



Zenith Exports Limited

19, R. N. Mukherjee Road, Kolkata - 700 001, India
Telephone : 2248-7071, 2248-6936, 2248-9522
Fax : 91-33-2248-9853, 2248-0960
E-mail : zenith@giascl01.vsnl.net.in

Calendar of Events - Passing of Resolution through Postal Ballot

1. Date on which consent is given by the Scrutinizer 30th November, 2012
2. Date of Board Resolution authorizing Mr. S. K. Loyalka, Chairman cum Managing Director, Mr. R. K. Loyalka, Joint managing Director & Lawkush Prasad, Company Secretary of the Company to be responsible for the entire postal ballot process 30th November, 2012
3. Date of appointment of the Scrutinizer 30th November, 2012
4. Date of filing of calendar of events 6th December, 2012
5. Date of dispatch of 6 copies of Postal Ballot Notice and calendar of events to BSE & NSE 6th December, 2012
6. Date of Completion of Dispatch of Notice and Postal Ballot Form. 10th December, 2012
7. Release of advertisement in newspapers giving the date of completion of dispatch of the Notice and the last date for receipt of Postal Ballot form from the Shareholders. 11th December, 2012
8. Last date of receiving postal ballot forms by the Scrutinizer 9th January, 2013
9. Last date of submission of the Report by the Scrutinizer 12th January, 2013
10. Date of declaration of result by the Company 12th January, 2013
11. Date of intimation of result of the Postal Ballot to BSE & NSE 12th January, 2013
12. Display of the result in the Company's website 12th January, 2013
13. Last date of signing of Minutes by the Chairman. 12th January, 2013
14. Release of Advertisement in newspapers giving the result of the postal ballot 13th January, 2013
15. Last date for filing of the resolution with the Registrar of Companies, West Bengal. 14th January, 2013
16. Date of handing over the postal ballot forms to the designated person. 14th January, 2013

CERTIFIED TRUE COPY

For ZENITH EXPORTS LIMITED


Company Secretary



Zenith Exports Limited

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CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF ZENITH EXPORTS LIMITED IN THEIR MEETING HELD ON 30/11/2012

APPROVAL OF POSTAL BALLOT FOR AMENDMENT OF MEMORANDUM & ARTICLES OF ASSOCIATION

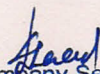
“RESOLVED THAT subject to approval of the members by way of postal ballot, and also subject to the approval of the Registrar of Companies, West Bengal and in accordance with Section 17 and other applicable provisions, if any, of the Companies Act, 1956, Clause IV of the Memorandum of Association of the Company being the objects clause of the Memorandum of Association of the Company be altered by inserting the following new clause after the existing clause IV.C .45:-

46. To deal and trade in securities, commodities and currencies of all kinds, whether by way of delivery, derivatives, speculation or in any other mode, in accordance with the law.

RESOLVED FURTHER THAT Subject to approval of the members by way of Postal Ballot and pursuant to section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Registrar of Companies to the proposed alteration of the object clause, the consent be and is hereby accorded for the commencement of the business as provided in Clause IV.C.46 of the Other Objects clause of the Memorandum of Association of the Company.

CERTIFIED TRUE COPY

For ZENITH EXPORTS LIMITED


Company Secretary



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RESOLVED FURTHER THAT Subject to approval of the members by way of Postal Ballot and in accordance with Section 31 and other applicable provisions, if any, of the Companies Act, 1956, Clause 100 of the Articles of Association of the Company be altered by substituting the following new clause 100 in place of the existing clause 100 :-

100. Subject to the provisions of the Companies Act, 1956, the Company in general meeting or the directors may at any time appoint one or more Directors as Managing Director or Whole-Time Director on such remuneration, terms and conditions as may be decided by them or such meeting. A Wholetime or Managing Director shall not be liable to retire by rotation subject to provisions of the act.

RESOLVED FURTHER THAT all the aforesaid consents of the members be obtained by way of postal Ballot in accordance with the section 192A of the Companies Act, 1956 read with Companies (Passing of Resolutions by Postal Ballot) Rules 2001 as amended and CS Deepak Kumar Khaitan be and is hereby appointed as the Scrutinizer to conduct the aforesaid Postal Ballot.


RESOLVED FURTHER THAT the draft Postal Ballot Notice containing the necessary resolutions and the explanatory statement alongwith the Draft Postal Ballot form and the draft format of the Reply Envelope and the proposed Calendar of Events, copies whereof as initialed by the Chairman have been tabled before the meeting, be and are hereby approved and CS Lawkush Prasad, Company Secretary be and is hereby authorized to issue the aforesaid notice to the members of the Company.

