



Zenith Exports Limited

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

Telephone : 2248-7071, 2248-6936

Fax : 91-33-2243-9003

E-mail : ~~zenith@gscl01.vsnl.net.in~~

CIN : L24294WB1981PLC033902

E-mail : sec@zenithexportsltd.net

4th September'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 ID: ZENITHEXPO

The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001
Scrip Code: 512553

Dear Sir/Madam,

Sub: Submission of Annual Report under Regulation 34(1) of the SEBI (LODR) Regulations, 2015 ("Listing Regulations")


Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations'2015, as amended, we enclose herewith the Integrated Annual General Report of the Company along with the Notice of the 38th Annual General Meeting and other Statutory Reports for the Financial Year 2019-2020, which is also being sent through electronic mode to those Members whose E-mail Address are registered with the Company/Registrar and Transfer Agent/Depositories

The same is also available on the website of the Company at www.zenithexportslimited.com

This is for your information and records.

Thanking you,

Yours faithfully,
For ZENITH EXPORTS LIMITED


(Vikram Kumar Mishra)
Company Secretary
ACS: 36568



CORPORATE INFORMATION

Board of Directors

Chairman-Cum-Managing Director

Mr. Surendra Kumar Loyalka

Joint Managing Director

Mr. Varun Loyalka

Women Director

Mrs. Urmila Loyalka

Non-Executive Independent Directors

Mr. Rabindra Kumar Sarawgee

Mr. Surendra Bafna

Mr. Kamal Koomar Jain

Mr. Sanjay Kumar Shaw

Mr. Sampat Mal Daga (w.e.f 13.02.2019 to 28.06.2019)

Chief Executive Officer

Mr. Rajkumar Loyalka

Company Secretary

Mr. Vikram Kumar Mishra

Chief Financial Officer

Mr. Sushil kumar Kasera

Board Committees

- ***Audit Committee***
Mr. Rabindra Kumar Sarawgee- Chairman
Mr. Kamal Koomar Jain-Member
Mr. Surendra Bafna- Member
Mr. Sanjay Kumar Shaw-Member
- ***Nomination and Remuneration Committee***
Mr. Kamal Koomar Jain-Chairman
Mr. Rabindra Kumar Sarawgee-Member
Mr. Surendra Bafna-Member
- ***Stakeholders Relationship Committee***
Mr. Rabindra Kumar Sarawgee- Chairman
Mr. Kamal Koomar Jain-Member
Mrs. Sanjay Kumar Shaw- Member

Statutory Auditors

M/s. V. Goyal & Associates

Chartered Accountants

Mercantile Building, A Block, 1st Floor

9, Lalbazar Street,

Kolkata- 700001

Secretarial Auditor

CS. Asit Kumar Labh

C/o. A.K. Labh & Co.

40, Weston Street, 3rd Floor,

Kolkata-700013

Internal Auditors

M/s. Goyal Y.K. & Associates

Chartered Accountants

Mercantile Building, A Block, 1st Floor

9, Lalbazar Street,

Kolkata- 700001

Registrar and Share Transfer Agent

C.B. Management Services (P) Ltd.

P-22, Bondel Road, Kolkata- 700019

Ph: 4011-6700/2280-6692/2282-3643

Fax: 4011-6739, Email: rta@cbmsl.com

Website: www.cbmsl.com

Registered Office

19, Rajendra Nath Mukherjee Road

First Floor, Kolkata, Pin-700001

Ph: 033-2248-7071/6936

Fax: 033-2243-9003

Email: sec@zenithexportsltd.net

Website: www.zenithexportslimited.com

CIN: L24294WB1981PLC033902

Principal Banker

Canara Bank

Scrip Code

BSE – 512553

NSE – ZENITHEXPO

Works

Zenith Textiles

13,A/B/C, Industrial Area

Nanjangud, Dist-Mysore

Karnataka, Pin-571 302

Zenith Exports Limited

106, B. T. Road, Kolkata – 7000108

Zenith Exports Limited

515 Anandapur,

106, B T Road, Phase-II, Kasba Industrial Estate

Kolkata-700107

Zenith Exports Limited

515 Anandapur,

P-71, Phase-II, Kasba Industrial Estate

Kolkata-700107

Zenith Exports Limited

Anandapur, P-29, Kasba Industrial Estate,

Phase-II,Kolkata-700107



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NOTICE

NOTICE is hereby given that the **38th Annual General Meeting("AGM")** of the Members of **ZENITH EXPORTS LIMITED** (CIN: L24294WB1981PLC033902) will be held on Tuesday, 29th September 2020 at 11:30 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

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

SPECIAL BUSINESS:

3. To re-appoint Mr. Surendra Kumar Loyalka (DIN:00006232) as Chairman and Managing Director of the Company and in this regard to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT notwithstanding his completion of seventy years of age during the tenure, pursuant to the provisions of section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("Act"), and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule-V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and Articles of Association of the Company and subject to the other necessary approval, if any, the approval of members of the Company be and is hereby accorded for re-appointment of Mr. Surendra Kumar Loyalka (DIN:00006232) as Chairman and Managing Director of the Company, liable to retire by rotation for a period of 3(Three years) effective from February 12, 2021 to February 11, 2024 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Surendra Kumar Loyalka.



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“RESOLVED FURTHER any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Surendra Kumar Loyalka (DIN:00006232) as Chairman and Managing Director of the Company.”


4. To re-appoint Mr. Varun Loyalka (DIN:07315452) as Joint Managing Director of the Company and in this regard to consider and, if thought fit, to pass the following resolution as a **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“Act”), and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule-V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and Articles of Association of the Company and subject to the other necessary approval, if any, the approval of members of the Company be and is hereby accorded for re-appointment of Mr. Varun Loyalka (DIN:07315452) as Joint Managing Director of the Company, liable to retire by rotation for a period of 3(Three years) effective from September 26, 2021 to September 25, 2024 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Varun Loyalka.

“RESOLVED FURTHER any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Mr. Varun Loyalka (DIN:07315452) as Joint Managing Director of the Company.”

Registered & Head Office:
19, R. N. Mukherjee Road
First Floor, Kolkata- 700 001
Dated: September 4, 2020

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


Vikram Kumar Mishra
Company Secretary
ACS: 36568



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Notes:

1. In view of continuing COVID-19 pandemic, social distancing is a norm to be followed. The Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Circular dated May 12, 2020, in relation to "Additional relaxation in relation to compliance with certain provisions of Listing Regulations - COVID-19 pandemic" the AGM of the Company is being held through VC/OAVM on Tuesday, September 29, 2020 at 11.30 a.m. (IST) and the voting for items to be transacted in the Notice to this AGM shall be only through remote e-voting process or e- voting during the AGM. The deemed venue for the AGM will be the place from where the Chairman of the Board conducts the meeting.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the above mentioned MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice.
3. Pursuant to the Circular dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Members attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the meeting is annexed hereto.
6. Information required under Regulation 26(4) and 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and as required under Secretarial Standard-2 on General Meeting, pursuant to Section 118 (10) of the Companies Act, 2013 issued by the Institute of Company Secretaries of India, relating to Directors proposed to be appointed/re-appointed is provided in the Annexure to this Notice.



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7. The facility for joining AGM through VC/OVAM will be available for up to 1,000 Members and members may join on first come first serve basis. However, the above restriction shall not be applicable to members holding more than 2% or more shareholding, Institutional Investors as on September 4, 2020, Promoters, Directors, Key Managerial Personnel(s), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. Members can login and join 15 (fifteen) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
8. In case of Joint Holders attending the AGM, only such Joint Holder whose name appears first in the order of names will be entitled to vote.
9. Corporate members intending to send their authorized representative to attend the AGM through VC or OAVM or to vote through remote e-voting, pursuant to Sections 112 and 113 of the Act, are requested to send a certified copy of the board resolution to the Scrutinizer by e-mail at asit.labhl@gmail.com with a copy marked to evoting@nsdl.co.in, authorizing their representative by September 28, 2020, to attend and vote on their behalf at the AGM.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive) for the purpose of AGM.
11. Members who have not registered their email ID with the depository participants, are requested to register their email ID with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid email ID to our RTA at tanmoyb@cbmsl.com/ rta@cbmsl.com or sec@zenithexportsltd.net for receiving all communications including annual report, notices, letters etc., in electronic mode from the Company.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.zenithexportslimited.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
13. M/s. V. Goyal & Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 35th Annual General Meeting held on September 15, 2017. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013, and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.



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14. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
15. All the Register of Directors and Key Managerial Personnels and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to seek inspect, may send their request through an email at sec@zenithexportsltd.net. up to the date of AGM.
16. Members holding shares in electronic mode are requested to intimate immediately any change in their address, email-id, and bank particulars to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to Registrars and Share Transfer Agents, M/s. C.B. Management Services Pvt. Ltd, P-22, Bondel Road, Kolkata- 700 019.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN details to Registrars and Share Transfer Agents, M/s. C.B. Management Services Pvt. Ltd.
18. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s. C.B. Management Services Pvt. Ltd. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
19. **Process and manner of voting through electronic means:**
 - a) In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.





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For more details visit our website

- b) Members of the Company holding shares either in physical form or in electronic form as on the cut-off date i.e. Tuesday, September 22, 2020 may cast their vote by remote e-Voting. The remote e-Voting period commences on Saturday, September 26, 2020 at 9.00 a.m. (IST) and ends on Monday, September 28, 2020 at 5.00 p.m. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- c) Members will be provided with the facility for voting through electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM.
- d) Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.

The instructions for Members for remote e-Voting are as under:

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

- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**
Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

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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 holds 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 holds 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 101456 then user ID is 101456001***

5. Your password details 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 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.



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6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) 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.
 - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) 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.

Details on Step 2 are given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of your company Zenith Exports Limited.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.



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6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 asit.labhl@gmail.com with a copy marked to evoting@nsdl.co.in
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.: 1800-222-990 or send a request at evoting@nsdl.co.in

The instructions for Members for e-Voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.



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~~Website : www.zenithexports.net~~

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
20. **Process for those members 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 :**
- In case shares are held in physical mode, please provide Folio No., Name of members, 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.
 - 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.
 - Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
21. **Instructions for members for attending the AGM through VC/OAVM are as under:**
- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
 - Members are encouraged to join the Meeting through Laptops for better experience. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Members Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to



Zenith Exports Limited

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

Telephone : 2248-7071, 2248-6936

Fax : 91-33-2243-9003

E-mail : ~~zenith@giascl01.vsnl.net.in~~

CIN : L24294WB1981PLC033902

E-mail : sec@zenithexportsltd.net

Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- c) Members who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at sec@zenithexportsltd.net from September 25, 2020 to September 28, 2020 by 5.00 p.m.
 - d) Members who would like to express their views/have questions may send their questions atleast 7 days in advance to the date of AGM mentioning their name, demat account number/folio number, email id, mobile number at sec@zenithexportsltd.net. The same will be replied by the company suitably.
 - e) Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
22. The voting rights of the Members shall be in proportion to their shares of the paid up equity shares capital of the Company as on the cutoff date (record date) i.e. Tuesday, September 22'2020.
 23. Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cutoff date i.e. Tuesday, September 22'2020, may obtain the login id and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
 24. Mr. Asit kumar Labh, Practicing Company Secretary (Mem. No.32891, COP No.14664) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 25. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who will acknowledge the receipt of the same and declare the result of the voting forthwith.



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26. The Results will be declared within 48 hours of conclusion of the AGM by the Chairman or by any person authorized by him in this regard. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.zenithexportslimited.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") where the shares of the Company are listed.

Registered & Head Office:

19, R. N. Mukherjee Road
First Floor, Kolkata- 700 001

Dated: September 4, 2020

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


Vikram Kumar Mishra

Company Secretary

ACS: 36568



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

Pursuant to Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the businesses mentioned under Item Nos. 3 & 4 of the accompanying Notice.

Item No. 3: Re-appointment of Mr. Surendra Kumar Loyalka (DIN: 00006232) as Chairman and Managing Director of the Company.

Mr. Surendra Kumar Loyalka was appointed as Chairman and Managing Director of the Company for a period of two years effective from February 12, 2019 as per the terms and conditions approved by the Members at the 36th Annual General Meeting held on September 25, 2018. Since the aforesaid appointment for the revised period of three years ending on February 11, 2021, it is proposed to re-appoint him as Chairman and Managing Director of the Company for a period of three years from February 12, 2021 notwithstanding his completion of seventy years of age during the tenure and pay him the remuneration as set out below:

- 1) **Basic Salary:** Rs.1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month.
- 2) **Special Allowances:** Rs.1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month.
- 3) **Residential Accommodation:** Rent free furnished residential accommodation. The expenses incurred on Gas, Electricity and Water to be borne by himself.
- 4) **Reimbursement of Medical Expenses:** Reimbursement of Medical Expenses actually incurred on self and family subject to a ceiling of one Month salary in a year or three months' salary over a period of three years.
- 5) **Leave Travel Concession:** Once in a year for self and family. Family means wife and children.
- 6) **Club Fees:** The Company will bear the annual, admission & life membership fees of not more than 2 Clubs, expenses incurred at clubs other than for the purpose of business of the Company to be borne by himself.
- 7) **Personal Accident Insurance:** The Company will cover your life against Personal Accident Insurance, premium of which shall not exceed Rs.10,000/- per month.



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- 8) **Leave:** Entitled to privilege and earned leave on full pay and allowances as per the rules of the Company subject to a maximum of one month leave for eleven months of service.
- 9) **Provident Fund:** The Company will contribute to the Provident Fund as per the rules of the Company. The contribution towards Provident Fund and encashment of leave at the end of the tenure will not be included for computation of ceiling on remuneration as specified in Section II of Part II of Schedule V of the Companies Act, 2013, to the extent these either individually or put together are not taxable under the Income Tax Act.
- 10) **Gratuity:** Gratuity payable will not exceed half a month salary for every completed year of service subject to a maximum ceiling as may be laid down in the Gratuity Act from time to time.
- 11) **Telephone:** The Company will provide Telephones including Mobile Phone at the residence for official as well as Personal use provided, however, that personal long distance calls will be billed by the Company.
- 12) **Car:** The Company will provide Car to you for business as well as for personal use.
- 13) **Reimbursement of Expenses:** The Company will reimburse all travelling, entertainment and other expenses incurred by you for the Purpose of Company's business.
- 14) **Sitting Fees:** As a Chairman and Managing Director of the Company, he will not be entitled any sitting fees for attending the meeting of the Board of Directors or Committees thereof.
- 15) **Minimum Remuneration:** Notwithstanding anything herein, where in any financial year, during the tenure of service of Mr. Surendra Kumar Loyalka, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites specified above.

The special business as set out against item No. 3 was approved by the Nomination & Remuneration Committee and the Board at their respective meetings held on September 4, 2020.

Mr. Surendra Kumar Loyalka has attained the age of 70 years in September 2020. Hence in accordance with proviso to Section 196 (3)(a), the Company seeks consent of the members by way of special resolution for continuation of his holding the office of Chairman and Managing Director even after attaining the age of 70 years during the currency of his proposed tenure.



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~~E-mail : zenith@giacel01.vsnl.net.in~~

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The Board is of the opinion that the appointment of Mr. Surendra Kumar Loyalka as Chairman and Managing Director would be in the interest of the Company and it is desirable to continue to avail services of Mr. Surendra Kumar Loyalka as Chairman and Managing Director due to his extensive experience regardless of his age. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Surendra Kumar Loyalka as Chairman and Managing Director, for the approval by the Members of the Company by way of Special Resolution.

The Company has received requisite consent/declarations for appointment of Mr. Surendra Kumar Loyalka as Chairman and Managing Director as required under the Act and rules made thereunder.

None of the Directors and Key Managerial Personnel(s) except Mr. Rajkumar Loyalka, Mrs. Urmila Loyalka and Mr. Varun Loyalka being relatives are, in anyway concerned or interested, financially or otherwise, in the proposed resolution.

A brief profile with other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is annexed to this Notice.

Item No. 4: Re-appointment of Varun Loyalka (DIN: 07315452) as Joint Managing Director of the Company.

Mr. Varun Loyalka was appointed Joint Managing Director of the Company for a period of three years effective from September 26, 2018 as per the terms and conditions approved by the Members at the 36th Annual General Meeting held on September 25, 2018. Since the aforesaid appointment for the revised period of three years ending on September 25, 2021, it is proposed to re-appoint him as Joint Managing Director of the Company for a period of three years from September 26, 2021 and pay him the remuneration as set out below:

- 1) **Basic Salary:** Rs.1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) per month.
- 2) **Residential Accommodation:** Rent free furnished residential accommodation. The expenses incurred on Gas, Electricity and Water to be borne by himself.
- 3) **Reimbursement of Medical Expenses:** Reimbursement of Medical Expenses actually incurred on self and family subject to a ceiling of one Month salary in a year or three months' salary over a period of three years.
- 4) **Leave Travel Concession:** Once in a year for self and family. Family means wife and children.



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E-mail : ~~zenith@gsa01.vsnl.net.in~~

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- 5) **Club Fees:** The Company will bear the annual, admission & life membership fees of not more than 2 Clubs, expenses incurred at clubs other than for the purpose of business of the Company to be borne by himself.
- 6) **Personal Accident Insurance:** The Company will cover your life against Personal Accident Insurance, premium of which shall not exceed Rs.10,000/- per month.
- 7) **Leave:** Entitled to privilege and earned leave on full pay and allowances as per the rules of the Company subject to a maximum of one month leave for eleven months of service.
- 8) **Provident Fund:** The Company will contribute to the Provident Fund as per the rules of the Company. The contribution towards Provident Fund and encashment of leave at the end of the tenure will not be included for computation of ceiling on remuneration as specified in Section II of Part II of Schedule V of the Companies Act, 2013, to the extent these either individually or put together are not taxable under the Income Tax Act.
- 9) **Gratuity:** Gratuity payable will not exceed half a month salary for every completed year of service subject to a maximum ceiling as may be laid down in the Gratuity Act from time to time.
- 10) **Telephone:** The Company will provide Telephones including Mobile Phone at the residence for official as well as Personal use provided, however, that personal long distance calls will be billed by the Company.
- 11) **Car:** The Company will provide Car to you for business as well as for personal use.
- 12) **Reimbursement of Expenses:** The Company will reimburse all travelling, entertainment and other expenses incurred by you for the Purpose of Company's business.
- 13) **Sitting Fees:** As a Chairman and Managing Director of the Company, he will not be entitled any sitting fees for attending the meeting of the Board of Directors or Committees thereof.
- 14) **Minimum Remuneration:** Notwithstanding anything herein, where in any financial year, during the tenure of service of Mr. Varun Loyalka, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites specified above.



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Telephone : 2248-7071, 2248-6936

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The special business as set out against item No. 4 was approved by the Nomination & Remuneration Committee and the Board at their respective meetings held on September 4, 2020.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Varun Loyalka as Joint Managing Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Varun Loyalka as as Joint Managing Director, for the approval by the Members of the Company by way of an Ordinary Resolution.

The Company has received requisite consent/declarations for appointment of Mr. Varun Loyalka as Joint Managing Director as required under the Act and rules made thereunder.

None of the Directors and Key Managerial Personnel(s) except Mr. Rajkumar Loyalka, Mrs. Urmila Loyalka and Mr. Surendra Kumar Loyalka being relatives are, in anyway concerned or interested, financially or otherwise, in the proposed resolution.

A brief profile with other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is annexed to this Notice.

Registered & Head Office:

19, R. N. Mukherjee Road
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Dated: September 4, 2020

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

Vikram Kumar Mishra

Vikram Kumar Mishra

Company Secretary

ACS: 36568



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Telephone : 2248-7071, 2248-6936

Fax : 91-33-2243-9003

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ANNEXURE TO THE NOTICE

E-mail : sec@zenithexportsltd.net

Details of Directors seeking Appointment/Re-appointment at the 38th Annual General Meeting
[Pursuant to Regulations 36 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 and SS-2 – Secretarial Standards on General Meetings]:

Name of the Director	Mr. Surendra Kumar Loyalka	Mr. Varun Loyalka
Date of Birth	18/09/1950	19/08/1991
Nationality	Indian	Indian
Date of First Appointment	23/07/1981	29/05/2018
Qualifications	B.Com, LL.B	MBA
Expertise in specific functional areas	He has around 40 years of experience in the Textile industry in India and Overseas. He is one of the founding Promoters of the Company and has experience in the Export, Marketing and Administration.	He has around 8 years of experience in embroidery manufacturing and sales.
Directorship in other Companies	1. SKL Exports Ltd. 2. Loyalka Leclercq Textiles Ltd.	1. Bloomkraft Silk Ltd. 2. A C Roy & Co Pvt Ltd. 3. Purotech Sales Pvt Ltd. 4. Capital Ltd. 5. P P Developers Pvt Ltd. 6. Varun Realities Pvt Ltd.
Chairmanship/Membership of the Committees of the Board of Directors of other Companies	None	None
Shareholding in the Company	481496 nos. of equity shares	268900 nos. of equity shares
Inter-se relationship with other Directors and Key Managerial Personnel	Spouse of Mrs. Urmila Loyalka & Father of Mr. Varun Loyalka. Brother of Rajkumar Loyalka.	Son of Mr. Surendra Kumar Loyalka & Mrs. Urmila Loyalka

VR



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The following additional information as required under Schedule-V of the Companies Act, 2013, is given below with respect to item nos. 3 and 4:

I. GENERAL INFORMATION:

1. Nature of Industry: The Company is engaged in the business of Leather Goods & Textile Fabrics.
2. Date or expected date of commencement of commercial production: **28th August'1981**
3. In case of new companies expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus: **Not applicable.**
4. Financial Performance based on given indicators as per audited financial results for the year ended March 31, 2020:

<u>Particulars</u>	<u>(Rs. in Lakhs)</u>
Sales & Other Income	8850.04
Profit after Tax as per the Statement of Profit & Loss as computed under Section 197 of the Companies Act, 2013	(156.34)
Net Worth	7869.06

5. Foreign investments or collaborators, if any: Not Applicable.

II. Information about the appointee:

A. Mr. Surendra Kumar Loyalka

1. Background details -

Mr. Surendra Kumar Loyalka aged 70 years, holds degree of Law. He has around 40 years of experience in the Textile industry in India and Overseas. He is one of the founding Promoters of the Company and has experience in the Export, Marketing and Administration.

2. Past remuneration during the financial year ended 31st March, 2019 -

During the financial year ended March 31, 2019, a sum including Provident Fund and perquisites of Rs. 40.46 Lakhs was paid to Mr. Surendra Kumar Loyalka as Chairman & Managing Director.

3. Recognition or awards - Not Applicable

4. Job Profile and suitability -

Mr. Surendra Kumar Loyalka has rich and vast experience in the field of textile industry in India and Overseas. He was appointed as Managing Director in the year of 1981. As Managing Director he is managing day to day affairs of the Company under the control and supervision of the Board. He was involved in strategic initiatives and business development process of the Company.

