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## Important Communication to Members

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to kindly register their email addresses with us or the Registrar and Share Transfer Agents.

<b>Board of Directors</b>	Mr. Govind Patodia	( Director)
	Mr. Chandrakant D. Patil	(Director)
	Mr. Kamal Poddar	(Non-Executive and Nominee Director)
	Mr. Hasmukh Mehta	(Independent and Non-Executive Director)
	Mr. Anil N. Nairi	(Independent and Non-Executive Director)
	Mr. Sanwormal Jangid	(Independent and Non-Executive Director)

<b>Bankers</b>	Rameshwar Co-Op Bank Ltd Axis Bank Limited
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<b>Auditors</b>	M/s A. P. Sanzgiri & Co. Chartered Accountants 21/167, Anand Nagar Om Co-operative Hsg Society, Nehru Road Santacruz (East), Mumbai – 400055
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<b>Share Transfer Agent</b>	<b>Link Intime India Pvt. Ltd.</b> C-13, Pannalal Silk Mill Compound, L.B.S. Marg, Bhandup West, Mumbai – 400 078 Ph. 2596 3838/Fax: 25946969 E-mail: Mumbai@linkintime.co.in
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<b>Registered Office</b>	202, Chartered House, Dr. C.H. Street, Marine Lines, Mumbai - 400 002 Ph. 4355 2100 /Fax: 2206 8600 Email id:zenuinfotec@yahoo.com
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# Zenu Infotec Limited

Regd. Office: 202, Chartered House, Dr. C. H. Street, Marine Lines, Mumbai- 400002

## NOTICE

Notice is hereby given that the 19<sup>th</sup> Annual General Meeting of the members of the Company will be held at Kilachand Conference Room ,India Merchant's Chamber, IMC Bldg, 2<sup>nd</sup> Floor, IMC Marg, Church gate, Mumbai- 400 020 on Monday, June 6, 2011 at 11 a.m. to transact the following Businesses:

### Ordinary Business:

1. To Consider and adopt the audited Balance Sheet as at March 31, 2011, the Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint Mr. Hasmukh Mehta as a Director, who retires by rotation under Article 142 & 144 of the Articles of Association of the Company and being eligible, offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** M/s A. P. Sanzgiri & Co., Chartered Accountants, be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors.”

### Special Business:

1. **To consider, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:**

“**RESOLVED THAT** subject to the approval of the Central Government pursuant to section 21 of the Companies Act, 1956, the name of the company be changed from Zenu Infotec Limited to Choice Infra Ventures Limited and that the name of Zenu Infotec Limited, wherever it appears in memorandum, articles, documents, contracts, etc., be substituted by the new name Choice Infra Ventures Limited in due course.”

**RESOLVED FURTHER THAT** CLAUSE I of the Memorandum of Association of the Company be and is hereby amended as follows:

“I. The name of the company is Choice Infra Ventures Limited.”.

“**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized to all such acts and things and file all necessary documents and other records as may be necessary with the respective Authorities”.

2. **To consider, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

“**RESOLVED THAT** Clause V of the Memorandum of Association of the Company relating to the Authorized Capital of the Company be amended as follows:

The Authorized Share Capital of the Company is Rs. **16, 00, 00,000** (Rupees Sixteen crores only) divided into **1, 60, 00,000**(one crore sixty lakhs) equity shares of Rs. **10/-** (Rupees Ten) each, with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with the power to increase and reduce the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may determined by or in accordance with the Articles of Association of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, or provided by the Articles of Association for the time being”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard.”

**3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act 1956 (including statutory modification(s), amendments or re-enactment thereof for the time being in force) and in accordance with the enabling provisions in the Memorandum and Articles of Association of the company and the Listing Agreement entered into between the Company with the Stock Exchanges, the subsisting guidelines ,regulations, and clarifications issued by the Government of India / Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI) or any other relevant authority and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the company, consent of the company be and is hereby accorded to the Board of Directors of the company and / or a duly authorized committee thereof for the time being exercising the powers conferred by the Board of Directors (hereinafter referred to as “the Board”) in its absolute discretion, to offer /issue and allot not more than **1,00,00,000(one crore)** warrants, convertible, at the option of the warrant holders within an aggregate time period of 18 months from the date of allotment of the warrants into equity shares of Rs 10 each, at the price as determined in accordance with the SEBI ( Issue of Capital and Disclosure Requirements) Regulations,2009 to the promoters of the company & others as per the list mentioned in the explanatory statement attached to the notice convening this meeting, on a preferential basis, as the Board may in its absolute discretion decide, in one or more tranches and on such terms and conditions, as the Board considers fit, subject to the following:

- (i) The warrants and the equity shares to be offered and allotted upon conversion shall be subject to the provisions of the Memorandum and Articles of Association of the Company in all respects.
- (ii) The relevant date for calculating the price for issue and allotment of the above warrants is May 7, 2011.
- (iii) The equity shares to be allotted upon conversion of the warrants shall rank pari passu with the existing equity shares of the company in all respects.
- (iv) The allotment of these warrants is subject to the condition that no conversion of warrants issued under the sanction of this resolution shall be admissible after a period of 18 months from the date of allotment.
- (v) An amount not less than **25%** of the price fixed in relation to each of the warrant shall be paid up front by the person to whom the allotment is being made, at the time of allotment of the

warrant and the same shall be adjusted against the price payable for the subsequent allotment of equity shares against the warrants. Further, in the event the option of conversion of warrant into equity share is not exercised by the warrant holder, in terms of this resolution the upfront payment of **25%** shall stand forfeited.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board / committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer/issue, allotment and utilization of the proceeds.

FURTHER RESOLVED THAT the Board is hereby authorized to accept such terms and conditions as the Government of India, SEBI, The Reserve Bank of India, Financial Institutions and / or Stock Exchanges may stipulate in that behalf.

FURTHER RESOLVED THAT the Board is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director or Directors or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.”

**4. To consider, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

“RESOLVED THAT Mr. Govind Patodia , who was appointed as an Additional Director of the Company with effect from May 7,2011, by the Board of Directors of the Company and who holds office up to the date of the forthcoming Annual General meeting of the Company under section 260 of the Companies Act 1956 and who being eligible for appointment and in respect of whom the company has received a notice in writing under section 257 of the Companies Act 1956 from a member proposing his candidature, for the office of Director of the Company, be and is hereby appointed as Director liable to retire by rotation.”

**5. To consider, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

“RESOLVED THAT Mr.Sanwarmal Jangid, who was appointed as an Additional Director of the Company with effect from May 7,2011, by the Board of Directors of the Company and who holds office up to the date of the forthcoming Annual General meeting of the Company under section 260 of the Companies Act 1956 and who being eligible for appointment and in respect of whom the company has received a notice in writing under section 257 of the Companies Act 1956 from a member proposing his candidature, for the office of Director of the Company, be and is hereby appointed as Director liable to retire by rotation.”

**6. To consider, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

“RESOLVED THAT Mr. Chandrakant D. Patil, who was appointed as an Additional Director of the Company with effect from May 7,2011, by the Board of Directors of the Company and who holds office up to the date of the forthcoming Annual General meeting of the Company under section 260 of the Companies Act 1956 and who being eligible for appointment and in respect of whom the company has received a notice in writing under section 257 of the Companies Act 1956 from a member proposing his candidature, for the office of Director of the Company, be and is hereby appointed as Director liable to retire by rotation.”

**7. To consider, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

“RESOLVED THAT Mr. Anil N Nairi, who was appointed as an Additional Director of the Company with effect from May 7,2011, by the Board of Directors of the Company and who holds office up to the date of the forthcoming Annual General meeting of the Company under section 260 of the Companies Act 1956 and who being eligible for appointment and in respect of whom the company has received a notice in writing under section 257 of the Companies Act 1956 from a member proposing his candidature, for the office of Director of the Company, be and is hereby appointed as Director liable to retire by rotation.”

**On behalf of the Board of Directors**

**Sd/-  
Govind Patodia  
Director**

**Mumbai, May 7, 2011**

Registered Office:  
202, Chartered House,  
Dr. C. H. Street,  
Marine Lines,  
Mumbai – 400 002  
email id: zenuinfotec@yahoo.com

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND 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 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business as set above to be transacted at the Meeting is annexed hereto and forms part of this Notice.
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The transfer Register and the Register of Members shall remain closed from June 3,2011 to June 6,2011 (both days inclusive)
5. All members are requested to intimate changes, if any, in their registered address, immediately to the Registrar & Transfer Agents, Link Intime India Private Limited. or to their depository participants in case shares are held in depository form.

6. All documents referred to in the notice are open for inspection at the registered office of the companies during office hours.
7. As a measure to save the cost, copies, of the annual report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the annual report to the meeting.
8. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to send their queries at least seven days before the date of the Meeting of the company so that the information required may be made available at the meeting
9. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.
10. Pursuant to clause 49 of the Listing Agreement, the particulars of Directors seeking appointment/ reappointment at the meeting are annexed.
11. The Members desirous of obtaining any information / clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Meeting

### **Important Communication to Members**

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to kindly register their email addresses with us or the Registrar and Share Transfer Agents.



As per the requirement of Clause 49 of the listing agreement on Corporate Governance for seeking appointment of the Directors/ re-appointment of the retiring Directors of the forthcoming Annual General Meeting of the Company, a statement containing details of the concerned Directors is given below:

Name of Director	Hasmukh Mehta	Govind Patodia	Chandrakant D Patil	Sanwarmal Jangid	Anil N Nairi
Date of Birth	09-11-1958	08-11-1974	17-10-1949	19-09-1960	13.01.1965
Expertise in specific Functional Area	Tax Consultants	Finance	Real Estate Consultancy	Construction and Infrastructure	Construction and Infrastructure
Qualification	B.Com	CA	HSC.	B.Com	HSC
Details of shares held in the Company	Nil	Nil	Nil	Nil	Nil
Directorship in Public Limited Company	1	1	Nil	Nil	Nil
Chairmanship/ Membership of the Committees of other Public Limited Companies.	Nil	Nil	Nil	Nil	Nil

**EXPLANATORY STATEMENT  
(Pursuant to Section 173(2) of the Companies Act, 1956)**

**ITEM No. 1**

The Board has resolved to enter into the infrastructure business wherein the company is proposing to provide services from the earliest stages of pre – project development such as planning, surveying, designing and studying and evaluating all such steps, processes, techniques and methods for setting up of all types of Infrastructure and Real Estate Projects, facilities, works and to build, construct, finance, erect, install turn key projects in major and core infrastructure amenities including Railways, Highways, Bridges, Flyovers, Airports, etc. As the main object of the company is proposed to be changed and to reflect the true nature of the business the Board is proposing to change the name of the company from “Zenu Infotec Limited” to “Choice Infra Ventures Limited” or any other relevant name subject to the approval of the shareholders and other necessary authorities.



