

## CORPORATE INFORMATION

### **Board of Directors**

#### ***Chairman-Cum-Managing Director***

Mr. Surendra Kumar Loyalka

#### ***Joint Managing Director***

Mr. Varun Loyalka

#### ***Women Director***

Mrs. Urmila Loyalka

#### ***Non-Executive Independent Directors***

Mr. Rabindra Kumar Sarawgee (w.e.f 12.11.2018)

Mr. Surendra Bafna (w.e.f 12.11.2018)

Mr. Kamal Koomar Jain (w.e.f 13.02.2019)

Mr. Sampat Mal Daga (w.e.f 13.02.2019 to 28.06.2019)

### **Chief Executive Officer**

Mr. Rajkumar Loyalka

### **Company Secretary**

Mr. Vikram Kumar Mishra

### **Chief Financial Officer**

Mr. Sushil Kumar Kasera

### **Board Committees**

- ***Audit Committee***

Mr. Rabindra Kumar Sarawgee- Chairman

Mr. Kamal Koomar Jain-Member

Mr. Surendra Bafna- Member

Mr. Sampat Mal Daga-Member

- ***Nomination and Remuneration Committee***

Mr. Kamal Koomar Jain-Chairman

Mr. Rabindra Kumar Sarawgee-Member

Mr. Surendra Bafna-Member

- ***Stakeholders Relationship Committee***

Mr. Rabindra Kumar Sarawgee- Chairman

Mr. Kamal Koomar Jain-Member

Mrs. Urmila Loyalka- Member

### **Statutory Auditors**

M/s. V. Goyal & Associates

Chartered Accountants

Mercantile Building, A Block, 1<sup>st</sup> Floor

9, Lalbazar Street,

Kolkata- 700001

### **Secretarial Auditor**

CS. Asit Kumar Labh

C/o. A.K. Labh & Co.

40, Weston Street, 3<sup>rd</sup> Floor,

Kolkata-700013

### **Internal Auditors**

M/s. Goyal Y.K. & Associates

Chartered Accountants

Mercantile Building, A Block, 1<sup>st</sup> Floor

9, Lalbazar Street,

Kolkata- 700001

### **Registrar and Share Transfer Agent**

C.B. Management Services (P) Ltd.

P-22, Bondel Road, Kolkata- 700019

Ph: 4011-6700/2280-6692/2282-3643

Fax: 4011-6739, Email: rta@cbmsl.com

Website: www.cbmsl.com

### **Registered Office**

19, Rajendra Nath Mukherjee Road

First Floor, Kolkata, Pin-700001

Ph: 033-2248-7071/6936

Fax: 033-2243-9003

Email: sec@zenithexportsltd.net

Website: www.zenithexportslimited.com

CIN: L24294WB1981PLC033902

### **Principal Banker**

Canara Bank

### **Scrip Code**

BSE – 512553

NSE – ZENITHEXPO

### **Works**

#### **Zenith Textiles**

13,A/B/C, Industrial Area

Nanjangud, Dist-Mysore

Karnataka, Pin-571 302

#### **Zenith Exports Limited**

106, B. T. Road, Kolkata – 7000108

#### **Zenith Exports Limited**

515 Anandapur,

106, B T Road, Phase-II, Kasba Industrial Estate

Kolkata-700107

#### **Zenith Exports Limited**

515 Anandapur,

P-71, Phase-II, Kasba Industrial Estate

Kolkata-700107

#### **Zenith Exports Limited**

Anandapur, P-29, Kasba Industrial Estate,

Phase-II,Kolkata-700107





# Zenith Exports Limited

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

Telephone : 2248-7071, 2248-6936

Fax : 91-33-2243-9003

CIN : L24294WB1981PLC033902

E-mail : sec@zenithexportsltd.net

## NOTICE

**NOTICE** is hereby given that the 37<sup>th</sup> (THIRTY SEVENTH) Annual General Meeting of Members of **ZENITH EXPORTS LIMITED** (CIN: L24294WB1981PLC033902) will be held on Tuesday, 24<sup>th</sup> September'2019 at 11:30 a.m. (IST) at the Ground Floor, Auditorium of Birla Academy of Art & Culture, 108, Southern Avenue, Kolkata-700029 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March'2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Urmila Loyalka (DIN: 00009266), who retires by rotation and, being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

3. Appointment of Mr. Rabindra Kumar Sarawgee (DIN: 00559970), as Non-Executive Independent Director of the Company.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013, as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and the Articles of Association of the Company, Mr. Rabindra Kumar Sarawgee (DIN: 00559970), who was appointed by the Board of Directors of the Company as an Additional (Non-Executive, Independent) Director with effect from 12<sup>th</sup> November, 2018 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 12<sup>th</sup> November, 2018 to 11<sup>th</sup> November, 2023.







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4. Appointment of Mr. Surendra Bafna (DIN: 00127681), as Non-Executive Independent Director of the Company.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013, as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and the Articles of Association of the Company, Mr. Surendra Bafna (DIN: 00127681), who was appointed by the Board of Directors of the Company as an Additional (Non-Executive, Independent) Director with effect from 12<sup>th</sup> November, 2018 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 12<sup>th</sup> November, 2018 to 11<sup>th</sup> November, 2023.

5. Appointment of Mr. Kamal Koomar Jain (DIN: 00551662), as Non-Executive Independent Director of the Company.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013, as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and the Articles of Association of the Company, Mr. Kamal Koomar Jain (DIN: 00551662), who was appointed by the Board of Directors of the Company as an Additional (Non-Executive, Independent) Director with effect from 13<sup>th</sup> February, 2019, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 13<sup>th</sup> February, 2019 to 12<sup>th</sup> February, 2024.