5. Remuneration proposed -

As set out in item No. 3 of this notice.

Y.P.



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6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) –

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Surendra Kumar Loyalka, the remuneration proposed to be paid is commensurate with the remuneration packages paid to his similar level counterparts in other companies.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any –

Besides the remuneration proposed to be paid to Mr. Surendra Kumar Loyalka, he does not have any other pecuniary relationship with the Company. The remuneration paid/to be paid to him is within the limit as stipulated in Schedule V of the Companies Act, 2013 read with Rules thereunder. Mr. Surendra Kumar Loyalka is Spouse of Mrs. Urmila Loyalka, Director and Father of Mr. Varun Loyalka, Director. He is brother of Mr. Rajkumar Loyalka, Chief Executive officer of the Company.

B. Mr. Varun Loyalka

1. Background details -

Mr. Varun Loyalka aged 30 years, holds degree of Master in Business Administration from IE Business School, Maria De Molina, Spain in 2017. He joined the Board in the year 2018 as Joint Managing Director of the company. He has around 8 years of experience in embroidery manufacturing and sales.

2. Past remuneration during the financial year ended March 31, 2019 –

During the financial year ended March 31, 2019, a sum including Provident Fund of Rs. 12.68 Lakhs was paid to Mr. Varun Loyalka as Joint Managing Director.

3. Recognition or awards – Not Applicable

4. Job Profile and suitability –

Mr. Varun Loyalka has around 8 years of experience in embroidery manufacturing and sales. He is experiencing and raring the weaving and textiles industry impatiently in India and Overseas. He was appointed as Joint Managing Director in the year of 2018. Seeing knowledge of Mr. Varun Loyalka, his re-appointment will be in the best interest of the Company.

5. Remuneration proposed –

As set out in item No. 4 of this notice.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) –



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Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Varun Loyalka, the remuneration proposed to be paid is commensurate with the remuneration packages paid to his similar level counterparts in other companies.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any –

Besides the remuneration proposed to be paid to Mr. Varun Loyalka, he does not have any other pecuniary relationship with the Company. The remuneration paid/to be paid to him is within the limit as stipulated in Schedule V of the Companies Act, 2013 read with Rules thereunder. Mr. Varun Loyalka is son of Mrs. Urmila Loyalka, Director and Mr. Surendra Kumar Loyalka, Managing Director.

III. OTHER INFORMATION:

1. Reason of loss or inadequate profits:

In the previous financial year of 2017-18, the market witnessed a shift in demand from its high end products and market moved to mid-range products and resulted loss. Further, due to increased cost of raw materials and labour and increased competition in sector, profit margins also reduced by a substantial amount. In the financial year 2018-19, to reinvigorate the company and reduce overheads, the company offered Voluntary Retirement to around 100 workers and spent on that Rs. 6 Crore approx. which resulted loss for the company.

The financial year 2019-20 has witnessed a once in a lifetime situation. COVID-19 pandemic has plunged all the industries around the world into unprecedented times. The market for silk has been on a decline and has hit the textile market hard. The frequency of new collection launches by clients and the number of products being purchased has also decreased. Increased cost of raw materials and labour and increased competition in this sector. Moreover, due to competitive pressure Export Industry in India has been going through a very difficult phase over the last few years, affecting the overall performance.

2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

The Company is endeavoring for improving its current situation. To bring down the cost of production and enhance the revenue, your Company will have to increase the scale of operation by infusing of machineries and technology. New fabrics with anti-microbial properties are being developed and offered to our clients. Also, new finishing techniques (anti COVID finishes) are also being explored to reinvigorate sales and take advantage of the changing market conditions. Product mix is being expanded to include outdoor fabrics and contract fabrics. Further Industrial Leather hand gloves market which had



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DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 38th Annual Report covering the operational and financial performance of your Company along with the Audited Financial Statements for the financial year ended March 31, 2020.

FINANCIAL HIGHLIGHTS

Particulars	(Rs. in Lakhs)	
	Year ended March 31, 2020	Year ended March 31, 2019
Revenue from operations	8286.58	9859.53
Other Income	563.47	160.60
Total Revenue	8850.05	10020.13
Less: Expenses	9022.69	10445.34
Profit before exceptional items and taxes	(172.64)	(425.21)
Less: Exceptional Items	-	(551.38)
Profit/(Loss) before Taxation	(172.64)	(976.59)
Less: Tax Expenses (Current & Deferred)	(29.59)	(194.26)
Add: Income Tax for earlier year	13.29	4.62
Profit/(Loss) for the year	(156.35)	(786.95)
Add: Other Comprehensive Income	-	10.86
Total Income (Comprising Profit/(Loss) for the year and Other Comprehensive Income)	(156.35)	(776.09)

OPERATIONAL REVIEW AND FUTURE OUTLOOK

During the financial year ended March 31, 2020, your Company has achieved a turnover of Rs. 8286.58 Lakhs as compared to the turnover of Rs. 9859.53 Lakhs recorded during the previous financial year ended March 31, 2019. Revenue from operations for the financial year ended March 31, 2020 has decreased by 16% over the corresponding period last year. The Company has incurred loss before tax for the financial year ended March 31, 2020 of Rs. 172.64 Lakhs compared to previous financial year of Rs. 976.59 lakhs. The net loss after tax for the financial year ended March 31, 2020 stood to Rs. 156.35 lakhs as compared to Rs. 786.95 lakhs over the last financial year.

With the Covid-19 pandemic impacting people across the globe, socially and economically, your Company also witnessed severe disruption in its operations, which tapered the annual performance of your Company. The Company had been adversely impacted by way of temporarily closure of its manufacturing and sales operation Pan India. Impact on future operations would to a large extent depend on how the pandemic develops and the resultant impact on businesses. Management expects no significant impact on the continuity of operations of the business on along term basis.

WEAVING DIVISION

During the year under review, demands of the Silk and silk blends continues to be under pressure due to high value of fabrics and less demand of expensive fabric in European and American Markets. Consequent upon this to strengthen the demand, the company has changed its product mix and now less expensive qualities are being offered in the market and response is good.

Also, the company after COVID-19 pandemic is looking to exploit the opportunities of businesses shifting their purchases away from China. But at the same time, company has to compete with big mills within India. Company is also developing new fabric using anti-microbial inherent properties and anti COVID finishes expanding its product offerings and capturing new clients. Markups are very Low, but expecting good results in future.

SPINNING DIVISION

The Spinning division your Company called 'Zenith Spinners' located at Dholka, Ahmedabad which had suspended its operations since December, 2015, due to steep competition and unfavorable market situation has started business of trading of Cotton with effect from January, 2019 .

DIVIDEND

In view of accumulated losses the Board of Directors did not recommend any dividend on Equity Shares during the year.

GENERAL RESERVE

The Company has not transferred any amount to the General Reserve for the financial year ended March 31, 2020.

PUBLIC DEPOSITS

The Company has not accepted any deposit from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

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CHANGE IN NATURE OF BUSINESS, IF ANY

During the financial year 2019-20, there has been no change in the nature of business of the Company.

SHARE CAPITAL

The Paid-up Equity Share Capital of the Company as on March 31, 2020 stands at Rs. 5,39,62,500/- comprising Nos. 53,96,250 Equity Shares of Rs. 10 each. During the financial year 2019-20, your Company has neither issued any shares with differential voting rights nor has granted any stock options or sweat equity.

DETAILS OF SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary or Joint Venture/ Associate Companies.

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 have been disclosed in Notes to the Financial Statements for the financial year ended March 31, 2020, which forms part of this Annual Report. Your Company has not given any guarantee or provided any security during the year under review.

CREDIT RATING

During the year under review, ICRA Limited (ICRA) has reaffirmed the long-term rating for the captioned Line of Credit (LOC) at [ICRA]B+ (pronounced ICRA B plus) and reaffirmed the short-term rating for the captioned LOC at [CRA]A4 (pronounced ICRA A four). The Outlook on the long-term rating is 'Stable'.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN END OF THE FINANCIAL YEAR AND DATE OF THIS REPORT

Except as disclosed elsewhere in this report, there have been no material changes and commitments which could affect the financial position of your Company, between the end of financial year i.e. March 31, 2020 and the date of this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS

During the year under review, there were no significant material orders passed by the Regulators/ Courts and no litigation was outstanding as on March 31, 2020, which would impact the going concern status and future operations of your Company.

LISTING INFORMATION

The Equity Shares of the Company are listed on BSE Limited (BSE) and on the National Stock Exchange of India Limited (NSE). The Company has also paid Listing Fees for financial year 2020-21 to both Stock Exchanges.

ACCREDITATION

The Company continues to enjoy ISO 9001:2008 accreditation made by TUV NORD.

RELATED PARTY TRANSACTIONS

During the financial year 2019-20, all transactions entered by the Company with Related Parties during the financial year 2019-20 as defined under Section 2(76) of the Companies Act, 2013 read with Rules framed thereunder were in the 'ordinary course of business' and 'at arm's length' basis. During the year under review, there has been no materially significant Related Party Transactions having potential conflict with the interest of the Company.

During the year under review, your Company did not enter into any Related Party Transactions which require prior approval of the Members. All Related Party Transactions of your Company had prior approval of the Audit Committee and the Board of Directors, as required under the Listing Regulations. Subsequently, the Audit Committee and the Board have reviewed the Related Party Transactions on a quarterly basis. Your Company has formulated a Policy on Related Party Transactions and the said Policy has been uploaded on the website of the Company at www.zenithexportslimited.com.

Particulars of contract or arrangements with related parties referred to in Section 188(1) of the Act, in the prescribed Form AOC-2, is annexed as *Annexure I*, to this Report. Shareholders may refer to notes to the Financial Statements for details on Related Party Transactions as required under the Ind AS 24.

PARTICULARS OF EMPLOYEES

Disclosure pertaining to remuneration and other details as required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are annexed as *Annexure - II* to this Report.

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return in Form MGT-9, as required under section 92(3) of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, has been annexed to this report as *Annexure -III*. The copy of same has also been uploaded on the website of the Company at www.zenithexportslimited.com.

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AUDITORS AND AUDIT REPORT

Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, M/s. V. Goyal & Associates, Chartered Accountants, Kolkata (ICAI Firm Registration No.312136E), was appointed as Statutory Auditors of the Company for a consecutive period of 5 (five) years from the conclusion of the 35th Annual general Meeting of the Company held on 15th September 2017 till the conclusion of 40th Annual General meeting to be held in the year 2022.

Your Company has received a certificate from M/s. V. Goyal & Associates, Chartered Accountants confirming their eligibility to continue as Auditors of the Company in terms of the provisions of Section 141 of the Companies Act, 2013 and the Rules framed thereunder. They have also confirmed that they hold a valid certificate issued by the Peer Review Board of the ICAI as required under the provisions of Regulation 33 of the Listing Regulations.

The Report given by the Auditors on the financial statements of the Company for the financial year ended March 31, 2020 form part of this Annual Report. There is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report. The Auditors of the Company have not reported any fraud in terms of the second proviso to Section 143(12) of the Act.

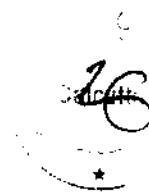
Secretarial Auditors

Pursuant to the Provisions of Section 204 of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), the Board of Directors of the Company at its meeting held on August 12, 2019, appointed CS Asit Kumar Labh (ACS: 32891, COP No. 14664), Practicing Company Secretary, as the Secretarial Auditor of the Company, to conduct the Secretarial Audit for the financial year ended March 31, 2020 and to submit Secretarial Audit Report in the prescribed Form No. MR-3.

The Secretarial Audit Report as received from CS Asit Kumar Labh, Practicing Company Secretary, for the financial year ended March 31, 2020 is annexed to this Report as *Annexure-IV*. There is no qualification, reservation or adverse remark or disclaimer made by the Secretarial Auditor in his Report.

Cost Auditor

In view of the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the provisions of Cost Audit is not applicable on the products of the Company for the ended March 31, 2020.

A handwritten signature in black ink is located in the bottom right corner of the page. Below the signature is a circular stamp containing a star symbol.

COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, your Company has duly complied with all the applicable provisions of the Revised Secretarial Standards on Meeting of the Board of Directors (SS-1) and General Meetings (SS-2), issued by the institute of Company Secretaries of India (ICSI).

INTERNAL CONTROL SYSTEM AND ADEQUACY

Your Company has an adequate system of internal financial controls commensurate with its size and scale of operations, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information. The Audit Committee evaluates the internal financial control system periodically.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, required to be disclosed by section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Account) Rules, 2014 are given below:-

A. CONSERVATION OF ENERGY

The Company is engaged in the continuous review of energy costs, reduction in energy generation cost through improved operational and maintenance practices. Energy conservation continues to receive priority attention at all levels. Company is continuing with energy saving measures initiated earlier like usage of more sophisticated machinery which can do more work in lesser time and thereby reducing the requirement of equipment that programmes to maximize saving in i) Electrical Energy and ii) Fuel oil consumption.

POWER AND FUEL CONSUMPTION

	Year ended March 31, 2020	Year ended March 31, 2019
	Weaving	Weaving
i) Electricity		
a) Purchased Unit(KWH in lakhs)	7.10	7.74
Total Amount (Rs.in lakhs)	76.57	78.85
Rate/Unit (in Rs.)	10.79	10.19
b) Own Generation		
i) Through Diesel Generator	0.00	0.00
Generated Units (KWH in lakhs)	0.00	0.00
Unit/Litre of Diesel	0.00	0.00
Cost/Unit (Rs./Unit)		

ii) Coal	Nil	Nil
iii) Furnace/Other Oil		
Quantity (in lakhs Ltrs.)	0.000	0.000
Total Amount (Rs. in lakhs)	0.00	0.00
Average rate per litre (Rs.)	0.00	0.00
Briquettes (in lakhs Kgs.)		
Total Amount (Rs. In lakhs)	3.20	4.10
Average Rate per Kgs.(Rs.)	16.75	20.51
	5.08	5.39
iv) Other Internal Generation	Nil	Nil

CONSUMPTION PER UNIT OF PRODUCTION

Electricity (KWH)	11.67	10.15
Furnace Oil (Ltrs.)	0.00	1.44
Briquettes (Kgs.)	5.08	5.39
Standard (KWH)	0.00	0.00

B. TECHNOLOGY ABSORPTION

There are no existing technology supply agreements. Along with that we have been continuously adding latest machines, and balancing equipment's as and when required.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars	Current Year (2019-20) (Rs. In Lakhs)	Previous Year (2018-19) (Rs. In Lakhs)
Total Foreign exchange earnings	6602.84	8636.68
Total foreign exchange outgo	355.10	587.79

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DIRECTORS AND KEY MANAGERIAL PERSONNEL

Your Company's Board is duly constituted in compliance with the requirement of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Articles of Association of the Company. As on March 31, 2020, the Company's Board comprised of 7 (seven) Directors. Details of the composition of the Board are provided in the Corporate Governance Report for the financial year 2019-20.

Mr. Varun Loyalka (DIN:07315452), Jt. Managing Director of the Company is liable to retire by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment in terms of Section 152(6) of the Act, read with the Articles of the Company. Your Board recommends the reappointment of Mr. Varun Loyalka as a Director of the Company, liable to retire by rotation.

Mr. Surendra Kumar Loyalka (DIN:00006232), who was appointed as Chairman and Managing Director of the Company, for a period of 2 (two) years with effect from February 12, 2019 and which is expiring on February 11, 2021, was re-appointed by the Board of Directors and the Audit Committee, based on the recommendation of Nomination and Remuneration Committee, as Chairman and Managing Director of the Company, for a period of 3 (three) years from February 12, 2021 subject to approval of the Members at the ensuing AGM. He will also be designated as a Key Managerial Person of the Company in terms of Section 203 of the Act.

Further, Mr. Varun Loyalka (DIN: 07315452), who was appointed as Joint Managing Director of the Company, for a period of 3 (two) years with effect from September 26, 2018 and which is expiring on September 25, 2021, was re-appointed by the Board of Directors and the Audit Committee, based on the recommendation of Nomination and Remuneration Committee, as Joint Managing Director of the Company, for a period of 3 (three) years from September 26, 2020 subject to approval of the Members at the ensuing AGM. He will also be designated as a Key Managerial Person of the Company in terms of Section 203 of the Act.

Mr. Sampat Mal Daga (02438798) who was appointed as Additional (Non-Executive, Independent) Director with effect from February 13, 2019, had resigned from the Board from June 28, 2019 due to other pre occupations.

The Company has received Notice under Section 160 of the Companies Act, 2013 from the Member(s) of the Company signifying the candidature of Mr. Varun Loyalka and Mr Surendra Kumar Loyalka for their appointment at the ensuing AGM.

{ Necessary Resolutions along with disclosure(s) /information(s) in respect of the directors seeking appointment/re-appointment has been annexed to the Notice convening the ensuing AGM.

As on March 31, 2020, Mr. Surendra Kumar Loyalka, Chairman -cum- Managing Director, Mr. Varun Loyalka, Joint Managing Director, Mr. Rajkumar Loyalka, Chief Executive Officer, Mr. Sushil Kumar Kasera, Chief Financial Officer and Mr. Vikram Kumar Mishra, Company Secretary are the whole-time Key Managerial Personnel of the Company in terms of Section 203 of the of the Companies Act, 2013.

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BOARD MEETINGS

During the year under review, a total of 4 (four) Meetings of the Board of Directors of the Company were held, i.e., on May 28, 2019, August 12, 2019, November 12, 2019 and February 14, 2020. Details of Board composition and Board Meetings held during the financial year 2019-20 have been provided in the Corporate Governance Report which forms part of this Annual Report.

ANNUAL EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees, and individual directors pursuant to the provisions of the Act and the Listing Regulations.

The Board evaluated its performance after seeking inputs from all the directors on the basis of criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. The above criteria are as provided in the "Guidance Note on Board Evaluation" issued by SEBI on January 5, 2017.

In a separate meeting of independent directors held on February 14, 2020, performance of non-independent directors and the board as a whole was evaluated without the presence of Non-Independent Directors and members of the management pursuant to Regulation 25 (3) of the Listing Regulations and Schedule IV of the Companies Act, 2013.

The Independent Directors in the said meeting also evaluated the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. Additionally, the Chairman of the Board was also evaluated on key aspects of his role, taking into account the views of executive directors and non-executive directors in the aforesaid meeting. The above evaluations were then discussed in the board meeting that followed the meeting of the independent directors and meeting of the Nomination & Remuneration Committee, at which the performance of the board, its committees, and individual directors was also discussed.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declarations from each Independent Directors confirming that they meet the criteria of independence, as laid down Section 149(6) of the Companies Act, 2013 and in terms of Regulation 16(1) (b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Further, the Board of Directors has taken on record the declaration and confirmation submitted by the Independent Director under regulation 25(8) after assessing its veracity.

Independent Directors of the Company have got their name included in the data bank of Independent Directors being maintained by the Indian Institute of Corporate Affairs (IICA) at Manesar notified under sub-section (1) of Section 150 of the Act as the Institute for the creation and maintenance of data bank of Independent Directors.

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FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

At the time of appointing a new Independent Director, a formal letter of appointment is given to the Director, inter alia, explaining the role, duties and responsibilities of the Director. The Director is also explained in detail the compliances required from him/her under the Companies Act, SEBI Regulations and other relevant regulations. By way of an introduction to the Company, presentations are also made to the newly appointed Independent Director on relevant information like overview of the Company's businesses, market and business environment, growth and performance, organizational set up of the Company etc.

The Company organized a familiarization programme for the Independent Directors on the Board of the Company on August 12, 2019 in compliance of Regulation 25(7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The detail of such familiarization programme is available on the website of the Company at www.zenithexportslimited.com.

AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details pertaining to composition and meetings of the committee are provided in the Corporate Governance Report, which forms part of this report. The Board has accepted all the recommendations made by the Audit Committee during the financial year 2019-20.

NOMINATION AND REMUNERATION POLICY

In terms of Section 178(3) of the Companies Act, 2013 read with Regulation 19(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has adopted a Nomination & Remuneration Policy for selection and appointment of Directors including determining qualifications and independence of a Director, Key Managerial Personnel, and providing for their remuneration and that of the senior management personnel as part of its charter and other matters provided under the Act and Listing Regulations. The Nomination and Remuneration Policy of the Company is available on the Company's website at www.zenithexportslimited.com.

The objectives and key features of this Policy are as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of the Directors, Key Managerial Personnel and Senior Management Personnel;
- Identifying persons who are qualified to become Directors and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy;
- Formulation of criteria for performance evaluation of the Board, its Committees and Directors including Independent Directors/ Non-Executive Directors;
- Devising a policy on Board diversity;
- Directors' induction and continued updation as and when required of their roles, responsibilities and liabilities;

- Aligning the remuneration of Executive Directors, Key Managerial Personnel and Senior Management Personnel with the Company's financial position, industrial trends, remuneration paid by peer companies etc.; and
- Recommend to the Board all the remuneration in whatever form, payable to the Senior Management.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to provisions of Section 134 of the Act, the Directors, to the best of their knowledge and belief, hereby confirm that:

- a) In the preparation of the Annual Accounts for the financial year ended March 31, 2020, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

In terms of section 177(9) of Companies Act, 2013 read with Rules framed thereunder and also in terms of Regulation 22 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company has a Vigil Mechanism that provides a mechanism for the Director/ employees to report without fear of victimization, any unethical behavior, suspected or actual fraud, violation of the Code of conduct and instances of leak of Unpublished Price Sensitive Information, which are detrimental to the Company's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimization or any other unfair employment practice. The Company affirms that no employee has been denied access to the Audit Committee. The said Policy is placed on the website of the Company at www.zenithexportslimited.com. During the year under review, there has been no incidence reported which requires action by the Vigil Mechanism Committee.



RISK MANAGEMENT POLICY

The Company has put in place a Risk Management Policy with the objective of timely identification of risks, assessment and evaluation of such risks in line with the overall business objectives or strategies and defines adequate mitigation strategy. Risk is an integral part of any business and the Company is committed to manage the risk in a proactive and efficient manner. The Risk management Policy of the Company has been published in the Company's website at www.zenithexportslimited.com.

POLICY ON PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT'2013

The Company has adopted zero tolerance for sexual harassment at workplace and has formulated a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. The said policy is available on the website of the Company at www.zenithexportslimited.com. An internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. During the year under review, there was no case of Sexual Harassment received or disposed of by the Company.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Company has complied with the corporate governance requirements under the Companies Act, 2013 and SEBI Listing Regulations. A separate section on Corporate Governance along with a certificate from the Statutory Auditors confirming compliance of conditions of Corporate Governance as stipulated under Part-D of Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 is annexed and forms part of this report.

A certificate from Practicing Company Secretary confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of the Company as prescribed under Listing Regulations is also annexed and forms part of this report.

Management Discussion and Analysis Report for the financial year 2019-20, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, is presented in a separate section forming a part of this Report.



