

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

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

**CHAIRMAN**

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

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

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

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

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

**NOTICE**

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

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

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

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

*R. K. Loyalka*  
CHAIRMAN'S  
INITIAL



**CERTIFIED TRUE COPY**

For Zenith Exports Ltd.

*Lawkush Prasad*  
Company Secretary

**ORDINARY BUSINESS:**

1. **ADOPTION OF ACCOUNTS**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



CHAIRMAN'S  
INITIAL



**CERTIFIED TRUE COPY**

For Zenith Exports Ltd.

  
Company Secretary

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

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

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

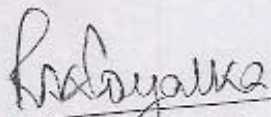
**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to appoint separate branch Auditors in consultation with the Statutory Auditors of the Company, for conducting the audit of branch offices accounts at Company's Spinning Division at Ahmedabad and Weaving Division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

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

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

**VOTE OF THANKS**

The meeting terminated with vote of thanks to the chair.

  
(CHAIRMAN)  
27/09/2013

**CERTIFIED TRUE COPY**

For Zenith Exports Ltd.

  
Company Secretary