

# ZENITH CAPITALS LIMITED

## NOTICE

**NOTICE** is hereby given that the Thirty Second Annual General Meeting of Zenith Capitals Limited will be held on Wednesday, the 30<sup>th</sup> September, 2015 at 11.00 A.M. at 143-145, 3<sup>rd</sup> Floor, Khaitan Chambers, Modi Street, Fort, Mumbai - 400001 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2015, Balance Sheet and Cash Flow statement as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To take note of the fact that Mrs. Veena Rao has vacated her office as a Director of the Company with immediate effect by virtue of the provisions of Section 168 of the Companies Act, 2013:

**“RESOLVED THAT** Mrs. Veena Rao be and is hereby ceased to the director of the company with immediate effect.”

3. Re - appoint Auditors and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

**“RESOLVED THAT** M/s. RSVA & Co., Chartered Accountants are hereby re-appointed as the auditors of the company to hold the office of the auditors till the conclusion of the next annual general meeting on such remuneration as may be determined by the Board of directors of the company.”

4. The Company has decided that the Company will not declare its dividend for the Financial Year 2014-15.

By Order of the Board of Directors



A handwritten signature in blue ink, appearing to read "Y K Potdar".

Y K Potdar  
Managing Director

Mumbai, 5<sup>th</sup> September, 2015

**Notes:**

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 and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of Limited Companies, Societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The Register of Members and Transfer Books of the Company will be closed from Monday, 21<sup>st</sup> September, 2015 to Wednesday, 30<sup>th</sup> September, 2015, both days inclusive.
3. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
4. Members seeking any information with regard to the Books of accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
5. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
6. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from CDSL (for Members whose e-mail addresses are registered with the Company/Depositories):
  - i. Double click on the Internet Explorer Icon located on the desktop and launch the web browser. Type the following address in the address bar [www.evotingindia.com](http://www.evotingindia.com) and click on "Enter" key. Click on Shareholder – Login.



- ii. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing password is to be used. So after you enter the User ID and Captcha Code and click on Login you will be directed directly to the screen shown below to enter your password.
- iii. If you are logging in for the first time, please enter Click on SHAREHOLDERS and enter your User id (For CDSL :- 16 digits beneficiary ID / For Members holding shares in Physical Form - Folio Number registered with the Company) & then enter the Captcha Code as displayed and click on Login.
- iv. Enter your PAN & at least one detail amongst Bank Account Number and DOB or Date Of Inc. has to be mentioned. Kindly provide your details as available on the demat account / folio number provided, then click on "Submit"
- v. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vi. Once the e-voting home page opens, click on Active Voting Cycles.
- vii. The System will check the EVSN for which you are eligible to vote on the day you have logged in. Click on the EVSN for which you wish to vote for. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- viii. Upon confirmation, the message "Vote cast successfully" will be displayed.
- ix. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- x. 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [neenadeshpande.cs@gmail.com](mailto:neenadeshpande.cs@gmail.com).
- xi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the download section of [www.evotingindia.com](http://www.evotingindia.com).



B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

- i. Initial password is provided in the enclosed ballot form: EVSN, User ID and password.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. Other Instructions:

- i. The e-voting period commences on 26<sup>th</sup> September, 2015 (10:30 a.m. IST) and ends on, 29<sup>th</sup> September, 2015 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 19<sup>th</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 6<sup>th</sup> September, 2015.
- iii. Mrs. Neena Deshpande, Practicing Company Secretary (Membership No. FCS 7240), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- v. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mrs. Neena Deshpande, Practicing Company Secretary (Membership No. FCS 7240), at the Registered Office of the Company not later than Tuesday, 29<sup>th</sup> September, 2015 (6.00 p.m. IST).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [zenithvenkatesh@hotmail.com](mailto:zenithvenkatesh@hotmail.com) by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Tuesday, 29<sup>th</sup> September, 2015 (6.00 p.m. IST).



Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.zenithcapital.co.in](http://www.zenithcapital.co.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) within two days of the passing of the resolutions at the Thirty Second AGM of the Company on 30<sup>th</sup> September, 2015 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board of Directors



A handwritten signature in blue ink, appearing to read "Y K Potdar".

Y K Potdar  
Managing Director

Mumbai, 5<sup>th</sup> September, 2015

## DIRECTORS' REPORT

To  
The Members,  
Zenith Capitals Limited.

Your Directors have pleasure in presenting their 32<sup>nd</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

### 1. Financial summary or highlights/Performance of the Company

The Board's Report shall be prepared based on the financial statements of the company.

Particulars	2014-2015 Amount (Rs)	2013-14 Amount (Rs)
Gross Income	14,271	11,66,179
Profit Before Interest and Depreciation	(11,75,608)	1,20,513
Finance Charges	NIL	NIL
Gross Profit	(11,75,608)	1,20,513
Provision for Depreciation	2,34,151	NIL
Net Profit Before Tax	(14,09,759)	1,20,513
Provision for Tax	NIL	37,239
Net Profit After Tax	(14,09,759)	83,274
Balance of Profit (Loss) brought forward	(44,10,573)	(57,68,847)
Balance available for appropriation	NIL	12,75,000
Proposed Dividend on Equity Shares	NIL	NIL
Tax on proposed Dividend	NIL	NIL
Transfer to General Reserve	NIL	12,75,000
Surplus carried to Balance Sheet	(58,20,332)	(44,10,573)

### 2. Brief description of the Company's working during the year and State of Company's affair:

The Company has not conducted operations during the year. It has only incurred administrative expenses in order to keep the licenses and permissions alive. The company could not do business in need of opportunities. Surplus available with the company was invested in unquoted investments and given as advances to certain parties. Excepting that no business activities were pursued during the year.

