



Zenith Securities And Investment Limited

Directors' Report and Annual Accounts For the year ended 31st March, 2023

Board of Directors :

Chairman : Homi F. Mehta

Jehangir Mehta

G. Sundararaman

Registered Office :

Office No.8, Engineers Premises, 1st Floor, 93/95 M.S. Marg, Mumbai -400023

ZENITH SECURITIES AND INVESTMENT LIMITED
CIN: U66010MH1916GOI000432

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CONVERSION OF PHYSICAL SHARE TO DEMATE FORM

Shareholder are required to approach their Depository Participant for conversion of Physical Shares into Demate form under ISIN Number: INE05YY01018 of NSDL.

Registered Office

Office No.8, Engineers Premises, 1st Floor, 93/95 M.S. Marg, Mumbai -400023
E-mail: zensecinv@yahoo.com

ZENITH SECURITIES AND INVESTMENT LIMITED

CIN: U66010MH1916GOI000432

NOTICE TO THE MEMBERS

Notice is hereby given that the 107th Annual General Meeting of the Company will be held at Mehta House, 4th Floor, 79/91 Mumbai Samachar Marg, Mumbai- 400023 on Tuesday, September 26, 2023, at 12.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance sheet as at March 31, 2023 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jehangir Homi Mehta (DIN: 00110951), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
3. To confirm interim dividend declared and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT First Interim Dividend of Rs.18,000/- (Rupees Eighteen Thousand Only) per Equity Share of Rs. 100/- (Rupees Hundred Only) each i.e. 18000%; and Second Interim Dividend of Rs.12000/- (Rupees Twelve Thousand Only) per Equity Share of Rs. 100/- (Rupees Hundred Only) each i.e. 12000% aggregating to a sum of Rs.30,000/- per Equity Share on Face Value of Rs. 100/- (Rupees Hundred Only) each fully paid-up for the FY 2022-2023 approved by the Board of Directors of the Company on June 24, 2022 and September 23, 2022 respectively and already paid, be and is hereby confirmed as final dividend for the financial year ended March 31, 2023.”

4. The Comptroller and Auditor General of India (CAG) had appointed M/s. N M K & Co LLP, Chartered Accountants as the Statutory Auditors of the Company to conduct the Audit of the Company's accounts for the year ended March 31, 2023. CAG has not yet appointed any Statutory Auditor for the year ended March 31, 2024. To take note of the appointment of the Statutory Auditors as and when appointed by the Comptroller and Auditor General of India and fix their remuneration and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139(5) read with Section 142 of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorised to accept the directions of the Comptroller and Auditor General of India appointing the Statutory Auditors of the Company and fix the remuneration and other terms and conditions, including reimbursement of out of pocket expenses in connection with the audit work, to the Statutory Auditors as appointed by the Comptroller and Auditor General of India for the Financial Year 2023-24.”

SPECIAL BUSINESS:

5. **Approval for sale of entire securities held in the Investment portfolio of the Company under Section 180(1)(a) of the Companies Act, 2013.**

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

“RESOLVED THAT in supersession of the resolution passed earlier in this regard and pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions, if any, including any statutory modifications or re-enactments thereof, the consent of the Members of the Company be accorded for sale of the entire securities including Mutual Funds held in the Investment Portfolio of the Company, at the prevailing market rate as on that day, representing 100% of its total Investments.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to make necessary application to the Reserve Bank of India for voluntary surrender of Certificate of Registration (COR) No. 13.01041 dated September 28, 1998 as a Non-Deposit taking Non-Banking Financial Company (NBFC) in terms of Section 45-IA(6) of the Reserve Bank of India Act, 1934.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to this resolution without being required to seek any further consent or approval of the Members or otherwise and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard and matters connected therewith or incidental thereto including obtaining professional advice from external sources.

RESOLVED FURTHER THAT a certified copy of this resolution be submitted to the Reserve Bank of India, as and when required.”

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
2. For appointment of Proxy to be effective at the Meeting, the instrument appointing the proxy shall be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to special business to be transacted at the meeting is annexed hereto.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy or any other person or shareholder.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. A Route Map along with prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.
7. Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slips sent along with the notice of annual general meeting at the meeting.
8. Corporate members intending to send their authorised representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
9. Members who have not registered their email addresses, PAN and not demated their shares are requested to update above details at earliest with our Registrar and Transfer Agent Satellite Corporate Services Private Limited. E-mail: service@satellitecorporate.com.
10. A Member is entitled to attend and vote at the Annual General meeting of the Company and also entitled to appoint any other person as his proxy to attend and vote instead of himself and the proxy need not to be a Member.
11. The Register of Members and share transfer books of the Company will remain closed from Monday, September 18, 2023 to Monday, September 25, 2023 (both days inclusive).

For and on behalf of the Board
Zenith Securities and Investment Limited

HOMI F. MEHTA
CHAIRMAN
(DIN : 00105524)

Registered Office :

Office No.8, Engineers Premises
1st Floor, 93/95 M.S. Marg,
Mumbai -400023

Place: Mumbai

Date: 22-08-2023

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013,
RELATING TO THE SPECIAL BUSINESS OF THE ACCOMPANYING NOTICE**

Item No.5:

The Members in their Extraordinary General Meeting No. 01/2021-2022 held on February 22, 2022 granted the approval for sale of securities held in the Investment Portfolio of the Company i.e. investment in shares of various listed / unlisted companies being a substantial investment portion of the Company, representing more than 85% of its total Investments.

Subsequently, the Board of Directors of the Company in its meeting held on August 22, 2023 has decided to voluntarily surrender Certificate of Registration (COR) No. 13.01041 dated September 28, 1998 as a Non-Deposit taking Non-Banking Financial Company (NBFC) in terms of Section 45-IA (6) of the Reserve Bank of India Act, 1934.

The Company is in process to cease to carry on the business of NBFC as its principal business activity and therefore, it is proposed to sell the entire securities including Mutual Funds held in the investment portfolio of the Company, at the prevailing market rate as on that day, representing 100% of its total investments. The sale proceeds of the same shall be utilized for paying all statutory dues and liabilities and reserve for any future statutory liabilities. The Company will keep its surplus money in the Fixed Deposits with renowned Banks and / or other permissible government securities as may be decided by the Board of Directors, from time to time.

The Members are informed that Section 180 (1) (a) of the Companies Act, 2013 stipulates that the Board of Directors of the Company shall exercise the following powers only with the consent of Members of the Company by passing a Special Resolution:

180 (1) (a) to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

The Members are further informed that for the purposes of this clause “undertaking” shall mean:

“undertaking” shall mean an undertaking in which the investment of the company exceeds twenty percent of its net-worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year.

The Company's investments in securities exceeds twenty percent of its net-worth as per the Audited Balance Sheet as on March 31, 2023. Hence, the Company is required to seek shareholders' approval by way of Special Resolution for sale of entire securities including Mutual Funds held in the Investment Portfolio of the Company.

The Board of Directors accordingly recommend the resolution set out in the Item No. 5 of the accompanying Notice for approval of Members as a Special Resolution.

None of the Directors / Key managerial personnel / relatives of the Director or Key managerial personnel of the Company, may be deemed to be concerned or interested in the said resolution.

For and on behalf of the Board
Zenith Securities and Investment Limited

HOMI F. MEHTA
CHAIRMAN
(DIN : 00105524)

Registered Office :

Office No.8, Engineers Premises
1st Floor, 93/95 M.S. Marg,
Mumbai -400023

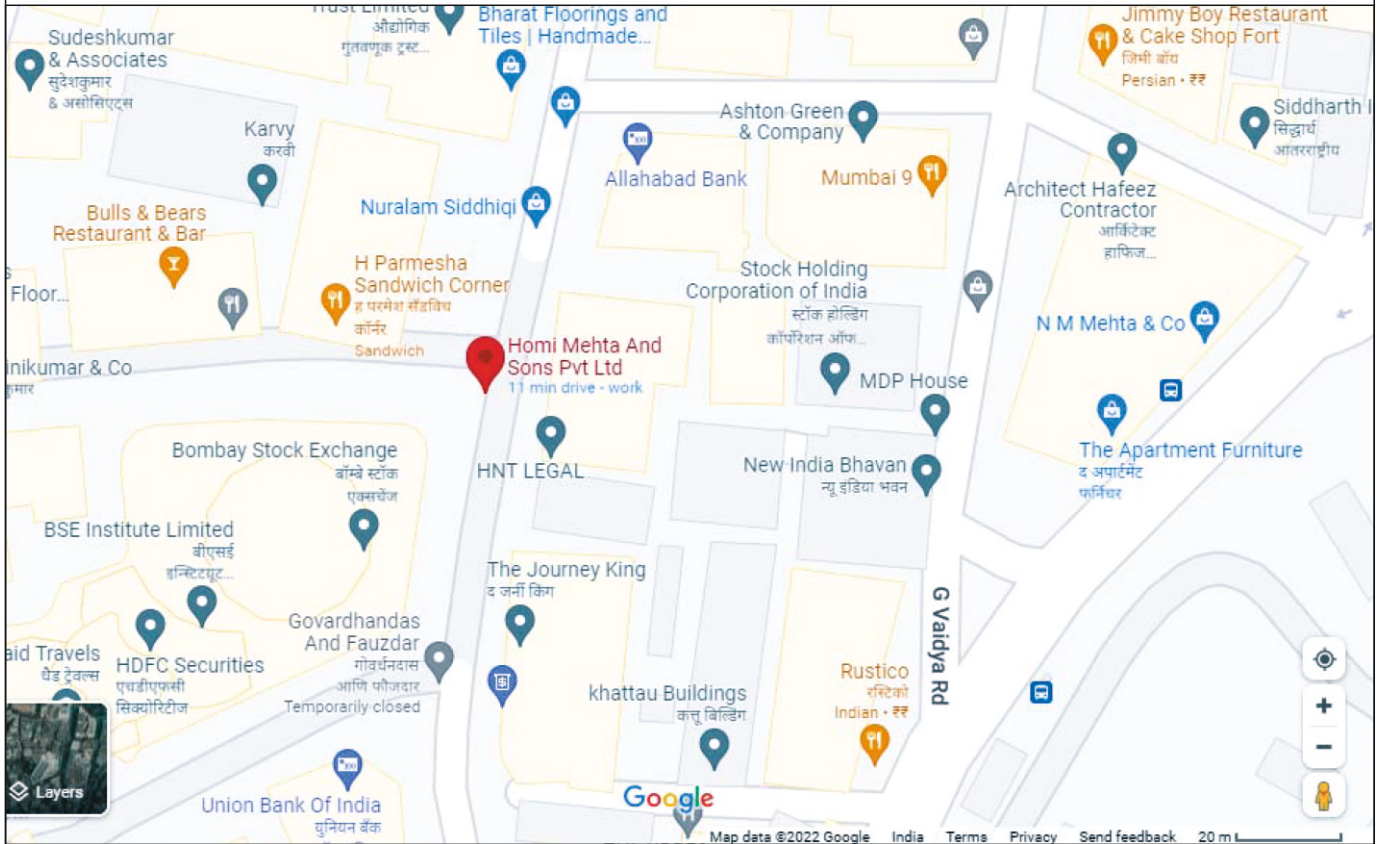
Place: Mumbai

Date: 22-08-2023

Venue of Annual General Meeting

Mehta House, 4th Floor, 79/91 Mumbai Samachar Marg, Mumbai- 400023.

