

December 15, 2021

To,
BSE Limited
Department of Corporate Services,
1st floor, New Trading Ring
Rotunda Building,
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
Scrip Code: 503641



Dear Sir/Madam,

Sub: Outcome of Board Meeting under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Further to our intimation dated December 11, 2021 and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") as amended read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, we wish to inform you that the Board of Directors of Zodiac Ventures Limited ("Company") at their Meeting held on today viz. Wednesday, December 15, 2021, considered and approved, the following:

1. Alteration of Articles of Association of the Company by insertion of new Article i.e. Article 6A to authorize the Company to issue Convertible Warrants.
2. Issuance of up to 40,00,000 (Forty Lakhs) Equity Shares having face value of Re. 1/- each proposed to be issued at Rs. 25.00/- (Rupees Twenty Five Only) each (including premium of Rs. 24/- per equity share) or at such price as may be determined in accordance with Regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations 2018 ("SEBI ICDR Regulations"). (Detailed information pursuant to the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 annexed hereto and marked as **Annexure - A**)
3. Issuance of upto 78,16,000 (Seventy Eight Lakhs Sixteen Thousand) Warrants Convertible into Equity Shares having face value of Re. 1/- each proposed to



Ramsh. V. Shah.

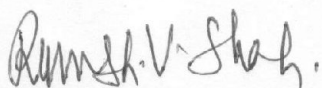
be issued at a price of Rs. 25.00/- (Rupees Twenty Five Only) each (including premium of Rs. 24/- per equity share) or at such price as may be determined in accordance with Regulation 164 of SEBI/CDR Regulation 2018. (Detailed information pursuant to the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 annexed hereto and marked as **Annexure - B**)

4. Sale or transfer or otherwise Dispose-Off whole or part of Investments/Shareholding in its Subsidiary Company viz. Zodiac Developers Private Limited. (Detailed information pursuant to the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 annexed hereto and marked as **Annexure - C**)
5. Transactions with Related Parties under Section 188 of the Companies Act, 2013 read with Regulation 23 of SEBI Listing Regulations, 2015.
6. Notice of Postal Ballot seeking the consent of Members for the aforesaid Resolutions.
7. Appointment of CS Dr. S. K. Jain, Practicing Company Secretary and proprietor of S. K. Jain & Co. as the Scrutinizer for conducting e-Voting process for the postal ballot.

The meeting of the Board of Directors of the Company commenced at 4:30 p.m. (IST) and concluded at 7:00 p.m. (IST).

You are requested to take the aforesaid information on record.

Thanking you,
Yours Sincerely,
For Zodiac Ventures Limited



Ramesh Shah
Chairman and Whole Time Director
DIN:01580767



Annexure A
Details regarding Preferential Issue of Equity Shares

Type of securities proposed to be issued	Equity Shares of Rs.1/- each			
Type of issuance	Preferential Issue in accordance with Chapter V of the SEBI ICDR Regulations and other applicable laws			
Total number of securities proposed to be issued or the total amount for which the securities will be issued	Upto 40,00,000 (Forty Lakhs) Equity Shares at a price of 25.00/-per Equity Share, for an aggregate consideration of ,up to Rs.10,00,00,000 or at such other price as may be determined in accordance with Regulation 164 of SEBI ICDR Regulations			
Names of the Investors;	Sr. No.	Identity of Proposed Allottees	Category of the Proposed Allottees	No. of Equity Shares proposed to be issued at Rs. 25.00/ each (upto)
	1	Dilip Nanji Chheda	Public	10,00,000
	2	Credent Assest Management Services Pvt. Ltd.	Public	10,00,000
	3	Zyana Stock and Commodities, Partnership Firm	Public	20,00,000
Post allotment of securities - outcome of the subscription	The issue and allotment of Equity Shares is subject to the approval of Members of the Company by passing of Special Resolution through Postal Ballot.			
Issue price	Rs. 25/- each or such other price as may be determined in accordance with Regulation 164 of the SEBI ICDR Regulations.			

