

DIRECTOR'S REPORT

To,
The Members,
Zenith Capitals Limited

Your Directors have pleasure in presenting their 34th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2017.

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	2016-17 Amount (Rs)	2015-16 Amount (Rs)
Gross Income	10,24,565	25,26,135
Profit Before Interest and Depreciation	(4,23,144)	12,23,677
Finance Charges	317	NIL
Gross Profit	(4,23,144)	12,23,677
Provision for Depreciation	5,448	65,199
Net Profit Before Tax	(4,29,222)	11,58,478
Provision for Tax	-	2,37,768
Net Profit After Tax	(4,29,222)	9,20,710
Balance of Profit (Loss) brought forward	(53,28,844)	(58,20,332)
Balance available for appropriation	NIL	NIL
Proposed Dividend on Equity Shares	NIL	NIL
Tax on proposed Dividend	NIL	NIL
Transfer to General Reserve	NIL	NIL
Surplus carried to Balance Sheet	(53,28,844)	(48,99,622)

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

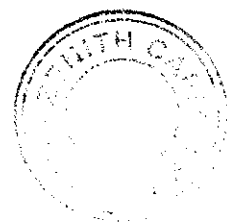
The Company has not conducted operations during the year. It has only incurred administrative expenses in order to keep the licenses and permissions alive. The company could not do business in need of opportunities.

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, the company does not propose dividend looking to the accumulated losses though there is some income earning during the year.



5. Reserves:

In the absence of profit after accumulation, 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:

Mr. Vinayak Palande has tendered his resignation letter on 14th November, 2016 which is approved by Board of Directors.

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 Six Board Meetings and Five Audit Committee Meetings were convened and held, the details of which are given below. The intervening gap between the Meetings was within the period of 120 days as prescribed under the Companies Act, 2013.

Name of the Meeting	Date of Meeting	Date of Meeting	Date of Meeting	Date of Meeting	Date of Meeting	Date of Meeting
Board of Director Meeting	26 th May, 2016	13 th Aug, 2016	22 nd Aug, 2016	23 rd Sept, 2016	14 th Nov, 2016	14 th Feb, 2017
Audit Committee Meeting	26 th May, 2016	13 th Aug, 2016	22 nd Aug, 2016	14 th Nov, 2016	14 th Feb, 2017	-

10. Board Evaluation:

Pursuant to the provisions of section 134(3)(p) 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.

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

A declaration by Independent Director that he met the criteria of independence as provided in sub-section (c) of Section 149 of the Companies Act, 2013 is enclosed as Annexure to this report.

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. This is also in line with the relevant clause of the Listing Agreement.



12. Nomination and Remuneration Policy:

The Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration. However, during the year under report, no remuneration is paid to the directors or the key managerial personnel.

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, retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment till the conclusion of next 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** to this report. The report is self-explanatory and does 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 under investors/policy documents/Vigil Mechanism Policy link.



20. Risk management policy:

During the year, your Directors have constituted a Risk Management Committee pursuant to section 134 of the Companies Act, 2016, 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, organizational structures, processes, standards, code of conduct and behaviors together form the System that governs how the company conducts the business and manages associated risks.

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, is enclosed as Annexure.

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.

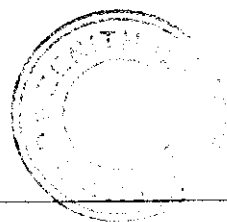
24. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.

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 was 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 made during the current financial year



26.1 Details of Loans: During the financial year under report the company has not granted any loans to directors, etc.

26.2.1 Details of Investments: No Investments made during the financial year.

26.2.2 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 affected.

28. Corporate Governance Certificate:

Since the company does not fall under the category of companies mentioned in clause 49 of the Listing Agreement, corporate governance certificate is not obtained from the Auditors.

29. Management Discussion And Analysis:

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March, 2017.

30. 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.

31. Conservation of energy, technology absorption and foreign exchange earnings and outgo:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

(a) Conservation of energy - The Company is not into production or manufacturing activities where energy conservation is possible and steps need to be taken. In the absence of any such activities by the company, there is no scope of improvising the conservation of energy.

(b) Technology absorption - For the nature of business of the company without involvement of production and manufacturing, technology absorption has no role to play and hence no efforts are required in this front by the Company.



(c) Foreign exchange earnings and Outgo:

There was no foreign exchange earnings or outgo during the year.

32. Corporate Social Responsibility (CSR):

The company has not achieved stipulated Turnover, Profit or Net worth and hence the CSR provisions are not applicable to the company for the year under report.

33. Human Resources:

Due to the level of operation, presently the company has no programs for development of talent on ongoing basis. However, it will be in place whenever the business comes to its normal level.

34. Directors' Responsibility Statement:

The Directors in pursuance of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, state that—

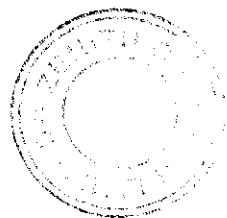
- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

35. Transfer of Amounts to Investor Education and Protection Fund:

Your Company did not have any funds lying unpaid or unclaimed for a period exceeding seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

36. Listing with Stock Exchanges:

The Company confirms that it has paid annual listing fees for the year 2017-18 and the shares are being traded regularly.



37. Acknowledgements:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's employees and service agencies associated with it.

For and on behalf of the Board of
Directors

Place: Mumbai
Date: 30th May, 2017



Mayur Jamdhade
Mayur Jamdhade
Director

ANNEXURE INDEX:

Annexure	Content
<u>I</u>	Annual Return Extracts in MGT 9
<u>II</u>	Format of declaration by Independent Director
<u>III</u>	MR-2 Secretarial Audit Report



ANNEXURE I**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1. CIN	L65910MH1983PLC030082
2. Registration Date	30/05/1983
3. Name of the Company	Zenith Capitals Limited
4. Category/Sub-category of the Company	Company Limited by shares / Indian Non-Government Company
5. Address of the Registered office & contact details	Block 1, 3 RD Floor, 143/145, Khaitan Chambers, Modi Street, Fort, Mumbai – 400 001
6. Whether listed company	Yes
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Pvt. Ltd –C-101, 247Park, LBS Marg, Vikhroli (West), Mumbai - 400083

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated):

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Finance	6592	100 %



VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2016]				No. of Shares held at the end of the year[As on 31-March-2017]			% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
A. Promoters								
(1) Indian								
a) Individual/HUF	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-
d) Bodies Corp.	14,32,450	NIL	14,32,450	74.61	14,32,450	NIL	14,32,450	74.61
e) Banks / FI	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	14,32,450	NIL	14,32,450	74.61	14,32,450	NIL	14,32,450	74.61
B. Public Shareholding								
1. Institutions	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-

