

**INFOTECH LTD**

Zenith Grande, 30, MIDC, Central Road, Andheri (E), Mumbai - 400 093. India.

Tel: +91 22 28377300 / 28366030. Fax: +91 22 28211099. Email: info@zenithinfotech.com

Regd. Office: B-52, 'Electronic Sadan-1', MIDC, TTC Area, Mahape NAVI MUMBAI 400 710

August 14, 2012

The Manager**Department of Corporate Services,**

Bombay Stock Exchange Limited,

Phiroze Jeejeebhoy Towers, Dalal Street, Fort,

Mumbai 400 001.

Dear Sir,

Sub : Unaudited Financial Results (Provisional) for the Third Quarter ended 30th June, 2012 (from 1st April, 2012 to 30th June, 2012).

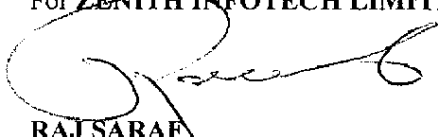
We forward herewith in accordance with the Clause 41 of Listing Agreement -

- a. The Statements showing the Unaudited Financial Results (Provisional), both standalone as well as consolidated (the consolidated Statement includes the financial data of the Company's 3 wholly owned subsidiaries) in respect of the Company for the Third Quarter ended on 30th June, 2012 (enclosed as **Annexure -1**).
- b. The Limited Audit Review Report (LARR) in respect of the Unaudited Financial Results of the Company for the Third Quarter ended on 30th June, 2012 is enclosed herewith (enclosed as **Annexure 2**).

Please acknowledge the receipt.

Kindly acknowledge the receipt.

Yours faithfully,

For **ZENITH INFOTECH LIMITED**
RAJ SARAF
CHAIRMAN & DIRECTOR

CC : The Vice-President , The National Stock Exchange of India Ltd., Mumbai - along with the copy of the statement of Unaudited Financial Results for the First quarter ended and the Limited Audit Review Report in original.

California : 39675 Cedar Blvd., Suite 240B, Newark, CA 94560. Tel: 510-687-1943. Fax: 510-687-1944

New York : Suite 1500, 2 Penn Plaza, New York, NY 10121. Tel: 212-292-5714. Fax: 212-629-4568

Pittsburgh : Suite 200, One Williamsburg Place, Mail Stop 5, Warrendale, PA 15085. Tel: 724-935-4100. Fax: 412-203-3305

www.zenithinfotech.com



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Registered Office: B-52, Electronic Sadan-1, TTC Area, MIDC, Mahape, Navi Mumbai, 400710

Statement of Standalone Unaudited Results for the quarter and nine months ended 30/06/2012

(Rupees in lakhs)

Sr. No.	Particulars	Three months ended 30/6/2012	Three months ended 31/3/2012	Three months ended 30/6/2011	Nine months ended 30/6/2012	Nine months ended 30/6/2011	18 months period ended 30/9/2011
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
	PART I						
1	Income from Operations						
	Net sales/ Income from Operations (Net of excise duty)	2,548.38	2,432.29	8,402.31	8,209.76	25,654.48	49,446.84
	Total income from operations (net)						
2	Expenses						
	(a) Cost of sales and services	1,254.32	1,037.43	3,095.97	3,333.35	10,343.71	16,714.35
	(b) Employee benefits expense	1,239.21	1,203.04	1,641.05	3,230.23	4,993.18	9,929.59
	(c) Depreciation and amortization expense	353.94	392.28	797.81	958.58	1,996.69	4,041.08
	(d) Other Expenses	1,422.73	1,257.73	1,637.79	3,992.37	5,851.75	12,667.06
	(e) Total Expenditure	4,270.20	3,890.48	7,172.62	11,514.53	23,185.33	43,352.08
3	Profit/(Loss) from operations before other income, finance costs and exceptional items (1-2)	(1,721.82)	(1,458.19)	1,229.69	(3,304.77)	2,469.15	6,094.76
4	Other Income	22.24	87.78	4.36	335.72	5.00	5.16
5	Profit/(Loss) from ordinary activities before finance costs and exceptional items (3+4)	(1,699.58)	(1,370.41)	1,234.05	(2,969.05)	2,474.15	6,099.92
6	Finance costs	66.42	18.24	686.65	135.08	1,831.69	3,936.29
7	Profit/(Loss) from ordinary activities after finance costs but before exceptional items (5-6)	(1,766.00)	(1,388.65)	547.40	(3,104.13)	642.46	2,163.63
8	Exceptional Items	-	-	-	-	-	(3,032.81)
9	Profit/(Loss) from ordinary activities before tax (7-8)	(1,766.00)	(1,388.65)	547.40	(3,104.13)	642.46	(869.18)
10	Tax Expense	-	(10.00)	106.99	-	116.27	3,451.87
11	Profit/(Loss) from ordinary activities for the period (9-10)	(1,766.00)	(1,378.65)	440.41	(3,104.13)	526.19	(4,321.05)
12	Paid up Equity Share capital (Face value Rs.10 per share)	1,268.14	1,268.14	1,268.14	1,268.14	1,268.14	1,268.14
13	Reserves (excluding Revaluation Reserves)						9,911.42
14	Basic & Diluted E.P.S. [not annualised] (Rs.)	(13.93)	(10.87)	3.47	(24.48)	4.15	(34.07)