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6. Appointment of Mr. Sanjay Kumar Shaw (DIN: 08507089), as Non-Executive Independent Director of the Company.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013, as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and the Articles of Association of the Company, Mr. Sanjay Kumar Shaw (DIN: 08507089), who was appointed by the Board of Directors of the Company as an Additional (Non-Executive, Independent) Director with effect from 12<sup>th</sup> August, 2019, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 12<sup>th</sup> August, 2019 to 11<sup>th</sup> August, 2024.

**Registered & Head Office:**  
19, R. N. Mukherjee Road  
First Floor, Kolkata- 700 001  
Dated: 12<sup>th</sup> August'2019

By Order of the Board of Directors  
For **ZENITH EXPORTS LIMITED**



*Vikram Kumar Mishra*  
**Vikram Kumar Mishra**  
Company Secretary  
ACS: 36568





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## Notes:

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1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the Registered office of the Company not less than 48 (forty eight) hours before the commencement of the AGM. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/ authority, as applicable issued on behalf of the nominating organization.

Pursuant to the provisions of Section 105 of the Companies Act'2013 and Rules framed thereunder, a person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10 % of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the meeting is annexed hereto.
3. A route map showing directions to reach the venue of the 37<sup>th</sup> AGM is annexed as per the requirement of the Secretarial Standards - 2 on General Meetings issued by the ICSI and also uploaded on the website of the Company.
4. Corporate member intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act'2013 are requested to send to the Company, a certified copy of the Board Resolution or Power of Attorney, if any, authorizing their representative(s) to attend and vote on their behalf, at the AGM.
5. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per register of members of the Company will be entitled to vote.
6. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 18<sup>th</sup> September, 2019 to Tuesday, 24<sup>th</sup> September, 2019 (both days inclusive).
7. Information required under Regulation 26(4) and 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and as required under Secretarial Standard-2, pursuant to Section 118 (10) of the Act, issued by the Institute of Company Secretaries of India (the "ICSI"), relating to Directors proposed to be appointed/re-appointed is provided in the Annexure to this Notice.







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8. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in Demat form will facilitate convenience and ensure safety of transactions for investors.
9. All Statutory Registers and relevant documents referred to in the accompanying Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 shall be open for inspection by the members at the Registered Office of the Company during office hours on all working days, except Saturday, up to date of AGM.
10. Members holding shares in electronic mode are requested to intimate immediately any change in their address, email-id, and bank particulars to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to Registrars and Share Transfer Agents, M/s. C.B. Management Services Pvt. Ltd., P-22, Bondel Road, Kolkata- 700 019.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN details to Registrars and Share Transfer Agents, M/s. C.B. Management Services Pvt. Ltd.
12. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s. C.B. Management Services Pvt. Ltd. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
13. Members are requested to bring the Attendance Slip, duly signed in accordance with the specimen signature(s) registered with the Company/Depository Participant's for admission to the meeting hall mentioning therein details of their DP ID and Client ID /Folio No.
14. Members are advised to bring their own copy of the Annual Report along with them for the meeting. Extra copies of the Annual Report will not be available at the meeting.
15. The Ministry of Corporate Affairs (MCA) has introduced a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies through electronic mode. As per the Circular No.17/2011, dated 21<sup>st</sup> April, 2011 and Circular No. 18/2011, dated 29<sup>th</sup> April, 2011 issued by MCA, Companies can now send various notices/documents (including notice calling Annual General Meeting, Audited Financial Statements, Board Report, Auditors Report etc.) to the Shareholders through electronic mode, to their registered email address.







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Electronic copy of the Notice of the aforesaid Meeting and Annual Report of the Company for the financial year 2018-19 inter alia indicating the process and manner of voting through electronic means with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Company's Registrar and Share Transfer Agents/ Depository participants for communication purpose.

For members who have not registered their email address, physical copies of the Notice of the AGM and Annual Report of the Company for the financial year 2018 -19 inter alia indicating the process and manner of voting through electronic means with Attendance Slip and Proxy Form is being sent to all eligible members of the company.

## 16. Process and manner of voting through electronic means:

In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide to the members holding shares either in physical form or in dematerialized form, the facility to exercise their right to vote on the resolutions set forth in the Notice by electronic means. The business may be transacted through e-voting services provided by National Securities Depository Limited ("NSDL"). The members may cast their votes using an electronic voting system from a place other than the venue of the AGM (remote e-voting).

The facility for voting through ballot paper shall be made available at the venue of AGM and the members attending the meeting who have not cast their vote by remote e-voting prior to the AGM shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on Saturday, 21<sup>st</sup> September'2019 (9:00 a.m.) and ends on Monday, 23<sup>rd</sup> September'2019 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date of Tuesday, 17<sup>th</sup> September'2019, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

### The instructions for e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1:** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>





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1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who holds shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who holds shares in Demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.







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- c) How to retrieve your 'initial password'?
- If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a PDF file. Open the PDF file. The password to open the PDF file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The PDF file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?" (If you are holding shares in your Demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your Demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company ZENITH EXPORTS LIMITED.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.





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6. Upon confirmation, the message "Vote cast successfully" will be displayed on the screen.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [asit.labh1@gmail.com](mailto:asit.labh1@gmail.com) or at [asit@aklabh.com](mailto:asit@aklabh.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
17. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company as on the cutoff date (record date) i.e. Tuesday, 17<sup>th</sup> September'2019.
18. Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cutoff date i.e. 17<sup>th</sup> September'2019, may obtain the login id and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [rt@cbmsl.com](mailto:rt@cbmsl.com).
19. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cutoff date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
20. Mr. Asit kumar Labh, Practicing Company Secretary (Mem No.32891, COP No.14664) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting through ballot paper at the AGM in a fair and transparent manner.
21. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

