



# 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@giacsl01.vsnl.net.in

CIN : L24294WB1981PLC033902

6<sup>th</sup> July'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,

In terms of Clause 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding the Report on Corporate Governance for the quarter ended on 30<sup>th</sup> June'2017, for your kind perusal.

Kindly acknowledge the receipt of the same and take the same on record.

Thanking you,

Yours faithfully,  
For **ZENITH EXPORTS LIMITED**

(Govind Pandey)  
Company Secretary  
ACS: 32804

Encl: as above



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ANNEXURE I

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: **ZENITH EXPORTS LIMITED**
2. Quarter ending: **31<sup>ST</sup> MARCH'2017**

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non- Executive/in dependent/ Nominee)	Date of Appointment In the Current Term/ Cessation	Tenure	No of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Surendra Kumar Loyalka	ABAPL3996 R (DIN: 00006232)	Managing Director/ Executive	12/02/2014	5 years	1	-	-
Mrs.	Urmila Loyalka	ABBPL3295 L (DIN: 00009266)	Non- Executive	30/09/2015	*N.A.	1	-	-
Mr.	Madhukar Manilal Bhagat	AEZPB8884 N (DIN: 00006245)	Non- Executive/ Independent	27/09/2014	5 years	3	(a) Member of Audit Committee- 3 (b) Member of Stakeholder Committee-1	(a) Chairperson of Audit Committee - 1 (b) Chairperson in Stakeholder Committee-1
Mr.	Mangilal Jain	ACXPJ3713 C (DIN: 00353075)	Non- Executive/ Independent	27/09/2014	5 years	4	(a) Member of Audit Committee- 4	(a) Chairperson in Audit Committee-3
Mr.	Devendra Kumar Sarawgee	AIQPS7773 N (DIN: 00087256)	Non- Executive/ Independent	27/09/2014	5 years	2	(a) Member of Audit Committee- 1 (b) Member of Stakeholder Committee-1	Nil
Mr.	Keshar Deo Rungta	ACHPR767 2J (DIN: 00006252)	Non- Executive/ Independent	27/09/2014	5 years	1	(a) Member of Audit Committee- 1 (b) Member of Stakeholder Committee-1	(a) Chairperson in Audit Committee-1

PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period

For Zenith Exports Ltd.

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Company Secretary





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II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	(a) Mr. Keshar Deo Rungta	Chairperson/Non-Executive/Independent
	(b) Mr. Madhukar Manilal Bhagat	Non-Executive/Independent
	(c) Mangilal Jain	Non-Executive/Independent
	(d) Devendra Kumar Sarawgee	Non-Executive/Independent
2. Nomination & Remuneration Committee	(a) Mr. Madhukar Manilal Bhagat	Chairperson /Non-Executive/ Independent
	(b) Mr. Keshar Deo Rungta	Non-Executive/ Independent
	(c) Mr. Mangilal Jain	Non-Executive/ Independent
3. Risk Management Committee (if applicable)	(a) Mr. Surendra Kumar Loalka	Chairperson /Managing Director/ Executive
	(b) Mrs. Urmila Loyalka	Non-Executive
	(c) Mr. Keshar Deo Rungta	Non-Executive/ Independent
4. Stakeholders Relationship Committee'	(a) Mr. Madhukar Manilal Bhagat	Chairperson Non-Executive/ Independent
	(b) Mr. Keshar Deo Rungta	Non-Executive/ Independent
	(c) Mr. Devendra Kumar Sarawgee	Non-Executive/ Independent

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous Quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
09/02/2017	26/05/2017	105 days

### IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee- 26/05/2017	Yes, the meeting attended by Four Independent Directors viz, (a) Mr. Keshar Deo Rungta, (b) Mr. Madhukar Manilal Bhagat, (c) Mr. Devendra Kumar Sarawgee. (d) Mr. Mangilal Jain (The quorum of the Audit Committee shall be two members, so met the requirement)	Audit Committee- 09/02/2017	105 days

For Zenith Exports Ltd.

*Ground andey*  
Company Secretary



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<p><b>Nomination &amp; Remuneration Committee- 26/05/2017</b></p>	<p>Yes, the meeting attended by Three Independent Directors viz (a) Mr. Keshar Deo Rungta, (b) Mr. Madhukar Manilal Bhagat, (c) Mr. Mangilal Jain <i>(The quorum of the Nomination &amp; Remuneration Committee shall be two members, so met the requirement)</i></p>	<p><b>Nomination &amp; Remuneration Committee- 09/02/2017</b></p>	<p>105 days</p>
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\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

<p><b>V. Related Party Transactions</b></p>	
<p><i>Subject</i></p>	<p><i>Compliance status (Yes/No/NA)</i> <small>refer note below</small></p>
<p>Whether prior approval of audit committee obtained</p>	<p>Yes</p>
<p>Whether shareholder approval obtained for material RPT</p>	<p>NA</p>
<p>Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee</p>	<p>Yes</p>
<p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
<p><b>VI. Affirmations</b></p>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee b. Nomination &amp; remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities)</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p>	
<p><b>Name &amp; Designation</b></p> <p><b>For Zenith Exports Ltd.</b></p> <p><i>Govind Pandey</i></p> <p><b>Govind Pandey</b> <b>Company Secretary</b> ACS: 32804</p>	