	*RESOLVED THAT pursuant to Section 148 and other applicable provisions, if



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Resolution: Ratification of Remuneration to the Cost Auditors	any, of the companies Act, 2013 ("Act") and the rules made thereunder, as amended from time to time, the company hereby ratifies the remuneration of 60,000 to M/s. Y. R. Doshi & Co. Who are appointed as Cost Auditors of the company to conduct Cost Audit relating to such business of the company as may be ordered by the Central Government under the Act, and the rules made thereunder, for the year ended 31st March, 2019.
3) Ordinary Resolution: To regularize the appointment of Mr. Durgesh Jadhav, additional Director as the Director of the Company	"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Durgesh Jadhav (DIN: 07000008), who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. 11th December, 2017 and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation.
4) Ordinary Resolution: To regularize the appointment of Mr. Bhalchandra Shinde, additional Director as the Independent Director of the Company	"RESOLVED THAT Mr. Bhalchandra Shinde, (DIN: 07978440) who was appointed as an Additional Director with effect from 11th December, 2017 on the Board of the Company pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing in accordance with Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 to hold office for five (5) consecutive years for a term upto the conclusion of the 61st Annual General Meeting of the Company in the calendar year 2023."
5) Ordinary Resolution: To regularize the appointment of Mrs. Pratiksha Sonavane, additional Director as the Independent Director of the Company	"RESOLVED THAT Mrs. Pratiksha Sonavane, (DIN: 07998530) who was appointed as an Additional Director with effect from 30th January, 2018 on the Board of the Company pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing in accordance with Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 to hold office for five (5) consecutive years for a term upto the conclusion of the 61st Annual General Meeting of the Company in the calendar year 2023."
6) Ordinary Resolution: To regularize the appointment of Mr. Ram Sahay Jagetiya, additional Director as the Whole time Director of the Company	"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Ram Sahay Jagetiya

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(DIN: 02719230) as the Whole-time Director of the Company for the period and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Ram Bahay Jagetiya in the best interests of the Company and as may be permissible at law, viz.:

A. Period: 2 years w.e.f. 29th May, 2018 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration: i. Basic Salary: ₹ 51,480/- (rupees fifty one thousand four hundred eighty only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 5,00,000/- (rupees five Lakhs only) per month as Basic Salary. ii. Special Allowance: ₹ 1,41,756/- (rupees one lac forty one thousand seven hundred and fifty six only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 7,00,000/- (rupees seven Lakhs only) per month. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, and Superannuation and Leave encashment. iii. Annual Incentive Pay: Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of ₹ 10,00,000/- (rupees ten Lakhs only) per annum.

iv. Long-term Incentive Compensation/ Employee Stock Option as per the plan applicable to Executive Directors and/or Senior Executives of the Company, including that of any parent/ subsidiary company as may be decided by the Board.

C. Perquisites: i. Housing: Free furnished accommodation or HRA in lieu of Company provided accommodation. ii. Reimbursement of expenses on actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per Company policy. iii. Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family (including domiciliary and medical expenses and insurance premium for medical and hospitalisation policy as applicable), as per the Company policy. iv. Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company. v. One car for use of Company's Business as per Company Car policy. vi. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company. vii. Leave and encashment of leave: as per the policy of the Company. viii. Personal accident Insurance Premium: as per the policy of the Company. ix. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund: as per the policy of the Company. x. Gratuity and /or contribution to the Gratuity Fund of Company: as per the policy of the Company. xi. Other Allowances / benefits, perquisites: Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and/ or any other allowance, perquisites as the Board may from time to time decide.

D. Annual remuneration review is effective 1st April each year, as per the policy of the Company.

E. Subject as aforesaid, the Whole-time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.



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F. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Ram Sahay Jagetiya, Whole-time Director will be considered as continuous service with the Company from the date of his joining.

G. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law. H. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Ram Sahay Jagetiya in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.

I. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Whole-time Director during the tenure of his appointment.

J. Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Mr. Ram Sahay Jagetiya would not be holding any office or place of profit by his being a mere Director of the Company's holding company / Subsidiaries / Joint Ventures, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees / commission paid / payable to other Directors for attending meetings of Board(s) of Directors / Committee(s) of holding company / Subsidiaries / Joint Ventures of the Company or companies promoted by the Yash Birla Group. K. Mr. Ram Sahay Jagetiya functions as the Whole-time Director, shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

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

1) As confirmed by management, the AGM notice dated 13th August, 2018 under section 101 of the Companies Act, 2013 was dispatched to 56424 (Fifty Six Thousand Four Hundred and Twenty Four) shareholders by registered post/courier and electronic means via e-mail respectively on or before 01st September, 2018.

