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Important Communication to Members

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to kindly register their email addresses with us or the Registrar and Share Transfer Agents.

Board of Directors	Mr. Govind Patodia	(Director)
	Mr. Chandrakant D. Patil	(Director)
	Mr. Kamal Poddar	(Non-Executive and Nominee Director)
	Mr. Hasmukh Mehta	(Independent and Non-Executive Director)
	Mr. Anil N. Nairi	(Independent and Non-Executive Director)
	Mr. Sanwarmal Jangid	(Independent and Non-Executive Director)

Bankers	Rameshwar Co-Op Bank Ltd Axis Bank Limited
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Auditors	M/s A. P. Sanzgiri & Co. Chartered Accountants 21/167, Anand Nagar Om Co-operative Hsg Society, Nehru Road Santacruz (East), Mumbai – 400055
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Share Transfer Agent	Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mill Compound, L.B.S. Marg, Bhandup West, Mumbai – 400 078 Ph. 2596 3838/Fax: 25946969 E-mail: Mumbai@linkintime.co.in
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Registered Office	202, Chartered House, Dr. C.H. Street, Marine Lines, Mumbai - 400 002 Ph. 4355 2100 /Fax: 2206 8600 Email id:zenuinfotec@yahoo.com
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Zenu Infotec Limited

Regd. Office: 202, Chartered House, Dr. C. H. Street, Marine Lines, Mumbai- 400002

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the members of the Company will be held at Kilachand Conference Room ,India Merchant's Chamber, IMC Bldg, 2nd Floor, IMC Marg, Church gate, Mumbai- 400 020 on Monday, June 6, 2011 at 11 a.m. to transact the following Businesses:

Ordinary Business:

1. To Consider and adopt the audited Balance Sheet as at March 31, 2011, the Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint Mr. Hasmukh Mehta as a Director, who retires by rotation under Article 142 & 144 of the Articles of Association of the Company and being eligible, offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** M/s A. P. Sanzgiri & Co., Chartered Accountants, be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors.”

Special Business:

1. To consider, if thought fit, to pass, with or without modification(s), the following as a **Special Resolution**:

“**RESOLVED THAT** subject to the approval of the Central Government pursuant to section 21 of the Companies Act, 1956, the name of the company be changed from Zenu Infotec Limited to Choice Infra Ventures Limited and that the name of Zenu Infotec Limited, wherever it appears in memorandum, articles, documents, contracts, etc., be substituted by the new name Choice Infra Ventures Limited in due course.”

RESOLVED FURTHER THAT CLAUSE I of the Memorandum of Association of the Company be and is hereby amended as follows:

“I. The name of the company is Choice Infra Ventures Limited.”.

“**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized to all such acts and things and file all necessary documents and other records as may be necessary with the respective Authorities”.

2. To consider, if thought fit, to pass, with or without modification(s), the following as an **Ordinary Resolution**:

“**RESOLVED THAT** Clause V of the Memorandum of Association of the Company relating to the Authorized Capital of the Company be amended as follows:

The Authorized Share Capital of the Company is Rs. **16, 00, 00,000** (Rupees Sixteen crores only) divided into **1, 60, 00,000**(one crore sixty lakhs) equity shares of Rs. **10/-** (Rupees Ten) each, with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with the power to increase and reduce the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may determined by or in accordance with the Articles of Association of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, or provided by the Articles of Association for the time being”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard.”

3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act 1956 (including statutory modification(s), amendments or re-enactment thereof for the time being in force) and in accordance with the enabling provisions in the Memorandum and Articles of Association of the company and the Listing Agreement entered into between the Company with the Stock Exchanges, the subsisting guidelines ,regulations, and clarifications issued by the Government of India / Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI) or any other relevant authority and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the company, consent of the company be and is hereby accorded to the Board of Directors of the company and / or a duly authorized committee thereof for the time being exercising the powers conferred by the Board of Directors (hereinafter referred to as “the Board”) in its absolute discretion, to offer /issue and allot not more than **1,00,00,000(one crore)** warrants, convertible, at the option of the warrant holders within an aggregate time period of 18 months from the date of allotment of the warrants into equity shares of Rs 10 each, at the price as determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations,2009 to the promoters of the company & others as per the list mentioned in the explanatory statement attached to the notice convening this meeting, on a preferential basis, as the Board may in its absolute discretion decide, in one or more trenches and on such terms and conditions, as the Board considers fit, subject to the following:

- (i) The warrants and the equity shares to be offered and allotted upon conversion shall be subject to the provisions of the Memorandum and Articles of Association of the Company in all respects.
- (ii) The relevant date for calculating the price for issue and allotment of the above warrants is May 7, 2011.
- (iii) The equity shares to be allotted upon conversion of the warrants shall rank pari passu with the existing equity shares of the company in all respects.
- (iv) The allotment of these warrants is subject to the condition that no conversion of warrants issued under the sanction of this resolution shall be admissible after a period of 18 months from the date of allotment.
- (v) An amount not less than **25%** of the price fixed in relation to each of the warrant shall be paid up front by the person to whom the allotment is being made, at the time of allotment of the

warrant and the same shall be adjusted against the price payable for the subsequent allotment of equity shares against the warrants. Further, in the event the option of conversion of warrant into equity share is not exercised by the warrant holder, in terms of this resolution the upfront payment of **25%** shall stand forfeited.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board / committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer/issue, allotment and utilization of the proceeds.

