



Zenith Exports Limited

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CIN : L24294WB1981PLC033902

06th March'2026

The Manager
Listing Department
National Stock Exchange of India Limited
'Exchange Plaza', C-1, Block-G
Bandra-Kurla Complex
Bandra (E)
Mumbai- 400 051
Scrip Code: ZENITHEXPO

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001
Scrip Code: 512553

Dear Sir/Madam,

Sub: Outcome of Board Meeting in accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations'2015 pertaining to Change in composition of the Board.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, we wish to inform you that the Board of Directors of the Company at its Meeting held today i.e. on 06th March'2026 (commenced at 3.30 p.m. and concluded at 4:15 p.m.) has inter alia transacted and approved the following:

- 1) Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors of the Company have considered and approved the appointment of Mrs. Priyanka Poddar (DIN-10481007) as an Additional Director in the category of Non-Executive, Independent Director of the Company who shall hold office for a period of five (5) consecutive years with effect from March 6, 2026, subject to approval of shareholders of the Company to be obtained within three months hereof.

Mrs. Priyanka Poddar has confirmed that she meets the criteria of 'independence' as per the provisions of the Companies Act, 2013 and SEBI Listing Regulations and that he is not debarred from holding office as Director by virtue of any order of SEBI/ Ministry of Corporate Affairs or any such other authority.

The details as required under Regulation 30 of the Listing Regulations and the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024, are given in "Annexure 1" to this letter.



- 2) Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors of the Company have considered and approved the appointment of Mr. Subhajeet Kar [DIN: 07148810] as an Additional Director in the category of Non-Executive, Independent Director of the Company who shall hold office for a period of five (5) consecutive years with effect from March 6, 2026, subject to approval of shareholders of the Company to be obtained within three months hereof.

Mr. Subhajeet Kar has confirmed that he meets the criteria of 'independence' as per the provisions of the Companies Act, 2013 and SEBI Listing Regulations and that he is not debarred from holding office as Director by virtue of any order of SEBI/ Ministry of Corporate Affairs or any such other authority.

The details as required under Regulation 30 of the Listing Regulations and the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024, are given in "**Annexure 2**" to this letter.

- 3) The Chairman of the Board informed that sudden sad demise of Mr. Sanjay Kumar Shaw (DIN: 08507089), intimated today dated 06th March 2026. Mr. Sanjay Kumar Shaw had been associated with the Company since 12.08.2019 and had made valuable contributions to the Company during his tenure as a member of the Board and various Committees. Mr. Sanjay Kumar Shaw sudden and "unexpected passing away will be an irreparable loss to the Company and all the directors and employees of the company convey deep sympathy, sorrow and condolences to his family.

The details as required under Regulation 30 of the Listing Regulations and the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024, are given in "**Annexure 3**" to this letter.

4) Reconstitution of Committees of the Board of Directors:-

The Board of Directors of the Company has passed the resolution at its meeting held today to reconstitute the Audit Committee, & Stake holder relationship Committee of the Board as detailed below, with effect from March 06, 2026. There is no alteration in Nomination and Remuneration Committee.

Reconstitution of the Audit Committee by appointment of Mrs. Priyanka Poddar & Mr. Subhajeet Kar as a member of the Committee. Post reconstitution, the composition of the Audit Committee is as under:

<i>Name of the Director</i>	<i>Designation in Committee</i>
1. Rabindra Kumar Sarawgee	Chairman
2. Kamal Koomar Jain	Member
3. Priyanka Poddar	Member
4. Subhajeet Kar	Member



Reconstitution of the Stake Holder Relationship Committee by appointment of Mr. Subhajeet Kar as a member of the Committee. Post reconstitution, the composition of the Stake Holder Relationship Committee is as under:

<i>Name of the Director</i>	<i>Designation in Committee</i>
1. Rabindra Kumar Sarawgee	Chairman
2. Kamal Koomar Jain	Member
3. Subhajeet Kar	Member

5.) Board Comment on the Non-Compliance of Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Chairman of the Board informed that a fine imposed by BSE and NSE vide their mail dated February 27, 2025 were placed before the Board of Directors in their meeting held on March 2, 2025 for Non-Compliance of Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board after due analysis and deliberation noted that the delay in compliance was inadvertent and unintentional. The Company made all the possible efforts to fill the vacancy caused. Considering the level of competency, skills, experience and seniority required for the said post, it took reasonable time to identify and finalize the potential candidate. After a diligent selection process, **Mrs, Priyanka Poddar (DIN: 10481007) and Mr. Subhajeet Kar (DIN-07148810)** were appointed as Non-Executive Independent Directors on **6th March, 2026**. They emphasized that going forward prescribed timelines & compliances should be strictly adhered to.

The Company will submit request letter for waiver of the said fine to both of these Stock Exchanges in this regard.

The Board confirms that the matter has now been complied with and also advised to take abundant caution in the future in timely complying with the Listing Regulations.