Consent of the members is being sought by a Special Resolution pursuant to the provisions of Section 21 and other applicable provisions of the Companies Act, 1956, for change of name of the company. The Special Resolution as set out at the Item No. 1 of the Notice, if passed will have the effect of allowing the Board to take the necessary as required for implementing this Resolution. The company is also in the process of changing in the main object of the company for which the resolution set out in Notice dated May 7, 2011 for approval of Members through postal ballot in terms of the provisions of the Companies (Passing of Resolution by Postal Ballot) Rules, 2001. (Separate notice has been dispatched to the members through ordinary post) and the result of the same will be declared on June 16, 2011.

The Board of Directors accordingly recommends the resolution as set out in the Notice for your approval.

None of the Directors is concerned or in any way interested in the proposed resolution.

### **ITEM No. 2**

It is proposed to issue **1,00, 00,000 (one crore)** warrants, convertible, at the option of the warrant holders within an aggregate time period of 18 months from the date of allotment of the warrants into 1,00,00,000 (one crore) equity shares of Rs. **10** each at the price as determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 to the promoters and others, on preferential basis. Thus, Clause V of the Memorandum of Association of the Company relating to the Authorized Capital is proposed to be increased from the present i.e. Rs. **6,00,00,000 (Rupees six crore only)** divided into **60,00,000 (sixty lakh)** equity shares of Rs. **10/-** (Rupees ten only) to Rs **16,00,00,000 (Rupees sixteen crore only)**/- divided into **1,60,00,000 (Rupees one crore sixty lakh only)** equity shares of Rs. **10/-** (Rupees ten) each.

Consent of the members is being sought by a Special Resolution pursuant to the provisions of the Companies Act, 1956, for increase in the Authorized Capital of the company. The Resolution as set out at the Item No. 2 of the Notice, if passed will have the effect of allowing the Board to take the necessary as required for implementing this Resolution.

The Board of Directors accordingly recommends the resolution as set out in the Notice for your approval.

None of the Directors is concerned or in any way interested in the proposed resolution.

### **ITEM No. 3**

It is proposed to offer, issue and allot not more than **1,00, 00,000 (one crore)** warrants, convertible, at the option of the warrant holders within an aggregate time period of 18 months from date of allotment of the warrants into **1,00, 00,000 (one crore)** equity shares of Rs. **10** each, at the price as determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, on a preferential basis, vide Resolution No. 3 of this Notice.

The information as required in terms of Clause 73 of the SEBI (Issue of Capital & Disclosure requirements) Regulations 2009 issued by the Securities and Exchange Board of India (SEBI) on preferential issues are as under.

**a) Reasons & Purpose of the issue:**

In view of the expansion programme of Company's business, your company is exploring various financing options. In the first instance, promoters have approached companies/individuals for investing in the project, by subscribing to warrants of the company by way of Preferential Allotment.

**b) Intention of the Promoters to subscribe to the equity shares:**

The intention and primary objective of the Promoters to invite subscription to the equity shares through this Preferential Issue is to make available scarce funds readily to finance the growth plans of the company.

There is no change in the control of the company subsequent to the issue of equity shares by way of preferential issue.

**c) Shareholding pattern before and after the issue:**

The information on shareholding pattern before and after the preferential issue is given hereunder.

CATEGORY	Pre-Issue		Post-Issue	
	No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
<b>1. Promoters Holding</b>				
A. Indian Promoters	1557850	30.38	5257850	34.76
B. Foreign Promoters	NIL	NIL	NIL	NIL
<b>SUB TOTAL</b>	<b>1557850</b>	<b>30.38</b>	<b>5257850</b>	<b>34.76</b>
<b>2. Non Promoters Holding</b>				
<b>A. Institutional Investors</b>				
a. Mutual Funds	NIL	NIL	NIL	NIL
b. Indian Financial Institutions / Banks	7000	0.14	7000	0.04
c. FIIs	NIL	NIL	NIL	NIL
d. Indian Bodies Corporate	669464	13.06	2769464	18.31
<b>B. Others</b>				
a. NRIs / OCB's	1028	0.02	1028	0.006
b. Indian Public	2860653	55.79	7060653	46.67
c. any other	31605	0.62	31605	0.21
<b>SUB TOTAL (A+B)</b>	<b>3569750</b>	<b>69.62</b>	<b>9869750</b>	<b>65.24</b>
<b>GRAND TOTAL</b>	<b>5127600</b>	<b>100</b>	<b>15127600</b>	<b>100</b>

**Note:** The above post issue pattern is based on the assumption of full subscription of the warrants and the subsequent allotment of Equity Shares on conversion of all issued warrants.

**d) Proposed time within which the allotment shall be completed:**

The allotment shall be completed within 15 days from the date of passing of the resolutions in the general meeting.

**e) Issue Price:** The price of the shares shall be fixed as on the relevant date as per the Issue of Capital and Disclosure Requirements, Regulations 2009 issued by the Securities and Exchange Board of India.

**f) Identity of the proposed allottees and percentage of pre and post preferential issue is as under:**

Name of the Proposed Allottee	Pre Issue		Further Allotment	Post Issue	
	No of Shares	%	No of Shares	No of Shares	%
<b>Promoter</b>					
Choice International Ltd	1557850	30.38	3700000	5257850	34.76
<b>Non Promoter</b>					
Azura Projects Pvt Ltd	Nil	Nil	1100000	1100000	7.27
Achala Electricals Pvt Ltd	Nil	Nil	1000000	1000000	6.61
VimleshKumar S Mehta	Nil	Nil	250000	250000	1.65
Santosh Mehta	Nil	Nil	250000	250000	1.65
Nakchhatra V Mehta	Nil	Nil	250000	250000	1.65
Varun Vimleshkumar Mehta	Nil	Nil	250000	250000	1.65
Omprakash S Ruia	Nil	Nil	250000	250000	1.65
Gopal Omprakash Ruia	Nil	Nil	250000	250000	1.65
Priti Gopal Ruia	Nil	Nil	250000	250000	1.65
Savitri Om Ruia	Nil	Nil	250000	250000	1.65
Shivkumar Dhanuka	Nil	Nil	150000	150000	0.99
LalitaDevi Jangid	Nil	Nil	150000	150000	0.99
Suresh K Bhageria	Nil	Nil	125000	125000	0.83
Rakesh N Bhageria	Nil	Nil	125000	125000	0.83
Deepak V Bhageria	Nil	Nil	125000	125000	0.83
Bhageria Vikas	Nil	Nil	125000	125000	0.83
Bharat Dhanuka	Nil	Nil	100000	100000	0.66
Atul Bhansali	Nil	Nil	100000	100000	0.66
Sunil Bagaria	Nil	Nil	100000	100000	0.66
Rajni Nayyar	Nil	Nil	100000	100000	0.66
Parmjit Singh Nayyar	Nil	Nil	100000	100000	0.66
Ashish Ramavtar Agarwal	Nil	Nil	100000	100000	0.66
Alok Khyalilal Parmar	Nil	Nil	100000	100000	0.66
Jayshri Anil Bhandari	Nil	Nil	100000	100000	0.66
Vivekanand Hanuman Prasad Bagadia	Nil	Nil	100000	100000	0.66
Dinesh Agrawal	Nil	Nil	100000	100000	0.66
Radhey Shyam Agrawal	Nil	Nil	100000	100000	0.66
Kusum Agrawal	Nil	Nil	100000	100000	0.66
Radhika Agrawal	Nil	Nil	100000	100000	0.66
Vandit Agrawal	Nil	Nil	100000	100000	0.66

**Note:** The above post issue pattern is based on the assumption of full subscription of the Warrants and the subsequent allotment of equity shares on conversion of all the issued warrants.

**g) Change in the control or composition of the Board,**

There will be no change in the control or composition of the Board after the preferential allotment

**h)** The issuer undertakes that it shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

i) It also undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked – in till the such amount is paid by the allottees.

Consent of the members is being sought by a Special Resolution pursuant to the provisions of Section 81 (1A) and other applicable provisions of the Companies Act, 1956, for preferential allotment of equity shares. The Special Resolution as set out at the Item No. 3 of the Notice, if passed will have the effect of allowing the Board to issue and allot shares to the persons on the terms and conditions as necessary for implementing this Resolution.

A certificate from the Auditors of the Company certifying that the proposed preferential issue conforms to the subsisting guidelines & regulations issued by the SEBI, will be available for inspection by the members of the Company during business hours i.e. from 10.00 A.M to 5.00 P.M on all working days at the Registered Office of the Company and also at the Meeting.

In terms of Section 173 of the Companies Act, 1956, Item No 3 mentioned in the Notice requires approval of the Members by way of a Special Resolution.

The Board of Directors accordingly recommends the resolutions as set out at Item Nos. 3

None of the Directors is interested or concerned in all above items numbers except to the extent of shares that may be allotted to them under the preferential issue.

#### **ITEM No. 4**

Mr. Govind Patodia was appointed as an Additional Director of the Company on May 7, 2011 at the meeting of the Board of Directors of the Company. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Patodia holds office upto the date of forthcoming Annual General Meeting. The Company has received notice in writing under Section 257 of the Companies Act, 1956, along with a requisite deposit, proposing his candidature for the office of Director liable to retire by rotation.

A Chartered Accountant with over ten years of experience, Mr. Patodia has expertise in the infrastructure industry as well as the commodity markets. He has lent invaluable inputs with respect to timely implementation and cost control of infrastructure projects. He has successfully handled equity funding by way of IPO and private placement for many companies.

Mr. Patodia is holding Directorship in Choice Merchandise Broking Private Limited.

With joining of Mr. Patodia as Director, the Company would be benefited from his experience and expertise in the area of financial advisor to the infrastructure projects.

Mr. Patodia does not hold any shares in the Company. None of the Directors of the Company except Mr. Patodia is in any way concerned or interested in this Resolution.

The Board of Directors of your Company is of the opinion that his appointment would be beneficial to the Company and hence recommended the Resolution at item no.4

## **ITEM No. 5**

Mr. Sanwarmal Jangid was appointed as an Additional Director of the Company on May 7, 2011 at the meeting of the Board of Directors of the Company. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Patodia holds office upto the date of forthcoming Annual General Meeting. The Company has received notice in writing under Section 257 of the Companies Act, 1956, along with a requisite deposit, proposing his candidature for the office of Director liable to retire by rotation.

Mr. Jangid has a rich experience of over 25 years in the construction and infrastructure industry. He has been the sole contributor towards the successful execution of many key projects at Thakur Complex and Thakur Village in Mumbai, prominent among them being such landmarks as Thakur Cinema, Thakur Polytechnic, Thakur Engineering College, Thakur Commercial mall, and many more.

Mr. Jangid is Managing Director of Manbhari Constructions Private Limited.

With joining of Mr. Jangid as Director, the Company would be benefited from her experience and expertise in the area of execution of the turn key projects which are proposed to be undertaken.

Mr. Jangid does not hold any shares in the Company. None of the Directors of the Company except Mr. Jangid is in any way concerned or interested in this Resolution.