APPRECIATION

Your Directors place on record their deep appreciation of the continued support and guidance provided by Central and State Government and all Regulatory bodies. Your Directors offer their heartiest thanks to the esteemed shareholders, customers, business associates, Financial Institutions and Commercial Banks for the faith reposed by them in the Company and its management. Your Directors place on record their deep appreciation of the dedication and commitment of Company's officers and employees at all levels and look forward to their continued support in future as well.

For and on behalf of the Board of Directors



Surendra Kumar Loyalka
Chairman cum Managing Director
DIN: 00006232

Place: Kolkata

Dated: 4th September 2020

FORM NO. AOC – 2

[Pursuant to Clause (h) of sub-section 134 of the Companies Act, 2013, and rule 8(2) of the Companies (Accounts) Rule, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis :

During the year under review, there were no contracts or arrangements or transactions entered into by the Company with related parties which were not at arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis for the year ended March 31, 2020 are as follows:

(Rs. in Lakhs)

Name of Related party	Nature of transaction	Description of relationship	Salient terms of the contracts or arrangements or transactions including the value, if any.	Duration	March 31, 2020
Bilas Rai Loyalka	Advisory Service	Father of Key Management Person Sri Surendra Kumar Loyalka & Sri Rajkumar Loyalka.	Payment for Advisory Service as per agreement and Board Resolution dated 12/02/2018. Rs.9,00,000/-per annum	Two year subject to renewal	6.50/-
SKL Exports Ltd.	Purchase of fabrics, job work & sale of goods	Sri Surendra Kumar Loyalka is a Director in SKL Exports Ltd.	At Prevailing Market Price upto an aggregate value of Rs. 10 Crore vide Board Resolution dated 30/05/2019	One year	267.85/-

For and on behalf of the Board of Directors



Surendra Kumar Loyalka
Chairman cum Managing Director
DIN: 00006232

Place: Kolkata

Dated: 4th September'2020

ANNEXURE- II**INFORMATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016**

1. Details pertaining to the remuneration as required under Section 197 (12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 :-

(i) The ratio of the remuneration of each Executive Director to the median remuneration of the employees of the Company for the financial year 2019-20 along with the percentage increase in Remuneration of each Executive Director and Key Managerial Personnel (KMPs) during the financial year 2019-20:

(Rs. in Lakhs)				
Sr No.	Name of the Directors/Key Managerial Personnel (KMPs) and their Designation	Remuneration of Directors/KMPs	Ratio of remuneration of each Director / KMP to the Median Remuneration of Employees	Percentage Increase/(decrease) in Remuneration
1.	Mr. Surendra Kumar Loyalka (Chairman & Managing Director)	43.47	16.67 : 1	8.57
2.	Mr. Varun Loyalka (Jt. Managing Director)	15.22	6.94 : 1	--
3.	Mr. Rajkumar Loyalka (Chief Executive Officer)	31.30	13.88 : 1	7.63
4.	Mr. Sushil Kumar Kasera (Chief Financial Officer)	3.84	1.84 : 1	0.52
5.	Mr. Vikram Kumar Mishra (Company Secretary)	5.72	0.99 : 1	--

#Mr. Varun Loyalka was appointed as Executive Director in previous financial year and received part remuneration over the last year hence percentage increase/(decrease) in remuneration is not comparable.

@Mr. Vikram Kumar Mishra was appointed as Company Secretary in previous financial year and received part remuneration over the last year hence percentage increase/(decrease) in remuneration is not comparable.

Notes:-

- a) The Non-Executive Directors received only sitting fees during the year under report. Hence, the ratio of remuneration and percentage change is not considered. The details of remuneration of the Non-executive Directors have been provided in the Corporate Governance Report.
- b) Remuneration for the Executive Directors and Key Managerial Personnel (KMP) in the above table is based on Cost to Company (CTC).

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- c) The remuneration to the Executive Directors i.e. Mr. Surendra Kumar Loyalka and Mr. Varun Loyalka are within overall limits approved by the shareholders of the Company.
- (ii) The percentage increase in the median remuneration of employees in the year 2019-20 was 3.97%.
- (iii) There were 241 permanent employees on the rolls of the Company as on March 31, 2020.
- (iv) Average percentage increase made in the salaries of employees, other than the KMP in the financial year 2019-20 was 8.71% over the previous financial year, which is in line with industry benchmark and cost of living index. However, the average percentage increase in remuneration of the KMP was 9.73%. Justification for increase in the managerial remuneration is retention of talented technical and managerial personnel as per Remuneration Policy of the Company. There are no exceptional circumstances in increase in managerial remuneration.
- (v) It is hereby affirmed that the remuneration paid to all the Directors, KMP, Senior Managerial Personnel and all other employees of the Company during the financial year ended March 31, 2020, were as per the Nomination and Remuneration Policy of the Company.

2. Statement of Particulars of Employees pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, for the financial year ended March 31, 2020:-

- (A) Employees employed throughout the financial year and in receipt of remuneration for the financial year in aggregate of not less than Rs. 1,02,00,000/- (Rupees One Crore and Two Lakh per annum)- Nil
- (B) Employees employed for the part of the financial year and in receipt of remuneration at the rate of not less than Rs. 8,50,000/- (Rupees Eight Lakhs and Fifty Thousand) per month- Nil
- (C) Employees employed throughout the financial year or part thereof and in receipt of remuneration for the financial year in aggregate in excess of that drawn by the Managing Director or Whole-time Director or Manager, and holds by himself or along with his spouse and dependent children more than two percent of the equity shares of the Company - Nil

For and on behalf of the Board of Directors

Place: Kolkata
Dated: 4th September'2020


Surendra Kumar Loyalka
Chairman cum Managing Director
DIN: 00006232



Zenith Exports Limited

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

Telephone : 2248-7071, 2248-6936

Fax : 91-33-2243-9003

E-mail : ~~zenith@zenithexportsltd.com~~

CIN : L24294WB1981PLC033902

Website : www.zenithexportsltd.com

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2020
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L24294WB1981PLC033902
2.	Registration Date	23.07.1981
3.	Name of the Company	ZENITH EXPORTS LIMITED
4.	Category/Sub-category of the Company	Public Company limited by shares 19, R N Mukherjee Road, Kolkata - 700001
5.	Address of the Registered office & contact details	Tel: 033-2248 7071 / 6936 Fax : 033-2243 9003 E-mail : sec@zenithexportsltd.net Website : www.zenithexportsltd.com
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	C B Management Services (P) Ltd. P-22, Bondel Road, Kolkata-700019 Tel: 033-4011 6700/2280 6692/2282 3643 Fax : 033-4011 6739 Email : rta@cbmsl.com Website : www.cbmsl.com CIN : U74140WB1994PTC062959

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company		% to total turnover of the company
Sl. No.	Name and Description of main products / services	
1	Leather Gloves for use in Industry	65%
2	Silk Fabrics	27%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY

The Company does not have any Holding, Subsidiary and Associate Companies during the financial year 2019-20

B. 2. Non-institutions										
(a) Bodies Corporate										
(i) Indian	2093508	601	2094109	38.81	2016260	601	2016861	37.38		-1.43
(ii) Overseas										
(b) Individuals										
i. Individual shareholders holding nominal share capital up to Rs 1 lakh	199654	32566	232220	4.30	210496	31014	241510	4.48		0.17
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	275954	0	275954	5.11	342591	0	342591	6.35		1.23
(c) Other (specify)										
1. NRI	671	0	671	0.01	638	0	638	0.01		0.00
2. Clearing Member	440	0	440	0.01	1794	0	1794	0.03		0.03
3. OCB										
4. Trust	300	0	300	0.01	300	0	300	0.01		0.00
5. Foreign Portfolio Investor										
Sub-Total (B)(2)	2570527	33167	2603694	48.25	2572079	31615	2603694	48.25		0
Total Public Shareholding (B) = (B)(1)+(B)(2)	2570527	33167	2603694	48.25	2572079	31615	2603694	48.25		0
TOTAL (A)+(B)	5363083	33167	5396250	100.00	5364635	31615	5396250	100.00		0
C. Shares held by Custodians for GDRs & ADRs										
GRAND TOTAL (A)+(B)+(C)	5363083	33167	5396250	100.00	5364635	31615	5396250	100.00		0

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Sl No.	Shareholder's Name	Shareholding at the beginning of the year as on 01.04.2019)			Shareholding at the end of the year as on 31.03.2020)		
		No of Shares	% of total shares of Company	% of shares pledged/encumbered to total shares	No of Shares	% of total shares of Company	% of shares pledged/encumbered to total shares
1	A.C.ROY AND COMPANY PVT.LTD. [IN30032710308889] a) At the Beginning of the year b) Change during the year c) At the end of the year	304490	5.64	NIL	304490 No Change 304490	5.64 5.64	NIL NIL
2	PUROTECH SALES PVT.LTD [IN30032710393942] a) At the Beginning of the year b) Change during the year c) At the end of the year	356000	6.6	NIL	356000 No Change 356000	6.6 6.6	NIL NIL
3	P.P.DEVELOPERS PVT LIMITED [IN30032710436315] a) At the Beginning of the year b) Change during the year c) At the end of the year	166000	3.08	NIL	166000 No Change 166000	3.08 3.08	NIL NIL
4	VARUN LOYALKA [IN30011811393300] a) At the Beginning of the year b) Change during the year c) At the end of the year	268900	4.98	NIL	268900 No Change 268900	4.98 4.98	NIL NIL
5	SURENDRA KUMAR LOYALKA [IN30032710303479] a) At the Beginning of the year b) Change during the year c) At the end of the year	481496	8.92	NIL	481496 No Change 481496	8.92 8.92	NIL NIL
6	SURENDRA KUMAR LOYALKA-HUF [IN30032710342515] a) At the Beginning of the year b) Change during the year c) At the end of the year	561420	10.4	NIL	561420 No Change 561420	10.4 10.4	NIL NIL
7	URMILA LOYALKA [IN30032710343644] a) At the Beginning of the year b) Change during the year c) At the end of the year	629150	11.66	NIL	629150 No Change 629150	11.66 11.66	NIL NIL

Sl.No.		(iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRS) For each of the Top 10 Shareholders	Shareholding at the beginning of the year (01.04.2019)		Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
			No.of Shares	% of total shares of the Company	No.of Shares	% of total shares of the Company
1		BHUTNATH VANIYA VYAPAAR PVT.LTD				
	a) At the Beginning of the year		582586	10.80	582586	10.80
	b) Change during the year				No Change	
	c) At the end of the year				582586	10.80
2		OMKARA VINCOM PRIVATE LTD.[IN30032710588875]				
	a) At the Beginning of the year		551949	10.23	551949	10.23
	b) Change during the year					
	DATE	REASON				
	12.04.2019	Sale	200000	3.71	351949	6.52
	12.04.2019	Sale	50000	0.93	301949	5.60
	12.04.2019	Sale	30000	0.56	271949	5.04
	12.04.2019	Sale	271949	5.04	0	0.00
	c) At the end of the year				0	0.00
		OMKARA VINCOM PRIVATE LTD. [IN30162910104197]				
	a) At the Beginning of the year		0	0.00	0	0.00
	b) Change during the year					
	DATE	REASON				
	12.04.2019	Buy	200000	3.71	200000	3.71
	10.05.2019	Sale	150000	2.78	50000	0.93
	17.05.2019	Buy	29600	0.55	79600	1.48
	25.05.2019	Buy	200000	3.71	279600	5.18
	26.07.2019	Sale	7651	0.14	271949	5.04
	30.09.2019	Sale	271849	5.04	100	0.00
	13.12.2019	Buy	551449	10.22	551549	10.22
	c) At the end of the year				551549	10.22
3		ZENITH CREDIT LIMITED [IN30032710296785]				
	a) At the Beginning of the year		376482	6.98	376482	6.98
	b) Change during the year					

	b) Change during the year								
	DATE	REASON							
	19.07.2019	Sale			0.00		0		0.00
	c) At the end of the year						0		0.00
	BIJAY KUMAR LOYALKA [IN30032710593833]								
	a) At the Beginning of the year			0					0.00
	b) Change during the year								
	DATE	REASON							
	26.07.2019	Buy	204424		3.79		204424		3.79
	c) At the end of the year		204424		3.79		204424		3.79
6	SUNIRMAY VINIMAY PVT LTD [IN30032710396383]								
	a) At the Beginning of the year		182106		3.37		182106		3.37
	b) Change during the year								
	DATE	REASON							
	12.04.2019	Sale	182106		3.37		0		0.00
	c) At the end of the year						0		0.00
	SUNIRMAY VINIMAY PVT LTD [IN30162910104148]								
	a) At the Beginning of the year		0		0		0		0.00
	b) Change during the year								
	DATE	REASON							
	19.04.2019	Buy	182106		3.37		182106		3.37
	30.09.2019	Sale	182006		3.37		100		0.00
	13.12.2019	Buy	182006		3.37		182106		3.37
	c) At the end of the year						182106		3.37
7	MAXXON IMPEX AND CREDIT PVT.LTD.[IN300162910099143]								
	a) At the Beginning of the year		0		0.00		0		0.00
	b) Change during the year						No Change		
	DATE	REASON							
	06.04.2019	Sale	149508		2.77		0		2.77
	24.05.2019	Buy	149508		2.77		149508		2.77
	c) At the end of the year						149508		2.77
8	VASUDHA LOYALKA [IN30162910101598]								
	a) At the Beginning of the year		71530		1.33		71530		1.33
	b) Change during the year								
	DATE	REASON							

	06.04.2019	Sale	71530	1.33	0	0
	24.05.2019	Buy	71530	1.33	71530	1.33
	07.06.2019	Buy	50000	0.93	121530	2.25
	19.07.2019	Sale	50000	0.93	71530	1.33
	02.08.2019	Buy	9200	0.17	80730	1.5
	16.08.2019	Sale	79231	1.47	1499	0.03
	23.08.2019	Sale	1488	0.03	11	0
	30.08.2019	Buy	4640	0.09	4651	0.09
	13.12.2019	Buy	84036	1.56	88687	1.64
	c) At the end of the year				88687	1.64
9	R.K.FINANCE LIMITED [IN30032710296806]					
	a) At the Beginning of the year		0	0.00	0	0.00
	b) Change during the year					
	DATE	REASON				
	24.05.2019	Buy	35825	0.66	35825	0.66
	c) At the end of the year				35825	0.66
10	MANJU LOYALKA (IN30162910097362)					
	a) At the Beginning of the year		0	0.00	0	0.00
	b) Change during the year					
	DATE	REASON				
	02.08.2019	Buy	11300	0.21	11300	0.21
	06.09.2019	Sale	9370	0.17	1930	0.04
	08.11.2019	Sale	1610	0.03	320	0.01
	22.11.2019	Buy	2880	0.05	3200	0.06
	13.12.2019	Buy	26320	0.49	29520	0.55
	17.01.2020	Buy	3910	0.07	33430	0.62
	24.01.2020	Buy	3467	0.06	36897	0.68
	31.01.2020	Buy	1290	0.02	38187	0.71
	c) At the end of the year				38187	0.71

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(v) Shareholding Pattern of Directors and Key Managerial Personnel

Sl.No.	For each of the Directors and KMP	Shareholding at the beginning of the year (as on 01.04.2019)		Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Mr. Surendra Kumar Loyalka				
	a) At the Beginning of the Year	481496	8.92	481496	8.92
	b) Change during the Year	-	-	-	-
2	Mr. Urmila Loyalka				
	a) At the Beginning of the Year	629150	11.66	629150	11.66
	b) Change during the Year	-	-	-	-
3	Mr. Varun Loyalka				
	a) At the Beginning of the Year	268900	4.98	268900	4.98
	b) Change during the Year	-	-	-	-
4	Mr. Raj Kumar Loyalka				
	a) At the Beginning of the Year	20000	0.37	20000	0.37
	b) Change during the Year	-	-	-	-
	c) At the end of the Year	20000	0.37	20000	0.37

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V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	13,01,83,291	-	-	13,01,83,291
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	13,01,83,291	-	-	13,01,83,291
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	(4,74,84,328)	-	-	(4,74,84,328)
Net Change	(4,74,84,328)	-	-	(4,74,84,328)
Indebtedness at the end of the financial year				
i) Principal Amount	8,26,98,963	-	-	8,26,98,963
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	8,26,98,963	-	-	8,26,98,963

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. Surendra Kumar Loyalka	Mr. Varun Loyalka	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	36,00,000	15,00,000	51,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	5,30,790	-	5,30,790
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit			
	- others, specify...			
5	Others, please specify -			
	Contribution to Provident Fund	2,16,000	21,600	2,37,600
	Total (A)	43,46,790	15,21,600	58,68,390
	Overall Ceiling as per the Act	As per Schedule V of the Companies Act, 2013		

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B. Remuneration to other directors

Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount (Rs.)
		Mr. S M Daga	Mr. R K Sarawgee	Mr. K K Jain	Mr. S K Shaw	Mr. S Bafna		
1	Independent Directors							
	Fee for attending board committee meetings	9000/-	52000/-	50000/-	31000/-	37000/-	179000/-	
	Commission	-	-	-	-	-	-	
	Others, please specify	-	-	-	-	-	-	
	Total (1)	9000/-	52000/-	50000/-	31000/-	37000/-	179000/-	
2	Other Non-Executive Directors							
	Mrs. Urmila Loyalka							
	Fee for attending board committee meetings	Nil					Nil	
	Commission	-						
	Others, please specify	-						
Total (2)	Nil					Nil		
Total (B)=[1+2]		9000/-	52000/-	50000/-	31000/-	37000/-	179000/-	
Total Managerial Remuneration (A+B)		9000/-	52000/-	50000/-	31000/-	37000/-	179000/-	
Overall Ceiling as per the Act		Non-Executive Independent Directors were only entitled to fees for attending meeting which are not includible in the ceiling as per provisions of Section 197 (5) of the Act.						

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C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CFO	CS	
		Mr. Rajkumar Loyalk	Mr. Sushil Kumar Kasera	Mr. Vikram Kumar Mishra**	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	30,00,000	3,28,920	5,08,900	38,37,820
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1,29,747	-	-	1,29,747
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify- Contribution to Provident Fund	-	54,949	63,400	1,18,349
	Total	31,29,747	3,83,869	5,72,300	39,56,169

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VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

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SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members,

Zenith Exports Limited

19, R. N. Mukherjee Road

Kolkata - 700 001

West Bengal

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Zenith Exports Limited** having its Registered Office at 19, R. N. Mukherjee Road, Kolkata – 700001, West Bengal (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31.03.2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

Auditors' Responsibility

Maintenance of Secretarial Records is the responsibility of the management of the Company. My responsibility is to express an opinion on existence of adequate Board process and compliance management system, commensurate to the size of the Company, based on these secretarial records as shown to me during the said audit

and also based on the information furnished to me by the officers' and the agents of the Company during the said audit.

I have followed the audit practices and processes as were appropriate to the best of my understanding to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.

I have not verified the correctness, appropriateness and bases of financial records, books of accounts and decisions taken by the Board and by various committees of the Company during the period under scrutiny. I have checked the Board process and compliance management system to understand and to form an opinion as to whether there is an adequate system of seeking approval of respective committees of the Board, of the Board, of the members of the Company and of other authorities as per the provisions of various statutes as mentioned hereinafter.

Wherever required I have obtained the management representation about the compliance of the laws, rules and regulations and happening of events, etc.

I have relied upon the accuracy of the documents and information as shared by the Company with me through appropriate Information Technology tools to assist me in completing the secretarial audit work during lock down period due to unprecedented situation prevailing in the Country due to CoVID-19 virus pandemic and the same is subject to physical verification by me post normalization of the situation.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. My examination was limited to the verification of compliance procedures on test basis.

My report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the Company.

I report that, I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31.03.2020 according to the provisions of (*as amended*) :

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) Secretarial Standards as issued by The Institute of Company Secretaries of India;

- (iii) The Securities Contracts (Regulation) Act, 1956 and the rules made there under;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulation made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has specifically complied with the provisions of the following Act:

1. The Foreign Trade (Development and Regulation) Act, 1992;
2. Foreign Trade Policy and
3. RBI Guidelines on Export of Goods & Services

to the extent of its applicability to the Company during the financial year ended 31.03.2020 and my examination and reporting is based on the documents, records and files as produced and shown to and the information and explanations as provided to me by the Company and its management and to the best of my judgment and understanding of the applicability of the different enactments upon the Company. Further, to the best of my knowledge and understanding there are adequate systems and processes in the Company commensurate with its size and operation to monitor and ensure compliances with applicable laws.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

During the period under review, provisions of the following regulations/guidelines/standards were not applicable to the Company:

- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (ii) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ;
- (iii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (iv) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018;
- (v) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

I further report that:

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (c) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.
- (d) There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that :

(a) In the light of heightened concern on spread of COVID-19 across the nation and as per the notifications issued by the Central / State Government(s), the Company had temporarily closed operations at its manufacturing units and offices with effect from 24th March, 2020. However, the Company had gradually resumed its operations in a phased manner from the first week of May month with due permission of the local district authorities as applicable and in accordance with the guidelines stipulated by the Ministry of Home Affairs of the Government of India and the local authorities.

Place: Kolkata
Dated: September 4, 2020

Sd/-
(Asit Kumar Labh)
Practicing Company Secretary
ACS – 32891 / CP No.- 14664

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Zenith Exports Limited
19, R. N. Mukherjee Road
Kolkata - 700 001
West Bengal

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Zenith Exports Limited** having CIN: L24294WB1981PLC033902 and having registered office at 19, R. N. Mukherjee Road, Kolkata – 700001, West Bengal (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Surendra Kumar Loyalka	00006232	23.07.1981
2.	Urmila Loyalka	00009266	13.02.2015
3.	Surendra Bafna	00127681	12.11.2018
4.	Kamal Koomar Jain	00551662	13.02.2019
5.	Rabindra Kumar Sarawgee	00559970	12.11.2018
6.	Varun Loyalka	07315452	29.05.2018
7.	Sanjay Kumar Shaw	08507089	12.08.2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata
Dated: September 04, 2020

Sd/-
(Asit Kumar Labh)
Practicing Company Secretary
ACS – 32891 / CP No.- 14664



Zenith Exports Limited

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

Telephone : 2248-7071, 2248-6936

Fax : 91-33-2243-9003

E-mail : ~~zenith@zenithexports.com~~

CIN : L24294WB1981PLC033902

E-mail : sec@zenithexports.com

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDIAN ECONOMY

India was in the process of emerging as the fastest growing economy in the world. This trend was further advanced by some significant economic measures initiated by the Government. But unfortunately by the close of financial year 2019-20, the Global and Indian Economy witnessed an extensive 'Covid-19' pandemic affected all business and trade activities worldwide. The accelerated outbreak of Covid-19 worldwide has substantially slowed down the pace of economic activity in India with complete uncertainty. The pandemic has had a significant impact on the Export Sectors in the economy. Moreover, the consequences of the ongoing US-China tensions will have ramifications on supply chain networks and financial markets across the globe. The Global GDP growth rate was ravaged by Covid-19 pandemic and is projected to shrink by 3.2% in financial year 2020-21. On the domestic front also, due to this global pandemic and subsequent nationwide lockdown, the GDP growth rate contracted to 4.2% for financial year 2019-20.

