



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

15th September'2017

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 Annual General Meeting held on 15th September'2017**

With reference to above captioned subject, we wish to inform you that the Annual General Meeting of the Equity Shareholders of the Company was convened on Friday the 15th September'2017.

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



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ZENITH EXPORTS LIMITED		
Disclosure of voting results by listed entities in terms of Clause 44(3) of the Listing Agreement		
Date of the AGM	:	15.09.2017
Total number of shareholders on Cut-off date 20.09.2016	:	1171
No.of Shareholders present in the meeting either in person or through proxy:		
Promoters and Promoter Group	:	11
Public	:	16
No.of Shareholders attended the meeting through Video Conferencing	:	
Promoters and Promoter Group	:	Not Applicable
Public	:	Not Applicable

For Zenith Exports Limited

Ganindandey

Company Secretary



Details of Agenda :

Resolution No : 1 - To Receive, consider and adopt the Audited statement of Profit & Loss for the year ended 31st March'2017 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		2792556	100.00	2792556	0	100.00	0.00
	Poll	2792556						
	Postal Ballot (if applicable)							
	Total		2792556	2792556	100.00	2792556	0	100.00
Public - Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public -Non Institutions	E-Voting		1994009	76.58	586196	1407813	29.40	70.60
	Poll	2603694						
	Postal Ballot (if applicable)							
	Total		2603694	1994009	76.58	586196	1407813	29.40
Total		5396250	4786565	88.70	3378752	1407813	70.59	29.41

For Zenith Exports Limited
Ganesh Choudhary
 Company Secretary

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Resolution No : 2 -To re-appoint Smt Urmila Loyalka (DIN: 00009266), who retires by rotation.	
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	2792556	2163406	77.47	2163406	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		2792556	2163406	77.47	2163406	0	100.00
Public - Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public -Non Institutions	E-Voting	2603694	1993909	76.58	586096	1407813	29.39	70.61
	Poll							
	Postal Ballot (if applicable)							
	Total		2603694	1993909	76.58	586096	1407813	29.39
Total		5396250	4157315	77.04	2749502	1407813	66.14	33.86

For Zenith Exports Ltd.

G. Srinivasan

Company Secretary



Resolution No : 3 -To appoint Statutory Auditor in place of the existing Auditors (who are not eligible to be re-appointed due to expiry of the maximum permissible tenure as the Auditors of the

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		2792556	100.00	2792556	0	100.00	0.00
	Poll	2792556						
	Postal Ballot (if applicable)							
	Total		2792556	2792556	100.00	2792556	0	100.00
Public - Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public -Non Institutions	E-Voting		1994009	76.58	586196	1407813	29.40	70.60
	Poll	2603694						
	Postal Ballot (if applicable)							
	Total		2603694	1994009	76.58	586196	1407813	29.40
Total		5396250	4786565	88.70	3378752	1407813	70.59	29.41

For Zenith Exports Ltd.

G. Vinod Kumar

Company Secretary

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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 35th Annual General Meeting of
Zenith Exports Limited
19, R. N. Mukherjee Road
Kolkata - 700 001**

Dear Sir,

I, Asit Kumar Labh, Practicing Company Secretary (ACS – 32891 / CP - 14664) was appointed as the scrutinizer in connection with the 35th Annual General Meeting of the members of “*Zenith Exports Limited*” (“*Company*”) held on Friday, 15th September, 2017 at Ground Floor, Auditorium of Birla Academy of Art & Culture, 108, Southern Avenue, Kolkata- 700029 at 10:30 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 25th July, 2017. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make a 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 Tuesday, the 12th September, 2017 up to 5.00 P.M. IST on Thursday, the 14th September, 2017.
2. The Shareholders holding shares as on the "cut off" date, i.e. 8th September, 2017 were entitled to vote on the proposed 3 (Three) resolutions as mentioned in the notice dated 25th July, 2017 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 boxes were 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 Friday, the 15th September, 2017 around 12:05 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. Sunayna Jaiswal, residing at 17, Karbala Tank Lane, Kolkata - 700006 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 : 107018**] 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 Financial Statement of Profit & Loss Account for the Financial Year ended on 31st March, 2017 and the Balance Sheet as at that date and the Cash Flow Statement for the Financial Year ended on 31st March, 2017 and the Reports of the Directors and the 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	48	3378752	
Voting by ballot	0	0	
Total	48	3378752	70.59%

(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	10	1407813	
Voting by ballot	0	0	
Total	10	1407813	29.41%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**b) Resolution 2**

To appoint a Director in place of Ms. Urmila Loyalka (DIN: 00009266) Director of the Company, who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment

(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	46	2749502	
Voting by ballot	0	0	
Total	46	2749502	66.14%

(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	10	1407813	
Voting by ballot	0	0	
Total	10	1407813	33.86%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**c) Resolution 3 : Ordinary Resolution**

To appoint Auditors in place of the existing Auditors and to fix their remuneration

(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	48	3378752	
Voting by ballot	0	0	
Total	48	3378752	70.59%

(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	10	1407813	
Voting by ballot	0	0	
Total	10	1407813	29.41%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0





7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. 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

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



Place: Kolkata
Dated: 15.09.2017

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

Witness :

1. Amrita Sampat

(Amrita Sampat)

59, Kalicharan Ghosh Road
Kolkata – 700 050

2. Sunayna Jaiswal

(Sunayna Jaiswal)

17, Karbala Tank Lane
Kolkata – 700 006



Received the Report of the Scrutinizer

For Zenith Exports Limited

Govind Pandey

(Govind Pandey)
Company Secretary