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Annexure B

Details regarding Preferential Issue of Warrants

Type of securities proposed to be issued	Warrants Convertible into Equity Shares			
Type of issuance	Preferential Issue in accordance with Chapter V of the SEBI ICDR Regulations and other applicable laws			
Total number of securities proposed to be issued or the total amount for which the securities will be issued	Upto 78,16,000 Convertible Warrants at an Issue Price of Rs 25.00/- per Warrant, for an aggregate consideration of up to Rs. 19,54,00,000 or at such other price as may be determined with reference to relevant date in accordance with Regulation 164 of SEBI (ICDR), Regulation 2018.			
Names of the Investors;	Sr. No.	Identity of Proposed Allottees	Category of the Proposed Allottees	No. of Warrants convertible into Equity /Shares proposed to be issued at Rs. 25.00/- each (upto)
	1	Archana Vijay Lakhotia	Public	62,000
	2	Amit Maheshkumar Zaveri	Public	62,000
	3	Bhupendra Nathalal Mehta	Public	2,00,000
	4	Varsha Bhupendra Mehta	Public	2,00,000
	5	Samir Bhupendra Mehta	Public	2,00,000
	6	Sameer Mehta (HUF)	Public	2,00,000
	7	Ronak Kirit Thakkar	Public	50,000
	8	Ranjit Ramsharan Paswan	Public	21,000



Ranjit V. Shah

	9	Karan Bora	Public	2,50,000
	10	Kunal Bora	Public	2,50,000
	11	Sunil Udhawdas Vasandani	Public	21,000
	12	Sweety Khemchand Jaiswal	Public	1,50,000
	13	Jayendra Arvindlal Gandhi	Public	3,50,000
	14	Jimit Ramesh Shah	Promoter	20,00,000
	15	Kumar Wire Cloth Manufacturin g Company Ltd	Public	10,00,000
	16	Subhabrata Datta	Public	4,00,000
	17	Vinod Motwani	Public	4,00,000
	18	Mansi Kashyap Bhatia	Public	6,00,000
	19	Kashyap Bhagwandas Bhatia	Public	6,00,000
	20	Viral Rajesh Shah	Public	4,00,000
	21	Jimit Rajesh Shah	Public	4,00,000
Post allotment of securities - outcome of the subscription	The issue and allotment of Equity Shares is subject to the approval of Members of the Company by passing of Special Resolution through Postal Ballot.			
Issue price	Rs 25/- each or such other price as may be determined in accordance with Regulation 164 of the SEBI ICDR Regulations.			



Ramsh. V. Shah

Annexure C

Sale or disposal of unit(s) or division(s) or subsidiary of the listed entity

<p>The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year</p>	<p>Net Worth of Zodiac Ventures Limited is Rs. 10,09,58,693.68</p> <p>Contribution of Zodiac Developers Private Limited is Rs. 99,80,913.24</p> <p>Subsidiary, Zodiac Developers Pvt. Ltd. has contributed 9% in net worth of the Zodiac Ventures Limited Company during the last financial year.</p>
<p>Date on which the agreement for sale has been entered into</p>	<p>NA</p>
<p>The expected date of completion of sale/disposal</p>	<p>Within 12 months from the date of passing Special Resolution by the Members of the Company through Postal Ballot.</p>
<p>Consideration received from such sale/disposal</p>	<p>Consideration will be such amount as may be determined by the Registered Valuer may be adjusted against the outstanding loan borrowed by the Company from Mr. Jimit Ramesh Shah.</p>
<p>Brief details of buyers and whether any of the buyers belong to the promoter/promoter group/group companies. If yes, details thereof</p>	<p>Mr. Jimit Ramesh Shah, Promoter of Zodiac Ventures Limited and Zodiac Developers Private Limited is willing to buy up to 3 crores Equity Shares of Zodiac Developers Private Limited from Zodiac Ventures Limited subject to approval of Shareholders</p>
<p>Whether the transaction would fall within related party transactions? If yes, whether the same is done at arm's length.</p>	<p>Yes the Transaction would fall under the ambit of related party transaction and is done at arm's length basis and according to relevant laws and regulations</p>



Ramsh. V. Shah