



# Zenith Exports Limited

19, R. N. Mukherjee Road, Kolkata - 700 001, India  
Telephone : 2248-7071, 2248-6936  
Fax : 91-33-2243-9003  
E-mail : zenith@giascl01.vsnl.net.in  
CIN : L24294WB1981PLC033902

5<sup>th</sup> October'2018

**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  
Scrip Code: ZENITHEXPO

**The Secretary**

Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400 001  
Fax No. 022-2272-3121/1278/1557  
Scrip Code: 512553

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> September'2018, 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



# Zenith Exports Limited

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

Telephone : 2248-7071, 2248-6936

Fax : 91-33-2243-9003

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

CIN : L24294WB1981PLC033902

## Quarterly Report on Corporate Governance

### 1. Name of Listed Entity : ZENITH EXPORTS LIMITED

### 2. Quarter Ending: 30TH SEPTEMBER'2018

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/ Executive/Non-Executive/ independent/ 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.	Surendra Kumar Loyalka	ABAPL3996R (DIN:00006232)	Managing Director/Executive	12-02-14	5 years	1	-	-
Mr.	Varun Loyalka	AFBPL3677G (DIN:07315452)	Managing Director/Executive	26-09-18	3 years	1	-	-
Ms.	Urmila Loyalka	ABBPL3295L (DIN:00009266)	Non-Executive/Non Independent	30-09-15	-	1	-	-
Mr.	Madhukar Manilal Bhagat	AEZPB8884N (DIN:00006245)	Non-Executive/ Independent	27-09-2014	5 years	3	a) Member of Audit Committee-3 b) Member of Stakeholder Committee-1	a) Member of Audit Committee-1 b) Member of Stakeholder Committee-1
Mr.	Mangilal Jain	ACXPJ3713C (DIN:00353075)	Non-Executive/ Independent	27-09-2014	5 years	4	a) Member of Audit Committee-4	a) Member of Audit Committee-3
Mr.	Devendra Kumar Sarawgee	AIQPS7773N (DIN: 00087256)	Non-Executive/ Independent	27-09-2014	5 years	2	a) Member of Audit Committee-1 b) Member of Stakeholder Committee-1	a) Member of Audit Committee-1

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.



II. Composition of Committees			
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	
1. Audit Committee	Mr. Devendra Kumar Sarawgee	Chairperson	Non-Executive - Independent Director
	Mr. Mangilal Jain	Member	Non-Executive - Independent Director
	Mr. Madhukar Manilal Bhagat	Member	Non-Executive - Independent Director
2. Nomination & Remuneration Committee	Mr. Mangilal Jain	Member	Non-Executive - Independent Director
	Mr. Madhukar Manilal Bhagat	Chairperson	Non-Executive - Independent Director
	Mr. Devendra Kumar Sarawgee	Member	Non-Executive - Independent Director
3. Risk Management Committee(if applicable)	Not Applicable		
4. Stakeholders Relationship Committee	Mr. Devendra Kumar Sarawgee	Member	Non-Executive - Independent Director
	Mr. Madhukar Manilal Bhagat	Chairperson	Non-Executive - Independent Director
	Ms. Urmila Loyalka	Member	Non-Executive - Independent Director
&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			
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of the Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)	
29-05-2018	13-08-2018	75 days	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee: 13-08-2018	Yes, Requirement of Quorum-3	29-05-2018	75 days
Nomination and Remuneration Committee:13-08-2018	Yes, Requirement of Quorum-2	29-05-2018	75 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
Subject	Compliance status (Yes/No/NA)refer note below		
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	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 has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:			
Name & Designation			
Govind Pandey Company Secretary ACS:12804			
Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.			





# Zenith Exports Limited

19, R. N. Mukherjee Road, Kolkata - 700 001, India  
Telephone : 2248-7071, 2248-6936  
Fax : 91-33-2243-9003  
E-mail : zenith@giasci01.vsnl.net.in  
CIN : L24294WB1981PLC033902

5<sup>th</sup> October'2018

**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  
Scrip Code: ZENITHEXPO

**The Secretary**

Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400 001  
Fax No. 022-2272-3121/1278/1557  
Scrip Code: 512553

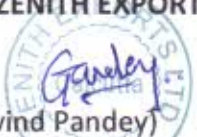
Dear Sir,

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 half yearly ended on 30<sup>th</sup> September'2018, 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



# Zenith Exports Limited

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

Telephone : 2248-7071, 2248-6936

Fax : 91-33-2243-9003

E-mail : zenith@giasci01.vsnl.net.in

CIN : L24294WB1981PLC033902

## Compliance Report on Corporate Governance to be submitted by Listed Entity at the End of Six Months after end of Financial Year 30.09.2018 along with second quarter report of next Financial Year

### I Affirmations

Broad heading	Regulation Number	Compliance status (Yes/No/NA)refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

### Name & Designation

Govind Pandey  
Company Secretary  
ACS:32804

