



Zenith Exports Limited

19, R. N. Mukherjee Road, Kolkata - 700 001, India
Telephone : 2248-7071, 2248-6936
Fax : 91-33-2243-9003

~~Email: sec@zenithexportsltd.net~~
CIN : L24294WB1981PLC033902

E-mail : sec@zenithexportsltd.net

13th August' 2021

The Manager

Listing Department
National Stock Exchange of India Limited
'Exchange Plaza', C-1, Block-G
Bandra-Kurla Complex
Bandra (E)
Mumbai- 400 051
Scrip Code: ZENITHEXPO

The Secretary

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001
Scrip Code: 512553

Dear Sir/Madam,

Sub: Disclosure of Outcome of Board Meeting in accordance with Regulation 30 and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations'2015

Please note that the Board of Directors of the Company at its Meeting held today i.e. on 12th August, 2021 which commenced at 12:30 P.M. and concluded 03:35 P.M. has inter alia transacted and approved the following business:

1. Considered and approved the Standalone Unaudited Financial Results of the Company for the First Quarter and Three Months Ended June 30, 2021 for the Financial Year 2021-2022, prepared under Ind-AS, Rules, 2015, duly reviewed by M/s. V. Goyal & Associates, Chartered Accountants, Kolkata, (FRN: 312136E), the Statutory Auditors of the Company, pursuant to Regulation 33 of SEBI (LODR) Regulations, 2015, together with Limited Review Report thereon.
2. The Board considered and approved the Notice of the 39th Annual General Meeting of the Company, to be held on 29th September'2021, along with explanatory statement .The Annual General Meeting of the Company will be held on September 29, 2021 at 11:30 A.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").
3. The Board considered and approved Directors' Report with its Annexures, Corporate Governance and Management Discussion & Analysis Report of the Company for the Financial Year Ended March 31, 2021.
4. The Company as required under Regulations 44 of SEBI (LODR) Regulations, 2015, is providing Electronic Voting (E-Voting) facility to the Members through Electronic Voting platform of NSDL. Members holding share either in physical or demat mode as on the cut-off date, i.e. 22nd September'2021, may cast their Vote electronically on the businesses set out in the Notice of Annual General Meeting. The E-Voting shall commence from 26th September'2021 at 09:00 A.M. and ends on 28th September'2021 at 05:00 P.M.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 23rd September, 2021 to Wednesday, 29th September'2021 (both dates inclusive).





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6. Recommendation of the matter of appointment of Director, in place of Mrs. Urmila Loyalka (DIN: 00009266), who retires by rotation and being eligible offers herself for the re-appointment to the Members of their approval in their ensuring Annual General Meeting.
7. Appointment of M/s. Y.K. Goyal & Associates, Chartered Accountants, Kolkata, as Internal Auditor of the Company for the Financial Year 2021-22 to carry on the Internal Audit of the Financials of the Company. A brief Profile of the Auditor appointed is enclosed as Annexure-I
8. Appointment of Mr. Asit Kumar Labh (Membership No. 32891 & COP No.14664), Practicing Company Secretary, as Scrutinizer to Scrutinize the E-Voting process for the 39th Annual General Meeting of the Company. A brief Profile of the Auditor appointed is enclosed as Annexure-II.
9. Appointment of Mr. Asit Kumar Labh (Membership No. 32891 & COP No.14664), Practicing Company Secretary as Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial Year 2020-21. A brief Profile of the Auditor appointed is enclosed as Annexure-II.
10. The Board approved and adopted the amendment in Code of Practice and Procedure for Fair Disclosure of UPSI pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, pursuant to notification dated 17th July, 2020. The Company has also update "Code of Conduct for Prohibition of Insider Trading". As required under the said Regulations, the said "Code of Practice and Procedure for Fair Disclosure" is enclosed.

Request you to take the same on record.

