

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of the members of Zenzy Technocrats Limited will be held as under:

DAY: Friday

DATE: 5th July, 2013

TIME: 04.30 P.M.

VENUE: Office No. 14, First Floor, Plumber House, 557, J.S.S. Road, Chira Bazar, Mumbai – 400002

To transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Statement of Profit and Loss Account for the year ended 31st March, 2013, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Manish Jakhalia, who retires by rotation and being eligible has offered himself for re-appointment;
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

4. INCREASE OF AUTHORISED SHARE CAPITAL

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 97 of the Companies Act, 1956 and other applicable provisions, if any, the Authorized Share Capital of the company be and is hereby increased from Rs. 3,00,00,000/- (Rupees Three Crore only) divided into 30,00,000 (Thirty Lakh) Equity Shares of Rs. 10/- each to Rs. 5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT the directors of the company be and are hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to the aforesaid resolution”

5. ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and if thought fit to pass with or with modification the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 16 and Section 17 of the Companies Act, 1956 and other applicable provisions if any, the Authorised Share Capital Clause i.e. Clause V of the Memorandum of Association of the company be and is hereby altered as follows:

V. The Authorised Share Capital of the company is Rs. 5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- each with power for the company to increase or reduce the said Capital and to issue any part of its capital, original or increased with or without preference or priority or special privilege or subject to any postponement of rights or to any conditions or restriction and so that unless the condition of issue shall otherwise expressly declared every issue to the shares whether declared to be preference or otherwise shall be subject to the power hereinafter contained.

RESOLVED FURTHER THAT the directors of the company be and are hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to the aforesaid resolution”

6. ALTERATION OF ARTICLES OF ASSOCIATION

To consider and if thought fit to pass with or with modification the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 31 of the Companies Act, 1956, Article 2 of the Articles of Association of the Company be substituted with the following:

"The Authorised Share Capital of the Company is as per Clause V of the Memorandum of Association of the Company"

RESOLVED FURTHER THAT the directors of the company be and are hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to the aforesaid resolution”

7. CHANGE OF NAME

To consider, and if thought fit, to pass with or with modification the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 21 of the Companies Act, 1956 and other applicable provision, if any, and subject to the approval of the Central Government and all the concerning authorities as may be required the name of the Company be changed from “Zenzy Technocrats Limited” to “Sashwat Technocrats Limited” or such other name as the board may deem fit and proper subject to availability of the said name with the Registrar of Companies.

8. ALTERATION OF MEMORANDUM OF ASSOCIATION

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT Clause I of the Memorandum of Association of the Company be substituted by the following:

“I. The Name of the Company is “Sashwat Technocrats Limited”

RESOLVED FURTHER THAT the name “Zenzy Technocrats Limited” wherever it appears in the Memorandum of Association of the company be replaced with the new name “Sashwat Technocrats Limited”

9. ALTERATION OF ARTICLES OF ASSOCIATION

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT the Articles of Association of the company relating to meaning of the Company be and is hereby substituted by the following:

“The Company” means “Sashwat Technocrats Limited”

RESOLVED FURTHER THAT the name “Zenzy Technocrats Limited” wherever it appears in the Articles of Association of the company be replaced with the new name “Sashwat Technocrats Limited”

By the order of the Board

Sd/-

Manish Jakhalia

Date: 30th May, 2013

Place: Mumbai

NOTES:

- 1. A member entitled to attend and vote at this meeting may appoint a proxy to attend and vote on a poll on his behalf. A 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 Forty Eight hours before the meeting.**
2. Members are requested to notify any correction /change in their name /address including Pin Code number immediately to the Companies Registrar. In the event of non – availability of Members latest address either in the Companies records or in Depository Participant’s records, members are likely to miss notice and other valuable correspondence sent by the company.
3. Members are requested to kindly mention their Folio Number/ Client ID Number (in case of demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.
4. Members are requested to bring the Notice of the meeting along with the Attendance slip with them duly filled in and hand over the same at the entrance of the Meeting Hall.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday 1st July, 2013 to Thursday 4th July, 2013 (both days inclusive).
6. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, except Saturdays between 11.00 A.M. to 1.00 P.M.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT OF THE SPECIAL RESOLUTION SET OUT IN THE NOTICE CONVENING THE ANNUAL GENERAL MEETING:

Item 4, 5 and 6:

The Board has proposed to increase the Authorised Share Capital of the Company from the present Rs. 3,00,00,000/- (Rupees Three Crore only) divided into 30,00,000 (Three Lakh) Equity Shares of Rs. 10/- each to Rs. 5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- each. The same would require alteration of Memorandum and Articles of Association of the Company. The Board recommends the resolution as set out in Item No. 4, 5 and 6 for the approval of the members.

None of the Directors of the Company is concerned or interested in this resolution.

Item 7, 8 and 9:

Directors have decided to change the name of the company to "Sashwat Technocrats Limited" or such other name as the board may deem fit and proper, subject to availability of the said name with the Registrar of Companies. The shareholders would be informed of the name so decided upon and made available by the Registrar to the Company at the ensuing Annual general Meeting. The change in name would also require amendment of the Memorandum and Articles of Association of the company.

Your approval is sought for the same vide Item No. 7, 8 and 9. However, the change of name shall be subject to availability of the name proposed by the Director from the Registrar of Companies.

None of the Directors are interested or concerned in the resolution except to the extent of their shareholding.

By the order of the Board

Sd/-

Manish Jakhalia

Date: 30th May, 2013

Place: Mumbai

DIRECTORS' REPORT

To,

The Shareholders,

Your directors have pleasure in presenting the Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2013

1. SUMMARISED FINANCIAL RESULTS:

(In Lakhs)

Particulars	2012 - 2013	2011 - 2012
Total Income	3.93	8.50
Less: Total Expenditure	4.09	11.00
Profit/(Loss) before Tax	(0.16)	(2.50)
Profit/(Loss) after Tax	(0.16)	(2.72)
EPS	(0.05)	(0.89)

2. OPERATIONS:

The company has incurred loss of around Rs. 0.16 Lakhs as compared to last year's loss of Rs. 2.50 lakhs.

3. DIVIDEND

In View of loss incurred by the Company; your directors do not recommend any dividend for the Financial Year ended on 31st March, 2013

4. DIRECTORS

Mr. Manish Jakhalia, director of the company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re – appointment.

5. FIXED DEPOSITS

During the Year under review, the Company has neither invited nor accepted any fixed deposits from the public.

6. AUDITORS

M/s. Sara & Associates, Chartered Accountants, Statutory Auditors of the Company, will retire at the conclusion of the ensuing Annual General meeting. They have offered themselves for reappointment and

have confirmed that their appointment, if made, would be within the limits prescribed under section 224(1) (B) of the Companies Act 1956.

7. AUDITORS REPORT

The Auditors have not made any qualification to the financial statement. Their reports on relevant notes on accounts are self explanatory and do not call for any comments under section 217 (3) of the companies Act, 1956.

8. CORPORATE GOVERNANCE

Company makes its best efforts to voluntarily ensure proper Corporate Governance in the affairs of the company and its daily functioning.

9. PARTICULARS OF EMPLOYEES

Particulars of the employees of the Company pursuant to Section 217 (2A) of the Companies Act, 1956 is not given, as none of the employees come under the purview of these provisions.

10. COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988

The details relating to Conservation of energy, Technology Absorption and Foreign Exchange Earning and Outflow required to be attached in terms of section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the report of board of directors) Rules, 1988 are not given in view of the nature of activities of the company. There is no Foreign Exchange earning or outgo during the year under review.

11. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the accounts for the financial year ended 31st March, 2013, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for

safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (iv) That the Directors have prepared the accounts for the financial year ended 31st March 2013 on a 'going concern' basis.

12. ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation and gratitude for the co-operation and assistance from its shareholders, bankers, regulatory bodies and other business constituents during the year under review.

FOR AND ON BEHALF OF THE BOARD

Sd/-

Manish Jakhalia

Sd/-

Rohit Doshi

Place: Mumbai

Dated: 30th May, 2013

SECRETARIAL COMPLIANCE CERTIFICATE

{U/S 383A of the Companies Act, 1956 & Rule 3 of the Companies (Compliance Certificate) Rules, 2001}

To

The Members,

M/s. Zenzy Technocrats Limited

Co. No. - 018682

I have examined the registers, records, books and papers of M/s. Zenzy Technocrats Limited (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made hereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended 31st March, 2013. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year:

- 1.) The company has kept and maintained all registers as stated in Annexure `A' to this certificate, as per the provisions and the rules made hereunder and all entries therein have been duly recorded.
- 2.) The company has duly filed the forms and returns as stated in Annexure `B' to this certificate, with the Registrar of Companies, Regional Director, Central Government. Company Law Board or other authorities within the time prescribed under the Act and the rules made hereunder.
- 3.) The Company being a public limited company comments are not required.

- 4.) The Board of Directors duly met 4 times on 30th May 2012, 14th August 2012, 12th November 2012, 14th February, 2013 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
- 5.) During the period under review, the company had closed its register of members and Share Transfer Books from 27th September, 2012 to 28th September, 2012.
- 6.) The Annual General Meeting for the financial year ended on 31st March, 2012 was held on 28th September, 2012.
- 7.) No Extra Ordinary Meeting was held during the financial year ended 31st March, 2013.
- 8.) During the year under review there were no transactions necessitating approval under the provisions of Section 295 of the Companies Act, 1956.
- 9.) During the year under review the company has not entered into any contracts falling within the purview of Section 297 of the Companies Act, 1956.
- 10.) The company has made the necessary entries in the register maintained under section 301 of the Act.
- 11.) As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the Board of directors or Central Government.
- 12.) During the period under review proper procedure has been followed in respect of issue of duplicate share certificates.
- 13.) The Company during the period under review has:
 - not made any allotment of Equity Shares;
 - was not required to deposit amount in separate Bank Account as no dividend was declared during the financial year;
 - not required to post warrants to any member of the company as no dividend was declared during the financial year;
 - the company was not required to transfer any amount in unpaid dividend account and the interest accrued thereon to Investor Education and Protection Fund as there was no amount which has remained unclaimed or unpaid for a period of seven years; and
 - duly complied with the requirements of section 217 of the Act.
- 14.) The Board of Directors of the company is duly constituted. The appointment and resignation of directors made during the year have been in due compliance of the provisions of the Companies Act, 1956.
- 15.) The company has not appointed any managing director/ whole-time director / manager during the year under review.
- 16.) The company has not appointed any sole-selling agents during the financial year.

- 17.) The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
- 18.) The company has not issued any equity shares during the financial year.
- 19.) The company has not bought back any shares during the financial year.
- 20.) The company has not redeemed any preference shares/debentures during the financial year.
- 21.) There was no transaction necessitating the company to keep in abeyance right to dividend, right shares and bonus shares pending registration of transfer of shares.
- 22.) The company has not invited/accepted any deposits including unsecured loans falling within the purview of section 58A during the financial year.
- 23.) The borrowings made during the year are in compliance with the provisions of section 293(1) (d) of the Act.
- 24.) All loans given, investments made and guarantees or securities provided to other bodies corporate are in compliance with the provisions of the Act.
- 25.) The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
- 26.) The company has not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.
- 27.) The company has not altered the provisions of memorandum with respect to name of the company.
- 28.) The company has not altered the provisions of memorandum with respect to Authorised Share Capital of the company during the year under scrutiny.
- 29.) The company has not altered its articles of association during the year under scrutiny.
- 30.) There was/were no prosecution initiated against or show cause notice received by the company, during the financial year, for offences under the Act.
- 31.) The company has not received any money as security from its employees during the financial year under certification.
- 32.) The company has deposited both Employee's and Employer's contribution to Provident Fund with prescribed authorities pursuant to Section 418 of the act.

