

ZENITH CAPITALS LIMITED

ANNUAL REPORT

FINANCIAL YEAR 2017-18

ZENITH CAPITALS LIMITED

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NOTICE

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of Zenith Capitals Limited will be held on Saturday, the 29th September, 2018 at 10:00 A.M. at M.C. Ghia Hall, Kalaghoda, Fort, Mumbai 400 001 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, 2018, 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 re-appoint M/s. RSVA & Co., Chartered Accountants, as auditors of the Company to hold office till the conclusion of next Annual General Meeting and to authorize the Board of Directors to fix the remuneration payable to them for the financial year 2018-19.

By Order of the Board of Directors

Sd/-
Yogesh Ratiwadekar
Director
DIN: 05118481

Mumbai, 07th September, 2018

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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 Saturday, 22nd September, 2018 to Saturday, 29th September, 2018, 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 AGM along with the Annual Report 2017-18 is being sent by physical mode to all the shareholders. It is also being sent to all the share holders whose email addresses are registered with the Company/Depositories.
6. Members who have not registered their e-mail addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
7. In compliance with provisions of Section 108 of the Companies Act, 2013, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). The Company has signed an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their vote electronically.

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- I. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- II. 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.
- III. The remote e-voting period commences on 26th September, 2018 (10:00 a.m. IST) and ends on, 28th September, 2018 (5.00 p.m. IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put your user ID and password. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Zenith Capitals Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.

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- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file “remote e-voting.pdf”.

- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. with a copy marked to evoting@nsdl.co.in

B. In case a Member are not in receipt of their e-voting login ID and password and they wish to cast their vote through e-voting system they shall contact NSDL on their toll free number i.e. 1800-222-9900 for user id and password.

- V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-9900.
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

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- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2018.
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or [RTA](#).
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “*Forgot User Details/Password?*” or “*Physical User Reset Password?*” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mrs. Neena Deshpande, Practicing Company Secretary (Membership No. FCS 7240) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. 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 “remote e-voting” or “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.
- XIV. The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the

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Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.zenithcapital.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By Order of the Board of Directors

Sd/-

Yogesh Ratiwadekar
Director
DIN: 05118481

Mumbai, 07th September, 2018

DIRECTOR'S REPORT

To,
The Members,
Zenith Capitals Limited.

Your Directors have pleasure in presenting their 35th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2018.

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 | 2017-18 Amount (Rs) | 2016-17 Amount (Rs) |
|--|------------------------|------------------------|
| Gross Income | 8,60,740 | 10,24,565 |
| Profit Before Interest and Depreciation | (6,91,810) | (4,23,144) |
| Finance Charges | - | 317 |
| Gross Profit | (6,91,810) | (4,23,144) |
| Provision for Depreciation | 54,022 | 5,448 |
| Net Profit Before Tax | (7,45,832) | (4,29,222) |
| Provision for Tax | - | - |
| Net Profit After Tax | (7,45,832) | (4,29,222) |
| Balance of Profit (Loss) brought forward | (60,74,676) | (53,28,844) |
| 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 | (60,74,676) | (53,28,844) |

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 earned interest on investments and has 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. Particulars of Employees:

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

8. 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 | | | | | |
|---------------------------|----------------------------|-------------------------------|-------------------------------|----------------------------------|---------------------------------|---------------------------------|
| | | | | | | |
| Board of Director Meeting | 30 th May, 2017 | 14 th August, 2017 | 28 th August, 2017 | 26 th September, 2017 | 14 th November, 2017 | 14 th February, 2018 |
| Audit Committee Meeting | 30 th May, 2017 | 14 th August, 2017 | 28 th August, 2017 | 14 th November, 2017 | 14 th February, 2018 | - |

9. Board Evaluation:

The Board has carried out an annual performance evaluation of its own performance, as the requirements of regulatory norms, of the Directors individually as well as the evaluation of the working of its Audit and Compliance Committees.

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

The Company has received the necessary declaration from each individual director in accordance with Section 149(7) of the Act that he/she meets the criteria of independence as laid out in Section 149(6) of the Act and the Listing Regulations.

11. 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.

12. Details of Subsidiary/Joint Ventures/Associate Companies:

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

13. 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.