Thanking you,
Yours faithfully,

For ZENITH EXPORTS LIMITED

Vikram Kumar Mishra

(Vikram Kumar Mishra)

Company Secretary

FCS: 11268





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Annexure-I

Brief Profile of Internal Auditor

Firm Name/ Name of the Proprietor	Goyal Y. K. & Associates, Chartered Accountants, Kolkata.
Address	Mercantile Buildings, Block-A, 1st Floor, 9, Lal Bazar Street, Kolkata-700 001
Name of the Partners	Mr. Yogender Kumar Goyal Mr. Kamal Kumar Goyal
Contact Number	033-2248-1037, 033-2213-1429
Email Id:	goyalpankajforyou@gmail.com
Firm Registration No.	322748E
Terms of Appointment	1 (One) Year for Financial Year 2021-22 at a remuneration as may be decided by the Board of Directors of the Company from time to time.
Brief Profile of Auditor	<p>M/s. Goyal Y K & Associates, Chartered Accountants is a Firm with standing of more than 20 years. The Firm has vast Experience in the field of Statutory Audit of Companies in Private Sector, banks, concurrent audit of banks, internal audit of stock brokers. The Firm is also doing special Audits.</p> <p>Both the partners of the Firm, Mr. Yogender Kumar Goyal &-Mr. Kamal Kumar Goyal are equally experienced in the field of audit & taxation etc.</p> <p>Considering the long standing of the Firm and its experience profile, it has been appointed as Internal Auditors of the Company.</p>





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Annexure-II

Brief Profile of Secretarial Auditor/Scrutinizer

Firm Name/ Name of the Proprietor	Mr. Asit Kumar Labh, (Membership No. 32891 & COP No.14664), Practicing Company Secretary
Address	40, Weston Street, 3 rd Floor, Kolkata- 700 013
Contact No.	033-2221-9381, 4063-0236, 9748736545
Email Id	asit.labh1@gmail.com
Membership No.	ACS: 32891/ CP No: 14664
Terms of Appointment	1 (One) Year for Financial Year 2021-22 at a remuneration as may be decided by the Board of Directors of the Company from time to time.
Brief Profile of Auditor	Mr. Asit Kumar Labh, Practising Company Secretary, holding Certificate of Practice No. 14664, Membership No. 32891, is an Associate Member of the Institute of Company Secretaries of India (ICSI) and also holds peer review certificate of the ICSI. He has sound knowledge in Corporate Laws. He hands on the experience of conducting Secretarial Audit of Various Listed and Unlisted Companies/Private Companies, Scrutinizing e-voting of AGMs/EGMs of repute companies, Sharing expertise and enriched knowledge as and when required to his clients in compliance related matters.



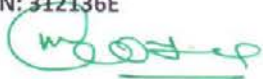


Limited Review Report on unaudited quarterly standalone financial results of Zenith Exports Limited under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors
Zenith Exports Limited

1. We have reviewed the accompanying statement of unaudited Standalone financial results of Zenith Exports Limited ("the Company") for the quarter ended June 30, 2021 ("the Statement"), being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. The Statement, which is the responsibility of the Company's Management, and approved by the Board of Director, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards 34, "Interim Financial Reporting" ("Ind AS 34") prescribed under section 133 of the Companies Act'2013 and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information performed by Independent Auditor of the entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For V. Goyal & Associates
Chartered Accountants
FRN: 312136E


Vinod Kumar Goyal
(Partner)
(Membership No: 50670)

Place: Kolkata
Date: August 13th, 2021

091N-21050670AAAAAS1177





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EXTRACT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED 30th JUNE, 2021
[in terms of Regulation 47(1) (b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015]

(Rs. in lakhs)

Sl. No.	Particulars	Quarter ended on June 30, 2021 (Unaudited)	Year ended on March 31, 2021 (Audited)	Quarter ended on June 30, 2020 (Unaudited)
1	Total Income from Operations (Net)	1,899	5,467	1,150
2	Net Profit/(Loss) for the period (before Tax, Exceptional and/or Extraordinary Items)	(3)	(115)	18
3	Net Profit/(Loss) for the period before tax (after Exceptional and/or Extraordinary items)	(3)	(160)	18
4	Net Profit/(Loss) for the period after tax (after Exceptional and/or Extraordinary items)	(3)	(129)	14
5	Total Comprehensive Income for the period [Comprising Profit/(Loss) for the period (after tax) and Other Comprehensive Income (after tax)]	-	-	-
6	Equity Share Capital (Face Value Rs.10/- each)	540	540	540
7	Other Equity (excluding Revaluation Reserve) as shown in the Audited Balance Sheet of the previous year	-	7,718	-
8	Earnings Per Share (not annualised) (of Rs.10/- each) (for continuing and discontinued operations)	-	-	-
	Basic and Diluted	(0.06)	(2.40)	0.26