Place: Mumbai

Date: 30th May, 2013

Sd/-

Avani S. Popat

Company Secretary in Practice

C.P. No. 10923

ACS 27774

ANNEXURE A

(a) Registers as maintained by the Company

1. Register of Members with Index u/s. 150
2. Share Transfer Register with Index u/s. 108
3. Register of Directors u/s. 303
4. Register of Director's Shareholding u/s. 307
5. Register of Contracts u/s. 301
6. Register of Investments u/s. 372A
7. Register of Loans u/s. 372A
8. Register of Charge u/s. 143
9. Minutes of Board Meeting u/s. 193
10. Minutes of the AGM/EGM Meeting u/s. 193

ANNEXURE B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2013.

Sr. No.	Form No./Return	Filed under section	For the Period	Date of Filing	Whether filed within prescribed time yes/no	If delay in filing whether requisite additional fee paid Yes/no.
1.	Form 1A	20 & 21	Not Applicable	10.09.2012	Yes	Not Applicable
2.	Form 66	383A	31 st March, 2012	09.10.2012	Yes	Not Applicable
3.	Form 32	303(2)	Not Applicable	27.10.2012	Yes	Not Applicable
4.	Annual Return	159	31 st March, 2012	05.11.2012	Yes	Not Applicable
5.	Balance sheet	220	31 st March, 2012	15.01.2013	Yes	Not Applicable

Place: Mumbai

Date: 30th May, 2013

Sd/-

Avani S. Popat

Company Secretary in Practice

C.P. No. 10923

ACS 27774

INDEPENDENT AUDITOR'S REPORT

To,
The Shareholders
Zenzy Technocrats Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of Zenzy Technocrats Limited (the "Company"), which comprise the Balance Sheet as at 31st March, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statement in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so require and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) In the case of Balance Sheet, of the state of affairs of the company as at 31st March, 2013:
 - ii) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
 - iii) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraph 4 and 5 of the Order.
8. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;

- e) On the basis of written representation received from the directors as on 31st March, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

For S A R A & Associates
Chartered Accountants
(Firm Registration No. 120927W)

(Manoj Agarwal)
Partner

Membership No. 119509

Mumbai, 30th May, 2013

ANNEXURE TO AUDITOR'S REPORT

Referred to in paragraph 7 of Auditor's Report of even date to the members of Zenzy Technocrats Limited on the financial statement for the year ended 31st March, 2013

1. (a) The company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies between the book records and the physical inventory have been noticed.
(c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the Company during the year.
2. There is no inventory; hence the same clause is not applicable.
3. The Company has not granted/taken any loans, secured or unsecured, to/from companies, firms or other parties covered in the register maintained under Section 301 of the Act.
The other clauses (iii)(b), (iii)(c), (iii)(d), (iii)(f) and (iii)(g) of the Order, are not applicable in the case of the Company for the current year, since in our opinion there is no matter which arises to be reported in the Order.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the

information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.

5. (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section.

(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of Rupees Five Lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

6. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.

7. The Company has formal internal audit system commensurate with its size and nature of its business.

8. Pursuant to the Rules made by the Central Government of India, the maintenance of cost records has been prescribed under clause (d) of subsection (1) of Section 209 of the Act; the same is not applicable to the company.

9. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities.

Further, since the Central Government has till date not prescribed the amount of cess payable under section 441A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the company in depositing the same.

(b) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, no undisputed amount payable in respect of income tax, sales tax, wealth tax, service tax, custom duty and excise duty were in arrears, as at 31st March, 2013 for a period of more than six months from the date they became payable.

