

31st July 2020

REF: 3107201/AR/ZVL

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

SUB: Outcome of the Board Meeting held on 31st July 2020

REF: Scrip Code: 503641

Dear Sir,

This is to inform that a meeting of the Board of Directors of the Company was held today, 31st July 2020, which commenced at 5:00 P.M. and concluded at 7:00 P.M., and during which the following business was transacted:

1. The Board has approved the Standalone and Consolidated Audited Financial Results for the Financial Year ended 31st March 2020.

Please find enclosed herewith the Audited Financial Results (Standalone and Consolidated) for the year ended 31st March 2020, Audit Report and Statement on Impact of Audit Qualifications for your perusal.

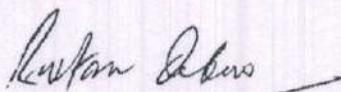
Further, in view of the present pandemic situation as well as a contingent liability disclosed by our material subsidiary Zodiac Developers Private Limited, there was a discussion to reconsider the Company's investment in the said subsidiary via impairment testing, especially considering potential new business opportunities. To attain a valuation of the Company's investment in the said subsidiary, it was decided to shortlist names of Registered Valuers. The appointment of the Registered Valuer shall be made in due course, and the same shall be intimated.

Kindly take the above on record.

Thanking you.

Yours sincerely,

For Zodiac Ventures Limited



Rustom Deboo

Company Secretary and Compliance Officer

ZODIAC VENTURES LIMITED
CIN: L45209MH1981PLC023923

Regd. Office: 404, Dev Plaza, Plot 68, S. V. Road, Andheri (West), Mumbai - 400058
Tel No: 022-4223 3333 Fax No: 022-4223 3300 www.zodiacventures.in email id: info@zodiacventures.in

Standalone Audited Financial Results for the Quarter & Year Ended March 31, 2020

(Rs. In Lacs)

Sr. No.	Particulars	Quarter Ended			Year Ended	
		31-Mar-20	31-Dec-19	31-Mar-19	31-Mar-20	31-Mar-19
		Audited	Un-Audited	Audited	Audited	Audited
1	(a) Net Sales/Income from operations	-	-	-	22.00	28.00
	(b) Other Income	0.07	0.46	-	0.53	0.19
	Total Income (a+b)	0.07	0.46	-	22.53	28.19
2	Expenditure					
	(a) Employee Benefit Expense	1.02	1.79	8.30	7.56	28.40
	(b) Finance Cost	(8.67)	6.11	(0.73)	9.60	21.95
	(c) Depreciation & Amortization Expense	-	-	-	-	-
	(d) Other Expenses	1.20	1.59	4.81	10.11	24.39
	Total Expenditure (a+b+c+d)	(6.45)	9.49	12.38	27.28	74.73
3	Profit before Exceptional Items & Tax (1-2)	6.52	(9.03)	(12.38)	(4.74)	(46.55)
4	Exceptional Items	-	-	-	-	-
5	Profit before Tax (3-4)	6.52	(9.03)	(12.38)	(4.74)	(46.55)
6	Tax Expenses					
	i) Income Tax	-	0.03	-	0.03	1.31
	ii) Deferred Tax	-	-	-	-	-
7	Profit after tax (5-6)	6.52	(9.06)	(12.38)	(4.78)	(47.86)
8	Other Comprehensive Income	-	-	-	-	-
9	Total Comprehensive Income	6.52	(9.06)	(12.38)	(4.78)	(47.86)
10	Paid up Equity Share Capital (Face Value Rs. 1/-)	372.90	372.90	372.90	372.90	372.90
11	Reserves excluding Revaluation Reserves as per Balance Sheet of previous accounting year	-	-	-	748.69	753.47
12	Earning Per Share (EPS)					
	Basic	0.02	(0.02)	(0.03)	(0.01)	(0.13)
	Diluted	0.02	(0.02)	(0.03)	(0.01)	(0.13)

