



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

25th September'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,

**Sub: Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations'2015
E-Voting Results for the 36th Annual General Meeting held on 25th September'2018**

With reference to above captioned subject, we wish to inform you that the 36th Annual General Meeting of the Equity Shareholders of the Company was convened on Tuesday the 25th September'2018.

The EQUITY Shareholders of the Company have duly approved the Agenda items with requisite majority, based on Scrutinizer's Report by way of Tablet Voting at the Meeting and E-Voting.

Details of the voting results along with the copy of Scrutinizer Report are enclosed for your reference.

Further, Results of E-Voting along with the Scrutinizer's Report are also available on the Company's website: www.zenithexportslimited.com.

Request you to kindly take this Information on record.

Thanking you,

Yours faithfully,

For **ZENITH EXPORTS LIMITED**

(Govind Pandey)

Company Secretary

ACS: 32804



ZENITH EXPORTS LIMITED					
Disclosure of voting results by listed entities in terms of Clause 44(3) of the Listing Agreement					
Date of the AGM				:	25.09.2018
Total number of shareholders on Cut-off date 18.09.2018				:	1761
No. of Shareholders present in the meeting either in person or through proxy:					
Promoters and Promoter Group			:	9	
Public			:	38	
No. of Shareholders attended the meeting through Video Conferencing					
Promoters and Promoter Group			:	Not Applicable	
Public			:	Not Applicable	

For Zenith Exports Ltd.

Company Secretary

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Details of Agenda :

Resolution No : 1 - To Receive, consider and adopt the Audited statement of Profits & Loss for the year ended 31st March 2018 and the Balance sheet as at that date together with the Report of Board of Directors and Auditors thereon.

Resolution required (Ordinary/Special)	Ordinary
Whether Promoter/ Promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		2791456	100.00	2791456	0	100.00	0.00
	Poll	2791456						
	Postal Ballot (if applicable)							
	Total		2791456	2791456	100.00	2791456	0	100.00
Public - Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public -Non Institutions	E-Voting		1991657	76.46	625013	1366644	31.38	68.62
	Poll	2604794						
	Postal Ballot (if applicable)							
	Total	2604794	1991657	76.46	625013	1366644	31.38	68.62
Total		5396250	4783113	88.64	3416469	1366644	71.43	28.57

For Zenith Exports Ltd.

Gandey.
Company Secretary

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Resolution No : 2 -To appoint a director in place of Mr. Surendra Kumar Loyaika (DIN:00006252) who retires by rotation and being eligible offers himself for re-appointment.								
Resolution required (Ordinary / Special)								
Whether Promoter/ Promoter group are interested in the agenda/ resolution ?								
Ordinary								
YES								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		2791456	100.00	2791456	0	100.00	0.00
	Poll	2791456						
	Postal Ballot (if applicable)							
	Total		2791456	2791456	100.00	2791456	0	100.00
Public - Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public -Non Institutions	E-Voting		1991657	76.46	625013	1366644	31.38	68.62
	Poll	2604794						
	Postal Ballot (if applicable)							
	Total		2604794	1991657	76.46	625013	1366644	31.38
Total		5396250	4783113	88.64	3416469	1366644	71.43	28.57

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Resolution No : 3 -Re-appointment of Mr. Surendra Kumar Loyalka (DIN: 00006232), AS MANAGING DIRECTOR.								
Resolution required (Ordinary/ Special)		Ordinary						
Whether Promoter/ Promoter group are interested in the agenda/ resolution ?		YES						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		2791456	100.00	2791456	0	100.00	0.00
	Poll	2791456						
	Postal Ballot (if applicable)							
	Total	2791456	2791456	100.00	2791456	0	100.00	0.00
Public - Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public -Non Institutions	E-Voting		1991657	76.46	625013	1366644	31.38	68.62
	Poll	2604794						
	Postal Ballot (if applicable)							
	Total	2604794	1991657	76.46	625013	1366644	31.38	68.62
Total		5396250	4783113	88.64	3416469	1366644	71.43	28.57

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Resolution No: 4 - Appointment of Mr. Varun Loyalka (DIN: 07115412) as JOINT MANAGING DIRECTOR

Resolution required (Ordinary/ Special)	Ordinary
Whether Promoter/ Promoter group are interested in the agenda/ resolution ?	YES