THE COMPANY HAS 3 DIVISIONS VIZ.

1. 100% EOU Unit at Nanjangud - Karnataka - Manufacturing High Quality Silk and Velvet Fabrics.
2. Exports Division at Kolkata - Exporting Industrial Leather Hand Gloves, Silk & Cotton Fabrics and made-ups manufactured on Handloom etc.
3. A yarn division at Sarandi, Ahmedabad - The yarn unit which had suspended its operations since December, 2015, due to steep competition and unfavorable market situation has started business of trading of Cotton with effect from January, 2019.

1. EOU UNIT AT NANJANGUD

The Company was manufacturing high quality 100% silk fabric at the unit situated at Nanjangud, Karnataka. Demands of the Silk & silk blends remained under pressure due to high value of fabrics and less demand of expensive fabric in European and American Markets. Due to this, company has changed its product mix and now less expensive qualities are being offered in the market and response is good.

A. INDUSTRY STRUCTURE AND DEVELOPMENT

The Textile Industry is the oldest industry in the country dating back several centuries. It is one of the largest contributors to the economy of the nation and largest contributor towards employment generation. The financial year under review witnessed a once in a lifetime situation. The Covid-19 pandemic break down in the second half of March affected the numbers adversely and all markets have literally been stopped across the globe. It has led to lockdown and shrinkage in all economies worldwide very sharply. The above has put a lot of pressure on Textile industry in India which was already facing a lot of challenges due to delays in receiving the GST refunds as well as delay in receiving the export benefits. Indian textile industry is facing huge liquidity crunch and uncertainty pertaining to future orders.

The market for silk has been on a decline and has hit the textile market hard. Increased cost of raw materials and labour and increased competition in this sector have also reduced profit margins by a substantial amount. The frequency of new collection launches by clients and the number of products being purchased has also decreased.

B. OPPORTUNITIES AND THREATS

Currently the biggest threat is Covid-19 and its impact. It is expected that overall textile business will be severely affected. First half during the financial year 2020-21 is expected to be very tough and the second half is expected to give some relief to the business and the society in general if all the countries especially India is able to control the Covid-19 Pandemic. Going ahead, there could be a positive side for textile business as American and European customers who will be looking for alternative for China, may move to other countries such as Vietnam, Bangladesh, India, etc. Hence it is expected that demand will increase in textile fabrics for exports. We prepare ourselves to take the advantage of the expected business which might drift away from China. We after Covid-19, is looking to exploit the opportunities of businesses shifting their purchases away from China. But at the same time, company has to compete with big mills within India. Company is also developing new fabric using anti-microbial inherent properties and anti-Covid finishes expanding its product offerings and capturing new clients. Company is in better position to enter into low priced items as trade relation between China and America is affected due to increase in import duties by USA. Robust fabric demand and quality of Indian fabrics and the growth momentum in India, despite rising inflation, may be taken as an opportunity for Indian exports.

C. OUTLOOK

The financial year under review witnessed a once in a lifetime situation. Covid-19 has plunged all the industries around the world into unprecedented times. Due to Covid-19, Textile industry and export market has badly affected. The Company has taken steps and initiatives for improving its current situation. New fabrics with anti-microbial properties are being developed and offered to our clients. Also, new finishing techniques (anti Covid finishes) are also being explored to reinvigorate sales and take advantage of the changing market conditions. Product mix is being expanded to include outdoor fabrics and contract fabrics. The Company is on way to better realization by way of cost curtailment and expecting better results in the current year.

2. TRADING DIVISION (LEATHER HAND GLOVES & SILK FABRICS MANUFACTURED ON HÁNDLOOM)

A. INDUSTRY STRUCTURE AND DEVELOPMENT

The leather industry has a place of prominence in the Indian economy due to substantial export earnings and growth. The Indian leather industry accounts for around 12.93% of the world's leather production of hides/skins. The industry is known for its consistency in high export earnings and it is among the top ten foreign exchange earners for the country. Unfortunately by the close of financial year 2019-20, the Global Economy witnessed an extensive Covid-19 pandemic engulfing all business and trade activities worldwide to which India was not any exception. The whole world is trying to find its solution. However once gravity of this crises will soften, it is expected that the industry will steadily improve and will catch up with domestic as well as global economy growth.

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B. OPPORTUNITIES AND THREATS

The Company is extremely enthusiastic about the opportunities in financial year 2020-21 and beyond. The Company faces normal competition in international market. India's share in global market for industrial gloves is very minimal and hence, there exists big scope for future growth. In silk fabrics margins will be under pressure but there is scope for increase in turnover to new markets.

C. OUTLOOK

The future outlook appears to be better.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

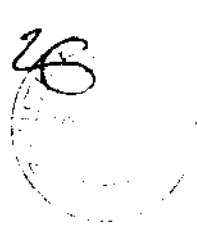
The company has appropriate internal control system for business process across various divisions with regard to efficiency of operations, financial reporting, compliance with applicable laws and regulations. The company has kept highly skilled technical and administrative people at our mill, due to which the internal control systems are strictly maintained i.e. increasing productivity and cutting cost at every stage. Under the supervision of highly experienced technical people, we are able to produce highest quality of products for export market. Regular internal audits and checks ensure that responsibility is executed effectively. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements for strengthening them.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATION

During the financial year ended March 31, 2020, the company could achieve a gross turnover of Rs. 8286.58 Lakhs as compared to the turnover of Rs. 9859.53 Lakhs recorded during the previous financial year. Therefore, there has been a decline in the turnover of the Company to 16% over the previous year. The Company recorded net profit/(loss) of Rs. (156.35) Lakhs.

SEGMENTWISE PERFORMANCE

	(Rs. In Lakhs)	
	2019-20	2018-19
TRADING DIVISION		
Sales	5840.90	7647.35
Net Profit	123.71	70.74
WEAVING DIVISION		
Sales	1015.03	1284.51
Net Profit/(loss)	(268.65)	(70.05)
SPINNING DIVISION		
Sales	964.45	205.53
Net Profit/(loss)	(113.96)	(157.12)



MATERIAL DEVELOPMENT IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT/ HEALTH, SAFETY MEASURES, INCLUDING NUMBER OF PEOPLE EMPLOYED

Human resource continues to be one of the biggest assets and plays important role in the success of the Company. The optimum utilization of the skill, knowledge and attitude they possess are instrumental to the growth of the Company. Efforts have been made to induct fresh talent inducing more and more professionalism. The management is paying special attention to various aspects like training, welfare and safety and thereby further strengthening the human resources.

Further, to prevent the spread of pandemic Covid-19, the Company has taken all precautionary measures required, such as social distancing, use of masks and sanitizers etc., at all its factory units and office spaces. Your Company is in full compliance of all Government directives issued in this behalf. The Company has always considered safety as one of its key focus areas and strives to make continuous improvement on this front.

The Company had very harmonious relationship with the employees/workers throughout the year.

CAUTIONARY STATEMENT

Certain Statements which have been made in the Management Discussion and Analysis Report describing the estimates, expectations or predictions, may be read as 'forward-looking statements' within the meaning of applicable laws and regulations. The actual results may differ materially from those expressed or implied. The important factors that would make a difference to the Company's operations include demand-supply conditions, raw material prices, changes in Government Policies, Governing Laws, Tax regimes, global economic developments and other factors such as litigation and labour negotiations.

For and on behalf of the Board of Directors

Place: Kolkata
Dated: 4th September'2020




Surendra Kumar Loyalka
Chairman cum Managing Director
DIN: 00006232



Zenith Exports Limited

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

Telephone : 2248-7071, 2248-6936

Fax : 91-33-2243-9003

E-mail : ~~zenith@zenithexport.net~~

CIN : L24294WB1981PLC033902

Smart Mail : zenith@zenithexport.net

REPORT ON CORPORATE GOVERNANCE

[In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations'2015 ("Listing Regulations") as amended from time to time]

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The fundamental principle of Corporate Governance is achieving sustained growth ethically and in the best interest of all stakeholders. It is not a mere compliance of laws, rules and regulations, but a commitment to values, best management practices and adherence to the highest ethical principles in all its dealings, to achieve the objectives of the Company, enhance stakeholder value and discharge its social responsibility. Your Company believes in the philosophy of Corporate Governance that ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. The Securities and Exchange Board of India (SEBI) has been continuously upgrading the standards of Corporate Governance applicable to Indian Companies. Your Company stringently complies all norms of Corporate Governance as sets out in SEBI Listing Regulations.

2. BOARD OF DIRECTORS

a) Composition & categories of Board of Directors:

The Board of Directors of the Company has an optimum combination of executive and non-executive directors with one woman director and not less than fifty per cent of the Board of Directors comprised of non-executive independent directors in terms of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As on March 31, 2020, the Company's Board has 7(seven) directors. Of these 2(two) are executive directors, 4(four) are non-executive independent directors and 1(one) non-executive non-independent woman director. The Chairman of the Board is an executive director. The composition of the Board of Directors is provided herein below:

Category	Name of the Directors	No. of Directors in this category	% of total strength of the Board
Managing & Executive Directors/Promoters	1) Mr. S.K. Loyalka (Chairman & Managing Director) DIN: 00006232	2	29
	2) Mr. Varun Loyalka (Joint Managing Director) DIN: 07315452		
Non-Executive, Non-Independent woman Director/Promoter	3) Mrs. Urmila Loyalka DIN: 00009266	1	14
Non-Executive, Independent Directors	4) Mr. R. K. Sarawgee DIN: 00559970	4	57
	5) Mr. S. Bafna DIN: 00127681		
	6) Mr. K. K. Jain DIN: 00551662		
	7) Mr. S. K. Shaw DIN: 08507089		

b) Number of Board Meetings and dates on which held:

During the financial year 2019-20, 4(four) Board Meetings were held. The said meetings were held on May 28, 2019, August 12, 2019, November 12, 2019 and February 14, 2020. The maximum time gap between two board meetings was less than 120 days. Minutes of the meetings of all the Board and Committees are circulated to all the Directors.

c) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting ("AGM"), The Board's Committees Chairmanships / Memberships held by them and the number of Directorships held in other public limited companies as on March 31, 2020 are given herein below:

Name of the Directors	Category of the Directors	Number of Board meetings attended during FY 2019-20	Whether attended last AGM held on September 24, 2019	Membership/ Chairmanship in Board Committees		Directorship held in Public Companies including this Company
				Chairman	Member	
Mr. S.K. Loyalka DIN: 00006232)	Executive Director & Chairman	2	Yes	--	--	3
Mr. Varun Loyalka DIN: 07315452	Executive Director	1	Yes	--	--	3
Mrs. Urmila Loyalka DIN: 00009266	Non-Executive, Non-Independent Director	1	Yes	--	--	3
Mr. R. K. Sarawgee (DIN: 00559970)	Non-Executive Independent Director	4	Yes	2	2	3
Mr. S. Bafna DIN: 00127681	Non-Executive Independent Director	3	No	--	1	1
Mr. K. K. Jain DIN: 00551662	Non-Executive independent Director	4	Yes	--	2	1
Mr. S. M. Daga DIN: 02438798	Non-Executive independent Director	1	N.A.	--	--	--
Mr. S. K. Shaw DIN: 08507089	Non-Executive Independent Director	3	No	--	2	1

*N.A. - Not Applicable.

Notes:

- (i) Mr. S.M. Daga resigned due to other preoccupations and ceased to be Non-Executive Director w.e.f June 28, 2019. Consequently he also ceased to be member of the Audit Committee.
- (ii) Mr. S.K. Shaw was appointed as Non-Executive Independent Director w.e.f August 12, 2019.
- (iii) Directorship excludes Private Limited Companies, Foreign Companies and companies registered under Section 8 of the Companies Act, 2013 ("Act").



- (iv) For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders Relationship Committee has been considered as per Regulation 26(1)(b) of the Listing Regulations.
- (v) None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he or she is a Director.
- d) As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings, particulars of Directors seeking appointment / re-appointment at this AGM are given in the Annexure to the Notice of this AGM.
- e) **Directorship in other listed entities:**
Except in Zenith Exports Limited, none of the Directors on the Board holds directorship in other listed entities.
- f) **Details of equity shares of the Company held by the Directors as on March 31, 2020 and inter-se relationship between Directors are given below :**

Name of the Directors	Category of the Directors	No. of Equity Shares held with Percentage	Inter-se Relationship with other Directors
Mr. S.K. Loyalka DIN: 00006232	Promoter/Executive Director & Chairman	481496 (8.92%)	Spouse of Mrs. Urmila Loyalka & Father of Mr. Varun Loyalka
Mr. Varun Loyalka DIN: 07315452	Promoter/Executive Director	268900 (4.95%)	Son of Mr. S.K. Loyalka & Mrs. Urmila Loyalka
Mrs. Urmila Loyalka DIN: 00009266	Promoter/Non-Executive, Non-Independent Director	629150 (11.66%)	Spouse of Mr. S.K. Loyalka & mother of Mr. Varun Loyalka

*Except above no other Director holds any Shares in the Company. The Company has not issued any convertible instruments.

g) Confirmation from Independent Directors:

All Independent Directors have confirmed in their Annual Declaration to the Board that they have complied with all the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

A Declaration on compliance with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, along with a declaration as provided in the Notification dated October 22, 2019, issued by the Ministry of Corporate Affairs ("MCA"), regarding the requirement relating to enrollment in the Data Bank for Independent Directors, has been received from all the Independent Directors, along with declaration made under Section 149(6) of the Act.

- h) The Board confirms that the Independent Directors fulfill the conditions specified in Section 149 of the Act and Regulation 16(1)(b) and Regulation 25(8) of the Listing Regulations and are independent of the management.

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i) Familiarisation Programme for Independent Directors

On the appointment, Independent Directors are familiarized about the Company's operations and businesses. During the year under review the Company organized familiarization program for the Independent Directors in compliance of Regulation 25(7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for awareness about the Company's operations and businesses, the roles, responsibilities, duties and rights of the Independent Directors. The details of familiarization program imparted to the Independent Directors during financial year 2019-20 are put up on the website of the Company and can be accessed at www.zenithexportslimited.com.

j) Code of Conduct

All Directors and members of the Senior Management have affirmed their compliance with the Code of Conduct for Board of Directors and Senior Executives as on March 31, 2020 and a declaration to that effect, signed by the Chief Executive Officer (CEO) is annexed and forms part of this report.

The Board of Directors of the Company has adopted a Code of Conduct for the Directors, Key Managerial Personnel, Senior Management Personnel and Functional Heads of the Company. The said Code of Conduct of the Company has been uploaded on the website of the Company and is available at www.zenithexportslimited.com.

k) Skills / Expertise / Competencies of Board of Directors:

In order to effectively discharge its duties, it is necessary that collectively the Board holds the appropriate balance of skills and experience. In terms of requirement of Listing Regulations, the Board has identified core skills / expertise / competencies as required in the context of the business of the Company to function effectively and those actually available with the Board. These are presented as a matrix below:

Skills/Expertise/ Competencies of Board of Directors	S.K. Loyalka	Varun Loyalka	Urmila Loyalka	R.K. Sarawgee	K.K. Jain	S. Bafna	S.K. Shaw
Strategic Leadership	Y	Y	Y	Y	Y	Y	Y
Financial Expertise	Y	Y	--	Y	Y	Y	Y
Industry Experience	Y	Y	Y	Y	Y	Y	Y
Governance, risk and compliance	Y	Y	Y	Y	Y	Y	Y
Analytical skills	Y	Y	Y	Y	Y	Y	Y
Expertise on various laws	Y	Y	--	Y	Y	Y	Y
Rich experience of administration, economics, and finance fields	Y	Y	Y	Y	Y	Y	Y

Note: Y-Yes.

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l) Separate meeting of Independent Directors:

During the financial year 2019-20, a separate meeting of Independent Directors of the Company was held on February 14, 2020 without the presence of Non-Independent Directors and members of the management in compliance with Regulation 25 (3) of the Listing Regulations and Schedule IV of the Companies Act, 2013. All Independent Directors were present and Mr. K. K. Jain chaired the meeting. At the said meeting, the Independent Directors, inter-alia, considered the following:

- i. Reviewed the performance of Non-Independent Directors and the Board as a whole;
- ii. Reviewed the performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors;
- iii. Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors expressed satisfaction on the performance of Non-Independent Directors and the Board as a whole. The Independent Directors were also satisfied with the quality, quantity and timeliness of flow of information between the Company's management and the Board.

m) Prevention of Insider Trading Code:

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a revised Code of Conduct for Prevention of Insider Trading & Code of Corporate Disclosure Practices ("Code") in the financial year 2019-20. All the Directors, Key Managerial Personnel, Employees and Connected Persons who could have access to the unpublished price sensitive information of the Company are governed by this Code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the Code. The Company has appointed Mr. Vikram Kumar Mishra, Company Secretary, as Compliance Officer, who is responsible for setting forth procedures and implementation of the Code for trading in Company's securities.

n) Formal letter of appointment to the Independent Directors :

The Company has issued formal letters of appointment to all the Independent Directors on their appointment explaining their roles, responsibilities, code of conduct, functions and duties. The terms and conditions of appointment of Independent Directors have been uploaded on the website of the Company and can be accessed at www.zenithexportslimited.com.

3) AUDIT COMMITTEE:

a) Brief description of terms of reference

The Audit Committee of the Company is constituted in compliance with the requirements of Regulation 18 of the Listing Regulations and Section 177 of the Companies Act, 2013. The role/terms of reference of the Audit Committee, inter alia, includes:

- Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible.
- Reviewing with the management the quarterly, half-yearly, annual financial statements and auditors' report thereon before submission to the Board for approval.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue, the statement of funds utilized and making appropriate recommendations to the Board to take up steps in this matter.

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- Reviewing and monitoring the auditor's independence, qualification and performance and effectiveness of audit process.
 - Recommending to the Board, the appointment, re-appointment, replacement, remuneration, terms of appointment of statutory auditors and the fixation of audit fee.
 - Laying down the criteria for granting omnibus approval in line with the Company's policy on related party transactions.
 - Approval or any subsequent modification of transactions with related parties.
 - Review statement of Significant related party transactions.
 - Review all material transactions with related parties to be disclosed every quarter along with the compliance report on corporate governance.
 - Reviewing on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each omnibus approval given.
 - Scrutiny of inter-corporate loans and investments.
 - Reviewing Management discussion and analysis of financial condition and results of operations.
 - Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and verify that the systems for internal controls are adequate and are operating effectively.
 - reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
-
- Reviewing with the management, performance of Statutory and internal auditors and adequacy of the internal control systems;
 - Reviewing the matters required to be mentioned in the Director's Responsibility Statement to be included in the Board's Report;
 - Valuation of undertakings or assets of the company wherever it is necessary.
 - Reviewing the functioning of the Whistle Blower Mechanism.
 - Evaluation of internal financial controls and risk management systems.
 - Approval of appointment of chief financial officer after assessing the qualifications, experience and background of the candidate.
-
- Reviewing the Internal Audit Report presented by the internal auditors including the independence, adequacy and effectiveness of the overall internal audit function;
 - Reviewing any internal investigations by the internal auditors into areas of suspected fraud or irregularity of a material nature and reporting the matter to the Board.
 - Carrying out any other function as provided under the Act, Listing Regulations and other applicable laws.
- b) Composition, Name of Members, Chairman, Meetings and Attendance at the Committee Meetings**
 As on March 31, 2020, the Audit Committee consisted of 4(four) non-executive independent directors. All members of the Audit Committee are financially literate as defined in Regulation 18(1)(c) of the Listing Regulations. Mr. R. K. Sarawgee, Chairman of the Audit Committee, has expert knowledge in Finance, Accounts, Taxation and Company Law matters. He was present at the last Annual General Meeting of the Company held on September 24, 2019. The Company Secretary acts as the Secretary to the Committee.

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During the financial year 2019-20, 4(four) Audit Committee Meetings were held. The said meetings were held on May 28, 2019, August 12, 2019, November 12, 2019 and February 14, 2020. The maximum time gap between two consecutive meetings was less than 120 days.

The composition of the Audit Committee and the details of meetings held and attended by the members during the financial year are given below:

Name	Category	Position	No. of Meetings held	No. of Meetings attended
Mr. R. K. Sarawgee	Non-Executive Independent Director	Chairman	4	4
Mr. S. Bafna	Non-Executive Independent Director	Member	4	3
Mr. K. K. Jain	Non-Executive Independent Director	Member	4	4
Mr. S. K. Shaw	Non-Executive Independent Director	Member	2	2
Mr. S. M. Daga	Non-Executive Independent Director	Ex-Member	1	1

Notes:

- (i) For Number of meetings held against each Director, the number of meetings held during their respective tenure as Committee member is only mentioned.
- (ii) Mr. S.M. Daga, ceased to be Non-Executive Director and member of the Audit Committee w.e.f June 28, 2019 upon his resignation due to other preoccupations.
- (iii) Mr. S. K. Shaw appointed as Non-Executive Independent Director and also inducted as member of the Audit Committee w.e.f August 12, 2019.

4) NOMINATION AND REMUNERATION COMMITTEE:

a) Brief description of terms of reference

The Nomination and Remuneration Committee of the Company is duly constituted and functions in accordance with Regulation 19 read with Schedule-II, Part-D of the Listing Regulations and Section 178 of the Companies Act, 2013. The role/terms of reference of the Nomination and Remuneration Committee include the following:

- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and / or removal.
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

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- Formulation of the criteria for evaluation of performance of independent directors and the board of directors.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of Independent Directors.
- Identify Independent Directors to be inducted into the Board from time to time and take steps to refresh the composition of the Board from time to time.
- Recommending to the Board, the remuneration of Managing and Whole-time Directors, including their annual increment and commission after reviewing their performance.
- Recommending to the Board, remuneration, payable to senior management.
- Review information on recruitment and remuneration of senior officers just below the level of Board of Directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Devising a policy on board diversity of Board of Directors.
- Perform such other functions as may be specified by the Board from time to time.

c) Composition, Name of Members, Chairman, Meetings and Attendance at the Committee Meetings

As on March 31, 2020, the Nomination and Remuneration Committee consisted of 3(three) non-executive independent directors. Mr. K. K Jain, Independent Director, is the Chairman of the Committee. He was present at the last Annual General Meeting of the Company held on September 24, 2019. The Company Secretary acts as the Secretary to the Committee.

During the financial year 2019-20, the Nomination and Remuneration Committee of the Company met on August 12, 2019.

