



Zenith Exports Limited

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CIN : L24294WB1981PLC033902

NOTICE CUM AGENDA OF 02/2025-2026 MEETING OF THE BOARD OF DIRECTORS OF ZENITH EXPORTS LIMITED TO BE HELD THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS ON TUESDAY, THE 12TH DAY OF AUGUST, 2025 AT 11.45 A.M

Date-06.08.2025

To,

Mr. Varun Loyalka- Managing Director
Mrs. Urmila Loyalka- Director
Mr. Rabindra Kumar Sarawgee-Independent Director
Mr. Kamal Koomar Jain- Independent Director
Mr. Sanjay Kumar Shaw- Independent Director
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 **02/2025-26** meeting of the Board of Directors of **Zenith Exports Limited** to be held through video conferencing / other audio visual means on **Tuesday, the 12th day of August, 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 30 th May, 2025.
5.	To confirm and sign the minutes of the last Audit Committee meeting held on 30 th May, 2025.
6.	To confirm and sign the minutes of the last Nomination & Remuneration Committee meeting held on 30 th May, 2025.
7.	To take note of various Declarations in compliance of Corporate Governance Code of the stock exchange(s).
8.	To take note of Statutory Compliance Certificates under other allied acts.
9.	To consider and approve the draft Unaudited Financial Results of the Company for the quarter ended 30 th June, 2025 as recommended by Audit Committee and for disclosure and publication in terms of Regulation 33 and 47 of the SEBI (LODR) Regulations, 2015.



10.	To Consider and Approve The Limited Review Report For the Quarter Ended 30 th June'2025.
11.	To take note of the certificate as provided by CEO & CFO on the Unaudited Financial Results under Regulation 33(2)(a) of the SEBI (LODR) Regulations, 2015 for the quarter ended 30 th June, 2025.
12.	To take note of the Statement of Investors Complaints for the quarter ended 30 th June, 2024 under Reg. 13(3) of the SEBI (LODR) Regulations, 2015
13.	To take note of the Corporate Governance Report and Management Discussion & Analysis Report (MDAR) for the F.Y.2024-25.
14.	To take note of the Statement of Shareholding pattern of the Company for the quarter ended 30 th June, 2025 under Reg.31 (1) (b) of the SEBI (LODR) Regulations, 2015.
15.	To take note of the Reconciliation of Share Capital Audit Report for the quarter ended 30 th June, 2025 under Regulation 76 of SEBI (DP) (Amendment) Regulations, 2018.
16.	To take note of the requisite Certificate regarding Compliance with Dematerialization of shares for the quarter ended 30 th June, 2025 under Reg. 74(5) of SEBI (DP) Regulation, 2019.
17.	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.
18.	To take note of the Information as required under Regulation 17(7) of the SEBI (LODR) Regulations 2015, and Secretarial Standard-1.
19.	To take note of Closure of Trading Window for the quarter ended 30 th June, 2025 as per Regulation 9 (Clause 4 of Schedule B) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.
20.	To Approve The Related Party Transactions For The Quarter Ended 30 th June, 2025.
21.	To Take Note of Structured Digital Database (SDD) filed for the quarter ended 30 th June, 2025 as per Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulation, 2015.
22.	To Fix the date and time & Venue of the 43 rd Annual General Meeting of the company to be held and to approve the draft notice of the Annual General Meeting of the company.
23.	To consider the closure of the Register of Members and Share Transfer Books for the purpose of convening the 43 rd Annual General Meeting of the company and fixation of record date / cut- off date.
24.	To appoint an agency (NSDL) for e-voting and remote e-voting.
25.	To take note of the Declaration signed by the Chief Executive Officer (CEO) stating that the members of Board of directors and senior management personnel have affirmed compliance with the code of conduct of the Board of Directors and senior management.
26.	To approve the appointment of Mr. Vivek Mishra (Membership No. F8540 & COP No. 17218), Practicing Company Secretary, as the Scrutinizer for the



	purpose of conducting of e-voting at the ensuing 43 rd Annual General Meeting.
27.	To take note of Certificate under Regulation 34(3) read with Para 10 (i) of Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
28.	To take note of certificate on Compliance of conditions of Corporate Governance by Zenith Exports Limited for the year ended on 31 st March, 2024 as stipulated in regulations in 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and Para C and D of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
29.	To take note resignation Mr. Rajkumar Loyalka from the post of CEO (Leather Division) of the Company.
30.	To take note resignation Mr. Surendra Bafna from the post of Independent Director of the Company.
31.	To Re-constitution of committees by way of circulation resolution due to resignation of Mr. Surendra Bafna.
32.	To consider & appointment of Mr. Rajkumar Loyalka as a consultant in the Company whose draft agreement is place in the Board of Directors as per provision of companies act under section 188 of Related Party Transaction "Office or Place of Profit".
33.	To take note resignation Mr. Abhishek Bafna from the post of Additional Director of the Company.
34.	To consider the waiver of signed Board Meetings Minutes from Board of Directors.
35.	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.
36.	Authorization to file various forms / documents to the Registrar of Companies , stock exchange and other statutory body, as required by the law
37.	Any other matter with the permission of the Chairman and with the consent of majority of Directors present at the meeting.
38.	Vote of Thanks.

Kindly make it convenient to attend the meeting.

Thanking you,

Yours faithfully,

For **Zenith Exports Limited**



Anita Kumari Gupta
(Company Secretary)