Road Map to the venue of the Annual General Meeting



ZENITH SECURITIES AND INVESTMENT LIMITED

CIN: U66010MH1916GOI000432

DIRECTORS REPORT

To,

The Members,

Your Directors are pleased to present 107th Annual Report of the Company, together with the Audited Statement of Accounts for the year ended March 31, 2023.

Financial Performance:

The Company's performance during the year ended March 31, 2023 as compared to the previous financial year, is summarized below:

Particulars	Financial Year ended (Amount in Thousands)	
	31.03.2023	31.03.2022*
Total Income	7,92,619.13	4,40,398.86
Profit/(Loss) before Interest, Depreciation, Extraordinary item & Tax (EBITDA)	7,84,581.95	4,37,103.27
Finance Costs	27.38	30.98
Depreciation	27.60	37.38
Profit / (Loss) before Extraordinary Items and Taxes	7,84,526.97	4,37,034.91
Provision for Income Tax (including for earlier years)		
- Current Tax	(33,000.00)	(25,000.00)
- Deferred Tax	11.77	2.76
- Tax Adjustments related to Prior Periods	(4,060.39)	--
Profit after Tax for the year	7,47,478.35	4,12,037.67
Less: Appropriations		
Transfer to Special Reserve	1,49,495.67	82,423.30
Interim Dividends paid during the year	6,00,000.00	3,64,000.00
Net Profit/(Loss) After Tax	40,602.35	42,619.66

*previous year figures have been regrouped/rearranged wherever necessary.

Result of operations and state of Company's affairs (All amounts are in Thousands)

There was no change in nature of the business of the Company during the year under review.

The Company's total revenue for the financial year ended March 31, 2023 was Rs.7,92,619.13 as compared to the total revenue of Rs.4,40,398.86 during the previous year. The Company had earned profit of Rs.7,47,478.35 as compared to profit of Rs.4,12,037.67 in the previous year. The Company has taken the advantage of favorable market situation and booked a good amount of Profit as compared to earlier years.

Industrial Scenario and Business Review

The Company is engaged in investment activity and Investment Scenario was highly volatile during the year. The Company would continue its objective of investing in growth-oriented investments to take advantage of the market conditions.

Transfer to Reserves

During the year under review, the Company has transferred an amount of Rs.1,49,495.67 to Reserve Fund u/s 45 IC (1) of the Reserve Bank of India Act, 1934.

Material changes and commitments occurred after the close of the year till date of this report which affects the financial position of the Company

There were no material changes and commitments occurred after the close of the period ended March 31, 2023 till date of this report which affects the financial position of the Company.

Dividend

Pursuant to the approval of the Board on Friday, June 24, 2022, your Company distributed First Interim Dividend of 18000% of the face value of the Equity shares of Rs.100/- each (Rs.18000/- per share), amounting to Rs.36,00,00,000/- for the financial year 2022-2023, to those shareholders whose names appeared in the Register of Members of the Company as on Friday, June 24, 2022 (Record Date). Out of the above, an amount of Rs.1,07,69,400/- was deducted as Tax on Dividend.

Pursuant to the approval of the Board on September 23, 2022, your Company distributed Second Interim Dividend of 12000% of the face value of the Equity Shares of Rs.100/- each (Rs.12000/- per share), amounting to Rs.24,00,00,000/- for the financial year 2022-2023, to those shareholders whose names appeared in the Register of Members of the Company as on September 23, 2022. Out of the above, an amount of Rs.71,79,600/- was deducted as Tax on Dividend. The dividend was paid to all eligible shareholders within the prescribed time.

Share Capital

During the year, the Company has not issued any shares or convertible securities. The Company does not have any Scheme for issue of shares including sweat equity to the employees or Directors of the Company.

As on March 31, 2023, the issued, subscribed and paid-up share capital of your Company stood at Rs.20,00,000/- comprising of 20,000 Equity Shares of Rs.100 each fully paid-up.

Extract of Annual Return

Pursuant to Section 92(3) of the Companies Act 2013 ('the Act') and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of Annual Return in Form MGT 9 is appended as **Annexure 1**.

Details of Subsidiary/Joint Ventures/Associate Companies

As on March 31, 2023, the Company had no subsidiary / joint ventures / associate companies.

Holding Company

As on March 31, 2023, the Company is a subsidiary of United India Insurance Company Limited.

Internal financial controls

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of activities of the Company.

Details of Board Meetings

During the year, the Board met 5 (Five) times on May 11, 2022, June 24, 2022, August 22, 2022, September 23, 2022 and January 20, 2023. The attendance of the Directors at the Board meetings is as follows:

Name of the Director	No. of Meetings attended
Mr. Homi Framroze Mehta	5
Mr. Jehangir Mehta	5
Mr. Gopalakrishnan Sundararaman	5

a. Committee Meetings:

Considering the Share Capital of the Company, constitution of Audit and Nomination and Remuneration Committees does not apply to the Company. Considering the number of shareholders and the Company not having any debenture holders or deposit holders, the Stakeholders Relationship Committee does not apply. In view of not accepting deposits and no borrowings from banks, constitution of vigil mechanism also would not apply to the Company. (Refer Section 177, 178 of Companies Act, 2013 and Rules 6, 7 of The Companies (Meetings of Board and its Powers) Rules, 2015).

b. Corporate Social Responsibility (CSR)

The Board of Directors of the Company at their meeting held at June 24, 2022 has reconstituted Corporate Social Responsibility ('CSR') Committee comprising of Mr. Homi Framroze Mehta and Mr. Jehangir Homi Mehta with Mr. Homi Framroze Mehta as the Chairman.

The terms of reference of the CSR Committee includes formulation and recommendation of CSR Policy of the Company to the Board, recommending amount of expenditure for CSR activities, monitoring implementation of the CSR projects/ activities undertaken by the Company, implementation of CSR Policy, seeking approval of the Board for the expenditure incurred for CSR activities and periodic review of CSR activities.

The Corporate Social Responsibility Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

Your Company's CSR activities are focused on Social Empowerment and Welfare, Infrastructure Development, Sustainable Livelihood, Health Care and Education etc.

A report on CSR activities is attached as **Annexure 2** forming part of this report.

Directors' Responsibility Statement

Pursuant to Section 134(3) (c) of the Companies Act 2013, your Directors, to the best of their knowledge and belief, make following statements that:

- a. In the preparation of the Annual Accounts for the year ended March 31, 2023, the applicable accounting standards read with requirements set out under Schedule III of the Act, have been followed and there are no material departures from the same;
- b. Such accounting policies have been selected 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, 2023 and profit of the Company for the year ended on that date;
- c. Proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The Annual Accounts have been prepared on a going concern basis; and
- e. The systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

Directors and Key Managerial Personnel

Retiring by Rotation

In accordance with the Articles of Association of the Company, Mr. Jehangir Mehta, Director retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

Brief Resume of Mr. Jehangir Homi Mehta is mentioned as under:

Name of the Director	: Mr. Jehangir Homi Mehta
Date of Birth	: 16.11.1970
Date of Appointment	: June 22, 2021
Expertise in any functional area	: Investments and Finance
Qualification	: MBA (USA)

Other Directorships	: 9
Chairman / member of Committee of the Board of Directors of the Company	: 1
Chairman/ member of Committee of the Board of Directors of any other Company	: NIL
No. of shares held	: 40 (Equity Shares of Rs.100/- each)

As on March 31, 2023, Mr. Homi Framroze Mehta, Mr. Jehangir Mehta and Mr. Gopalakrishnan Sundararaman are the Directors of the Company.

Material changes and commitments occurred after the close of the period ended March 31, 2023 till date of this Report which affects the financial position of the Company

There were no material changes and commitments that occurred after the close of the period ended March 31, 2023 till the date of this report which affects the financial position of the Company.

Risk Management Policy

The Company is engaged in Investment activity and has identified Credit, Interest Rate and Market risks as potential risks that may affect the portfolio of investments. The Company has been placing the performance of the portfolio periodically before the Board of Directors as monitoring mechanism.

Remuneration to Directors

The Company does not pay any remuneration to Directors.

Disclosures under Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company does not have any female employees and hence, the declaration and disclosure required under Sexual Harassment of Women at Work (Prevention, Prohibition and Redressal) Act does not apply.

Public Deposits

During the year under review, the Company has not accepted any deposits from the public.

Statutory Auditors, their Report and Notes to Financial Statements

As directed by the Comptroller and Auditor General of India, M/s. N M K & Co LLP, Chartered Accountants (ICAI Registration No.: 107072W/W100131) were appointed as Statutory Auditors of the Company for a period of one year i.e., 2022-2023. For the next financial year i.e., 2023-2024, the Central Government of India is yet to appoint Statutory Auditors for the Company.

The observations made by the Auditors in their report for the year ended March 31, 2023 are appropriately dealt with in the notes forming part of the accounts which are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) (f) of the Companies Act, 2013. The Auditors report does not contain any qualifications, reservations or adverse remarks.

Conservation of energy, technology absorption, foreign exchange earnings and outgo

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

- (A) Conservation of energy: Not Applicable
- (B) Technology absorption: Not Applicable
- (C) Foreign exchange earnings and Outgo:

The Company had no foreign exchange earnings and outgo during the financial year.

Transfer of Unclaimed Dividend amounts to Investor Education and Protection Fund

In terms of Rule 5(4) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, a sum of Rs. 87,040/- lying with the Company as unclaimed dividend for the financial year 2014-2015 for a period of seven years from the date they became due for payment, was transferred during the period under review to the Investor Education and Protection Fund.

Pursuant to Rule 5(8) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has filed and uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2022, with the Ministry of Corporate Affairs.

Transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Account on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more

According to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall be transferred to the demat account of the IEPF Authority. Accordingly, the Company has transferred 744 Equity shares to IEPF account as per the requirements of the IEPF rules. The Company has and will transfer all future dividends pertaining to these shares to the designated accounts created by the IEPF Authority in accordance with the Rules.

Both the unclaimed dividends and the shares transferred to the IEPF can be claimed back by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the Rules.

Related party transactions

All Related Party Transactions entered during the year were in the ordinary course of business and on arms' length basis.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

The details of transactions entered into with the Related Parties are enclosed as **Annexure 3**.

Cost Audit

As per the Cost Audit Orders, Cost Audit is not applicable to the Company for the F.Y. 2022-23.

Fraud Reporting

During the year, no fraud whether actual, suspected or alleged was reported to the Board of Directors.

Particulars of Employees as required under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Being an unlisted company, provisions of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to your Company.

Particulars of Loans given, Investments made, Guarantees given and Securities provided

Details of Loans, investments or securities / guarantees covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to Financial Statements for the year ended 31.03.2023.

