

27th September 2019

REF: 190927-01

To,

The Bombay Stock Exchange

Corporate Communication Department,

Dalal Street, Fort,

Mumbai-400001

SUB: Voting Results of the 38<sup>th</sup> 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 38<sup>th</sup> Annual General Meeting of the Company held on 26<sup>th</sup> September 2019 at 3:00 P.M. at 404, Dev Plaza, 68, S. V. Road, Andheri (W), Mumbai-400058.

#### **ORDINARY BUSINESS:**

- To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2019 and the Reports of the Board of Directors and Auditors thereon.
- 2. To appoint a Director in place of Mr. Jimit Shah (DIN: 01580796), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)
- 3. To reappoint Auditor to hold office from the conclusion of 38<sup>th</sup> Annual General Meeting until conclusion of 39<sup>th</sup> Annual General Meeting of the Company and fixing their remunerations. (Ordinary Resolution)



#### **SPECIAL BUSINESS:**

- 4. Approving the Power to Grant Loan or give guarantees in connection with the Loan and acquire securities of other company(Special Resolution)
- 5. To approve the Borrowing Power of the Board. (Special Resolution)
- 6. Omnibus Approval for the Related Party Transactions to be entered by the Company with Zodiac Developers Private Limited. (Ordinary Resolution)

Please note that all above resolutions were 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	26 <sup>th</sup> September 2019						
Book Closure Date	19 <sup>th</sup> September 2019 to 26 <sup>th</sup> September 2019 (both days inclusive)						
Total No. of Shareholders on Record Date	478						
No. of shareholders presents in meeting eit	her in person o	r through proxy					
Category of Shareholders	In Person	Proxy	Total				
Promoter & Promoter Group	5	0	5				
Financial Institution	0	0	0				
Public	36	1	37				
Total	41	1	42				
No. of Shareholders attend the meeting through Video Conferencing	NA						

## **Details of Agenda:**

## Resolution No. 1: Ordinary Resolution

A. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2019 and the Reports of the Board of Directors and Auditors thereon

Resolution requ			ORDINARY RE	SOLUTION					
in the agenda/re	ter/ promoter group a solution?	re interested	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)]*1	% of Votes against on votes polled (7)=[(5)/(2)]*1	
	0	23989640	0	0	0	0	0	0	
			23989640	100	23989640	0	100	0	
	Postal Ballot (not applicable)		0	0	0	0	0	0	
	Total	23989640	23989640	100	23989640	0	100	0	
Public-	E-Voting	0	0	0	0	0	0	0	
Institutions	Poll		0	0	0	0	0	0	
	Postal Ballot ( not applicable)		0	0	0	0	0	0	
	Total	0	0	0	0	0	0	0	
Public- Non	E-Voting		15008	0.113	15008	0	100	0	
Institutions	Poll	13300360	176	0.001	176	0	100	0	
	Postal Ballot (not applicable)		0	0	0	0	0	0	
	Total	13300360	15184	0.114	15184	0	100	0	
Total		37290000	24004824	66.373	24004824	0	100	0	



B. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2019 and the report of the Auditors and addendum to the Report of Board of Directors

Trosolution requ	illeu.		ORDINARY RESOLUTION to the Report of Board of Directors thereon.							
in the agenda/re	ter/ promoter group a esolution?	re interested	NO	LOCEOTION						
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)]*1	% of Votes against on votes polled (7)=[(5)/(2)]*1		
Promoter and Promoter	E-Voting	23989640	0	0	0	0	00	00		
Group	Poll	23989640	23989640	100	23989640	0	100	0		
Group	Postal Ballot (not applicable)		0	0	0	0	0	0		
	Total	23989640	23989640	100	23989640					
Public-	E-Voting		0	0		0	100	0		
Institutions	Poll	0	0	0	0	0	0	0		
	Postal Ballot (not		0		0	0	0	0		
	applicable)		0	0	0	0	0	0		
D 11' 11	Total	0	0	0	0	0	0			
Public- Non	E-Voting		15008	0.113	15008		0	0		
Institutions	Poll	13300360	176	0.001	176	0	100	0		
	Postal Ballot (not applicable)		0	0	0	0	100	0		
	Total	13300360	15184	0.114	15104					
Total		37290000	24004824		15184	0	100	0		
		5.20000	24004024	66.373	24004824	0	100	0		

# Resolution No. 2: Ordinary Resolution

To reappoint a Director in place of Mr. Jimit Shah (DIN: 01580796), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

