

ZENITH COMPUTERS LIMITED

Registered Office : B-5, 'ELECTRONIC SADAN'-I, MLD.C., MAHAPE, NAVI MUMBAI 400 710

REPORT OF THE VOTING AND OTHER MATTERS RELATING TO THE 33RD ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 30TH SEPTEMBER, 2013**Date of the ANNUAL GENERAL MEETING : 30th September, 2013****Total No. of Shareholders on record date : 20,453****No. of Shareholders present in the meeting either in person or by proxy: 63 (Holding 74,15,915 Shares)****Promoters and Promoter Group : 6 (Holding 74,09,755 Shares)****Public Financial Institutional Members : NIL; Public : 57 (Holding 6,160 Shares)****No. of Shareholders attended the meeting through Video Conferencing: NIL****Promoters and Promoter Group : NIL****Public : NIL****All the Resolutions were passed by a Show of Hands – UNANIMOUSLY – (There was no demand for a Poll on any item of the Agenda) – NO MEMBER VOTED AGAINST THE RESOLUTION OR WAS NEUTRAL – All Members voted in favor of all the Resolutions.**

S. No. of the AGM Agenda	Particulars / Details of the Agenda Item	Ordinary Resolution OR Special Resolution	No. of Votes cast in favor of the Resolution		
			Promoter & Promoter Group	Public Financial Institutional Holders	Public
1	Adoption of Audited Accounts for the Year ended 31.03.2013	Ordinary Resolution	37,55,621 Shares (2 Votes by 2 Members present in person - on a Show of Hands)	NA – As No Institutional Shareholder was present.	6,160 Shares (57 Votes by 57 Members present in person - on a Show of Hands)
2	Re-election of Mr. Vijay Ram Mukhi, a Director retiring by rotation, as a Director	Ordinary Resolution	37,55,621 Shares (2 Votes by 2 Members present in person - on a Show of Hands)	NA – As No Institutional Shareholder was present.	6,160 Shares (57 Votes by 57 Members present in person - on a Show of Hands)
3	Re-appointment of the retiring Auditors for the Financial Year 2013-14	Ordinary Resolution	37,55,621 Shares (2 Votes by 2 Members present in person - on a Show of Hands)	NA – As No Institutional Shareholder was present.	6,160 Shares (57 Votes by 57 Members present in person - on a Show of Hands)
4	Shifting of the Registered Office from Navi Mumbai to Mumbai	Special Resolution	37,55,621 Shares (2 Votes by 2 Members present in person - on a Show of Hands)	NA – As No Institutional Shareholder was present.	6,160 Shares (57 Votes by 57 Members present in person - on a Show of Hands)

For ZENITH COMPUTERS LIMITED*R. S. Sanghvi.***RAMESH SANGHVI
COMPANY SECRETARY**

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