Significant and material orders passed by the regulators

During the year under review, there were no significant and material orders passed by the regulators/ courts or tribunals that would impact going concern status of the Company and its future operations.

Acknowledgements

The Directors thank the Bankers, Shareholders and Advisers of the Company for the growth and performance of your company.

The Directors also thank the United India Insurance Company Limited for its continued and active support and guidance.

For and on behalf of the Board

Zenith Securities and Investment Limited

Homi Mehta

CHAIRMAN
(DIN: 00105524)

Date: 22-08-2023

Place: Mumbai

Form No. MGT-9**EXTRACT OF ANNUAL RETURN**as on the financial year ended on 31st March, 2023

of

ZENITH SECURITIES AND INVESTMENT LIMITED

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- A. CIN : U66010MH1916GOI000432
- B. Registration Date : 28.08.1916
- C. Name of the Company : Zenith Securities and Investment Limited
- D. Category/ Sub-Category of the Company : Public Company/ Company limited by shares / Union Government Company
- E. Address of the Registered office and contact details : Office No.8, "Engineers Premises",
First Floor 93/95,
Mumbai Samachar Marg,
Fort, Mumbai -400023.
- F. Whether shares listed on recognized Stock Exchange(s) : No
- G. Name, Address and contact details of Registrar and Transfer Agent, if any : **Satellite Corporate Services Private Limited**
Office No. A/106-107, Dattani Plaza,
East West Indl. Compound, Andheri Kurla Road,
Safed Pool, Sakinaka, Mumbai- 400072.
Tel: 022-28520461, 022-28520462
Fax No.: 022-28511809
www.satellitecorporate.com
E-mail: service@satellitecorporate.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Investment in Shares and Securities	64990	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No.	Name and Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	United India Insurance Company Limited 24, Whites Road, Royapettah, Chennai- 600014	U93090TN1938GOI000108	Holding	69.45%	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.Promoters									
(1) Indian									
a) Individual/HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	0	0	0.00	0	0	0	0	0.00
e) Banks / FI	0	13890	13890	69.45	0	13890	13890	69.45	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub- total (A)(1)	0	13890	13890	69.45	0	13890	13890	69.45	0.00
(2) Foreign									
a) NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Body Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other...	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	0	13890	13890	69.45	0	13890	13890	69.45	0.00

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
2. Non-Institutions									
a) Bodies Corp									
i) Indian	778	3032	3810	19.05	778	3032	3810	19.05	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individuals Shareholders holding nominal share capital upto Rs 1 lakh	241	2059	2300	11.50	241	1315	1556	7.780	0.00
ii) individual Shareholders holding nominal capital in excess of Rs 1 lakh	0	0	0	0.00	0	0	0	0.00	0.00

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others(specify)									
Non Resident Indians (Repat)	0	0	0	0.00	0	0	0	0.00	0.00
Non Resident Indians (Non Repat)	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Member	0	0	0	0.00	0	0	0	0.00	0.00
Trusts	0	0	0	0.00	0	0	0	0.00	0.00
Investor Education And Protection Fund Authority Ministry of Corporate Affairs	744	0	744	3.72	744	0	744	3.72	0.00
Sub-total (B)(2):-	1763	4347	6110	30.55	2087	4023	6110	30.55	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	1763	4347	6110	30.55	2087	4023	6110	30.55	0.00
C. Shares held by Custodian for GDRs & ADRs									
i. Promoter and Promoter group	0	0	0	0.00	0	0	0	0.00	0.00
ii. Public	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total C:-	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	1763	18237	20000	100.00	1763	18237	20000	100.00	0.00

(ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change In shareholding During the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	United India Insurance Company Limited	13890	69.45	0.00	13890	69.45	0.00	0.00

(iii) Charge in Promoters' Shareholding

Sr. No.		Shareholding at the beginning of the year	Cumulative Shareholding during the year		
			% of total shares of the company	No. of shares	% of total shares of the company
1.	United India Insurance Company Limited				
	At the beginning of the year	13890	69.45	13890	69.45
	Date wise Increase /Decrease in Promoters Shareholding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	There is no change in the shareholding during the year.			
	At the end of the year	13890	69.45	13890	69.45

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total Shares of the company
	At the beginning of the year				
1	Homi Mehta & Sons Private Limited	1798	8.99	1798	8.99
2	Hansa Holding & Trading Company Private Limited	824	4.12	824	4.12
3	Accelerant Hospitality Ventures LLP (Formerly known as Sukra Property Holdings and Trading Company Private Limited)	778	3.89	778	3.89
4	Investor Education and Protection Fund Authority Ministry of Corporate Affairs	744	3.72	744	3.72
5	The Gaekwar Mills Limited	300	1.50	300	1.50
6	Manjari Stud Farm Limited	200	1.00	200	1.00
7	Farooq S. Khatri	100	0.50	100	0.50
8	Suhasini M. Sanzgiri	150	0.75	150	0.75
9	Ayesha P. Daryanani	112	0.56	112	0.56
10	Sulochana Chandravadan	100	0.50	100	0.50

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total Shares of the company
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	Acquisition of Shares by Mr. Farooq S. Khatri on 10.06.2022	100	0.50	200	1.00
	Sale of Shares by Mr. Farooq S. Khatri on 26.08.2022	(50)	(0.25)	150	0.75
	At the End of the year (or on the date of separation, if Separated during the year)				
1	Homi Mehta & Sons Private Limited	1798	8.99	1798	8.99
2	Hansa Holding & Trading Company Private Limited	824	4.12	824	4.12
3	Accelerant Hospitality Ventures LLP (Formerly Known as Sukra Property Holdings and Trading Company Private Limited)	778	3.89	778	3.89
4	Investor Education and Protection Fund Authority Ministry Of Corporate Affairs	744	3.72	744	3.72
5	The Gaekwar Mills Limited	300	1.50	300	1.50
6	Manjari Stud Farm Limited	200	1.00	200	1.00
7	Farooq S. Khatri	150	0.75	150	0.75
8	Suhasini M. Sanzgiri	150	0.75	150	0.75
9	Ayesha P. Daryanani	112	0.56	112	0.56
10	Sulochana Chandravadan	100	0.50	100	0.50

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total Shares of the company
1.	Mr. Homi F. Mehta				
	At the beginning of the year	68	0.34	68	0.34
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	No Change	N.A.	No Change	N.A.
	At the end of the year	68	0.34	68	0.34
2.	Mr. Gopalakrishnan Sundararaman				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	N.A.	No Change	N.A.
	At the end of the year	0	0.00	0	0.00
3.	Mr. Jehangir Mehta				
	At the beginning of the year	40	0.20	40	0.20
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	N.A.	No Change	N.A.
	At the end of the year	40	0.20	40	0.20

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year • Addition • Reduction				
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
1.	Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under	NIL	NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4.	- Commission - as % of profit - others, specify...	NIL	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (A)	NIL	NIL	NIL	NIL	NIL
	Ceiling as per the Act	Not Applicable				

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
	1. Independent Directors Fee for attending board / committee meetings Commission Others, please specify				
	Local Conveyance	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil
	2. Other Non-Executive Directors Fee for attending board / committee meetings Commission Others, please specify Local Conveyance	Mr. Homi F. Mehta Nil	Mr. Jehangir Mehta Nil	Mr. Gopalakrishnan Sundararaman Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	Ceiling on Sitting Fees as prescribed under the Act is Rs.1,00,000/- per meeting per Director			

C. Remuneration to Key Managerial Personnel other than MD / Manager/ WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission- as % of profit- others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/ NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board
Zenith Securities and Investment Limited

Date: 22-08-2023

Place: Mumbai

HOMI MEHTA
CHAIRMAN
(DIN:00105524)

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES UNDERTAKEN DURING THE FINANCIAL YEAR 2022-2023.

1. Brief Outline on CSR Policy of the Company

The Corporate Social Responsibility Policy (“CSR Policy”) of the Company outlines the aim and objective behind the Corporate Social Responsibility (“CSR”) projects / programmes of the Company and includes the guiding principles for selection, implementation and monitoring of CSR activities of the Company.

The objective of the CSR Policy of the Company is to actively contribute to the social and economic development of the communities in which we operate. In so doing and built a better, sustainable way of life for weaker Sections of society, to contribute effectively towards inclusive growth and raise the country's human development index. Our projects focus on – education, healthcare, sustainable livelihood, infrastructure development and social reform, Disaster Management, etc. epitomizing a holistic approach to inclusive growth. The CSR Policy also allows the Company to make contribution(s) to the Prime Minister's National Relief Fund or any other fund set up by the Central Government from time to time.

2. Composition of CSR Committee:

The Board of Directors of your Company has constituted the Corporate Social Responsibility Committee of Directors. CSR Committee is formed as per the applicable laws of the Companies Act, 2013 and the Committee is responsible for the implementation/monitoring and review of the policy and various projects/activities undertaken under the policy.

The Members of the CSR committee are as follows:

Sr. No.	Name of the Director	Designation/ Nature of Directorship	Number of Meeting of CSR Committee held during the year*	Number of meetings of CSR Committee attended during the year
1	Mr. Homi Framroze Mehta, Chairman	Director	1	1
2	Mr. Jehangir Homi Mehta, Member	Director	1	1

*One (1) CSR Committee meeting was held during the year on August 22, 2022.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company – N.A.
4. Provide the executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8, if applicable - Not Applicable
5. Average net profit of the company as per Section 135(5).

- (a) The Average Net Profit of the company for last three financial years (computed as per Section 198 of Companies Act 2013)

Sr. No.	Financial year	Profit (In Rs.)
1	2020	(1,93,88,426.05)
2	2021	3,35,33,953.00
3	2022	43,70,34,903.58
	Total	45,11,80,430.53
	Average Net Profit	15,03,93,476.84

- b. Two percent of average net profit of the company as per Section 135(5) : Rs. 30,07,869.54
- c. Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
- d. Amount required to be set off for the financial year, if any: NIL
- e. Total CSR obligation for the financial year [(b) + (c) - (d)]: Rs. 30,07,869.54

Total amount spent for the Financial Year: Rs. 30,10,000/-

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Rs. 30,10,000/-
- (b) Amount spent in Administrative Overheads: NIL
- (c) Amount spent on Impact Assessment, if applicable: Not Applicable
- (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs. 30,10,000/-
- (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.) - NIL				
	Total Amount transferred to Unspent CSR Account as per Section 135(6).	Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5).			
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
# 30,10,000/-	N.A	N.A	N.A	N.A	N.A

#Details of the Amount Spent for the Financial Year ending March 31, 2023:

(1)	(2)	(3)	(4)	(5)	(8)	(10)	(11)		
Sr. No.	Name of the Project	Items from the list of activities in Schedule VII to the Act	Local Area (Yes / No)	Location of the Project	Amount spent in the current financial Year (in Rs.)	Mode of Implementation - Direct (Yes/ No).	Mode of implementation - Through Implementing Agency		
				State	District			Name	CSR registration No.
1.	Helping children suffering from Leukaemia / Lymphoma, Thalassemia (Bone Marrow Transplant) and other Blood Disorders	(i)	Yes	MH	Mumbai	15,10,000	No	Cherish Life India Foundation	CSR0000 32304
2.	Upliftment of eco-socio backward society by providing health education and self-employment	(ii)	Yes	MH	Mumbai	15,00,000	No	Omkar Andh Apang Samajik Sanstha	CSR0000 3196

f. Excess amount for set off, if any:

Sr. No.	Particulars	Amount (in Rs.)
1	Two percent of average net profit of the company as per Section 135(5)	30,07,869.54
2	Total amount spent for the Financial Year	30,10,000/-
3	Excess amount spent for the financial year [(ii)-(i)]	2,130.46
4	Surplus arising out of the CSR projects or programmes or activities of the previous financial year, if any	NIL
5	Amount available for set off in succeeding financial years[(iii)-(iv)]	2,130.46

7. a. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: N.A.