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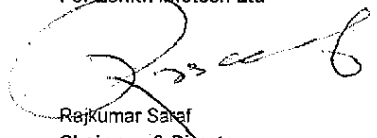
Statement of Standalone Unaudited Results for the quarter and nine months ended 30/06/2012

(Rupees in lakhs)

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		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
	PART II						
A	PARTICULARS OF SHAREHOLDING						
1	Public Shareholding						
	(a) Number of Shares	4452527	4452527	4452527	4452527	4452527	4452527
	(b) Percentage of Shareholding	35.11%	35.11%	35.11%	35.11%	35.11%	35.11%
2	Promoters and promoter group shareholding						
	(a) Pledged/ Encumbered :						
	(i) Number of shares	NIL	NIL	NIL	NIL	NIL	NIL
	(ii) Percentage of shares (as a % of the total shareholding of promoter and promoter group)	NIL	NIL	NIL	NIL	NIL	NIL
	(iii) Percentage of shares (as a % of the total share capital of the Company)	NIL	NIL	NIL	NIL	NIL	NIL
	(b) Non-encumbered :						
	(i) Number of shares	8228852	8228852	8228852	8228852	8228852	8228852
	(ii) Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
	(iii) Percentage of shares (as a % of the total share capital of the Company)	64.89%	64.89%	64.89%	64.89%	64.89%	64.89%
B	INVESTOR COMPLAINTS	Opening b/f - NIL, Received - 1, Disposed off - 1, Closing c/f - NIL					

Notes :

- 1) The above results were reviewed and recommended by the audit committee and approved by the Board of Directors on 14th August, 2012
- 2) Interest on FCCB has not been acknowledged by the company, since the debt is disputed.
- 3) Taking into account the useful life, the depreciation on Computer Systems has been charged @16% as against 40%.
- 4) The Company operates in a single segment only.

By order of Board of Directors
For Zenith Infotech Ltd

Rajkumar Saref
Chairman & Director

Place : Mumbai

Date : 14th August, 2012



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Registered Office: B-52, Electronic Sadan-1, TTC Area, MIDC, Mahape, Navi Mumbai, 400710

Statement of Consolidated Unaudited Results for the quarter and nine months ended 30/06/2012

(Rupees in lakhs)

