

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

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Mr. Sanjeev Rungta,
Chairman
Zenith Fibres Limited,
205, Marol Bhavan, Marol Co-op. Ind. Estate Ltd.,
M.V. Road, J.B Nagar Post, Andheri East,
Mumbai-400 001.

Dear Sir,

**Sub: Combined Report on Remote e-voting and e-voting conducted
at the 33rd 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 33rd 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 Monday, the 26th September, 2022 at 11.00 a.m.
- 2) Pursuant to the Circulars Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 and 03/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021 and 05th May, 2022 respectively issued by the Ministry of Corporate Affairs (MCA Circulars) read with circular dated 12th May, 2020 and 15th January, 2021 and 13th May, 2022 issued by the Securities and Exchange Board of India (SEBI), the notice dated 06th August, 2022 as confirmed by the Company, was sent to the shareholders 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 33rd 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 Thursday, the 22nd September, 2022 at 9.00 a.m. (IST) and ended on Sunday, the 25th September, 2022 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. 20th September, 2022 were entitled to vote on the resolutions as set-out in Item Nos. 1 to 6 of the Notice convening the 33rd 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 48 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 06th August, 2022 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, 2022 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	44	1857357	99.82	4	3352	0.18	0	0
E-voting at AGM	0	0	0.00	0	0	0.00	0	0
Combined	44	1857357	99.82	4	3352	0.18	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 (One Rupees Fifty Paisa only) per share of ₹ 10.00 (Rupees Ten only) each for the Financial Year ended March 31, 2022.

	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	44	1857357	99.82	4	3352	0.18	0	0
E-voting at AGM	0	0	0.00	0	0	0.00	0	0
Combined	44	1857357	99.82	4	3352	0.18	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 Sanjeev Rungta (DIN: 00053602), 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	43	1857157	99.81	5	3552	0.19	0	0
E-voting at AGM	0	0	0.00	0	0	0.00	0	0
Combined	43	1857157	99.81	5	3552	0.19	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 appoint Auditors and fix their remuneration.

	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	43	1857157	99.81	5	3552	0.19	0	0
E-voting at AGM	0	0	0.00	0	0	0.00	0	0
Combined	43	1857157	99.81	5	3552	0.19	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 approve appointment and payment of remuneration of Shri Aman Rungta (DIN:03585306) Whole Time Director (Finance) of the Company.

	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	43	1857157	99.81	5	3552	0.19	0	0
E-voting at AGM	0	0	0.00	0	0	0.00	0	0
Combined	43	1857157	99.81	5	3552	0.19	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.

Resolution No. 6: Special Resolution: To re-appoint Smt. Rashmi Desai (DIN: 02281570) as an Independent Non-Executive Director of the Company for another term of consecutive five years with effect from 11th November 2022.

	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	44	1857357	99.82	4	3352	0.18	0	0
E-voting at AGM	0	0	0.00	0	0	0.00	0	0
Combined	44	1857357	99.82	4	3352	0.18	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,

UDIN: F002727D001052017
Date: 27 September, 2022
Place: Mumbai

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