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (in Rs.)	Balance Amount in Unspent CSR Account under sub-Section (6) of Section 135 (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-Section (5) of Section 135, if any		Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency, if any
					Amount (in Rs.)	Date of transfer		
1	FY-1	N.A.	--	--	--	--	--	--
2	FY-2	N.A.	--	--	--	--	--	--
3	FY-3	N.A.	--	--	--	--	--	--

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Yes / No

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

b. Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): N.A

Sr. No.	Short particulars of the property or asset(s)	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
	[including complete address and location of the property]						
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
--	--	--	--	--	--	--	--

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-Section (5) of Section 135: Not Applicable**

For and on behalf of the Board
Zenith Securities and Investment Limited

Homi Mehta
Chairman
(DIN: 00105524)

Jehangir Mehta
Director
(DIN: 00110951)

Date: August 22, 2023
Place: Mumbai

FORM NO. AOC -2

(Pursuant to clause (h) of sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis for the year ended March 31, 2023.-NIL
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts / arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - (e) Justification for entering into such contracts or arrangements or transactions
 - (f) date(s) of approval by the Board
 - (g) Amount paid as advances, if any:
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188

2. Details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2023.
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts / arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
 - (e) Date(s) of approval by the Board, if any:
 - (f) Amount paid as advances, if any:

Sr. No.	Particulars and Related Party	Nature of transaction	Amount in Thousands
(a).	<u>Key Management Personnel</u>		
	Mr. Homi F Mehta - Chairman	Conveyance	NIL
	Mr. Jehangir Mehta-Director	Conveyance	NIL
(b).	<u>Associate Concern / trust</u>		
	Sir Homi Mehta Trust-Payable	Rent	358.33

For and on behalf of the Board
Zenith Securities and Investment Limited

Date: 22-08-2023

Place: Mumbai

HOMI MEHTA
CHAIRMAN
 (DIN:00105524)



INDEPENDENT AUDITOR'S REPORT

To the Members of,
ZENITH SECURITIES AND INVESTMENT LIMITED

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of **Zenith Securities and Investment Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss, Cash flow Statement for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act 2013 ("The Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023, its Profit and its Cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Financial Statements and Auditor's Report Thereon.

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Board of Director report but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Financial Statements

The Company's Board of directors is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, The Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors, is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements:

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii) Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- v) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Emphasis of Matter

Attention is drawn to Note 10 of the Financial Statements regarding certain Investments in securities (unquoted equity and Preference shares) appearing in the books of the Company, the details of which including (scrip wise details) are not available with the Company. These shares are not in the custody of the Company as the same are not traceable. The aggregate book value of these securities as on 31st March 2023 was Rs. 449.59 (In thousands). The Company has created 100% provision against the same. In the absence of required information, the market value of the same cannot be ascertained.

Other Matter

The financial statements of the Company for the year ended March 31, 2022, were audited by predecessor auditor who had expressed an unmodified opinion on those statements vide their Audit report dated May 11, 2022.

Report on Other Legal and Regulatory Requirements:

1. As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, to the extent applicable;
- e) On the basis of the written representations received from the directors as on 31st March, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023, from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure A**". Our report expresses unmodified opinion on the adequacy and operating effectiveness of the Company's Internal Financial Controls over financial reporting.
- g. With the respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197 (16) of the Act, as amended:

Since the Company has not paid any managerial remuneration during the financial year, the question of commenting on the compliance with section 197 does not arise.

- 2 As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure B**", a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 3 With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a) The Company has disclosed the impact, if any, of pending litigations in its financial statements (refer note 25 of the Financial Statements)
 - b) The Company does not have any long-term contracts including derivative contracts which require any provision for any material foreseeable losses.
 - c) There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - d)
 - (i) The Management has represented that, to the best of its knowledge and belief, as disclosed in Note 34 to the Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries;
 - (ii) The Management has represented, that, to the best of its knowledge and belief, as disclosed in Note 35 to the Financial Statements, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (iii) Based on such audit procedures performed, that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) of Rule 11(e), as provided under sub-clause (I) and (ii) of clause (d) above contain any material miss-statement.
 - e) The Interim Dividend declared and paid by the Company during the year is in accordance with Section 123 of the Act, to the extent applicable.
 - f) As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the company with effect from 1st April 2023, and accordingly, reporting under rule 11(g) of companies (Audit and Auditors) Rules, 2014 is not applicable for Financial Year 2022-23.

- 4) In terms of the Directions issued by the Comptroller & Auditor General of India under section 143(5) of the Act and applicable for the financial year 2022-23, refer our comments in "Annexure C".

For **NMK & Co LLP**

Chartered Accountants

Firm Registration No. 107072W/ W100131

Amit A. Purohit

Partner

Membership No. 101612

UDIN: 23101612BGWPJZ3181

Place: Mumbai

Date: 19th May, 2023

ANNEXURE “A” To The Independent Auditors' Report on the Financial Statements of Zenith Securities and Investment Limited for the year ended 31st March, 2023

(In respect of Annexure referred to in paragraph 1(f) of “Report on Other Legal and Regulatory Requirements” section of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **ZENITH SECURITIES AND INVESTMENT LIMITED** (“the Company”) as of March 31, 2023 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date

Management's Responsibility for Internal Financial Controls:

The Company's Management are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“the Guidance Note”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as “the Act”).

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Financial Statements based on our audit. We conducted our audit in accordance with the aforesaid Guidance Note and the Standards on Auditing, issued by the Institute of Chartered Accountants of India (“ICAI”) and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Financial Statements was established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting, with reference to these Financial Statements.

Meaning of Internal Financial Controls Over Financial Reporting with reference to Financial Statements:

A company's internal financial control with reference to these Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to these Financial Statements includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to these Financial Statements:

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls

over financial reporting with reference to these Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

The financial statements of the Company for the year ended March 31, 2022, were audited by predecessor auditor who had expressed an unmodified opinion on those statements including report on Internal Financial Controls Over Financial Reporting vide their Audit report dated May 11, 2022.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For NMK & Co LLP
Chartered Accountants
FRN: 107072W/ W100131

Amit A. Purohit
Partner

Membership No. 101612

UDIN: 23101612BGWPJZ3181

Place: Mumbai

Date: 19th May, 2023

ANNEXURE “B” To The Independent Auditors' Report on the Financial Statements of Zenith Securities and Investment Limited for the year ended 31st March, 2023

(In respect of Annexure referred to in paragraph 2 of “Report on Other Legal and Regulatory Requirements” section of our report of even date, we report the following:)

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) In respect of Company's Property, Plant and Equipment (“PPE”) and Intangible Assets:

- (a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of PPE;
- (a)(B) There is no immovable property held by the Company and accordingly, the requirements under clause 3(i)(c) of the Order regarding title deeds are not applicable.
- (b) The PPE were physically verified during the year by the Management in accordance with a regular of verification which, in our opinion, provides for physical verification of all the PPE at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) There is no immovable property (other than properties where the company is the lessee, and the lease agreements are duly executed in favour of the lessee), held by the Company and accordingly, the requirements under clause 3(i)(c) of the Order regarding title deeds are not applicable.
- (d) According to the information and explanations given to us and based on our examination of records of the Company, the company has not revalued its PPE during the year. Further, the Company does not have intangible asset. As such, the question of commenting on the revaluation of the same does not arise.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder.

(ii) In respect of its inventories:

- (a) The Company does not hold any Inventory. As such, clause 3(ii) of the Order is not applicable.
- (b) The Company has not been sanctioned working capital limits during any point of time of the year, based on security of current assets, from banks or financial institutions. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.

iii) In respect of Loans, Investments, Guarantees:

- (a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a), (c), (d), (e), (f) of the Order is not applicable to the Company.
 - (b) The investments made during the year, are in our opinion, *prima facie*, not prejudicial to the Company's interest. The Company has not provided any guarantee or security. As such, the question of commenting whether the same is prejudicial to the Company's interest does not arise.
- iv) The Company has not advanced loans to Directors / to a Company in which the Director is interested, to which provisions of Section 185 of the Act apply and hence not commented upon. Further as the company is a Non-Banking Finance Company, engaged in the business of Investing, the provisions of section 186 [except for sub section (1)] of the Act are not applicable to the Company.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the period in terms of directives issued by the Reserve Bank of India or the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- vi) Maintenance of cost records has not been specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

vii) In respect of statutory dues:

- a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Income Tax, and other material statutory dues applicable to it with the appropriate authorities, except in few cases of delay in payment of TDS were noticed.
- b) In our opinion, no undisputed amounts payable in respect of Income Tax, and other material statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.
- c) The Company did not have any statutory dues, as referred to above, outstanding on account of any dispute with the concerned authority.

viii) According to the information and explanations given to us, and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act 1961, as income during the year.

ix) In respect of repayment of loans and other borrowings:

- a) According to the information and explanations given to us, and on the basis of our examination of the records, the Company has not taken any loans or any other borrowings. Accordingly, the requirements under clause 3(ix)(a) of the Order is not applicable.
- b) According to the information and explanations given to us, and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or Financial Institution or Government or Government authority.
- c) The Company has not obtained any term loan during the period. As such, clause 3(ix)(c) of the Order is not applicable.
- d) During the period, the Company did not borrow funds. As such, clause 3(ix)(d) is not applicable.
- e) The Company did not have any Subsidiary, Joint venture or Associate Company during the year ended 31st March 2023. As such, clause 3(ix)(e) of the order is not applicable.
- f) The Company did not have any Subsidiary, Joint venture or Associate Company during the year ended 31st March 2023. As such, clause 3(ix)(f) of the order is not applicable.

x) In respect of money raised by public offer:

- a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.
- b) According to the information and explanations given to us, and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the period. Accordingly, clause 3(x)(b) of the Order is not applicable.

xi) In respect of fraud reported / noticed:

- a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, considering the principles of materiality as outlined in the Standards on Auditing, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the period, nor have we been informed of any such case by the Management.
- b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- c) As represented to us by the Management, there are no whistle blower complaints received by the Company during the year.

xii) The Company is not a Nidhi Company and hence reporting under Clause 3 (xii) of the Order is not applicable to the Company.

xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Accounting Standards.