Kindly take the above information on record.

Thanking You,
Yours faithfully,
For **ZENITH EXPORTS LIMITED**



(Anita Kumari Gupta)
Company Secretary & Compliance Officer

ANNEXURE-1

Disclosure of information pursuant to Regulation 30 of SEBI LODR Regulations read with SEBI circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023.

Appointment of Mrs. Priyanka Poddar, as Non-Executive, Independent Director of the Company

Sl. No.	Particulars	Details
1	Name of the Director	Mrs. Priyanka Poddar [DIN: 10481007]
2	Reason for Change (viz., appointment, resignation, removal, death or otherwise)	Appointment of Mrs. Priyanka Poddar [DIN: 10481007] as an Additional Director (Non – Executive, Independent Director) of the Company, subject to approval of the Shareholders.
3	Date of Appointment	Mrs. Priyanka Poddar shall hold office as an Additional Director in the category of Non-Executive, Independent Director of the company for a first term of five consecutive years commencing from 06 th March'2026, subject to the approval of the shareholders to be obtained within three months thereof. Term of 5 (five) years starting from March 06 th , 2026 upto March 05 th , 2031.
4	Brief profile (in case of appointment)	Mrs. Priyanka Poddar, aged about 41 years, Highly professional and qualified company secretary and board director with 3 years of experience in leading organizations. Extreme attention to detail has helped companies of all types maximize investments, cut spending, and increase efficiency. Strong knowledge of governing bylaws and how to implement company procedures.
5.	Disclosure of relationships between Directors (in case of appointment of a Director)	Mrs. Priyanka Poddar, is not related to any of the Promoters, Members of the Promoter Group and Directors of the Company.
6	Information required pursuant to the National Stock Exchange of India Ltd. With ref. no. NSE/CML/2018/24 & BSE circular ref no. LIST/COMP/14/2018-19 dated June 20, 2018 (in case of appointment)	Mrs. Priyanka Poddar is not debarred from holding the office of Director by virtue of any Securities Exchange Board of India order or any other such authority.



ANNEXURE-2

Disclosure of information pursuant to Regulation 30 of SEBI LODR Regulations read with SEBI circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023.

Appointment of Mr. Subhajeet Kar, as Non-Executive, Independent Director of the Company

Sl. No.	Particulars	Details
1	Name of the Director	Mr. Subhajeet Kar [DIN: 07148810]
2	Reason for Change (viz., appointment, resignation, removal, death or otherwise)	Appointment of Mr. Subhajeet Kar [DIN: 07148810] as an Additional Director (Non – Executive, Independent Director) of the Company, subject to approval of the Shareholders.
3	Date of Appointment	Mr. Subhajeet Kar shall hold office as an Additional Director in the category of Non-Executive, Independent Director of the company for a first term of five consecutive years commencing from 06 th March'2026, subject to the approval of the shareholders to be obtained within three months thereof. Term of 5 (five) years starting from March 06 th , 2026 upto March 05 th , 2031.
4	Brief profile (in case of appointment)	Mr. Subhajeet Kar, aged about 53 years, Senior Finance & Commercial Leader with 26+ years of experience across multinational, public-sector, and technology-driven organizations in India, APAC, MEA, and OECD markets. Proven track record in profitability improvement, pricing strategy, order-to-cash governance, contract negotiation, business partnering, ERP-led transformation, and large-scale program delivery. Led ₹1,500+ Cr businesses, served as Managing Director of an international subsidiary, and directed USD 50M+ multi-country projects. Trusted advisor to Boards, Governments, Banks, and Development Institutions (ADB-funded and self-financed programs).
5	Disclosure of relationships between Directors (in case of appointment of a Director)	Mr. Subhajeet Kar, is not related to any of the Promoters, Members of the Promoter Group and Directors of the Company.



6	Information required pursuant to the National Stock Exchange of India Ltd. With ref. no. NSE/CML/2018/24 & BSE circular ref no. LIST/COMP/14/2018-19 dated June 20, 2018 (in case of appointment)	Mr. Subhajeet Kar is not debarred from holding the office of Director by virtue of any Securities Exchange Board of India order or any other such authority.
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Annexure- 3

Details as required under Regulation 30 of SEBI (LODR) Regulations, 2015 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13th July 2023 are as under

S.No	Particulars	Description
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Cessation due to sad demise of Mr. Sanjay Kumar Shaw (DIN:08507089) , Non- Executive Independent Director of the company.
2.	Date of appointment/ cessation & term of appointment.	08th February'2026
3.	Brief profile (in case of appointment)	Not Applicable
4.	Disclosure of relationships between directors. (in case of appointment of a director).	Not Applicable
5.	Information as required under BSE circular Number LIST/COM/14/2018-19 and NSE circular no. NSE/CML 2018/24 dated June 20, 2018.	Not Applicable

