

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-400059

Dear Sir,

Sub: Combined Report on E-voting and voting by ballot conducted at the 30th 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 30th 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 30th Annual General Meeting of the Company, voting was announced by the Chairman and was conducted by means of Ballot.
- 3) I, Upendra C. Shukla, Practicing Company Secretary, 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 30th 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 30th AGM of the Shareholders of the Company, held on Friday, the 27th September, 2019.
- 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 30th 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:



...2/-

Resolution No. 1: Ordinary Resolution: To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors 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/ Ballots / Response received | No. of votes cast | % of votes cast | No. of Ballot/ Response | No. of shares/ Votes |
| E-voting | 15 | 1800565 | 100.00 | 0 | 0 | 0.00 | 0 | 0 |
| Ballot | 8 | 55630 | 100.00 | 0 | 0 | 0.00 | 0 | 0 |
| Combined | 23 | 1856195 | 100.00 | 0 | 0 | 0.00 | 0 | 0 |

Since the combined number of votes cast in favour of the resolution is more than the 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 2018-19.

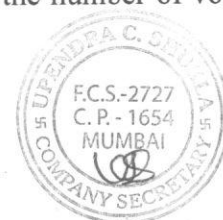
| | In favour of the Resolution | | | Against the Resolution | | | Not voted | |
|----------|----------------------------------|-------------------|-----------------|-------------------------------------|-------------------|-----------------|-------------------------|----------------------|
| | No. of Ballot/ Response received | No. of votes cast | % of votes cast | No. of/ Ballots / Response received | No. of votes cast | % of votes cast | No. of Ballot/ Response | No. of shares/ Votes |
| E-voting | 15 | 1800565 | 100.00 | 0 | 0 | 0.00 | 0 | 0 |
| Ballot | 8 | 55630 | 100.00 | 0 | 0 | 0.00 | 0 | 0 |
| Combined | 23 | 1856195 | 100.00 | 0 | 0 | 0.00 | 0 | 0 |

Since the combined number of votes cast in favour of the resolution is more than the 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 re-appointment.

| | In favour of the Resolution | | | Against the Resolution | | | Not voted | |
|----------|----------------------------------|-------------------|-----------------|-------------------------------------|-------------------|-----------------|-------------------------|----------------------|
| | No. of Ballot/ Response received | No. of votes cast | % of votes cast | No. of/ Ballots / Response received | No. of votes cast | % of votes cast | No. of Ballot/ Response | No. of shares/ Votes |
| E-voting | 15 | 1800565 | 100.00 | 0 | 0 | 0.00 | 0 | 0 |
| Ballot | 8 | 55630 | 100.00 | 0 | 0 | 0.00 | 0 | 0 |
| Combined | 23 | 1856195 | 100.00 | 0 | 0 | 0.00 | 0 | 0 |

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



...3/-

: 3 :

7) Out of 8 ballot papers, no ballot paper was rejected.

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,

A handwritten signature in black ink, appearing to be "U.C. Shukla".

(U.C. SHUKLA)

COMPANY SECRETARY

FCS: 2727/CP: 1654

Date: 28th September, 2019

Place: Mumbai