The composition of the Nomination and Remuneration Committee and the details of meetings held and attended by the members during the financial year are given below:

Name	Category	Position	No. of Meetings held	No. of Meetings attended
Mr. K. K. Jain	Non-Executive Independent Director	Chairman	1	1
Mr. R. K. Sarawgee	Non-Executive Independent Director	Member	1	1
Mr. S. Bafna	Non-Executive Independent Director	Member	1	1

d) Performance Evaluation

Pursuant to the provisions of Section 134 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulations, the annual performance evaluation was carried out for financial year 2019-20 by the Board of its own performance, the directors individually as well as the evaluation of the working of its various committees i.e. Audit Committee, Nomination and Remuneration Committee, and Stakeholders' Relationship Committee as per the criteria laid down by the Nomination and Remuneration Committee as specified in Part D of Schedule II of SEBI Listing Regulations read with section 178 of the Companies Act, 2013.

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A structured questionnaire covering various aspects such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance was prepared which is broadly based on the Guidance note issued by SEBI vide circular no. CMD/CIR/P/2017/004 dated January 5, 2017.

A separate exercise was carried out to evaluate the performance of individual directors including the Chairman and Managing Director of the Board, who were evaluated on parameters such as participation and contribution by a director, commitment, including guidance/support provided to the senior management outside of Board/ committee meetings, degree of fulfillment of key responsibilities, effectiveness of meetings etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

5) REMUNERATION OF DIRECTORS:

a) Nomination and Remuneration Policy

In terms of Section 178 of the Companies Act'2013 and pursuant to Regulation 19(4) of the SEBI Listing Regulations, the Board of Directors of the Company has a Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other employees. Salient features of Nomination and Remuneration Policy of the Company are given in the Report of Board of Directors, forming part of this Annual Report. The Policy provides for criteria and qualifications for appointment of Directors, Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs), remuneration to them, Board diversity etc. The Nomination & Remuneration Policy has been uploaded on the website of the Company at www.zenithexportslimited.com.

b) Pecuniary relationship or transactions of Non-Executive Directors

During the year under review, there was no pecuniary relationship or transactions between the Company and any of its Non-Executive Directors apart from sitting fees for attending the meetings of the Company.

c) Remuneration paid to Non-Executive Directors

The Non-executive Directors of the Company are paid remuneration by way of sitting fees only for attending the meetings of the Board of Directors and its various Committees. The said sitting fees paid to the Non-executive Directors are fixed by the Board and reviewed from time to time.

Details of the sitting fees paid to the Non-Executive Directors for attending Board/Committee Meetings held for the year 2019-20 are as under:

Sl No.	Name of the Director	Sitting Fees (Rs.)
1	Mr. R. K. Sarawgee	52000/-
2	Mr. S. Bafna	37000/-
3	Mr. K. K. Jain	50000/-
4	Mr. S. K. Shaw	31000/-
5	Mr. S. M. Daga	9000/-

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Notes:

- (i) The sitting fee paid to Non-Executive Directors is for attending the meetings of Board of Directors and various Committees of Board.
- (ii) Each non-executive director was paid sitting fees of Rs. 5000/- for every Board Meetings and Rs. 4000/- for every Audit Committee Meetings held till August'2019. The Sitting Fees was reviewed by the Board and increased to Rs. 6000/- for every Board Meetings and Rs. 5000 for every Audit Committee Meetings held from September, 2019 onwards. Further each non-executive director was paid Rs. 2000/- towards sitting fees for every Nomination and Remuneration Committee Meeting held during the year. This is to note that the sitting fees of the Chairman of Audit Committee was Rs. 6000/- and that for Chairman of Nomination and Remuneration Committee was Rs. 4000/-.
- (iii) The Company has not granted any Employee Stock Option to its Non-Executive Directors.
- (iv) No Non-Executive Directors has been paid in excess of 50% of the total amount paid to all the Non-Executive Directors of the Company.

d) Remuneration paid to Executive Directors

The shareholders, at their 36th AGM held on September 25, 2018, had appointed Mr. S. K. Loyalka as Managing Director for a period of two years effective February 12, 2019 and Mr. Varun Loyalka as Joint Managing Director of the Company for a period of three years effective from September 26, 2018 on certain terms and conditions, including his remuneration.

Payment of remuneration to the Executive Directors of the Company is governed by the terms and conditions of their appointment as recommended by the Nomination and Remuneration Committee and approved by the Board subject to the approval of the Shareholders and the Central Government, where applicable. The remuneration paid to Executive Directors of the Company is in compliance with Provisions stipulated in Companies Act, 2013 and rules made thereunder. The remuneration of the Executive Directors includes fixed and variable salary, performance bonus, contribution to provident fund, superannuation, gratuity, perquisites and allowances, reimbursement of expenses, etc. as applicable to employees of the Company.

The details of remuneration paid to Executive Directors for the year ended March 31, 2020 are given below:

(Amount in Rs.)				
Name of the Director/KMP	Designation	Salary and Allowances (Fixed Component)	Other Benefits	Total
Mr. S. K. Loyalka	Chairman cum Managing Director	36,00,000/-	7,46,790/-	43,46,790/-
Mr. Varun Loyalka	Jt. Managing Director	15,00,000/-	21600/-	15,21,600/-

Notes:

- (i) Fixed component includes Basic Salary and Allowances and Other Benefits include Provident Fund, Medical expenses, Perquisites etc.
- (ii) None of the Directors of the Company are subject to any notice period and severance fees.
- (iii) The Company has not granted any Employee Stock Option to its Executive Directors.
- (iv) The Total Remuneration paid to the Directors during the period is within the threshold as prescribed under Regulation 17 of Listing Regulations.

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6) STAKEHOLDERS RELATIONSHIP COMMITTEE:

a) Brief description of terms of reference

The Stakeholders' Relationship Committee of the Company is duly constituted and act in accordance with Regulation 20 read with Schedule-II, Part-D of the Listing Regulations and Section 178 of the Companies Act, 2013. The terms of reference of the Stakeholders' Relationship Committee inter-alia includes the following:

- Resolving the grievances of the shareholders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Approve issue of duplicate share certificates either at meetings or through circular resolution.
- Oversee the performance of the Company's Registrar and Share Transfer Agent and recommends measures for overall improvement of the quality of investor services as and when need arises.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Carrying out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

b) Composition, Name of Members, Chairman, Meetings and Attendance at the Committee Meetings

As on March 31, 2020, the Stakeholders' Relationship Committee consisted of 3(three) non-executive independent directors. Mr. R.K. Sarawgee, Independent Director, is the Chairman of the Committee. He was present at the last Annual General Meeting of the Company held on September 24, 2019. The Company Secretary acts as the Secretary to the Committee.

During the financial year 2019-20, the Stakeholders' Relationship Committee of the Company met on May 28, 2019.

The composition of the Stakeholders' Relationship Committee and the details of meetings held and attended by the members during the financial year are given below:

Name	Category	Position	No. of Meetings held	No. of Meetings attended
Mr. R. K. Sarawgee	Non-Executive Independent Director	Chairman	1	1
Mr. K. K. Jain	Non-Executive Independent Director	Member	1	1
Mr. S. K. Shaw	Non-Executive Independent Director	Member	0	0
Mrs. Urmila Loyalka	Non-Executive Director	Ex-Member	1	1

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Notes:

- (i) For Number of meetings held against each Director, the number of meetings held during their respective tenure as Committee member is only mentioned.
- (ii) Mr. S. K. Shaw appointed as Non-Executive Independent Director and also inducted as member of the Stakeholders' Relationship Committee w.e.f August 12, 2019.
- (iii) Mrs. Urmila Loyalka exited from the Stakeholders' Relationship Committee w.e.f. August 12, 2019.

c) Name and designation of Compliance Officer

Mr. Vikram Kumar Mishra, Company Secretary
Address: 19 R. N. Mukherjee Road, Kolkata-700001
Phone: 033 - 22487071
Email Id: sec@zenithexportsltd.net

d) Shareholders Complaints received and resolved during the year 2019-20

Details of complaints received as reported under Regulation 13(3) of the Listing Regulations and resolved by the Company during the financial year 2019-20 are given below:

Number of complaints pending at the beginning of the year	Nil
Number of complaints received during year	Nil
Number of complaints resolved during the year	Nil
Number of complaints not resolved to the satisfaction of the shareholder	Nil
Number of complaints pending at the end of the year	Nil

e) Share Transfer System

The Share transfer is processed by the Registrar & Share Transfer Agent M/s. C B Management Services (P) Limited in accordance with the stipulated guidelines. The authority relating to transfer of shares and allied work relating to servicing of investors has been delegated by the Board to the Stakeholder's Relationship Committee.

7) GENERAL BODY MEETINGS

a) Location and time where last three Annual General Meetings (AGMs) were held and whether any special resolutions passed in the previous three AGMs

The details of the last three Annual General Meetings of the Company and whether any special resolutions passed in the previous three AGMs are given below:

Financial Year	Date	Time	Location	Details of Special resolution
2018-19	24.09.2019	11.30 a.m.	Birla Academy of Art & Culture, 108, Southern Avenue, Kolkata- 700 029	No special Resolutions was passed in the meetings.
2017-18	25.09.2018	11.30 a.m.		
2016-17	15.09.2017	10:30 a.m.		

b) Passing of Resolution by Postal Ballot:-

During the financial year 2019-20 no resolution was passed through Postal Ballot. Further there is no item on the agenda that needs approval by Postal Ballot at the forthcoming Annual General Meeting.

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8) MEANS OF COMMUNICATION:

The Company regularly interacts with Shareholders through multiple channels of communication such as results announcement, annual report, media releases, Company's website and subject specific communications.

Summary of major efforts of the Company in this regard is given below:

a) Quarterly Results:

The quarterly, half-yearly and annual financial results of the Company are published in leading newspapers of India and also displayed on Company's website at www.zenithexportslimited.com.

b) Newspapers wherein results normally published:

The quarterly results are generally published in 'Business Standard' in all India editions of English language and The 'Arthik Lipi' in Bengali language within 48 hours of declaration thereof.

c) Website:

The quarterly, half-yearly and annual financial results of the Company are put on the website of the Company at www.zenithexportslimited.com after these are submitted to the Stock Exchanges viz Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).


d) News Release and presentation:

The press releases and official news, as applicable, are sent to the stock exchanges and also displayed on the website of the Company.

e) Presentations made to institutional investors or to the analysts:

All price sensitive information is promptly intimated to the stock exchanges before releasing to the media, other stakeholders and uploading on Company's website.

8. GENERAL SHAREHOLDER'S INFORMATION:

*38 th Annual General Meeting to be held for the financial year 2019-20 Day Date Time Venue	Tuesday 29 th September' 2020 11.30 a.m. Through Video Conferencing or Other Audio Visual Means only as per the General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs.
Financial Year	April 1 to March 31
* Financial Calendar (Tentative) (April 01, 2020 to March 31, 2021) [i] First Quarter results [ii] Second Quarter Results [iii] Third Quarter Results [iv] Fourth Quarter and Annual Results [v] Annual General Meeting	On or before August 14, 2020 On or before November 14, 2020 On or before February 14, 2021 On or before May 30, 2021 On or before September 30, 2021
* Listing on Stock Exchanges 	The Company's Equity Shares are listed on the following Stock Exchanges: a) National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot No. C/1, G Block Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051. Stock code - ZENITHEXP

	<p>b) BSE Limited(BSE) P. J. Towers, Dalal Street, Mumbai – 400 001 <u>Stock code – 512553</u></p> <p>The Company has paid annual listing fees for the financial year 2020-2021 in respect of the above stock exchanges.</p>
* Dividend Payment Date	The Company have not paid and declared any dividend during the financial year 2019-20.
* Book Closure Date	Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive).
*ISIN	INE 058B01018
*Market price Data & Stock performance in comparison to broad-based indices	As per Appendix 'A'
* Registrar and Transfer Agents	<p>Members may correspond with the Company's Registrar and Transfer Agent, M/s. C B Management Services (P) Limited, quoting their folio numbers/DP ID and Client ID at the following addresses:</p> <p>P-22, Bondel Road, Kolkata - 700 019 Tel: 033 4011-6700/2280-6692/Fax: 033 4011-6739, E-mail - rta@cbmsl.com, Website - www.cbmsl.com</p>
* Share Transfer System	<p>The Share transfer is processed by the Registrar & Share Transfer Agent, M/s. C B Management Services (P) Limited in accordance with the stipulated guidelines. The authority relating to transfer of shares and allied work relating to servicing of investors has been delegated by the Board to the Stakeholder's Relationship Committee.</p> <p>The Company registers transfers of securities in the name of the transferee(s) and issue certificates or receipts or advices, as applicable, of such transfers, within a period of 15 days from the date of such receipt of request for transfer, subject to documents being valid and complete in all respects.</p> <p>In terms of Regulation 40(9) of the SEBI Listing Regulations, the Company obtains a half-yearly compliance certificate, from a Company Secretary in Practice with respect to due compliance of share and security transfer formalities by the Company and the copy of the compliance certificate is submitted to the Stock Exchanges.</p> <p>SEBI, with effect from April 1, 2019, barred physical transfer of shares of the listed companies and mandated transfers only in dematerialised form. However, shareholders are not barred from holding shares in physical form even after April 1, 2019.</p> <p>However, any shareholder who is desirous of transferring shares which are held in physical form after April 1, 2019 can do so only after the shares are dematerialized. In view of the above and the inherent benefits of holding shares in electronic form, the shareholders holding shares in physical form are advised to opt for dematerialization at the earliest.</p>

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* Distribution of Shareholding & Shareholding pattern	As per Appendix 'B' & 'C'						
* Dematerialisation of shares and liquidity	<p>As on March 31, 2020, 99.41% of the equity shares were in electronic form. Trading in equity shares of the Company is permitted only in dematerialized form. The Company's equity shares are actively traded on BSE and NSE. Further, during the financial year, the Securities and Exchange Board of India ("SEBI") and the Ministry of Corporate Affairs ("MCA") has mandated that existing members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialised form.</p> <p>5294713 (98.12%) equity Shares have been dematerialised with National Securities Depository Limited (NSDL)</p> <p>69922 (1.29%) equity Shares have been dematerialised with Central Depository Services (India) Limited (CSDL).</p> <p>31615 (0.59%) equity Shares in physical form.</p>						
*Plant Locations	<p>a) Zenith Textile (a unit of Zenith Exports Ltd.) Nanjangud, Dist. - Mysore, Karnataka - 571 302</p> <p>b) Zenith Exports Limited 106, B. T. Road, Kolkata- 700 108.</p> <p>c) Zenith Exports Limited 515 Anandapur, P-71, Phase-II, Kasba Industrial Estate Kolkata-700 107</p> <p>d) Zenith Exports Limited 515 Anandapur, P-29, Phase-II, Kasba Industrial Estate Kolkata-700 107.</p> <p>e) Zenith Spinners (a unit of Zenith Exports Ltd.) Dholka Bagodara State Highway, Village-Sarandi, Dholka, Ahmedabad -387 810</p>						
*Outstanding GDRs / ADRs / Warrants / any other convertible instruments	The Company does not have any outstanding ADRs/GDRs/Warrants or any convertible instruments.						
* Address for correspondence	<p>Mr. Vikram Kumar Mishra, Company Secretary & Compliance Officer Zenith Exports Limited 19, R. N. Mukherjee Road, 1st Floor, Kolkata - 700 001 Tel : 033 2248-7071/6936/Fax: 033 2243-9003 E-mail : sec@zenithexportsltd.net</p>						
*Credit Rating	<p>The Company has obtained the following credit rating from ICRA:</p> <table border="0"> <thead> <tr> <th>Instrument details</th> <th>Rating</th> </tr> </thead> <tbody> <tr> <td>Long-term Fund based:</td> <td>[ICRA]B+(Stable)</td> </tr> <tr> <td>Short-term Fund based:</td> <td>[ICRA]A4</td> </tr> </tbody> </table>	Instrument details	Rating	Long-term Fund based:	[ICRA]B+(Stable)	Short-term Fund based:	[ICRA]A4
Instrument details	Rating						
Long-term Fund based:	[ICRA]B+(Stable)						
Short-term Fund based:	[ICRA]A4						

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The Stock market price data with number of shares traded during each month in the last Financial Year 2019-20 on Bombay Stock Exchange Limited (BSE) and National Stock Exchange Limited (NSE):

Month	BSE			NSE		
	High (Rs.)	Low (Rs.)	No. of Shares Traded	High (Rs.)	Low (Rs.)	No. of Shares Traded
April 2019	54.00	42.05	365	49.50	40.65	22544
May 2019	110.60	41.80	53859	110.00	40.40	77749
June 2019	76.15	43.35	1600	66.40	41.00	19701
July 2019	47.25	39.30	482	48.85	37.30	25343
August 2019	43.90	36.05	2784	46.50	35.45	31771
September 2019	49.00	41.55	299	50.10	37.85	23516
October 2019	45.70	32.45	97	44.85	36.00	14051
November 2019	66.70	37.55	3495	65.45	35.25	39254
December 2019	80.30	43.40	14675	79.10	42.80	74000
January 2020	53.75	44.75	4403	51.00	43.00	38428
February 2020	51.55	43.70	42	46.05	39.60	3779
March 2020	46.30	31.55	686	42.85	31.05	7766

Stock Performance in comparison to broad based indices:

One year performance	31.03.2020	01.04.2019	Change (%)
-- Share Prices of Zenith Exports Limited	34.85	52.50	(33.62)
-- S & P BSE Sensex	29,468.49	38,858.88	(24.17)
-- Share Prices of Zenith Exports Limited	31.95	42.30	(24.47)
-- Nifty 50	8597.75	11665.20	(26.30)

Distribution of Shareholding as on 31.03.2020

Range (No. of Shares)	Shareholders		Shares	
	No.	% of Total	No.	% of Total
1-500	1684	94.66	119423	2.21
501-1000	29	1.63	22938	0.43
1001-2000	24	1.35	34157	0.63
2001-3000	10	0.56	25135	0.47
3001-4000	4	0.22	14700	0.27
4001-5000	4	0.22	17585	0.33
5001 – 10000	5	0.28	35860	0.66
10001 – 50000	4	0.22	105205	1.95
50001– 100000	1	0.06	88687	1.64
100001 & above	14	0.79	4932560	91.41
TOTAL	1779	100.00	5396250	100.00

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Shareholding Pattern as on 31.03.2020

Category	No. of Shares held	Percentage of Shareholding
A. Promoter's holding		
1. Promoters		
a) Indian Promoters	2792556	51.75
b) Foreign Promoters	Nil	Nil
2. Persons acting in Concert	Nil	Nil
Sub - Total	2792556	51.75
B. Non-Promoter's holding		
3. Institutional Investors		
a) Mutual Funds and UTI	Nil	Nil
b) Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non-Govt. Institutions)	Nil	Nil
c) Foreign Institutional Investors	Nil	Nil
Sub - Total	NIL	NIL
4. Others		
a) Private Corporate Bodies/Trust	2016861	37.38
b) Indian Public	584101	10.82
c) NRIs/OCBs	638	0.01
d) Any other (Clearing Member)	1794	0.03
e) Trust	300	0.01
Sub - Total	2603694	48.25
Grand Total	5396250	100.00

9. OTHER DISCLOSURES:**a) Materially Significant Related Party Transactions:**

During the financial year under review, no materially significant transactions or arrangements were entered into between the Company and its promoters, Directors, Key Managerial personnel or their relatives etc. that may have potential conflict with the interests of the Company at large. Details of transactions with the related parties as specified in Indian Accounting Standards (Ind AS 24) have been reported in the Financial Statements.

b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets during the last three years are as follows:

Financial year	Authority	Particulars	Penalty Paid (Rs.)
2017-18	BSE	For 1(one) day delay in submission of Unaudited Financial Results for quarter ended 30 th June, 2017.	5600/- (Inclusive of GST)
	NSE		5600/- (Inclusive of GST)
2018-19	NIL		
2019-20			

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c) Vigil Mechanism / Whistle Blower Policy :

The Board has approved a whistle-blower policy/ vigil mechanism which have been communicated to the employees and Directors. The policy provides a mechanism for employees and Directors to report their concerns about unethical behaviour, actual or suspected fraud or violation of Company's code of conduct and provides safeguards against victimization of employees who avail the mechanism. The Whistle Blower policy/Vigil Mechanism, has been made available on the website of the Company at www.zenithexportslimited.com.

The Whistle Blower Policy was amended in line with the amendments brought in through SEBI (Prohibition of Insider Trading) (Amendments) Regulations, 2018, enabling stakeholders to report insider trading violations as well as reporting of instances of leak of Unpublished Price Sensitive Information.

Further to confirm that none of the personnel of the Company has been denied access to Chairman of Audit Committee.

d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory requirements prescribed by SEBI Listing Regulations. The Company has also complied with below mentioned non-mandatory requirements as stated under Part E of Schedule II to the Listing Regulations for financial year 2019-20:

i) **The Board:** The Company has an Executive Chairperson.

ii) **Shareholders' Rights:** The quarterly and half yearly financial performance are forwarded to the Stock Exchange(s), published in newspapers and also displayed on the Company's website.

iii) **Modified Opinion in Auditors Report:** The Company's financial statements for the financial year 2019-20 do not contain any modified audit opinion.

iv) **Reporting of Internal Auditors:** The Internal Auditor of the Company is appointed on the recommendation of the Audit Committee and is given the opportunity to report directly to the Committee.

e) Policy for determining 'material' subsidiaries of the Company:

The Company does not have any subsidiary Company.

f) Policy on Related Party Transactions:

The Company has formulated a policy on materiality of related party transactions and on dealings with such transactions. This policy has also been published on the website of the Company at www.zenithexportslimited.com

g) Disclosure of Commodity Price Risk or Foreign Exchange risk and Hedging Activities:

The Company operates in various geographies and is exposed to foreign exchange risk on its various currency exposures. Volatility in currency exchange movements in GBP, USD, and EURO can have an impact on the Company's operations. Based on continuous monitoring and market intelligence the sales and procurement team take appropriate strategy to deal with the market volatility.

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h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) during the financial year 2019-20.

i) Certificate from Practicing Company Secretary:

A certificate from Mr. Asit Kumar Labh (ACS: 32891, COP No. 14664), Practising Company Secretary confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by SEBI or Ministry of Corporate Affairs or any such statutory authority is annexed to this Report.

j) Non Acceptance of the Recommendation of any Committee of the Board

There was no such instance during the financial year 2019-20 when the board had not accepted any recommendation of any Committee of the Board.

k) Accounting treatment in preparation of Financial Statements:

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules thereunder. The Significant Accounting Policies which are consistently applied have been set out in the notes to the financial statements.

l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has a zero tolerance towards sexual harassment at the workplace and has adopted a Policy on Prevention and Prohibition of Sexual Harassment at Workplace and has also put in place a redressal mechanism for resolving complaints received with respect to sexual harassment and discriminatory employment practices for all genders. This Anti-Sexual Harassment policy of the Company is in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary and trainees) are covered under this policy.

