

18th January 2022

REF: 1801221/VR/ZVL

To,
The Corporate Communication Department
Bombay Stock Exchange Ltd.
Dalal Street,
Fort, Mumbai — 400001

REF: Scrip Code: 503641

Sub: Disclosure of Voting Results of the Postal Ballot of
Zodiac Ventures Limited under Regulations 44 (3) and Regulation 30 of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015

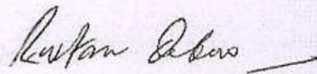
Dear Madam/Sir,

With reference to the captioned subject and our letter nos. 1612211/PB/ZVL dated 16th December 2021 and 1401222/PB/ZVL dated 14th January 2022, we wish to inform you that the Resolutions as set out in the Postal Ballot Notice dated 15th December 2021 have been passed by the Members of the Company with requisite majority on 16th January 2022, being the last day of voting.

Further, pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting the details of the voting results of the business transacted through the Postal Ballot in the format prescribed by SEBI vide their Circular No. CIR/CFD/CMD/8/2015 dated 4th November 2015 (Annexure A) along with the Consolidated Report of the Scrutinizer on remote e-voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The said Reports will also be hosted on the website of the Company. Kindly take the above on record.

Thanking you.
Yours sincerely,
For Zodiac Ventures Limited



Rustom Deboo
Company Secretary and Compliance Officer
Encl: As above

Annexure A

VOTING RESULTS OF POSTAL BALLOT ACTIVITY THROUGH E-VOTING

| | |
|--|--|
| Date of AGM/EGM | NA (Resolutions passed through Postal Ballot on 16 th January 2022) |
| Total number of shareholders on record date (10 th December 2021) | 1296 |
| No. of shareholders present in meeting in person/ through proxy | |
| Promoters and Promoter Group | NA (Resolutions passed through Postal Ballot) |
| Public | |
| No. of shareholders present through Video Conferencing | |
| Promoters and Promoter Group | NA (Resolutions passed through Postal Ballot) |
| Public | |

Details of Agenda:

Resolution No. 1: Special Resolution

Alterations in the Articles of Association of the Company

| Resolution required: | | SPECIAL 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 | | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (by E-Voting) | | 2,22,39,640 | 92.71 | 2,22,39,640 | 0 | 100 | 0 |
| | Total | | 2,22,39,640 | 92.71 | 2,22,39,640 | 0 | 100 | 0 |
| Public Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (by E-Voting) | | 0 | 0 | 0 | 0 | 0 | |
| | Total | | 0 | 0 | 0 | 0 | 0 | |
| Public Non-Institutions | E-Voting | 1,33,00,360 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (by E-Voting) | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| | Total | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| Total | | 3,72,90,000 | 2,61,67,723 | 70.17 | 2,61,67,723 | 0 | 100 | 0 |

Resolution No. 2: Special Resolution

Issue of 40,00,000 (Forty Lakhs) Equity Shares on Preferential Basis

| Resolution required: | | | | SPECIAL RESOLUTION | | | | |
|--|-----------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | YES | | | | |
| 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 | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by E-Voting) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by E-Voting) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non-Institutions | E-Voting | 1,33,00,360 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by E-Voting) | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| | Total | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| Total | | 3,72,90,000 | 39,28,083 | 10.53 | 39,28,083 | 0 | 100 | 0 |

Resolution No. 3: Special Resolution

Issuance of 78,16,000 (Seventy-Eight Lakhs Sixteen Thousand) Warrants Convertible into Equity Shares to Promoter, Promoter Group and Investors of the Company on Preferential Basis

| Resolution required: | | | | | SPECIAL RESOLUTION | | | |
|--|-----------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | | YES | | | |
| 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 | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by E-Voting) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by E-Voting) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non-Institutions | E-Voting | 1,33,00,360 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by E-Voting) | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| | Total | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| Total | | 3,72,90,000 | 39,28,083 | 10.53 | 39,28,083 | 0 | 100 | 0 |

Resolution No. 4: Special Resolution

Sell or transfer or otherwise dispose off its whole or part of Investments/Shareholding in Zodiac Developers Private Limited, Subsidiary Company

| Resolution required: | | | | SPECIAL RESOLUTION | | | | |
|--|-----------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | YES | | | | |
| 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 | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by E-Voting) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by E-Voting) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non-Institutions | E-Voting | 1,33,00,360 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by E-Voting) | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| | Total | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| Total | | 3,72,90,000 | 39,28,083 | 10.53 | 39,28,083 | 0 | 100 | 0 |