The Board of Directors of your Company is of the opinion that her appointment would be beneficial to the Company and hence recommended the Resolution at item no.5

## **ITEM No. 6**

Mr. Chandrakant D. Patil was appointed as an Additional Director of the Company on May 7, 2011 at the meeting of the Board of Directors of the Company. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Patodia holds office upto the date of forthcoming Annual General Meeting. The Company has received notice in writing under Section 257 of the Companies Act, 1956, along with a requisite deposit, proposing his candidature for the office of Director liable to retire by rotation.

Mr. Patil has vast experience in the field of construction and real estate consultancy. He is currently involved in the execution of number key projects in Thane and Sindhudurg district of Maharashtra.

With joining of Mr. Patil as Director, the Company would be benefited from her experience and expertise in the field of consultancy related to real estate projects and their viability.

Mr. Patil does not hold any shares in the Company. None of the Directors of the Company except Mr. Patil is in any way concerned or interested in this Resolution.

The Board of Directors of your Company is of the opinion that her appointment would be beneficial to the Company and hence recommended the Resolution at item no.6

## **ITEM No. 7**

Mr. Anil N Nairi was appointed as an Additional Director of the Company on May 7, 2011 at the meeting of the Board of Directors of the Company. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Patodia holds office upto the date of forthcoming Annual General Meeting. The Company has received notice in writing under Section 257 of the Companies Act, 1956, along with a requisite deposit, proposing his candidature for the office of Director liable to retire by rotation.

Mr. Nairi, Partner at Balaji Infrastructure, has over twenty years of experience in the field of construction. He has executed many projects in Mumbai, the major ones been Saikrupa and Konkanputra in thane and in Konkan Area's and also currently executing projects like Happy homes, in Mumbai.

With joining of Mr. Nairi as Director, the Company would be benefited from her experience and expertise in the field of commercial and residential projects.

Mr.Nairi does not hold any shares in the Company. None of the Directors of the Company except Mr. Nairi is in any way concerned or interested in this Resolution.

The Board of Directors of your Company is of the opinion that her appointment would be beneficial to the Company and hence recommended the Resolution at item no.7

**On behalf of the Board of Directors**

**Sd/-**

**Govind Patodia**

**Director**

**Mumbai, May 7, 2011**

Registered Office:

202, Chartered House,

Dr. C.H.Street,

Marine Lines,

Mumbai – 400 002

Email id: zenuinfotec@yahoo.com

# DIRECTOR'S REPORT

## To the Members of Zenu Infotec Limited

The Directors have the pleasure in presenting the Nineteenth Annual Report on the business and operations of the Company together with the audited statement of accounts for the year ended March 31, 2011

### Performance of the Company

(Rs in Lakhs)

Particulars	Year Ended as on 31.03.2011	Year Ended as on 31.03.2010
Total Income	33.25	27.11
Total Expenditure	28.40	19.85
Profit Before Tax	4.85	7.26
Provision for Tax	1.06	2.25
<b>Profit After Tax</b>	<b>3.80</b>	<b>5.32</b>
Add: Surplus brought forward during the year	23.19	17.88
<b>Profit available for Appropriations</b>	<b>26.99</b>	<b>23.20</b>
Appropriations:	Nil	Nil
<b>Surplus carried forward</b>	<b>26.99</b>	<b>23.20</b>

### Results of Operations:

Fiscal 2011 was a year of new explorations for us. The global economic climate posed several challenges, but we made the best use of our resources and abilities for growth. The overall performance for the year spelled growth, both for us and for our clients. The revenues of the company have registered a growth at 22.51% higher as compared to previous year. Your company has entered into a new business segment namely 'Real Estate' which has contributed nearly 61.04% of the total revenues.

### Deferred Tax

In terms of Accounting Standard on 'Accounting for Taxes on Income' (AS -22) a sum of Rs 0.27 lakhs has been credited to the Profit & Loss Account being Deferred Tax Asset for the year under review.

### Dividend

In order to conserve the resources, Your Directors did not recommend dividend for the year ended March 31, 2011.



## Management Discussion and Analysis

*Statements made in this Management Discussion and Analysis contain certain forward looking statements based on various assumptions on the Company's present and future business strategies and the environment in which it operates. Actual results may vary significantly from the forward looking statements contained in this document due to various risks and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India, new government regulations and policies that may impact the Company's business as well as its ability to implement the strategy. The information contained herein is as of the date referred and the Company does not undertake any obligation to update these statements.*

### A. Industry structure and developments

The overall growth of Gross Domestic Product (GDP) at factor cost at constant prices of Indian Economy, as per Advance Estimates, was 8.6 per cent in 2010-11 representing an increase from the revised growth of 8.0 per cent during 2009-10, according to the Advance Estimate (AE) of Central Statistics Office (CSO).

Changing economic and business conditions and rapid technological innovation are creating an increasingly competitive market environment that is driving corporations to transform their operations. Consumers of products and services are increasingly demanding accelerated delivery times and lower prices.

The role of technology has evolved from supporting corporations to transforming them. There is an increasing need for highly skilled technology professionals in the markets in which we operate. At the same time, corporations are reluctant to expand their internal IT departments and increase costs. Infrastructure development, especially in emerging and middle-income economies, has become a prominent development issue, to the point where the current lack of infrastructure worldwide is a primary roadblock to further economic growth. Without sufficient power, water and transportation infrastructure, a host of interrelated issues arise.

There are two sides to the financial equation that governs infrastructure development. On the one hand are the infrastructure providers, which include power and water utilities, ports and airport operators, and authorities responsible for roads and railroads. Infrastructure providers typically invest substantial amounts of capital up-front in various infrastructure projects and then receive a return on their investment over a protracted period of time. Government infrastructure operators typically make investment and recoup their investments by other means, including higher tax revenues generated by the economic growth that sound infrastructure supports.

On the other hand there are the builders. The builders represent various types of market participants that together constitute the entire chain of project development, starting with engineering companies and ending with producers of key raw materials. The builders are the beneficiaries of the “up-front” spend on an infrastructure project and have little ongoing financial participation in the project, except as it pertains to maintenance

The output of India's six core infrastructure industries, which account for 26.68 per cent of the country's total industrial output, grew by 7.1 per cent year-on-year (y-o-y) in January 2011, on account of healthy production of crude oil, petroleum refinery products and electricity, according to the data released by the

Ministry of Finance , Department of Economic Affairs. A number of initiatives were taken in the course of the Eleventh Plan to accelerate the pace of investment in infrastructure. In particular, the government has taken several initiatives for standardizing the documents and processes for structuring and award of PPP projects in a transparent and competitive manner.

The government increased the allocation for infrastructure spending during 2011-12 by 23.3 percent to Rs 2.14 lakh crore in the Union Budget 2011-12. The increase in budgetary allocation for various infrastructure building activities will provide numerous order booking opportunities for the companies. At the same time, the move to boost funding avenues for infrastructure companies through the introduction of various financing schemes will help companies in the speedy and timely execution of infrastructure projects.

The continued thrust on infrastructure creation in the Union Budget 2011-12 is expected to ensure a steady stream of order inflows for construction companies. The Industry is expected to report a healthy growth in the coming years as well. Greater emphasis on timely execution of infrastructure projects and robust order books of companies will help the industry to continue the growth trajectory. During 2011-12 and 2012-13, the industry sales are expected to be 22.1% and 20.2 %, respectively

### **Outlook**

Overall, the outlook for the Engineering and Construction business remains good owing to a robust order book. The Governments commitment to revitalize the economic scenario through investment in infrastructure provides immense scope and opportunities to the business.

Looking at the enormous business potential in the infrastructure, real estate and construction industry the Board of Directors have come up with a proposal to enter into this market. The company has already made an entry into the real estate market in the fiscal 2010-11 and has been able to achieve good profit margins on the same. Thus, the Board has proposed to change the business activity from information technology and IT enabled services to infrastructure and allied services.

The Board of Directors has put the resolution for the change in the main activity for approval of the shareholders through postal ballot notice dated May 7, 2011. Further to reflect the true nature of business, the Board has decided to change the name of the company from **“ZENU INFOTEC LIMITED”** to **“CHOICE INFRA VENTURES LIMITED”**.

The Board has also inducted new Directors having expertise in the field of this business segment. Further the company has proposed to issue warrants convertible into equity shares to meet the financing needs of the long term projects and working capital requirements of the business. The details of all the above proposed plans have been laid in the Notice of Annual General Meeting for your approval.

### **Key Risks and its Management**

The goal of Risk management is to improve the quality and consistency of the Company's earnings from the financing business and to minimize losses. This is achieved by identifying risk and controlling it at the earliest

### **Internal Controls and their Adequacy**

Your Company has adequate internal control systems for business processes across various profit and cost centers, with regard to efficiency of operations, financial reporting, compliance with applicable laws and regulations etc.

Clearly defined roles and responsibilities for all managerial positions have been institutionalized. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements.

The Management Information System (MIS) is the backbone of your Company's control mechanism. All operating parameters are monitored and controlled regularly. Any material change in the business outlook is reported to the Board of Directors. Material deviations from the annual planning and budgeting, if any, are reported on a quarterly basis to the Board of Directors. An effective budgetary control on all capital expenditure ensures that actual spending is in line with the capital budget.

## **Human Resources**

Your Company believes that its human resources are its greatest wealth. This intellectual resource is integral to the Company's ongoing operations and enables the Company to deliver superior performance year after year. Therefore, it is the endeavour of your Company to nurture and develop this wealth.

## **Corporate Social Responsibility**

An Internal Environment Policy was finalized by Zenu Infotec Limited with a view to monitoring and minimizing the carbon footprint through resource efficiency and conservation.

## **Directors**

Following are the changes in the Directorate of the company:-

Mr. Devendra Deshmukh, Mr. Ashish Gupta, Mr. Amol Pande, Mr. Hasmukh Mehta and Mr. Anil Goyal were appointed as Directors of the Company at the 18<sup>th</sup> Annual General Meeting of the Company held on September 30, 2010.

Mr. Kan Singh was appointed as the Additional Director of the Company at the Board Meeting held on December 31, 2010

Mr. Padamchand Dhoot and Mr. Pankaj Dhoot have resigned from the Board w.e.f. December 31, 2010. The Board places on record its sincere appreciation of the valuable services rendered by them during their tenure.

Mr. Hasmukh Mehta retires by rotation and being eligible, offers for re-appointment. Pursuant to clause 49(g) (1) of the Listing Agreement with the Stock Exchanges, brief resume of the Directors being reappointed has been provided in the Notice convening the Annual General Meeting.

Mr. Govind Patodia, Mr. Sanwarmal Jangid, Mr. Chandrakant D Patil, Mr. Anil N Nairi were appointed as Additional Directors of the Company at the Board Meeting held on May 7, 2011, holds office till the ensuing Annual General Meeting and being eligible, offers themselves for appointment at the ensuing Annual General Meeting.