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{[(2)/(1)] * 100}{100}$	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $\frac{[(4)/(2)] * 100}{100}$	% of Votes against on votes polled (7) = $\frac{[(5)/(2)] * 100}{100}$
Promoter and Promoter Group	E-Voting		2791456	100.00	2791456	0	100.00	0.00
	Poll	2791456						
	Postal Ballot (if applicable)							
	Total		2791456	2791456	100.00	2791456	0	100.00
Public - Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public -Non Institutions	E-Voting		1991657	76.46	625013	1366644	31.38	68.62
	Poll	2604794						
	Postal Ballot (if applicable)							
	Total		2604794	1991657	76.46	625013	1366644	31.38
Total		5396250	4783113	88.64	3416469	1366644	71.43	28.57

For Zenith Exports Ltd.
Gandey
 Company Secretary

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Zenith Exports Limited



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

**The Chairman
of the 36th Annual General Meeting of
Zenith Exports Limited
19, R. N. Mukherjee Road
Kolkata - 700 001**

Dear Sir,

I, Asit Kumar Labh, Practising Company Secretary (ACS – 32891 / CP - 14664) was appointed as the scrutinizer in connection with the 36th Annual General Meeting of the members of "**Zenith Exports Limited**" ("*Company*") held on Tuesday, 25th September, 2018 at the Ground Floor, Auditorium of Birla Academy of Art & Culture, 108, Southern Avenue, Kolkata - 700029 at 11:30 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 13th August, 2018. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) and of voting through physical ballots as provided by M/s. C B Management Services (P) Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.





I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Saturday, the 22nd September, 2018 up to 5.00 P.M. IST on Monday, the 24th September, 2018.
2. The Shareholders holding shares as on the "cut off" date, i.e. 18th September, 2018 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice dated 13th August, 2018 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot box was subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Tuesday, the 25th September, 2018 around 01:15 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata - 700050 and Ms. Priti Priya Singh, residing at 8/A, Kailash Saha Lane Lane, Kolkata - 700007 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVEN : 109276] and votes casted through physical ballot papers distributed at the AGM venue are as under:



**<A> ORDINARY BUSINESS:****a) Resolution 1**

To receive, consider and adopt the Audited Standalone Financial Statement for the Financial Year ended on 31st March 2018, together with the Reports of the Board of Directors and the Statutory Auditors thereon

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	63	3416469	
Voting by ballot	0	0	
Total	63	3416469	71.4277%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	11	1366644	
Voting by ballot	0	0	
Total	11	1366644	28.5723%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
3	578



**b) Resolution 2**

To appoint a director in place of Mr. Surendra Kumar Loyalka (DIN: 00006232) who retires by rotation and being eligible offers himself for re-appointment

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	63	3416469	
Voting by ballot	0	0	
Total	63	3416469	71.4277%

(ii) Voted **against** the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	11	1366644	
Voting by ballot	0	0	
Total	11	1366644	28.5723%

(iii) **Invalid** Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
3	578



<A> **SPECIAL BUSINESS:****c) Resolution 3 : Ordinary Resolution**

Re-appointment of Mr. Surendra Kumar Loyalka (DIN: 00006232) as Managing Director of the Company for a period of 2 years

(i) **Voted in favour of the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	63	3416469	
Voting by ballot	0	0	
Total	63	3416469	71.4277%

(ii) **Voted against the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	1366644	
Voting by ballot	0	0	
Total	11	1366644	28.5723%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	578



**d) Resolution 4 : Ordinary Resolution**

Appointment of Mr. Varun Loyalka (DIN: 07315452) as Joint Managing Director of the Company for a period of 3 years

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	63	3416469	
Voting by ballot	0	0	
Total	63	3416469	71.4277%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	1366644	
Voting by ballot	0	0	
Total	11	1366644	28.5723%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	578



ASIT KUMAR LABH

B.Com.(H), ACS



c/o A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381
(M) : 97487-36545
e-mail : asit@aklabh.com / asit.labh1@gmail.com

Website : www.aklabh.com

8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly

(CS ASIT KUMAR LABH)
Practicing Company Secretary
ACS - 32891 / CP No. - 14664



Place: Kolkata

Dated: 25.09.18

ASIT KUMAR LABH

B.Com.(H), ACS



c/o A. K. LABH & Co.

Company Secretaries

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Website : www.aklabh.com

Witness :

1. Amrita Sampat

(Amrita Sampat)

59, Kalicharan Ghosh Road
Kolkata - 700 050

2. Priti Priya Singh

(Priti Priya Singh)

8/A, Kailsh Saha Lane
Kolkata - 700 007



Received the Report of the Scrutinizer

For Zenith Exports Limited

Gandey..

(Govind Pandey)
Company Secretary

