

NOTICE

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of Zenith Computers Limited will be held on Saturday, 30th December, 2017 at 11.30 A.M. at the Auditorium of South Coast Hotels & Hospitality Services, RX 31, MIDC, Thane – Belapur Road, Opp. Rabale Railway Station, Navi Mumbai 400 701, to transact the following business :-

ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the audited Balance Sheet as at 31st March, 2017 and the audited Profit and Loss Account for the year ended on that date.
2. To appoint a Director in place of Mrs. Manju Bhartia, a Woman Director who retires by rotation and being eligible, offers herself for re-appointment.
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, the following resolution AS AN ORDINARY RESOLUTION:**

“RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, M/s. APMH & Associates LLP, Chartered Accountants (Firm No. 102699W / W100142) represented by Mr. Hemant J. Mehta, Partner of the said Firm (Membership No. 046437), be and are hereby appointed as the Statutory Auditors for a period of 5 years commencing from the date of this Annual General Meeting (AGM) in respect of the financial year ending 31st March, 2018, up to and including the financial year ending 31.03.2022, subject to confirmation of the said re-appointment every year at the AGM, and who have furnished their Certificate of eligibility for the said appointment pursuant to the aforesaid provisions, be and are hereby appointed as the Statutory Auditors at the Thirty Seventh Annual General Meeting on a remuneration and reimbursement of out of pocket expenses as may be mutually agreed upon between the said Auditors and the Board Directors of the Company.

For ZENITH COMPUTERS LIMITED

CHETAN T. SHAH
INSOLVENCY RESOLUTION
PROFESSIONAL

RAJKUMAR SARAF
AUTHORIZED SIGNATORY
(DIRECTOR)

MUMBAI
24th November, 2017

NOTES :-

- 1) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The proxy form to be effective must be duly executed and signed and must be lodged at the company's registered office at least 48 hours before the time of the meeting.
- 2) The Register of Members and the Share Transfer Books of the Company would remain closed from Saturday, 23rd December, 2017 to Saturday, 30th December, 2017 (both days inclusive).
- 3) All matters in connection with the Shares of the Company may be addressed to the Company's Registrar and Transfer Agents viz. M/s. Link Intime (India) Private Limited, C – 101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083. Members are requested to quote their respective folio numbers / ISIN –ID numbers and notify the change of address, if any, to the Company's Registrar and Transfer Agents.
- 4) Shareholders desiring information as regards the accounts are requested to write to the Company at least 10 days before the Annual General Meeting (AGM) to enable the Management to keep the information ready.
- 5) The Company has received a Special Notice pursuant to Section 140(4) of the Companies Act, 2013 and the Rules framed thereunder, from a shareholder of his intention to move a resolution for appointment of M/s. APMH & Associates LLP, Chartered Accountants, Mumbai as the Statutory Auditors in place of M/s. C.L. Khanna & Company, Chartered Accountants, Mumbai, who have completed their 3 years of transition period provided in Section 139(2) of the said Act read with the relevant Rules prescribed therefor and are therefore are not eligible for appointment as Auditors at the ensuing AGM.

- 6) As per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief summary of Mrs. Manju Bhartia, a Director retiring by rotation and seeking re-appointment at the AGM is given in the Statement annexed hereto. Mrs. Manju Bhartia has furnished the requisite consent / declaration for her re-appointment.
- 7) Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public Holidays, between 11.00 A.M. and 1.00 P.M., up to the date of the Meeting.
- 8) Electronic Voting: Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Clause 35B of the Listing Agreement entered into by the Company with BSE, and in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the members the facility to exercise their right to vote by electronic means, as an alternative to vote physically at the Annual General Meeting (AGM), and the business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSL). Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option of e-voting. However, in case Members cast their votes exercising both the options i.e. physically and e-voting, then votes cast through e-voting shall only be taken into consideration and treated valid whereas votes cast physically at the meeting shall be treated as invalid.

The instructions for members for voting electronically are as under:-

- (i) **The voting period begins on “Wednesday, 27th December, 2017 at 9.00 a.m.” and ends on Friday, 29th December, 2017 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date (record date) of Friday, 22nd December, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (ii) The Shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on “Shareholders”.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Now enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence Number which is printed on the Address Stickers provided on the envelope.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the Member ID / Folio Number mentioned in the instruction (iv) in the Dividend Bank details field.

