

30th October 2017

REF: 171030-01

To,

The Bombay Stock Exchange

Corporate Communication Department,

Dalal Street, Fort,

Mumbai-400001



SUB: Disclosure pertaining to 36th Annual General Meeting of the Company, inter-alia, pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

REF: Scrip Code: 503641 CIN: L45209MH1981PLC023923

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the summary of proceedings of the 36th Annual General Meeting of the Company held on 30th October 2017, at 3:00 P.M. at 404, Dev Plaza, 68, S. V. Road, Andheri (W), Mumbai – 400058.

Kindly take the same on record.

Thanking You,

Sincerely,

For Zodiac Ventures Limited

A handwritten signature in black ink, appearing to read 'Avinash'.

Avinash Agarwal

Company Secretary



PROCEEDINGS OF 36th ANNUAL GENERAL MEETING OF ZODIAC VENTURES LIMITED HELD AT 404, DEV PLAZA, 68, S.V. ROAD ON WEDNESDAY 30TH OCTOBER 2017 AT 3:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

1. The Meeting commenced at 3:00 P.M.
2. Mr. Ramesh Shah (DIN: 01580767), Chairman and Whole Time Director, chaired the proceedings of the Meeting.
3. The Chairman welcomed the Members present in the meeting and declared the Meeting in order as the requisite quorum was present.
4. The Chairman gave an overview of the financial performance of the Company for the financial year ended 31st March 2017.
5. The Chairman informed the members that the company had provided remote e-voting facility to its members for all the items of business as set out in the notice.
6. The Chairman informed that remote e-voting commenced at 9:00 A.M. on 27th October 2017 and concluded at 5:00 P.M. on 29th October 2017.

7. **Notice of Meeting**

The Chairman requested Mr. Jimit Shah to read the Notice convening the Meeting. However the Members requested the Chairman that the Notice be taken as read.

8. **Announcement of Proxies**

The Chairman announced that no proxy forms were received.

9. **Auditors' Report**

The Chairman then requested Mr. Avinash Agarwal, Company Secretary to read the Auditors' Report. However the Members mentioned that since there are no qualifications or adverse remarks in the Report, therefore it should be considered as read.



10. Thereafter, the following items of business as set out in the notice convening the 36th Annual General Meeting of the Company required to be passed were recommended for approval of the members of the company.

Ordinary Business

- i. Consideration and Adoption of
- (a) The Audited Financial Statements of the Company for the financial year ended 31st March 2017 and the Reports of the Board of Directors and Auditors thereon and
- (b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2017 and the report of the Auditors thereon.
- ii. Reappointment of Mr. Ramesh Shah, (DIN: 01580767) retiring by rotation.
- iii. Declaration of dividend on the Equity shares of the Company for the Financial Year 2016-17.
- iv. Ratification of the appointment of M/s A. R Sodha & Company, Chartered Accountants as the auditors of the Company.
- v. Approval for Borrowing power of the Board
- vi. Approval for Related Party Transactions
- vii. Reappointment of Mr. Jimit Shah (DIN:01580796) as Managing Director of the Company.
- viii. Reappointment of Mr. Ramesh Shah (DIN: 01580767) as Whole Time Director of the Company.



11. All the aforesaid resolutions were passed by the members of the company with requisite majority.
12. Thereafter the Chairman requested the scrutinizer Dr. S. K. Jain, Practicing Company Secretary, to conduct the voting through poll. Dr. S. K. Jain showed the empty ballot box and thereafter locked and sealed the ballot box in presence of the Shareholders. He also explained that those members who have cast their votes through remote e-voting should not vote through Poll. Thereafter ballot forms were circulated to the members present in the meeting and requested Shareholders to cast their votes by putting the ballot forms after exercising their votes in the ballot box. The Shareholders then exercised their votes. The Scrutinizer took the ballot box in his custody and possession.
13. The Meeting concluded at 4:00 P.M with vote of thanks proposed by the Chairman.

For Zodiac Ventures Limited



Avinash Agarwal
Company Secretary