Summary of sexual harassment complaints received and disposed of during the financial year is as under:

No. of complaints pending at the beginning of the year	Nil
No. of complaints received during the year	Nil
No. of complaints disposed off during the year	Nil
No. of complaints pending at the end of the year	Nil

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- m) The Disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as under:

Regulations	Particulars of Regulations	Compliance status (Yes/No/NA)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	N.A.
22	Vigil mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of listed entity	N.A.
25	Obligations with respect to Independent Directors	Yes
26	Obligation with respect to Directors and senior management	Yes
27	Other Corporate Governance requirements	Yes
46(2)(b) to (i)	Website	Yes

n) **Fees paid to the Statutory Auditors**

The total fees paid by the Company to the statutory auditor including fees paid to branch auditors during the financial year 2019-20 is summarized hereunder:

Payment to Statutory Auditors	(Amount)
Statutory Audit	1,95,000/-
Other Services including reimbursement of expenses	1,45,300/-
Total	3,40,300/-

* Details of fees paid to auditors are given in Note No. 41 to the Financial statements .

o) **Disclosure with respect to demat suspense account:**

The Company does not have any securities in the demat suspense account/unclaimed suspense account.

p) **Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) of Schedule V of the Listing Regulations:**

The Company has duly complied with the requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub- regulation (2) of Regulation 46 of the Listing Regulations.

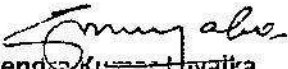
9) **CEO and CFO certification**

As required by Regulation 17(8) read with Schedule II Part B of the SEBI Listing Regulations, the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of the Company has furnished to the Board, the requisite compliance certificate for the financial year 2019-20 which is enclosed to this report.

10) Certificate for compliance with Corporate Governance

The Company has obtained a Certificate from the statutory auditors M/s. V. Goyal & Associates, Chartered Accountants, regarding compliance of conditions of Corporate Governance as stipulated under Part-D of Schedule V of SEBI Listing Regulations and the same is annexed to this Annual Report.

For and on behalf of the Board of Directors



Surendra Kumar Loyaika
Chairman cum Managing Director
DIN: 00006232

Place: Kolkata

Dated: 4th September'2020



Zenith Exports Limited

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

Telephone : 2248-7071, 2248-6936

Fax : 91-33-2243-9003

E-mail : ~~zenith@gtasoft.com~~ ~~zenith@zenith.com~~

CIN : L24294WB1981PLC033902

www.zenithexports.com www.zenithexports.net

**Declaration by the Chief Executive Officer(CEO) on Code of Conduct as required by Schedule V of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

To
The Members of Zenith Exports Limited,

I, Rajkumar Loyalka, Chief Executive Officer (CEO) of the Company hereby declare that all the members of Board of Directors and Senior Management Personnel have affirmed compliance with Code of Conduct, as applicable to them, in respect of the financial year 2019-20.

For Zenith Exports Limited

Rajkumar Loyalka
(Chief Executive Officer)
PAN: ABBPL5795R

Place: Kolkata

Date: 4th September, 2020



Zenith Exports Limited

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

Telephone : 2248-7071, 2248-6936

Fax : 91-33-2243-9003

E-mail : ~~zenith@zenithexportsltd.com~~

CIN : L24294WB1981PLC033902

CHIEF EXECUTIVE OFFICER (CEO)/ CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION
(Pursuant to regulation 17 (8) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015
For the Financial Year ended 31st March, 2020

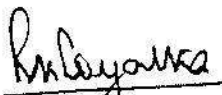
To
The Board of Directors
Zenith Exports Limited
19, R.N. Mukherjee Road
Kolkata - 700 001

We, Rajkumar Loyalka, Chief Executive Officer (CEO) and Sushil Kumar Kasera, Chief Financial Officer (CFO) certify to the Board of Directors of Zenith Exports Limited (the "Company") that:

- a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2020 and that to the best of our knowledge and belief, we state that:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended 31st March, 2020 which is fraudulent, illegal or violative of the Company's code of Conduct.
- c) We accept the responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and we have taken steps to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - (i) that there are no significant changes in internal control during the year;
 - (ii) that there are no significant changes in accounting policies during the year other than those which have been disclosed in the notes to the financial statements;
 - (iii) that there are no instances of significant fraud of which we became aware or the involvement therein, of any member of management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Kolkata

Date: 04.09.2020


Rajkumar Loyalka
(Chief Executive Officer)
PAN: ABBPL5795R


Sushil Kumar Kasera
(Chief Financial Officer)
PAN: AFNPK5320D



V. Goyal & Associates

Chartered Accountants

Mercantile Buildings : "A" Block, 1st Floor
9, Lalbazar Street, Kolkata - 700 001
Phone : 91 33 2248 1037 2213 1429
Mobile : 9830044016 / 9331004945
Fax : 91 33 2248 7335
E-mail : vgoyalassociates@gmail.com
goyalpankajforyou@gmail.com

INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS PER PROVISIONS OF CHAPTER IV OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS'2015, AS AMENDED

To

The Members of Zenith Exports Limited

1. We, V. Goyal & Associates, Chartered Accountants, the Statutory Auditors of Zenith Exports Limited ("the Company") have examined the compliance of conditions of Corporate Governance by the Company, for the year ended March 31, 2020, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations'2015, as amended ("the Listing Regulations").

Management's Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the "ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes



V. Goyal & Associates
Chartered Accountants

Mercantile Buildings : A Block, 1st Floor
9, Lalbazar Street, Kolkata - 700 001
Phone : 91 33 2248 1037, 2213 1420
Mobile : 9830044016 / 9331004945
Fax : 91 33 2248 7335
E-mail : vgoyaiassociates@gmail.com
goyalbankaforu@gmail.com

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SOC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2020.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Kolkata
Dated: 04/09/2020

For V. Goyal & Associates
Chartered Accountants
(FRNo. 312136E)

Vinod Kumar Goyal
Partner

(Membership No.050670)

UDIN- 20050670 AAAAA02516



V. Goyal & Associates

Chartered Accountants

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9, Lalbazar Street, Kolkata - 700 001
Phone : 91 33 2248 1037, 2213 1429
Mobile : 9830044016 / 9331004945
E-mail : vgoalassociates@gmail.com
goyalpankajforyou@gmail.com

INDEPENDENT AUDITOR'S REPORT

To the Members of M/s. ZENITH EXPORTS LTD.

Report on the Standalone Financial Statements

Opinion

We have audited accompanying standalone financial statements of Zenith Exports Limited ("the Company"), which comprise of the balance sheet as at March 31, 2020, the statement of Profit and Loss (Including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by The Companies Act, 2013 ("The Act") in the manner so required and give a true and fair view in conformity with the Indian accounting standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("IND AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the independent requirement that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on standalone financial statements.

Emphasis of Matter

We draw your attention to the **Note 47** to the financial results, which describes the management's assessment of the impact of the outbreak of Coronavirus (Covid-19) on the business operations of the Company. The management believes that no adjustments are required in the financial results as it does not impact the current financial year, however, in view of the various preventive measures taken (such as complete lock-down, travel restrictions etc.) and highly uncertain economic environment, a definitive assessment of the impact on the subsequent periods is highly dependent upon circumstances as they evolve. Our opinion is not modified in respect of this matter.





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Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information other than standalone financial statements and Auditors report thereon

The company's Board of Directors are responsible for the preparation of the other information. The other information comprises of the information included in the management discussion and analysis, Boards report including Annexure to Boards Report, Corporate Governance and Shareholders information, but does not include the standalone financial statements and our auditors report thereon.

Our opinion on standalone financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon.

In connection with our audit of the standalone financial statement, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the standalone financial statement or other information obtained during the course of our audit or otherwise appear to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to





liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing (SAs) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind As financial statements.

Other Matter

We did not audit the financial statements/information of Units of Zenith Textiles, Mysore & Zenith Spinners-Ahmadabad included in the financial statements of the company whose financial statements/financial information reflects total assets Rs.311123469/-as at 31st March 2020 and total revenue of Rs.198035988/-for the year ended on that date, as considered in the Ind As financial statements/information of these units have been audited by the unit auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of units, is based solely on the report of such unit auditors.

We also:

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism through- out the audit.

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are





V. Goyal & Associates

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- required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in

paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The reports on the accounts of the units of the Company audited under Section 143(8) of the Act by unit auditors have been sent to us and have been properly dealt with by us in preparing this report.





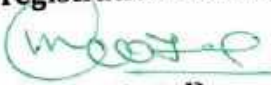
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- d) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the statement of change in equity, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- e) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- f) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- h) with respect to the other matters to be included in the Auditor's Report under section 197(16) of the Act, in our opinion and as per the information and explanations provided to us, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by provision of section 197 read with schedule V to the Act.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The Company does not have any pending litigations which would impact its financial position.
 - The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For and on behalf of
V. Goyal & Associates
Chartered Accountants
Firm's registration number: 312136E


(Vinod Kumar Goyal)
Partner
Membership Number: 050670
Kolkata, 30th day of July, 2020





"ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph (1) under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the standalone Ind AS financial statements of the Company for the year ended March 31st, 2020:

i) In Respect of its Property, Plant & Equipments:

- (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant & equipments;
- (b) These property, plant & equipments have been physically verified by the management at reasonable intervals in accordance with regular programme of verification. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) The title deeds of immovable properties are held in the name of the company.

ii) In Respect of its inventory:

According to the information and explanations given to us, Physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed on physical verification during the year.

iii) According to information and explanations given to us, the company has not granted loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act 2013.

iv) According to information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.

v) According to information and explanations given to us, the company has not accepted any deposits during the year.

vi) According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act'2013.

vii) According to the information and explanations given to us, in respect of statutory dues:

- (a) The company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, GST, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.





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(c) Details of dues of Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty and Value Added Tax which have not been deposited as on March 31, 2020 on account of disputes are given below:

Nature of dues	Amount due (INR)	Forum where pending	Assessment Year
INCOME TAX	45770	Commissioner of Income Tax (Appeal/Kolkata)	2012-13
INCOME TAX	518071	Commissioner of Income Tax (Appeal/Kolkata)	2014-15

viii) The company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.

ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year.

x) According to the information and explanations given to us, we have not noticed or reported any fraud by the company or any fraud on the Company by its officers or employees during the year

xi) The managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act

xii) This clause of the Caro 2016 is not applicable to the Company as the company is not a Nidhi Company.

xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards

xiv) According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

xv) According to the information and explanations given to us, the company has not entered into any non- cash transactions with directors or persons connected with him and the provisions of section 192 of Companies Act, 2013 have been complied with;

xvi) This clause of the Caro 2016 is not applicable to the Company as the company is not a required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For V.Goyal & Associates
Chartered Accountants
Firm's registration number: 312136E

(Vinod Kumar Goyal)
Partner
Membership Number: 050670
Kolkata, 30th day of July, 2020





V. Goyal & Associates

Chartered Accountants

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**"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE
STANDALONE IND AS FINANCIAL STATEMENTS OF ZENITH EXPORTS LIMITED**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of ZENITH EXPORTS LIMITED ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for my /our audit opinion on the Company's internal financial controls system over financial reporting.





V. Goyal & Associates

Chartered Accountants

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Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.


Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For V.Goyal & Associates
Chartered Accountants
Firm's registration number: 312136E


(Vinod Kumar Goyal)
Partner
Membership Number: 050670
Kolkata, 30th day of July, 2020





Zenith Exports Limited
Balance Sheet as at 31st March, 2020

(Amount in ₹)

	Note	As at 31st March, 2020	As at 31st March, 2019
ASSETS			
(1) Non-current Assets			
Property, Plant and Equipment	2	146075720	155925808
Biological Assets other than bearer plants	3	2760558	2473558
Financial Assets			
(i) Loans	4	-	-
(ii) Investments	5	-	19999600
(iii) Other Financial Assets	6	28969482	1404276
Deferred Tax Assets (Net)	7	50345524	47386371
Other Non-Current Assets	8	26866765	29904889
		255018049	257094502
(2) Current Assets			
Inventories	9	273003121	439579782
Financial Assets			
(i) Trade Receivables	10	130778297	136777740
(ii) Cash and Cash Equivalents	11	40206580	31666814
(iii) Bank Balances other than (ii) above	12	219011139	106678585
(iv) Other Financial Assets	13	7890202	7675168
Current Tax Assets (Net)	14	1616959	859218
Other Current Assets	15	64786459	95098731
		737292757	818336038
TOTAL ASSETS:-		992310806	1075430540
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	16	53962500	53962500
Other equity	17	732943916	748578543
		786906416	802541043
LIABILITIES			
(1) Non-current Liabilities			
Provisions	18 (A)	21958699	21012652
Other Non-Current Liabilities	19	5179205	4170548
		27137904	25183200
(2) Current Liabilities			
Financial Liabilities			
(i) Borrowings	20	82698963	130183291
(ii) Trade Payable	21	60978621	61649302
(iii) Other Financial Liabilities	22	12141325	37357388
Other Current Liabilities	23	13656524	15955145
Provisions	18 (B)	8791053	2561171
		178266486	247706297
TOTAL EQUITY AND LIABILITIES:-		992310806	1075430540
SIGNIFICANT ACCOUNTING POLICIES	1		
NOTES ON FINANCIAL STATEMENTS	2-48		

As per our report of even date annexed

For V.Goyal & Associates
Chartered Accountants

Firm Regn. No.- 312136E

(Vinod Kumar Goyal)

Partner

M.NO. 050670



Company Secretary: Vikram Kumar Mishra
[V.K.Mishra (ACS: 36568)]

Chief Financial Officer:
[S.K.Kasera (PAN: AFNPK5320D)]

FOR AND ON BEHALF OF THE BOARD

Chairman-cum-Managing Director :S.K.Loyalka (DIN: 00006232)

Managing Director :V.Loyalka (DIN: 07315452)

Director : U.Loyalka (DIN: 00009266)

Director : R.K.Sarawjee (DIN: 00559970)

Director : K.K.Jain (DIN: 00551662)

Director : S.Bafna (DIN: 00127681)

Director : S.K.Shaw (DIN: 08507089)

S.K. Loyalka
V. Loyalka
U. Loyalka
R.K. Sarawjee
K.K. Jain
S. Bafna
S.K. Shaw

Place : Kolkata

Date : 30th July, 2020



Zenith Exports Limited

Statement of Profit & Loss Accounts for the year ended 31st March, 2020

(Amount in ₹)

	Note	Year ended 31st March' 2020	Year ended 31st March' 2019
INCOME			
Revenue from Operations	24	828657848	985952678
Other Income	25	56346692	16060549
Total Revenue		885004540	1002013227
EXPENSES			
Cost of materials consumed	26	378065083	568342486
Purchases of Stock-in-Trade		42659913	146333716
Changes in inventories of finished goods & work-in-progress	27	122196107	(111615428)
Employee benefits expense	28	84584452	86878575
Finance costs	29	10046896	13189095
Depreciation and amortization expenses	2	16901954	16280614
Other expenses	30	247814562	325125356
Total expenses		902268967	1044534414
Profit/(Loss) before exceptional items and tax from Continuing Operations		(17264427)	(42521187)
Exceptional Items			
Voluntary Retirement benefits		-	(55138191)
Profit/(Loss) before tax from Continuing Operation		(17264427)	(97659378)
Tax Expenses			
Current tax			
Deferred Tax expenses/(credit)		(2959153)	(19425957)
Income Tax for earlier year		1329353	462254
Profit/(Loss) for the period from Continuing Operations [A]		(15634627)	(78695675)
Profit/(Loss) before tax from Discontinuing Operations			
Tax expenses of discontinuing operations		-	-
Profit/(Loss) for the period from Discontinuing Operations [B]			
		-	-
(I) Profit/(Loss) for the period [A+B]		(15634627)	(78695675)
(II) Other Comprehensive Income			
A. Items that will not be reclassified to profit or loss			
(i) Change in Fair Value of FVOCI Investment in Mutual Fund		-	1467843
(ii) Income-Tax relating to these items		-	(381639)
Total Other Comprehensive Income			1086204
Total Comprehensive Income for the period [I+II] (Comprising Profit/(Loss) and Other Comprehensive Income for the period)		(15634627)	(77609471)
Earnings per share (for continuing operation):			
Basic & Diluted (₹)	31	(2.90)	(14.58)
Earnings per share (for discontinued operation):			
Basic & Diluted (₹)	31		-
Earnings per share (for discontinued operation & continuing operations):			
Basic & Diluted (₹)	31	(2.90)	(14.58)
SIGNIFICANT ACCOUNTING POLICIES	1		
NOTES ON FINANCIAL STATEMENTS	2-48		

As per our report of even date annexed

For V.Goyal & Associates

Chartered Accountants

Firm Regn. No.- 312136E

(Vinod Kumar Goyal)

Partner

M.NO. 050670



Company Secretary: Vikram Kumar Mishra
[V.K.Mishra (ACS: 36568)]

Chief Financial Officer:
[S.K.Kasera (PAN: AFNPK5320D)]

FOR AND ON BEHALF OF THE BOARD

Chairman-cum-Managing Director :S.K.Loyalka (DIN: 00006232)

Managing Director :V.Loyalka (DIN: 07315452)

Director : U.Loyalka (DIN: 00009266)

Director : R.K.Sarawgee (DIN: 00559970)

Director : K.K.Jain (DIN: 00551662)

Director : S.Bafna (DIN: 00127681)

Director : S.K.Shaw (DIN: 08507089)

S.K. Loyalka
V. Loyalka
U. Loyalka
R.K. Sarawgee
K.K. Jain
S. Bafna
S.K. Shaw

Place: Kolkata

Date: 30th July, 2020

ZENITH EXPORTS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31,2020

	(Amount in ₹)	
	2019-2020	2018-2019
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before tax	(17264427)	(97659378)
Adjustment for :		
Depreciation	16901954	16280614
Interest Income	(18160278)	(13116376)
Dividend Income	(49100)	-
Interest Expenses	10046896	13189095
Provision of Loss on Forward Contracts	5650997	-
(Profit)/Loss on Sale of Property, Plant & Equipment (Net)	(4723356)	10954018
(Profit)/Loss on Sale of Investments (Net)	(1549396)	8205095
Operating Profit/(Loss) before Working Capital changes	(9146710)	(62146932)
Adjustments for (Increase)/decrease in:		
Trade Receivable	5999443	31903318
Other Receivable	6644408	22882340
Inventories	166576661	(103289346)
Trade Payable, Other Liabilities and Provisions	(25651776)	23292704
Cash generated from operations	144422026	(87357916)
Income Tax Paid	(2946313)	(1321472)
NET CASH INFLOW FROM OPERATING ACTIVITIES (A)	141475713	(88679388)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment	(12557402)	(5611450)
Purchase of Biological Assets	(287000)	(789255)
Sales of Property, Plant & Equipment	10228892	2093799
Sales of Investments	23198097	147377107
Purchase of Investments	(1649100)	-
Interest Received	17945244	13071023
Dividend Received	49100	-
NET CASH OUTFLOW FROM INVESTING ACTIVITIES (B)	36927831	156141224



ZENITH EXPORTS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

C. CASH FLOW FROM FINANCIAL ACTIVITIES	(Amount in ₹)	
	2019-2020	2018-2019
Borrowings/(Repayments) of Short Term Borrowings	(47484328)	17218829
Interest Paid	(10046896)	(13189095)
NET CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES (C)	(57531224)	4029734
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENT [A+B+C]	120872320	71491570
CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	138345399	66853829
CASH & CASH EQUIVALENTS AT THE END OF THE YEAR	259217719	138345399
NET INCREASE/(DECREASE)	120872320	71491570

Note :-

1. CASH & CASH EQUIVALENTS INCLUDES:

Cash & Cash Equivalents	40206580	31666814
Balances with Scheduled Banks	219011139	106678585
	259217719	138345399

2. Figures in the brackets represent cash outflows.

3. Previous year's figures have been re-arranged and re-cast wherever necessary.

4. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in IND AS 7 on Statement of Cash Flows.

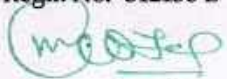
5. The above Cash Flow Statement should be read in conjunction with the accompanying notes. This is the Cash Flow Statement referred to in our report of even date.

As per our report of even date annexed

For V.Goyal & Associates

Chartered Accountants

Firm Regn. No.- 312136 E

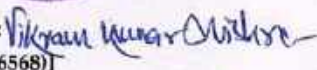


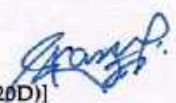
(Vinod Kumar Goyal)

Partner

M.NO. 050670



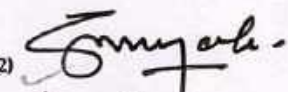
Company Secretary: 
[V.K.Mishra (ACS: 36568)]

Chief Financial Officer: 
[S.K.Kasera(PAN: AFNPK5320D)]

Place : Kolkata

Date : 30th July, 2020

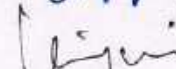
FOR AND ON BEHALF OF THE BOARD

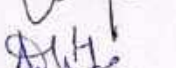
Chairman-cum-Managing Director: : S.K.Loyalka (DIN: 00006232) 

Managing Director : : V.Loyalka (DIN: 07315452) 

Director : : U.Loyalka (DIN: 00009266) 

Director : : R.K.Sarawgee (DIN: 00559970) 

Director : : K.K.Jain (DIN: 00551662) 

Director : : S.Bafna (DIN: 00127681) 

Director : : S.K.Shaw (DIN: 08507089)

NOTES TO FINANCIAL STATEMENTS

BACKGROUND

Zenith Exports Limited is a Company limited by shares, incorporated and domiciled in India. The Company is engaged in the business of Leather Goods & Textile Fabrics.

The Company has a weaving unit namely 'Zenith Textiles' located at Nanjangud, Mysore. Another unit namely 'Zenith Spinners' located at village- Dholka, Ahmadabad.

1. SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

1.1 Basis of Preparation

1.1.1 Compliance with Ind AS

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements up to year ended 31st March 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act.

1.1.2 Classification of current and non-current

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Ind AS 1 - Presentation of financial Statements and Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

1.1.3 Historical Cost Convention

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention, except for the following:

- i) certain financial assets and liabilities (including derivative instruments) that is measured at fair value;
- ii) defined benefit plans - plan assets measured at fair value;
- iii) Biological assets are measured at cost incurred for their plantation.

1.2 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief



operating decision maker.

1.3 Foreign Currency Translation

Foreign currency transactions are translated into Indian Rupee (INR) which is the functional currency (i.e. the currency of the primary economic environment in which the entity operates) using year end exchange rates as per IND AS 21.

Foreign Currency loans for financing Property, Plant and Equipment outstanding at the close of financial year are revalored at appropriate bank exchange at the close of the year. The gain/loss for decrease/increase in rupee liability due to fluctuations in rates of exchange is adjusted to carrying amount of Property, Plant and Equipment acquired out of said loans. Income and Expenditure for the year are recorded as per prevailing bank rate on the date of transaction/negotiation.

