

19, R. N. Mukherjee Road, Kolkata - 700 001, India Telephone : 2248-7071, 2248-6936

Bombay Stock Exchange Limited

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

Phiroze Jeejeebhoy Towers

Fax: 91-33-2243-9003

CIN: L24294WB1981PLC033902 E-mail: sec@zenithexportsltd.net

26th September, 2019

The Manager

Listing Department
National Stock Exchange of India Limited
'Exchange Plaza', C-1, Block-G
Bandra-Kurla Complex
Bandra (E)
Mumbai- 400 051
Fax No. 022-2659-8237/8238/8347

FAX NO. U22-2009-0237/0230/0

Scrip Code: ZENITHEXPO

Dear Sir/Madam,

Mumbai- 400 001

Scrip Code: 512553

The Secretary

Dalal Street

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

Ref: E-Voting Results along with Consolidated Scrutinizer's Report for the 37th Annual General Meeting (AGM) of the Company held on 24th September'2019

With reference to above captioned subject, we wish to inform you that the 37th Annual General Meeting of the Shareholders of Zenith Exports Limited was duly convened, held and conducted on Tuesday the 24th September'2019 at 11:30 a.m. at the Ground Floor, Auditorium of Birla Academy of Art & Culture, 108, Southern Avenue, Kolkata-700 029 and all the items/agendas pertaining to Notice of AGM dated 12th August, 2019, were transacted.

Details of the voting results along with the Consolidated Scrutinizer's Report are enclosed in compliance with the Provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations' 2015.

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

Kindly take the above Information on record.

Thanking you,
Yours faithfully,
For ZENITH EXPORTS LIMITED

Vikrace Krunger Misher / (Vikram Kumar Mishra) Company Secretary

ACS: 36568

B.Com.(H), ACS



c/o A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013 Ø (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381

(M): 97487-36545

e-mail: asit@aklabh.com / asit.labh1@gmail.com

Website: www.aklabh.com

CONSOLIDATED SCRUTINIZER'S REPORT

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

The Chairman of the 37th Annual General Meeting of Zenith Exports Limited 19, R. N. Mukherjee Road Kolkata - 700 001

Dear Sir,

I, Asit Kumar Labh, Practicing Company Secretary (ACS – 32891 / CP - 14664) was appointed as the scrutinizer in connection with the 37th Annual General Meeting of the members of "Zenith Exports Limited" ("Company") held on Tuesday, 24th September, 2019 at the Ground Floor, Auditorium of Birla Academy of Art & Culture, 108, Southern Avenue, Kolkata - 700029 at 11:30 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 12th August, 2019. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) and of voting through physical ballots as provided by M/s. C B Management Services (P) Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.





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Company Secretaries

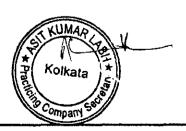
40, Weston Street, 3rd Floor, Kolkata - 700 013 © (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381 (M) : 97487-36545

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I submit my report as under:

- 1. The remote e-voting period remained open from 9.00 A.M. IST on Saturday, the 21st September, 2019 up to 5.00 P.M. IST on Monday, the 23rd September, 2019.
- 2. The Shareholders holding shares as on the "cut off" date, i.e. 17th September, 2019 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice dated 12th August, 2019 of the Annual General Meeting of the Company.
- 3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
- 4. The locked ballot box was subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
- 5. The votes were unblocked on Tuesday, the 24th September, 2019 around 01:35 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata 700060 and Ms. Rachana Agarwal, residing at 162/2, Benaras Road, Salkia, Howrah 711106 who are not in employment of the Company.
- 6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
- 7. The combined result of the remote e-voting [EVEN: 111713] and votes casted through physical ballot papers distributed at the AGM venue are as under:





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<A> ORDINARY BUSINESS:

a) Resolution 1

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	59	3392358	
Voting by ballot	1	12	
Total	60	3392370	100.00%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	, ,, ,, ,,
Voting by ballot	0	0	
Total	0	0	0.00%

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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b) Resolution 2

To appoint a Director in place of Mrs. Urmila Loyalka (DIN: 00009266), who retires by rotation and, being eligible, offers herself for re-appointment

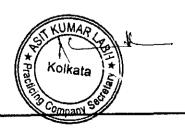
(i) Voted in favour of the Resolution:

% of total number of valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	2763208	58	Remote e-voting
	12	1	Voting by ballot
100.00%	2763220	59	Total

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0





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<A> SPECIAL BUSINESS:

c) Resolution 3: Ordinary Resolution

Appointment of Mr. Rabindra Kumar Sarawgee (DIN: 00559970), as Non-Executive Independent Director of the Company

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	59	3392358	
Voting by ballot	1	12	
Total	60	3392370	100.00%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	. 0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