Resolutions seeking your approval for the appointment of Mr. Govind Patodia, Mr. Sanwarmal Jangid, Mr. Chandrakant D Patil, Mr. Anil N Nairi have been incorporated in the Notice of the forthcoming Annual General Meeting along with brief about them.

## **Appointment of Compliance Officer**

Mr. Chandrakant D. Patil was appointed as the Compliance Officer of the Company with effect from May 7, 2011

## **Directors' Responsibility Statement**

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

- I. In the preparation of the annual accounts for the financial year ended March 31, 2011, the applicable accounting standards have been followed and that there are no material departures from the same;
- ii. The Directors have been 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 as at March 31, 2011, and of profit of the Company for the said period.
- iii. The Directors have taken proper and sufficient care to the best of their knowledge and ability 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 detecting fraud and other irregularities; and
- iv. The Directors have prepared the accounts for the financial year ended March 31, 2011 on a 'going concern' basis.

## **Auditors**

The auditors, M/s A. P. Sanzgiri & Co, Chartered Accountants, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

The company has received letters from all of them to the effect their reappointed, if made, would be within the prescribed limits under Section 224(IB) of the Companies Act, 1956 and that they are not disqualified for reappointment within the meaning of Section 226 of the Said Act.

## **Auditors' Report**

The Auditors Report to the shareholders does not contain any qualifications hence does not require any comments on the same. A company, whose securities are listed on the Stock Exchanges, is compulsorily required to follow the accounting standards prescribed by the Institute of Chartered Accountants of India.

## **Listing of Shares**

The Equity Shares of your Company are listed on the Bombay Stock Exchange Limited.

## **Public Deposits**

During 2010-11, Your Company has not accepted any deposits from the public within meaning of Section 58A of the Companies Act, 1956.

## **Particulars of Employees**

There were no employees drawing remuneration more than prescribed under Section 217(2A) of the Companies Act, 1956.

## **Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo**

In view of the nature of activities which are being carried on by the company, Rules 2A and 2B of the companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 concerning conservation of energy and technology absorption respectively are not applicable to the company.

Further, there were no foreign exchange earnings or outgo during the year under review.

## **Corporate Governance**

Your Company has complied with the requirements of Clause 49 of the Listing Agreement regarding Corporate Governance. A report on the corporate governance practices, the Auditors' Certificate on compliance of mandatory requirements thereof and Management Discussion and Analysis are given as an annexure to this report.

We have documented our internal policies on corporate governance. In line with the committee's recommendations, the Management's discussion and analysis of the financial position of the Company is provided in this Annual Report.

## **Acknowledgement**

Your Directors would like to express their appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors, members and other stakeholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the employees of the Company. We look forward to continued support of all these partners in progress.

## **For and On behalf of the Board of Directors**

**Sd/-**

**Govind Patodia**

Director

Mumbai, May 7, 2011

## **Certificate on Compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement**

To  
The Members of Zenu Infotec Limited

We have examined the compliance of conditions of Corporate Governance by Zenu Infotec Limited for the year ended 31 March 2011, as stipulated in clause 49 of the listing agreement of the said company with the stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that further compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For **A.P.Sanzgiri & Co**  
Chartered Accountants  
F.R.No. 116293W

Sd/-  
**Satish Kumar Gupta**  
Partner  
Membership No. 101134

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## **Certificate by the Chief Executive Officer on Code of Conduct**

To  
The Members of Zenu Infotec Limited

I, Govind Patodia, Director of the Company declare that all Board Members and Senior Management of the Company have affirmed the compliance of the code of conduct.

For **Zenu Infotec Limited**

Sd/-  
**Govind Patodia**  
Director  
Mumbai, May 7, 2011



## CORPORATE GOVERNANCE

### **Our Governance Philosophy:**

Corporate Governance is not merely compliance – it involves leveraging the Company's resources and aligning its activities to consumer needs shareholder benefits and employee growth, thereby delighting all its stakeholders while minimizing risk.

The Company believes that to succeed, an organization must maintain global standards of corporate conduct towards all its stakeholders. The Company believes that it is rewarding to be better managed and governed and to identify and align its activities with the national interest. To that end, we as a Company have always focused on good corporate governance a key driver of sustainable corporate growth and long-term value creation.

### **Board of Directors:**

- 1) The Company has a Non - Executive Chairman and the Board reviews and approves strategy and oversees the action and results of management to ensure that the long term objectives of enhancing stakeholder value are met.
- 2) “Independent Directors”, i.e. Directors who apart from receiving Directors' remuneration, do not have any other material pecuniary relationship or transactions with the Company, its promoters, its management or its subsidiaries, which, in the judgment of the Board, may affect the independence of the Director, are having strength of more than 50% of the total number of Directors.
- 3) **About the Directors:**
  - a) **CA Govind Patodia:** A Chartered Accountant with over ten years of experience, Mr. Patodia has expertise in the infrastructure industry as well as the commodity markets. He has lent invaluable inputs with respect to timely implementation and cost control of infrastructure projects. He has successfully handled equity funding by way of IPO and private placement for many companies.
  - b) **CA Kamal Poddar:** A Chartered Accountant by profession, Mr. Kamal Poddar has an experience of over 10 years in various sectors such as financial services, real estate and strategic planning and Capital Markets etc. He is one of the main thinking heads of the “Choice” Group. He has spearheaded Choice International Ltd, the parent company, to newer heights with his vision, plan and hard-work
  - c) **Mr. Chandrakant D. Patil:** Mr. Patil has vast experience in the field of construction. He is executing a number of projects in Thane and Sindhudurg district of Maharashtra.
  - d) **Mr. Hashmukh Mehta:** Mr. Hashmukh Mehta brings over extensive experience of 25 decades in the field of indirect taxation viz. Sales, service tax and is rendering his expert consultancy services to various industries and sectors including large corporate houses.



e) **Mr. Anil N Nairi:** Mr. Nairi, Partner at Balaji Infrastructure, has over twenty years of experience in the field of construction. He has executed many projects in Mumbai, the major ones been Saikrupa and Konkanputra in thane and in Konkan Area's and also currently executing projects like Happy homes, in Mumbai.

f) **Mr. Sanwarmal Jangid:** Mr. Jangid has a rich experience of over 25 years in the construction and infrastructure industry. He has been the sole contributor towards the successful execution of many key projects at Thakur Complex and Thakur Village at Kandivali, Mumbai, prominent among them being such landmarks as Thakur Cinema, Thakur Polytechnic, Thakur Engineering College, Thakur Commercial mall, and many more.

4) The Composition and Categories of Directors for the period April 1, 2010 to May 7,2011 is as follows:

Name	Category
Mr. Kamal Poddar	Nominee Director
Mr. Padamchand Bhanwarlal Dhoot**	Chairman & Managing Director
Mr. Pankaj Padamchand Dhoot**	Executive Director
Mr. Rameshwar Prasad Modi*	Non Executive and Independent
Mr. Ramawatar Singh Shekhawat*	Non Executive and Independent
Mr. Devendra Deshmukh <sup>2</sup>	Non Executive and Independent
Mr. Ashish Gupta <sup>2</sup>	Non Executive and Independent
Mr. Amol Pande <sup>2</sup>	Non Executive and Independent
Mr. Hasmukh Mehta	Non Executive and Independent
Mr. Anil Goyal <sup>2</sup>	Non Executive and Independent
Mr. Kan Singh <sup>1</sup>	Executive and Non Independent
Mr. Govind Patodia <sup>3</sup>	Executive and Non Independent
Mr. Chandrakant D. Patil <sup>3</sup>	Executive and Non Independent
Mr. Anil N Nairi <sup>3</sup>	Non Executive and Independent
Mr. Sanwarmal Jangid <sup>3</sup>	Non Executive and Independent

\* Mr. Rameshwar Modi and Mr. Ramawatar Shekhawat have resigned from the Board with effect from April 15, 2010.

\*\* Mr. Padamchand Dhoot and Mr. Pankaj Dhoot have resigned from the Board with effect from December 31, 2010.

1. Mr. Kan Singh had been appointed as an Additional Director with effect from December 31, 2010 and has resigned from the Board w.e.f. May 7, 2011.
2. Mr. Devendra Deshmukh, Mr. Ashish Gupta, Mr. Amol Pande and Mr. Anil Goyal resigned from the Board w.e.f. May 7, 2011.
3. Mr. Govind Patodia, Mr. Chandrakant D. Patil, Mr. Anil N Nairi and Mr. Sanwarmal Jangid have been appointed as Additional Director w.e.f. May 7, 2011

- 5) During the year under review, the Board of Directors of the Company met Seven times and the period between any of the two meetings did not exceed three months. The dates for the Board Meeting held during the each quarter are as follows:

No.	Date of Meeting	For the Quarter
1.	April 15,2010	April to June
2	May 15,2010	April to June
2.	August 14,2011	July to September
3.	September 2,2010	July to September
4.	November 13,2010	October to December
5.	December 31,2010	October to December
6.	February 14,2011	January to March

As required under Annexure I to Clause 49 of the Listing Agreement with the Stock Exchanges, all the necessary information was placed before the Board from time to time.

The attendance of each Director at the Board Meetings and the last Annual General Meeting:

Name of the Director	No of the Board Meetings		Attendance at Last AGM
	Held	Attended	
Mr. Kamal Poddar	7	7	Yes
Mr. Padamchand Bhanwarlal Dhoot**	7	6	Yes
Mr. Pankaj Padamchand Dhoot**	7	6	Yes
Mr. Rameshwar Prasad Modi*	7	1	No
Mr. Ramawatar Singh Shekhawat*	7	1	No
Mr. Devendra Deshmukh <sup>2</sup>	7	5	Yes
Mr. Ashish Gupta <sup>2</sup>	7	4	Yes
Mr. Amol Pande <sup>2</sup>	7	4	Yes
Mr. Hasmukh Mehta	7	7	Yes
Mr. Anil Goyal <sup>2</sup>	7	5	Yes
Mr. Kan Singh <sup>1</sup>	7	2	No

\* Mr. Rameshwar Modi and Mr. Ramawatar Shekhawat have resigned from the Board with effect from April 15, 2010.

\*\* Mr. Padamchand Dhoot and Mr. Pankaj Dhoot have resigned from the Board with effect from December 31, 2010.

1. Mr. Kan Singh had been appointed as an Additional Director with effect from December 31, 2010 and has resigned from the Board w.e.f. May 7, 2011.
2. Mr. Devendra Deshmukh, Mr. Ashish Gupta, Mr. Amol Pande and Mr. Anil Goyal resigned from the Board w.e.f. May 7, 2011.

