



# Zenith Exports Limited

19, R. N. Mukherjee Road, Kolkata- 700 001, India  
Telephone : 2248-7071, 2248-6936  
E-mail : sec@zenithexportsltd.net  
website : www.zenithexportsltd.com  
CIN : L24294WB1981PLC033902

**NOTICE CUM AGENDA OF 01/2025-2026 MEETING OF THE BOARD OF DIRECTORS OF ZENITH EXPORTS LIMITED TO BE HELD THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS ON FRIDAY, THE 30<sup>th</sup> DAY OF MAY, 2025 AT 11.45 A.M**

**Date-23<sup>rd</sup> May, 2025**

To,  
**Mr. Varun Loyalka- Managing Director**  
**Mrs. Urmila Loyalka- Director**  
**Mr. Rabindra Kumar Sarawgee-Independent Director**  
**Mr. Surendra Bafna- Independent Director**  
**Mr. Kamal Koomar Jain- Independent Director**  
**Mr. Sanjay Kumar Shaw- Independent Director**  
**Mr. Rajkumar Loyalka- C.E.O (Leather Division)**  
**Mr. Surendra Kumar Loyalka- C.E.O (Silk Division)**  
**Mr. Sushil Kumar Kasera- C.F.O**  
**Ms. Anita Kumari Gupta- C.S**

Notice is hereby given that the **01/2025-26** meeting of the Board of Directors of **Zenith Exports Limited** to be held through video conferencing / other audio visual means on **Friday, the 30<sup>th</sup> day of May 2025** at **11:45 a.m.** to transact the following business :

Sl No	AGENDA
1.	To Elect Chairman to preside over the Meeting.
2.	To grant leave of absence to Director(s), if any
3.	To determine the presence of requisite quorum and mode of participation of Directors.
4.	To confirm and sign the minutes of the last Board meeting held on 12 <sup>th</sup> February, 2025.
5.	To confirm and sign the minutes of the last Audit Committee meeting held on 12 <sup>th</sup> February, 2025.
6.	To confirm and sign the minutes of the last Nomination & Remuneration Committee meeting held on 12 <sup>th</sup> August, 2024.
7.	To confirm and sign the minutes of the last Stakeholders Relationship Committee meeting held on 19 <sup>th</sup> February, 2025.
8.	To confirm and sign the minutes of the last Independent Directors Committee meeting held on 19 <sup>th</sup> March, 2025.



9.	To take note of disclosures and declarations as received from Directors & KMPS under Companies Act, 2013 and rules framed thereunder, SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (LODR) Regulations, 2015 and Secretarial Standard-1.
10.	To take note of various Declarations in compliance of Corporate Governance Code of the stock exchange(s).
11.	To review the performance of the Company for the year ended 31 <sup>st</sup> March, 2025.
12.	To consider and approve payment of fees to the Statutory Auditors, Branch Auditor & Internal Auditor of the Company for audit of Accounts for the Financial Year 2025-26, in line with the Audit Committee's recommendation.
13.	To take note of Statutory Compliance Certificates under other allied acts.
14.	To approve the appointment of M/s. Rohit Jalan & Associates, Chartered Accountants, as an Internal Auditors of the Company for the Financial Year 2025-26 and to fix their remuneration in line with the Audit Committee's recommendation.
15.	To consider and approve payment of fees to the Secretarial Auditors of the Company for the Financial Year 2024-25 in line with the Audit Committee's recommendation.
16.	To consider and approve the appointment of M/s. M& A Associates, a firm of Practicing Company Secretaries as Secretarial Auditor of the Company for term of 5 years starting from Financial Year 2025-26 to Financial Year 2029-30 subject to approval of shareholder.
17.	To consider and approve the Internal Audit Report of the Company for the year ended 31 <sup>st</sup> March, 2024.
18.	To Consider and approve the draft Audited Annual Accounts of the Company for the year ended 31 <sup>st</sup> March, 2025.
19.	To consider and take on record the Auditors' Report of the Statutory Auditors on the Audited Annual Accounts of the Company for the financial year ended 31 <sup>st</sup> March, 2025.
20.	To consider and approve the draft Audited Financial Results of the Company for the quarter and year ended 31 <sup>st</sup> March, 2025 and the Statements of Assets and Liabilities for the Year ended 31 <sup>st</sup> March, 2025 and for disclosure and publication in terms of Regulation 33 and 47 of the SEBI (LODR) Regulations, 2015.
21.	To consider and approve the draft Board's Report along with Annexure thereto for the Financial Year 2024-25.
22.	To take note of the compliance as per as per the NSE circular dated 15 <sup>th</sup> February'2025 Minimum information on the Industry Standards to be provided for review of the audit committee and shareholders for approval of related party transaction.
23.	To evaluate the performance of Independent Directors by the entire Board of Directors as per Schedule- IV to the Companies Act, 2013.
24.	To take note of the performance evaluation done by the Independent Directors as per Schedule IV (VII) of the Companies Act, 2013 at its meeting held on 19 <sup>th</sup> March, 2025.
25.	To take note of the performance evaluation done by the Nomination and Remuneration Committee in respect of the Board members as per Section 178(2) of the Companies Act, 2013.
26.	To consider and approve the appointment of Mr. Abhishek Bafna as Non-Executive Independent Director of the Company for a term of 5 consecutive years on such terms & conditions mutually decided between them on the recommendation of Nomination and Remuneration Committee.



