



Zenith Exports Limited

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16th October'2013

BY  SPEED POST

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

Dear Sir,

Sub : Submission of proceedings of 31st Annual General Meeting of the Company

In terms of Clause 31(d) of the Listing Agreement with you, please find enclosed herewith a certified true copy of the Minutes of 31st Annual General Meeting of the Company held on 27th September'2013.

Please take the above on record.

Thanking you,

Yours faithfully,
For ZENITH EXPORTS LTD.


(Lawkush Prasad)
Company Secretary

Encl: as above

**PROCEEDINGS OF THE THIRTY FIRST ANNUAL GENERAL MEETING OF
THE MEMBERS OF ZENITH EXPORTS LIMITED HELD AT THE
AUDITORIUM OF BIRLA ACADEMY OF ART & CULTURE, 108,
SOUTHERN AVENUE, KOLKATA -700029 ON FRIDAY THE 27TH DAY OF
SEPTEMBER, 2013 AT 10.30 A.M.**

PRESENT: Mr. Raj Kumar Loyalka, Jt. Managing Director
Mr. Madhukar Manilal Bhagat, Director
Mr. Keshar Deo Rungta, Director & Chairman of Audit
Committee
Mr. Mangi Lal Jain, Director
Mr. D. K. Sarawgee, Director
Mr. Lawkush Prasad, Company Secretary

CHAIRMAN

Mr. R. K. Loyalka voted Chairman of the meeting.

31 Members in person representing 26,318 equity shares, 4 members under Section 187 of the Companies Act, 1956 representing 14,09,076 equity shares and 7 Members by proxies representing 19,41,151 equity shares, were present in the meeting

The Chairman after confirming that the requisite quorum was present called the meeting to order.

**STATUTORY REGISTER UNDER SECTION 307 OF THE COMPANIES
ACT, 1956**

The Register of Directors' Shareholding maintained under section 307 of the Companies Act, 1956 was produced at the commencement of the meeting and remained open and accessible during the continuance of the meeting to any person having the right to attend the meeting.

NOTICE

The Notice convening the 31st Annual General Meeting was taken as read with the unanimous consent of the members present.

Thereafter the Chairman asked Mr. Lawkush Prasad, the Company Secretary to read the Auditors' Report. The Company Secretary read the Auditors report dated 24/05/2013 to the members.

Thereafter the Chairman read out his statement to the Members and apprised them about the performance of the company during the year under review and also about the future prospects and plans.

The Chairman then took up the business mentioned in the notice seriatim.

R. K. Loyalka

CHAIRMAN'S
INITIAL



CERTIFIED TRUE COPY

For Zenith Exports Ltd.

Shree
Company Secretary

ORDINARY BUSINESS:

1. **ADOPTION OF ACCOUNTS**

Mr. Mahesh Kumar Malpani (DP/Client ID: IN300773/10085914), a member, proposed the following resolution as an ordinary resolution:

"RESOLVED THAT the Audited Balance Sheet as at 31.03.2013 and the Profit & Loss Account of the Company for the year ended on that date, together with the Directors & Auditors' Report thereon as circulated to the shareholders and now laid before the meeting be and are hereby approved and adopted."

Mrs. Nilam Singhania (DP & Client ID: 12066400/00000416), a member seconded the resolution.

The Chairman then invited the members to raise queries, if any, on the accounts. The shareholders present have not raised any query.

The resolution was then put to vote and on show of hands, the Chairman declared the same as passed unanimously.

2. **RE-APPOINTMENT OF MR. S. K. LOYALKA AS A DIRECTOR**

Mrs. Nilam Singhania (DP & Client ID: 12066400/00000416), a member, proposed the following resolution as an ordinary resolution:

"RESOLVED THAT Mr. S. K. Loyalka, who retires by rotation at the conclusion of this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

Mr. Subhas Chand Mohta (DP/Client ID: IN300327/10094979), a member seconded the resolution.

The resolution was then put to vote and on show of hands, the Chairman declared the same as passed unanimously.

3. **RE-APPOINTMENT OF MR. M. L. JAIN AS A DIRECTOR**

Mr. Subhas Chand Mohta (DP & Client ID: IN300327/10094979), a member, proposed the following resolution as an ordinary resolution:

"RESOLVED THAT Mr. M. L. Jain, who retires by rotation at the conclusion of this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

Mr. Mahesh Kumar Malpani (DP/Client ID: IN300773/10085914), a member seconded the resolution.

The resolution was then put to vote and on show of hands, the Chairman declared the same as passed unanimously.



CHAIRMAN'S
INITIAL



CERTIFIED TRUE COPY

For Zenith Exports Ltd.


Company Secretary

4. **RE-APPOINTMENT OF STATUTORY AUDITORS**

Mr. Mahesh Kumar Malpani (DP/Client ID: IN300773/10085914), a member, proposed the following resolution as an ordinary resolution:

"RESOLVED THAT the retiring Auditors M/s. Tiwari & Company, Chartered Accountants, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on the remuneration to be decided by the Board of Directors of the Company.

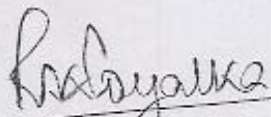
RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to appoint separate branch Auditors in consultation with the Statutory Auditors of the Company, for conducting the audit of branch offices accounts at Company's Spinning Division at Ahmedabad and Weaving Division at Mysore and to fix their remuneration."

Mr. Subhas Chand Mohta (DP/Client ID: IN300327/10094979), a member seconded the resolution.

The resolution was then put to vote and on show of hands, the Chairman declared the same as passed unanimously.

VOTE OF THANKS

The meeting terminated with vote of thanks to the chair.


(CHAIRMAN)
27/09/2013

CERTIFIED TRUE COPY

For Zenith Exports Ltd.


Company Secretary