Sr. No.	Particulars	Three months ended 30/6/2012	Three months ended 31/3/2012	Three months ended 30/6/2011	Nine months ended 30/6/2012	Nine months ended 30/6/2011	18 months period ended 30/9/2011
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
	PART I						
1	Income from Operations						
	(a) Net sales/ Income from Operations (Net of excise duty)	3,781.52	3,379.96	9,318.86	11,838.35	29,351.72	54,823.01
	Total income from operations (net)						
2	Expenses						
	(a) Cost of sales and services	1,305.98	1,114.01	3,107.01	3,471.45	11,263.73	16,789.94
	(b) Employee benefits expense	2,389.27	2,049.48	2,439.91	6,416.51	7,448.84	14,666.78
	(c) Depreciation and amortization expense	356.07	397.66	798.15	967.86	1,997.74	4,063.67
	(d) Other Expenses	1,610.33	1,360.18	1,670.30	4,551.19	5,981.60	12,942.82
	(e) Total Expenditure	5,661.65	4,921.33	8,015.37	15,407.01	26,691.91	48,463.21
3	Profit/(Loss) from operations before other income, finance costs and exceptional items (1-2)	(1,880.13)	(1,541.37)	1,303.49	(3,568.66)	2,659.81	6,359.80
4	Other Income	22.41	87.24	5.05	339.49	11.20	14.97
5	Profit/(Loss) from ordinary activities before finance costs and exceptional items (3+4)	(1,857.72)	(1,454.13)	1,308.54	(3,229.17)	2,671.01	6,374.77
6	Finance costs	73.23	35.93	704.50	174.21	1,900.75	4,002.18
7	Profit/(Loss) from ordinary activities after finance costs but before exceptional items (5-6)	(1,930.95)	(1,490.06)	604.04	(3,403.38)	770.26	2,372.59
8	Exceptional Items	-	-	-	-	-	2,780.87
9	Profit/(Loss) from ordinary activities before tax (7-8)	(1,930.95)	(1,490.06)	604.04	(3,403.38)	770.26	5,153.46
10	Tax Expense	-	(10.00)	106.98	-	126.03	3,474.62
11	Profit/(Loss) from ordinary activities for the period (9-10)	(1,930.95)	(1,480.06)	497.06	(3,403.38)	644.23	1,678.84
12	Paid up Equity Share capital (Face value Rs.10 per share)	1,268.14	1,268.14	1,268.14	1,268.14	1,268.14	1,268.14
13	Reserves (excluding Revaluation Reserves)						16322.15
14	Basic & Diluted E.P.S. [not annualised] (Rs.)	(15.23)	(11.67)	3.92	(26.84)	5.08	13.24



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(Rupees in lakhs)

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		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
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1	Public Shareholding						
	(a) Number of Shares	4452527	4452527	4452527	4452527	4452527	4452527
	(b) Percentage of Shareholding	35.11%	35.11%	35.11%	35.11%	35.11%	35.11%
2	Promoters and promoter group shareholding						
	(a) Pledged/ Encumbered :						
	(i) Number of shares	NIL	NIL	NIL	NIL	NIL	NIL
	(ii) Percentage of shares (as a % of the total shareholding of promoter and promoter group)	NIL	NIL	NIL	NIL	NIL	NIL
	(iii) Percentage of shares (as a % of the total share capital of the Company)	NIL	NIL	NIL	NIL	NIL	NIL
	(b) Non-encumbered :						
	(i) Number of shares	8228852	8228852	8228852	8228852	8228852	8228852
	(ii) Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
	(iii) Percentage of shares (as a % of the total share capital of the Company)	64.89%	64.89%	64.89%	64.89%	64.89%	64.89%
B	INVESTOR COMPLAINTS	Opening b/f - NIL, Received - 1, Disposed off - 1, Closing c/f - NIL					

Notes :

- 1) The above results were reviewed and recommended by the audit committee and approved by the Board of Directors on 14th August, 2012
- 2) Interest on FCCB has not been acknowledged by the company, since the debt is disputed.
- 3) Taking into account the useful life, the depreciation on Computer Systems has been charged @16% as against 40%.
- 4) The consolidated financial results comprises the Company and it's Subsidiaries.
- 5) The Company operates in a single segment only.

By order of Board of Directors
For Zenith Infotech LtdRajkumar Saraf
Chairman & DirectorPlace : Mumbai
Date : 14th August, 2012

ANNEXURE - 2 6/6

C. L. KHANNA & CO.

CHARTERED ACCOUNTANTS

"CHIRANJEEV",
8, Greater Bombay Co. Op. Hsg. Ltd.
Gulmohar Cross Rd. No. 4,
J.V.P.D. Scheme, Mumbai - 49.
Cell : 9820647400 Tel. : 2620 3390
Email : khanna.auditor@gmail.com

Review Report to **Zenith Infotech Limited**

We have reviewed the accompanying statement of unaudited financial results of **Zenith Infotech Limited** for the quarter ended 30th June, 2012 except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors/Committee of Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400, *Engagement to Review Financial Statements* issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **C. L. KHANNA & CO.**
CHARTERED ACCOUNTANTS

Date : 14th August, 2012
Place: Mumbai




C. L. KHANNA
(PROPRIETOR)
Membership No.004988