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 02nd September, 2018 in "The Financial Express." English newspaper and "Lakshadweep", vernacular newspaper, informing about the completion of the dispatch of the AGM notices, by means of registered post, courier and electronic means via e-mail, to the shareholders along with other related matters mentioned therein.

3) The remote e-voting period remained open from Monday, 24th September, 2018 at 9.00 a.m. and ended on Wednesday, 26th September, 2018, at 5.00 p.m.

4) The members of the company as on the cut-off date i.e. Friday, 21st September, 2018 were entitled to vote on the resolutions.



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5) The empty polling box was locked and sealed in the presence of members. Immediately 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 31st September, 2018 were 131280448. As on cut-off date, out of 50424 shareholders, 10 (Sixteen) shareholders has exercised their votes through remote e-voting and 35 (Sixteen) shareholders has exercised their vote through poll at the AGM. The results (consolidated) for the item placed for consideration by the members is given below.

Resolution 1: To receive, consider and adopt the standalone and consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2018

Total No. of shareholders	50424		
Total No. of shares	131280448		
		Number of shareholders/ Polls	Number of shares/ votes
Total votes cast through remote e-voting	A	14	1104451
Total votes cast through polling at AGM	B	35	15678301
Grand Total of remote e-voting /polling at AGM [A+B]	C		
Less: Invalid remote e-voting, polls at AGM*(on account of for /against option not indicated)	D		
Net remote e-voting /polling at AGM[C-D]	E	49	1678251

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 favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	11287157	11287123	100.00	11287123	0	100.00	0.00
	POLL	11287157	34	0.00	34	0	100.00	0.00
	TOTAL	11287157	11287157	100.00	11287157	0	100.00	0.00
Public - Institutions	E-VOTING	1104451	0	0.00	0	0	0.00	0.00
	POLL	1104451	0	0.00	0	0	0.00	0.00
	TOTAL	1104451	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	118918940	1911882	1.61	1911882	0	100.00	0.00
	POLL	118918940	2309262	2.11	2309262	0	100.00	0.00
	TOTAL	118918940	4421144	3.72	4421144	0	100.00	0.00
TOTAL		131280448	15678301	11.94	15678301	0	100.00	0.00



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RESULT: -

Since, the number of votes cast in favour of the resolution is 100.00%, I report that the ordinary resolution as set out in the notice of AGM dated 13th August, 2018 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: Ratification of Cost Auditors remuneration.

Total No. of shareholders	56424		
Total No. of shares	131280448		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	16	13214805
Total votes cast through polling at AGM	B	35	2509296
Grand Total of remote e-voting /polling at AGM (A+B)	C	51	15724101
Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated)	D	-	-
Net remote e-voting/polling at AGM(c-d)	E	51	15724101

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	11257157	11257123	100.00	11257123	0	100.00	0.00
	POLL	11257157	34	0.00	34	0	100.00	0.00
	TOTAL	11257157	11257157	100.00	11257157	0	100.00	0.00
Public - Institutions	E-VOTING	1104451	0	0.00	0	0	0.00	0.00
	POLL	1104451	0	0.00	0	0	0.00	0.00
	TOTAL	1104451	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	118918840	1957682	1.65	1957682	0	100.00	0.00
	POLL	118918840	2509262	2.11	2509262	0	100.00	0.00
	TOTAL	118918840	4466944	3.76	4466944	0	100.00	0.00
TOTAL		131280448	15724101	11.98	15724101	0	100.00	0.00

RESULT: -

Since, the number of votes cast in favour of the resolution is 100.00%, I report that the ordinary resolution as set out in the notice of AGM dated 13th August, 2018 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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Resolution 3: To regularize the appointment of Mr. Durgesh Jadhav, additional Director as the Director of the Company

Total No. of shareholders	56424		
Total No. of shares	131280448		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	16	13214805
Total votes cast through polling at AGM	B	35	2509296
Grand Total of remote e-voting /polling at AGM (A+B)	C	51	15724101
Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated)	D	-	-
Net remote e-voting/polling at AGM (c-d)	E	51	15724101

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	11257157	11257123	100.00	11257123	0	100.00	0.00
	POLL	11257157	34	0.00	34	0	100.00	0.00
	TOTAL	11257157	11257157	100.00	11257157	0	100.00	0.00
Public - Institutions	E-VOTING	1104451	0	0.00	0	0	0.00	0.00
	POLL	1104451	0	0.00	0	0	0.00	0.00
	TOTAL	1104451	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	118918840	1957682	1.65	1957682	0	100.00	0.00
	POLL	118918840	2509262	2.11	2509262	0	100.00	0.00
	TOTAL	118918840	4466944	3.76	4466944	0	100.00	0.00
TOTAL		131280448	15724101	11.98	15724101	0	100.00	0.00