Notes:-

- The above is an extract of the detailed format of Unaudited Results for the Quarter ended 30th June, 2021 filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. The full format of the Quarterly/Annual Financial Results are available on the Stock Exchange website (www.bseindia.com and www.nseindia.com) and the Company's website (www.zenithexportslimited.com).
- These Unaudited Standalone Financial Results for the quarter ended 30th June, 2021 were reviewed by the Audit Committee and approved by the Board of Directors of the Company at the meeting held on 13th August 2021.
- The Standalone Unaudited Financials Results have been prepared in accordance with Companies (Indian Accounting Standards) Rules 2015 (IND-AS) prescribed under section 133 of the Companies Act, 2013 to the extent applicable.
- The Statutory Auditors have carried out Limited review of the Standalone Financial Results for the Quarter ended 30th June, 2021.
- The Management has considered possible effects, if any, that may result from the COVID-19 pandemic on the carrying amounts of its assets. In developing the assumptions and estimates relating to the uncertainties as at the date of financial results, in relation to the recoverable amounts of these assets, the Management has considered the global economic conditions prevailing as at the date of approval of these financial results, and has used internal and external sources of information to the extent determined by it. The actual outcome of these assumptions and estimates may vary in future due to the impact of the pandemic.
- Figures for the previous period/year have been regrouped and reclassified to conform to the classification of Current period where necessary.

Place: Kolkata

Date: - 13th August 2021

For and on behalf of Board of Directors
For Zenith Exports Limited


Chairman





Zenith Exports Limited

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STATEMENT OF AUDITED STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30th JUNE, 2021

(Rs. in lakhs)

Sl. No.	PARTICULARS	Quarter Ended		Year Ended	
		30-06-2021	31-03-2021	30-06-2020	31-03-2021
		(Unaudited)	(Audited)	(Unaudited)	(Audited)
1.	(a) Revenue from Operations (Net)	1,822	1,367	1,058	5,071
	(b) Other Income	77	109	92	396
	Total Income	1,899	1,476	1,150	5,467
2.	Expenditure				
7	(a) Cost of Materials consumed	859	756	522	2,811
	(b) Purchase of traded goods	1,012	32	27	277
	(c) Changes in inventories of finished goods, work in progress and stock-in-trade	(601)	(115)	93	(207)
	(d) Employees benefits expense	165	157	145	555
	(e) Finance Cost	18	20	15	104
	(f) Depreciation and Amortisation Expense	32	40	41	164
	(g) Processing charges	140	148	88	553
	(h) Power & Fuel	19	22	17	59
	(i) Exchange fluctuation Loss/(Gain) Net	(32)	(9)	21	7
	(j) Provision/(Reversal) for Losses on Forward contract mark to / Market basis	-	-	-	-
	(k) Other Expenditure	290	370	163	1,259
	Total Expenditure (a) to (k)	1,902	1,421	1,132	5,582
3.	Profit/(Loss) before Exceptional and extraordinary Items & tax (1-2)	(3)	55	18	(115)
4.	Exceptional Items - Voluntary Retirement Scheme	-	-	-	45
5.	Profit/(Loss) before tax (3-4)	(3)	55	18	(160)
6.	Tax Expense	-	21	4	(31)
	Current Tax	-	-	-	-
	Deferred Tax	-	21	4	(31)
	Tax for earlier years (net)	-	-	-	-
	Mat Credit Entitlement	-	-	-	-
7.	Profit/(Loss) for the period from Continuing operations (5-6)	(3)	34	14	(129)
8.	Profit/(Loss) from Discontinuing Operation	-	-	-	-
9.	Tax Expense of discontinuing operation (including deferred tax)	-	-	-	-
10.	Profit/(Loss) from Discontinuing Operation after tax (8-9)	-	-	-	-
11.	Profit/(Loss) for the period (7+10)	(3)	34	14	(129)
12.	Other Comprehensive Income	-	-	-	-
	[A] Items that will not be reclassified to Profit or Loss	-	-	-	-
	(i) Change in Fair value of FVOCI Investment in Mutual Fund	-	-	-	-
	(ii) Income-Tax relating to this items	-	-	-	-
	[B] (i) Items that will be reclassified to Profit or Loss	-	-	-	-
	(ii) Income-Tax relating to items that will be reclassified to Profit or Loss	-	-	-	-
	Total of (12)	-	-	-	-
13.	Total Comprehensive income for the period (11+12)	(3)	34	14	(129)
14.	Paid up Equity Share Capital (face Value Rs.10/- per share)	540	540	540	540
15.	Other Equity	-	-	-	7,718
16.	Earnings Per Share (of Rs.10/- each)(not annualized)(For continuing operations)	(0.06)	0.63	0.26	(2.40)
	Basic & Diluted				
17.	Earnings Per Share (of Rs.10/- each)(not annualized)(For Discontinued operations)	-	-	-	-
	Basic & Diluted				
18.	Earnings Per Share (of Rs.10/- each)(not annualized)(For continuing operations and Discontinued operations)	(0.06)	0.63	0.26	(2.40)
	Basic & Diluted				

