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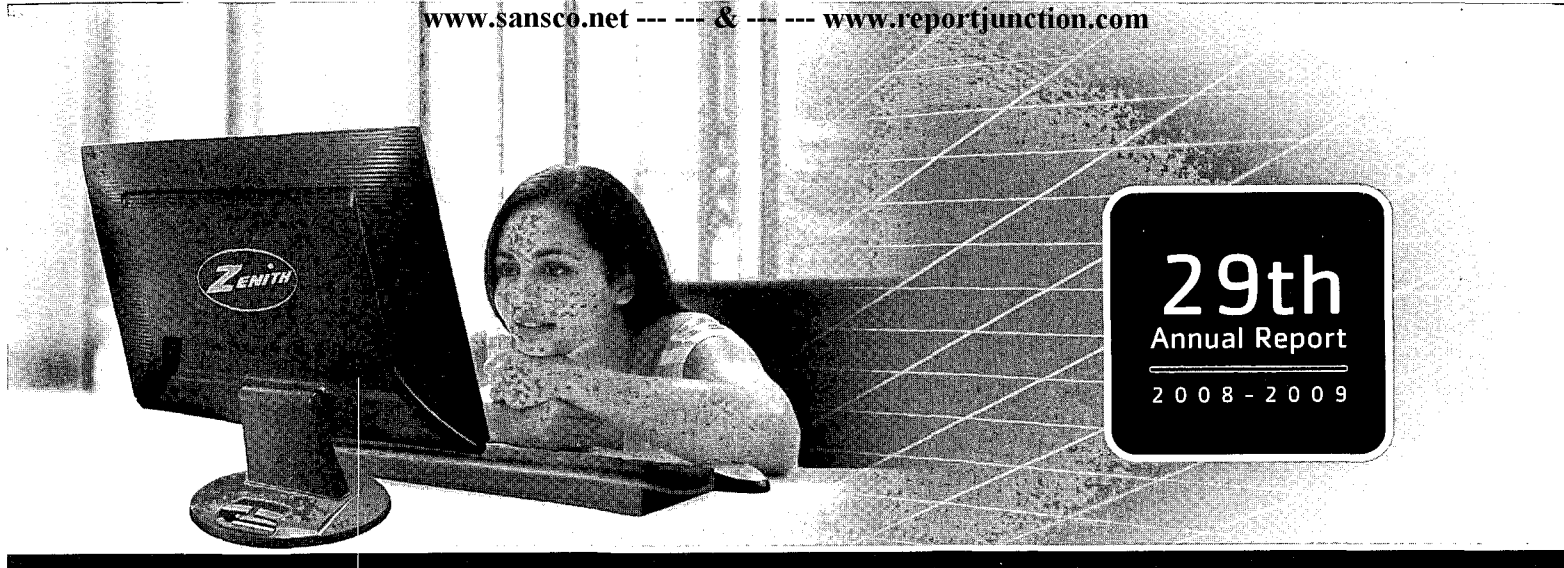
29th Annual Report 2008-2009





Awards for Corporate Excellence





ZENITH COMPUTERS LIMITED

29th Annual Report 2008-2009

DIRECTORS

R.K. Saraf
(Chairman & Managing Director)
H.P. Ranina
B.H. Antia (upto 17.02.2009)
Vijay R. Mukhi
Vijayrani Saraf
Vipin M. Shah (from 31.03.2009)

COMPANY SECRETARY

Ramesh S. Sanghvi

BANKERS

Indian Bank
State Bank of India
Federal Bank Ltd.

AUDITORS

C.L. Khanna & Co.,
Chartered Accountants, Mumbai

REGISTRAR & TRANSFER AGENTS

Link Intime India Pvt. Limited,
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West),
Mumbai - 400 078.

REGISTERED OFFICE

B-5, Electronic Sadan - 1,
MIDC, TTC Area,
Mahape,
Navi Mumbai - 400 710.

PLANT

Plot No. P-33/37,
Sancoale Industrial Estate,
P.O. Zuari Nagar,
Goa - 403 726



NOTICE

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of **Zenith Computers Limited** will be held on **Saturday, 8th August, 2009 at 11.30 a.m.** at Vishnudas Bhawe Natyagruha, Sector 16-A, Vashi, Opp.: Vashi Bus Stand, Navi Mumbai - 400 703, to transact the following business:-

A. ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the audited Balance Sheet as at 31st March, 2009 and the audited Profit and Loss Account for the period ended on that date.
2. To declare a dividend.
3. To appoint a Director in place of Mr. Vijay Mukhi who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint the Statutory Auditors and to fix their remuneration.

**By Order of the Board
For ZENITH COMPUTERS LIMITED**

**MUMBAI
13th June, 2009**

**(R. K. SARAF)
Chairman &
Managing Director**

NOTES :-

- 1) A member entitled to attend and vote 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 proxy form to be effective must be duly executed and signed and must be lodged at the Company's registered office at least 48 hours before the time of the meeting.
- 2) The Register of Members and the Share Transfer Books of the Company would remain closed from Tuesday, 28th July, 2009 to Saturday, 8th August, 2009 (both days inclusive).
- 3) All matters in connection with the Shares of the Company may be addressed to the Company's Registrar and Transfer Agents viz. M/s. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078.

Members are requested to quote their respective folio numbers/ISIN-ID numbers and notify the change of address, if any, to the Company's Registrar and Transfer Agents.

- 4) Shareholders desiring information as regards the accounts are requested to write to the Company at least 10 days before the Annual General Meeting to enable the Management to keep the information ready.
- 5) Shareholders desiring payment of dividend by Electronic Clearing Service (ECS) / National Electronic Clearing Service (NECS) are requested to furnish the Bank details in the ECS / NECS Mandate Form printed herein together with a Xerox copy of your cheque leaf and return to our Registrars, Link Intime India Pvt. Limited on or before 8th August, 2009, in case you hold shares in physical form. The said details in respect of the shares held in electronic form should be sent to your respective Depository Participant and not to the Registrar as the Registrar is obliged to use only the data provided by the Depository while making payment of dividend. Please mention the correct 9 digit MICR Code for giving the ECS / NECS credit to your account.

In case of receiving your request after the due date, the mandate will not be considered for this dividend. However, the same will be used for future dividend payments, unless the same is amended or revoked by you.

In the absence of adequate response from the shareholders of any particular centre(s), the Company reserves its right of paying the dividend by dividend warrants.

- 6) Item No. 3 – additional information required to be furnished under Clause 49 of the Listing Agreements with the Stock Exchanges:-

Mr. Vijay Mukhi, is B.E., aged about 50 years and is a Director of one other Company. He was appointed as a Director of Company in 2005 and continues to be a rotational director. He has over 25 years experience in fields related to and associated with the Information Technology Sector.