

30th March 2019

REF: 190330-03

To,

The Bombay Stock Exchange
Corporate Communication Department,
Dalal Street, Fort,
Mumbai – 400001

SUB: Voting Results of the 37th Adjoined Annual General Meeting pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

REF: Scrip Code: 503641 CIN: L45209MH1981PLC023923

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to state that the following resolutions were passed by the members through E-voting and poll at the 37th Adjoined Annual General Meeting of the Company held on 30th March 2019 at 3:00 P.M. at 404, Dev Plaza, 68, S. V. Road, Andheri (W), Mumbai-400058.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2018 and the report of the Auditors and addendum to the Report of Board of Directors thereon.

The above resolution was passed with requisite majority.

Further we are also enclosing herewith the report on E-voting & Poll pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You,

Sincerely,

For Zodiac Ventures Limited



Avinash Agarwal

Company Secretary

ENCL: As mentioned above

Report on Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Date of AGM	30 th March 2019		
Book Closure Date	23 rd March 2019 to 30 th March 2019 (both days inclusive)		
Total No. of Shareholders on Record Date	406		
No. of shareholders presents in meeting either in person or through proxy			
Category of Shareholders	In Person	Proxy	Total
Promoter & Promoter Group	5	0	5
Financial Institution	0	0	0
Public	29	0	29
Total	34	0	34
No. of Shareholders attend the meeting through Video Conferencing	NA		

Details of Agenda:

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2018 and the report of the Auditors and addendum to the Report of Board of Directors thereon.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23989640	0	0	0	0	0	0
	Poll		23989640	100	23989640	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		23989640	23989640	100	23989640	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	13300360	71	0.0005	71	0	100	0
	Poll		111	0.001	111	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		13300360	182	0.0015	182	0	100
Total		37290000	23989822	64.333	23989822	0	100	0

For Zodiac Ventures Limited



Avinash Agarwal
Company Secretary

FORM NO. MGT-13
SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20(4)(xii) & 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,

NAME OF THE COMPANY	ZODIAC VENTURES LIMITED
MEETING	37 th Adjourned Annual General Meeting
DATE & TIME	Saturday, 30 th March, 2019 at 03:00 P.M.
VENUE	404, DEV PLAZA, 68, S.V. ROAD, ANDHERI (WEST) MUMBAI MH 400058

Dear Sir,

1. I, **Dr. S. K. Jain**, Practicing Company Secretary, at 11, Friends Union Premises Co-operative Society Ltd, 2nd Floor, 227, P D Mello Road, Mumbai- 400001 was appointed as Scrutinizer by the Board of Directors of **ZODIAC VENTURES LIMITED**(the Company) for the purpose of scrutinizing e-Voting process (remote e-Voting) and voting by use of ballot at the Meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015)and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned Resolutions proposed at the 37th Adjourned Annual General Meeting of the Equity Shareholders of the Company held on Saturday, 30th March, 2019 at 03:00 P.M. at 404, Dev Plaza, 68, S.V. Road, Andheri (West) Mumbai - 400058:

2. **Dispatch of Notice convening the Meeting**

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited. (NSDL), the Company completed dispatch of the Notice of the Annual General Meeting (AGM) to all the Members of the Company holding Shares in Physical/ Demat Form.



3. Cut-off Date

The Voting rights were reckoned as on **Friday, 22nd March, 2019** being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting and Voting at the Meeting.

4. Remote e-Voting

i. Agency:

The Company has appointed National Securities Depository Limited (NSDL) as the Agency for providing the remote e-Voting platform.

ii. Remote e-Voting:

The remote e-Voting platform was open from 9.00 a.m. on Wednesday, 27th March, 2019 upto 5.00 p.m. on Friday, 29th March, 2019 and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions, on the e-Voting platform provided by NSDL.

5. Voting at the AGM

- i. After the time fixed for closing of the poll by the Chairman ballot box kept for polling was locked in my presence with due identification mark placed by me.
- ii. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
- iii. 34 members were present in person. On opening ballot box 34 Ballot Forms duly signed by the Members present in person were found. All 34 Ballot Forms were found valid.

6. Counting Process

- i. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked in presence of two witnesses who were not in the employment of the Company.



Prashant Jain.

Name: Mr. Prashant Kumar Jain

Mitali.

Name: Ms. Mitali Dedhia

- ii. Thereafter, the details of equity shareholders, who voted For or Against was extracted from the polling papers and the list of Equity Shareholders who voted "For" or "Against" were downloaded from the e-Voting website of National Securities Depository Limited (NSDL) (<https://www.nsdl.co.in>)

- iii. The combined result of remote E-voting and poll is as under:

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VOTING RESULTS

[Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Date of the AGM/EGM	30 th March, 2019
Total number of shareholders on Cut - off date	406
No. of Shareholders present in the meeting either in person or through proxy:	34
Promoters and Promoter Group:	
In Person -	05
In Proxy -	0
Public:	
In Person -	29
In Proxy -	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	N.A.
Public	N.A.



Resolution No. 1

To receive, consider and adopt the Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2018 and the report of the Auditors and addendum to the Report of Board of Directors thereon.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2,39,89,640	0	0	0	0	0	0
	Poll		2,39,89,640	100.00	2,39,89,640	0	100.00	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		2,39,89,640	2,39,89,640	100.00	2,39,89,640	0	100.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	1,33,00,360	71	0.0005	71	0	100	0
	Poll		111	0.001	111	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		1,33,00,360	182	0.0015	182	0	100
Total		3,72,90,000	2,39,89,822	64.333	2,39,89,822	0	100	0





RESULT SUMMARY

Sr. No	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	To receive, consider and adopt the Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2018 and the report of the Auditors and addendum to the Report of Board of Directors thereon.	Ordinary Resolution	100	0

The poll papers and all other relevant records of voting were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,
Yours Faithfully,

Dr. S.K. Jain
Practicing Company Secretary

Place: Mumbai

Date: 30/03/2019