Resolution requ	iired:		ORDINARY RE	SOLUTION				
in the agenda/re	ter/ promoter group a esolution?	re interested	NO	- COLOTION				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*1	% of Votes against on votes polled (7)=[(5)/(2)]*1
Promoter and Promoter	E-Voting	23989640	0	0	0	0	0	0
Group	Poll	23989640	23989640	100	23989640	0	100	0
Огоир	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	23989640	23989640	100	23989640	0	400	
Public-	E-Voting		0	0	0		100	0
Institutions	Poll	0	0	0		0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0		
Public- Non	E-Voting		15008	0.113	15008	0	0	0
Institutions	Poll	13300360	176	0.001		0	100	0
	Postal Ballot (not applicable)		0	0.001	176	0	100	0
	Total	13300360	15184	0.114	15184	0	400	
Total		37290000	24004824	66.373	24004824	0	100	0



# Resolution No. 3: Ordinary Resolution

To Reappoint Auditors to hold office from the conclusion of 38<sup>th</sup> Annual General Meeting until conclusion of 39<sup>th</sup> Annual General Meeting of the Company and fixing their remunerations. (Ordinary Resolution).

Resolution requ	uired:		ORDINARY R	FSOLUTION.								
in the agenda/re	ter/ promoter group a esolution?	re interested	NO	THE PARTY OF THE P								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled				
Promoter and	E-Voting		0	100		(0)	(6)=[(4)/(2)]*1 00	(7)=[(5)/(2)]*1 00				
	Poll	23989640	0	0	0	0	0	0				
Promoter	Postal Ballot (not	20000040	23989640	100	23989640	0	100	0				
Group	applicable)		0	0	0	0	0	0				
	Total	23989640	23989640	100	23989640							
Public-	E-Voting		0	0		0	100	0				
Institutions	Poll		0		0	0	0	0				
moditations	Postal Ballot (not		0	0	0	0	0	0				
	applicable)		· ·	U	0	0	0	0				
D. I.I.	Total	0	0	0	0	0						
Public- Non	E-Voting		15008	0.113	15008	0	0	0				
Institutions	Poll	13300360	176	0.001		0	100	0				
	Postal Ballot (not		0		176	0	100	0				
	applicable)		0	0	0	0	0	0				
	Total	13300360	15184	0.114	15184	0						
Total		37290000	24004824	66.373	24004824	0	100	0				
				00.073	24004024	0	100	0				

# Resolution No. 4: Special Resolution

To approve the Power to Grant Loan or give guarantees in connection with the Loan and acquire securities of other Resolution required:

	Vhether promoter/ promoter group are interested		SPECIAL RES	SPECIAL RESOLUTION								
in the agenda/re	esolution?	re interested	NO									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled  (6)=[(4)/(2)]*1	% of Votes against on votes polled				
	E-Voting			100		(0)	00	(7)=[(5)/(2)]*1 00				
Promoter and Poll Posta		22000040	0	0	0	0	0	0				
		23989640	23989640	100	23989640	0	100	0				
	Postal Ballot (not applicable)		0	0	0	0	0	0				
	Total	23989640	23989640	100	23989640	0	400					
Dubli-	E-Voting		0	0			100	0				
Public-	Poll	0	0	0	0	0	0	0				
Institutions	Postal Ballot (not		0	0	0	0	0	0				
	applicable)		0	U	0	0	0	0				
	Total	0	0	0	0							
Public- Non	E-Voting		15008	0.113		0	0	0				
Institutions	Poll	13300360	176	0.001	15008	0	100	0				
а	Postal Ballot (not		0		176	0	100	0				
	applicable)		0	0	0	0	0	0				
	Total	13300360	15184	0.114	15184	0	400					
Total		37290000	24004824	66.373	24004824	0	100	0				
				50.010	21004024	0	100	0				



# Resolution No. 5: Special Resolution

To Approving the Borrowing Power of the Board.

Resolution requ			SPECIAL RES	OLUTION							
Whether promo in the agenda/re	ter/ promoter group a esolution?	re interested	YES								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled  (6)=[(4)/(2)]*1	% of Votes against on votes polled (7)=[(5)/(2)]*1			
Promoter and Promoter	E-Voting		0	100			00	00			
	Poll	23989640	0	0	0	0	0	0			
	Postal Ballot (not	23909040	23989640	100	23989640	0	100	0			
Group	applicable)		0	0	0	0	0	0			
	Total	23989640	23989640	100	23989640	0	100				
Public-	E-Voting		0	0	0	0		0			
Institutions	Poll	0	0	0	0		0	0			
moditations	Postal Ballot (not applicable)		15008	0.113	15008	0	100	0			
	Total	0	176	0.001	176	0					
Public- Non	E-Voting		15008	0.113		0	100	0			
Institutions	Poll	13300360	176	0.001	15008	0	100	0			
	Postal Ballot (not		0		176	0	100	0			
	applicable)		0	0	0	0	0	0			
T-4-1	Total	13300360	15184	0.114	15184	0	100	0			
Total		37290000	24004824	66.373	24004824	0	100	0			



# Resolution No. 6: Ordinary Resolution

Omnibus Approval for the Related Party Transactions to be entered by the Company with Zodiac Developers Private Limited.