None of the Directors of the Board serve as members of more than 10 Committees nor are they Chairman of more than 5 Committees, as per the requirements of the Listing Agreement, 'Committees' for this purpose include the Audit Committee and the Shareholders'/Investor Grievance Committee under the said Clause 49 of the Listing

Agreement. The Details of the committee memberships of the Board of Director are given below:

Name of the Director	No. of Outside Directorships held	*Number of Committee Memberships	*Number of Committees in which Chairperson
Mr. Kamal Poddar	8	1	1
Mr. Padamchand Bhanwarlal Dhoot**	1	3	-
Mr. Pankaj Padamchand Dhoot**	2	3	1
Mr. Rameshwar Prasad Modi*	3	3	1
Mr. Ramawatar Singh Shekhawat*	1	-	1
Mr. Devendra Deshmukh <sup>2</sup>	1	-	-
Mr. Ashish Gupta <sup>2</sup>	1	-	-
Mr. Amol Pande <sup>2</sup>	1	-	-
Mr. Hasmukh Mehta	1	-	-
Mr. Anil Goyal <sup>2</sup>	-	-	-
Mr. Kan Singh <sup>1</sup>	-	-	-
Mr. Govind Patodia <sup>3</sup>	1	-	-
Mr. Chandrakant D. Patil <sup>3</sup>	-	-	-
Mr. Anil N Nairi <sup>3</sup>	-	-	-
Mr. Sanwarmal Jangid <sup>3</sup>	-	-	-

Subsidiary companies, private companies, foreign companies and companies under section 25 of the Companies Act, 1956 are excluded for the above purposes.

\* Mr. Rameshwar Modi and Mr. Ramawatar Shekhawat have resigned from the Board with effect from April 15, 2010.

\*\* Mr. Padamchand Dhoot and Mr. Pankaj Dhoot have resigned from the Board with effect from December 31, 2010.

1. Mr. Kan Singh had been appointed as an Additional Director with effect from December 31, 2010 and has resigned from the Board w.e.f. May 7, 2011.
2. Mr. Devendra Deshmukh, Mr. Ashish Gupta, Mr. Amol Pande and Mr. Anil Goyal resigned from the Board w.e.f. May 7, 2011.
3. Mr. Govind Patodia, Mr. Chandrakant D. Patil, Mr. Anil N Nairi and Mr. Sanwarmal Jangid have been appointed as Additional Director w.e.f. May 7, 2011

7) The Company has adopted a Code of Conduct for its Executive and Non Executive Directors and all Non-Executive Directors have affirmed compliance with the said code. All the Senior Management of the Company has affirmed compliance with the Zenu Code of Conduct. The Annual Report of the Company contains a Certificate duly signed by the Chief Executive Officer in this regard.

8) The details of Directors seeking appointment have been attached along with the Notice of the Annual General Meeting.

9) Other than transactions entered into in the normal course of business, the Company has not entered into any materially related party transactions during the year, which do not have a potential conflict of interest between the Company and its Promoters, Directors, Management and/or relatives

10)The Company has a well defined risk management framework in place. The risk Management framework adopted by the Company is discussed in the Management Discussion and Analysis chapter of this Annual Report. The Board assesses the risk and the procedures being followed by the Company and steps taken by it to mitigate these risks.

## **Board Committees**

Your Company has three major Board level Committees:

- Audit Committee
- Remuneration Committee
- Shareholders/Investor Grievance Committee

All the decisions pertaining to the constitution of the Committees, appointment of members and fixing of terms of reference for the Committee is taken by the Board of Directors. Details on the role and composition of these Committees are provided below:

### **a) Audit Committee**

The Audit Committee was constituted by the Board of Directors of the company, in accordance with Section 292A of the Companies Act, 1956. The Audit Committee had been reconstituted by the Board of Directors of the company at the meeting held on April 15, 2010. The committee was further reconstituted at the Board of Directors meeting held on May 7, 2011. As on date the committee comprises of three members, of whom two are non executive and independent Directors. The composition as on date is Mr. Hasmukh Mehta (Chairman), Mr. Kamal Poddar (Member) and Mr. Sanwarmal Jangid (Member). The quorum of an audit committee meeting is two members personally present.

All the members of the committee have financial knowledge within the meaning of the explanation to clause 49(II) (A) of the Listing Agreement. The terms of reference of the Audit Committee are in accordance with those specified in Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.

The Committee had 5 meetings during the period May 15, 2010, August 14, 2010, September 2, 2010 , November 13, 2010 and February 14, 2011.

The attendance of the committee members for the meeting held during the year are as follows:

Name of the Committee Member	No of Committee Meetings	
	Held	Attended
Mr. Kamal Poddar	5	5
Mr. Rameshwar Prasad Modi*	5	1
Mr. Pankaj Padamchand Dhoot	5	1
Mr. Ramawatar Singh Shekhawat*	5	1
Mr. Hasmukh Mehta*	5	5
Mr. Devendra Deshmukh**	5	5
Mr. Sanwarmal Jangid**	5	-

\* Mr. Rameshwar Modi and Mr. Ramawatar Shekhawat have resigned from the Board with effect from April 15, 2010 and Mr. Hasmukh Mehta had been appointed as a Director on April 15, 2010.

\*\* Mr. Sanwarmal Jangid has been appointed as an Additional Director w.e.f May 7, 2011 and Mr. Devendra Deshmukh has resigned from Directorship w.e.f May 7, 2011.

### b) Remuneration Committee

Remuneration Committee was constituted to recommend / review the remuneration package of the Managing / Executive Directors. As required under clause 49 of the Listing Agreement, the Remuneration Committee had been reconstituted by the Board of Directors of the company at the meeting held on April 15, 2010. The committee was further reconstituted at the Board of Directors meeting held on May 7, 2011. As on date the committee comprises of three members, of whom two are non executive and independent Directors. The composition as on date is Mr. Hasmukh Mehta (Chairman), Mr. Kamal Poddar (Member) and Mr. Sanwarmal Jangid (Member).

The details of the remuneration paid to executive directors are disclosed in the related party transactions in the notes to accounts section of the report. However, there is no sitting fees paid to Non-Executive Directors for attending Board and Committee Meetings.

The details of the shares held by the Non – Executive Directors are given below:

Name of the Director	No of Shares Held
Mr. Kamal Poddar	Nil
Mr. Hasmukh Mehta	57000
Mr. Anil Goyal	434500
Mr. Devendra Deshmukh	Nil
Mr. Ashish Gupta	Nil
Mr. Amol Pande	Nil
Mr. Anil N Nairi	Nil
Mr. Sanwarmal Jangid	Nil

During the financial year 2010-11, One Meeting was held on September 2, 2010

## Attendance

Name of the Committee Member	No of Committee Meetings	
	Held	Attended
Mr. Kamal Poddar	1	1
Mr. Rameshwar Prasad Modi*	1	-
Mr. Pankaj Padamchand Dhoot	1	-
Mr. Ramawatar Singh Shekhawat*	1	-
Mr. Hasmukh Mehta*	1	1
Mr. Devendra Deshmukh**	1	1
Mr. Sanwarmal Jangid**	1	-

\* Mr. Rameshwar Modi and Mr. Ramawatar Shekhawat have resigned from the Board with effect from April 15, 2010 and Mr. Hasmukh Mehta had been appointed as a Director on April 15, 2010.

\*\* Mr. Sanwarmal Jangid has been appointed as an Additional Director w.e.f May 7, 2011 and Mr. Devendra Deshmukh has resigned from Directorship w.e.f May 7, 2011.

### c) Shareholders / Investor Grievance Committee

The Shareholders/Investor's Grievance committee was reconstituted at the Board of Directors meeting held on April 15, 2010 and it comprises of the following two members:

**Mr. Kamal Poddar (Chairman)**

**Mr. Hasmukh Mehta (Member)**

The terms of reference of the Committee consist of:

- Monitoring the response to investor questions and grievances;
- Approving share transfers, transmissions, queries and grievances.

During the year under review, the Committee met once on September 2, 2010 the meeting was attended by all the members of the committee.

Details of queries and grievances received and attended to by the Company during the year 2010-11 are given as below:

Nature of Request	Received	Processed	Pending as on March 31,2011
Change of Address	1	1	Nil
Stop Transfer/Procedure for Duplicate Certificate	3	3	Nil
Stop Transfer Removal	2	2	Nil
Issue of Duplicate Certificate	6	6	Nil
Confirmation of Details	1	1	Nil
Procedure for Transmission/Deletion/Transposition	3	3	Nil
Form 15G	1	1	Nil
Exchange of Shares Certificates	1	1	Nil
Non Receipt of Share Certificates	7	7	Nil
Non Receipt of Rejected DRF	1	1	Nil
Others	5	5	Nil
Dematerialisation of Shares	1	1	Nil
<b>Total</b>	<b>32</b>	<b>32</b>	<b>0</b>

## General Body Meetings

The details of the Annual General Meetings held in the past three years and the special resolutions passed there at are as follows:

Year	Date & Venue	Time	No. of Special Resolution
2007-08	August 23, 2008 Hotel Land Mark, Land Mark Building, Link Road, Malad (West). Mumbai-400 064.	11.00 hrs	NIL
2008-09	September 30, 2009 Shop No.4, Prathmesh Leela, Opp. Don Bosco School, New Link Road, Borivali(West), Mumbai-400 092	10.30 hrs	ONE
2009-10	September 2,2010 202, Chartered House, Dr. C.H. Street, Marine Lines, Mumbai – 400 002	11.00 hrs	TWO

### Disclosures:

- a. The Company did not have any material related party transactions which do not have any potential conflict with the interest of the Company at large. Transactions with related parties are disclosed in the Notes to the accounts forming part of the Annual Report.
- b. The financial statements have been prepared in accordance with the accounting standards and policies generally accepted in India.
- c. The Company has implemented the mandatory requirements of Corporate Governance as set out in the Listing Agreement. In respect of compliance with the non-mandatory requirements, the Company has constituted a Remuneration Committee, the details whereof are given under the heading “Remuneration Committee”. The quarterly and half yearly financial results are published in the newspapers.
- d. As required by Clause 49 of the Listing Agreement, a certificate from Auditor certifying the compliance by the Company with the provisions of Corporate Governance of the Listing Agreement is given as at the beginning of this Report.

### Means of Communication:

- a) The quarterly un-audited financial results are published in leading English and Vernacular newspapers. The half yearly report is not sent separately to the Shareholders. Annual Reports are sent to the shareholders at their registered address with the company.
- b) The Management Discussion and Analysis Report, in compliance with the requirements of Clause 49 of the Listing Agreement is annexed to the Directors' Report and forms part of this Annual Report being sent to all the members of the Company. All matters pertaining to industry structure and developments, opportunities and threats, segment/product wise performance, outlook, risks and concerns, internal control and systems, etc. are discussed in the said report.