(c) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of Income-tax, Wealth-tax, Service-Tax and Customs Duty which have not been deposited on account of any dispute.

10. The Company has no accumulated losses as at 31st March, 2013. The Company has incurred cash losses of Rs.15,623/- in the current financial year ended on that date and Rs. 2,43,585/- in the immediately preceding financial year.

11. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of any special statute applicable to chit fund/nidhi/mutual benefit fund/societies are not applicable to the Company.
14. In our opinion, the Company has maintained proper records of transactions and contracts relating to dealing or trading in shares, securities, debentures and other investments during the year and timely entries have been made therein. Further, such securities have been held by the Company in its own name.
15. According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions. Hence, the above clause is not applicable to the Company.
16. In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.
17. On the basis of an overall examination of the balance sheet of the Company, in our opinion, and according to the information and explanations given to us, there are no funds raised on a short-term basis which have been used for long-term investment.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
19. The Company has not issued any debentures during the year; and does not have any debentures outstanding as at the year end.
20. The Company has not raised any money by public issues during the year.
21. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For S A R A & Associates
Chartered Accountants
Firm Registration No. 120927W

(Manoj Agarwal)
Partner

Mumbai, 30th May, 2013

Membership No. 119509

ZENZY TECHNOCRATS LTD. (FORMERLY BOMBAY POLYMERS LTD)
Balance Sheet as at 31st March, 2013

Particulars		Note No.	As At 31st March, 2013	As at 31st March, 2012
	EQUITY AND LIABILITIES			
I	SHAREHOLDER'S FUNDS			
	(i) Share Capital	1	3,062,330	3,062,330
	(ii) Reserves and Surplus	2	10,342,989	10,358,612
II	CURRENT LIABILITIES			
	(i) Short Term Borrowings	3	1,050,000	400,000
	(ii) Other Liabilities	4	16,963	70,000
	Total		14,472,282	13,890,942
	ASSETS			
I	NON-CURRENT ASSETS			
	(i) Other Non Current Assets	5	485,846	522,772
II	CURRENT ASSETS			
	(i) Trade Receivables	6	36,280	772,780
	(ii) Cash and cash Equivalents	7	860,156	45,390
	(iii) Short Term Loans and Advances	8	13,090,000	12,550,000
	Total		14,472,282	13,890,942

Notes to the Accounts

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As per our reports of even date attached

For S A R A & Associates

for and on behalf of the Board

Chartered Accountants

Firm Registration No. 120927W

Manoj Agarwal

Partner

Membership No. 119509

Mumbai, 30th May, 2013

Rohit Doshi
Director

Manish Jakhalia
Director

ZENZY TECHNOCRATS LTD. (FORMERLY BOMBAY POLYMERS LTD)
Statement of Profit and Loss account for the year ended 31st March, 2013

Particulars		Note No.	Year Ended 31st March, 2013	Year Ended 31st March, 2012
I	INCOMES			
	Income from Operation	9	393,000	850,140
	Total Revenue	Total	393,000	850,140
II	EXPENSES			
	Employee Cost		154,000	200,000
	Depreciation		-	6,546
	Other Expenses	10	254,623	893,725
	Total Expenses	Total	408,623	1,100,271
	LOSS BEFORE TAX	Total	(15,623)	(250,131)
	Less: Provision for Deferred Tax		-	21,435
	Less: Taxes of Earlier Years		-	-
	Loss for the year	Total	(15,623)	(271,566)
	EARNING PER EQUITY SHARE:			
	Basic		(0.05)	(0.89)
	Diluted		(0.05)	(0.89)

Notes to the Accounts

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As per our reports of even date attached