As per usual practice followed by the company, the export sales transaction during the year are accounted for at Custom Rate and at the end of the year at the prevailing bank rate in respect of outstanding debtors. Difference between actual realization at custom rate and/or bank rate is adjusted to Exchange Difference Account in Statement of Profit & Loss Account.

Gain/loss on cancellation of Forward Exchange Contracts are recognized in the Statement of Profit & Loss Account of the year in which they are cancelled as per IND AS 109.

1.4 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of Export benefits, Incentive and are net of sales return, sales tax/ value added tax/Goods & Service Tax, trade allowances. The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and significant risk and reward incidental to sale of products is transferred to the buyer.

Export Sales are recognised on the basis of date as mentioned in Shipping Bill/Bill of Lading. Value of export sales is recognised at Custom Rate mentioned in the Shipping Bill.

Income and Expenditure are recognised on accrual basis. Export entitlements are recognised in Statement of Profit & Loss Account when the right to receive credit as per terms of entitlement in respect of the exports is established.

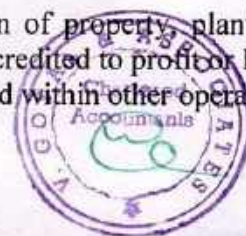
Domestic sales are recorded on raising bills net off discounts, returns and applicable taxes. Accounting for differential Custom Duty on wastage of Imported Raw Silk Yarn determined as per the input/output norms for EOU is accounted as and when the demand is raised by Customs Authorities. Revenue in respect of job charges is recognised based on the work performed and invoiced as per terms of specific contracts.

1.5 Government Grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the statement of profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other operating income.

Government grants relating to the acquisition/ construction of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other operating income.



However there is no such grant for the company in the current year.

1.6 Accounting for Taxes on Income

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in statement of profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

1.7 Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

1.8 Trade Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment, if any.

1.9 Inventories

Inventories are valued as under:

- a) Raw Materials : at cost which is arrived at on average cost basis.
- b) Packing Materials: at average cost basis
- c) Stores, Consumables & Spares: at average cost basis
- d) Semi-finished Goods: at raw material cost and value added thereto up to the state of completion
- e) Finished Goods: at cost or Net Realisable Value (NRV), whichever is lower
- f) Waste: at estimated realizable value



1.10 Biological Assets

Trees planted are measured at cost incurred for plantation.

1.11 Investments and Other Financial Assets

1.11.1 Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through statement of profit or loss), and
- those measured at amortised cost

The classification depends on the Company's business model for managing the financial assets and the contractual terms of cash flows.

1.11.2 Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through statement profit or loss are expensed in statement of profit or loss.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments into the following categories:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method.

Fair value through other comprehensive income (FVOCI): Assets that are held for collections of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through statement of profit or loss. Interest income from these financial assets is included in other income.

Equity instruments

The Company subsequently measures all equity investments (except subsidiary and associate) at fair value through statement of profit or loss. However where the Company's management makes an irrevocable choice on initial recognition to present fair value gains and losses on specific equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to statement of profit or loss.

1.11.3 Impairment of financial assets



The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

1.11.4 Derecognition of financial assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset, or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset.

1.11.5 Income Recognition

Interest Income

Interest Income from debt instruments is recognised using the effective interest rate method.

Dividends

Dividends are recognised in statement of profit & loss only when the right to receive payment is established.

1.12 Financial liabilities

1.12.1 Initial recognition and measurement

The Company recognizes all the financial liabilities on initial recognition at fair value minus, in the case of a financial liability not at fair value through Statement of Profit & Loss, transaction costs that are directly attributable to the acquisition or issue of the financial liability.

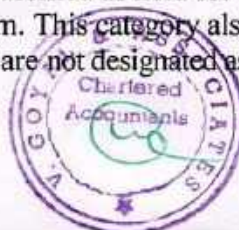
The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

1.12.2 Subsequent measurement

All the financial liabilities are classified as subsequently measured at amortised cost, except for those mentioned below.

1.12.3 Financial liabilities at fair value through statement of profit or loss

Financial liabilities at fair value through statement of profit & loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through statement of profit & loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Co. that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.



Gains or losses on liabilities held for trading are recognised in the statement of profit & loss.

For liabilities designated as Fair Value through statement of profit & loss, fair value gains/ losses attributable to changes in own credit risk are recognized in Other Comprehensive Income. These gains/ losses are not subsequently transferred to Profit & Loss. However, the Company may transfer the cumulative gain & loss within other equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss.

1.13 Property, Plant and Equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values on the basis of useful lives prescribed in Schedule II to the Companies Act, 2013, which are also supported by technical evaluation. Item of Property, Plant & Equipment for which related actual cost do not exceed Rs 5,000 are fully depreciated in the year of purchase.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in statement of profit and loss within other gains/ (losses).

1.14 Intangible Assets

Intangible assets are recognised if the Future Economic Benefits attributed to the assets are expected to flow to the company and the cost of assets can be measured reliably. No intangible assets were acquired during the year ended 31st March, 2020.

1.15 Provision, Contingent Liabilities and Contingent Assets, legal or constructive

Provisions are recognised when there is a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.



A disclosure for contingent liabilities is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

When there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure for contingent liability is made.

Contingent Assets are not recognised but are disclosed when an inflow of economic benefits is probable.

1.16 Employee Benefits

1.16.1 Short-term Employee Benefits

These are recognised at the undiscounted amount as expense for the year in which the related service is rendered.

1.16.2 Post-employment Benefit Plans

(a) Defined Contribution Plans

i. Gratuity Plan

- The Company has Defined Benefit Plan for post-employment benefit in the form of gratuity for eligible employees which is administered through a group gratuity policy with Life Insurance Corporation of India (L.I.C). The liability for the above defined benefit plan is provided on the basis of an actuarial valuation as carried out by L.I.C. The actuarial method used for measuring the liability is the Project Unit Credit method.
- In case of Unfunded Gratuity, payable to all eligible employees of the Company on death, permanent disablement and resignation as the provisions of the Payment of Gratuity Act or as per the company's scheme, whichever is more beneficial. Benefit would be paid at the time of separation based on the last drawn basic salary.

ii. Leave Encashment

Eligible employees can carry forward and encash leave upto death, permanent disablement and resignation subject to maximum accumulation allowed upto 15 days for employees. The leave over and above 15 days is paid to employees as per the balance as on 31st March every year. Benefit would be paid at the time of separation based on the last drawn basic salary.

1.16.3 Bonus plans

The Company recognizes a liability and an expense for bonuses. The Company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

1.16.4 Termination Benefits

No terminations of employee has taken place during the current year. During the previous accounting year 2018-19, 90 workmen availed the benefit under Voluntary Retirement Scheme (VRS) formulated by the Company and were paid Compensation under VRS which was fully charged to Statement of P&L as an extraordinary item in accordance with Ind AS 19.



flows which are largely independent of the cash flows from other assets or group of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

1.23 Derivatives

a) The Company enters into Forward Foreign exchange contracts/Option contracts (derivatives) to mitigate the risk of change in Foreign Exchange Rate on forecasted transactions. The company enters into Derivative Financial Contracts where the counterparty is bank. Gain/Losses on ineffective transactions of derivative contracts are recognised in the Statement of Profit & Loss Account as they arise and reported in accordance with IND AS 21.

b) Accounting for Forward Foreign Exchange Contracts are Marked to Market (M to M) basis and the net loss after considering the offsetting effects on the underlying contracts, is charged to the statement of profit & Loss in accordance with IND AS 21 . Net Gains on M to M are ignored. Reporting and disclosures of such amounts are done in accordance with guidelines issued by ICAI.

1.24 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

1.25 Use of Estimates

The Preparation of financial statements in conformity with the generally accepted accounting principles in India requires the management to make estimates and assumptions that affects the reported amount of assets and liabilities as at the balance sheet date, the reported amount of revenue and expenses for the periods and disclosure of contingent liabilities at the balance sheet date. The estimates and assumptions used in the financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of financial statements. Actual results could differ from estimates.

1.26 Borrowing costs

Interest and other borrowing costs attributable to qualifying assets (PPE) are capitalised. Other interest and borrowing costs are charged to Statement of Profit and Loss.

1.27 Standards issued but not yet effective

The amendment to Ind AS 7, 'Statement of cash flows', introduce an additional disclosure that will enable users of financial statements to evaluate changes in liabilities arising from financing activities. This includes changes arising from cash flows (e.g. drawdowns and repayments of borrowings) and non-cash changes (i.e. changes in fair values). The Company is not expecting any material impact on the standalone financial statements.



2. PROPERTY, PLANT AND EQUIPMENT

CLASSIFICATION OF ASSETS	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
	As at 01.04.19	Addition	Sales/ Adjustments	Up to 31.03.20	As at 01.04.19	For the year	Sales/ Adjustments	Up to 31.03.20	As at 31.03.20	As at 31.03.19
(A) TANGIBLE										
Leasehold Property	589080	-	-	589080	208426	7908	-	216334	372746	380654
Freehold Property	9157265	-	-	9157265	-	-	-	-	9157265	9157265
Building	37270123	-	-	37270123	21597625	354428	-	21952053	15318070	15672498
Factory Building	136000820	-	5670419	130330401	92904426	3987099	1131346	95760179	34570222	43096394
Well, Water works & Pipe Line	2530327	-	-	2530327	2363086	5820	-	2368906	161421	167241
Plant & Machinery	669531840	1504500	-	671036340	595790586	8686136	-	604476722	66559618	73741254
Electrical Installation	5918847	-	792728	5126119	5527549	95356	753092	4869813	256306	391298
Computer & Accessories	13365275	147450	-	13512725	12398096	244240	-	12642336	870389	967179
Office & Other - Equipments	11849150	901061	371424	12378787	7100600	1571888	351841	8320647	4058140	4748550
Furniture & Fixture	11849828	980150	3499934	9330044	10413079	200654	3286425	7327308	2002736	1436749
Site Development	1369483	-	-	1369483	-	-	-	-	1369483	1369483
Vehicles	18295564	9024241	2759222	24560583	13498321	1748425	2065487	13181259	11379324	4797243
Total	917727602	12557402	13093727	917191277	761801794	16901954	7588191	771115557	146075720	155925808
Previous Year	1005243305	5611450	93127153	917727602	825600516	16280614	80079336	761801794	155925808	



ZENITH EXPORTS LIMITED**Notes on Financial Statements for the year ended 31st March, 2020****(Amount in ₹)**

3. BIOLOGICAL ASSETS OTHER THAN BEARER PLANTS	As at	As at
	31st March, 2020	31st March, 2019
Biological Assets [Refer Note-1]	2760558	2473558
	2760558	2473558

Note:-

1. Biological Assets represent Plantation Expenditure on Eucalyptus trees.

4. NON-CURRENT LOANS		
Unsecured, Considered Doubtful Loan		
Loan to Body Corporate	6555625	6555625
Less:- Provision for Doubtful Loan	6555625	6555625
	-	-

5. NON-CURRENT INVESTMENTS

Mutual Fund Investments Designated at FVOCI Unquoted	Face Value	As at 31st March, 2020		As at 31st March, 2019	
		Units	Value	Units	Value
ABSL Credit Risk Fund-Gr. Regular	10/-	-	-	1016324.632	12499800
SBI Blue Chip Fund-Growth	10/-	-	-	193191.783	7499800
Total Non-Current Investments			-		19999600
Aggregate amount of Unquoted Non-Current Investments			-		19999600

6. OTHER NON-CURRENT FINANCIAL ASSETS	As at	As at
	31st March, 2020	31st March, 2019
Unsecured Considered Good		
Bank Fixed Deposit with original maturity for more than 12 months (All Fixed Deposits are pledged ag. Overdraft facility)	28969482	1404276
	28969482	1404276
7. DEFERRED TAX ASSETS		
Difference between Book & Tax Depreciation	7921041	6923025
Disallowance under Section 43B	6317357	6129194
Unabsorbed Depreciation	12623590	10213561
Unabsorbed Business Loss	10804164	10049029
Short Term Capital Loss	1279995	1279995
Amortization of VRS under section 35DDA	8326970	11468744
Financial Assets at FVOCI	-	(381639)
Provision for Derivative Loss on Mark to Market Basis	1422356	-
Provision for Doubtful Debts	1650051	1704462
	50345524	47386371

Notes :-

- (a) The Deferred Tax Assets arising from timing differences are recognised to the extent there is reasonable certainty that these assets can be realised in future.
- (b) The deferred tax is provided in full on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or subsequently enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.
- (c) Deferred tax assets in respect of Unabsorbed Depreciation and Brought forward losses has been considered only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

8. OTHER NON-CURRENT ASSETS		
Deposit with Govt. Authorities	2308296	2519261
Deposit with others	2015236	1488337
Others	22543233	25897291
	26866765	29904889



ZENITH EXPORTS LIMITED**Notes on Financial Statements for the year ended 31st March, 2020****(Amount in ₹)**

	As at 31st March, 2020	As at 31st March, 2019
9. INVENTORIES (At cost or net realisable value whichever is lower)		
Raw materials	73842212	118497798
Dyes & Chemicals	830494	895840
Semi-Finished Goods	30651752	43266933
Finished Goods (including in transit ₹ Nil in March'20 and ₹ 2281287 in March'19)	154354243	263935169
Packing Materials	4988009	4048980
Stores & Spares	8336411	8935062
	273003121	439579782
10. TRADE RECEIVABLE		
Secured, Considered Good	42752031	39568647
Unsecured, Considered Good	88026266	97209093
	130778297	136777740
11. CASH & CASH EQUIVALENT		
Balances with Banks		
In Current Accounts	11619472	3023774
In E.E.F.C Accounts - Canara Bank (\$)	14006	13971
Fixed Deposit with maturity of less than three months (Out of above, Rs.1404276/- (Previous Year Rs.4584641/-) pledged with banks ag. Overdraft facility)	27773185	28342640
Cash-in-hand	799917	286429
	40206580	31666814
12. OTHER BANK BALANCES		
Deposits with original maturity for more than 3 months but less than 12 months (Out of above, Rs.Nil (Previous Year Rs.20100000/-) pledged with banks ag. Overdraft facility)	219011139	106678585
	219011139	106678585
13. OTHER CURRENT FINANCIAL ASSETS		
Interest Receivable from Banks on Deposit	7890202	7675168
	7890202	7675168
14. CURRENT TAX ASSETS (NET)		
Advance Income Tax (Net of Provision)	1616959	859218
	1616959	859218
15. OTHER CURRENT ASSETS		
Export Benefit Receivable	14074366	27446091
Stamp Stock	562	577
Advance to Suppliers	30215043	19080233
Balance with Govt. Authorities	367645	5122105
Prepaid Expenses	1011554	3121750
Vat Credit Receivable	1003193	1010234
GST Input Receivable	7226315	25512258
Cenvat Service Tax Input Receivable	-	1065991
Deposit with related party	9000000	9000000
Interest Receivable	32281	267350
Income -Tax Refundable	913865	-
Other Advance	941635	3472142
	64786459	95098731



ZENITH EXPORTS LIMITED

Notes on Financial Statements for the year ended 31st March, 2020

(Amount in ₹)

16. EQUITY SHARE CAPITAL SHARE CAPITAL AUTHORISED 1,00,00,000 (1,00,00,000) Equity Shares of ₹10/- each ISSUED, SUBSCRIBED & PAID UP CAPITAL 53,96,250 (53,96,250) Equity Shares of ₹10/- each	As at	As at
	31st March, 2020	31st March, 2019
	10000000	10000000
	53962500	53962500

(a) Reconciliation of number of Share Outstanding:

Opening Balance Share Issued during the year Shares Outstanding at the end of the year	As at	As at
	31st March, 2020	31st March, 2019
	5396250	5396250
	-	-
	5396250	5396250

(b) Equity shareholder holding more than 5% of equity share capital of the company:

Name of the Shareholder	As at 31st March, 2020		As at 31st March, 2019	
	% of Holding	Number of Shares	% of Holding	Number of Shares
Urmila Loyalka	11.66	629150	11.66	629150
Bhutnath Vanijya Vyapaar Pvt.Ltd.	10.80	582586	10.80	582586
Surendra Kumar Loyalka (HUF)	10.40	561420	10.40	561420
Omkara Vincom Private Limited	10.22	551549	10.23	551949
Surendra Kumar Loyalka	8.92	481496	8.92	481496
Zenith Credit Ltd.	5.95	320984	6.98	376482
Purotech Sales Pvt.Ltd.	6.60	356000	6.60	356000
A.C.Roy & Co.Pvt.Ltd.	5.64	304490	5.64	304490

(c) Rights Preferences and Restrictions attached to shares

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each shareholder of equity shares is entitled to one vote per share held. In the event of liquidation of the company the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their shareholding.

17. OTHER EQUITY

Particulars	Capital Reserve	Security Premium Reserve	General Reserve	Cash Subsidy	FVOCI Investments	Retained Earnings	Total
Balance as at 1st April' 2019	22413021	27737500	461276596	2500000	(1467843)	236119269	748578543
Profit/(Loss) for the year	-	-	-	-	-	(15634627)	(15634627)
Addition/(Deletion) for the year	-	-	-	-	-	-	-
Balance as at 31st March' 2020	22413021	27737500	461276596	2500000	(1467843)	220484642	732943916

18. PROVISIONS

18. PROVISIONS (A) Long-Term Provisions Provision for Employees Benefits	As at	As at
	31st March, 2020	31st March, 2019
	21958699	21012652
Total (A)	21958699	21012652
(B) Short-Term Provisions Provision for Employees Benefits Others		
	3140056	2561171
	5650997	-
Total (B)	8791053	2561171
19. OTHER NON-CURRENT LIABILITIES Advance from Customers Others		
	1319316	594113
	3859889	3576435
	5179205	4170548



ZENITH EXPORTS LIMITED**Notes on Financial Statements for the year ended 31st March, 2020****(Amount in ₹)****20. CURRENT BORROWINGS**

	As at	As at
	31st March, 2020	31st March, 2019
Secured		
Loan repayable on demand from banks		
(a) Packing Credit		
Canara Bank [Refer Note below]	82698963	130183291
	82698963	130183291

Note:-

Working Capital Loans from Canara Bank are secured by hypothecation of Stock & book debts of Main Division, Kolkata & Textile Division, Mysore and Personal Guarantee of Promoter Directors and further by second charge on the entire Property, Plant & Equipment of the Company.

21. TRADE PAYABLE

	As at	As at
	31st March, 2020	31st March, 2019
Other Trade Payable	60978621	61649302
	60978621	61649302

Note:-

Out of above, ₹1626996/- (Previous Year- ₹ 1766310/-) pertains to micro small and medium enterprises as defined under Micro Small and Medium Enterprises Development Act, 2006 based on the information available with the company. There is no interest payable to such parties during the year (Previous Year- ₹ Nil)

22. OTHER CURRENT FINANCIAL LIABILITIES

	As at	As at
	31st March, 2020	31st March, 2019
Book Overdraft with Banks [Refer Note below]	7616481	33838117
Salary & Wages Payable	4524844	3519271
	12141325	37357388

Note:-

Bank overdraft includes ₹2326475/- (Previous year ₹6015779/-) overdraft with bank against Pledge of Fixed Deposit

23. OTHER CURRENT LIABILITIES

	As at	As at
	31st March, 2020	31st March, 2019
Advance from Customers	7563719	6519442
Government Statutory Dues	1363156	1769263
Others	4729649	7666440
	13656524	15955145



ZENITH EXPORTS LIMITED**Notes on Financial Statements for the year ended 31st March, 2020****(Amount in ₹)**

24. REVENUE FROM OPERATIONS	Year ended	Year ended
	31st March' 2020	31st March' 2019
(A) SALES OF PRODUCTS		
Export	662878448	870552170
Indigenous	116797835	41589848
Total (A):-	779676283	912142018
(B) SALE OF SERVICES		
Job Charges-Indigenous	240130	193600
Total (B):-	240130	193600
(C) OTHER OPERATING REVENUE		
Export Incentives	48741435	73617060
Total (C):-	48741435	73617060
TOTAL(A+B+C)	828657848	985952678
25. OTHER INCOME		
Interest Income	18160278	13116376
Dividend Income	49100	-
Exchange Fluctuation (net)	30000385	-
Excess Provision W/Back	1656703	960153
Miscellaneous Receipts	9755	19276
Profit on Sale of Property, Plant and Equipments	4822163	-
Gain on Sale of Investments	1648308	1964744
	56346692	16060549
26. COST OF MATERIAL CONSUMED		
(A) RAW MATERIAL CONSUMED		
Opening Stock	118497798	124950993
Add: Purchases	329220573	554872603
Less: Closing Stock	(73842212)	(118497798)
Total:- (A)	373876159	561325798
(B) DYES & CHEMICALS CONSUMED		
Opening Stock	895840	1222113
Add: Purchases	4123578	6690415
Less: Closing Stock	(830494)	(895840)
Total:- (B)	4188924	7016688
TOTAL:- (A+B)	378065083	568342486
27. CHANGES IN INVENTORIES OF FINISHED GOODS & WORK-IN-PROGRESS		
(A) Inventories (at commencement)		
Finished Goods	263935169	162162617
Work-in-Progress	43266933	33424057
Total:-	307202102	195586674
(B) Inventories (at close)		
Finished Goods	154354243	263935169
Work-in-Progress	30651752	43266933
Total:-	185005995	307202102
Net (Increase)/Decrease in Stock (A-B+C)	122196107	(111615428)
28. EMPLOYEE BENEFITS EXPENSE		
Salaries and Wages	76421847	78758126
Contribution to Provident & Other Funds	5928232	5988770
Staff welfare Expenses	2234373	2131679
Total:-	84584452	86878575



ZENITH EXPORTS LIMITED
Notes on Financial Statements for the year ended 31st March, 2020
(Amount in ₹)

	Year ended	Year ended
	31st March' 2020	31st March' 2019
29. FINANCE COSTS		
(A) Interest to Bank		
On Working Capital	6363138	6982797
On Bill Discounting	338603	2899112
Total:- (A)	6701741	9881909
(B) Interest to Others	3345155	3307186
Total:- (A+B)	10046896	13189095
30. OTHER EXPENSES		
(A) Manufacturing Expenses		
Carriage	1520083	1901287
Designing & Sampling Charges	4207211	5040164
Material Processed	77651565	129444648
Power, Fuel & Water	10320130	10574827
Repairs and Maintenance		
Factory Buildings	149984	1214376
Machinery	355694	1634986
Stores & Spares Consumed	11382885	7043937
Testing Charges	1499838	2155839
Other Manufacturing Expenses	8661098	11830333
Total:- (A)	115748488	170840397
(B) Selling & Distribution Expenses		
Advertisement	172073	101028
Commission and Discount	5459112	31180049
Export Promotion	2104288	1137477
Foreign Travel	10916403	7711358
Freight Forwarding & Insurance Expenses	10070457	14476319
Packing Charges		
Packing Material Consumed	4955899	10956007
Packing Expenses	6377	36529
Participation in Trade Fair	2622774	1883362
Quality Control & Inspection	19961308	2710374
Total:- (B)	56268691	70192503
(C) Administrative Expenses		
Adjustment Relating to Prior Year (net)	3765164	2314544
Auditors Remuneration	340300	305800
Bank Charges	3503820	3283725
ECGC Premium & Certificates	759823	804094
Bad Debts	3258234	-
Directors Sitting Fees	179000	163000
Electricity	3777571	3564319
Insurance	1369417	1033165
Legal & Professional Charges	8150639	7380470
Loss on Sale of Property, Plant and Equipments	98807	10954018
Loss on Sale of Investments	98912	10169839
Provision for loss on Forward Contract	5650997	-
Exchange Fluctuation (net)	-	2550571
Miscellaneous Expenses	9772455	8823455
Motor Car Upkeep	2863603	2842600
Printing & Stationary	10117170	9423592
Postage, Courier & Telephone	2304713	2738029
Rates, Taxes & Fees	1969724	2337112
GST/VAT Input W/off	512091	601891
Rent	1646479	1597021
Repairs & Maintenance		
Building	10449152	6063503
Others	2776919	4510002
Travelling & Conveyance	2432393	2631706
Total:- (C)	75797383	84092456
Total:- (A+B+C)	247814562	325125356

31. Earning Per Share (EPS)

	2019-2020		2018-2019	
	Continuing Operation	Discontinuing Operation	Continuing Operation	Discontinuing Operation
(a) Total Number of Equity Share Outstanding at the end of the year	5396250	-	5396250	-
(b) Net Profit after tax	(15634627)	-	(78695675)	-
(c) Nominal value per Equity Shares (₹)	10	-	10	-
(d) Basic/Diluted Earnings per Shares (₹)	(2.90)	-	(14.58)	-



ADDITIONAL NOTES TO FINANCIAL STATEMENTS

32. Exemptions and Exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

32.1 Ind AS optional exemptions

32.1.1 Prospective application of Ind AS 21 to business combinations

The Company has elected to apply this exemption..

