

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 35th 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 35th 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 27th September, 2024 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, 10/2022 and 09/2023 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 08 December, 2021, 05th May, 2022, 28th December, 2022 and 25th September, 2023 respectively issued by the Ministry of Corporate Affairs ("MCA Circulars") read with the Circular dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 05th January, 2023 and 07th October, 2023 issued by the Securities and Exchange Board of India ("SEBI"), the notice dated 10th August, 2024 as confirmed by the Company was sent to the Members in respect of below mentioned resolution(s) through electronic mode to those shareholders, 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 35th 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 24th September, 2024 at 9.00 a.m. (IST) and ended on Thursday, the 26th September, 2024 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, 2024 were entitled to vote on the resolutions as set-out in Item Nos. 1 to 5 of the Notice convening the 35th 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 59 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 10th August, 2024 convening the AGM:

Ordinary Business

Resolution No. 1: Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 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	50	1904764	96.75	7	63891	3.25	0	0
E-voting at AGM	2	150	100.00	0	0	0.00	0	0
Combined	52	1904914	96.75	7	63891	3.25	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 at the rate of Rs. 1/- (10%) per Equity Share of face value of Rs. 10/- each, fully paid up, for the financial year 2023-24.

	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	50	1904764	96.75	7	63891	3.25	0	0
E-voting at AGM	2	150	100.00	0	0	0.00	0	0
Combined	52	1904914	96.75	7	63891	3.25	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.

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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 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	49	1904664	96.75	8	63991	3.25	0	0
E-voting at AGM	2	150	100.00	0	0	0.00	0	0
Combined	51	1904814	96.75	8	63991	3.25	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.

Special Business:

Resolution No. 4: Special Resolution: Re-appointment of Mr. Sanjeev Rungta (DIN: 00053602) as a Whole Time Director & CEO designated as Executive Chairman 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	49	1904664	96.75	8	63991	3.25	0	0
E-voting at AGM	2	150	100.00	0	0	0.00	0	0
Combined	51	1904814	96.75	8	63991	3.25	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. 5: Special Resolution: Re-appointment of Mr. Aman Rungta (DIN: 03585306) as a Whole Time Director & CFO designated as 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	49	1904664	96.75	8	63991	3.25	0	0
E-voting at AGM	2	150	100.00	0	0	0.00	0	0
Combined	51	1904814	96.75	8	63991	3.25	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,

Peer Review Certificate No.: 1882/2022
UDIN: F002727F001357674
Date: 28/09/2024
Place: Mumbai

Yours faithfully,

UPENDRA
CHANDRASEKHAR
MANSURKAR

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

Rungta Sanjeev
Digitally signed by Rungta Sanjeev
Date: 2024.09.28
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