



# 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

11<sup>th</sup> April'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)

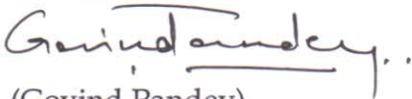
Dear Sir,

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 Financial Year 2015-16 ended on 31<sup>st</sup> March'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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**COMPLIANCE REPORT ON CORPORATE GOVERNANCE TO BE SUBMITTED BY LISTED ENTITY AT THE END OF THE FINANCIAL YEAR 2015-16 (FOR THE WHOLE OF FINANCIAL YEAR)**

**1. Name of the Listed Entity: ZENITH EXPORTS LIMITED**

**2. Financial Year ended on: 31<sup>st</sup> March'2016**

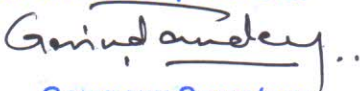
<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/ No/ NA)</b>	
Details of business	YES	
Terms and conditions of appointment of independent directors	YES	
Composition of various committees of board of directors	YES	
Code of conduct of board of directors and senior management personnel	YES	
Details of establishment of vigil mechanism/ Whistle Blower policy	YES	
Criteria of making payments to non- executive directors	NO, (Already disclosed in the Annual Report )	
Policy on dealing with related party transactions	YES	
Policy for determining 'material ' subsidiaries	N.A.	
Details of familiarization programmes imparted to independent directors	YES	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	
Email Address for grievance redressal and other relevant details	YES	
Financial results	YES	
Shareholding pattern	YES	
Details of Agreements entered into with the media companies and/or their associates	N.A.	
New name and old name of the listed entity	N.A.	
<b>II. ANNUAL AFFIRMATIONS</b>		
<b>Particulars</b>	<b>Regulation Number</b>	
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'.	16(1)(b) & 25(6)	YES





Board composition	17(1)	<b>YES, (The board Companies of Two Executive Directors, Four Non-Executive Directors and One Women Directors as on 31<sup>st</sup> March'2016.)</b>
Meeting of Board of directors	17(2)	YES
Review of Compliance Reports	17(3)	YES, Will be complied in due course (when due)
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES, Will be complied in due course (when due)
Risk assessment & Management	17(9)	YES, (The Company has laid down procedures to inform board members about the risk assessment & minimization procedures. Such risk are being periodically reviewed by the Board/ Audit, Risk and Compliance committee at such intervals as advised by the Audit, Risk and Compliance Committee.
Performance Evaluation of Independent Directors	17(10)	YES, Will be complied in due course (when due)
Composition of Audit Committee	18(1)	YES
Meeting of Audit committee	18(2)	YES
Composition of Nomination & Remuneration committee	19(1) & (2)	YES
Composition of stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of risk management committee	21(1), (2),(3),(4)	YES
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6), (7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES, will be done when such transaction takes place
Approval for material related party transactions	23(4)	YES, will be done when such transaction takes place



Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	N.A.
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmations with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES, Will be complied in due course
Disclosure of Shareholding by Non-Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES
<p><b>For Zenith Exports Ltd.</b>    <b>Company Secretary</b></p> <p>Govind Pandey  <b>Company Secretary</b>  <b>ACS:32804</b></p>		