Resolution No. 5: Ordinary Resolution

Transactions with Related Parties under Section 188 of the Companies Act, 2013

| Resolution required: | | | | ORDINARY RESOLUTION | | | | |
|--|-----------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | YES | | | | |
| 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 | | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (by E-Voting) | | 0 | 0 | 0 | 0 | 0 | |
| | Total | | 0 | 0 | 0 | 0 | 0 | |
| Public Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (by E-Voting) | | 0 | 0 | 0 | 0 | 0 | |
| | Total | | 0 | 0 | 0 | 0 | 0 | |
| Public Non-Institutions | E-Voting | 1,33,00,360 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (by E-Voting) | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | |
| | Total | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | |
| Total | | 3,72,90,000 | 39,28,083 | 10.53 | 39,28,083 | 0 | 100 | 0 |

Resolution No. 6: Ordinary Resolution

Appointment of Statutory Auditor to fill casual vacancy

| 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 | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by E-Voting) | 2,39,89,640 | 2,22,39,640 | 92.71 | 2,22,39,640 | 0 | 100 | 0 |
| | Total | | 2,22,39,640 | 92.71 | 2,22,39,640 | 0 | 100 | 0 |
| Public Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by E-Voting) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non-Institutions | E-Voting | 1,33,00,360 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by E-Voting) | 1,33,00,360 | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| | Total | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| Total | | 3,72,90,000 | 2,61,67,723 | 70.17 | 2,61,67,723 | 0 | 100 | 0 |

Resolution No. 7: Ordinary Resolution

To re-appoint Mr. Jimit Shah as Managing Director of the Company

| Resolution required: | | ORDINARY RESOLUTION | | | | | | |
|--|-----------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution? | | YES | | | | | | |
| 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 | | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (by E-Voting) | | 0 | 0 | 0 | 0 | 0 | |
| | Total | | 0 | 0 | 0 | 0 | 0 | |
| Public Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (by E-Voting) | | 0 | 0 | 0 | 0 | 0 | |
| | Total | | 0 | 0 | 0 | 0 | 0 | |
| Public Non-Institutions | E-Voting | 1,33,00,360 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (by E-Voting) | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| | Total | | 1,33,00,360 | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 |
| Total | | 3,72,90,000 | 39,28,083 | 10.53 | 39,28,083 | 0 | 100 | 0 |

Resolution No. 8: Ordinary Resolution

To re-appoint Mr. Ramesh Shah as Whole-Time Director of the Company

| Resolution required: | | | | | ORDINARY RESOLUTION | | | |
|--|-----------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | | YES | | | |
| 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 | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by E-Voting) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by E-Voting) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non-Institutions | E-Voting | 1,33,00,360 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by E-Voting) | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| | Total | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| Total | | 3,72,90,000 | 39,28,083 | 10.53 | 39,28,083 | 0 | 100 | 0 |

RESULT SUMMARY

| Sr. No. | Resolution | Type of Resolution | Favour (%) | Against (%) |
|---------|---|---------------------|------------|-------------|
| 1 | Alterations in the Articles of Association of the Company | Special Resolution | 100 | 0 |
| 2 | Issue of 40,00,000 (Forty Lakhs) Equity Shares on Preferential Basis | Special Resolution | 100 | 0 |
| 3 | Issuance of 78,16,000 (Seventy-Eight Lakhs Sixteen Thousand) Warrants Convertible into Equity Shares to Promoter, Promoter Group and Investors of the Company on Preferential Basis | Special Resolution | 100 | 0 |
| 4 | Sell or transfer or otherwise dispose off its whole or part of Investments/Shareholding in Zodiac Developers Private Limited, Subsidiary Company | Special Resolution | 100 | 0 |
| 5 | Transactions with Related Parties under Section 188 of the Companies Act, 2013 | Ordinary Resolution | 100 | 0 |
| 6 | Appointment of Statutory Auditor to fill casual vacancy | Ordinary Resolution | 100 | 0 |
| 7 | To re-appoint Mr. Jimit Shah as Managing Director of the Company | Ordinary Resolution | 100 | 0 |
| 8 | To re-appoint Mr. Ramesh Shah as Whole-Time Director of the Company | Ordinary Resolution | 100 | 0 |

All the above resolutions are passed with requisite majority.

