



Zenith Exports Limited

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

Telephone : 2248-7071, 2248-6936

Fax : 91-33-2243-9003

E-mail : zenith@giasc01.vsnl.net.in

CIN : L24294WB1981PLC033902

11th April'2019

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
Scrip Code: ZENITHEXPO

The Secretary

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001
Fax No. 022-2272-3121/1278/1557
Scrip Code: 512553

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 31st March'2019, 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**


(Vikram Kumar Mishra)

Company Secretary

ACS: 36568

Encl: as above



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Quarterly Report on Corporate Governance

1. Name of Listed Entity : ZENITH EXPORTS LIMITED

2. Quarter Ending: 31st March'2019

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/ Executive/Non-Executive/ independent/ 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	ABAPL3996R (DIN:00006232)	Managing Director/Executive	12-02-19	2 years	1	-	-
Mr.	Varun Loyalka	AFBPL3677G (DIN:07315452)	Managing Director/Executive	26-09-19	3 years	1	-	-
Ms.	Urmila Loyalka	ABBPL3295L (DIN:00009266)	Non-Executive/Non Independent	30-09-15	-	1	a) Member of Stakeholder Committee-1	-
Mr.	Rabindra Kumar Sarawgee	AJQPSS541R (DIN:00559970)	Non-Executive/ Independent	12-11-18	5 years	1	a) Member of Audit Committee-1 b) Member of Stakeholder Committee-1	a) Member of Audit Committee-1 b) Member of Stakeholder Committee-1
Mr.	Surendra Bafna	ACWPB9149F (DIN:00127681)	Non-Executive/ Independent	12-11-18	5 years	1	a) Member of Audit Committee-1	-
Mr.	Kamal Koomar Jain	ACRPJ6288L (DIN:00551662)	Non-Executive/ Independent	13-02-19	5 years	1	a) Member of Audit Committee-1 b) Member of Stakeholder Committee-1	-
Mr.	Sampat Mal Daga	ADAPD0480E (DIN:02438798)	Non-Executive/ Independent	13-02-19	5 years	1	a) Member of Audit Committee-1	-
Mr.	Madhukar Manilal Bhagat	AEZPB8884N (DIN:00006245)	Non-Executive/ Independent	Resigned as Independent Director of the Company w.e.f 14/02/2019	-	2	a) Member of Audit Committee-3 b) Member of Stakeholder Committee-1	a) Member of Audit Committee-1 b) Member of Stakeholder Committee-1
Mr.	Mangilal Jain	ACXPJ3713C (DIN:00353075)	Non-Executive/ Independent	Resigned as Independent Director of the Company w.e.f 14/02/2019	-	4	a) Member of Audit Committee-4	a) Member of Audit Committee-3



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.

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	
1. Audit Committee	Mr. Rabindra Kumar Sarawgee	Chairperson	Non-Executive - Independent Director
	Mr. Surendra Bafna	Member	Non-Executive - Independent Director
	Mr. Kamal Koomar Jain	Member	Non-Executive - Independent Director
	Mr. Sampat Mal Daga	Member	Non-Executive - Independent Director
2. Nomination & Remuneration Committee	Mr. Kamal Koomar Jain	Chairperson	Non-Executive - Independent Director
	Mr. Rabindra Kumar Sarawgee	Member	Non-Executive - Independent Director
	Mr. Surendra Bafna	Member	Non-Executive - Independent Director
3. Risk Management Committee(if applicable)	Not Applicable		
4. Stakeholders Relationship Committee	Mr. Rabindra Kumar Sarawgee	Chairperson	Non-Executive - Independent Director
	Mr. Kamal Koomar Jain	Member	Non-Executive - Independent Director
	Ms. Urmila Loyalka	Member	Non-Executive - Independent Director

&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 the Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
12-11-2018	13-02-2019	92 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: 13-02-2019	Yes, Requirement of Quorum-3	12-11-2018	92 days
Nomination and Remuneration Committee:13-02-2019	Yes, Requirement of Quorum-2	12-11-2018	92 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by	Yes

Note

- 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.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations



1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
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.
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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

Name & Designation


Vikram Kumar Mishra
Company Secretary
ACS:36568

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



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For **ZENITH EXPORTS LIMITED**


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COMPLIANCE REPORT ON CORPORATE GOVERNANCE TO BE SUBMITTED BY LISTED ENTITY AT THE END OF THE FINANCIAL YEAR 2018-19 (FOR THE WHOLE OF FINANCIAL YEAR)

1. Name of Listed Entity : ZENITH EXPORTS LIMITED

2. Quarter Ending: 31st March'2019

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status	Web Address
Details of business	Yes	www.zenithexportslimited.com
Terms and conditions of appointment of independent directors	Yes	www.zenithexportslimited.com
Composition of various committees of board of directors	Yes	www.zenithexportslimited.com
Code of conduct of board of directors and senior management personnel	Yes	www.zenithexportslimited.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.zenithexportslimited.com
Criteria of making payments to non-executive directors	Yes	www.zenithexportslimited.com
Policy on dealing with related party transactions	Yes	www.zenithexportslimited.com
Policy for determining 'material' subsidiaries	NA	NA
Details of familiarization programmes imparted to independent directors	Yes	www.zenithexportslimited.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.zenithexportslimited.com
email address for grievance redressal and other relevant details	Yes	www.zenithexportslimited.com
Financial results	Yes	www.zenithexportslimited.com
Shareholding pattern	Yes	www.zenithexportslimited.com
Details of agreements entered into with the media companies and/or their associates	NA	NA
New name and the old name of the listed entity	NA	NA



II Annual Affirmations

Particulars	Regulation Number	Compliance status
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes



Note

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.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied

Name & Designation


Vikram Kumar Mishra
Company Secretary
ACS:36568

