



Zenith Exports Limited

19, R. N. Mukherjee Road, Kolkata- 700 001, India
Telephone : 2248-7071, 2248-6936
E-mail : sec@zenithexportsltd.net
website : www.zenithexportsltd.com
CIN : L24294WB1981PLC033902

13th April, 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: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of Postal Ballot Notice ("Notice") dated April 08, 2026 being sent to the members of the Company seeking their approval through Postal Ballot only by way of remote electronic voting ("remote e-voting") in respect of the Resolution(s), as set out in the said Notice.

In accordance with the circulars of Ministry of Corporate Affairs, the aforesaid Notice is being sent only by email to all the members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent ("RTA") or their respective depository participant(s) and whose names are recorded in the Register of Members/ Beneficial Owners as on the Cut-off date i.e. Friday, April 10, 2026.

The Company has engaged the services of National Securities Depository Limited ("NSDL"), for the purpose of providing remote e-voting facility to its members. The remote e-voting shall commence at 9:00 a.m. (IST) on Saturday, April 18, 2026 and ends at 5:00 p.m. (IST) on Sunday, May 17, 2026. The remote e-voting module shall be disabled by NSDL thereafter.

The result of Postal Ballot will be announced on or before Tuesday, May 19, 2026.

The above is also available on the website of the Company at www.zenithexportslimited.com and the website of NSDL www.evoting.nsdl.com

This is for your information and records.

Thanking you,

For **ZENITH EXPORTS LIMITED**

(Anita Kumari Gupta)
Company Secretary & Compliance Officer
FCS: 11369



Zenith Exports Limited

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POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Section 108 read with Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (**'the Act'**) (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024, issued by the Ministry of Corporate Affairs, Government of India (**collectively the 'MCA Circulars'**) to transact the special businesses as set out hereunder by passing Special Resolutions by way of postal ballot only by voting through electronic means (**"remote e-Voting"**).

In view of the above referred MCA Circulars, the Company is sending this Postal Ballot Notice (**'the Notice'**) ONLY in electronic form to those Members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent (**'RTA'**)/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. **The communication of the assent or dissent of the Members will only take place through the remote e-Voting system.** The detailed procedure for remote e-voting forms part of the 'Notes' section to this Notice.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to the Notice for your consideration and forms part of this Notice.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged National Securities Depository Limited (“NSDL”) to provide remote e-Voting facility for its Members. The procedure for remote e-Voting is given in Point No. 10 below in the Notes. The remote e-Voting facility is available at the link www.evoting.nsdl.com from 09:00 AM on Saturday, 18th April, 2026 up to 05:00 PM on Sunday, 17th May, 2026. The remote e-Voting module will be blocked by NSDL at 05:00 PM on Sunday, 17th May, 2026 and voting shall not be allowed beyond the said date and time.

The Board has, pursuant to Rule 22(5) of the Rules, appointed Mr. Vivek Mishra, Partner at M/s M & A Associates, Practicing Company Secretaries, (COP No. 17218) as the Scrutinizer for conducting the voting process through remote e-Voting in accordance with the law and in a fair and transparent manner.

The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of remote e-Voting data provided by NSDL, in a fair and transparent manner. The result on the resolutions proposed to be passed through Postal Ballot shall be announced on or before Tuesday, 19th May, 2026 by 05:00 PM and will be displayed on the notice board at the Registered Office of the Company for a period of 3 (Three) days and shall be communicated to BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company’s website at <https://www.zenithexportslimited.com/> and on the website of NSDL at www.evoting.nsdl.com.

The last date of the remote e-Voting shall be the date on which the Resolutions shall be deemed to have been passed, if approved by the requisite majority.

Special Businesses:

Item No. 1: Appointment of Mrs. Priyanka Poddar (DIN: 10481007) as an Independent Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150,152 read with Schedule IV to the Companies Act, 2013 (“the Act”) and any other applicable provisions of the Act and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), Mrs. Priyanka Poddar (DIN: 10481007), who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director with effect from 6th March, 2026, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 6th March, 2026 to 5th March, 2031.”

“RESOLVED FURTHER THAT Director of the Company or the Company Secretary be and are hereby authorized to file appropriate E-form with Registrar of Companies, West Bengal as also for intimating the same to any other authority as may be required.

Item No. 2: Appointment of Mrs. Rasna Goyal (DIN: 03383291) as an Independent Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150,152 read with Schedule IV to the Companies Act, 2013 (“the Act”) and any other applicable provisions of the Act and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), Mrs. Rasna Goyal (DIN: 03383291), who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director with effect from 23rd March, 2026, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 23rd March, 2026 to 22nd March, 2031.”

“RESOLVED FURTHER THAT Director of the Company or the Company Secretary be and are hereby authorized to file appropriate E-form with Registrar of Companies, West Bengal as also for intimating the same to any other authority as may be required.

