

UPENDRA SHUKLA & ASSOCIATES

Company Secretaries

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Mr. Sanjeev Rungta,
Chairman,
Zenith Fibres Ltd.,
311, Marol Bhawan, 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 36th Annual General Meeting of Zenith Fibres Limited, held at 11.00 a.m. on Friday, the 26th September, 2025 through video conferencing (VC)/ other audio-visual means (OAVM)

- 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 and also e-voting by Members at the 36th Annual General Meeting ('AGM') of Zenith Fibres Ltd. (hereinafter referred to as 'the Company'), held through Video Conferencing ('VC') /other Audio-Visual Means ('OAVM') on Friday, the 26th September, 2025 at 11.00 a.m.
- 2) Pursuant to General Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs ("MCA") read together with previous circulars issued by MCA in this regard ("MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by the Securities and Exchange Board of India ("SEBI") read together with previous circulars issued by SEBI in this regard ("SEBI Circulars"), the notice dated 02nd August, 2025 as confirmed by the Company was sent to the Members in respect of below mentioned resolutions 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 e-voting to the Members to cast their votes electronically on all the resolutions proposed in the Notice of the 36th 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 Members in the AGM through VC/OAVM and e-voting during the said AGM.



Regd. Office: C-90, Snehadhara, Dadabhai Cross Road No.3, Vile Parle West, Mumbai - 400 056.

Firm Reg. No.: S2024MH963100 ; Peer Review Certificate No.: 1882/2022

- 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 23rd September, 2025 at 9.00 a.m. (IST) and ended on Thursday, the 25th September, 2025 at 5.00 p.m. (IST).
- 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. 19th September, 2025 were entitled to vote on the resolutions as set-out in Item Nos. 1 to 5 of the Notice convening the 36th 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 and the same was witnessed by two witnesses, Ms. Sneha Shukla and Mr. Rohit Kavankar, who are not in the employment of the Company or the RTA. They have signed below in confirmation of the same.
- Signed: Sneha Shukla Signed: Rohit
- e) All the 57 Remote/e-voting responses are valid.
- f) I now, submit hereby the 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 02nd August, 2025 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 March 31, 2025 together with the Reports of the Board of Directors and the 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 Response received	No. of shares/ votes
Remote E-voting	49	1925923	96.54	8	68985	3.46	0	0
E-voting at AGM	0	0	0.00	0	0	0.00	0	0
Combined	49	1925923	96.54	8	68985	3.46	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 2024-25.

	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 Response received	No. of shares/ votes
Remote E-voting	49	1925923	96.54	8	68985	3.46	0	0
E-voting at AGM	0	0	0.00	0	0	0.00	0	0
Combined	49	1925923	96.54	8	68985	3.46	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 Mr. 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 Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballots/ Response received	No. of votes cast	% of votes cast	No. of Response received	No. of shares/ votes
Remote E-voting	48	1921081	96.30	9	73827	3.70	0	0
E-voting at AGM	0	0	0.00	0	0	0.00	0	0
Combined	48	1921081	96.30	9	73827	3.70	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: Special Resolution: Continuation of Directorship of Mrs. Rashmi Desai (DIN: 02281570) as an Independent Director (Non-executive) of the Company beyond the age of 75 years.

	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 Response received	No. of shares/ votes
Remote E-voting	48	1921081	96.30	9	73827	3.70	0	0
E-voting at AGM	0	0	0.00	0	0	0.00	0	0
Combined	48	1921081	96.30	9	73827	3.70	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: Ordinary Resolution: Appointment of Secretarial Auditor of the Company and to fix their remuneration.

	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 Response received	No. of shares/ votes
Remote E-voting	49	1925923	96.54	8	68985	3.46	0	0
E-voting at AGM	0	0	0.00	0	0	0.00	0	0
Combined	49	1925923	96.54	8	68985	3.46	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.


Thanking you,

Yours faithfully,

FOR UPENDRA SHUKLA & ASSOCIATES

UDIN: F002727G001355441
Peer Review Certificate No. 1882/2022
Place: Mumbai
Date: 26/09/2025




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

Rungta Sanjeev
Digitally signed by Rungta Sanjeev
Date: 2025.09.27 13:38:58 +05'30'