Resolution requi	red:		ORDINARY RESOLUTION								
Whether promot in the agenda/re	er/ promoter group a solution?	re interested	YES								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour  (4)	No. of Votes in favour on against votes polled votes polled (5) (6)=[(4)/(2)]*1 (7)=[(5)/00 00					
	E-Voting		0	0							
Promoter and Promoter Group	Poll	0	0	0	Promoters being interested in the Resolution, their voting in favour of the Resolution has not been considered						
	Postal Ballot (not applicable)		0	0							
	Total	23989640	0	0							
	E-Voting		0	0	0	0	0	0			
Public-	Poll	0	0	0	0	0	0	0			
Institutions	Postal Ballot (not applicable)		0	0	0	0	0	0			
	Total	0	0	0	0	0	0	0			
Public- Non	E-Voting		15008	0.113	15008	0	100	0			
Institutions	Poll	13300360	176	0.001	176	0	100	0			
	Postal Ballot (not applicable)		0	0	0	0	0	0			
	Total	13300360	15184	0.114	15184	0	100	0			
Total		37290000	15184	0.114	15184	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 Rule 20(4)(xii) &21(2) of the Companies (Management and Administration) Rules, 2014]

To, The Chairman,

Name Of The Company	ZODIAC VENTURES LIMITED
Meeting	38th Annual General Meeting
Date & Time	Thursday, 26th September, 2019 at 03:00 P.M.
Venue	404, Dev Plaza, 68, S.V. Road, Andheri West Mumbai - 400058.

Dear Sir,

- 1. I, Dr. S. K. Jain, Practicing Company Secretary, at 11, Friends Union Premises Cooperative 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 & 21of 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 38th Annual General Meeting of the Equity Shareholders of the Company held on Thursday, 26th September, 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) on 29th August, 2019 to all the Members of Company holding Shares in Physical/Demat Form. MUMBAI

11. Friend's Union Premises Co-operative Society Ltd, 2nd Floor, 227, P. D'Mello Road, Munical 400001 Mob.: 96196 43088 / 93206 47478 • Off.: 2269 5288

E-mail: skjaincs1944@gmail.com / csskjain1944@gmail.com

## Newspaper Publication:

The Company had made an advertisement regarding dispatch of Postal Ballot Forms/Notices in Business Standard (English Newspaper) and in Mumbai Lakshadeep (Marathi Newspaper) on Monday, 2nd September, 2019.

#### 3. Cut-off Date

The Voting rights were reckoned as on 19th September 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 Monday, 23<sup>rd</sup> September 2019 upto 5.00 p.m. on Wednesday, 25<sup>th</sup> September, 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. 37 members were present in person which includes 1 proxy. On opening ballot box 37 Ballot Forms duly signed by the Members present in person were found. All 37 Ballot Forms were found valid.

## 6. Counting Process

 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.

Name: Ms. Mitali, R. Dedhia

Name: Mr. Jatin. M. Kharwa

- 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:



# **VOTING RESULTS**

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

Date of the AGM/EGM	26th September, 2019
Total number of shareholders on Cut - off date	478
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
In Person -	5
In Proxy -	0
Public:	37
In Person -	36
In Proxy -	1
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	N.A.
Public	N.A.



A. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2019 and the Reports of the Board of Directors and Auditors thereon.

	required:		ORDINAR	ORDINARY RESOLUTION						
are interes	Whether promoter/ promoter group are interested in the agenda/resolution?		NO							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outsta nding shares (3)=[(2 )/(1)]* 100	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4 )/(2)]*1	% of Votes against on votes polled (7)=[(5)/( 2)]*100		
Promoter	E-Voting	0	0	0	0	0	0	0		
and	Poll	2,39,89,640	2,39,89,640	100	2,39,89,640	0	100	0		
Promoter Group	Postal Ballot (not applicable)							9		
** ***	Total	2,39,89,640	2,39,89,640	100	2,39,89,640	0	100	0		
Public- Institutio	E-Voting	0 0	0	0	0	0	0	0		
ns	Poll		0	0	0	0	0	0		
	Postal Ballot (not applicable)									
	Total	0	0	0	0	0	0	0		
Public- Non	E-Voting	1,33,00,360	15008	0.113	15008	0	100	0		
Institutio	Poll		176	0.001	176	0	100	0		
ns	Postal Ballot (not applicable)		0	0	0	0	0	0		
	Total	13300360	15184	0.114	15184	0	100	0		
Total		3,72,90,000	2,40,04,824	64.373	2,40,04,824	0	100	0		



B. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2019 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	No. of votes polled	% of Votes Polled on outsta nding shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled		
				(3)=[(2 )/(1)]* 100			(6)=[(4 )/(2)]*1 00	(7)=[(5)/( 2)]*100		
Promoter	E-Voting	0	0	0	0	0	0	0		
and	Poll	2,39,89,640	2,39,89,640	100	2,39,89,640	0	100	0		
Promoter Group	Postal Ballot (not applicable)									
	Total	2,39,89,640	2,39,89,640	100	2,39,89,640	0	100	0		
Public- Institutio	E-Voting	0	0	0	0	0	0	0		
ns	Poll		0	0	0	0	0	0		
	Postal Ballot (not applicable)									
	Total	0	0	0	0	0	0	0		
Public- Non	E-Voting	1,33,00,360	15008	0.113	15008	0	100	0		
Institutio	Poll		176	0.001	176	0	100	0		
ns	Postal Ballot (not applicable)	74 - 14 - 14 - 14 - 14 - 14 - 14 - 14 -	0	0	0	0	0	0		
	Total	13300360	15184	0.114	15184	0	100	0		
Total		3,72,90,000	2,40,04,824	64.373	2,40,04,824	0	100	0		



Resolution No. 2

Re-appointment of Mr. Jimit Shah (DIN: 01580796), as a Director of the Company.

Resolution required:			ORDINARY RESOLUTION							
	romoter/ pron ted in the	noter group	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled	% of Votes Polled on outstan ding shares (3)=[(2) /(1)]* 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2) ]*100	% of Votes against on votes polled (7)=[(5)/( 2)]*100		
	E-Voting	2,39,89,640	0	0	0	0	0	0		
Promote r and Promote r Group	2 , , , , , ,		2,39,89,640	100	2,39,89,640	0	100	0		
	Postal Ballot (not applicable)									
	Total	2,39,89,640	2,39,89,640	100	2,39,89,640	0	100	0		
Public-	E-Voting	0	0	0	0	0	0	0		
Instituti	Poll		0	0	0	0	0	0		
ons	Postal Ballot (not applicable)									
	Total	0	0	0	0	0	0	0		
Declation	E-Voting	1,33,00,360	15008	0.113	15008	0	100	0		
Public- Non Instituti ons	Poll		176	0.001	176	0	100	0		
	Postal Ballot (not applicable)		0	0	0	0	0	0		
	Total	13300360	15184	0.114	15184	0	100	0		
Total		3,72,90,000	2,40,04,824	64.373	2,40,04,824	0	100	0		



Re-appointment of Auditors to hold office from the conclusion of 38th Annual General Meeting until conclusion of 39th Annual General Meeting of the Company and fixing their remunerations.

Resolution required:			ORDINARY RESOLUTION NO							
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled	% of Votes Polled on outstan ding shares (3)=[(2)/ (1)]* 100	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4) /(2)]*10 0	% of Votes against on votes polled (7)=[(5)/( 2)]*100		
	E-Voting	0 2,39,89,640	0	0	0	0	0	0		
Promoter	Poll		2,39,89,640	100	2,39,89,640	0	100	0		
and Promoter Group	Postal Ballot (not applicable)						100			
	Total	2,39,89,640	2,39,89,640	100	2,39,89,640	0	100	0		
Public- Institutio	E-Voting	0	0	0	0	0	0			
	Poll		0	0	0	0	0	0		
ns	Postal Ballot (not applicable)									
	Total	0	0	0	0	0	0	0		
Public-	E-Voting	1,33,00,360	15008	0.113	15008	0	100	0		
Non Institutio	Poll		176	0.001	176	0	100	0		
	Postal Ballot (not applicable)		0	0	0	0	0	0		
	Total	13300360	15184	0.114	15184	0	100	0		
Total		3,72,90,000	2,40,04,824	64.373	2,40,04,824	0	100	0		



Approving the Power to Grant Loan or give guarantees in connection with the Loan and acquire securities of other company.