Notes to Standalone Financial Results

- The above results are reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 31st July, 2020.
- Zodiac Developers Pvt Ltd (ZDPL), the subsidiary of the company, is engaged in real estate busines. For one of its major real estate project, the joint developer has initiated arbitration proceedings. As per the Interim Consent Award dated 16.11.2019, the parties have agreed to perform respective obligation as stated thereunder and that they shall not make any further claims over each other or will not initiate any further legal proceedings in respect of matters settled. Management of the company does not anticipate any further claims on final outcome of arbitration proceedings. Hence no provision has been made by the subsidiary in its books for the above claim and also management is of the view that it is unlikely that there may be any material effect on the carrying value of the investment in subsidiary on account of the same.
- Zodiac Developers Pvt Ltd (ZDPL), the subsidiary of the company, had advanced a sum of Rs. 8,75,00,000/- to Akshar Group in the F.Y. 2017-18. ZDPL was informed through notice by Akshar Group that they intend to forfeit the entire amount of Rs. 8,75,00,000/- citing breach of contract and default in our obligations to them. The Company intends to pursue legal recourse to recover this amount and is confident that the same will be recovered.
- The Company is operating in a single segment viz. Real Estate and Real Estate Development. Hence the results are reported on a single segment basis.
- Figures for the quarter ended March 31, 2020 and March 31, 2019 are balancing figures between the audited figures in respect of the full financial year and the unaudited published year to date figures up to the third quarter of the respective financial years.
- The figures for the corresponding previous periods have been regrouped/rearranged wherever necessary, to make them comparable.



8 Cash Flow Statement

Standalone Audited Cash Flow Statement

		(Rs. In Lacs)	
Particulars		31.03.2020 (Audited)	31.03.2019 (Audited)
A	<u>Cash flow from Operating Activities:</u>		
	Net Profit/(Loss) before Tax as per Statement of Profit and Loss	(4.74)	(46.55)
	Add : Finance Costs	9.60	21.95
	Less : Interest Received	(0.53)	(0.19)
	Operating Cash Profit before Working Capital Changes	4.32	(24.78)
	<u>Adjusted for:</u>		
	Increase/(Decrease) in Trade and Other Payables	(4.43)	(22.31)
	(Increase)/Decrease in Trade and Other Receivables	8.49	(1.11)
	Cash Generated from Operations	8.39	(48.21)
	Direct Taxes Paid	(2.66)	(0.71)
	Net Cash Inflow/(Outflow) in the course of Operating Activities	5.73	(48.92)
B	<u>Cash flow from Investing Activities:</u>		
	Interest Received	0.53	0.19
	Net Cash Inflow / (Outflow) in the course of Investing Activities	0.53	0.19
C	<u>Cash flow from Financing Activities:</u>		
	Proceeds/(Repayment) of Short-Term Borrowings (Net)	2.14	73.81
	Finance Costs	(9.60)	(21.95)
	Dividends paid (including Dividend Distribution Tax)	(0.01)	(4.49)
	Net Cash Inflow/(Outflow) in the course of Financing Activities	(7.47)	47.37
	Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(1.20)	(1.36)
	Opening balance of Cash and Cash equivalents	1.44	2.80
	Closing balance of Cash and Cash Equivalents	0.24	1.44

For Zodiac Ventures Limited



Jimit Shah
Managing Director
Place: Mumbai
Date: 31.07.2020



PAYAL NIMISH
 KHAKHAR

Consolidated Audited Financial Results for the Quarter & Year Ended March 31, 2020