FURTHER RESOLVED THAT the Board is hereby authorized to accept such terms and conditions as the Government of India, SEBI, The Reserve Bank of India, Financial Institutions and / or Stock Exchanges may stipulate in that behalf.

FURTHER RESOLVED THAT the Board is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director or Directors or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.”

4. To consider, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

“RESOLVED THAT Mr. Govind Patodia , who was appointed as an Additional Director of the Company with effect from May 7,2011, by the Board of Directors of the Company and who holds office up to the date of the forthcoming Annual General meeting of the Company under section 260 of the Companies Act 1956 and who being eligible for appointment and in respect of whom the company has received a notice in writing under section 257 of the Companies Act 1956 from a member proposing his candidature, for the office of Director of the Company, be and is hereby appointed as Director liable to retire by rotation.”

5. To consider, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

“RESOLVED THAT Mr.Sanwarmal Jangid, who was appointed as an Additional Director of the Company with effect from May 7,2011, by the Board of Directors of the Company and who holds office up to the date of the forthcoming Annual General meeting of the Company under section 260 of the Companies Act 1956 and who being eligible for appointment and in respect of whom the company has received a notice in writing under section 257 of the Companies Act 1956 from a member proposing his candidature, for the office of Director of the Company, be and is hereby appointed as Director liable to retire by rotation.”

6. To consider, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

“RESOLVED THAT Mr. Chandrakant D. Patil, who was appointed as an Additional Director of the Company with effect from May 7,2011, by the Board of Directors of the Company and who holds office up to the date of the forthcoming Annual General meeting of the Company under section 260 of the Companies Act 1956 and who being eligible for appointment and in respect of whom the company has received a notice in writing under section 257 of the Companies Act 1956 from a member proposing his candidature, for the office of Director of the Company, be and is hereby appointed as Director liable to retire by rotation.”

7. To consider, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

“RESOLVED THAT Mr. Anil N Nairi, who was appointed as an Additional Director of the Company with effect from May 7, 2011, by the Board of Directors of the Company and who holds office up to the date of the forthcoming Annual General meeting of the Company under section 260 of the Companies Act 1956 and who being eligible for appointment and in respect of whom the company has received a notice in writing under section 257 of the Companies Act 1956 from a member proposing his candidature, for the office of Director of the Company, be and is hereby appointed as Director liable to retire by rotation.”

On behalf of the Board of Directors

**Sd/-
Govind Patodia
Director**

Mumbai, May 7, 2011

Registered Office:
202, Chartered House,
Dr. C. H. Street,
Marine Lines,
Mumbai – 400 002
email id: zenuinfotec@yahoo.com

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business as set above to be transacted at the Meeting is annexed hereto and forms part of this Notice.
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The transfer Register and the Register of Members shall remain closed from June 3, 2011 to June 6, 2011 (both days inclusive)
5. All members are requested to intimate changes, if any, in their registered address, immediately to the Registrar & Transfer Agents, Link Intime India Private Limited. or to their depository participants in case shares are held in depository form.

6. All documents referred to in the notice are open for inspection at the registered office of the companies during office hours.
7. As a measure to save the cost, copies, of the annual report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the annual report to the meeting.
8. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to send their queries at least seven days before the date of the Meeting of the company so that the information required may be made available at the meeting
9. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.
10. Pursuant to clause 49 of the Listing Agreement, the particulars of Directors seeking appointment/ reappointment at the meeting are annexed.
11. The Members desirous of obtaining any information / clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Meeting

Important Communication to Members

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As per the requirement of Clause 49 of the listing agreement on Corporate Governance for seeking appointment of the Directors/ re-appointment of the retiring Directors of the forthcoming Annual General Meeting of the Company, a statement containing details of the concerned Directors is given below:

Name of Director	Hasmukh Mehta	Govind Patodia	Chandrakant D Patil	Sanwarmal Jangid	Anil N Nairi
Date of Birth	09-11-1958	08-11-1974	17-10-1949	19-09-1960	13.01.1965
Expertise in specific Functional Area	Tax Consultants	Finance	Real Estate Consultancy	Construction and Infrastructure	Construction and Infrastructure
Qualification	B.Com	CA	HSC.	B.Com	HSC
Details of shares held in the Company	Nil	Nil	Nil	Nil	Nil
Directorship in Public Limited Company	1	1	Nil	Nil	Nil
Chairmanship/ Membership of the Committees of other Public Limited Companies.	Nil	Nil	Nil	Nil	Nil

EXPLANATORY STATEMENT (Pursuant to Section 173(2) of the Companies Act, 1956)

ITEM No.1

The Board has resolved to enter into the infrastructure business wherein the company is proposing to provide services from the earliest stages of pre – project development such as planning, surveying, designing and studying and evaluating all such steps, processes, techniques and methods for setting up of all types of Infrastructure and Real Estate Projects, facilities, works and to build, construct, finance, erect, install turn key projects in major and core infrastructure amenities including Railways, Highways, Bridges, Flyovers, Airports, etc. As the main object of the company is proposed to be changed and to reflect the true nature of the business the Board is proposing to change the name of the company from “Zenu Infotec Limited” to “Choice Infra Ventures Limited” or any other relevant name subject to the approval of the shareholders and other necessary authorities.