For S A R A & Associates

for and on behalf of the Board

Chartered Accountants

Firm Registration No. 120927W

Rohit Doshi
Director

Manish Jakhalia
Director

Manoj Agarwal

Partner

Membership No. 119509

Mumbai, 30th May, 2013

ZENZY TECHNOCRATS LTD. (FORMERLY BOMBAY POLYMERS LTD)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013

	Particulars	As At 31st March, 2013	As At 31st March, 2012
	NOTE "1" SHARE CAPITAL		
	AUTHORISED :		
	EQUITY SHARES		
	30,00,000 Equity Shares of Rs. 10/- each	30,000,000	30,000,000
	Total	30,000,000	30,000,000
	ISSUED AND SUBSCRIBED AND FULLY PAID UP		
	247500 (P.Y-247500) Equity Shares of Rs. 10/- each fully paid up	2,475,000	2,475,000
	58733 Equity Shares of Rs. 10/- each fully paid up	587,330	587,330
	Total	3,062,330	3,062,330
A.	There is no change in Authorised, Issued and Subscribed capital during the year.		
B.	SHARES HELD BY HOLDING COMPANY.		
	Singhal Merchandise (India) Pvt Ltd	184450	184450
C.	DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES IN THE COMPANY.		
	Singhal Merchandise (India) Pvt Ltd	184450	184450
	NOTE "2" RESERVE AND SURPLUS		
	SHARE PREMIUM ACCOUNT		
	Balance as per last financial statements	3,817,645	3,817,645
	ADD : Additions During the year	-	-
	Closing Balance	3,817,645	3,817,645
	Total	3,817,645	3,817,645
	PROFIT AND LOSS ACCOUNT		
	Opening Balance		

		6,540,967	6,812,533
ADD : Additions during the year		(15,623)	(271,566)
Closing Balance	Total	6,525,344	6,540,967
Total Reserves and Surplus	Total	10,342,989	10,358,612
NOTE "3" SHORT - TERM BORROWINGS			
Unsecured Loans			
Others		1,050,000	400,000
	Total	1,050,000	400,000
NOTE "4" OTHER CURRENT LIABILITIES			
Other liabilities		16,963	70,000
	Total	16,963	70,000
NOTE "5" OTHER NON-CURRENT ASSETS			
Other Non-Current Assets		485,846	522,772
	Total	485,846	522,772
NOTE "6" TRADE RECEIVABLES			
More than six months		-	-
Others		36,280	772,780
(unsecured, considered good)	Total	36,280	772,780
NOTE "7" CASH AND CASH EQUIVALENTS			
Balance with bank		856,156	43,390
Cash in Hand		4,000	2,000
	Total	860,156	45,390
NOTE "8" SHORT-TERM LOAN AND ADVANCES			
Advances recoverable in Cash or in Kind		13,090,000	12,550,000
(unsecured, considered good)	Total	13,090,000	12,550,000

ZENZY TECHNOCRATS LTD. (FORMERLY BOMBAY POLYMERS LTD)
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013

Particulars		31st March, 2013	31st March, 2012
NOTE "9" INCOME FROM OPERATIONS			
Income from Operation		393,000	850,140
	Total	393,000	850,140
NOTE "10" OTHER EXPENSES			
Listing Expenses		6,741	6,618
Membership and Subscription		16,854	16,545
Professional Fees		-	77,758
R & T Fees		25,942	26,472
SEBI Penalty		-	250,000
Staturory Advertisement Expense		12,463	12,630
Other Expenses		176,078	487,157
Audit Fees		16,545	16,545
	Total	254,623	893,725

ZENZY TECHNOCRATS LIMITED (Formerly Known as Bombay Polymers Limited)