27	To evaluate the annual performance of the following:- i) The Board; ii) Committee of the Board; iii) Directors of the Company. As per Section 134(3) (p) of the Companies Act, 2013.
28	To review & recommend the NRC policy to the Board along with latest amendments.
29.	To approve the draft notice of Postal Ballot for appointment of Mr. Abhishek Bafna as a Non-Executive Independent Director and decide date for issue of Postal Ballot notice and calendar of events.
30.	To Consider fixation of Record date/ cutoff date.
31.	To appoint agency (NSDL) for remote e-voting.
32.	To decide on the appointment of Mr. Vivek Mishra (Membership No. F8540 & COP No. 17218), Practicing Company Secretary Partner at M/s M&A Associates, as the scrutinizer for the purpose of conducting of e-voting for Postal Ballot.
33	Authorization to receive Scrutinizer Report and other document related to Postal Ballot.
34	To decide to increase in remuneration of Statutory Auditor M/s. V. Goyal & Associates by Rs. 75,000/-.
35	To grant Omnibus Approval of Related Party Transaction for F.Y. 2025-26.
36	To discuss, consider & authorize Board to Borrow Money from any bank, NBFC or financial institution or any other Company / Firm or any other body corporate in order to meet the working capital, investment and expansion requirements of the company.
	<b>SECRETARIAL ASPECTS &amp; STOCK EXCHANGE COMPLIANCES</b>
37.	To consider, approve and take on record the Secretarial Audit Report and Annual Secretarial Compliance Report of the Company for the Financial Year 2024-25
38.	To consider and take on record the compliance certificate furnished by CEO and CFO as per Regulation 17(8) of SEBI (LODR) Regulations, 2015 pertaining to Corporate Governance.
39.	To take note of disclosure given by Promoters and Promoter Group of the Company as per Regulation 31(4) of SEBI (SAST) Regulations, 2011.
40	To take note of the Information as required under Regulation 17(7) of the SEBI (LODR) Regulations 2015, and Secretarial Standard-1.
41	To take note of the Statement of Investors Complaints for the quarter ended 31st March, 2025 under Reg. 13(3) of the SEBI (LODR) Regulations, 2015
42	To take note of the Corporate Governance Report for the quarter ended 31st March, 2025 under Reg. 27(2) of the SEBI (LODR) Regulation, 2015.
43	To take note of the Statement of Shareholding pattern of the Company for the quarter ended 31st March, 2025 under Reg.31 (1) (b) of the SEBI (LODR) Regulations, 2015.
44	To take note of Delay in reporting the details of the transfer of equity shares by Mr. Rajkumar Loyalka for which penalty has been imposed on him by SEBI.
45	To take note of the Reconciliation of Share Capital Audit Report for the quarter ended 31st March, 2025 under Regulation 76 of SEBI (DP) (Amendment) Regulations, 2018.



46	To take note of the requisite Certificate regarding Compliance with Dematerialization of shares for the quarter ended 31st March, 2025 under Reg. 74(5) of SEBI (DP) Regulation, 2019.
47	To take note of Annual Listing Fee paid to the concerned stock exchanges as per Regulation 14 of SEBI (LODR) Regulations, 2015 for the year ended 31st March, 2025.
48	To take note of Closure of Trading Window for the quarter ended 31st March, 2025 as per Regulation 9 (Clause 4 of Schedule B) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.
49	To approve the related party transaction between the periods for the Quarter & year Ended March 31, 2025
50	To Take Note of Structured Digital Database (SDD) filed for the quarter ended 31st March, 2025 as per Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulation, 2015.
51	To sign the Register of contracts or arrangements in which Directors are interested maintained by the company under Section 189 of the Companies Act, 2013, if any.
52	Authorization to file various forms / documents to the Registrar of Companies , stock exchange and other statutory body, as required by the law
53	Updation of company's website according to latest amendments of SEBI LODR Regulation, 2015 and Companies Act, 2013.
54	To take note of Compliance Certificate, duly signed by C.B. Management Services (P) Ltd., Share Transfer Agent and the Company Secretary & Compliance Officer of the Company in terms of Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations'2015, for the year ended 31st March'2025.
55	To take note of Certificate obtained from Mr. Vivek Mishra (CP No. 17218), Practicing Company Secretary and Partner at M & A Associates, Company Secretaries, Kolkata, in terms of Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations'2015, for the year ended 31st March'2025
56	Any other matter with the permission of the Chairman and with the consent of majority of Directors present at the meeting.
57	Vote of Thanks.

Kindly make it convenient to attend the meeting.

Thanking you,

Yours faithfully,

For **Zenith Exports Limited**



**Anita Kumari Gupta**  
(Company Secretary)  
FCS: 11369