## Shareholders' Information

1)	Annual General Meeting  Date and Time Venue	June 6,2011  Kilachand Conference Room, India Merchant's Chamber, IMC Bldg,2 <sup>nd</sup> Floor, IMC Marg, Churchgate, Mumbai – 400 020
2)	Financial Year (Tentative) Financial reporting for the quarter ending June 30, 2011 Financial reporting for the half year ending September 30, 2011 Financial reporting for the quarter ending December 31, 2011 Financial reporting for the year ending March 31, 2012 Annual General Meeting for the year ended March 31, 2012	2 <sup>nd</sup> week of August, 2011 2 <sup>nd</sup> week of November, 2011 2 <sup>nd</sup> week of February, 2012 2 <sup>nd</sup> week of May, 2012 4 <sup>th</sup> week of July , 2012
3)	Dates of Book Closure	June 3,2011 to June 6,2011 (both days inclusive)
4)	Registered Office	202, Chartered House, Dr. C.H. Street, Marine lines, Mumbai- 400 002.
5)	Listing on Stock Exchanges	Bombay Stock Exchange Limited
6)	Stock Code/ISIN No.	BSE – 531364/ INE005E01013
7)	Registrar & Transfer Agent	Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mill Compound, L.B.S. Marg, Bhandup West, Mumbai -400078.
8)	Payment of Annual Listing fees	Listing fees for the financial year 2011-12 has been paid to the Bombay Stock Exchange Limited.

## Market Price Data

Monthly High, Low & Closing market price of the Company's shares traded at BSE during each month of the financial year ended March 31, 2011 are as under:

Month	High	Low	Close Price	Volume	Sensex
April -2010	34.95	17.00	22.80	398212	17558.71
May – 2010	40.50	23.90	31.35	348183	16944.63
June -2010	33.70	24.65	25.00	66306	17700.9
July - 2010	25.00	32.85	26.50	71552	17868.29
August – 2010	25.50	27.50	22.15	44130	17971.12
September – 2010	22.10	30.35	24.10	53001	20069.12
October-2010	23.15	25.30	21.40	62528	20032.34
November-2010	22.30	24.00	17.00	42680	19521.25
December-2010	18.25	21.00	18.05	23469	20509.09
January-2011	16.80	19.75	17.00	4754	18327.76
February-2011	17.50	17.90	13.80	14861	17823.40
March-2011	14.49	22.35	20.58	124633	19445.22

- High and low are in rupees per traded share
- Volume is the total monthly volume of traded shares (in number) of Zenu Infotec Limited on Bombay Stock Exchange Limited.

## Distribution of Shareholding as on March 31, 2011

Number of Shares	Number of Shareholders	% to total No. of Shareholders	No. of Shares	% to total share capital
1-500	1170	73.91	192250	3.75
501-1000	191	12.07	153655	2.99
1001-2000	106	6.70	158922	3.10
2001-3000	35	2.21	89027	1.74
3001-4000	13	0.82	46605	0.91
4001 to 5000	21	1.33	97995	1.91
5001-10000	17	1.07	131299	2.56
10001 and above	30	1.90	4257847	83.04
<b>Total</b>	<b>1583</b>	<b>100.00</b>	<b>5127600</b>	<b>100.00</b>

## Categories of Shareholders as on March 31, 2011

Sr. No.	Description	No. of Shares (as at March 31,2011)	% to capital
A.	<b>Promoters</b>	1,55,7650	30.38
B.	<b>Public Shareholding</b>		
	Financial Institutions/ Banks	7,000	0.14
	-Bodies Corporate	6,69,464	13.06
	-NRI/ OCBs	1,028	0.02
	-Individuals	23,71,153	46.24
	-Clearing Members	31,605	0.62
	-Directors & Relatives	4,89,500	9.55
	<b>Total</b>	<b>51,27,600</b>	<b>100.00</b>

## **Registrar and Transfer Agent**

Link Intime India Pvt. Ltd.  
C-13, Pannalal Silk Mills Compound,  
L.B.S Marg, Bhandup,  
Mumbai – 400 078  
Ph.2596 3838/Fax: 2594 6969

## **Dematerialization of Shares and liquidity:**

As on March 31, 2011, 86.61% comprising 44,41,100 equity shares of the Company's were held in dematerialized form and 13.39% comprising 6,86,500 equity shares were held in physical form.

## **Address for Correspondence**

Shareholders may correspond with the Registrar and Transfer Agent, at the address mentioned here in above on all matters relating to transfer of shares and credit of shares in Demat Account. Members may contact for all investor related matters at the registered office of the company at the following address:

### **Zenu Infotec Limited**

202, Chartered House,  
Dr. C.H. Street,  
Marine Lines,  
Mumbai- 400 002  
Email Id:zenuinfotec@yahoo.com  
Tel No: 022 43552100

## **For and on behalf of the Board**

**Sd/-**

Govind Patodia  
Director

Mumbai, May 7, 2011

## Chief Executive Officer Certificate

I, Govind Patodia, Director & Chief Executive Officer, responsible for the finance function certified that:

- 1) I have reviewed the financial statements & cash flow statement for the year ended March 31, 2011 and to best of my knowledge and belief:
  - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- 2) To the best of our knowledge and belief, no transactions entered in to by the company during the year ended March 31, 2011 are fraudulent, illegal or violating of the company's code of conduct.
- 3) I accept the responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I am aware, have been disclosed to the auditors and the Audit Committee and the steps have been taken to rectify these deficiencies.
- 4) There not have been any significant change in internal control over financial reporting during the year under reference;  
There has not been any significant change in accounting policies during the year except as laid down in Accounting Standards (AS) 15 (revised 2005) or employee benefits. Requiring disclosers in the notes to the financial statements; and  
I am not aware of any instances during the year of significant fraud with involvement therein of the management or any employee having a significant role in Company's internal control system over financial reporting.

For **Zenu Infotec Limited**

Sd/-

Govind Patodia  
Director & CEO

Mumbai, May 7, 2011

To,  
The Members of Zenu Infotec Limited,

1. We have audited the attached Balance Sheet of **ZENU INFOTEC LIMITED** as at 31st March, 2011, the Profit and Loss Account and the Cash Flow Statement for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company`s management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment), 2004 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 of India (the Act) and on the basis of checks of the books and records of the Company as we considered appropriate and according to the information and explanation give to us, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in above, we report that:
  - (a) We have obtained all the information and explanations which to the best of our knowledge belief were necessary for the purposes of our audit;
  - (b) The Company so far as appear from our examination of those books;
  - (c) The said Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - (d) In our opinion the Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt by this report comply with the Accounting Standards referred to in Sub Section (3C) of Section 211 of the Companies Act, 1956;
  - (e) On the basis of the written representation received from the directors and taken on record by the board, we report that none of the Directors of the Company is disqualified as on 31<sup>st</sup> March 2011, from being appointed as a Director in the terms of the clause (g) of sub-clause (1) of section 274 of Companies Act, 1956.

- (a) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements, read together with the accounting policies and other notes given in Schedule “K” give the information required by Companies Act, 1956 in the manner so required and present a true and fair view in conformity with the accounting principles generally accepted in India:
- i) In case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2011
  - ii) In case of the Profit and Loss Account, 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.

For and behalf of  
**A.P. Sanzgiri & Co.**  
Chartered Accountants  
FRN-116293W

Sd/-  
**Satish Gupta**  
Partner (M.N. 101134)  
Mumbai -May 7, 2011

## Annexure To The Auditor's Report

(\*Referred to in Paragraph (3) of our report of even date on the accounts of Zenu Infotec Limited for the year ended March 31, 2011)

1.
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) As informed and represented to us, fixed assets have been physically verified by the management during the period and no material discrepancies were noticed on such verification.
  - (c) In our opinion and according to the information and explanations given to us, the company has not disposed off a substantial part of fixed assets during the period thereby affecting the going concern.
2. The Company does not deal in any Goods except purchase and sale of software therefore the said clause is not applicable.
3.
  - (a) The Company has not granted any loan to any party covered in the register maintained under Section 301 of the Companies Act, 1956.
  - (b) The Company has taken loan from four parties covered in the register maintained under Section 301 of the Companies Act, 1956.  
The Maximum amount outstanding during the year was Rs.68,05,000 and the year- end balance was NIL.
  - (c) The said loans are interest free, other terms and conditions on which the loans have been taken are not prima facie prejudicial to the interest of the company.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
5.
  - a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1986 have been so entered.
  - b) According to the information given to us, there are transactions made in pursuance of contracts or arrangements entered into the register maintained under Section 301 of the Act are reasonable having regard to the prevailing market prices at the relevant time, if any.
6. In our opinion and according to information and explanations given to us, the Company has not accepted deposits from the Director and public within the meaning of section 58A of the Companies Act, 1956 and the rules framed there under are not applicable.



7. The Company does not have formal internal audit system, but its financial and internal checks ensures proper recording of financial transactions.
8. The Central Government has not prescribed maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 for any of the activities of the Company.
9. (a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, custom duty, excise-duty, cess and other statutory dues applicable to it.  
  
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education protection fund, employees' state insurance, income tax, service tax, sales tax, wealth tax, customs duty and excise duty, cess and other applicable statutory dues were outstanding, as at 31st March, 2011 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 based on records produced to us, there are no dues outstanding of sale tax, income-tax, customs duty, wealth-tax, excise duty, cess which have not been deposited on account of any dispute.
10. The Company does not have accumulated losses at the end of the financial year and it has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year The Company has No accumulated losses as at March 31, 2011
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to any financial institution and banks.
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 and therefore Paragraph 4(xii) of the said Order relating to maintenance of documents and records is not applicable
13. In our opinion and according to the information and explanations given to us, the nature of the activities of the Company does not attract any special statute applicable to chit fund and nidhi / mutual benefit fund/societies.
14. In respect of dealing in shares, securities and other investments, in our opinion and according to the information and explanation given to us, proper records have been maintained of the transactions and contracts and timely entries have been made therein.
15. According to the information and explanations given to us, the Company has not given any guarantee for the Loans taken by Directors from banks or Financial Institutions.

