

10th April 2024

REF: 1004241/AGM/ZVL

To,
Listing Compliance Monitoring Team
Bombay Stock Exchange Ltd.
Dalal Street,
Fort, Mumbai — 400001

REF: Scrip Code: 503641

Sub: Clarification with respect to your email dated 6th April 2024 and captioned 'Delayed Submission of Proceedings of General Meetings'

Ref: Proceedings of the 42nd Annual General Meeting (AGM) of Zodiac Ventures Limited under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Madam/Sir,

We refer to your email dated 6th April 2024 seeking our clarification on delay in submission of Proceedings of the Annual General Meeting (AGM) of our Company held on 27th September 2023.

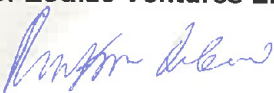
We wish to submit that the delay in submission of the Proceedings of the AGM by few hours was inadvertent and unintentional. This delay in submission of Proceedings of AGM is regretted by us, and we request you to kindly take a lenient view and condone the delay which had occurred inadvertently and unintentionally.

As required by you in the said email and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are resubmitting herewith the brief of the proceedings of the 42nd Annual General Meeting of the Company (**Annexure A**).

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

Proceedings of 42nd Annual General Meeting held on 27th September 2023

The 42nd Annual General Meeting (AGM) of the Members of Zodiac Ventures Limited (“the Company”) was held on Friday, 27th September 2023 at 3:00 p.m. (IST) at the Registered Office of the Company situated at 404 Dev Plaza, 68 S.V. Road, Andheri (W), Mumbai 400058.

As required by Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of the 42nd Annual General Meeting of the Company are as follows:

Mr. Ramesh Shah was elected as the Chairman of the Meeting, and he took the Chair. There were 74 members present in person at the meeting. The requisite quorum being present, he called the Meeting to order. He welcomed the shareholders present in the Meeting. The Chairman informed that 5 (five) Directors of the Company namely Mr. Ramesh Shah, Mr. Jimit Shah, Mrs. Sunita Shah, Mr. Aakash Parikh, and Mr. Sahil Visaria were present. Mr. Aakash Parikh, Chairman of the Audit Committee, was also present in the Meeting.

With the consent of the Members, the notice dated 14th August 2023 of the 42nd Annual General Meeting, the Annual Audited Accounts for the financial year 2022-23 along with the Director’s Report were taken as read. The Chairman then gave a summary on the working of the Company during the year. The Chairman then invited discussions and queries from the Members present.

After the discussions were over, the Chairman informed that the Company had provided e-voting facility through NSDL platform to the Members whose name is appearing in the Register of Members as on 20th September 2023. He further informed that e-voting facility was kept open from 24th September 2023 (9:00 A.M) to 26th September 2023 (5:00 P.M.). He further indicated that those members who are present and not voted through e-voting platform can vote now through Ballot Form.

The Chairman informed that Dr. S.K Jain (Membership No. 1473) of S. K. Jain and Company, Practicing Company Secretary was the Independent Scrutinizer appointed by the Board to scrutinize the remote e-voting process prior to the AGM and voting during the AGM in a fair and transparent manner and submit the final report on the voting within 48 hours of the meeting which shall be placed on the website of the Company at www.zodiacventures.in and also be available on the website of the Stock Exchange at www.bseindia.com. Dr. S. K. Jain, Independent Scrutinizer, conducted the polling process. In terms of the Notice dated 14th August 2023 convening the 42nd AGM of the Company, the following items of business were transacted at the Meeting:



1) Ordinary Resolution

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2023 and the Reports of the Board of Directors and Auditors thereon

2) Ordinary Resolution

To reappoint a Director in place of Mr. Ramesh Shah (DIN: 01580767), who retires by rotation and being eligible, offers himself for reappointment

3) Special Resolution

To approve the power of the Board of Directors to grant loans, give guarantees in connection with loans and acquire securities of other companies

4) Special Resolution

To approve the borrowing power of the Board of Directors

5) Ordinary Resolution

To give omnibus approval for the related party transactions to be entered by the Company with Zodiac Developers Private Limited.

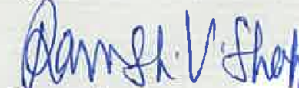
The Chairman thanked the members for their continued support and for attending the 42nd AGM. The meeting concluded at 4:00 p.m. with a vote of thanks to the Chair.

This is for your kind information and record.

Thanking you.

Yours sincerely,

For Zodiac Ventures Limited



Ramesh Shah
Chairman