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31,2013

PARTICULARS	31-Mar-13	31-Mar-12
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary items	(15,623)	(250,131)
Adjustment for		
Depreciation	-	6,546
Profit on sale of fixed assets	-	-
Total	-	6,546
Operating profit before working capital changes	(15,623)	(243,585)
Adjustment for		
Trade Receivable	736,500	(772,780)
Short term Loans and Advances	(540,000)	35,738
Other Current liabilities	(53,037)	(68,978)
Working Capital changes	143,463	(806,020)
Cash Generated From Operation	127,840	(1,049,605)
Income Taxes Paid	-	-
Cash Flow From Operating Activities	127,840	(1,049,605)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Other Non- Current Assets	36,926	431,030
Cash Flow From Investing Activities	36,926	431,030
C. CASH FLOW FROM FINANCING ACTIVITIES		
Short-Term Borrowings	650,000	400,000
Cash Flow From Financing Activities	650,000	400,000
Net increase/(decrease) in cash and cash Equivalents	814,766	(218,575)
Opening balance of Cash and Cash Equivalents	45,389	263,964
Closing Balance Of Cash and Cash Equivalents	860,155	45,389

As per our reports of even date attached
For S A R A & Associates
Chartered Accountants
Firm Registration No. 120927W
Manoj Agarwal
Partner
Membership No. 119509
Mumbai, 30th May, 2013

for and on behalf of the Board

Rohit Doshi Manish Jakhalia
Director Director

Notes forming part of the financial statements as at 31st March, 2013

Notes to Accounts

NOTE-11

A. SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF ACCOUNTING

The financial statements are prepared as a going concern under historical cost convention basis, except those with significant uncertainty, and in accordance with the mandatory accounting standards as specified under Section 211(3C) of the Companies Act, 1956 and other provisions of Companies Act, 1956. Accounting policies not stated explicitly otherwise are consistent with generally accepted accounting principles.

2. METHOD OF ACCOUNTING

The company follows mercantile system of accounting and recognizes income and expenses on accrual basis; *however long-term employee benefits are accounted on cash basis.*

RECOGNITION OF INCOME

Revenue is accounted on accrual basis.

3. FIXED ASSETS

Fixed Assets are stated at cost of acquisition or construction (including incidental expenses related to acquisition/ construction and installation of the asset) less accumulated depreciation.

4. EMPLOYEE BENEFITS

Short-term employee benefits such as PF, Bonus, and Leave Encashment are accounted on accrual basis.

The Company has not conducted Actuarial Valuation of long-term employee benefits, hence, present liability towards long-term employee benefits as at 31st March, 2013 has not been ascertained and provided which is not in accordance with AS-15 issued by the Institute of Chartered Accountants of India.

5. PROVISIONS AND CONTINGENT LIABILITIES

Provisions are recognized when the Company has legal and constructive obligations as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation.

Contingent Liabilities are disclosed when the Company has a possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation.

6. DEFERRED TAX

Deferred Tax is recognized, subject to the consideration of prudence, on timing differences being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax Asset is not recognized

unless there are timing differences, the reversal of which will result in sufficient income or there is virtual certainty that sufficient future income will be available against which such deferred tax asset can be realized.

7. **CASH AND CASH EQUIVALENT**

Cash and cash equivalent in the cash flow statement comprises cash at bank and in hand and short-term investment with an original maturity of three months or less.

8. **IMPAIRMENT OF ASSETS**

The Company assesses at each Balance Sheet date whether there is any indication that any asset may be impaired and if such indication exists, the carrying value of such asset is reduced to its recoverable amount and a provision is made for such impairment loss in the profit and loss account.

9. **EARNING PER SHARE**

The earnings per share are calculated by dividing the net profit for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The Company has not issued any potential equity shares and hence the basic and diluted earnings per share are the same.