Consent of the members is being sought by a Special Resolution pursuant to the provisions of Section 21 and other applicable provisions of the Companies Act, 1956, for change of name of the company. The Special Resolution as set out at the Item No. 1 of the Notice, if passed will have the effect of allowing the Board to take the necessary as required for implementing this Resolution. The company is also in the process of changing in the main object of the company for which the resolution set out in Notice dated May 7, 2011 for approval of Members through postal ballot in terms of the provisions of the Companies (Passing of Resolution by Postal Ballot) Rules, 2001. (Separate notice has been dispatched to the members through ordinary post) and the result of the same will be declared on June 16, 2011.

The Board of Directors accordingly recommends the resolution as set out in the Notice for your approval.

None of the Directors is concerned or in any way interested in the proposed resolution.

ITEM No. 2

It is proposed to issue **1,00, 00,000 (one crore)** warrants, convertible, at the option of the warrant holders within an aggregate time period of 18 months from the date of allotment of the warrants into 1,00,00,000 (one crore) equity shares of Rs. **10** each at the price as determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 to the promoters and others, on preferential basis. Thus, Clause V of the Memorandum of Association of the Company relating to the Authorized Capital is proposed to be increased from the present i.e. Rs. **6,00,00,000 (Rupees six crore only)** divided into **60,00,000 (sixty lakh)** equity shares of Rs. **10/-** (Rupees ten only) to Rs **16,00,00,000 (Rupees sixteen crore only)/-** divided into **1,60,00,000 (Rupees one crore sixty lakh only)** equity shares of Rs. **10/-** (Rupees ten) each.

Consent of the members is being sought by a Special Resolution pursuant to the provisions of the Companies Act, 1956, for increase in the Authorized Capital of the company. The Resolution as set out at the Item No. 2 of the Notice, if passed will have the effect of allowing the Board to take the necessary as required for implementing this Resolution.

The Board of Directors accordingly recommends the resolution as set out in the Notice for your approval.

None of the Directors is concerned or in any way interested in the proposed resolution.

ITEM No. 3

It is proposed to offer, issue and allot not more than **1,00, 00,000 (one crore)**warrants, convertible, at the option of the warrant holders within an aggregate time period of 18 months from date of allotment of the warrants into **1,00, 00,000 (one crore)**equity shares of Rs.**10** each, at the price as determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, on a preferential basis, vide Resolution No. 3 of this Notice.

The information as required in terms of Clause 73 of the SEBI (Issue of Capital & Disclosure requirements) Regulations 2009 issued by the Securities and Exchange Board of India (SEBI) on preferential issues are as under.

a) Reasons & Purpose of the issue:

In view of the expansion programme of Company's business, your company is exploring various financing options. In the first instance, promoters have approached companies/individuals for investing in the project, by subscribing to warrants of the company by way of Preferential Allotment.

b) Intention of the Promoters to subscribe to the equity shares:

The intention and primary objective of the Promoters to invite subscription to the equity shares through this Preferential Issue is to make available scarce funds readily to finance the growth plans of the company.

There is no change in the control of the company subsequent to the issue of equity shares by way of preferential issue.

c) Shareholding pattern before and after the issue:

The information on shareholding pattern before and after the preferential issue is given hereunder.

CATEGORY	Pre-Issue		Post-Issue	
	No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
1. Promoters Holding				
A. Indian Promoters	1557850	30.38	5257850	34.76
B. Foreign Promoters	NIL	NIL	NIL	NIL
<i>SUB TOTAL</i>	1557850	30.38	5257850	34.76
2. Non Promoters Holding				
<i>A. Institutional Investors</i>				
a. Mutual Funds	NIL	NIL	NIL	NIL
b. Indian Financial Institutions / Banks	7000	0.14	7000	0.04
c. FIIs	NIL	NIL	NIL	NIL
d. Indian Bodies Corporate	669464	13.06	2769464	18.31
<i>B. Others</i>				
a. NRIs / OCB's	1028	0.02	1028	0.006
b. Indian Public	2860653	55.79	7060653	46.67
c. any other	31605	0.62	31605	0.21
<i>SUB TOTAL (A+B)</i>	3569750	69.62	9869750	65.24
GRAND TOTAL	5127600	100	15127600	100

Note: The above post issue pattern is based on the assumption of full subscription of the warrants and the subsequent allotment of Equity Shares on conversion of all issued warrants.

d) Proposed time within which the allotment shall be completed:

The allotment shall be completed within 15 days from the date of passing of the resolutions in the general meeting.

e) Issue Price: The price of the shares shall be fixed as on the relevant date as per the Issue of Capital and Disclosure Requirements, Regulations 2009 issued by the Securities and Exchange Board of India.