



Zenith Exports Limited

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

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF ZENITH EXPORTS LIMITED HELD ON SATURDAY, THE 28TH DAY OF MAY, 2022 THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS (OAVM) AT 12:30 P.M.

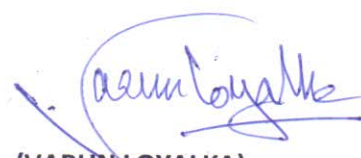
TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. SUBHRAJIT DUTTA (ACS: 58258), AN ASSOCIATE MEMBER OF THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, AS THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF THE COMPANY IN PLACE OF MR. VIKRAM KUMAR MISHRA (FCS: 11269):

The Chairman informed that as per the recommendations of the Nomination and Remuneration Committee, Mr. Subhrajit Dutta, a member of the Institute of Company Secretaries of India (ACS: 58258) has consented to act as the Company Secretary and Compliance Officer of the Company. After a brief discussion regarding the matter the following resolution was passed:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 & the rules made there under and other applicable provisions, Mr. Subhrajit Dutta (ACS: 58258) an Associate Member of the Institute of Company Secretary of India, who possess the requisite qualification as prescribed under the Companies (Appointment and Qualifications of Secretary) Rules, 1988, be and is hereby appointed as Company Secretary and Compliance Officer of the Company with immediate effect on the terms & conditions as mentioned in the Appointment Letter to perform the duties of a Company Secretary as required under the Companies Act, 2013, SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and other applicable provisions and any other duties which the Board or Management of the Company may assign to him from time to time.

FURTHER RESOLVED THAT Mr. Subhrajit Dutta, be and is hereby also appointed to act as the Secretary of various committees of the Board of Directors of the Company.

FURTHER RESOLVED THAT in terms of Section 203 of the Companies Act 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, Mr. Subhrajit Dutta, be and is hereby appointed as the Key Managerial Personnel (KMP) of the company w.e.f. 28/05/2022.


(VARUN LOYALKA)
MANAGING DIRECTOR
DIN: 07315452



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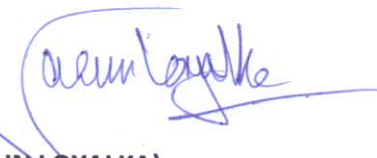
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FURTHER RESOLVED THAT pursuant to Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, Mr. Subhrajit Dutta, is hereby designated as the Compliance Officer of the company w.e.f. 28/05/2022.

FURTHER RESOLVED THAT the resignation of Mr. Vikram Kumar Mishra (FCS: 11269) from the position of Company Secretary and Compliance Officer of the Company be and is hereby accepted by the Board.

FURTHER RESOLVED THAT the Board places on record their appreciation for the assistance and guidance provided by Mr. Vikram Kumar Mishra (FCS: 11269) during his tenure as Company Secretary and Compliance Officer of the Company.

FURTHER RESOLVED THAT any director of the Company be and is hereby authorized to digitally sign and submit MCA e-forms DIR-12, MGT-14 and any other applicable forms with the office of the Registrar of Companies (ROC), Kolkata and to do all such acts and deeds as may be deemed necessary to give effect to the above resolutions and further submit a copy of the resolutions with any concerned statutory and regulatory departments."


(VARUN LOYALKA)
MANAGING DIRECTOR
DIN: 07315452



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7th May'2022

Mr. Subhrajit Dutta
C/O Surajit Dutta
8/2B, Nilmani Mitra Street
Recovery Nursing Home
Burtolla, Beadon Street,
Kolkata - 700 006, West Bengal.

Dear Sir,

With reference to your application, subsequent interview and discussions you had with us & to our offer letter dated 30th April' 2022, we have pleasure in offering you the position of *Company Secretary* in our Organization.

We are now pleased to appoint you as "*Company Secretary*" in our Company on the following terms and conditions:

1. The appointment commences from Thursday, the 17th day of May 2022.
2. Your remuneration shall be as per Annexure "A", which forms part of this appointment letter.
3. You shall devote yourself exclusively to the business and affairs of the Company and shall not be involved in any other occupation, trade or business.
4. You shall not divulge or disclose to others any information, secret or confidential matter relating to the Company.
5. You will observe the rules and regulations of the Company and perform your duties faithfully and diligently as per directions given to you from time to time.
6. Your services are liable to be transferred to any other department or branch office of the Company at its headquarters or at the factory or at regional offices or vice-versa or to any other concern connected with the Company or its Directors and on such transfer in the last category your appointment will commence de novo between that concern and yourself

Contd...2.



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7. You will not use any information, which you may acquire in the course of our employment with us, in any manner prejudicial to the interests of the Company, or in any manner which may cause loss to the Company.
8. You will be on probation for a period of six months. During probation period, you will not be entitled for any Leave & Bonus. Depending on your Performance, your services may either be confirmed after six months or the Probation period may be extended at the sole discretion of the management.
9. If you decide to leave the Company, you will have to give 60 days' notice or Salary in lieu of notice. Similarly, the Company has right to terminate your services by giving 60 days prior notice or 60 days Salary in lieu of the notice period, without assigning any reason.
10. The service conditions, rules, regulations, directions, instruction and decisions of the Company, current amended and notified from time to time prevailing at the place of your work shall be applicable to you.

Please sign the duplicate copy of the letter as a token of your acceptance.

Thanking you,

Yours faithfully,

For ZENITH EXPORTS LIMITED

(Raj Kumar Loyalka)
Chief Executive Officer

I confirm & accept as above

Encl.: Annexure "A"