



Zenith Exports Limited

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

Telephone : 2248-7071, 2248-6936, 2248-9522

Fax : 91-33-2248-0960

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

CIN : L24294WB1981PLC033902

Date: 29.09.2016

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

The Secretary

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001
Fax No. 022-2272-3121/1278/1557

Dear Sir,

Sub: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations'2015- Disclosure of Voting Results of the 34th Annual General Meeting of the Company held on 27th September'2016 .

Pursuant to Regulation 44(3) SEBI (Listing Obligations & Disclosure Requirements), Regulations'2015, we are submitting herewith the details regarding the voting results of the business transacted at the AGM as per the prescribed format vide SEBI Circular No. CIR/CFD/CMD/8/2015 dated 4th November'2015.

We are also enclosing the consolidated report of the Scrutinizer on E-Voting and voting through ballot paper. The above are also being uploaded on the Company's website.

Hope, you will find the above in order.

Thanking you,

Yours faithfully,

For ZENITH EXPORTS LIMITED

(Govind Pandey)

Company Secretary

ACS: 32804

Encl: as above



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DECLARATION OF 34TH ANNUAL GENERAL MEETING RESULTS

This is to inform that the 34th Annual General was held on 27th September'2016 at 10:30 A.M. at the ground floor, Auditorium of Birla Academy of Art & Culture, 108, Southern Avenue, Kolkata- 700 029. As per the provisions of the Companies Act'2013 and Listing Regulations, the Company had provided a remote E-Voting facility to all shareholders to cast their votes electronically on all the resolutions mentioned in the notice of the said meeting. The remote E-Voting facility was opened from 24th September'2016 to 26th September'2016 (both days inclusive).

The Company has also provided ballot form to the shareholders those who do not have access to internet. At 34th Annual General Meeting Poll was conducted for those shareholders who have not casted their voter either through remote e-Voting facility or Ballot forms.

The Board of Directors appointed Mr. Sandeep Kumar Kejriwal, a Practicing Company Secretary to act as the Scrutinizer for remote e-Voting process and poll at the said meeting. Based on the consolidated result submitted by the scrutinizer annexed herewith, all the resolutions set out in the Notice of 34th Annual General Meeting have been duly approved and passed by the shareholders with requisite majority.

For ZENITH EXPORTS LIMITED

(Govind Pandey)
Company Secretary



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ZENITH EXPORTS LIMITED

Disclosure of voting results by listed entities in terms of Clause 44(3) of the Listing Agreement	
Date of the AGM	:
Total number of shareholders on Cut-off date 20.09.2016	: 1171
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	: 11
Public	: 23
No. of Shareholders attended the meeting through Video Conferencing	:
Promoters and Promoter Group	: Not Applicable
Public	: Not Applicable





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Details of Agenda :

Resolution No : 1 - To Receive, consider and adopt the Audited statement of Profit & Loss for the year ended 31st March 2016 and the Balance sheet as at that date together with the Report of Board of Directors and Auditors thereon.

Category	Mode of Voting	Whether Promoter/ Promoter group are interested in the agenda/ resolution ?		No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{[(2)/(1)] * 100}{100}$	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $\frac{[(4)/(2)] * 100}{100}$	% of Votes against on votes polled (7) = $\frac{[(5)/(2)] * 100}{100}$
		Ordinary	No							
Promoter and Promoter Group	E-Voting			2792556	2792556	100.00	2792556	0	100.00	0.00
	Poll									
	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			2603694	2386007	91.64	658604	1727403	27.60	72.40
	Poll									
	Postal Ballot (if applicable)									
	Total			2603694	2386007	91.64	658604	1727403	27.60	72.40
	Total			5396250	5178563	95.97	3451160	1727403	66.64	33.36





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Resolution No. : 2 - To re-appoint Shri Surendra Kumar Loyalka (DIN: 000006232), who retires by rotation.

Resolution required (Ordinary/ Special)	Ordinary	No
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 outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting		1749640	62.65	1749640	0	100.00	0.00
	Poll	2792556						
	Total	2792556	2792556	62.65	1749640	0	100.00	0.00
Public - Institutions	E-Voting							
	Poll							
	Total							
Public - Non Institutions	E-Voting		2386007	91.64	658604	1727403	27.60	72.40
	Poll	2603694						
	Total	2603694	2386007	91.64	658604	1727403	27.60	72.40
Total		5396250	4135647	76.64	2408224	1727403	66.64	33.36





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Resolution No : 3 - To ratify the appointment of M/s. Tiwari & Co., Chartered Accountants, as Statutory Auditors of the Company.

Whether Promoter/ Promoter group are interested in the agenda/ resolution ?	Mode of Voting	
	Ordinary	No

Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{[(2)/(1)] * 100}{100}$	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $\frac{[(4)/(2)] * 100}{100}$	% of Votes against on votes polled (7) = $\frac{[(5)/(2)] * 100}{100}$
Promoter and Promoter Group	E-Voting	2792556	100.00	2792556	0	100.00	0.00
	Poll						
	Postal Ballot (if applicable)						
	Total	2792556	100.00	2792556	0	100.00	0.00
Public - Institutions	E-Voting						
	Poll						
	Postal Ballot (if applicable)						
	Total						
Public-Non Institutions	E-Voting	2386007	91.64	658604	1727403	27.60	72.40
	Poll	2603694					
	Postal Ballot (if applicable)						
	Total	2603694	91.64	658604	1727403	27.60	72.40
Total	5396250	5178563	95.97	3451160	1727403	66.64	33.36





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Resolution No : 4 - To re-appoint Shri. Raj Kumar Loyalka (DIN: 00006226) as Managing Director, of the Company liable to retire by rotation.

