

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
Zohranj Ansari
Witness (2)