16. According to the information and explanations given to us, the Company has not raised any term loans and therefore Paragraph 4(xvi) of the said Order relating to application of term loan for the purpose for which it was obtained is not applicable.
17. On and overall examination of the balance sheet of the Company, we report that the no funds raised on short-term basis have been used for long term investments.
18. According to the information and explanations given to us, during the year the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. According to the information and explanations given to us, during the year covered by our audit report, the Company has not issued any debentures.
20. According to the information and explanations given to us, the Company has not made any public issue during the period and accordingly Paragraph 4(xx) of the said Order relating to end use of money raised is not applicable.
21. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For and behalf of  
**A.P. Sanzgiri & Co.**  
**Chartered Accountants**  
**FRN-116293W**

Sd/-  
**Satish Gupta**  
**Partner (M.N. 101134)**  
**Mumbai -May 7, 2011**

## Zenu Infotec Limited

### Balance Sheet As At 31st March 2011

(Figures in Rupees)

Particulars	Schedules	31-Mar-11		31-Mar-10	
<b>SOURCES OF FUNDS:</b>					
<u>Shareholders' Funds -</u>					
Share Capital	A	51,276,000		51,276,000	
Reserves & Surplus	B	<u>5,698,948</u>	56,974,948	<u>5,319,366</u>	56,595,366
<u>Loan Funds -</u>					
Secured Loans		-		-	
Unsecured Loans	C	<u>47,378</u>	47,378	<u>1,356,921</u>	1,356,921
			<u>57,022,326</u>		<u>57,952,287</u>
<b>APPLICATION OF FUNDS:</b>					
<u>Fixed Assets -</u>					
Gross Block	D	2,290,351		2,290,351	
<u>Less</u> : Depreciation		<u>2,126,477</u>		<u>2,038,328</u>	
Net Block			163,874		252,023
<u>Investments</u>	E		-		973,355
<u>Deferred Tax Assets</u>			26,661		24,510
<u>Current Assets, Loans &amp; Advances -</u>					
Inventories		-		-	
Sundry Debtors		-		-	
Cash & Bank Balances	F	1,105,590		138,422	
Other Current Assets		-		-	
Loans & Advances	G	<u>55,804,919</u>	56,910,509	<u>60,503,442</u>	60,641,864
<u>Less : Current Liabilities &amp; Provisions -</u>					
Current Liabilities	H	78,717		3,939,465	
Provisions		-	78,717	-	3,939,465
<u>Net Current Assets -</u>			56,831,792		56,702,399
<u>Miscellaneous Expenditure -</u>			-		-
(to the extent not written off or adjusted)					
			<u>57,022,326</u>		<u>57,952,287</u>

Significant Accounting Policies & Notes to Accounts as per Schedule - N

As per our report of even date attached.

**For A. P. Sanzgiri & Co.**  
**Chartered Accountants**  
**F.R.No.116293W**

**By and On behalf of Board of Directors**

Sd/-  
 Director - Kamal Poddar

Sd/-  
 Satish Kumar Gupta  
 Partner  
 Membership No.101134

Place: Mumbai  
 Date: May 07, 2011.

Sd/-  
 Director - Hasmukh Mehta

## Zenu Infotec Limited

### Profit & Loss Account for the year ended on 31st March 2011

(Figures in Rupees)

Particulars	Schedules	31-Mar-11	31-Mar-10
<b>INCOME:</b>			
Income from operations	I	2,755,020	2,248,798
Other income	J	570,064	462,658
		3,325,084	2,711,456
<b>EXPENDITURE:</b>			
Operating expenses	K	1,355,589	-
Personnel expenses	L	674,450	939,920
Administrative & other expenses	M	522,745	672,877
Depreciation	D	88,149	149,672
Interest		198,719	222,837
		2,839,652	1,985,306
Profit/(Loss) before tax provision		<b>485,432</b>	<b>726,150</b>
Provision for tax -			
Current Tax		108,000	225,000
Deferred Tax Assets		(2,151)	(30,623)
Profit/(Loss) after tax provision		<b>379,582</b>	<b>531,773</b>
Profit/(Loss) brought forward		2,319,366	1,787,593
Appropriations -		-	-
Balance carried to balance sheet		<b>2,698,948</b>	<b>2,319,366</b>
Basic Earning Per Share		0.07	0.10
Diluted Earning Per Share		0.07	0.10

Significant Accounting Policies & Notes to Accounts as per Schedule - N

As per our report of even date attached.

For **A. P. Sanzgiri & Co.**

**Chartered Accountants**

**F.R.No.116293W**

**By and On behalf of Board of Directors**

Sd/-

Director - Kamal Poddar

Sd/-

Satish Kumar Gupta

Partner

Membership No.101134

Place: Mumbai

Date: May 7, 2011

Sd/-

Director - Hasmukh Mehta

## Zenu Infotec Limited

### Cash Flow Statement for the year ended on 31st March 2011

(Figures in Rupees)

Particulars	31-Mar-11	31-Mar-10
<b>Cash flows from operating activities</b>		
Net profit/(loss) before taxation and extraordinary item	485,432	726,150
<u>Adjustments for:</u>		
Depreciation	88,149	149,672
Interest expense	198,719	222,837
Profit on sale of investment	(167,091)	-
Dividend income	(2,542)	-
Interest income	<u>(400,431)</u>	<u>(462,658)</u>
<i>Operating profit before working capital changes</i>	202,236	636,001
(Increase)/Decrease in receivable, deposit & advance	-	-
Increase/(Decrease) in current liabilities	(3,860,748)	(15,899,670)
Income Tax paid	<u>-</u>	<u>(11,330)</u>
<u><i>Net cash from operating activities</i></u>	(3,658,512)	(15,274,999)
<b>Cash flows from investing activities</b>		
Interest received	360,388	416,075
Dividend received	2,542	-
Loans and advances	4,630,566	10,545,248
Sale/(Purchase) of investments in shares	<u>1,140,446</u>	<u>2,648,303</u>
<u><i>Net cash used in investing activities</i></u>	6,133,942	13,609,626
<b>Cash flows from financing activities</b>		
Interest paid	(198,719)	(222,837)
Proceeds from borrowings	<u>(1,309,543)</u>	<u>1,356,921</u>
<u><i>Net cash from financing activities</i></u>	(1,508,262)	1,134,084
<b>Net increase/(decrease) in cash and cash equivalents</b>	<u>967,168</u>	<u>(531,289)</u>
<b>Cash and cash equivalents at beginning of period</b>	138,422	669,711
<b>Cash and cash equivalents at end of period</b>	<u><u>1,105,590</u></u>	<u><u>138,422</u></u>

As per our report of even date attached.

For **A. P. Sanzgiri & Co.**  
**Chartered Accountants**  
**F.R.No.116293W**

**By and On behalf of Board of Directors**

Sd/-  
 Director - Kamal Poddar

Sd/-  
 Satish Kumar Gupta  
 Partner  
 Membership No.101134

Place: Mumbai  
 Date: May 7, 2011

Sd/-  
 Director - Has Mukh Mehta

## Zenu Infotec Limited

Schedules forming part of financial statements

(Figures in Rupees)

Particulars	31-Mar-11	31-Mar-10
-------------	-----------	-----------

### Schedule A: Share Capital:

Authorised -

6,000,000 Equity Shares of Rs.10/- each	60,000,000	60,000,000
	60,000,000	60,000,000

Issued, Subscribed and Paid-up -

5,127,600 equity shares of Rs.10/- each fully paid-up	51,276,000	51,276,000
	51,276,000	51,276,000

### Schedule B: Reserves & Surplus:

General Reserve

Opening Balance	3,000,000	3,000,000
Additions during the year	-	-
	3,000,000	3,000,000

Surpluse as per Profit and Loss Account	2,698,948	2,319,366
	5,698,948	5,319,366

### Schedule C: Unsecured Loans:

Overdraft with Rameshwar Co-op Bank Ltd.	47,378	1,356,921
	47,378	1,356,921

### Schedule E: Investments:

Long Term Investments -

Quoted investments in equity shares fully paid-up -

NIL (100) shares of Rs.10/- each of Rashi Industries Limited	-	2,200
NIL (10,000) equity shares of Rs.10/- each of Bharat Forge Printers Ltd.	-	174,400
NIL (50) equity shares of Rs.10/- each of Cadila Hospital Ltd.	-	2,500
NIL (200) equity shares of Rs.10/- each of Crest Paper Ltd.	-	5,100
NIL (200) equity shares of Rs.10/- each of Essar Gujarat Ltd.	-	18,580
NIL (500) equity shares of Rs.10/- each of Gujarat Siddhi Cement Ltd.	-	11,250
NIL (2,500) equity shares of Rs.10/- each of Gujarat Poly Weave Ltd.	-	45,037
NIL (580) equity shares of Rs.10/- each of Jindal Vijaynagar Ltd.	-	5,800
NIL (350) equity shares of Rs.10/- each of Jayant Papers Ltd.	-	48,195
NIL (2,500) equity shares of Rs.10/- each of Keynote Corporate Service Ltd.	-	387,500
NIL (100) equity shares of Rs.10/- each of Marnite Polycast Ltd.	-	3,750
NIL (5,000) equity shares of Rs.10/- each of Narmada Agro Ltd.	-	137,500
NIL (500) equity shares of Rs.10/- each of Renco Gears Ltd.	-	67,250

NIL (600) equity shares of Rs.10/- each of Saboo Sodium Ltd.	-	6,000
NIL (1,000) equity shares of Rs.10/- each of Sarvodaya Labs Ltd.	-	30,450
NIL (200) equity shares of Rs.10/- each of Tai Chongbang Textiles Ltd.	-	2,800
NIL (100) equity shares of Rs.10/- each of Videocon Appliances	-	10,600
NIL (25) equity shares of Rs.10/- each of Videocon International Ltd.	-	3,125
NIL (70) equity shares of Rs.10/- each of Unit Trust of India	-	955
NIL (1,000) equity shares of Rs.10/- each of Fleet Weld Ltd.	-	9,850
NIL (3) equity shares of Rs.10/- each of Telco Ltd.	-	513

(Aggregate Market Value - C.Y.- NIL, P.Y. Rs.1,178,251/-)

-	973,355
---	---------

**Schedule F: Cash & Bank Balances:**

Balance with scheduled banks -

- in fixed deposit accounts

- in current accounts

Cash on Hand

-	-
10,000	6,256
1,095,590	132,166
<u>1,105,590</u>	<u>138,422</u>

**Schedule G: Loans & Advances:**

Sundry loans (Unsecured, considered good)

Advances for capital goods

Other advances

Prepaid taxes (net)

11,365,755	31,668,236
14,934,000	2,933,000
29,433,309	25,762,394
71,855	139,812
<u>55,804,919</u>	<u>60,503,442</u>

**Schedule H: Current Liabilities:**

Sundry Creditors -

- due to micro and small enterprises

- due to others

Other Liabilities

-	-
73,202	3,939,465
5,515	-
<u>78,717</u>	<u>3,939,465</u>

**Schedule I: Income from Operations:**

Sales

Real Estate Brokerage

1,998,592	2,248,798
756,428	-
<u>2,755,020</u>	<u>2,248,798</u>



**Schedule J: Other Incomes:**

Interest Income (TDS C.Y.- 40, 043/-, P.Y.- 46,583/-)	400,431	462,658
Dividend	2,542	-
Profit on sale of investment	167,091	-
	<u>570,064</u>	<u>462,658</u>

**Schedule K: Operating Expenses:**

Purchases	1,355,589	-
	<u>1,355,589</u>	<u>-</u>

**Schedule L: Personnel Expenses:**

Salary & Bonus	674,450	939,920
	<u>674,450</u>	<u>939,920</u>

**Schedule M: Administrative & Other Expenses:**

Auditors Remuneration (including Limited Review fees)	55,150	19,000
Business promotion expenses	-	26,250
Bank charges	34,370	19,481
Conveyance expenses	11,450	25,380
Computer expenses	11,350	11,250
Electricity charges	8,542	38,120
General expenses	37,920	157,217
Insurance	3,351	3,281
Legal & professional fees	158,259	67,285
Marketing & advertisement expenses	15,901	11,569
Petrol & diesel expenses	-	27,150
Postage & courier expenses	13,142	27,290
Printing & stationery	37,052	53,589
Rent & rates	-	110,000
Repairs & maintenance	34,450	12,411
Telephone & internet expenses	36,957	63,604
Transfer agency charges	64,851	-
	<u>522,745</u>	<u>672,877</u>

**Zenu Infotec Limited**

Schedules forming part of financial statements

**Schedule - D - Fixed Assets & Depreciation**

(Figures in Rupees)

Particulars	Dep. Rate (WDV)	Gross Block		Depreciation		Net Block	
		As on 1-Apr-10	As on 31-Mar-11	As on 1-Apr-10	for the year 31-Mar-11	As on 31-Mar-11	As on 31-Mar-10
Computers	40%	1,515,145	1,515,145	1,320,930	77,686	116,529	194,215
Furniture & Fixtures	18.1%	775,206	775,206	717,399	10,463	47,344	57,807
Total --		2,290,351	2,290,351	2,038,328	88,149	163,874	252,023
Previous Year		2,290,351	2,290,351	1,888,657	149,672	252,022	401,694

## **Zenu Infotec Limited**

Schedules forming part of financial statements

### **Schedule - N - Notes on Accounts & Significant Accounting Policies :**

#### **1) Significant Accounting Policies -**

##### **A. Basis for accounting**

The financial statements are prepared under the historical cost convention on a going concern and accrual basis of accounting in accordance with the generally accepted accounting principles, accounting standards notified under section 211(3C) of the Companies Act, 1956 and the relevant provisions thereof and the applicable guidelines issued by the Reserve Bank of India.