- xiv) In our opinion and based on our examination, the Company does not have an Internal Audit system and is not required to have an internal audit system as per the provisions of Section 138 of the Act.
- xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi) In respect of non-banking financing activities:

- a) In our opinion, the Company is required to be registered under section 45-IA of the Reserve bank of India Act, 1934 and has duly obtained the registration.
- b) In our opinion, the Company has valid Certificate of Registration from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable to the Company.
- c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable to the Company.
- d) In our opinion and accordingly to information and explanations given to us, there is no core investment Company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx) In respect of Corporate Social Responsibility (CSR):

- a) The Company has fully spent the required amount towards CSR and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of subsection (6) of Section 135 of the said Act. Accordingly, reporting under Clause 3(xx) of the Order is not applicable for the year.
- b) According to the information and explanations given to us, the Company is not carrying out the CSR activities in Project mode, Accordingly, clause 3(xx)(b) of the Order is not applicable.
- xxi) The Company does not have any Subsidiary, Joint venture or Associate and as such does not prepare Consolidated financial statements. Hence, clause (xxi) of the Order regarding reporting of qualifications or adverse remarks, if any, in the respective audit reports of companies included in the Consolidated Financial Statements, is not applicable.

For NMK & Co LLP
Chartered Accountants
FRN: 107072W/ W100131

Amit A. Purohit
Partner

Membership No. 101612

UDIN: 23101612BGWPJZ3181

Place: Mumbai

Date: 19th May, 2023

ANNEXURE “C” To The Independent Auditors' Report on the Financial Statements of Zenith Securities and Investment Limited for the year ended 31st March, 2023

(In respect of Annexure referred to in paragraph 4 of “Report on Other Legal and Regulatory Requirements” section of our report of even date)

Directions under section 143(5) of the Companies Act 2013 applicable for the financial year 2022-23

Sr. No.	DIRECTIONS	REPLIES	IMPACT ON ACCOUNTED FINANCIAL STATEMENTS
1	Whether the Company has system in place to process all the accounting transaction through IT? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implication, if any, may be stated.	In our opinion and according to the information and explanations given to us, the Company has system in place to process all the accounting transaction through IT, as the Company is using Accounting software to maintain books of accounts. During the financial year under audit, the company has not processed any transaction outside IT system. As such, there is no financial implication of processing the accounting transactions outside IT system.	NIL
2	Whether there is any restructuring of an existing loan or cases of waiver/write off of debts/loans/ interest etc. made by a lender to the company due to the company's inability to repay the loan? If yes, the financial impact may be stated. Whether such cases are properly accounted for? (In case, lender is a Government company, then this direction is also applicable for statutory auditor of Lender Company).	In our opinion and accordingly to the information and explanations given to us, the Company has neither obtained any loan during the financial year nor were any loans outstanding during the year, as such question of commenting on restricting / waiver / write off of debt / loans / interest by the Lender does not arise. As such, there is no financial impact.	NIL
3	Whether funds received/receivable for specific schemes from central/state agencies were properly accounted for/utilized as per its term and conditions? List the cases of deviation.	In our opinion and accordingly to the information and explanations given to us, there are no funds received / receivable by the Company towards specific schemes from central/state agencies during the year. As such, the question of commenting on its accounting and utilisation as per its terms and conditions, does not arise.	Not Applicable

For NMK & Co LLP
Chartered Accountants
 FRN: 107072W/ W100131

Amit A. Purohit
 Partner

Membership No. 101612

UDIN: 23101612BGWPJZ3181

Place: Mumbai

Date: 19th May, 2023

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF ZENITH SECURITIES AND INVESTMENT LIMITED FOR THE YEAR ENDED 31 MARCH 2023.

The preparation of financial statements of Zenith Securities and Investment Limited for the year ended 31 March 2023 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the company. The statutory auditor appointed by the Comptroller and Auditor General of India under section 139(5) of the Act is responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 19th May, 2023.

I, on the behalf of the Comptroller and Auditor General of India, have decided not to conduct the supplementary audit of the Financial Statements of Zenith Securities and Investment Limited for the year ended 31st March 2023 under section 143(6)(a) of the Act.

For and on the behalf of the
Comptroller and Auditor General of India

(Guljari Lal)
Director General of Audit (Shipping), Mumbai

Place : Mumbai

Date : 09th August, 2023

Zenith Securities and Investment Limited
[CIN :U66010MH916GOI00043]
Balance Sheet as at 31st March, 2023

(Rupees in Thousands, unless otherwise stated)

Particulars	Note No.	As at 31 March, 2023	As at 31 March, 2022
I EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	2,000.00	2,000.00
(b) Reserves and Surplus	4	372,336.96	224,858.60
		374,336.96	226,858.60
2 Non-current liabilities			
Deferred tax liabilities (net)	5	-	7.72
		-	7.72
3 Current liabilities			
(a) Trade payables	6		
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		358.33	358.33
(b) Other current liabilities	7	15,665.56	11,725.73
(c) Short-term provisions	8	6,410.41	71.91
		22,434.30	12,155.97
Total		396,771.26	239,022.29
II ASSETS			
1 Non-current assets			
(a) Property, Plant and Equipment and Intangible assets			
Property Plant and Equipment	9	53.41	43.14
(b) Non-current investments	10	187,642.22	221,004.99
(c) Deferred tax assets (net)	11	4.04	-
(d) Long-term loans and advances	12	-	1,091.90
(e) Other non-current assets	13	-	10.66
		187,699.67	222,150.69
2 Current assets			
(a) Current investments	14	40,000.00	-
(b) Cash and Bank Balances	15	166,102.61	15,786.85
(c) Short-term loans and advances	16	903.26	964.75
(d) Other Current Assets	17	2,065.72	120.00
		209,071.59	16,871.60
Total		396,771.26	239,022.29

Significant Accounting Policies: 2

The accompanying notes form an integral part of these Financial Statements

As per our report of even date

For N M K & CO LLP

Chartered Accountants

Firm Registration No: 107072W / W100131

**For and on behalf of the Board of Directors of
Zenith Securities and Investment Limited**

Amit A. Purohit

Partner

Membership No : 101612

Homi F. Mehta
Director

DIN: 00105524

Jehangir H. Mehta
Director

DIN:00110951

G.Sundararaman
Director

DIN:0009093945

Place : Mumbai

Date : 19th May, 2023

Place : Mumbai

Date : 19th May, 2023

Zenith Securities and Investment Limited
[CIN :U66010MH916GOI00043]
Statement of Profit and Loss for the year ended 31st March 2023

(Rupees in Thousands, unless otherwise stated)

	Particulars	Note No.	For the year ended 31st March, 2023	For the year ended 31st March, 2022
	Income			
I	Revenue from Operations	18	787,420.82	432,592.78
II	Other Income	19	5,198.31	7,806.08
III	Total Income (I+II)		792,619.13	440,398.86
	Expenses			
IV	(a) Employee Benefit Expenses	20	1,340.00	925.00
	(b) Finance costs	21	27.38	30.98
	(c) Depreciation and amortisation expense	9	27.60	37.38
	(d) Other Expenses	22	6,697.18	2,370.59
	Total expenses		8,092.16	3,363.95
V	Profit / (Loss) before tax (III-IV)		784,526.97	437,034.91
VI	Tax expense:			
	(1) Current tax expense for current year		(33,000.00)	(25,000.00)
	(2) Current tax expense relating to prior years		(4,060.39)	-
	(3) Deferred tax (Expense) /Income		11.77	2.76
VII	Profit / (Loss) for the year (V-VI)		747,478.35	412,037.67
VIII	Earning Per Equity Share (face value per share Rupees 100/-)	23		
	(1) Basic		37,373.92	20,601.88
	(2) Diluted		37,373.92	20,601.88

Significant Accounting Policies: 2

The accompanying notes form an integral part of these Financial Statements

As per our report of even date

For N M K & CO LLP

Chartered Accountants

Firm Registration No: 107072W / W100131

**For and on behalf of the Board of Directors of
Zenith Securities and Investment Limited**

Amit A. Purohit
Partner

Membership No : 101612

Homi F. Mehta
Director
DIN: 00105524

Jehangir H. Mehta
Director
DIN:00110951

G.Sundararaman
Director
DIN:0009093945

Place : Mumbai

Date : 19th May, 2023

Place: Mumbai

Date : 19th May, 2023

Zenith Securities and Investment Limited [CIN :U66010MH916GOI00043] Cash Flow Statement for the year ended 31st March 2023				
(Rupees in Thousands, unless otherwise stated)				
PARTICULARS	For the year ended 31 March, 2023	For the year ended 31 March, 2023	For the year ended 31 March, 2022	For the year ended 31 March, 2022
A)CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit for the Year before Tax		784,526.97		437,034.91
Adjustment :				
Add: Depreciation and Amortisation	27.60		37.38	
Add:: Provision in Diminution in the value of Securities	2,905.41		5,198.31	
Add: Sundry Balances written off	10.66		-	
Less: Reversal of Provision in Diminution in the value of Securities	(5,198.31)		(11,348.13)	
		(2,254.64)		(6,112.44)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		782,272.33		430,922.47
Decrease / (Increase) in Other Non Current Assets	-		(950.00)	
Decrease / (Increase) in Loans and Advances and Other Current Assets	(1,884.21)		(134.76)	
Decrease / (Increase) in Other Bank Balances	(164,725.76)		(27.57)	
Increase / (Decrease) in trade and other payables and Current liabilities	3,939.84		10,847.82	
		(162,670.14)		9,735.48
CASH GENERATED FROM OPERATIONS		619,602.20		440,657.95
Less: Income Tax paid		(29,630.00)		(26,971.41)
NET CASH FLOW FROM OPERATING ACTIVITIES		589,972.20		413,686.54
B)CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Property, Plant and Equipment	(37.86)		(77.94)	
Acquisition of Investments	(969,666.24)		(39,473.22)	
Sale/Redemption of Investments	995,321.90		13,705.69	
(Increase) / Decrease in Current Investments	(30,000.00)		(10,000.00)	
NET CASH FLOW FROM INVESTING ACTIVITY		(4,382.20)		(35,845.48)
C)CASH FLOW FROM FINANCING ACTIVITIES				
Dividend Paid	(600,000.00)		(364,000.00)	
NET CASH FLOW FROM FINANCING ACTIVITY		(600,000.00)		(364,000.00)
Net Increase in Cash and Cash Equivalents		(14,410.01)		13,841.06
Opening Cash and Cash Equivalents		14,911.44		1,070.38
Closing Cash and Cash equivalents		501.44		14,911.44
Components of cash and cash equivalents:				
Cash in Hand		0.63		1.90
<u>Balances in Bank</u>				
-Current Account		500.81		14,909.54
		501.44		14,911.44
Reconciliation of Cash and Cash equivalents:		As at 31st March 2023		As at 31st March 2022
Amount as per above		501.44		14,911.44
<u>Other Bank Balances</u>				
Bank Fixed Deposits		150,000.00		-
Unclaimed Dividend Accounts		15,601.17		875.41
		166,102.61		15,786.85
Total amount as per Cash and Cash equivalents (refer Note 15)				
As per our report of even date				
For N M K & CO LLP Chartered Accountants Firm Registration No: 107072W / W100131		For and on behalf of the Board of Directors of Zenith Securities and Investment Limited		
Amit A. Purohit Partner Membership No : 101612		Homi F. Mehta Director DIN: 00105524	Jehangir H. Mehta Director DIN:00110951	G.Sundararaman Director DIN:0009093945
Place : Mumbai		Place : Mumbai		
Date : 19th May, 2023		Date : 19th May, 2023		

Zenith Securities and Investments Limited

[CIN: U66010MH1916GOI00043]

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

1. Background

Zenith Securities and Investments Limited ("the Company") was incorporated on 28th August 1916 under the erstwhile Companies Act, 1913 (presently, Companies Act, 2013). The Company is an Unlisted Public Limited Company. The Company is registered with the Reserve Bank of India ("RBI") under section 45-IA of the Reserve Bank of India Act, 1934 as a Non-Banking Financial Company [non-deposit taking] ("NBFC-ND") with registration no. 13.01041. As per the revised regulatory framework for NBFCs issued by the RBI, the Company is categorised as NBFC-Base Level (BL). The main Business of the Company is to Invest in Short Term and Long Term Investments.