Resolution required:			SPECIAL RESOLUTION NO							
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares held	No, of votes polled	% of Votes Polled on outstandi ng shares (3)=[(2)/(1) ]* 100	No. of Votes - in favour	No. of Votes - again st (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/( 2)]*100		
Promoter	E-Voting	0 2,39,89,640	0	0	0	0	0	0		
and	Poll		2,39,89,640	100	2,39,89,640	0	100	0		
Promoter Group	Postal Ballot (not applicable)									
	Total	2,39,89,640	2,39,89,640	100	2,39,89,640	0	100	0		
Public- Institutio	E-Voting	0	0	0	0	0	0	0		
ns	Poll		0	0	0	0	0	0		
115	Postal Ballot (not applicable)									
	Total	0	0	0	0	0	0	0		
Public-	E-Voting	1,33,00,360	15008	0.113	15008	0	100	0		
Non Institutio	Poll		176	0.001	176	0	100	0		
	Postal Ballot (not applicable)		0	0	0	0	0	0		
	Total	13300360	15184	0.114	15184	0	100	0		
Total		3,72,90,000	2,40,04,824	64.373	2,40,04,824	0	100	0		



Resolution No. 5

Approving the Borrowing Power of the Board.

Resolution required:			SPECIAL RESOLUTION							
Whether pro are intereste	Whether promoter/ promoter group are interested in the agenda/resolution?		NO							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares (3)=[(2)/( 1)]* 100	No. of Votes - in favour (4)	No. of Votes - again st	% of Votes in favour on votes polled (6)=[(4)/( 2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
	E-Voting	0	0	0	0	0	0	0		
Promoter	Poll	2,39,89,640	2,39,89,640	100	2,39,89,640	0	100	0		
and Promoter Group	Postal Ballot (not applicable)				222224	0	100	0		
	Total	2,39,89,640	2,39,89,640	100	2,39,89,640	0	0	0		
Public-	E-Voting	0	0	0	0					
Institutio	Poll		0	0	0	0	0	0		
ns	Postal Ballot (not applicable)					0	0	0		
	Total	0	0	0	15000	0	100	0		
Public-	E-Voting	1,33,00,360	15008	0.113	15008	0	100	0		
Non Institutio	Poll		176	0.001	176	0	0	0		
	Postal Ballot (not applicable)		0	0				*		
	Total	13300360	15184	0.114	15184	0	100	0		
Total		3,72,90,000	2,40,04,824	64.373	2,40,04,824	0	100	0		



Approving the Related Party Transactions entered by the Company with Zodiac Developers Private Limited.

Resolutio	Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			ORDINARY RESOLUTION NO							
are intere											
Category	Voting	No. of shares held (1)	No. of votes polled	% of Votes Polled on outstan ding shares (3)=[(2) /(1)]* 100	No. of Votes - in favour	No. of Votes  agains t (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										
	Postal Ballot		*0	0	0	0	0	()			
	(not applicable)										
	Total	0	0	0	0	0	0				
Public- Institutio	E-Voting	0	0	0	0	0	0	0			
ns	Poll		0	0	0						
115	Postal Ballot (not applicable)			U	U	0	0	0			
·	Total	0	0	0	0	0	0	0			
Public-	E-Voting	1,33,00,360	15008	0.113	15008	0	100	0			
Non Institutio Is	Pol1		176	0.001	176	0	100	0			
	Postal Ballot (not applicable)		0	0	0	0	0	0			
	Total	13300360	15184	0.114	15184	0	100				
otal	***************************************	3,72,90,000	15184	0.114	15184	0	100	0			

<sup>\*</sup> The Votes cast by Promoters being Related Party in the Resolution have been excluded.



### RESULT SUMMARY

Sr. No.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST
1. ×	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2019 and the Report of the Board of Directors and Auditors thereon.	Ordinary Resolution	100	0
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2019 and the Report of Auditors thereon.	Ordinary Resolution	100	0
3.	Re-appointment of Mr. Jimit Shah (DIN: 01580796), as a Director of the Company.	Ordinary Resolution	100	0
4.	Reappointment of Auditors to hold office from the conclusion of 38th Annual General Meeting until conclusion of 39th Annual General Meeting of the Company and fixing their remunerations.	Ordinary Resolution	100	0
5.	Approving the Power to Grant Loan or give guarantees in connection with the Loan and acquire securities of other company.	Special Resolution	100	0
6.	Approving the Borrowing Power of the Board.	Special Resolution	100	0
7.	Approving the Related Party Transactions entered by the Company with Zodiac Developers Private Limited.	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: 27/09/2019. Avinash, R. Agarwal Company Secretary