RESULT: -

Since, the number of votes cast in favour of the resolution is 100.00%, I report that the ordinary resolution as set out in the notice of AGM dated 13th August, 2018 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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Resolution 4: To regularize the appointment of Mr. Bhalechandra Shinde, additional Director as the Independent Director of the Company

Total No. of shareholders	56424		
Total No. of shares	131280448		
		Number of Votes/Follo	Number of shares
Total votes cast through remote e-voting	A	16	13214805
Total votes cast through polling at AGM	B	35	2509296
Grand Total of remote e-voting /polling at AGM (A+B)	C	51	15724101
Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated)	D	-	-
Net remote e-voting/polling at AGM(c-d)	E	51	15724101

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	11257157	11257123	100.00	11257123	0	100.00	0.00
	POLL	11257157	34	0.00	34	0	100.00	0.00
	TOTAL	11257157	11257157	100.00	11257157	0	100.00	0.00
Public - Institutions	E-VOTING	1104451	0	0.00	0	0	0.00	0.00
	POLL	1104451	0	0.00	0	0	0.00	0.00
	TOTAL	1104451	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	118918840	1957682	1.65	1957682	0	100.00	0.00
	POLL	118918840	2509262	2.11	2509262	0	100.00	0.00
	TOTAL	118918840	4466944	3.76	4466944	0	100.00	0.00
TOTAL		131280448	15724101	11.98	15724101	0	100.00	0.00

RESULT: -

Since, the number of votes cast in favour of the resolution is 100.00%, I report that the ordinary resolution as set out in the notice of AGM dated 13th August, 2018 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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Resolution B: To regularise the appointment of Mrs. Pratiksha Sonavane, additional Director as the Independent Director of the Company

Total No. of shareholders	56424		
Total No. of shares	131280448		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e voting	A	16	13214805
Total votes cast through polling at AGM	B	35	2509262
Grand Total of remote e voting /polling at AGM (A+B)	C	51	15724101
Less: Invalid remote e voting/polls at AGM*(on account of for /against option not indicated)	D	-	-
Net remote e voting/polling at AGM(e-d)	E	51	15724101

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	11257157	11257125	100.00	11257125	0	100.00	0.00
	POLL	11257157	84	0.00	84	0	100.00	0.00
	TOTAL	11257157	11257157	100.00	11257157	0	100.00	0.00
Public - Institutions	E-VOTING	1104451	0	0.00	0	0	0.00	0.00
	POLL	1104451	0	0.00	0	0	0.00	0.00
	TOTAL	1104451	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	118918840	1957682	1.65	1957682	0	100.00	0.00
	POLL	118918840	2509262	2.11	2509262	0	100.00	0.00
	TOTAL	118918840	4466944	3.76	4466944	0	100.00	0.00
TOTAL		131280448	15724101	11.98	15724101	0	100.00	0.00

RESULT: -

Since, the number of votes cast in favour of the resolution is 100.00%, I report that the ordinary resolution as set out in the notice of AGM dated 13th August, 2018 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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Resolution 6: To regularize the appointment of Mr. Ram Sahay Jagetiya, additional Director as the Whole time Director of the Company

Total No. of shareholders	56424		
Total No. of shares	131280448		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	16	13214805
Total votes cast through polling at AGM	B	35	2509296
Grand Total of remote e-voting /polling at AGM (A+B)	C	51	15724101
Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated)	D	-	-
Net remote e-voting/polling at AGM(c-d)	E	51	15724101

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	11257157	11257123	100.00	11257123	0	100.00	0.00
	POLL	11257157	34	0.00	34	0	100.00	0.00
	TOTAL	11257157	11257157	100.00	11257157	0	100.00	0.00
Public - - Institutions	E-VOTING	1104451	0	0.00	0	0	0.00	0.00
	POLL	1104451	0	0.00	0	0	0.00	0.00
	TOTAL	1104451	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	118918840	1957682	1.65	1957682	0	100.00	0.00
	POLL	118918840	2509262	2.11	2509262	0	100.00	0.00
	TOTAL	118918840	4466944	3.76	4466944	0	100.00	0.00
TOTAL		131280448	15724101	11.98	15724101	0	100.00	0.00

RESULT: -

Since, the number of votes cast in favour of the resolution is 100.00%, I report that the ordinary resolution as set out in the notice of AGM dated 13th August, 2018 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.



ANIL SOMANI & ASSOCIATES

Company Secretaries

B-4, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara
Email Id: corporatesolutions14@gmail.com, (M) 09166611876

I further report that as per the notice dated 13th August, 2018 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



Date: 29.09.2018
Place: Bhilwara