Registered & Head Office:
19, R. N. Mukherjee Road
First Floor, Kolkata- 700 001
Dated: 8th April, 2026

By Order of the Board of Directors
For **ZENITH EXPORTS LIMITED**

Sd/-
Anita Kumari Gupta
Company Secretary & Compliance Officer
F11369

NOTES:

1. The approval of shareholders of the Company is solicited by passing special resolutions by way of postal ballot only by voting through electronic means for businesses as set out in Item No. 1 & 2 of this Postal Ballot Notice. The Notice is being sent to all shareholders, whose names appear in the Register of Members / list of Beneficial Owners as received from the Depositories as on Friday, 10th April, 2026 (“**Cut-off Date**”). Members holding equity shares as on the Cut-off Date can cast their vote using remote e-voting facility **ONLY**. **A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.**
2. Explanatory Statement setting out all material facts as required under Section 102 of the Act in respect of the aforesaid special business is appended.
3. Resolutions, if approved, by the shareholders by means of Postal Ballot is deemed to have been passed at a General Meeting of the shareholders and the last date of the remote e-Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.
4. In terms of the MCA Circulars, the Postal Ballot Notice is being sent electronically to all the shareholders who have registered their email ids with the Company or Depository Participant(s) as on the Cut-off Date and is also available on the website of the Company at <https://www.zenithexportslimited.com>
5. The Scrutiniser, after scrutinising the votes cast through remote e-voting will, not later than two working days of the conclusion of the remote e-voting, make a Scrutiniser ‘s Report and submit the same to the Chairman. The results declared along with the Scrutiniser ‘s Report shall be placed on the website of the Company at the link <https://www.zenithexportslimited.com> .The results shall be communicated to the Stock Exchanges simultaneously.
6. **The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject line as “ZEL-Postal Ballot-Registration of e-mail Ids” to Registrar and Transfer Agent of the Company, i.e., C.B. Management Services Pvt. Ltd. at amit.banerjee@in.mpms.mufg.com to the Company at sec@zenithexportsltd.net with name of registered shareholder(s), folio number(s)/DP Id/Client Id and No. of equity shares held from the email address they wish to register to enable them to exercise their vote on special businesses as set out in the Postal Ballot Notice through remote e-voting facility provided by NSDL.**
7. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
8. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

9. A Member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.

10. **Voting through Electronic Means:**

The Company is providing remote e-voting facility to its Members to cast their vote by electronic means through e-Voting Platform of NSDL at the link <https://www.evoting.nsdl.com/>.

The voting period begins at 09:00 AM on Saturday, 18th April, 2026 and ends at 05:00 PM on Sunday, 17th May, 2026. The e-Voting module shall be disabled by NSDL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut- off Date i.e. Friday, 10th April, 2026 may cast their vote electronically.

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM





A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
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Individual Shareholders holding securities in demat mode with NSDL.

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e- Voting service provider i.e. NSDL** and you will be redirected to e- Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

A) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 139085 then user ID is 139085001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

d) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

e) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

f) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

g) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” **139085** of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **info@mandaassociates.in** in with

a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sec@zenithexportsltd.net
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to sec@zenithexportsltd.net. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1

The Board of Directors (“the Board”) on 8th April, 2026, upon recommendation of Nomination and Remuneration Committee, appointed Mrs. Priyanka Poddar (DIN: 10481007) as an Additional Director of the Company in the capacity of Independent Director for a term of five consecutive years with effect from 6th March, 2026 to 5th March, 2031, subject to approval of the Members of the Company.

In terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) approval of Members for appointment of person on the Board should be taken at the next General Meeting or within a period of 3 months, whichever is earlier.

Mrs. Priyanka Poddar (DIN: 10481007) is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“the Act”) and has given her consent to act as a Director. The Company has also received a declaration from her that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Listing Regulations and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mrs. Priyanka Poddar (DIN: 10481007) for the office of Independent Director of the Company.

In the opinion of the Board, Mrs. Priyanka Poddar (DIN: 10481007) fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and Listing Regulations for her appointment as an Independent Director of the Company and is independent of the management.

Nomination and Remuneration Committee reviewed the capabilities of Mrs. Priyanka Poddar (DIN: 10481007) vis a vis the role and capabilities required by the Board, based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mrs. Priyanka Poddar (DIN: 10481007) as an Independent Director, for a term of five consecutive years with effect from 6th March, 2026 to 5th March, 2031.

In the opinion of Nomination and Remuneration Committee and the Board, Mrs. Priyanka Poddar (DIN: 10481007) possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company.

In the opinion of the Board, the Company will benefit from his valuable experience, knowledge and counsel.

As per Section 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per Regulation 17 (1C) of the Listing Regulations, the Company is required to obtain the approval of the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. Further, as per Regulation 25 (2A) approval of the Members by way of a special resolution is required for the appointment of an Independent Director. Accordingly, approval of the Members is being sought for the appointment of Mrs. Priyanka Poddar (DIN: 10481007) as an Independent Director of the Company by way of a Special Resolution.

The letter of appointment of Mrs. Priyanka Poddar (DIN: 10481007) setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

Additional information in respect of Mrs. Priyanka Poddar (DIN: 10481007) pursuant to Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided as Annexure to this Notice.