##### **B. Use of estimates**

The preparation of financial statements requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities as on the date of financial statements and the reported amount of income and expenses during the reporting period. Management believes that the estimates used in preparation of financial statements are prudent and reasonable, future results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods.

##### **C. Revenue recognition**

Revenue/Income and Cost/Expenditure are generally accounted on accrual as they are earned or incurred, except in case of significant uncertainties.

- Profit/Loss on sale of Investments are recognised on the day of confirmation of transaction.
- Dividend is accounted when the right to receive payment is established.
- Interest and other income are accounted on accrual basis.
- Revenue figures excludes tax component.

##### **D. Fixed assets**

All fixed assets are stated at cost of acquisition, including any cost attributable for bringing the asset to its working condition, less accumulated depreciation.

##### **E. Depreciation**

Depreciation on fixed assets is provided on Written Down Value method at the rates prescribed by schedule XIV of the Companies Act, 1956. Depreciation on additions to fixed assets is provided on pro-rata basis from the date of addition.

##### **F. Investments**

Long term investments are carried at cost of acquisition including incidental charges less provision for permanent diminution, if any, in value of such investments. And Current Investments are carried at cost of acquisition or net realisable value, whichever is lower.

##### **G. Provisions and contingent liabilities**

Provisions are recognised when the company has a present obligation as a result of past events, for which it is probable that a cash outflow will be required and reliable estimate can be made of the amount of obligation. Provisions are not discounted to their present value and are determined, based on estimate required to settle the obligation on the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect current management estimates. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

#### H Income tax

Income tax is accounted in accordance with accounting standard 22 " Accounting for taxes on income" which includes current and deferred taxes. Deferred tax assets/liabilities represents timing differences between accounting income and taxable income recognised to the extent considered capable of being reversed in subsequent years. Deferred tax assets are recognised only to the extent there is reasonable certainty that sufficient future taxable income will be available, except that deferred tax assets arising due to unabsorbed depreciation and losses are recognised if there is virtual certainty that sufficient future taxable income will be available to realise the same.

#### I Earning per share

Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earning per share reflect the potential dilution that could occur if contracts to issue equity shares were exercised or converted during the year. Diluted earning per equity share is computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

#### J Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated. Cash and cash equivalents include cash in hand, balances with banks and money at call and short notice but does not include interest accrued on fixed deposits.

#### K Impairment of assets

The carrying amount of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognised whenever the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is greater of the asset's net selling price or value in use. In assessing the value in use, the estimated future cash flows are discounted to the present value using the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life. Previously recognised impairment loss is further provided or reversed depending on changes in circumstances.

#### L Employee benefits

Employee benefits of short term nature are recognised as expense as and when it accrues. Long term employee benefits and post employment benefits, both funded and unfunded, are recognised as expense based on actuarial valuation at the end of the year using the projected unit credit method.

#### **Notes on accounts -**

- 2) Balances of the debtors, creditors, advances and balances of deposits are subject to confirmation, reconciliation and adjustments, if any. The management does not expect any material difference affecting the current year's financial statements.
- 3) In the opinion of management, the current assets and advances have the value as stated in the balance sheet, if realised in the ordinary course of business.
- 4) The net deferred tax liability/(asset) as on 31st March 2011 has been worked out as follows:

	<b><u>31-Mar-11</u></b>	<b><u>31-Mar-10</u></b>
Deferred tax liabilities/(assets) on account of -		
Depreciation	(26,661)	(24,510)
Total --	<u>(26,661)</u>	<u>(24,510)</u>

## 5) Earning per share (EPS):

<u>Particulars</u>	<u>2010-11</u>	<u>2009-10</u>
Profit/(Loss) after tax provision as per profit/loss account	379,582	531,773
Weighted average number of equity shares outstanding	5,127,600	5,127,600
Nominal value of equity shares	10	10
Basic and Diluted earning per share	0.07	0.10

## 6) Segment reporting:

Operating segments:

	<u>Software</u>	<u>Real Estate</u>	<u>Total (Segments)</u>	<u>Total (Enterprise)</u>
<b>1 Segment Revenue</b>				
a) External Sales/Income	1,066,312	1,688,708	2,755,020	
b) Inter-segment Sales	-	-	-	
c) Total Revenue	1,066,312	1,688,708	2,755,020	3,325,084
<b>2 Total revenue of each segment as a % of total revenue of all segments</b>	38.70	61.30		
<b>3 Segment Result:</b>				
<b>Profit(+)/Loss(-)</b>	213,643	1,185,788		
<b>4 Segment Assets</b>				
<b>5 Segment Liabilities</b>				

The operating facilities of the Company are commonly employed for both software and real estate business, hence it is not possible to report segment assets and liabilities.

## 7) In opinion of the management there is no contingent liabilities as on 31st March 2011.

## 8) Related party disclosures:

List of related parties -

A. Key management personnel & their relatives -	Kamal Poddar Padamchand Dhoot (till 31.12.2010) Pushpadevi Dhoot (till 31.12.2010) Pankaj Dhoot (till 31.12.2010)
B. Enterprises over which above persons are able to exercise significant influence -	Pankaj Dhoot HUF (till 31.12.2010) P.C. Dhoot HUF (till 31.12.2010)

Related party transactions -

2010-11

2009-10

**Capital transactions:**

Loan taken from -

Pankaj Dhoot	1,200,000	876000
Padamchand Dhoot	4,700,000	-
Pankaj Dhoot HUF	750,000	-
P.C. Dhoot HUF	155,000	-

Outstanding loan/advance amount at year end -

Pankaj Dhoo	NIL	NIL
Padamchand Dhoot	NIL	NIL
Pankaj Dhoot HUF	NIL	NIL
P.C. Dhoot HUF	NIL	NIL

Maximum Outstanding loan/advance amount -

Pankaj Dhoot	1,200,000	876,000
Padamchand Dhoot	4,700,000	-
Pankaj Dhoot HUF	750,000	-
P.C. Dhoot HUF	155,000	-

- 9) As per management's view none of the current employees shall complete their term of service of five years, hence actuarial valuation of gratuity is not done.
- 10) There is no outstanding dues of micro and small enterprises suppliers as defined under The Micro, Small and Medium Enterprises Development Act, 2006.
- 11) Previous year's figures have been regrouped / reclassified / rearranged / recast wherever necessary to match with current year's presentation.
- 12) Quantitative details - N.A.

*Additional information pursuant to the provisions of Part-IV to Schedule-VI to the Companies Act, 1956:*

**Balance Sheet Abstract and Company's General Business Profile -**

I. Registration Details:

Registration Number	--	L15543MH1992PLC070070
State Code	--	11
Balance Sheet Date	--	31st March 2011

II. Capital Raised During The Year:

(Rs. In '000)

Public Issue	--	NIL
Right Issue	--	NIL
Bonus Issue	--	NIL
Private Placement	--	NIL

III. Position of Mobilisation and Deployment of Funds:

(Rs. In '000)

Total Liabilities	--	57,101
Total Assets	--	57,101
Sources of Funds -		
Paid-up Capital	--	51,276
Reserves & Surplus	--	5,699
Secured Loan	--	-
Unsecured Loan	--	47
Application of Funds -		
Net Fixed Assets	--	164
Investments	--	-
Deferred Tax Assets	--	27
Net Current Assets	--	56,832
Miscellaneous Expenditure	--	-
Accumulated Losses	--	-

IV. Performance of Company:

(Rs. In '000)

Turnover/Gross receipts	--	3,325
Total Expenditure	--	2,840
Profit Before Tax	--	485
Profit After Tax	--	380
Earning Per Share (in Rs.)	--	0.07
Dividend Rate	--	0%



V. Generic Names of Principle Products / Service of Company:

Name of the Product / Service                      --              Software and Real Estate

As per our report of even date attached.

For **A. P. Sanzgiri & Co.**

**Chartered Accountants**

**F.R.No.116293W**

**By and On behalf of Board of Directors**

Sd/-

Director - Kamal Poddar

Sd/-

Satish Kumar Gupta

Partner

Membership No.101134

Place: Mumbai

Date: May 07, 2011

Sd/-

Director - Hasmukh Mehta

## ZENU INFOTEC LIMITED

Registered Office: 202, Chartered. House, Dr. C. H. Street, Marine Lines, Mumbai – 400002

### ATTENDANCE SLIP

(Please complete this Attendance slip and hand it over at the entrance of the Meeting Hall)

DP ID \_\_\_\_\_

CLIENT ID \_\_\_\_\_

R/F No. \_\_\_\_\_

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company held on Monday, June 6, 2011 at 11.00 a.m. at Kilachand Conference Room ,India Merchant's Chamber, IMC Bldg, 2<sup>nd</sup> Floor, IMC Marg, Church gate, Mumbai- 400 020

Name of the Shareholder/Proxy \_\_\_\_\_

Signature of Shareholder/Proxy \_\_\_\_\_

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## ZENU INFOTEC LIMITED

Registered Office: 202, Chartered. House, Dr. C. H. Street, Marine Lines, Mumbai – 400002

### PROXY FORM

DP ID \_\_\_\_\_

CLIENT ID \_\_\_\_\_

R/F No. \_\_\_\_\_

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member(s) of the above named Company hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Monday, June 6, 2011 or / and any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2011

Affix  
Revenue  
Stamp

NOTE:

The proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding of the meeting. The Proxy need not be a member of the Company

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