For Zodiac Ventures Limited

Place: Mumbai
Date: 18th January 2022



Ramesh Shah
Whole-Time Director

FORM NO. MGT-13

SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
ZODIAC VENTURES LIMITED
404, DEV PLAZA, 68, S.V. ROAD,
ANDHERI (WEST)
MUMBAI 400058

Dear Sir,

I, Dr. S. K. Jain, Practicing Company Secretary, having office at 11, Friend's Union Premises Co-operative Society Ltd, 2nd Floor, 227, P. D'Mello Road, Mumbai-400001 has been appointed as the Scrutinizer by the Board of Directors of ZODIAC VENTURES LIMITED (the Company) vide their meeting held on 15th December, 2021, as the Scrutinizer for conducting Postal Ballot / e-Voting process in a fair and transparent manner and I have given my consent to act as Scrutinizer vide letter dated 15th November, 2021, for passing of the following Resolutions by Postal Ballot only through remote e-Voting process:

ORDINARY RESOLUTIONS

1. Transactions with Related Parties under Section 188 of the Companies Act, 2013.
2. Appointment of Statutory Auditor to fill Casual Vacancy
3. To Re-Appoint Mr. Jimit Shah as Managing Director of the Company.
4. To Re-Appoint Mr. Ramesh Shah as Whole Time Director of the Company.

SPECIAL RESOLUTIONS

5. Alterations in The Articles Of Association of the Company
6. Issue of 40,00,000 (Forty Lakhs) Equity Shares on Preferential Basis
7. Issuance of 78,16,000 (Seventy Eight Lakhs Sixteen Thousand) Warrants Convertible into Equity Shares to Promoter, Promoter Group and Investors of the Company on Preferential Basis



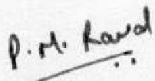
8. Sell or Transfer or Otherwise Dispose-Off its Whole or Part of Investments/Shareholding in Zodiac Developers Private Limited, Subsidiary Company


I hereby submit my Report as under:-

- a. The Company is in compliance with the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as the 'Rules'), General Circulars Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 08th December 2021, issued by the Ministry of Corporate Affairs and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Circular dated 12th May, 2020, and Circular dated 15th January, 2021, issued by Securities and Exchange Board of India titled as "Additional relaxations in relation to compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Covid -19 Pandemic".
- b. On account of the threat posed by COVID-19 pandemic situation and as permitted by MCA Circulars, the Company served the Requisite Notice pursuant to Section 110 of the Act along with draft of the Resolution and Explanatory Statement as required under Section 102 of the Act in electronic form only to the Members of the Company, whose names appeared in the Register of Members as on Friday, 10th December, 2021 and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA circulars mentioned above. Hence, the communication of the assent or dissent of the Members had to take place through the e-Voting system only.
- c. Accordingly, in compliance with Section 108 of the Companies Act, 2013 read with Rules made thereunder and MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements), 2015 ("Listing Regulations"), the Company extended only remote e-Voting facility to its Members to enable them to cast their votes electronically instead of Postal Ballot Form.



- d. The Company has availed the services of Link In Time Pvt. Ltd. (LIITPL) to provide e-Voting facilities to the Members of the Company.
- e. The Postal Ballot Notice along with the Explanatory Statement were uploaded on the website of the Company i.e. www.zodiacventures.in The results of the Postal Ballot will also be made available on the same website.
- f. In response to application for in principle approval filed by the company, BSE Limited has made observations vide email dated 12th January, 2022. The Board of Directors of the Company in its meeting held on 13th January, 2022 took on record the observations of BSE Limited and approved corrigendum which was published in 2 Newspapers Business Standard (English edition) and Mumbai Lakshadeep (Marathi edition) on 14th January 2022. The Board of Directors in its meeting also approved revised notice of Postal Ballot incorporating the observations made by the BSE Limited. The revised Postal Ballot Notice was also sent by Email on 15th January, 2022 to 1118 members who had registered their email id with M/s Link InTime India Pvt. Ltd. (RTA).
- g. The remote e-Voting commenced on Saturday, 18th December 2021 at 9:00 a.m (IST) and ended on Sunday, 16th January 2022 at 5:00 p.m. (IST).
- i. I have monitored the process of electronic voting through the Scrutinizer's secured link provided by Link In Time Pvt. Ltd. on the designated website <https://instavote.linkintime.co.in>.
- ii. The e-Voting module was unblocked at 05:00 P.M on 16th January, 2022 in the presence of two witnesses, Mr. Parth Raval and Ms. Riya Jain, who are not in the employment of ZODIAC VENTURES LIMITED. They have signed below in confirmation of the votes being unblocked in their presence and the e-Voting results/list was downloaded from the Link in Time Pvt. Ltd. website.