2. Significant Accounting Policies:

(i) Basis for preparation:

The financial statements have been prepared under the historical cost convention on an accrual basis in accordance with the Generally Accepted Accounting Principles in India (IGAAP) to comply with the requirements of Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and other relevant provisions of the Act. Accounting policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised Accounting Standards on an ongoing basis.

(ii) Presentation and disclosure of financial statements:

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of activity carried out by the company and the period between the procurement and realization of cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of Current / Non-current classification of assets and liabilities. The financial statements are presented in Indian Rupees and are rounded-off to the nearest Thousands with two decimals, except otherwise stated.

(iii) Use of Estimates:

The preparation of financial statements in conformity with IGAAP requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of financial statements. Examples of such estimates and assumptions include useful lives of Property, Plant and Equipment's and Intangible assets, Taxes, provision for doubtful debts, anticipated obligations under employee retirement plans etc. The recognition, measurement, classification or disclosures of an item or information in the financial statements are made relying on these estimates to a greater extent. Actual results could differ from those estimates.

(iv) Classification of Current/Non-current Assets and Liabilities:

a. An asset is classified as current when it satisfies any of the following criteria:

- i. It is expected to be realised in or is intended for sale or consumption in, the company's operating cycle;
- ii. It is expected to be realised within 12 months after the reporting date;
- iii. It is Cash or Cash equivalent, unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as Non-current.

b. A liability is classified as current when it satisfies any of following criteria:

- i. It is expected to be settled in the company's normal operating cycle;
- ii. It is due to be settled within 12 months after the reporting date;
- iii. The company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other liabilities are classified as Non-current.

(v) Property Plant and Equipment (PPE), Intangible assets and Depreciation:

- a. All PPEs are stated at cost, net of recoverable taxes, trade discount and rebate less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use.
- b. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

- c. PPEs which are significant to the total cost of that item of PPEs and having different useful life are accounted separately.
- d. Depreciation on all PPEs for the year is provided as per the written down value method as per the useful life prescribed in Schedule II to the Act.
- e. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

(vi) Investments

Trade Investments are the investments made to enhance the Company's business interest. Investments are either classified as Long term (non-current) or Current based on the Management's intention at the time of purchase. Investments that are readily realizable and intended to be held for not more than a year are classified as Current Investments. All other Investments are classified as Long Term Investments. Long Term Investments are stated at Cost. A provision for diminution in value is made to recognize a decline, other than temporary, in the value of long term investments. Current Investments, if any, are valued at lower of cost and fair value.

(vii) Cash and Cash Equivalents:

Cash and Cash equivalents comprise Cash at Bank and in hand and short term investments, if any, with an original maturity of three months or less.

(viii) Impairment:

The carrying amounts of assets are reviewed at each balance sheet date to check any indication of impairment based on internal / external factors. Impairment loss is recognized whenever the carrying amount of an asset is in excess of its recoverable amount. The impairment loss is recognized as an expense in the Statement of Profit and Loss and carrying amount of the asset is reduced to its recoverable value.

(ix) Trade payable:

A payable is classified as "Trade Payables" if it is in respect of amount due on account of receiving of services /goods in the normal course of business.

(x) Liabilities:

All known liabilities are recorded in the balance sheet at the amounts the Company is likely to settle.

(xi) Provisions, Contingent Liabilities and Contingent Assets:

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires outflow of resources, which can be reliably estimated. Disclosures for contingent liability is made, without a provision in books, when there is an obligation that may, but probably will not (in the opinion of the management), require outflow of resources. Contingent Assets are neither recognized nor disclosed in the financial statements.

(xii) Provision for Current and Deferred Tax:

Provision for Current tax is made in accordance with the relevant provisions of the Income-Tax Act, 1961. Deferred Tax resulting from "Timing Difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted as on the Balance Sheet Date. The Deferred Tax Asset, if any, is recognized and carried forward only to the extent that there is a reasonable certainty that the asset will be realised in future. In case of unabsorbed depreciation and carry forward of losses under tax laws, deferred tax asset, if any, is recognised only to the extent that there is virtual certainty that sufficient future income will be available against such deferred tax asset.

(xiii) Revenue Recognition

Dividend Income: Dividend Income is recognized when the right to receive the same is established and in accordance with the income recognition guidelines issued by the RBI.

Interest Income: Interest Income is recognized based on time proportion and on gross basis.

Gain/Loss on sale/redemption of securities: Gains/Losses on Sale/Redemption of securities are recorded at the time of sale/redemption of underlying investments.

(xiv) Expenditure:

Expenses are accounted on accrual basis and provisions are made for all known losses and liabilities.

(xv) Employee Benefits

Short Term Employee Benefits:

Staff Costs include Short term employee benefits such as Salaries, allowances, incentives, bonuses etc., as defined in Accounting Standard -15 on Employee Benefits. Short term employee benefits are

recognized in the period during which the services are rendered. Company does not have defined contribution or defined benefit plan.

(xvi) Earnings per Share (EPS):

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax. The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year duly adjusted for additional shares issued during the year, if any. Diluted EPS is computed by dividing the profit or loss attributable to ordinary equity holders by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

(xvii) Events occurring after the Balance Sheet date:

All material events occurring after the Balance Sheet date are considered and where appropriate adjustments are made in the respective notes of the financial statements.

(xviii) Cash Flow Statement:

Cash Flows are reported using the indirect method, whereby net profits before tax is adjusted for the effect of transaction of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities are segregated.

Zenith Securities and Investment Limited [CIN :U66010MH916GOI00043] Notes to Financial Statements for the year ended 31st March, 2023				
(Rupees in Thousands, unless otherwise stated)				
Note:-3:Share Capital	As at 31st March, 2023		As at 31st March, 2022	
	Number of Shares	Amount (Rs)	Number of Shares	Amount (Rs)
Authorised Share Capital: Equity Shares of Rs. 100/- each	20,000	2,000.00	20,000	2,000.00
Total	20,000	2,000.00	20,000	2,000.00
Issued: Equity Shares of Rs. 100/- each	20,000	2,000.00	20,000	2,000.00
Subscribed and Fully Paid up: Equity Shares of Rs. 100/- each	20,000	2,000.00	20,000	2,000.00
Total	20,000	2,000.00	20,000	2,000.00

a. **Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period:**

Equity Shares	As at 31st March, 2023		As at 31st March, 2022	
	Number of Shares	Amount (Rs)	Number of Shares	Amount (Rs)
Shares Outstanding at the beginning of the year	20,000	2,000.00	20,000	2,000.00
Shares Issued during the year				
Shares Outstanding at the end of the year	20,000	2,000.00	20,000	2,000.00

b. **Terms and rights attached to Equity Shares:**

The Company has only one class of equity shares having par value of Rs. 100/- each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder. The dividend proposed by the board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

c. **Details of shareholders holding more than 5% shares in the Company:**

Equity shares of Re. 100 each fully paid	As at 31st March, 2023		As at 31st March, 2022	
	No of Shares Held	% of Total Holding	No of Shares Held	% of Total Holding
United India Insurance Company Limited ("The Holding Company")	13890	69.45%	13890	69.45%
Total	13890	69.45%	13890	69.45%

d. **Details of Shareholding of Promoter**

Shareholding of Promoters for Current Reporting Year	As at 31st March, 2023		As at 31st March, 2022		% Change during the year
	No of Shares Held	% of Total Holding	No of Shares Held	% of Total Holding	
United India Insurance Company Limited (Holding Company)	13,890	69.45%	13,890	69.45%	0.00%
Total	13,890	69.45%	13,890	69.45%	0.00%

Shareholding of Promoters for Previous Reporting Period	As at 31st March, 2022		As at 31st March, 2021		% Change during the year
	No of Shares Held	% of Total Holding	No of Shares Held	% of Total Holding	
United India Insurance Company Limited (Holding Company)	13,890	69.45%	13,890	69.45%	0.00%
Total	13,890	69.45%	13,890	69.45%	0.00%

Zenith Securities and Investment Limited
[CIN :U66010MH916GOI00043]

Notes to Financial Statements for the year ended 31st March, 2023

(Rupees in Thousands, unless otherwise stated)

Note:-4: Reserves and Surplus	As at 31st March, 2023	As at 31st March, 2022
Reserves and Surplus		
(A) Capital Reserve		
Balance Brought Forward	351.54	351.54
Addition during the year	-	-
Closing balance	351.54	351.54
(B) General Reserve		
Balance Brought Forward	48,627.10	48,627.10
Add: Transferred from Statement of Profit and Loss	-	-
Closing balance	48,627.10	48,627.10
(C) Statutory Reserve		
(Created pursuant to Section 45IC of the RBI Act,1934 as amended)		
Balance Brought Forward	133,260.30	50,837.00
Add: Transferred from Statement of Profit and Loss	149,495.67	82,423.30
Closing balance	282,755.97	133,260.30
(D) Surplus as per Statement of Profit and Loss		
Balance Brought Forward	42,619.66	77,005.29
Add: Profit for the Year	747,478.35	412,037.67
Less: Transferred to Special Reserve	(149,495.67)	(82,423.30)
Less: Dividend paid during the year	(600,000.00)	(364,000.00)
Closing balance	40,602.35	42,619.66
Total	372,336.96	224,858.60

Zenith Securities and Investment Limited
[CIN :U66010MH916GOI00043]

Notes to Financial Statements for the year ended 31st March, 2023

(Rupees in Thousands, unless otherwise stated)

Note:-5: Deferred Tax Liabilities (Net)	As at 31st March, 2023	As at 31st March, 2022
Related to depreciation on Property, Plant and Equipment	-	7.72
Total	-	7.72

Note:-6: Trade Payables	As at 31st March, 2023	As at 31st March, 2022
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		
Due to Related Parties	358.33	358.33
Others	-	-
Total	358.33	358.33

Particulars	Outstanding for following periods from due date of payment				Total As at 31st March, 2023
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
<u>(i)Undisputed Dues</u>					
- MSME	-	-	-	-	-
- Others	-	-	-	-	-
<u>(ii) Disputed dues</u>					
- MSME	-	-	-	-	-
- Others	-	16.84	16.84	324.66	358.33
Total	-	16.84	16.84	324.66	358.33

Particulars	Outstanding for following periods from due date of payment				Total As at 31st March, 2022
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
<u>(i)Undisputed Dues</u>					
- MSME	-	-	-	-	-
- Others	-	-	-	-	-
<u>(ii) Disputed dues</u>					
- MSME	-	-	-	-	-
- Others	16.84	16.84	16.84	307.82	358.33
Total	16.84	16.84	16.84	307.82	358.33

Zenith Securities and Investment Limited
[CIN :U66010MH916GOI00043]

Notes to Financial Statements for the year ended 31st March, 2023

(Rupees in Thousands, unless otherwise stated)

Disclosure relating to dues payable to Micro and Small suppliers	As at 31st March, 2023	As at 31st March, 2022
(a) The amounts remaining unpaid to Micro and Small suppliers as at the end of the year		
-Principal	-	-
-Interest	-	-
(b) The Amount of the interest paid by the buyer as per the MSMED Act, 2006	-	-
The amount of payment made to micro and small suppliers beyond the appointed day during each accounting year	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006	-	-

The identification of Micro, Small and Medium Enterprises as defined under Micro Small and Medium Enterprises Development Act, 2006 is based on Management's knowledge and information provided by such enterprises. According to the records available with the Company, there were no outstanding dues payable to such enterprises as on the Balance sheet date. Moreover, the Company has not paid and is not liable to pay any interest to any supplier under the said Act.