RESOLVED FURTHER THAT Mr. S. K. Loyalka, Chairman cum Managing Director, Mr. R. K. Loyalka, Joint Managing Director & Mr. Lawkush Prasad, Company Secretary be and are hereby severally authorized to file all the relevant forms and also to do all such other acts, deeds and things as may be necessary to give effect to the above resolution and as may be necessary in connection therewith."

Sd/-
Chairman

CERTIFIED TRUE COPY

For ZENITH EXPORTS LIMITED


Company Secretary

Zenith Exports Limited

Registered Office: 19, R. N. Mukherjee Road, Kolkata - 700 001

POSTAL BALLOT FORM

- (1) Postal Ballot No. _____
- (2) Name(s) of shareholder(s) (in block letters) (including joint holders, if any) _____
- (3) Registered address of the sole/ first-named Shareholder _____
- (4) (i) Registered Folio No. _____
 (ii) DP ID, / Client ID. _____
- * * * * *
- (5) No. of Share(s) held _____
- (6) If I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the notice of the Company dated 3rd December, 2012 by sending my/our assent or dissent to the said Resolution by placing tick (✓) mark at the appropriate box below:

Sl. No.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution pursuant to Section 17 of the Companies Act, 1956, for amendment of Clause IV of the Memorandum of Association of the Company by inserting the following new clause after existing clause IV.C.45:- "46. To deal and trade in securities, commodities and currencies of all kinds, whether by way of delivery, derivatives, speculation or in any other mode, in accordance with the law."			
2.	Special Resolution pursuant to Section 149(2A) of the Companies Act, 1956 for commencement of business as provided in Clause IV.C.46(a) amended) subject to necessary approval of the Registrar of Companies.			
3.	Special Resolution pursuant to Section 31 of the Companies Act, 1956, for amendment of Clause 100 of the Articles of Association of the Company by substituting the following new clause 100 in place of the existing clause 100:- Subject to the provisions of the Companies Act, 1956 the Company in general meeting or the directors may at any time appoint one or more Directors as Managing Director or whole-time director on such remuneration, terms and conditions as may be decided by them or such meeting. A whole-time or Managing Director shall not be liable to retire by rotation.			

Place: _____
 Date: _____
 Note: Please read the instructions carefully, printed overleaf before exercising the vote.

 (Signature of the Shareholder)

Zenith Exports Limited

Registered Office: 19, R. N. Mukherjee Road, Kolkata - 700 001

NOTICE TO THE MEMBERS OF THE COMPANY
 Pursuant to Section 192A of the Companies Act, 1956

Dear Members,

Notice is hereby given in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 as amended to transact the following special business by Postal Ballot:

1. To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in accordance with Section 17 and other applicable provisions, if any, of the Companies Act, 1956, Clause IV of the Memorandum of Association of the Company being the objects clause of the Memorandum of Association of the Company be altered by inserting the following new clause after the existing clause IV.C.45:-

46. To deal and trade in securities, commodities and currencies of all kinds, whether by way of delivery, derivatives, speculation or in any other mode, in accordance with the law.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds or things which may be required to give effect to this resolution."

2. To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Registrar of Companies to the proposed alteration of the object clause, the consent be and is hereby accorded for the commencement of the business as provided in Clause IV.C.46 of the Other Objects clause of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds or things which may be required to give effect to this resolution."

3. To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in accordance with Section 31 and other the applicable provisions, if any, of the Companies Act, 1956, Clause 100 of the Articles of Association of the Company be altered by substituting the following new clause 100 in place of the existing clause 100:-

100. Subject to the provisions of the Companies Act, 1956, the Company in general meeting or the directors may at any time appoint one or more Directors as Managing Director or Whole-Time Director on such remuneration, terms and conditions as may be decided by them or such meeting. A Whole-time or Managing Director shall not be liable to retire by rotation subject to provisions of the act.

RESOLVED FURTHER THAT that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds or things which may be required to give effect to this resolution."

By Order of the Board of Directors of
Zenith Exports Limited

Date : 3rd December, 2012
 Place : Kolkata

Lawkush Prasad
 Company Secretary
 P.T.O.

CERTIFIED TRUE COPY

For ZENITH EXPORTS LIMITED

 Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 173(2) AND 192A OF THE COMPANIES ACT, 1956.

