



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

September 30, 2020

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

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001
Scrip Code: 512553

Dear Sir/Madam,

Sub: Disclosure under Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations'2015

Ref: E-Voting Results along with Consolidated Scrutinizer's Report for the 38th Annual General Meeting (AGM) of the Company held on 29th September'2020

Pursuant to Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, we are enclosing herewith the details of combined voting results (through remote e-voting and e-voting during the AGM) of the business transacted at 38th AGM of the Company held on Tuesday, September 29, 2020.

Further, as required under Section 108 of the Companies Act,2013 read with Rule 20 of the Companies (Management and Administration) Rules,2014 as amended from time to time, the Consolidated Scrutinizer's Report on remote e-voting process and e-voting in AGM is also enclosed herewith.

Please be noted that 3 Resolutions set out in the Notice convening 38th AGM have been duly passed with requisite majority and 1 Resolution have been defeated.

Further, the said results and report is also available on the Company's website at www.zenithexportslimited.com

Kindly take the above Information on record.

Thanking you,

Yours faithfully,

For ZENITH EXPORTS LIMITED



(Vikram Kumar Mishra)

Company Secretary

ACS: 36568



ASIT KUMAR LABH

B.Com.(H), ACS



c/o A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381

(M) : 97487-36545

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Website : www.aklabh.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

**The Chairman
of the 38th Annual General Meeting of
Zenith Exports Limited
19, R. N. Mukherjee Road
Kolkata - 700 001**

Dear Sir,

I, Asit Kumar Labh, Practicing Company Secretary (ACS – 32891 / CP - 14664) was appointed as the scrutinizer in connection with the 38th Annual General Meeting (“AGM”) of the members of “*Zenith Exports Limited*” (“Company”) held on Tuesday, the 29th day of September, 2020 at 11:30 A.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 (collectively referred as “MCA Circulars”) for the purpose of scrutinizing the electronic voting (“e-voting”) process through remote e-voting and e-voting at the AGM in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated the 4th day of September, 2020. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM is restricted to make a Scrutinizer’s Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (“NSDL”), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.



ASIT KUMAR LABH

B.Com.(H), ACS



c/o **A. K. LABH & Co.**

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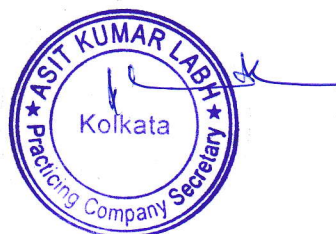
(M) : 97487-36545

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Website : www.aklabh.com

I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Saturday, the 26th day of September, 2020 up to 5.00 P.M. IST on Monday, the 28th day of September, 2020.
2. The shareholders holding shares as on the "cut off" date, i.e. the 22nd day of September, 2020 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice dated the 4th day of September, 2020 of the AGM of the Company.
3. The Company has also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC / OAVM to cast the votes in case the same has not been cast by them through remote e-voting.
4. The votes were unblocked on Tuesday, the 29th day of September, 2020 around 12:40 P.M. after the completion of the AGM in the presence of two witnesses, namely, Mr. Amit Kumar Labh, residing at 71, Narsingh Dutta Road, Kolkata – 700008 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed; the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the AGM [EVEN : 113909] is as under:



**<A> ORDINARY BUSINESS:****a) Resolution 1**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2020, together with the Reports of the Board of Directors and Auditors thereon

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	162	3400375	
E-voting at AGM	0	0	
Total	162	3400375	65.82%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	14	1765670	
E-voting at AGM	0	0	
Total	14	1765670	34.18%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
3	400



**b) Resolution 2**

To appoint a Director in place of Mr. Varun Loyalka (DIN: 07315452), who retires by rotation and, being eligible, offers himself for re-appointment

(i) **Voted in favour of the Resolution:**

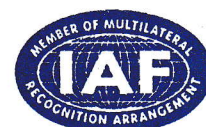
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	162	3400375	
E-voting at AGM	0	0	
Total	162	3400375	65.82%

(ii) **Voted against the Resolution:**

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	14	1765670	
E-voting at AGM	0	0	
Total	14	1765670	34.18%

(iii) **Invalid Votes:**

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
3	400



** SPECIAL BUSINESS:****c) Resolution 3 : Special Resolution**

To re-appoint Mr. Surendra Kumar Loyalka (DIN: 00006232) as Chairman and Managing Director of the Company

(i) **Voted in favour of the Resolution:**

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	162	3400375	
E-voting at AGM	0	0	
Total	162	3400375	65.82%

(ii) **Voted against the Resolution:**

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	14	1765670	
E-voting at AGM	0	0	
Total	14	1765670	34.18%

(iii) **Invalid Votes:**

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
3	400



**d) Resolution 4 : Ordinary Resolution**

To re-appoint Mr. Varun Loyalka (DIN: 07315452) as Joint Managing Director of the Company

(i) Voted **in favour** of the Resolution:

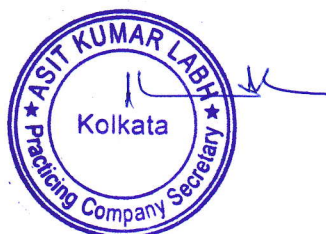
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	162	3400375	
E-voting at AGM	0	0	
Total	162	3400375	65.82%

(ii) Voted **against** the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	14	1765670	
E-voting at AGM	0	0	
Total	14	1765670	34.18%

(iii) **Invalid** Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
3	400



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7. All the resolutions proposed hereinabove, *except Resolution No. 3*, have been passed with requisite majority.
8. The electronic data and e-voting registers including other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly

(CS ASIT KUMAR LABH)
Practicing Company Secretary
ACS – 32891 / CP No. – 14664
UDIN : A032891B000823054



Place: Kolkata
Dated: 30.09.2020



ASIT KUMAR LABH

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Website : www.aklabh.com

Witness:

1.

Amit Kumar Labh

(Amit Kumar Labh)

71, Narsingh Dutta Road

Kolkata - 700008



2.

Amushree Dasgupta

(Amushree Dasgupta)

28/N, Dwijen Mukherjee Road, Behala

Kolkata 700060

Received the Report of the Scrutinizer

For Zenith Exports Limited

(Vikram Kumar Mishra)

Company Secretary

ACS 36568



ZENITH EXPORTS LIMITED



Disclosure of voting results by listed entities in terms of Clause 44(3) of the Listing Agreement			
Date of the AGM			: 29.09.2020
Total number of shareholders on Cut-off date 22.09.2020			: 1758
No. of Shareholders present in the meeting either in person or through proxy:			Not Applicable
Promoters and Promoter Group			: Not Applicable
Public			: Not Applicable
No. of Shareholders attended the meeting through Video Conferencing			: 31
Promoters and Promoter Group			: 9
Public			: 22



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