

**UPENDRA SHUKLA**  
B. Com., F C. S  
Company Secretary

504 , Navkar,  
Nandapatkar Road,  
Vile Parle East, Mumbai - 400 057  
Resi : 2611 8257  
Mob.: 98211 25846  
E-mail : ucshukla@rediffmail.com

Mr. Sanjeev Rungta,  
Chairman  
Zenith Fibres Limited,  
311, Marol Bhavan, Marol Co-op. Ind. Estate Ltd.,  
M.V. Road, J.B Nagar Post, Andheri East,  
Mumbai-400 059.

Dear Sir,

**Sub: Combined Report on Remote e-voting and e-voting conducted  
at the 34th Annual General Meeting of Zenith Fibres Ltd.**

- 1) I, Upendra C. Shukla, Practising Company Secretary, was appointed as the Scrutinizer by the Board of Directors to scrutinize the remote e-voting process as also e-voting by Members at the 34th Annual General Meeting ('AGM') of the members of Zenith Fibres Ltd. (hereinafter referred to as 'the Company'), held through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') on Friday, the 29th September, 2023 at 11.00 a.m.
- 2) Pursuant to the circulars Nos. 14/2020, 17/2020, 20/2020, 33/2020, 39/2020, 10/2021, 20/2021, 2/2022 and 10/2022 dated April, 2020, 13th April, 2020, 5th May, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 08 December, 2021, 05th May, 2022 and 28th December, 2022 respectively issued by the Ministry of Corporate Affairs (MCA Circulars) read with circular dated 12th May, 2020, 15th January, 2021, 13th May, 2022 and 05th January, 2023 issued by the Securities Exchange Board of India (SEBI), the notice dated 12th August, 2023 as confirmed by the Company, was sent to the Members in respect of below mentioned resolutions through electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories.
- 3) As per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, as also in accordance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting and e-voting at the AGM to the Shareholders to cast their votes electronically on all the resolutions proposed in the Notice of the 34th AGM.
- 4) The Company had appointed Central Depository Services (India) Limited. (CDSL) as Service Provider, who provided the facilities for conducting the Remote e-voting, for participation by the Shareholders in the AGM through VC/OAVM and e-voting during the said AGM.
- 5) My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the votes cast 'in favour' or 'against' the resolutions, based on the reports generated from the electronic voting system provided by the CDSL. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the AGM.

Based on the reports generated from the e-voting system provided by the CDSL, I submit my report on e-voting as under:

- a) The Remote e-voting period commenced from Tuesday, the 26th September, 2023 at 9.00 a.m. (IST) and ended on Thursday, the 28th September, 2023 at 5.00 p.m. (IST).

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- b) The Company had also provided e-voting facility to the Shareholders, who were present at the AGM through VC/ OAVM and who had not cast their vote on Remote e-voting.
- c) The members of the Company as on the 'cut-off' date i.e. 22nd September, 2023 were entitled to vote on the resolutions as set-out in Item Nos. 1 to 5 of the Notice convening the 34th AGM of the Company.
- d) On completion of e-voting during the AGM, I unblocked the results of the remote e-voting and e-voting by the Shareholders at the AGM, on the CDSL e-voting system/ platform and after downloading the results, counted the votes.
- e) All the 43 Remote/e-voting responses are valid.
- f) I now, submit by combined report as under on the results of the remote e-voting and e-voting at the AGM in respect of the each of the resolutions as set out in the Notice dated 12th August, 2023 convening the AGM:

**Resolution No. 1:** Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Directors' Report and Auditors' Report thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	37	1895624	96.60	5	66690	3.40	0	0
E-voting at AGM	1	50	0.00	0	0	0.00	0	0
Combined	38	1895674	96.60	5	66690	3.40	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 of ₹ 1.50 (Rupee One and Fifty Paise only) per equity share of ₹ 10/- (Rupees Ten only) each (15%) for the Financial Year ended March 31, 2023.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	38	1898368	96.74	4	63946	3.26	0	0
E-voting at AGM	1	50	0.00	0	0	0.00	0	0
Combined	39	1898418	96.74	4	63946	3.26	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 Shri Aman Rungta (DIN: 03585306), who retires by rotation and being eligible, offers himself for re-appointment.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	37	1898363	96.74	5	63951	3.26	0	0
E-voting at AGM	1	50	0.00	0	0	0.00	0	0
Combined	38	1898413	96.74	5	63951	3.26	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: Appointment of Shri. Vikram Somani (DIN: 00054310) as Independent Director for a term of 5 consecutive years with effect from 1st October, 2023.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	38	1898368	96.74	4	63946	3.26	0	0
E-voting at AGM	1	50	0.00	0	0	0.00	0	0
Combined	39	1898418	96.74	4	63946	3.26	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.

**Note:** The Company is required to pass a Special Resolution for appointment of an Independent Director under Regulation No. 25(2A) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.

**Resolution No. 5:** Special Resolution: Appointment of Shri. S.S. Iyer (DIN: 10282513) as Independent Director for a term of 5 consecutive years with effect from 1st April, 2024.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	38	1898368	96.74	4	63946	3.26	0	0
E-voting at AGM	1	50	0.00	0	0	0.00	0	0
Combined	39	1898418	96.74	4	63946	3.26	0	0

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

Thanking you,

Yours faithfully,

Peer Review Certificate No.: 1882/2022  
UDIN: F002727E001148806  
Date: 30-09-2023  
Place: Mumbai

(U.C. SHUKLA)  
COMPANY SECRETARY  
FCS: 2727/CP: 1654