



# 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](mailto:zenith@giascl01.vsnl.net.in)

**CIN : L24294WB1981PLC033902**

12<sup>th</sup> July'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  
Email: [cmlist@nse.co.in](mailto:cmlist@nse.co.in)

**The Secretary**

Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001  
Fax No. 022-2272-3121/1278/1557  
Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

Dear Sir,

In terms of Clause 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding the Report on Corporate Governance for the quarter ended on 30<sup>th</sup> June'2016, for your kind perusal.

Kindly acknowledge the receipt of the same and take the same on record.

Thanking you,

Yours faithfully,

For ZENITH EXPORTS LIMITED

(Govind Pandey)

Company Secretary

ACS: 32804

Encl: as above



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## ANNEXURE I

### QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: **ZENITH EXPORTS LIMITED**
2. Quarter ending: **30<sup>TH</sup> JUNE'2016**

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non- Executive/in dependent/ Nominee)	Date of Appointment In the Current Term/ Cessation	Tenure	No of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Raj Kumar Loyalka	ABBPL5795R (DIN: 00006226)	Managing Director/ Executive	12/02/2014	5 years	1	-	-
Mr.	Surendra Kumar Loyalka	ABAPL3996R (DIN: 00006232)	Managing Director/ Executive	12/02/2014	5 years	1	-	-
Mrs.	Urmila Loyalka	ABBPL3295L (DIN: 00009266)	Non-Executive	30/09/2015	*N.A.	1	-	-
Mr.	Madhukar Manilal Bhagat	AEZPB8884N (DIN: 00006245)	Non-Executive/ Independent	27/09/2014	5 years	3	(a) Member of Audit Committee-6 (b) Member of Stakeholder Committee-1	(a) Chairperson of Audit Committee - 1 (b) Chairperson in Stakeholder Committee-1
Mr.	Mangilal Jain	ACXPJ3713C (DIN: 00353075)	Non-Executive/ Independent	27/09/2014	5 years	4	(a) Member of Audit Committee- 8	(a) Chairperson in Audit Committee-3
Mr.	Devendra Kumar Sarawgee	AIQPS7773N (DIN: 00087256)	Non-Executive/ Independent	27/09/2014	5 years	2	(a) Member of Audit Committee- 2 (b) Member of Stakeholder Committee-2	Nil
Mr.	Keshar Deo Rungta	ACHPR7672J (DIN: 00006252)	Non-Executive/ Independent	27/09/2014	5 years	1	(a) Member of Audit Committee- 1 (b) Member of Stakeholder Committee-1	(a) Chairperson in Audit Committee-1

**# Mrs. Urmila loyalka has been appointed as Non-Executive Non-Independent director liable to retire by rotation, hence there is no fixed tenure.**

PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period



<b>II. Composition of Committees</b>		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</i>
1. Audit Committee	(a) Mr. Keshar Deo Rungta	Non-Executive/Independent
	(b) Mr. Madhukar Manilal Bhagat	Non-Executive/Independent
	(c) Mangilal Jain	Non-Executive/Independent
	(d) Devendra Kumar Sarawgee	Non-Executive/Independent
2. Nomination & Remuneration Committee	(a) Mr. Madhukar Manilal Bhagat	Non-Executive/ Independent
	(b) Mr. Keshar Deo Rungta	Non-Executive/ Independent
	(c) Mr. Mangilal Jain	Non-Executive/ Independent
3. Risk Management Committee(if applicable)	(a) Mr. Raj Kumar Loyalka	Managing Director/ Executive
	(b) Mr. Surendra Kumar Loalka	Managing Director/ Executive
	(c) Mr. Keshar Deo Rungta	Non-Executive/ Independent
4. Stakeholders Relationship Committee'	(a) Mr. Madhukar Manilal Bhagat	Non-Executive/ Independent
	(b) Mr. Keshar Deo Rungta	Non-Executive/ Independent
	(c) Mr. Devendra Kumar Sarawgee	Non-Executive/ Independent

\* Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous Quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
12/02/2016	25/05/2016	102 days

<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee- 25/05/2016	Yes, the meeting attended by three Independent Directors viz, (a) Mr. Keshar Deo Rungta, (b) Mr. Madhukar Manilal Bhagat, (c) Mr. Mangilal Jain.	Audit Committee- 12/02/2016	102 days
	<i>(The quorum of the Audit Committee shall be two members, so met the requirement)</i>		



\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

**Name & Designation**

For Zenith Exports Ltd.



Company Secretary

Govind Pandey  
Company Secretary  
 ACS: 32804