A brief profile of Mrs. Priyanka Poddar (DIN: 10481007) is also provided as Annexure to this Notice.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mrs. Priyanka Poddar (DIN: 10481007) and her relatives, are concerned or interested, financially or otherwise, in the resolution set out in Item No. 1 of the Notice.

The Board recommends the Special Resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company.

Item No. 2

The Board of Directors (“the Board”) on 8th April, 2026, upon recommendation of Nomination and Remuneration Committee, appointed Mrs. Rasna Goyal (DIN: 03383291) as an Additional Director of the Company in the capacity of Independent Director for a term of five consecutive years with effect from 23rd March, 2026 to 22nd March, 2031, subject to approval of the Members of the Company.

In terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) approval of Members for appointment of person on the Board should be taken at the next General Meeting or within a period of 3 months, whichever is earlier.

Mrs. Rasna Goyal (DIN: 03383291) is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“the Act”) and has given her consent to act as a Director. The Company has also received a declaration from her that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Listing Regulations and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mrs. Rasna Goyal (DIN: 03383291) for the office of Independent Director of the Company.

In the opinion of the Board, Mrs. Rasna Goyal (DIN: 03383291) fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and Listing Regulations for her appointment as an Independent Director of the Company and is independent of the management.

Nomination and Remuneration Committee reviewed the capabilities of Mrs. Rasna Goyal (DIN: 03383291) vis the role and capabilities required by the Board, based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mrs. Rasna Goyal (DIN: 03383291) as an Independent Director, for a term of five consecutive years with effect from 6th March, 2026 to 5th March, 2031.

In the opinion of Nomination and Remuneration Committee and the Board, Mrs. Rasna Goyal (DIN: 03383291) possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company.

In the opinion of the Board, the Company will benefit from his valuable experience, knowledge and counsel.

As per Section 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per Regulation 17 (1C) of the Listing Regulations, the Company is required to obtain the approval of the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. Further, as per Regulation 25 (2A) approval of the Members by way of a special resolution is required for the appointment of an Independent Director. Accordingly, approval of the Members is being sought for the appointment of Mrs. Rasna Goyal (DIN: 03383291) as an Independent Director of the Company by way of a Special Resolution.

The letter of appointment of Mrs. Rasna Goyal (DIN: 03383291) setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

Additional information in respect of Mrs. Rasna Goyal (DIN: 03383291) pursuant to Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided as Annexure to this Notice.

A brief profile of Mrs. Rasna Goyal (DIN: 03383291) is also provided as Annexure to this Notice.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mrs. Rasna Goyal (DIN: 03383291) and her relatives, are concerned or interested, financially or otherwise, in the resolution set out in Item No. 2 of the Notice.

The Board recommends the Special Resolution at Item No. 2 of the accompanying Notice for approval by the Members of the Company.

Registered & Head Office:
19, R. N. Mukherjee Road
First Floor, Kolkata- 700 001
Dated: 8th April, 2026

By Order of the Board of Directors
For **ZENITH EXPORTS LIMITED**

Sd/-
Anita Kumari Gupta
Company Secretary & Compliance Officer
F11369

Annexure to the Notice:

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Revised Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India):

Name of the Director	Mrs. Priyanka Poddar	Mrs. Rasna Goyal
DIN	10481007	03383291
Date of Birth	14/06/1985	
Age	40 years	
Nationality	Indian	Indian
Date of First Appointment	06/03/2026	23/03/2026
Qualifications	Member of ICSI	Member of ICSI
Brief Profile & Experience	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.	Mrs. Rasna Goyal, aged about 41 years, I have been associated with the Shree Gopal Group, NSI India Ltd. Group, Future Consumer Group, Anaadih Group, Realty Sathi Group, Bhandari Group etc. , Presenting handling 50+ Companies on Secretarial, Company Law and other related matters,
Expertise in specific functional areas	Secretarial, Company Law and other related matters,	Secretarial, Company Law and other related matters,
Directorship in other listed Companies	None	None
Chairmanship/Membership of the Committees of the Board of Directors of other Companies	<ol style="list-style-type: none"> 1. DE'S Technico Limited 2. Apex Enterprises (India) Ltd 3. SSMD Agrotech India Limited 4. Burlington Finance Ltd. 5. Shyam Ferro Alloys Ltd. 6. NFP Sampoorna Foods Limited 	<ol style="list-style-type: none"> 1. Diamond Arcade social Welfare Association 2. Smridhi Sponge Limited
Shareholding in the Company	Nil	Nil
Inter-se relationship with other Directors and Key Managerial	None	None

Personnel		
Listed entities from which has/she has resigned in the past three Years	None	None
List of the directorships held in other companies as on date of this Postal Ballot Notice	None	None
Number of Board Meetings attended during the year.	NA	NA
Last drawn remuneration	NA	NA
Remuneration proposed to be paid	Sitting fees in accordance with the provisions of the Companies Act, 2013	Sitting fees in accordance with the provisions of the Companies Act, 2013
Terms and conditions of appointment	Appointed as an Independent Director not liable to retire by rotation for 5 consecutive years with effect from 6th March 2026	Appointed as an Independent Director not liable to retire by rotation for 5 consecutive years with effect from 23rd March 2026