



Zenith Exports Limited

19, R. N. Mukherjee Road, Kolkata - 700 001, India

Telephone : 2248-7071, 2248-6936

Fax : 91-33-2243-9003

CIN : L24294WB1981PLC033902

E-mail : sec@zenithexportsltd.net

24th September, 2019

The Manager

Listing Department

National Stock Exchange of India Limited

'Exchange Plaza', C-1, Block-G

Bandra-Kurla Complex

Bandra (E)

Mumbai- 400 051

Fax, No. 022-2659-8237/8238/8347

Scrip Code: ZENITHEXPO

The Secretary

Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400 001

Fax No. 022-2272-3121/1278/1557

Scrip Code: 512553

Dear Sir/Madam,

Sub: Proceedings of the 37th Annual General Meeting of the Company held on 24th September'2019

In terms of the Provisions of the Regulation 30 read with Part A, Para A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation'2015, we enclose herewith the proceedings of 37th Annual General Meeting of the Company held on Tuesday, 24th September'2019 at 11:30 a.m. at the Ground Floor, Auditorium of Birla Academy of Art & Culture, 108, Southern Avenue, Kolkata-700 029.

The same is displayed on the website of the Company viz. www.zenithexportslimited.com

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For **ZENITH EXPORTS LIMITED**


(Vikram Kumar Mishra)

Company Secretary

ACS: 36568



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Summary of the Proceedings of 37th Annual General Meeting (AGM) of the Members of Zenith Exports Limited held on Tuesday, 24th September, 2019 at 11:30 a.m. at the Ground Floor, Auditorium of Birla Academy of Art & Culture, 108, Southern Avenue, Kolkata-700 029

The 37th Annual General Meeting of Zenith Exports Limited ("the Company") was held on Tuesday, 24th September, 2019 at 11:30 a.m. at the Ground Floor, Auditorium of Birla Academy of Art & Culture, 108, Southern Avenue, Kolkata-700 029.

The following Board members were present at the 37th Annual General Meeting of the Company:

Sl No.	Directors Attendance	Category Of Director
1	Mr. Surendra Kumar Loyalka	Chairman Cum Managing Director
2	Mr. Varun Loyalka	Jt. Managing Director
3	Mrs. Urmila Loyalka	Non- Executive Director
4	Mr. Rabindra Kumar Sarawgee	Independent Director (Chairman of Audit Committee & Stakeholders' Relationship Committee)
5	Mr. Kamal Koomar Jain	Independent Director (Chairman of Nomination and Remuneration Committee)

The Meeting commenced at 11:30 a.m. with the speech of Mr. Surendra Kumar Loyalka, Chairman cum Managing Director of the Company. After welcoming all the members present, the Chairman introduced the Board members, Company Secretary & Compliance Officer present on the dias to the members of the Company. The Auditors and Scrutinizer were also present at the AGM.

Following members/proxies/authorized representatives were present at the AGM:

Registered As	Persons	Shares as on Record date 17.09.2019
Members	41	1965603
Corporate Representatives	4	1409076
Proxy	3	1200
TOTAL	48	3375879

After ascertaining from the Company Secretary that the requisite quorum was present at the AGM, the Chairman called the meeting to order and commenced the proceedings of the meeting.





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With the permission of the members present, Chairman, took the Notice of the meeting along with the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 and the Report of Board of Directors thereon, being already circulated as read.

The Chairman further informed that the Auditor's Report on the Financial Statements for the financial year ended 31st March, 2019 did not have any qualification or adverse remarks.

The Chairman then addressed the members and gave an overview of the Company's performance and its future outlook.

Further the Chairman informed to the members that Pursuant to the provisions of section 108 of the Companies Act'2013 read with Rule 20 of the Companies (Management and Administration) Rules'2014 and Regulation 44 of the SEBI (Listing Obligations Disclosure Requirements) Regulations'2015, the Company had provided the remote e-voting facility to the members of the Company and had engaged the services of NSDL to provide remote e-voting facility to all the members to enable them to cast their votes electronically in respect of business of 37th Annual General Meeting of the Company. The e-voting platform was opened from 9:00 a.m. on 21st September September'2019 to 5:00 p.m. of 23rd September'2019.

The members were also informed that the facility for voting by way of Ballot papers was made available at the venue of AGM for the members who had not cast their vote through remote e-voting.

He then informed that the Combined Results of e-voting & Physical Ballot Poll shall be declared on Thursday 26.09.2019 at the Registered Office of the Company & a copy shall be placed on the Company's Notice Board and posted on the website of the Company, Stock Exchange and NSDL.

The Chairman then provided a fair opportunity to the members of the Company who were entitled to vote to seek clarifications and comments to the items of business and the same were adequately answered by Mr. Surendra Loyalka.

Thereafter, all 6 (six) items of business as set out in the Notice of AGM dated 12th August, 2019 were put for members approval. Thereafter, the Chairman ordered a poll to be taken at the meeting and requested Mr. Asit Kumar Labh, Scrutinizer for an orderly conduct of the voting.





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The Chairman announced that the e-voting results along with the consolidated scrutinizer's report shall be placed on Company's website and the website of Stock Exchange and NSDL.

The following items of Business as set out in the Notice convening the 37th Annual General Meeting were commended for Members' consideration and approval.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March'2019, together with the Reports of the Board of Directors and Auditors thereon. **(Ordinary Resolution)**
2. To appoint a Director in place of Mrs. Urmila Loyalka (DIN: 00009266), who retires by rotation and, being eligible, offers herself for re-appointment **(Ordinary Resolution)**.

SPECIAL BUSINESS:

1. Appointment of Mr. Rabindra Kumar Sarawgee (DIN: 00559970), as Non-Executive Independent Director of the Company **(Ordinary Resolution)**.
2. Appointment of Mr. Surendra Bafna (DIN: 00127681), as Non-Executive Independent Director of the Company **(Ordinary Resolution)**.
3. Appointment of Mr. Kamal Koomar Jain (DIN: 00551662), as Non-Executive Independent Director of the Company **(Ordinary Resolution)**.
4. Appointment of Mr. Sanjay Kumar Shaw (DIN: 08507089), as Non-Executive Independent Director of the Company **(Ordinary Resolution)**.

The Chairman then thanked the members attending the AGM and for their co-operation and concluded the meeting at 1.30 p.m.

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


(Vikram Kumar Mishra)
Company Secretary
ACS: 36568