Certified Filing Centre for e-filing under MCA-21, Registere Composition of India Certified Filing Centre for e-filing under ACES (Section 2)

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d) Resolution 4: Ordinary Resolution

Appointment of Mr. Surendra Bafna (DIN: 00127681), as Non-Executive Independent Director of the Company

(i) Voted in favour of the Resolution:

% of total number of valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	3392358	59	Remote e-voting
	12	1	Voting by ballot
100.00%	3392370	60	Total

(ii) Voted against the Resolution:

% of total number of valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	0	0	Remote e-voting
	. 0	0	Voting by ballot
0.00%	0	0	Total

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0





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Website: www.aklabh.com

e) Resolution 5: Ordinary Resolution

Appointment of Mr. Kamal Koomar Jain (DIN: 00551662), as Non-Executive Independent Director of the Company

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	59	3392358	
Voting by ballot	1	12	,
Total	60	3392370	100.00%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	. 0	
Total	0	0	0.00%

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0





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Website: www.aklabh.com

f) Resolution 6: Ordinary Resolution

Appointment of Mr. Sanjay Kumar Shaw (DIN: 08507089), as Non-Executive Independent Director of the Company

(i) Voted in favour of the Resolution:

% of total number of valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	3392358	59	Remote e-voting
	12	-1	Voting by ballot
100.00%	3392370	60	Total

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0





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- 8. All the resolutions proposed hereinabove have been passed with requisite majority.
- 9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly

(CS ASIT KUMAR LABH)
Practicing Company Secretary

ACS - 32891 / CP No. - 14664

Kolkata Kolkata

Place: Kolkata Dated: 25.09.2019



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(M): 97487-36545

e-mail: asit@aklabh.com / asit.labh1@gmail.com

Website: www.aklabh.com

Witness:

1. Duyati

(Anushree Dasgupta)
28/N, Dwijen Mukherjee Road
Behala, Kolkata - 700060

2. Raciana Agastual.

(Rachana Agarwal) 162/2, Benaras Road Salkia, Howrah - 711106 Kolkata Kolkata Company Sec

<u>Received the Report of the Scrutinizer</u> For Zenith Exports Limited

Vikyam Kumay Mishra_ (Vikram Mishra) Company Secretary





ZENITH EXPORTS LIMITED

Disclosure of voting results by listed entities in terms of Clause 44(3) of the Listin	ıg Agree	ment
Date of the AGM	:	24.09.2019
Total number of shareholders on Cut-off date 17.09.2019	:	1734
No.of Shareholders present in the meeting either in person or through		
proxy:		
Promoters and Promoter Group	:	9
Public	:	39
No. of Shareholders attended the meeting through Video Conferencing	:	
Promoters and Promoter Group	:	Not Applicable
Public	:	Not Applicable

Styloding

19, R. N. Mukherjee Road, Kolkata - 700 001, India Telephone : 2248-7071, 2248-6936 Fax : 91-33-2243-9003

CIN: L24294WB1981PLC033902 E-mail: sec@zenithexportsitd.net E-mail: sec@zenithexportsitd.net

Details of Agenda:

Resolution No 2.1. To receive, consider and adopt the Au- of Directory and Auditors thereon, its answers and Auditors thereon.	Single Principles of the prediction of the second of the s	the Company for the Financial Year ended \$15t March 2019, together with the Reports of the Board
Resolution required (Ordinary/ Special)	Ordinary	
Whether Promoter/ Promoter group are interested in the agenda/ resolution ?	No	

Category	Mode of Vating	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstandin g shares (3) = [(2)/(1)]*1 00	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting		2792556	100.00	2792556	0	100.00	0.00
	Poll	2792556						
	Postal Ballot (if applicable)			İ				1
	Total	2792556	2792556	100.00	2792556	0	100.00	0.00
Public - Institutions	E-Voting Poll Postal Ballot (if applicable)							
	Total							
Public -Non Institutions	E-Voting Poll	2604794	599802	23.03	599802	0	100.00	0.00
	Postal Ballot (if applicable)		12		12	0	100.00	0.00
	Total	2604794	599814	23.03	599814	0	100.00	0.00
Total		5397350	3392370	62.85	3392370	0	100.00	0.00

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Resolution required (Ordinary/ Special)	Ordinary
Whether Promoter/Promoter group are interested in the agenda/resource ?	NO
true allegacy resolution () and his resolution (,