Place : KOLKATA

For and on behalf of Board of Directors

For Zenith Exports Limited

[Signature]
Chairman

Date:- 13th August, 2021





Zenith Exports Limited

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STANDALONE UNAUDITED SEGMENT WISE REVENUE RESULTS AND CAPITAL EMPLOYED FOR THE QUARTER ENDED 30th JUNE, 2021

Sl. No.	PARTICULARS	(Rs. in lakhs)			
		Quarter Ended		Year Ended	
		30-06-2021 (Unaudited)	31-03-2021 (Audited)	30-06-2020 (Unaudited)	31-03-2021 (Audited)
1.	SEGMENT REVENUE				
a.	Silk Fabrics/Made-ups	177	193	67	658
b.	Industrial Leather Hand Gloves/Made-ups	1,082	977	818	3,762
c.	EOU - Silk Fabrics	219	197	173	651
d.	Yarn	344	-	-	-
	TOTAL (a+b+c+d)	1,822	1,367	1,058	5,071
	Less : Inter Segment Revenue	-	-	-	-
	Net Sales/Income From Operations	1,822	1,367	1,058	5,071
2.	SEGMENT RESULTS				
	Profit/(Loss) before Tax and Interest				
a.	Silk Fabrics/Made-ups	17	75	20	133
b.	Industrial Leather Hand Gloves/Made-ups	29	23	149	108
c.	EOU - Silk Fabrics	(25)	31	(124)	(194)
d.	Yarn	4	(40)	(2)	(63)
	TOTAL (a+b+c+d)	25	89	43	(16)
	Less : (1) Finance Cost	18	20	15	104
	(2) Other un-allocable expenditure net off un-allocable Income	10	14	10	40
	Total Profit/(Loss) Before Tax	(3)	55	18	(160)
3.	SEGMENT ASSETS				
a.	Silk Fabrics/Made-ups	2,060	2,081	1,951	2,081
b.	Industrial Leather Hand Gloves/Made-ups	4,430	4,712	4,992	4,712
c.	EOU - Silk Fabrics	2,052	1,993	2,121	1,993
d.	Yarn	1,415	800	858	800
e.	Unallocable	1	1	3	1
	Total Assets	9,958	9,587	9,925	9,587
4.	SEGMENT LIABILITIES				
a.	Silk Fabrics/Made-ups	596	590	600	590
b.	Industrial Leather Hand Gloves/Made-ups	664	362	475	362
c.	EOU - Silk Fabrics	968	912	981	912
d.	Yarn	13	1	2	1
e.	Unallocable	4	4	6	4
	Total Liabilities	2,245	1,869	2,064	1,869

Place : KOLKATA

Date - 13th August, 2021

For and on behalf of Board of Directors
 For Zenith Exports Limited


 Chairman





Zenith Exports Limited

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Notes:-

1. These Unaudited Standalone Financial Results for the Quarter ended 30th June, 2021 were reviewed by the Audit Committee and approved by the Board of Directors of the Company at the meeting held on 13th August 2021.
2. The Standalone Unaudited Financial Results have been prepared in accordance with Companies (Indian Accounting Standards) Rules 2015 (IND-AS) prescribed under section 133 of the Companies Act, 2013 to the extent applicable.
3. The Statutory Auditors have carried out Limited review of the Standalone Unaudited Financial Results for the Quarter ended 30th June, 2021.
4. The figures of Quarter ended 31st March 2021 are a balancing figures between the audited figures for full financial year and the Unaudited year to date figures upto the third quarter of the financial year ending 31st March 2021.
5. The Management has considered possible effects, if any, that may result from the COVID-19 pandemic on the carrying amounts of its assets. In developing the assumptions and estimates relating to the uncertainties as at the date of the financial results, in relation to the recoverable amounts of these assets, the Management has considered the global economic conditions prevailing as at the date of approval of these financial results, and has used internal and external sources of information to the extent determined by it. The actual outcome of these assumptions and estimates may vary in future due to the impact of the pandemic.
6. Figures for the previous period/year have been regrouped and classified to conform to the classification of Current period where necessary.