Name: Mr. Parth Raval


Name: Ms. Riya Jain

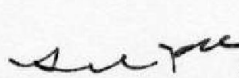


- iii. All e-Votes casted up to 5:00 p.m. on Sunday, January 16, 2022, being the last date and time fixed by the Company for receipt of the votes/forms were considered for my Scrutiny.
- iv. There were 1296 Members of the Company on cut-off date i.e. Friday, 10th December 2021. Out of 1296 Members, 1118 Members had registered their e-mail id with M/s. Link In Time Pvt. Ltd. (R&T) and accordingly Postal Ballot Notice were sent to the Members whose e-mail id's were registered with M/s. Link In Time Pvt. Ltd. (R&T) through e-mail on 16th December, 2021. Out of which 45 e-mails were bounced back.
- v. Detailed summary of Result with assent/dissent for the Resolution is attached with this report as Annexure - I.
- vi. The Resolution was passed by the Requisite Majority.
- vii. You may accordingly declare the result of the voting by e-Voting.

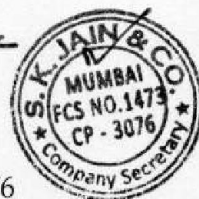
Date: 18th January, 2022

Place: Mumbai

For S. K. Jain & Co.
Company Secretaries



S. K. Jain
Proprietor
C. P. No. 3076



ANNEXURE - I

VOTING RESULT OF POSTAL BALLOT

| | |
|---|-------------------------|
| Company Name | ZODIAC VENTURES LIMITED |
| Date of declaration of results by Electronic means | 18th January 2022 |
| Total number of Shareholders on record date: (being the Cut-off date for determining shareholders entitled to vote - 10th December 2021) | 1296 |



Agenda-wise disclosure

Resolution No. 1

Alterations in the Articles of Association of the Company.

| Resolution required: | | | SPECIAL 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 | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting) | | 2,22,39,640 | 92.71 | 2,22,39,640 | 0 | 100 | 0 |
| | Total | | 2,22,39,640 | 92.71 | 2,22,39,640 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 1,33,00,360 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting) | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| | Total | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| Total | | 3,72,90,000 | 2,61,67,723 | 70.17 | 2,61,67,723 | 0 | 100 | 0 |



Resolution No. 2

Issue of 40,00,000 (Forty Lakhs) Equity Shares on Preferential Basis.

| Resolution required: | | | SPECIAL RESOLUTION | | | | | |
|--|-----------------------------|-------------------------------|--------------------------------|--|-------------------------------------|-----------------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/ resolution? | | | YES | | | | | |
| 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 | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 2,39,89,640 | 0 | 0 | 0 | 0 | 0 |
| Public-Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Non Institutions | E-Voting | 1,33,00,360 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting) | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| | Total | | 1,33,00,360 | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 |
| Total | | 3,72,90,000 | 39,28,083 | 10.53 | 39,28,083 | 0 | 100 | 0 |

*Promoters being interested in the Resolution their votes cast in favour of the resolution has not been considered.



Resolution No. 3

Issuance of 78,16,000 (Seventy Eight Lakhs Sixteen Thousand) Warrants Convertible into Equity Shares to Promoter, Promoter Group and Investors of the Company on Preferential Basis:

| Resolution required: | | | SPECIAL RESOLUTION | | | | | |
|---|-----------------------------|-------------------------------|--------------------------------|--|-------------------------------------|-----------------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | YES | | | | | |
| 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 | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 2,39,89,640 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 1,33,00,360 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting) | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| | Total | 1,33,00,360 | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| Total | | 3,72,90,000 | 39,28,083 | 10.53 | 39,28,083 | 0 | 100 | 0 |

*Promoters being interested in the Resolution their votes cast in favour of the resolution has not been considered



Resolution No. 4

Sell or Transfer or Otherwise Dispose-Off its Whole or Part of Investments/Shareholding in Zodiac Developers Private Limited, Subsidiary Company

| Resolution required: | | | SPECIAL RESOLUTION | | | | | |
|---|-----------------------------|-------------------------------|--------------------------------|--|-------------------------------------|-----------------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | YES | | | | | |
| 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 | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 1,33,00,360 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting) | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| | Total | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| Total | | 3,72,90,000 | 39,28,083 | 10.53 | 39,28,083 | 0 | 100 | 0 |

*Promoters being interested in the Resolution their votes cast in favour of the resolution has not been considered.



