



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

21st August'2017

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: 35th Annual General Meeting- Notice

This is to inform you that the Thirty-Fifth (35th AGM) Annual General Meeting of the Members of **ZENITH EXPORTS LIMITED** will be held on Friday, the 15th day of September'2017, at 10:30 a.m. at Ground Floor, Auditorium of Birla Academy of Art & Culture, 108, Southern Avenue, Kolkata-700 029.

A copy of Notice of AGM is enclosed herewith.

The above information is also hosted on the website of the Company at www.zenithexportslimited.com

You are requested to kindly take the same on record for your further needful.

Thanking you,

Yours faithfully,

For **ZENITH EXPORTS LIMITED**

(Govind Pandey)

Company Secretary

ACS: 32804

**NOTICE**

NOTICE is hereby given that the 35th Annual General Meeting of Members of ZENITH EXPORTS LIMITED (CIN: L24294WB1981PLC033902) will be held on Friday, 15th September'2017 at 10:30 A.M. (IST) at the Ground Floor, Auditorium of Birla Academy of Art & Culture, 108, Southern Avenue, Kolkata- 700 029 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of Profit & Loss Account for the Financial Year ended on 31st March'2017 and the Balance Sheet as at that date and the Cash Flow Statement for the Financial Year ended on 31st March'2017 and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Urmila Loyalka (00009266) Director of the Company, who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.
3. To appoint Auditors in place of the existing Auditors (who are not eligible to be re-appointed due to expiry of the maximum permissible tenure as the Auditors of the Company), to Fix their remuneration and to Consider, and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act'2013 read with Companies (Audit and Auditors) Rules 2014 (including any amendment(s), Statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of Board of Directors of the Company be and is hereby accorded, subject to the approval of shareholders in General Meeting, to appoint M/s. V. Goyal & Associates, (Firm Registration No.312136E), Chartered Accountants, as the Statutory Auditor of the Company at the 35th Annual General Meeting in place of the retiring Auditors, M/s. Tiwari & Company, Chartered Accountants (ICAI Firm Registration No.309112E), to hold office for conclusion of this 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the members of the Company, if required, at every Annual General Meeting."

"FURTHER RESOLVED THAT the Audit Committee of the Board of Directors of the Company be and is hereby authorized to determine the remuneration and plus applicable GST and out of pocket expenses, as may be payable to the Auditors."

Registered & Head Office:

19, R. N. Mukherjee Road
First Floor, Kolkata- 700 001
Dated: 25th July'2017

By Order of the Board of Directors
For **ZENITH EXPORTS LIMITED**

Govind Pandey
Company Secretary
ACS: 32804

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members up to and not exceeding 50 (Fifty) and holding in the aggregate not more than 10 % (Ten percent) of the total Share Capital of the Company.

The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the Registered office of the Company not less than 48 (Forty Eight) hours before the commencement of the Meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/ authority, as applicable.

In terms of Section 105 of the Companies Act'2013 and Rules framed thereunder, a Person can act as a proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights. A member holding more than 10 % (Ten Percent) of the total share capital



of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations'2015 ("Listing Regulations) and the Secretarial Standard on General Meeting (SS-2) issued by The Institute of Company Secretaries of India(ICSI), in respect of the Directors seeking re-appointment at the AGM is provided hereunder.
3. As required under SS-2 issued by the ICSI, a route map, including a prominent Landmark, showing directions to reach the AGM venue is annexed to the Annual Report.
4. Pursuant to Section 113 of the Companies Act'2013 and Rules framed thereunder, the corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution and Power of Attorney, if any, authorizing their representative(s) to attend and vote, on their behalf, at the AGM.
5. Pursuant to Section 91 of the Companies Act'2013 and Rule 10 of the Companies (Management and Administration) Rules'2014 read with Regulation 42(5) of the Listing Regulations, the Share Transfer Books and Register of Members of the Company will remain closed from 09.09.2017 to 15.09.2017 (both days inclusive).

6. Members holding shares in electronic mode are requested to intimate immediately any change in their address, email-id, and bank particulars to their Depository Participants with whom they are maintaining their De-mat Accounts.

Members are holding shares in physical mode are requested to notify immediately any change their address along with self-attested copy of address proof i.e. Aadhaar Card/ Electricity Bill/ Telephone Bill/ Driving License/ Passport/ Bank Passbook particulars to the Company's Registrars and Transfer Agents, M/s. C.B. Management Services Private Limited, P-22, Bondel Road, Kolkata- 700 019.

7. Any members desirous of receiving any information on the Financial Statements or Operations of the Company is requested to forward his/ her quires to the Company at least 7 (Seven) working days prior to the AGM, so that the required information can be made available at the AGM.
8. Members are requested to bring and produce the Attendance Slip duly signed as per the Specimen Signature recorded with the Company / Depository Participant's for admission to the AGM Hall.
9. As per Regulation 40(7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copy of their Income Tax Permanent Account Number (PAN). Additionally, for securities market transactions and / or for off market/ private transactions involving transfer of shares in physical mode of listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copy of Pan Card to the Company/ RTA for Registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s)/ Nominee(s).
10. The Ministry of Corporate Affairs (MCA), Government of India has introduced a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act'2013 and Rules framed thereunder.

