



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

9th April'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

The Secretary

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

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 31st March'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

(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: **31ST MARCH'2018**

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.	Surendra Kumar Loyalka	ABAPL3996 R (DIN: 00006232)	Managing Director/ Executive	12/02/2014	5 years	1	-	-
Mrs.	Urmila Loyalka	ABBPL3295 L (DIN: 00009266)	Non- Executive	30/09/2015	*N.A.	1	-	-
Mr.	Madhukar Manilal Bhagat	AEZPB8884 N (DIN: 00006245)	Non- Executive/ Independent	27/09/2014	5 years	3	(a) Member of Audit Committee- 3 (b) Member of Stakeholder Committee-1	(a) Chairperson of Audit Committee - 1 (b) Chairperson in Stakeholder Committee-1
Mr.	Mangilal Jain	ACXPJ3713 C (DIN: 00353075)	Non- Executive/ Independent	27/09/2014	5 years	4	(a) Member of Audit Committee- 4	(a) Chairperson in Audit Committee-3
Mr.	Devendra Kumar Sarawgee	AIQPS7773 N (DIN: 00087256)	Non- Executive/ Independent	27/09/2014	5 years	2	(a) Member of Audit Committee- 1 (b) Member of Stakeholder Committee-1	(a) Chairperson of Audit Committee - 1

Mr. Keshar Deo Runta, Non-Executive, Independent Director, has been resigned from the Directorship of the Company w.e.f 28.02.2018

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

For Zenith Exports Ltd.

Gandey..

Company Secretary



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

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous Quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
07/12/2017	12/02/2018	66 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- 12/02/2018	Yes, the meeting attended by Four Independent Directors viz, (a) Mr. Keshar Deo Rungta, (b) Mr. Madhukar Manilal Bhagat, (c) Mr. Devendra Kumar Sarawgee. (d) Mr. Mangilal Jain (The quorum of the Audit Committee shall be two members, so met the requirement)	Audit Committee- 07/12/2017	66days

For Zenith Exports Ltd.

Gandey
Company Secretary



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<p>Nomination & Remuneration Committee- 12/02/2018</p>	<p>Yes, the meeting attended by Three Independent Directors viz (a) Mr. Keshar Deo Rungta, (b) Mr. Madhukar Manilal Bhagat, (c) Mr. Mangilal Jain <i>(The quorum of the Nomination & Remuneration Committee shall be two members, so met the requirement)</i></p>	<p>Nomination & Remuneration Committee- 07/12/2017</p>	<p>66 days</p>
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* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

<p>V. Related Party Transactions</p>	
<p>Subject</p>	<p>Compliance status (Yes/No/NA) refer note below</p>
<p>Whether prior approval of audit committee obtained</p>	<p>Yes</p>
<p>Whether shareholder approval obtained for material RPT</p>	<p>NA</p>
<p>Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee</p>	<p>Yes</p>
<p>Note</p>	
<p>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.</p>	
<p>VI. Affirmations</p>	
<p>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:</p>	
<p>Name & Designation</p> <p>For Zenith Exports Ltd.</p> <p><i>Govind Pandey</i></p> <p>Govind Pandey Company Secretary ACS: 32804</p>	