Resolution required (Ordinary/ Special)	Special	
	Yes	No
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 outstanding shares (3) = [(2)/(1)]*100	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	2768556	99.14	2768556	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	2792556	2768556	99.14	2768556	0	100.00	0.00
Public - Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Non Institutions	E-Voting	2603694	2386007	91.64	658604	1727403	27.60	72.40
	Poll							
	Postal Ballot (if applicable)							
	Total	2603694	2386007	91.64	661274	1727403	27.60	72.40
Total		5396250	5154563	95.52	3427160	1727403	66.49	33.51



Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration Rules, 2015)]

Date: September 29, 2016

To,

The Chairman
Zenith Exports Limited
CIN: L24294WB1981PLC033902
19, R. N. Mukherjee Road,
Kolkata-700001

Sub: Report on Remote E Voting

Dear Sir,

I, Sandip Kumar Kejriwal, was appointed as a scrutinizer for the 34th Annual General Meeting of the Shareholders of "Zenith Exports Limited" held on Tuesday, the 27th September'2016 at 10:30 a.m. at the Auditorium of Birla Academy of Art & Culture , 108, Southern Avenue, Kolkata-700029, for the purpose of Scrutinizing the E-Voting process (Remote E-Voting) at the Meeting pursuant to Section 108 of the Companies Act'2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules 2014 (Amendment Rules, 2015 in respect under mentioned Resolutions:

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder in relation to remote e-voting by the shareholders on the resolutions proposed in the Notice of 34th Annual General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic voting are conducted in a fair and transparent manner and render Consolidated Scrutinizer Report of the total votes cast in favour or against, if any , to the Chairman on the resolutions.

I submit the Report as under:

1. The notice of 34th Annual General Meeting was send to the Members through E-mail to those having registered their E-mail addresses with the Company/ Company's RTA/ Depository Participants and Physical Copy by Courier/ Register Post to all on 13th August, 2016 on the proposed 4 Resolutions as mentioned in the Notice of 34th Annual General Meeting.
2. I have rendered Scrutinizer's Report Separately on the Remote E-Voting at the Meeting and I hereby submit consolidated scrutinizer's Report on all the Resolutions contained in the Notice of the aforesaid Annual General Meeting.



3. The E-Voting period remained open from 9:00 a.m. on Saturday 24th September'2016 upto 5:00 p.m. on Monday the 26th September'2016.
4. The Chairman at the 34th Annual General Meeting allowed Voting through Ballot at the venue to all those Members who were present at the Meeting but have not cast their Votes by Remote E-Voting process.
5. The Consolidated Results of Voting as under:

Resolution No. 1-As an Ordinary Resolution:

To receive, consider and adopt the Audited statement of Profit & Loss for the year ended 31st March'2016 and the Balance Sheet as at the date together with the report of Board of directors and Auditors thereon.

- (i) Voted in favour of the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	3451160	3451160	66.64
Total	3451160	3451160	66.64

- (ii) Voted against the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1727403	1727403	33.36
Total	1727403	1727403	33.36

Resolution No. 2-As an Ordinary Resolution:

To appoint a director in place of Mr. Surendra Kumar Loyalka (DIN:00006232) director of the Company, who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.

- (i) Voted in favour of the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	2408244	2408244	58.23
Total	2408244	2408244	58.23



(ii) Voted against the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1727403	1727403	41.77
Total	1727403	1727403	41.77

Resolution No. 3-As an Ordinary Resolution:

To ratify the appointment of Statutory Auditors of the Company

(i) Voted in favour of the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	3451160	3451160	66.64
Total	3451160	3451160	66.64

(ii) Voted against the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1727403	1727403	33.36
Total	1727403	1727403	33.36

Resolution No. 4-As an Special Resolution:

To re-appoint Shri Raj Kumar Loyalka (DIN:00006226) as Managing Director of the Company for a period of 5 (Five) years with effect from 27th Spetember'2016 to 26th September'2021.

(i) Voted in favour of the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	3427160	3427160	66.49
Total	3427160	3427160	66.49

(ii) Voted against the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1727403	1727403	33.51
Total	1727403	1727403	33.51



My aforesaid Report of the votes cast "in favour" or "against" the resolutions and invalid votes based on the report generated from the e-voting system provided by National Securities Depository services Limited (NSDL), the authorized agency to provide remote e-voting facilities, engaged by the company, for which the Company provided voting facility by way of poll to the shareholders who did not cast their vote through remote e-voting or Ballot facilities.

Thanking You.

Yours Sincerely,



Sandip Kumar Kejriwal
Company Secretary
[C.P No.-3821]
[FCS No.-5152]
Scrutinizer for E-voting

Place: Kolkata

Date: September 29, 2016

5.00 P.M.

S. Bahety
(Shilpa Bahety)
Witness (1)

Md Shahnawaj Ansari
Zohranjani
Witness (2)