In case you have not registered your email-id, please communicate the same to the Company or RTA at their communication address given in the Annual Report in respect of the shares held in physical mode or communicate to your DPs concerned in respect of Shares held in demat/ electronic mode. Although you are entitled to receive physical copy of the Notice, Annual Report etc. from the Company, we sincerely seek your support to enable us to forward these documents to you only by email, which will help us participate in the Green Initiatives of the MCA and to protect our environment .

11. Relevant documents referred to in the Notice shall be open for inspection by the members of the Company without payment of fess at the Registered Office of the Company at 19, R.N. Mukherjee Road, 1st Floor, Kolkata- 700 001. Inspection by the Members can be done on any working day between 11:00 A.M. to 01:00 P.M. including the date of AGM of the Company and shall also be available at the venue of the AGM. Further, the Notice for this 35th Annual General Meeting along with the Annual Report for the Financial Year ended 2016-17 shall also be available on the Company's website, www.zenithexportslimited.com.
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12. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under section 170 of the Companies Act'2013 read with rules issued thereunder will be available for inspection by the members at the Annual General Meeting.
13. Electronic copy of the Notice of the aforesaid Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email-ids are registered with the Company's Registrar and Share Transfer Agents/ Depository Participants for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email-ids, a physical copy of the Notice of the aforesaid AGM of the inter alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form is being sent.
14. In accordance with the Provisions of section 108 of the Companies Act'2013 read with Rule 20 of the Companies (Management and Administration) Rules'2015 and applicable Provisions of the Listing Regulations with Stock Exchanges, the Company has engaged the Services of NSDL to provide Electronic Voting ("e-voting") facility to all the members to enable them to cast their votes electronically in respect of all the business to be transacted at the aforesaid Annual General Meeting. Members who cast their vote through e-voting mechanism shall not be able to vote at the Annual General Meeting.
15. The Board of Directors of your Company has appointed CS Asit Kumar Labh (Membership No.14664), (ACS: 32891), Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting & voting process at the AGM in fair and transparent manner.
16. The Results of e-voting and poll shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company & NSDL next day of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

17. VOTING THROUGH ELECTRONIC MEANS

- I. In Compliance with the provisions of section 108 of the Companies Act'2013 and Rule 20 of the Companies (Management and Administration) Rulrs'2014 read with the Companies (Management and Administration) Amendment Rules'2015 and Regulation 44 of the Listing Regulations, the Company is pleased to facilitate its Members to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 12th September'2017 (9:00 a.m.) and ends on 14th September'2017 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8th September'2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The procedure/ instructions to login to e-voting website is given below:

A. In case a Member receives an email from NSDL [for members whose email ids are registered with the Company/ Depository Participants (s):

- (i) Open email and attached PDF file "e-voting.pdf" with your Client id (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode), as password. The said file PDF contains your "User
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Id" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF File if you are already registered with NSDL for e-voting.

- (ii) Launch Internet browser by typing the URL: <https://www.evoting.nsdl.com/>
- (iii) Click on "Shareholder-Login".
- (iv) Put User Id and Password as 'Initial Password'/ PIN noted in step (i) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user id and Password. If you forgot your Password, you can reset your Password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
- (v) Password change menu appears Change the Password with new Password of your choice with minimum 8 digits/ characters or combination thereof. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote "e-voting" opens. Click on e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of (ZENITH EXPORTS LIMITED). Members can cast their vote online from 12th September'2017 (9:00 a.m.) till 14th September'2017 (5:00 p.m.).
- (viii) Now you are ready for "e-voting" as "Cast Vote" page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to asit.labh1@gmail.com with a copy marked to evoting@nsdl.co.in .

Further, NSDL is pleased to inform you that NSDL has now integrated its E-Services website (<https://eservices.nsdl.com/>) with the aforesaid e-voting system of NSDL, which enables you as a registered User of IDEAS facility to also access e-voting system of NSDL for casting your votes by using your existing login credentials viz.; User Id and Password of IDEAS facility. Thus, you would not be required to login e-voting system separately for casting votes in respect of the resolutions of the Company.