### 3. Change in the nature of business, if any:

There is no change in the nature of business of the company.



**4. Dividend:**

During the year, your directors do not propose dividend. The reason being absence of profit during the year, the company does not recommend dividend.

**5. Reserves:**

In the absence of profit, no amount is required to be transferred to General Reserves.

**6. Share Capital:**

The Company has not issued any fresh capital during the year.

**7. Directors and Key Managerial Personnel:**

Mrs. Veena Rao has tendered her resignation letter on 5<sup>th</sup> September 2015 which is pending for approval by the members in the Annual General Meeting.

Mr. Yatin Potdar is continuing as the Managing Director of the company who was appointed in the previous year.

**8. Particulars of Employees:**

The Company does not have any employee as covered under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**9. Meetings:**

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year four Board Meetings and four Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**10. Board Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

**11. Declaration by an Independent Director and re- appointment, if any:**

A declaration by Independent Director that he meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 is enclosed in **Annexure II**.

An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

**12. Remuneration Policy**

The Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.



**Managerial Remuneration:**

A) No separate managerial remuneration is paid to any of the working directors.

**13. Details of Subsidiary/Joint Ventures/Associate Companies:**

The company does not have any subsidiary or associate companies or joint ventures.

**14. AUDITORS:**

The Auditors, M/s RSVA & Co., Chartered Accountants, Thane retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment for a period of four years from the conclusion of this Annual General Meeting [AGM] till the conclusion of 36<sup>th</sup> Annual General Meeting.

**15. AUDITORS' REPORT:**

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

**16. Disclosure about Cost Audit**

As per the Cost Audit Orders, Cost Audit is not applicable to the Company.

**17. Secretarial Audit Report:**

In terms of Section 204 of the Act and Rules made there under, M/s. Prity Agrawal, Practicing Company Secretary have been appointed as Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as **Annexure III** to this report. The report is self-explanatory and do not call for any further comments.

**18. Internal Audit & Controls:**

The Company continues to conduct internally the Internal Audit function. During the year, the Company continued to implement the suggestions and recommendations by the Internal Audit team. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Findings of the Internal Auditors are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

**19. Vigil Mechanism:**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.zenithcapital.co.in](http://www.zenithcapital.co.in) under investors/policy documents/Vigil Mechanism Policy link.

**20. Risk management policy:**

During the year, your Directors have constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board in (a) Overseeing and approving the Company's enterprise wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial,



credit, market, liquidity, security, property, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks. A Group Risk Management Policy was reviewed and approved by the Committee.

The company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Company's management systems, organisational structures, processes, standards, code of conduct and behaviors together form the System that governs how the company conducts the business and manages associated risks.

The Company has introduced several improvements to Integrated Enterprise Risk Management, Internal Controls Management and Assurance Frameworks and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities

**21. EXTRACT OF ANNUAL RETURN:**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE I**.

**22. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report:**

No material changes occurred in the interim period between the end of the financial year and the date of the report.

**23. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future: None.**

**24. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

**25. Deposits:**

The company has not accepted any deposit during the year nor it holds any deposits from public.

**26. Particulars of loans, guarantees or investments under section 186**

**26.1 Details of Loans:**

Sl. No.	Date of making loan	Details of Borrower	Amount	Rate of Interest	Security
1	10/08/2013	Aludecor Lamination Pvt Ltd	94,00,000	12 %	No
2	01/08/2013	Dinman Polypacks Pvt Ltd	20,00,000	18 %	No



## 26.2 Details of Investments:

Sl. No.	Date of making Investment	Details of Investment	Amount
1	10/08/2013	Parasmani Trade Links Pvt Ltd.,	6,50,000
2	10/08/2013	Priority Merchants Pvt Ltd.,	25,00,000

The investments are made in equity shares of unquoted companies.

### Details of Guarantee / Security Provided:

The company has not extended any guarantee or security to others.

### 27. Particulars of contracts or arrangements with related parties:

There are no related party transactions and hence no contracts or arrangements are effected.

### 28. Corporate Governance Certificate:

The Compliance certificate from the auditors regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement is annexed to this report.

### 29. Management Discussion And Analysis:

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March, 2015.

### 30. Statutory Disclosures:

In terms of the provisions of Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended, the names and other particulars of the employees are set out in the annexure to the Directors' Report. However, as per the provisions of Section 219 (b) (iv) of the said Act read with Clause 32 of the Listing Agreement, the Annual Report excluding the aforesaid information is being sent to all the members of the Company and others entitled thereto. Any member interested in obtaining such particulars may write to the Company at the registered office of the Company.

### 31. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Pursuant to the provisions of the said Act the company has set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