32.1.2 Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 *Intangible Asset*.

Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value. The Company does not have any de-commissioning liabilities as on the date of transition and accordingly no adjustment have been made for the same.

32.1.3 Designation of previously recognised financial instruments

Ind AS 101 allows an entity to designate investments in equity instruments at FVOCI on the basis of the facts and circumstances at the date of transition to Ind AS.

The Company has elected to apply this exemption for its investment in mutual funds.

32.2 Ind AS mandatory exceptions

32.2.1 Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1st April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- i Investment in Mutual Fund carried at FVOCI;
- iii Biological asset measured expenses at incurred for plantation.

32.2.2 Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.



33.1 Fair valuation of Investments

Under the previous GAAP, investments in Mutual Fund were classified as long-term investments based on the intended holding period and realisability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Under Ind AS, these investments are required to be measured at fair value.

Fair value changes with respect to investments in Mutual Fund designated as at FVOCI have been recognised in FVOCI - Mutual Fund (net of tax) as comprehensive income for the year ended 31 st March 2020.

33.2 Inventories

Inventories are valued as under:

- a) Raw Materials : at cost which is arrived at on average cost basis.
- b) Packing Materials: at average cost basis
- c) Stores, Consumables & Spares: at average cost basis
- d) Semi-finished Goods: at raw material cost and value added thereto upto the state of completion
- e) Finished Goods: at cost or Net Realisable Value (NRV), whichever is lower
- f) Waste: at estimated realizable value

33.3 Deferred Tax

Under previous GAAP, no deferred tax asset/ liability was recognized since the co. opted for Cost Model for recognition of Property, Plant and Equipment since this was considered as permanent difference. Under Ind AS, deferred tax liability was recognized on such revalued amount, with tax base being Rs. NIL.

33.4 Remeasurements of post-employment benefit obligations

Under Ind AS, remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of statement of profit or loss. However , there is no change or effect in the Statement of Profit & Loss for the year.

33.5 Other Comprehensive Income

Under Ind AS, all items of income and expense recognised in a period should be included in statement of profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in statement of profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit plans and fair value gains or (losses) on FVOCI Mutual Funds. The concept of other comprehensive income did not exist under previous GAAP.



ZENITH EXPORTS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

34. Derivative instruments and unhedged foreign currency exposure

(a) Forward Exchange Contracts :

Currency	2019-2020		2018-2019	
	No. Of Contracts	Amount in Foreign Currency	No. Of Contracts	Amount in Foreign Currency
EURO	13	626753	16	828360
USD	20	1723259	32	3013731

(b) Unhedged Foreign Currency Exposure as at the Balance sheet date

Category	Currency	2019-2020	2018-2019
		Amount in Foreign Currency	Amount in Foreign Currency
Exports	EURO	436811	701792
Exports	USD	1091016	1013528
Exports	GBP	38505	61842
Others	EURO	38007	56652
Others	USD	40092	90372
Others	GBP	10421	8107

35. Expenditure in Foreign Currencies

Amount in ₹

	2019-2020	2018-2019
Foreign Travel & Participation in Exhibitions and Trade Fair	10591943	6521928
Commission	3549255	25406960
Design Purchase	2227340	2591047
Others	-	248477
	16368538	34768412

36. Earnings in Foreign Currencies

	2019-2020	2018-2019
Exports of Goods on F.O.B. Basis	660284483	863645740
Others	-	22406
	660284483	863668146

37. Value of Imports on CIF Basis

	2019-2020	2018-2019
Raw Materials	18522804	23047086
Stores, Spares & Components	618738	963186

38. Commitment and Contingent Liabilities

(i) Commitments/Contingent Liabilities	As at 31st March, 2020 Amount in ₹	As at 31st March, 2019 Amount in ₹
a. Foreign Bills discounted through banks	-	74301331
(ii) Claims against the company not acknowledged as debts in respect of a. Income-Tax demand under CIT(Appeal) Kolkata	563841	681510



39. Employee Benefits**Defined Contribution Plans**

Contribution to Recognised Provident Fund & Pension Fund

2019-2020
Amount in ₹
42755302018-2019
Amount in ₹
3986451**Defined-Benefits Plans**

Gratuity Benefits are as follows

Description	2019-2020		2018-2019	
	GRATUITY		GRATUITY	
	Funded Amount in ₹	Unfunded Amount in ₹	Funded Amount in ₹	Unfunded Amount in ₹
Reconciliation of opening and closing balances of obligation				
a.Present value of the beginning of the year	5590149	16203227	4808647	24083472
b.Current service cost	251427	1021984	193585	1027576
c.Interest cost	419261	1179997	360649	1354311
d.Actuarial (gain)/loss	349342	(373855)	227268	2265042
e.Benefits paid	(390479)	(939880)	-	(12527174)
f.Present value of the end of the year	6219700	17091473	5590149	16203227
Change in fair value of plan assets				
a.Fair value of plan assets as at the beginning of the year	5351564	-	3678394	-
b.Expected return on plan assets	452948	-	380435	-
c.Actuarial gain/(loss)	-	-	-	-
d.Contributions/refunds made by/to the company	454146	-	1292735	-
e.Benefits paid	(390479)	-	-	-
f.Fair value of plan assets as at the end of the year	5868179	-	5351564	-
Reconciliation of fair value of plan assets and obligations				
a.Fair value of plan assets as at year end	5868179	-	5351564	-
b.Present value of obligation as at the year end	(6219700)	(17091473)	(5590149)	(16203227)
c.Amount recognised in the balance sheet	(351521)	(17091473)	(238585)	(16203227)
Expenses recognised during the year				
a.Current service cost	251427	1021984	193585	1027576
b.Interest cost	419261	1179997	360649	1354311
c.Expected return on plan assets	(452948)	-	(380435)	-
d.Actuarial (gains)/loss	349342	(373855)	227268	2265042
e.Expenses recognised during the year	567082	1828126	401067	4646929
Investment details				
a.Others (fund with life Insurance Corporation of India)	5868179	-	5351564	-
Assumptions				
a.Discount rate (per annum)	7.25%	6.13%	7.50%	7.60%
b.Estimated rate of return on plan assets (per annum)	9.00%	-	9.00%	-
c.Rate of escalation in salary	7.00%	8.00%	3.25%	8.00%

Note:-

(a) The employee's Gratuity Funded Scheme of Main Division Kolkata managed by Life Insurance Corporation of India is a defined Benefit Plan.

(b) The above Funded disclosures are based on Computer Generated Certificate issued by Life Insurance Corporation of India.



40. Segment Reporting

(i) Business Segments

Amount in ₹

	Silk Fabrics & Made-ups 2019-2020	Industrial Leather H/Gloves Made-ups 2019-2020	Yarns 2019-2020	Weavings Silk Fabrics (100% EOU) 2019-2020	Unallocable 2019-2020	Total 2019-2020
(a) Revenue						
External	120367674	538073703	101354888	107047997	-	866844262
(Previous Year)	105283202	733916601	21183185	128513863	-	988896851
(b) Results						
Segment Result before interest & tax	1540926	1810619	(3078964)	(20765912)	-	(20493331)
(Previous Year)	13015082	(21451147)	(16806758)	(64567906)	-	(89810729)
Unallocated Expenses net of unallocated income	-	-	-	-	(4884478)	(4884478)
(Previous Year)	-	-	-	-	(7775930)	(7775930)
Interest Expenses	-	-	-	-	-	(10046896)
(Previous Year)	-	-	-	-	-	(13189095)
Interest Income	-	-	-	-	-	18160278
(Previous Year)	-	-	-	-	-	13116376
Profit/(Loss) before tax	-	-	-	-	-	(17264427)
(Previous Year)	-	-	-	-	-	(97659378)
Income Tax for Earlier Years	-	-	-	-	-	1329353
(Previous Year)	-	-	-	-	-	462254
Provision for current tax	-	-	-	-	-	-
(Previous Year)	-	-	-	-	-	-
Provision for deferred tax	-	-	-	-	-	(2959153)
(Previous Year)	-	-	-	-	-	(19425957)
Net Profit/(Loss) after tax	-	-	-	-	-	(15634627)
(Previous Year)	-	-	-	-	-	(78695675)
Other Information						
(c) Segment Assets	199160040	481848494	86083204	225040265	178803	992310806
(Previous Year)	206462712	469700101	155831220	243104831	331676	1075430540
(d) Segment Liabilities	60166205	44841398	162696	99595959	638132	205404390
(Previous Year)	63066848	109538526	78889	99590158	615076	272889497
(e) Capital Expenditure	-	-	287000	-	12557402	12844402
(Previous Year)	-	-	1793971	837724	3769010	6400705
(f) Depreciation	-	-	2390514	10691926	3819514	16901954
(Previous Year)	-	-	2487535	10705569	3087510	16280614
(g) Non-cash expenses other than depreciation	2978583	6724962	-	-	-	9703545
(Previous Year)	-	11276678	10954018	-	-	22230696

(ii) Geographical Segments

The Secondary segment reporting is about geographical segment which shows the distribution of the Company's sales by geographical market :

Sales	2019-2020	2018-2019
India	116797835	41589848
Outside India	662878448	870552170
Total:-	779676283	912142018

Segment Revenue and Result

The expenses which are not directly attributable to the business segment are shown as unallocated expenditure net off unallocable income.

Segment assets and liabilities

Segment assets include all operating assets used by the business segment and consist principally of PPE, debtors and inventories. Segment liabilities primarily include current liabilities & loan fund Assets and liabilities that can not be allocated between the segments are shown as a part of unallocated corporate assets and liabilities respectively.



ZENITH EXPORTS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

41 Auditors Remuneration

(Amount in ₹)

	2019-2020	2018-2019
As Statutory Audit	195000	195000
As Tax Audit	75000	75000
For Certification & Other Services	60300	25800
For Out of Pocket Expenses	10000	10000
	340300	305800

42 Purchase of Finished Goods

Class of Goods	2019-2020	2018-2019
	Value	Value
Silk/Cotton/Viscose Fabrics	39083688	26138316
Silk Made-ups	3554648	2534824
Cotton Fibre	-	117660576
Yarn	21577	-
Total :-	42659913	146333716

43 Consumption of Raw Materials and Dyes & Chemicals

Class of Goods	2019-2020		2018-2019	
	%	Value	%	Value
(A) RAW MATERIALS				
Raw Leather		317943346		495554707
Clothes		11128917		11667788
Yarn		44803896		54103303
Total of (A) :-		373876159		561325798
Imported	7.02	26254817	3.76	21116725
Indigenous	92.98	347621342	96.24	540209073
	100.00	373876159	100.00	561325798
(B) Dyes & Chemicals		4188924		7016688
Indigenous	100.00	4188924	100.00	7016688
	100.00	4188924	100.00	7016688
Total of (A+B) :-		378065083		568342486

44 Consumption of Stores & Spares and Packing Materials

Class of Goods	2019-2020		2018-2019	
	%	Value	%	Value
(A) Stores & Spares				
Thread		2093562		2068970
Rubb, Cuff, back & Components		7985063		2611551
Spares parts		1304260		2363416
Total of (A) :-		11382885		7043937
Imported	6.44	733460	12.21	859917
Indigenous	93.56	10649425	87.79	6184020
	100.00	11382885	100.00	7043937
(B) Packing Materials		4955899		10956007
Total of (B) :-		4955899		10956007



ZENITH EXPORTS LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

45. List of Related Parties

(a) Key Management Personnel (KMP)-as per Companies Act, 2013

- (i) Shri Surendra Kr.Loyalka (SKL)- Chairman Cum-Managing Director
- (ii) Shri Varun Loyalka (VL)-Managing Director
- (iii) Shri R.K.Loyalka (RKL) -Chief Executive Officer
- (iii) Shri Vikram Kr.Mishra (VKM) - Company Secretary
- (iv) Shri Govind Pandey (GP) - Company Secretary (Resigned w.e.f. 07/11/2018)
- (v) Shri Sushil Kumar Kasera (SKK)-Chief Financial Officer

Additional KMPs (Pursuant to Ind AS 24)

- (i) Shri Mangilal Jain (MLJ)- Independent & Non Executive Director (Resigned w.e.f. 14/02/2019)
- (ii) Shri Devendra Kumar Sarawgøe (DKS)- Independent & Non Executive Director (Resigned w.e.f. 13/11/2018)
- (iii) Shri Mudhukar Manilal Bhagat (MNB)- Independent & Non Executive Director (Resigned w.e.f. 14/02/2019)
- (iv) Smt.Urmila Loyalka (UL)- Non Executive Director
- (v) Shri Rabindra Kr.Sarawgøe (RKS) - Independent & Non Executive Director (w.e.f. 12/11/2018)
- (vi) Shri Kamal Kr.Jain (KKJ) - Independent & Non Executive Director (w.e.f. 13/02/2019)
- (vii) Shri Surendra Bafra (SB) - Independent & Non Executive Director (w.e.f. 12/11/2018)
- (viii) Shri Sampat Mal Daga (SMD) - Independent & Non Executive Director (Resigned w.e.f. 28/06/2019)
- (ix) Shri Sanjay Kumar Shaw (SKS) - Independent & Non Executive Director (w.e.f. 12/08/2019)

(b) Relatives/Associates of Key Management Personnel

- (i) Shri B.R.Loyalka- Father of Shri Surendra Kr.Loyalka (Since deceased on 26/11/2019)
- (ii) SKL Exports Ltd.- Shri Surendra Kr.Loyalka is Common Director
- (iii) Capital Limited- Shri Varun Loyalka is Common Director
- (iv) A.C.Roy & Co. Pvt. Ltd- Shri Varun Loyalka is Common Director

Amount in ₹

(D) Nature of Transactions	2019-20				2018-19			
	Shri B.R.Loyalka	SKL Exports Ltd.	Capital Limited	A.C.Roy & Co.Pvt.Ltd.	Shri B.R.Loyalka	SKL Exports Ltd.	Capital Limited	A.C.Roy & Co.Pvt.Ltd.
Professional Expenses								
Advisory Service	650000	-	-	-	900000	-	-	-
Sales								
Goods, Materials and Services	-	18818020	-	-	-	20558917	-	-
Purchases/Job work charges								
Goods and Materials	-	7967265	-	-	-	14737360	-	-
Manpower Providing Charges								
Manpower Charges	-	-	650849	-	-	-	613640	-
Rent Paid								
Licence Fees for Office Space	-	-	1320000	157500	-	-	1320000	90000
Outstanding as at year end								
Receivable/(Payable)	-	(579878)	-	900000	-	(10668943)	-	900000

(II) Key Management Personnel Compensation

	2019-20		2018-19	
	Transaction Value	Outstanding as at year end	Transaction Value	Outstanding as at year end
Short Term Employee benefits				
SKL	3816000	(189550)	3516000	(200700)
VL	1521600	(106840)	1268000	(62275)
RKL	3000000	(194000)	2800000	-
VKM	572300	(83300)	204864	-
GP	-	-	400632	-
SKK	383869	(58759)	382078	-
Other Benefits				
SKL	530790	-	530790	-
RKL	129747	-	108167	-

(III) Transactions with Non-Executive Directors

	2019-20	2018-19
Sitting Fees		
MLJ	-	47000
DKS	-	36000
MNB	-	54000
SB	37000	13000
RKS	52000	13000
SMD	9000	-
KKJ	50000	-
SKS	31000	-



ZENITH EXPORTS LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

46 Financial instruments and Risk management

46.1 Capital management

Capital management is driven by Company's policy to maintain a sound capital base to support the continued development of its business. The Management seeks to maintain a prudent balance between different components of the Company's capital. The Management monitors the capital structure and the net financial debt. Net financial debt is defined as current and non-current financial liabilities less cash and cash equivalents and shortterm investments. The debt equity ratio highlights the ability of a business to repay its debts. Accordingly the management periodically reviews and sets prudent limit on overall borrowing limits of the Company.

46.2 Categories of financial instruments

The following table provides categorisation of all financial instruments at carrying value.

Particulars	As at 31st March, 2020	As at 31st March, 2019
Financial assets		
Non Current Financial Assets		
Investments	-	19999600
Other Financial Assets	28969482	1404276
Current Financial Assets		
Trade Receivables	130778297	136777740
Cash and Cash Equivalents	40206580	31666814
Bank Balances other than above	219011139	106678585
Other Financial Assets	7890202	7675168
Total Financial Assets	426855700	304202183
Financial liabilities		
Current Financial Liabilities		
Borrowings	82698963	130183291
Trade Payable	60978621	61649302
Other Financial Liabilities	12141325	37357388
Total Financial Liabilities	155818909	229189981

46.3 Financial risk management

The financial risks emanating from the Company's operating business include market risk, credit risk and liquidity risk. These risks are managed by the Company using appropriate financial instruments. The Company has laid down written policies to manage these risks.

46.4 Market risk management

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of Currency risk, Interest rate risk and other price risk.

46.5 Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate.

The Company operates internationally and is exposed to the foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, EURO and GBP. Foreign exchange risk arises from future commercial transactions. The objective of the hedges is to minimise the volatility of the INR cash flows of highly probable forecast transactions.

The Company, as risk management policy, hedges foreign currency transactions to mitigate the risk exposure and reviews periodically to ensure that the results from fluctuating currency exchange rates are appropriately managed.



ZENITH EXPORTS LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

46.6 Credit Risk

Credit risk refers to the risk of financial loss arising from default / failure by the counterparty to meet financial obligations as per the terms of contract. The Company is exposed to credit risk for receivables, cash and cash equivalents, financial guarantees and derivative financial instruments. None of the financial instruments of the Company result in material concentration of credit risks.

Credit risk on receivables is minimum since sales through different mode are made after judging credit worthiness of the customers, advance payment or against letter of credit by banks. The history of defaults has been minimal and outstanding receivables are regularly monitored. For credit risk on the loans to parties, the Company is not expecting any material risk on account of non-performance by any of the parties.

For derivative and financial instruments, the Company manage its credit risks by dealing with reputable banks and financial institutions.

Credit risk from balances with banks is managed by constant monitoring in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The carrying value of the financial assets represent the maximum credit exposure. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

46.7 Interest rate risk management

The Company does not have interest rate risk exposure at the end of the year.

46.8 Price risk

The Company is not an active investor in equity markets; so it is not exposed to price risk.

46.9 Other Financial Assets

The Company maintains exposure in cash and cash equivalents, fixed deposits with banks. Investment of surplus funds are made only with approved counter parties. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

46.10 Agricultural Risk

Cultivation of Eucalyptus trees being an agricultural activity, there are certain specific financial risks. These financial risks arise mainly due to adverse weather conditions, logistic problems and fire hazards.

The Company manages the above financial risks by keeping Sufficient inventory levels of agro chemicals, fertilisers and other inputs so that timely corrective action can be taken in case of adverse weather conditions.

46.11 Liquidity risk management

The objective of liquidity risk management is to maintain sufficient liquidity to meet financial obligations of the Company as they become due. The Treasury Risk Management Policy includes an appropriate liquidity risk management framework for the management of the short-term, medium-term and long term funding and cash management requirements. The Company manages the liquidity risk by maintaining adequate cash reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

47. Consequent to the nationwide lock down announced by Government of India due to COVID-19, the company had been adversely impacted, by way of temporarily closure of its manufacturing and sales operation pan India. Subsequently, the Company has resumed its operations, in strict compliance with the Government regulations, as applicable.
- On the basis of assessment done by the Company and based on the internal/external sources of information and application of reasonable estimates, the Company has concluded that it does not foresee any significant incremental risk to the recoverability of its Trade Receivable, Inventories and Other financial Assets or in meeting its financial obligations over the foreseeable future and hence no material adjustments are required in the standalone financial results.
- The impact on our business will depend on future developments that cannot be reliably predicted. It is uncertain how these conditions will last. The impact of global health pandemic might be different from that estimated as at the approval of these financial statements and the Company will closely monitor any material changes to future economic conditions. Management expects no significant impact on the continuity of operations of the business on a long term basis.

48. Previous year's figures have been re-grouped/re-classified wherever necessary to correspond with the current year's classification/disclosure.

As per our report of even date annexed
For V.Goyal & Associates
Chartered Accountants
Firm Regn. No.- 312136 E



(Vinod Kumar Goyal)
Partner
M.NO. 050670



Company Secretary: 
[V.K.Mishra (ACS: 36568)]
Chief Financial Officer: 
[S.K.Kaser (PAN: AFNPK5320D)]

FOR AND ON BEHALF OF THE BOARD

Chairman-cum-Managing Director: S.K.Loyalka (DIN: 00006232)

Managing Director: V.Loyalka (DIN: 07315452)

Director: U.Loyalka (DIN: 00009266)

Director: R.K.Sarawghe (DIN: 005599)

Director: K.K.Jain (DIN: 00551662)

Director: S.Bafna (DIN: 00127681)

Director: S.K.Shaw (DIN: 00507089)