Note:-7: Other current liabilities	As at 31st March, 2023	As at 31st March, 2022
Unclaimed Dividends (Refer Footnote)	15,601.17	875.41
Statutory Dues payable	13.88	10,814.68
Other payables	50.51	35.64
Total	15,665.56	11,725.73

Footnote: There is no amount due and outstanding to be transferred to the Investor Education and Protection Fund as at 31st March 2023. These amounts shall be paid to the fund as and when they become due.

Note:-8: Short Term Provisions	As at 31st March, 2023	As at 31st March, 2022
Provision for taxes (net of payments)	6,410.41	71.91
Total	6,410.41	71.91

Note :9 Property, Plant and Equipment

(Rupees in Thousands, unless otherwise stated)

Sr No	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK
		As at 01.04.22	Additions	Deletions	As at 31.03.23	Upto 31.03.22	For the Year	Deletions	Upto 31.03.23	As at 31.03.23
1	Computers	79.69	37.86	-	117.55	62.73	12.89	-	75.61	41.94
2	Office equipments	49.90	-	-	49.90	23.72	14.71	-	38.43	11.47
	Grand Total	129.59	37.86	-	167.45	86.45	27.60	-	114.04	53.41

Final year 2021-22

Sr No	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK
		As at 01.04.21	Additions	Deletions	As at 31.03.22	Upto 31.03.21	For the Year	Deletions	Upto 31.03.22	As at 31.03.22
1	Computers	29.75	49.94	-	79.69	28.26	34.46	-	62.73	16.96
2	Office equipments	21.90	28.00	-	49.90	20.81	2.92	-	23.72	26.18
	Grand Total	51.65	77.94	-	129.59	49.07	37.38	-	86.45	43.14

Zenith Securities and Investment Limited
[CIN :U66010MH916GOI00043]

Notes to Financial Statements for the year ended 31st March, 2023

(Rupees in Thousands, unless otherwise stated)

Note:-10: Non Current Investments	As at 31st March, 2023	As at 31st March, 2022
(Valued at cost, unless otherwise stated)		
<u>Quoted Investments</u>		
Equity Shares	99,666.24	132,338.51
Less: Provision for Diminution in the value	-	(3,283.74)
Total (A)	99,666.24	129,054.77
Total Quoted Investments [I]	99,666.24	129,054.77
<u>Unquoted Investments</u>		
Equity Shares	384.19	384.19
Less: Provision for Diminution in the value (refer footnote below)	(384.19)	(384.19)
Total (A)	-	-
Preference Shares	65.40	65.40
Less: Provision for Diminution in the value (refer footnote below)	(65.40)	(65.40)
Total (B)	-	-
Units of Mutual Funds	90,881.39	83,864.78
Less: Provision for Diminution in the value	(2,905.41)	(1,914.56)
Total (C)	87,975.98	81,950.22
Investment in Corporate Fixed Deposits (D)	-	10,000.00
Total Unquoted Investments (A)+(B)+(C)+(D)=[II]	87,975.98	91,950.22
Total Non-Current Investments [I+II]	187,642.22	221,004.99
<u>Aggregate amount of quoted investments</u>		
At Book Value (before provision for diminution)	99,666.24	132,338.51
Provision for diminution in value of Investments	-	3,283.74
At Market Value	103,903.43	796,802.02
<u>Aggregate amount of Unquoted investments</u>		
At Book Value (before provision for diminution)	91,330.98	94,314.37
Provision for diminution in value of Investments	3,355.00	2,364.15
At Market Value (Investment of units of Mutual Fund)	160,751.38	161,160.39

Footnote: Unquoted Equity shares and unquoted Preference shares amounting to Rs. 384.19 (In Thousands) and Rs. 65.40 (In Thousands) respectively appearing in the books of the Company, the details of which (including scrip wise details) are not available with the Company. Further, these shares are not in the custody of the Company as the same not traceable. In view of the same, the Company has created 100% provision against the same. As such, the market value of the same can not be ascertained.

Zenith Securities and Investment Limited
[CIN :U66010MH916GOI00043]

Notes to Financial Statements for the year ended 31st March, 2023

(Rupees in Thousands, unless otherwise stated)

Note:-11: Deferred Tax Asset (Net)	As at 31st March, 2023	As at 31st March, 2022
Related to depreciation on Property, Plant and Equipment	4.04	-
Related to Disallowances / Deferrals under Income Tax Act	-	-
Total	4.04	-

Note:-12: Long Term Loans and Advances	As at 31st March, 2023	As at 31st March, 2022
Taxes Paid (Net of Provisions)	-	1,091.90
Total	-	1,091.90

Note:-13: Other Non Current Assets	As at 31st March, 2023	As at 31st March, 2022
(Unsecured, considered good) Electricity Deposit	-	10.66
Total	-	10.66

Note:-14: Current Investments	As at 31st March, 2023	As at 31st March, 2022
(Valued at Lower of cost and fair value)		
Investment in Corporate Fixed Deposits	40,000.00	-
Total	40,000.00	-

Zenith Securities and Investment Limited
[CIN :U66010MH916GOI00043]

Notes to Financial Statements for the year ended 31st March, 2023

(Rupees in Thousands, unless otherwise stated)

Note:-15: Cash and Bank Balances	As at 31st March, 2023	As at 31st March, 2022
<u>A) Cash and Cash Equivalents</u>		
<u>Balances with Banks</u>		
In Current Accounts	500.81	14,909.54
Total	500.81	14,909.54
Cash on hand	0.63	1.90
Total	501.44	14,911.44
<u>B) Other Bank Balances</u>		
Unclaimed Dividend Accounts	15,601.17	875.41
Bank Fixed Deposits (having original maturity of more than 3 months but not exceeding 12 months)	150,000.00	-
Total	166,102.61	15,786.85
Note:-16: Short Term Loans and Advances	As at 31st March, 2023	As at 31st March, 2022
(Unsecured, considered good)		
Staff Loan	854.00	950.00
Prepaid Expenses	10.55	14.75
Advances with Share Broker	38.71	-
Total	903.26	964.75

Note:-17: Other Current Assets	As at 31st March, 2023	As at 31st March, 2022
Interest accrued on Fixed Deposits	1,945.72	-
Rental Deposit	120.00	120.00
Total	2,065.72	120.00

Zenith Securities and Investment Limited
[CIN :U66010MH916GOI00043]

Notes to Financial Statements for the year ended 31st March, 2023

(Rupees in Thousands, unless otherwise stated)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<u>Note:-18: Revenue from Operations</u>		
<u>Dividend Income</u>		
Dividend from Long-term Investments	4,276.02	11,016.37
<u>Gains on Sale/Redemption of Securities (net)</u>		
Gains on Sale of Equity Shares (net)	766,019.10	419,533.50
Gains on Redemption of Units of Mutual Funds (net)	14,964.25	2,042.91
<u>Interest Income</u>		
Interest on Corporate Fixed Deposits (Current Investment)	764.27	-
Interest on Bank Fixed Deposits	1,397.18	-
Total	787,420.82	432,592.78
<u>Note:-19: Other Income</u>		
Reversal of Provision for Diminution on Securities	5,198.31	7,806.08
Total	5,198.31	7,806.08
<u>Note:-20: Employee benefit expenses</u>		
Salary and Bonus	1,340.00	925.00
Total	1,340.00	925.00
<u>Note:-21: Finance Costs</u>		
Bank Charges	1.37	30.98
Interest on Delayed Statutory Payments	26.01	-
Total	27.38	30.98

Zenith Securities and Investment Limited
[CIN :U66010MH916GOI00043]

Notes to Financial Statements for the year ended 31st March, 2023

(Rupees in Thousands, unless otherwise stated)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Note:-22: Other Expenses		
Rent	370.50	226.84
Rates and Taxes	12.32	10.00
Travelling and conveyance	98.95	124.03
Printing and Stationery	28.23	39.76
Courier and Postage	2.21	5.00
Legal and Professional Fees	154.49	146.10
Auditors' Remuneration - (Refer to the footnote below)	38.94	38.94
Computer/Internet expenses	13.75	8.03
Provision for diminution in the value of investments in Mutual Funds	2,905.41	1,656.26
Miscellaneous Expenses	45.09	81.65
Corporate Social Responsibilities (CSR) Expenses	3,010.00	-
Brokerage	-	30.00
Sundry Balances written off	10.66	-
Electricity Expenses	6.63	3.98
Total	6,697.18	2,370.59

Footnote:- 22.1 Break up of the amount paid/Payable to Auditors :

Auditors' Remuneration	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Statutory Audit Fees	38.94	38.94
Total	38.94	38.94

Zenith Securities and Investment Limited
[CIN :U66010MH916GOI00043]
Notes to Financial Statements for the year ended 31st March, 2023

Note: 23 Earnings Per Share

Basic Earnings per share (Rupees in Thousands, unless otherwise stated)			
Particulars	Unit of measurement	Year ended March 31, 2023	Year ended March 31, 2022
Profit / (Loss) available for Equity Shareholders	Rupees in '000	747,478.35	412,037.67
Weighted number of Equity Shares outstanding during the year	Numbers	20,000	20,000
Nominal Value of equity shares	Rupees	100.00	100.00
Basic Earnings per share	Rupees	37,373.92	20,601.88

Diluted Earning per share			
Particulars	Unit of measurement	Year ended March 31, 2023	Year ended March 31, 2022
Profit / (Loss) available for Equity Shareholders	Rupees in '000	747,478.35	412,037.67
Weighted number of Equity Shares outstanding during the year	Numbers	20,000	20,000
Nominal Value of equity shares	Rupees	100.00	100.00
Basic Earnings per share	Rupees	37,373.92	20,601.88