Place : **KOLKATA**

Date :- 13th August , 2021

For and on behalf of Board of Directors
For Zenith Exports Limited


Chairman



ZENITH EXPORTS LIMITED

19, R.N.MUKHERJEE ROAD

KOLKATA - 700 001

(TRADING DIVISION)

STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30th JUNE, 2021

(Rs. In Lakhs)

Sr. No.	Particulars	Quarter Ended			Year Ended
		30-06-2021	31-03-2021	30-06-2020	31-03-2021
		(Unaudited)	(Audited)	(Unaudited)	(Audited)
1	Revenue from Operations (Net)	1,259	1,170	885	4,420
2	Other Income	76	87	82	348
3	Total Income (1+2)	1,335	1,257	967	4,768
4	Expenditure				
	(a) Cost of Materials consumed	755	667	468	2,548
	(b) Purchase of traded goods	62	32	27	277
	(c) Changes in inventories of finished goods, work in progress and stock-in-trade	65	(25)	13	(162)
	(d) Employees benefits expense	70	72	55	261
	(e) Finance Cost	6	5	2	18
	(f) Depreciation and Amortisation Expense	10	10	9	39
	(g) Processing charges	135	143	88	531
	(h) Power & Fuel	-	-	-	-
	(i) Exchange fluctuation Loss/(Gain) Net	(30)	(7)	21	10
	(j) Provision/(Reversal) for losses on forward contracts mark to market basis	-	-	-	-
	(k) Other Expenditure	232	283	127	1,065
	Total (a) to (k)	1,305	1,180	810	4,587
5	Profit from Ordinary Activities before tax (3-4)	30	77	157	181
6	Tax expenses	-	21	4	(31)
	- Current	-	-	-	-
	- Tax for earlier years	-	-	-	-
	- Mat Credit Entitlement	-	-	-	-
	- Deferred	-	21	4	(31)
7	Net Profit from Ordinary Activities after tax (5-6)	30	56	153	212
8	Paid - up Equity Share Capital (Face value Rs. 10 per share)	540	540	540	540

PLACE : KOLKATA

Dated:- 13th August, 2021



For Zenith Exports Limited

(Signature)
Chairman

ZENITH TEXTILE - MYSORE
(UNIT OF ZENITH EXPORTS LIMITED)

STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30th JUNE, 2021

Sr. No.	Particulars	Quarter Ended			Year Ended
		30-06-2021 (Unaudited)	31-03-2021 (Audited)	30-06-2020 (Unaudited)	31-03-2021 (Audited)
1	Revenue from Operations (Net)	219	197	173	651
2	Other Income	-	17	-	17
3	Total Income (1+2)	219	214	173	668
4	Expenditure				
	(a) Cost of Materials consumed	104	89	54	263
	(b) Purchase of traded goods	-	-	-	
	(c) Changes in inventories of finished goods, work in progress and stock-in-trade	(37)	(90)	80	(45)
	(d) Employees benefits expense	93	82	87	280
	(e) Finance Cost	12	15	13	86
	(f) Depreciation and Amortisation Expense	17	26	27	106
	(g) Processing charges	5	5	-	22
	(h) Power & Fuel	19	22	17	59
	(i) Exchange fluctuation Loss/(Gain) Net	(2)	(2)	-	(3)
	(j) Other Expenditure	45	49	32	133
	Total (a) to (j)	256	196	310	901
5	Exceptional items - Voluntary Retirement Scheme	-	-	-	45
6	Profit from Ordinary Activities before tax (3-4+5)	(37)	18	(137)	(278)

PLACE : KOLKATA

Dated:- 13th August, 2021

For Zenith Exports Limited



Chairman



ZENITH SPINNERS - AHMEDABAD
(UNIT OF ZENITH EXPORTS LIMITED)

STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30th JUNE, 2021

Sr. No.	Particulars	Quarter Ended			Year Ended
		30-06-2021	31-03-2021	30-06-2020	31-03-2021
		(Unaudited)	(Audited)	(Unaudited)	(Audited)
1	Revenue from Operations (Net)	344	-	-	-
2	Other Income	1	5	10	31
3	Total Income (1+2)	345	5	10	31
4	Expenditure				
	(a) Cost of Materials consumed	-	-	-	
	(b) Purchase of traded goods	950	-	-	
	(c) Changes in inventories of finished goods, work in progress and stock-in-trade	(629)	-	-	
	(d) Employees benefits expense	2	3	3	14
	(e) Finance Cost	-	-	-	
	(f) Depreciation and Amortisation Expense	5	4	5	19
	(g) Processing charges	-	-	-	
	(h) Power & Fuel	-	-	-	
	(i) Exchange fluctuation Loss/(Gain) Net	-	-	-	
	(j) Provision/(Reversal) for losses on forward contracts mark to market basis	-	-	-	
	(k) Other Expenditure	13	38	4	61
	Total (a) to (k)	341	45	12	94
5	Profit/(Loss) before tax (3-4)	4	(40)	(2)	(63)
6	Tax expenses				
	- Current	-	-	-	
	-Tax for earlier years	-	-	-	
	-Mat Credit Entitlement	-	-	-	
	-Deferred	-	-	-	
7	Net Profit/(Loss) after tax (5-6)	4	(40)	(2)	(63)

PLACE : KOLKATA

For Zenith Exports Limited

Dated:- 13th August, 2021



[Signature]
Chairman



Zenith Exports Limited

19, R. N. Mukherjee Road, Kolkata - 700 001, India

Telephone : 2248-7071, 2248-6936

Fax : 91-33-2243-9003

~~Website : www.zenithexportsltd.com~~
CIN : L24294WB1981PLC033902

E-mail : sec@zenithexportsltd.net

13th August'2021

The Manager
Listing Department
National Stock Exchange of India Limited
'Exchange Plaza', C-1, Block-G
Bandra-Kurla Complex, Bandra (E)
Mumbai- 400 051
Scrip Code: ZENITHEXPO

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001
Scrip Code: 512553

Dear Sir/Madam,

Sub: Intimation under Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015

Ref: Regulation 30 of SEBI (LODR) Regulations, 2015

The Board of Directors in their meeting held on 13th August, 2021, approved and adopted, with immediate effect, the amended Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitives Information of the Company formulated pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended vide notification dated 17th July, 2020. The Company has also updated "Code of Conduct for Prohibition of Insider Trading" which was posted on Company website.

As required under the said Regulations, the amended "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitives Information" shall be placed on the Company's websites and it also attached herewith for your perusal.

Kindly take the above information on record.

Thanking You,
Yours faithfully,
For ZENITH EXPORTS LIMITED


(Vikram Kumar Mishra)

Company Secretary

FCS: 11269



Zenith Exports Limited

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~~_____~~
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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015

1. BACKGROUND

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code") is made pursuant to Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and further amended by Securities And Exchange Board Of India (Prohibition Of Insider Trading) (Amendment) Regulations, 2020 (together referred to as "Regulations"), read with Schedule A of the Regulations (including any statutory modification(s) or re-enactment thereof from time to time).

2. OBJECTIVE

The Company strives to ensure high professional and ethical standards in all the business activities with a view to the best interest of the Company and its stakeholders. This Code intends to formulate a standard framework for Fair Disclosure of Unpublished Price Sensitive information (UPSI), preserve the confidentiality of UPSI and to prevent trading based on UPSI.

3. PRACTICES AND PROCEDURES

The following Principles of Fair Disclosure for the purposes of "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" shall be strictly followed by **Zenith Exports Limited** (the "Company") with immediate effect:-

- The Company shall promptly disclose to the public "unpublished price sensitive information" (UPSI) that would impact price discovery, no sooner than credible & concrete information comes into being in order to make such information generally available.
- The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- The Company Secretary/ Compliance Officer of the Company shall act as the chief Investor Relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- The Company shall make prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise, to make such information generally available to public.
- The Company shall render appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities, if any.
- The Company shall make uniform and universal dissemination of Material Events to avoid selective disclosure.
- The Company will make timely and adequate disclosure of shareholding/ changes in ownership/ownership by major shareholders under the Regulations/ Listing agreement to the Stock Exchanges.
- The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on its official website, in order to ensure official confirmation and documentation of disclosures made.
- The Company has designated the Compliance Officer to oversee corporate disclosures.