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email ids are not registered with the Company/ Depository Participants(s) or requesting physical copy]:
 - (i) Initial Password is provided as below/ at the bottom of the Attendance Slip for the AGM:
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No.(ii) to Sl. No.(xii) above, to cast vote.
 - VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the "Downloads" section of www.evoting.nsdl.com or call on toll free no. 1800-222-990.
 - VII. If you are already registered with NSDL for remote e-voting then you can use your existing user id and password/pin for casting your vote.
 - VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8th September'2017
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- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 8th September'2017, may obtain the login id and password by sending a request at e-voting@nsdl.co.in or rta@cbmsl.com
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user id and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800-222-990
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Asit Kumar Labh, Company Secretaries (ACS No.32891, CP No.14664) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the Employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The declared results along with the report of the scrutinizer shall be placed on the Company's website www.zenithexportslimited.com and on the website of NSDL immediately after the results are declared. The same shall be communicated by the Company to the BSE Limited, National Stock Exchange of India Limited. The results shall also be made available on the Notice Board of the Company at its Registered Office in Kolkata.
18. Members who do not have any access to e-voting may requisite a Physical Ballot Form from the office of the Registrars & Share Transfer Agents of the Company. Members are required to fill the Physical Ballot Form and enclose it in a sealed envelope and sent it "TO THE SCRUTINIZER CS. ASIT KUMAR LABH (UNIT: ZENITH EXPORTS LIMITED) C/O C.B. MANAGEMENT SERVICES (P) LIMITED, P-22 BONDEL ROAD, KOLKATA- 700019. Unsigned/ wrongly signed, incomplete or incorrectly ticked forms shall be rejected. The Scrutinizer's decision on the validity of the Form will be final. Members are required to vote either through the electronic system or through physical ballot and not in any other mode. In the event of Members casting votes through both the processes, the votes in the electronic system will be considered only. The physical ballot form must be received by the Scrutinizer on or before 14th September'2017(5:00 P.M.). Attendance Slip and Proxy Form in the prescribed format are being attached to this notice of the 35th Annual General Meeting for the convenience of the Shareholders.
19. As you are aware as per section 88 of the Companies Act'2013, every company having share capital is required to include/update more details in the Register of Member. Members are requested to update their PAN card, Aadhaar card, Address & Bank Account details in the "Shareholders Information Form" enclosed with the Annual Report. Shareholders Information Form duly filled & signed by the Shareholders & enclosed with a self-certified copy of PAN card and Aadhaar Card may be submitted with the Registrar & Transfer Agents of the Company M/s. C.B. Management Services (p) Limited at their office at P-22, Bondel Road, Kolkata- 700 019. Shareholders holding shares in electronic mode may update the above details with their Depository Participants (DP).

REQUEST TO THE MEMBERS:

- (I) Members who hold shares in dematerialized form are requested to bring their Client id and DP id numbers for ensuring easy identification of attendance at the meeting.
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- (II) For convenience of Members, Attendance Slip is attached to the Proxy Form. Members are requested to fill in and affix their signatures at the space provided therein and handover the Attendance Slip at the entrance of the Place of meeting. Proxy/Representative of a member should make on the Attendance Slip as "Proxy" or "Representative", as the case may be.

INFORMATION RELATING TO THE RE-APPOINTMENT OF DIRECTOR AT THE AGM**Item No.2 : Re-appointment of Ms. UrmilaLoyalka (DIN: 00009266) as a Director of the Company, liable to retire by rotation**

In accordance with the provisions of Section 152 of the Companies Act'2013, Rules framed thereunder and the Articles of Association of the Company, Ms. Urmila Loyalka (00009266), Director is due to retire by rotation at the ensuing AGM and being eligible, offers herself for re-appointment. The Company has received necessary disclosures and declarations from Ms. UrmilaLoyalka under the Companies Act'2013 and the Listing Regulations, confirming his eligibility to be re-appointed as a Director of the Company, liable to retire by rotation.

Ms. Urmila Loyalka, aged 59 years, has more than 12 years of experience in export business and serving on the Board of 2 (Two) nos. of Limited Companies. She is currently Women Director of Zenith Exports Limited. Ms. UrmilaLoyalkaplayed an instrumental role in the Company's growth in global market. She has knowledge, experience & expertise in areas relating to Export, Marketing & Administration. She holds 629150 shares of the Company in her name as on 31st March'2017.

Ms. Urmila Loyalka holds Directorship in the following other Companies:

Sl. No.	Name of the Company	Designation
1.	Zenith Koplavitch Exports Limited	Director
2.	Loyalka Leclercq Textiles Limited	Director

There is inter-se relationship between Ms. UrmilaLoyalka and other Directors and Key Managerial Personnel of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, Board is of the opinion that continued association of Ms. Urmila Loyalka with the Board will be of immense benefit to your Company and, therefore, recommends the Resolution as set out in Item No.3 of the Notice convening the 35th AGM for approval of the Members by way of an Ordinary Resolution.

Save and except Ms. Urmila Loyalka, Mr. Surendra Kumar Loyalka & Mr. Raj Kumar Loyalka and their relatives, to extent of their shareholding interest, none of the Directors or Key Managerial Personal of the Company or their relatives, are in any way interested or concerned, financially or otherwise, in the resolution set out in Item No.2 of the Notice.

Registered & Head Office:

19, R. N. Mukherjee Road
First Floor, Kolkata- 700 001

Dated: 25thJuly'2017

By Order of the Board of Directors
For **ZENITH EXPORTS LIMITED**

Govind Pandey
Company Secretary
ACS: 32804