Note: 24 Related Party Disclosures:

Related party disclosure as required by Accounting Standard – 18 'Related Party Disclosures' and under Circular no. DOR.ACC.REC.No.20/21.04.018/2022-23 dated 19th April, 2022 issued by the Reserve Bank of India (to the extent applicable) are given below:

Names of the Related parties:	Nature of relationship	Nature of Transaction	Total Amount of Transactions	Balance receivable / (payable)	Total Amount of Transactions	Balance receivable / (payable)
			For the year ended 31st March 2023	As at 31st March, 2023	For the year ended 31st March 2022	As at 31st March, 2022
Mr. Homi F. Mehta	Director (Key Management Personnel)	Dividend Paid	2,040.00	-	1,237.60	-
Sir Homi Mehta Trust	Trust in which certain Directors are Interested	Rent Paid/Payable	-	(358.33)	16.84	(358.33)
M/s. United Insurance India Company	The Holding Company	Dividend Paid	416,700.00	-	252,798.00	-
Mr. Jehangir H. Mehta	Director (Key Management Personnel)	Dividend Paid	1,200.00	-	728.00	-
M/s. Homi Mehta & Sons Private Limited	A Shareholder and also a Company in which certain Directors are interested	Dividend Paid	53,940.00	-	32,723.60	-
M/s. Hansa Holdings and Trading Co Pvt Ltd	A Company in which certain Directors are interested	Dividend Paid	24,720.00	-	14,996.80	-

Zenith Securities and Investment Limited

[CIN :U66010MH916GOI00043]

Notes to Financial Statements for the year ended 31st March, 2023

Note: 25 Contingent Liabilities, Capital and Other Commitments:

Contingent Liabilities:

Trade Payables represent Rent payable to Sir Homi Mehta Trust ("The Landlord") Rs. 358.33 (in Thousands) for the period 1st February 2003 to 31st March 2022. The Landlord had sent the notice for the eviction of the premises occupied by the Company and had also filed the suit in the Court of Small Causes for the eviction. In the said suit, the landlord, had prayed for the interim relief of Rs. 110/- Per Sq Feet Per Month or at such rate as the Hon. Court may deem fit.

The Trial court decreed and ordered eviction from the suit premises. On appeal before the Small Causes Court, the judgment of the trial court was set aside in July 2008. Thereafter landlord has filed a Civil Revisionary Application against this judgment in the Bombay High Court, which is pending.

The Small Causes Court had also ordered for an enquiry in terms of O.20 R.12 for mense profit, which is pending. In view of this the mense profit is not quantifiable at this stage and not provided for the same.

Capital and Other Commitments: Rs. NIL (Rs. NIL)

Note: 26 In the opinion of directors value of the assets other than Property, Plant and Equipment and Non current investments is atleast equal to the value as stated in the Balance Sheet.

Note: 27 Earnings / Expenditure in Foreign Currency: Rs. NIL (Rs. NIL).

Note: 28 The Board of Directors of the Company at their meeting held on 24th June, 2022 had declared 1st Interim Dividend for F.Y. 2022-23 @ 18000% (i.e. Rs. 18000/- per Equity Share of Rs. 100/- each). The same has resulted in gross outflow of Rs. 3,60,000.00 (in Thousands) [subject to TDS] towards Dividend.

Subsequently, the Board of Directors of the Company at their meeting held on 23rd September, 2022 had declared 2nd Interim Dividend @ 12000% (i.e. Rs. 12000/- per Equity Shares of Rs. 100/- each). The same has resulted in gross outflow of Rs. 2,40,000.00 (in Thousands) [subject to TDS] towards Dividend.

Note: 29 During the year, the Company has not traded or invested in Crypto currency or Virtual Currency. Hence required disclosures have not been given.

Note: 30 Details of Expenditure on Corporate Social Responsibility (CSR) :

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
	(Rs. In Thousands)	(Rs. In Thousands)
I) Gross Amount required to be spent by the company during the year	3,010.00	--
ii) Excess amount of CSR spend of previous year brought forward		
iii) <u>Amount spent by the company during the year (In Cash)</u>	—	—
Construction/acquisition of any asset	—	—
For purpose other than above	3,010.00	—
Shortfall / (Excess) amount spent on CSR [i-ii-iii] - -	—	—
CSR expenditure recognised during the financial year	3,010.00	—

Zenith Securities and Investments Limited
[CIN:U66010MH1916GOI000432]

Notes to Financial Statements for the year ended 31st March, 2023

Note:31

Disclosures of Financial Ratios

Sr. no.	Ratio	Numerator	Denominator	Numerator (Amount Rs.)	Denominator (Amount Rs.)	Current Year Ratio	Numerator (Amount Rs.)	Denominator (Amount Rs.)	Previous Year Ratio	Unit of Measurement [UOM]	Variation (%)
(a)	Current Ratio	Current Assets	Current Liabilities	209,071,580	22,434,298	9.32	16,871,606	12,155,964	1.39	Times	571%
(b)	Debt-Equity Ratio	Borrowings	Total Equity			NA			NA	Times	NA
(c)	Debt Service Coverage Ratio	Earnings available for Debt Servicing = [Net Profit After Tax+ Depreciation + Interest]	Debt Service=Interest payments + Principal Repayments			NA			NA	Times	NA
(d)	Return on Equity Ratio	Net Profit / (Loss) after Taxes	Average of Shareholders' Equity [Total Assets- total Liabilities]	747,478,353	300,597,771	2.49	412,037,664	202,839,762	2.03	Percentage	22%
(e)	Inventory turnover Ratio	Cost of Goods Sold	Average Inventory			NA			NA	Times	NA
(f)	Trade Receivables turnover ratio	Revenue from Operations	Average Trade Receivables			NA			NA	Times	NA
(g)	Trade payables turnover ratio	Net Credit Purchases Plus Other expenses	Average Trade payables	719,833	358,329	2.01	665,399	349,911	1.90	Times	6%
(h)	Net capital turnover ratio	Revenue from Operations	Working Capital [Current Assets-Current Liabilities]	787,420,817	186,637,282	4.22	432,592,780	4,715,642	91.74	Times	-95%
(i)	Net profit ratio	Net Profit / (Loss) after Taxes	Revenue from Operations	747,478,353	787,420,817	0.95	412,037,664	432,592,780	0.95	Percentage	0%
(j)	Return on Capital employed	Earnings before Interest and Taxes	Average Capital Employed [Total Assets- Total Liabilities]	784,526,980	300,597,771	2.61	437,034,903	202,839,762	2.15	Percentage	21%
(k)	Return on investments	Income from Investments(Revenue from Operations)	Average Total Investments (Net of Diminution)	787,420,817	299,323,598	2.63	432,592,780	200,046,301	2.16	Percentage	22%
(l)	Dividend Payout Ratio	Total Dividends	Net Income	600,000,000	747,478,353	0.80	364,000,000	412,037,664	0.88	Percentage	-9%
(l)	Leverage Ratio	Total Outside Liabilities	Owned Funds	-	-	NA	-	-	NA	Percentage	NA

Explanations for the change in financial ratio by more than 25%

Sr.No.	Ratio	% change as compare to previous period	Reasons
1	Current Ratio	571%	There is significant increase in current assets in current financial year as compared to previous year vis-à-vis current liabilities
2	Net capital turnover ratio	-95%	The revenue from operations in the current financial year have increased from the previous year. Whereas the working capital in the current financial year has increased significantly from the previous year.

Zenith Securities and Investment Limited

[CIN :U66010MH916GOI00043]

Notes to Financial Statements for the year ended 31st March, 2023

Note: 32 Information as required under circular DOR.ACC.REC.No.20/21.04.018/2022-23 dated 19th April, 2022 issued by the Reserve Bank of India (to the extent applicable).

Category	For the year ended 31st March 2023	For the year ended 31st March 2022
	(Rs. In Thousands)	(Rs. In Thousands)
<u>Exposure to Capital Market</u>		
1) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt (net of provision for diminution, if any) [refer note 10 for details]	187,642.22	221,004.99
2) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers [refer note 16 for details]	38.71	—

Note: 33 During the year, the Company has not entered into any transactions with Companies Struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956. Hence necessary disclosures in this regard have not been given.

Note: 34 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).

Note: 35 No funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note: 36 There is no income surrendered or disclosed as income during the current or previous financial year in the Tax assessments under the Income Tax, 1961, that has not been recorded in the Books.

Note: 37 The Company does not hold any Benami Property and no proceedings have been initiated on or are pending against the Company under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and the rules made thereunder.

Note: 38 The Company has not entered into any scheme of arrangement which has an accounting impact in current or previous financial year.

Note: 39 The Company has not granted any Loans or Advances to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013).

Note: 40 There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

Note: 41 Information pursuant to the requirements of Schedule III of Companies Act, 2013 have been given to the extent applicable.

Note: 42 Figures for previous year have been regrouped and rearranged wherever necessary to make them comparable with current year's figures. Figures in the bracket represent comparatives for previous financial year.

As per our report of even date

For **N M K & CO LLP**
Chartered Accountants

Firm Registration No: 107072W / W100131

Amit A. Purohit
Partner
Membership No.: 101612

Homi F. Mehta
Director
DIN: 00105524

Jehangir H. Mehta
Director
DIN:00110951

G. Sundaraman
Director
DIN:0009093945

Place: Mumbai
Date: 19th May, 2023

Place: Mumbai
Date: 19th May, 2023

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PROXY FORM NO. MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration) Rules, 2014)

ZENITH SECURITIES AND INVESTMENT LIMITED

CIN: U66010MH1916GOI000432

Office No. 8, Engineers Premises, 1st Floor, 93/95 M. S. Marg, Fort, Mumbai - 400 001.

Name of the Member:

Name of the Member(s)		
Registered Address:		
Email-ID:		
CLIENT ID/Folio No.		DP ID:

I/We, being the member(s) of shares of the above named Company, hereby appoint:

1. Name:.....Address:.....
Email Id:....., or failing him
2. Name:.....Address:.....
Email Id:....., or failing him
3. Name:.....Address:.....
Email Id:....., or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 26th September 2023 at 12.30 pm at Mehta House, 4th Floor, Mumbai Samachar Marg, Fort, Mumbai-400 001 or at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolutions	For	Against
1.	To consider and adopt the audited financial statements of the Company for the year ended March 31, 2023 together with the Reports of Directors and Auditor's thereon.		
2.	To confirm Dividend declared (Rs. 18000/- per Share, Rs. 12000/- per Share)		
3.	Retirement rotation of Mr. Jehangir H. Mehta (DIN: 00110951) as a Director of the Company.		
4.	To appoint the Auditors of the Company.		
5.	Special Business: Approval for sale of entire securities held in the Investment Portfolio of the Company under Section 180 (1) (a) of the Companies Act, 2013.		

Signed this day of 2023

Signature of Shareholder:

Signature of the Proxy Holder(s) (1) (2)..... (3)

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

Rs. 1/-
Revenue
Stamp