- Compliance Officer will ensure that the Company complies with continuous disclosure requirements. He will co-ordinate disclosure of price sensitive information to stock Exchanges, Analysts, Shareholders and media which will be approved by him in advance.
- The Company shall handle all Unpublished Price Sensitive Information on a need-to-know basis in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

4. LEGITIMATE PURPOSE

The UPSI can be shared as an exception by Designated Person for Legitimate purpose as per its "Policy for determination of Legitimate Purposes" is given as **Annexure A**, provided it is not shared to evade or circumvent the prohibition under this Regulation.

5. CODE OF CONDUCT

The Company shall adhere to the prescribed standards for code of conduct to regulate, monitor and report trading by Designated Persons and all other applicable persons and entities.

6. CHIEF INVESTOR RELATIONS OFFICER

The Compliance Officer of the Company has been designated / called as "Chief Investor Relations Officer" to deal with dissemination of information and disclosure of UPSI.

7. AMENDMENTS AND MODIFICATION

This Code shall be reviewed from time to time and any amendments or modifications thereto shall be subject to the review and approval of the Board of Directors of the Company.

8. SCOPE AND LIMITATION

In case there are any regulatory changes requiring modification to this policy, the shall be reviewed and amended with the approval of the Board of Directors. However, the amendment in the regulatory requirements shall be binding on the Company and prevail over this Policy even if not incorporated in this Policy.

9. LEGITIMATE PURPOSE

The UPSI can be shared as an exception by Designated Person for Legitimate purposes as per its "Policy for determination of Legitimate Purposes" (**Annexure - A**), provided it is not shared to evade or circumvent the prohibition under this Regulation.

10. DISCLOSURE OF THE CODE ON PUBLIC DOMAIN

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the stock exchanges where the securities of the Company are listed and also published on the official website of the Company.





Zenith Exports Limited

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Annexure - A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[Pursuant to Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. BACKGROUND

This Policy, as a part of "Codes of Fair Disclosure and Conduct" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy". This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

2. OBJECTIVE

The objective of this policy is to identify 'Legitimate Purposes', which will be considered as an exception for the purpose of sharing/procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

3. DEFINITIONS

- "Chief Investor Relations Officer (CIRO)" shall mean the Compliance Officer of the Company appointed by the Board of Directors under Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- "Legitimate Purposes" shall mean sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the regulations:
 - i. Promoters of the Company
 - ii. Auditors (Statutory, Internal, Branch, Cost, Secretarial, Tax and/or any other Auditor as applicable)
 - iii. Staff Members of the Audit firm/team conducting the Audit
 - iv. Business Partners/Franchisees
 - v. Collaborators
 - vi. Lenders
 - vii. Customers
 - viii. Suppliers
 - ix. Bankers
 - x. Legal Advisors
 - xi. Insolvency Professionals
 - xii. Consultants
 - xiii. Any other person with whom UPSI is shared.
- "Insider"- Any person who is in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "insider" for purposes of these regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such UPSI in compliance with the regulations.



- **“Un-published Price Sensitive Information (UPSI)”** shall mean any information, relating to a company or its securities, directly or indirectly, that is not generally available and which, upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following:
 - a) Periodical financial results of the Company;
 - b) Intended declaration of dividends (Interim and Final);
 - c) Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
 - d) Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, disposals, spin off or selling division of whole or substantially whole of the undertaking and expansion of business and such other transactions;
 - e) Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
 - f) Changes in Key Managerial Personnel;
 - g) Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

4. DIGITAL DATABASE

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 of the Regulations, along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

5. HANDLING OF UPSI ON NEED TO KNOW BASIS

Unpublished Price Sensitive Information (UPSI), such as Financial Results, declaration of Dividends, proposal of Corporate Restructuring, diversification, expansion, acquisition, in the stake of other entities, etc. shall be handled within the Company on a need-to-know basis, and the same should be disclosed only to those who need such information to discharge their duties or legal obligations by virtue of a conflict of interest or appearance of misuse of such information.

6. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

The Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

7. PANALTIES AND FINES APPLICABLE IN CASE OF VIOLATION OF THE POLICY

Any sharing of UPSI, other than in compliance with the policy and the Insider Trading Regulations, would be construed as a violation. The onus lies on the insider to prove to the contrary.

In case of any violation of this Policy, disciplinary action would be taken by the Company. The Company also inform SEBI about the Violation.



8. POLICY ADHERENCE RESPONSIBILITIES

The responsibilities of adherence to this Policy vests entirely with the person who is sharing the UPSI as well as the recipient of the UPSI.

9. AMENDMENT

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, then such law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

