

Mohan Akella & Company

Company Secretaries

Flat No. 41, Building No. 72-B, Brindaban Society, Majiwade, Thane (W) - 400 601. Tel. : 2540 0037 / 2542 3645 Telefax : 2540 0037

COMBINED REPORT OF THE SCRUTINIZER FOR E-VOTING AND POLL FOR ZENITH COMPUTERS LIMITED

To,
THE CHAIRMAN,
35th ANNUAL GENERAL MEETING of ZENITH COMPUTERS LIMITED
Plot No. EL – 117, Mahape, MIDC, TTC Area,
NAVI MUMBAI 400710

**Subject: Passing of Resolutions through electronic voting AND poll conducted at the 35th
Annual General Meeting *AGM) of Zenith Computers Limited held on 30th September, 2015**

The Board of Directors of Zenith Computers Limited (hereinafter referred to as the "Company") at its meeting held on August 14, 2015 passed the Resolution confirming my appointment as Scrutinizer, made by the Chairman & Managing Director vide the Company's letter dated 31st August, 2015, for the e-voting to be held between September 26, 2015 at 9.00 a.m. to September 29, 2015 at 5.00 p.m. and the Chairman of the 35th AGM has appointed me as the Scrutinizer for the Poll held at the 35th AGM of the Company on September 30, 2015.

The Company appointed M/s. Central Depository Services (India) Limited (CDSL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company from Saturday, 26th September, 2015 at 9.00 a.m. to Tuesday, 29th September, 2015 at 5.00 p.m. Link Intime India Private Limited are the Registrar and Transfer Agents (RTA) of the Company. The e-voting results were unblocked by me on 30th September, 2015 in the presence of two witnesses. For further details kindly refer to my Scrutinizer's Report dated 30th September, 2015 attached herewith.

At the 35th AGM of the Company held on September 30, 2015, the Chairman of the Company had suo motto called a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the Company had appointed me as the Scrutinizer for the poll process also. For Further details kindly refer to the Scrutinizer's Report in form MGT – 13 dated September 30, 2015.

The results of the e-voting and the Poll are as under:-

S. No.	Voting Method	Class	Number of Members who cast their votes	Total number of Shares held by them	Total number of Valid votes (as per details provided under each one of the Resolutions) mentioned hereunder
1	e-Voting	Promoters	2	37,75,5621	Votes as mentioned under each the Resolution
		Public	30	36,80,258	
2	Poll	Promoters	NIL	NIL	Votes as mentioned under each the Resolution
		Public	23	1,883	
	TOTAL		55	74,37,762	



The Summary of the Votes cast for the 4 Items of Business mentioned in the Notice dated 14th August, 2015 is as under:-

Item No. of the Notice	Voting Method	Category of Shareholders	Votes in Favour of the Resolution		Votes Against the Resolution		Invalid Votes	
			Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	Number of Votes	Percentage (%)
Item No. 1 of the Notice (As An Ordinary Resolution)	E-Voting	Promoters	37,55,621	50.50	NIL	NIL	NIL	NIL
		Public	36,63,638	49.28	16,620	0.22	NIL	NIL
	Poll	Promoters	NIL	NIL	NIL	NIL	NIL	NIL
		Public	1,883	100	NIL	NIL	NIL	NIL
	TOTAL	Promoters	37,55,621	50.50	NIL	NIL	NIL	NIL
		Public	36,65,521	49.28	16,620	0.22	NIL	NIL
	Whether Resolution Carried		YES - Carried with requisite majority					
Item No. 2 of the Notice (As An Ordinary Resolution)	E-Voting	Promoters	37,55,621	50.50	NIL	NIL	NIL	NIL
		Public	36,63,441	49.27	16,817	0.23	NIL	NIL
	Poll	Promoters	NIL	NIL	NIL	NIL	NIL	NIL
		Public	1,883	100	NIL	NIL	NIL	NIL
	TOTAL	Promoters	37,55,621	50.49	NIL	NIL	NIL	NIL
		Public	36,65,324	49.28	16,817	0.23	NIL	NIL
	Whether Resolution Carried		YES - Carried with requisite majority					
Item No. 3 of the Notice (As An Ordinary Resolution)	E-Voting	Promoters	37,55,621	50.50	NIL	NIL	NIL	NIL
		Public	36,61,538	49.24	18,720	0.25	NIL	NIL
	Poll	Promoters	NIL	NIL	NIL	NIL	NIL	NIL
		Public	1,883	100	NIL	NIL	NIL	NIL
	TOTAL	Promoters	37,55,621	50.50	NIL	NIL	NIL	NIL
		Public	36,63,421	49.25	18,720	0.25	NIL	NIL
	Whether Resolution Carried		YES - Carried with requisite majority					
Item No. 4 of the Notice (As An Ordinary Resolution)	E-Voting	Promoters	37,55,621	50.50	NIL	NIL	NIL	NIL
		Public	36,61,538	49.24	18,720	0.25	NIL	NIL
	Poll	Promoters	NIL	NIL	NIL	NIL	NIL	NIL
		Public	1,883	100	NIL	NIL	NIL	NIL
	TOTAL	Promoters	37,55,621	50.49	NIL	NIL	NIL	NIL
		Public	36,63,421	49.25	18,720	0.25	NIL	NIL
	Whether Resolution Carried		YES - Carried with requisite majority					

All the Resolutions stand passed under e-voting and Poll with requisite majority.

I hereby confirm that I maintain the Registers received from the service Provider and the RTA both electronically and manually, in respect of the votes cast through e-Voting and Poll by the Shareholders of the Company. I shall be arranging to hand over these records to Mr. Ramesh S. Sanghvi, the Company Secretary, as authorized by the Chairman of the Company.

Yours Truly,

For MOHAN AKELLA & COMPANY

MOHAN AKELLA
PROPRIETOR
FCS; 1606; CP: 2189



Place: MUMBAI
Date: 30th September, 2015

Signed by Mr. RAJKUMAR SARAF, CHAIRMAN OF THE MEETING