B. NOTES TO ACCOUNTS

1. The Company has only one class of equity shares having a par value of Rs. 10 per share. Each Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.
2. In the opinion of the Board, any of the assets other than fixed assets and non-current investment have a value on realization in the ordinary course of business at least equal to the amount at which they are stated *except those disclosed as doubtful*.
3. The current liabilities includes the dues of sundry creditors amounting to Rs. Nil (Previous Year Rs. Nil) relating to Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the company. The parties of Micro, Small and Medium Enterprises to whom, the company owe any sum (principal) outstanding for more than forty five days, are Nil. Further interest payable on the said outstanding is Nil.
4. Calculation of Basic & diluted earning per share

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Loss after taxation (Rs.)	15,623	2,71,566
Weighted average number of shares	3,06,233	3,06,233

(Nos.)		
Nominal value of shares outstanding	10	10
Basic and diluted loss per share	(0.05)	(0.89)

5. The Additional information to as required by Para 5 of Schedule VI part II of Companies Act is disclosed to the extent applicable.
6. Figures of Current Assets, Unsecured Loans and Current Liabilities are stated at book value and are subject to confirmations from the parties.
7. Previous year figures have been regrouped/ recast/ reclassified wherever necessary, to conform to current year's classification.

For S A R A & Associates
Chartered Accountants
Firm Registration No. 120927W

Manoj Agarwal
Partner
Membership No. 119509
Mumbai
30th May, 2013

For and on behalf of the Board

Rohit Doshi Manish Jakhalia
Director Director

ATTENDANCE SLIP

Zenzy Technocrats Limited

REGD. OFFICE: Office No. 14, First Floor, Plumber House, 557, J.S.S. Road, Chira Bazar, Mumbai - 400002

Please complete this attendance slip and hand it over at the Registered Office of the Company.

Members of their Proxies are requested to present this form for admission, duly signed in accordance with their specimen signature with the company. The admission will, however, be subject to verification of signature and such other checks, as may be necessary.

I hereby record my presence at the Annual General Meeting of the company on 5th July, 2013 at the registered office of the company at 04.30 p.m.

DPID :		CLIENT ID:	
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NAME AND ADDRESS OF THE SHAREHOLDER (IN BLOCK LETETRS)

Signature of the Shareholder of proxy

PROXY FORM

Zenzy Technocrats Limited

DPID :		CLIENT ID:	
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I/We _____ of _____ being a Member /Members of Zenzy Technocrats Limited hereby appoint _____ of _____ (or failing him) _____ of _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the company to be held on 5th July, 2013 at 04.30 p.m. at the Registered office of the Company and at any adjournment thereof.

AS WITNESS my hand /our hands this _____ day of _____ 2013.

Rs. 1/- Revenue Stamp

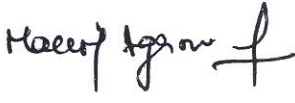

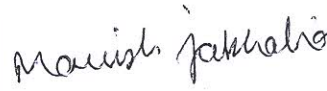
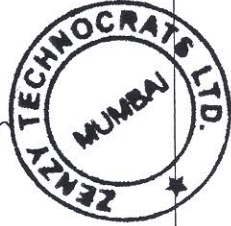
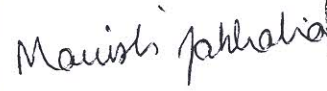
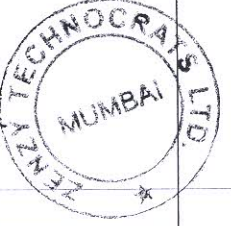
Signed by the said _____

ZENZY TECHNOCRATS LIMITED

(Formerly Known as Bombay Polymers Limited)

Regd. Office: Office No.14, First Floor, Plumber House, 557, J. S. S. Road, Chira Bazar, Mumbai – 400002
Contact No. : 22016021/22016031

FORM A

1	Name of the Company	Zenzy Technocrats Limited
2	Annual Financial Statements for the year ended	31 st March, 2013
3	Type of Audit Information	Un – Qualified
4	Frequency of Observation	Un – Qualified observation
5	Signed by the Auditor of the Company	<p> Manoj Agarwal, Partner, S A R A & Associates, Chartered Accountants M. No. 119509</p> <p></p>
	Director (Manish Jakhalia) (The Company has no CEO,CFO and/or Managing Director)	<p> </p>
	Audit Committee Chairman (Manish Jakhalia)	<p> </p>