Item Nos: 1 & 2

Your Board is considering proposal for expansion of the areas of operation of the company which would be profitable for the company. Your company is already in the business as per memorandum of association. The activities of the company are proposed to be diversified in order to broad base and strengthen the company and to share with other companies the experience and know-how acquired by the company over the years. The new age economy has created more business opportunities in various forms with the help of leveraging technology. As a step in this direction, your Board had considered various alternatives available to the company and concluded that the present objects clause of the company may be restricted in the scope in the sense that the proposed objects is not covered therein. The proposed addition of new object will enable your company to consider embarking upon new projects and activities considered to be convenient, advantageous and feasible for the company's long term business plans. The proposed new objects will be of great significance to the company. Further, this will not prejudice the existing objects in any manner. As a result the relevant object clause in Memorandum of Association has to be altered. The alteration of Memorandum of Association of the Company requires approval by members vide special resolution as per Section 17 of the Companies Act, 1956. Commencement of the new business requires approval by members vide special resolution as per Section 149 of the Companies Act, 1956.

Copy of the Memorandum and Articles of Association of the Company is available for inspection at the registered office of the company between the hours of 11.00 a.m. and 5.00 p.m. on all working days except Saturdays.

Your Board of Directors recommends the resolution for the consideration and approval of the shareholders of the Company.

None of the Directors is concerned or interested in the proposed resolution.

Item No:3

Clause 100 of the Articles of Association requires that even whole time directors have to retire by rotation. Your Board is considering that whole time Directors should not be held liable to retire by rotation and this will be in line with the commonly followed practice. The alteration of Articles of Association of the Company requires approval by members vide special resolution as per Section 31 of the Companies Act, 1956.

Copy of the Articles of Association of the Company is available for inspection at the registered office of the company between the hours of 11.00 a.m. and 5.00 p.m. on all working days except Saturdays.

Your Board of Directors recommends the resolution for the consideration and approval of the shareholders of the Company.

None of the Directors except Mr. S. K. Loyalka, Charman-cum-Managing Director and Mr. R. K. Loyalka, Jt. Managing Director is concerned or interested in the proposed resolution.

By Order of the Board of Director of
Zenith Exports Limited

Lawkush Prasad
Company Secretary

Date : 3rd December, 2012

Place : Kolkata

NOTES

1. Explanatory Statement pursuant to Sections 173(2) and 192A of the Companies Act, 1956 is appended hereto and forms part of this Notice.
2. The Company has appointed **CS Deepak Kumar Khaitan**, fellow member of the Institute of Company Secretaries of India, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. You are requested to peruse the instructions printed on the Postal Ballot Form and return the same duly completed, in the enclosed self addressed envelope, so as to reach the Scrutinizer on or before 9th January, 2013. Postal Ballot Form received after the said date will not be valid.
4. The members are requested to exercise their voting rights by using the enclosed Postal Ballot Forms only.
5. The Scrutinizer shall submitted his report to the Company after completion of the Scrutiny and the result of the Postal Ballot will be announced on 12th January, 2013 at 3.00 P.M. at the Registered Office of the Company as per the applicable Rules and the resolution will be taken as passed as on that date. If the result of the Postal Ballot indicates that the requisite majority of Members has assented to the Resolution.
6. The Result of the Postal Ballot will also be published in the newspapers within 48 hours of its declaration and will be placed at the Company's website on 12th January, 2013.
7. The Company is providing voting only through Postal Ballot.

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photo copy thereof is permitted) and send it to the Scrutinizer at **CS Management Services (P) Ltd., P-22, Bondel Road, Kolkata 700 019** in the enclosed self-addressed envelope. Postage will be borne and paid by the company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered post at the expense of the shareholder, will also be accepted.
2. The self addressed envelope bears the above stated address of the scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the Shareholder/Beneficial owner. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the company) by the first named Shareholder and in his absence, by the next named Shareholder.
4. Unsigned Postal Ballot Form will be rejected.
5. In the case of Share(s) held by company, Bodies Corporate, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a Certified True Copy of Board Resolution / Authority together with attested specimen signature(s) of the duly authorised signatory(ies).
6. No other paper or communication should be sent along with the Postal Ballot Form in the enclosed self addressed envelope.
7. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours on 9th January, 2012. Postal Ballot forms received after this date will be rejected.
8. Voting Right(s) shall be reckoned on the paid up value of the share(s) registered in the name of the Shareholder(s) on the date of despatch of the Notice.
9. Postal Ballot shall not be exercised by a Proxy.
10. The scrutinizer's decision on the validity of the Postal Ballot will be final.
11. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium(s) like Pencil).
12. The assent or dissent may be recorded by placing a tick (✓) mark at the appropriate box in the Postal Ballot Form.
13. A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified.
14. The Company is providing voting only through Postal Ballot.

CERTIFIED TRUE COPY

For **ZENITH EXPORTS LIMITED**

Lawkush Prasad
Company Secretary