Resolution No. 5

Transactions with Related Parties under Section 188 of the Companies Act, 2013.

| Resolution required: | | | ORDINARY RESOLUTION | | | | | |
|---|------------------------------|-------------------------------|--------------------------------|--|-------------------------------------|-----------------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | YES | | | | | |
| 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 | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting)) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 1,33,00,360 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting) | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| | Total | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| Total | | 3,72,90,000 | 39,28,083 | 10.53 | 39,28,083 | 0 | 100 | 0 |

*Promoters being interested in the Resolution their votes cast in favour of the resolution has not been considered.



Resolution No. 6

Appointment of Statutory Auditor to fill Casual Vacancy

| 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 | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting) | | 2,22,39,640 | 92.71 | 2,22,39,640 | 0 | 100 | 0 |
| | Total | | 2,22,39,640 | 92.71 | 2,22,39,640 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 1,33,00,360 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting) | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| | Total | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| Total | | 3,72,90,000 | 2,61,67,723 | 70.17 | 2,61,67,723 | 0 | 100 | 0 |



Resolution No. 7

To Re-Appoint Mr. Jimit Shah as Managing Director of the Company.

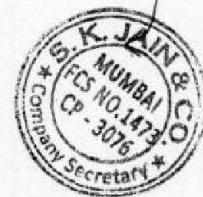
| Resolution required: | | | ORDINARY RESOLUTION | | | | | |
|---|-----------------------------|-------------------------------|--------------------------------|--|-------------------------------------|-----------------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | YES | | | | | |
| 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 | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 1,33,00,360 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting) | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| | Total | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| Total | | 3,72,90,000 | 39,28,083 | 10.53 | 39,28,083 | 0 | 100 | 0 |



Resolution No. 8

To Re-Appoint Mr. Ramesh Shah as Whole Time Director of the Company.

| Resolution required: | | | ORDINARY RESOLUTION | | | | | |
|---|-----------------------------|-------------------------------|--------------------------------|--|-------------------------------------|-----------------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | YES | | | | | |
| 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 | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 2,39,89,640 | 0 | 0 | 0 | 0 | 0 |
| Public-Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 1,33,00,360 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (by e voting) | | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 | 0 |
| | Total | | 1,33,00,360 | 39,28,083 | 29.53 | 39,28,083 | 0 | 100 |
| Total | | 3,72,90,000 | 39,28,083 | 10.53 | 39,28,083 | 0 | 100 | 0 |



RESULT SUMMARY

| Sr. No. | RESOLUTION | TYPE OF RESOLUTION | FAVOUR (%) | AGAINST (%) |
|---------|---|---------------------|------------|-------------|
| 1. | Alterations in The Articles Of Association of the Company | Special Resolution | 100 | 0 |
| 2. | Issue of 40,00,000 (Forty Lakhs) Equity Shares on Preferential Basis | Special Resolution | 100 | 0 |
| 3. | Issuance of 78,16,000 (Seventy Eight Lakhs Sixteen Thousand) Warrants Convertible into Equity Shares to Promoter, Promoter Group and Investors of the Company on Preferential Basis | Special Resolution | 100 | 0 |
| 4. | Sell or Transfer or Otherwise Dispose-Off its Whole or Part of Investments/Shareholding in Zodiac Developers Private Limited, Subsidiary Company | Special Resolution | 100 | 0 |
| 5. | Transactions with Related Parties under Section 188 of the Companies Act, 2013. | Ordinary Resolution | 100 | 0 |
| 6. | Appointment of Statutory Auditor to fill Casual Vacancy | Ordinary Resolution | 100 | 0 |
| 7. | To Re-Appoint Mr. Jimit Shah as Managing Director of the Company. | Ordinary Resolution | 100 | 0 |
| 8. | To Re-Appoint Mr. Ramesh Shah as Whole Time Director of the Company. | Ordinary Resolution | 100 | 0 |

Thanking You,
Yours Faithfully,

S.K. Jain



Dr. S.K. Jain
Practising Company Secretary

Place: Mumbai
Date: 18th January, 2022
UDIN: F001473C002190561

Ramesh V. Shah

Ramesh Shah
Whole Time Director