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Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstandin g shares (3) = [(2)/(1)]*1 00	No.of Votes - In favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)={(4)/(2}]*100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting		2163406	77.47	2163406	0	100.00	0.00
	Poll	2792556						
	Postal Ballot (If applicable)							
	Total	2792556	2163406	77.47	2163406	0	100.00	0.00
Public - Institutions	E-Voting		•••••					
	Poli							
	Postal Ballot (if applicable)					_		
	Total							
Public -Non Institutions	E-Voting		599802	23.03	599802	0	100.00	0.00
	Poll	2604794	·					
	Postal Ballot (if applicable)		12		12	0	100.00	0.00
	Total	2604794	599814	23.03	599814	0	100.00	0.00
							•	
Total		5397350	2763220	51.20	2763220	0	100.00	0.00



Resolution required (Ordinary/ Special)	Special	· •
Whether Promoter/ Promoter group are interested in the agenda/ resolution \$	NO	

Category	Mode of Voting	No.of shares	No.of votes	% of Votes	No.of Votes -	No.of	% of Votes in	% of Votes
	_	held	polled (2)	Polied on outstandin	in favour	Votes	favour on votes polled	against on votes
		(1)				against		
•		,,	`-'	g shares	` ' '	(5)	(6)=[(4)/(2)]*100	polled
				(3) =		(3)		(7)=[(5)/(2)]
				1				*100
	1			00				100
Promoter and Promoter Group	E-Voting		2792556	100.00	2792556	0	100.00	0.00
	Poli	2792556			4.72350	~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~		
	Postal Ballot (if applicable)							
	Total	2792556	2792556	100.00	2792556	0	100.00	0.00
Public - Institutions	E-Voting	 -		 				
Toolic Institutions	Poli		·					
	Postal Ballot (if applicable)							
	Total							
Public -Non Institutions	E-Voting		599802	23.03	599802	0	100.00	0.00
	Poli	2604794	[
	Postal Ballot (if applicable)		12		12	0	100.00	0.00
	Total	2604794	599814	23.03	599814	0	100.00	0.00
Total		5397350	3392370	62.85	3392370	0	100.00	0.00

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Resolution No. : Discontinuent of Milesurenting Burns	DIN (0012768) as thospenders Directors		
Resolution required (Ordinary/ Special)	Special	-	
Whether Promoter/ Promoter group are interested in	NO		
the agenda/ resolution 1.			

Category	Mode of Vating	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstandin g shares (3) = [(2)/(1)]*1 00	in favour	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting		2792556	100.00	2792556	0	100.00	0.00
	Poli	2792556	·	I				I
	Postal Ballot (if applicable)							
	Total	2792556	2792556	100.00	2792556	0	100.00	0.00
Public - Institutions	E-Voting		<u> </u>					
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public -Non Institutions	E-Voting		599802	23.03	599802	0	100.00	0.00
	Poll	2604794						
	Postal Ballot (if applicable)	7	12]	12	0	100.00	0.00
	Total	2604794	599814	23.03	599814	0	100.00	
Total		5397350	3392370	62.85	3392370	0	100.00	0.00

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Resolution No. 3 Appointment of (1/2 mill (comar Jain (OH) Custs 1652) as independent Director.

Resolution required (Ordinary/ Special) Special

Whether Promoter/ Promoter group are interested in the agenda/ resolution?

Category	Mode of Voting	No.of shares held (1)	Na.of votes polled (2)	% of Votes Polled on outstandin g shares (3) = {(2)/(1)}*1 00	in favour	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting		2792556	100.00	2792556	0	100.00	0.00
	Poli	2792556	[
	Postal Ballot (if applicable)							
	Total	2792556	2792556	100.00	2792556	0	100.00	0.00
Public - Institutions	E-Voting							 -
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public -Non Institutions	E-Voting	<u> </u>	599802	23.03	599802	0	100.00	0.00
	Poll	2604794						<u> </u>
	Postal Ballot (if applicable)		12	T	12	0	100.00	0.00
	Total	2604794	599814	23.03	599814	0	100.00	_
Total		5397350	3392370	62.85	3392370	0	100.00	0.00



Resolution: No. 5: Appointment of Mr. Sanjay, kumar shave (DIN: diss/roes) as independent of recognition required (Ordinary/ Special)

Whether Promoter / Promoter group are interested in the agenda/ resolution?

Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstandin g shares (3) = [(2)/(1)]*1 00	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting		2792556	100.00	2792556	0	100.00	0.00
	Poll	2792556		L				
	Postal Ballot (if applicable)							
	Total	2792556	2792556	100.00	2792556	0	100.00	0.00
Public - Institutions	E-Voting			<u> </u>				
	Poll							
	Postal Ballot (if applicable)		_					
	Total							
Public -Non Institutions	E-Voting		599802	23.03	599802	0	100.00	0.00
	Poll	2504794						
	Postal Ballot (if applicable)		12		12	0	100.00	0.00
	Total	2604794	599814	23.03	599814	0	100.00	0.00
Total		5397350	3392370	62.85	3392370	0	100.00	0.00

Va-