Sr. No.	Particulars	(Rs. In Lacs)			
		Quarter Ended		Year Ended	
		31-Mar-20 Audited	31-Dec-19 Un-Audited	31-Mar-20 Audited	31-Mar-19 Audited
1	(a) Net Sales/Income from operations	-	-	22.00	28.00
	(b) Other Income	-	-	-	-
	Total Income (a+b)	7.95	8.24	21.64	26.38
2	Expenditure	7.95	8.24	43.64	54.38
	(a) Changes in Inventories of Work-In-Progress	(592.53)	(214.30)	(1,756.81)	(1,269.32)
	(b) Employee Benefit Expense	263.47	43.62	402.08	603.25
	(c) Finance Cost	52.28	108.77	376.18	337.87
	(d) Depreciation & Amortization Expense	8.73	8.91	34.99	36.27
	(e) Other Expenses	261.61	62.49	977.33	371.47
	Total Expenditure (a+b+c+d+e)	(6.45)	9.49	33.78	79.54
3	Profit before Exceptional Items & Tax (1-2)	14.40	(1.25)	9.86	(25.16)
4	Exceptional Items	-	-	-	-
5	Profit/(Loss) before Tax (3-4)	14.40	(1.25)	9.86	(25.16)
6	Tax Expenses				
	i) Income Tax	1.78	1.96	5.08	7.78
	ii) Deferred Tax	(0.08)	(0.13)	(0.38)	0.57
7	Profit/(Loss) for the period (5-6)	12.70	(3.08)	5.16	(33.51)
8	Other Comprehensive Income	-	-	-	-
9	Total Comprehensive Income/(Loss) for the period (7+8)	12.70	(3.08)	5.16	(33.51)
10	Profit/(Loss) for the period attributable to:				
	i) Equity Holders of the parent	9.67	(6.01)	0.29	(40.54)
	ii) Non Controlling Interest	3.03	2.93	4.87	7.03
11	Total Comprehensive Income/(Loss) for the period attributable to:				
	i) Equity Holders of the parent	9.67	(6.01)	0.29	(40.54)
	ii) Non Controlling Interest	3.03	2.93	4.87	7.03
12	Paid up Equity Share Capital (Face Value Rs. 1/-)	372.90	372.90	372.90	372.90
13	Other Equity excluding Revaluation Reserves			729.99	729.71
14	Earning Per Share (EPS)				
	Basic	0.03	(0.02)	0.00	(0.11)
	Diluted	0.03	(0.02)	0.00	(0.11)

Notes to Consolidated Financial Results

- The consolidated Financial Results comprise the results of Zodiac Ventures Limited and its subsidiary Zodiac Developers Private Limited, which are consolidated in accordance with Ind AS 110 on Consolidation of Financial Statements.
- Zodiac Developers Pvt Ltd (ZDPL), the subsidiary of the company, is engaged in real estate business. For one of its major real estate project, the joint developer has initiated arbitration proceedings. As per the Interim Consent Award dated 16.11.2019, the parties have agreed to perform respective obligation as stated thereunder and that they shall not make any further claims over each other or will not initiate any further legal proceedings in respect of matters settled. Management of the company does not anticipate any further claims on final outcome of arbitration proceedings. Hence no provision has been made by the subsidiary in its books for the above claim and also management is of the view that it is unlikely that there may be any material effect on the carrying value of the investment in subsidiary on account of the same.
- Zodiac Developers Pvt Ltd (ZDPL), the subsidiary of the company, had advanced a sum of Rs. 8,75,00,000/- to Akshar Group in the F.Y. 2017-18. ZDPL was informed through notice by Akshar Group that they intend to forfeit the entire amount of Rs. 8,75,00,000/- citing breach of contract and default in our obligations to them. The Company intends to pursue legal recourse to recover this amount and is confident that the same will be recovered.
- Impact of COVID-19**
 The outbreak of COVID-19 pandemic has adversely impacted our subsidiary company also like other entities, The subsidiary company suspended operations in all the ongoing projects in compliance with lockdown instructions issued by the Central and State governments. However, the subsidiary company will resume operations in a phased manner in line with subsequent guidelines of the government.
 The management is actively monitoring effects of this pandemic on its operations including construction, supplies and workforce and financial condition including liquidity, inventories, receivables, investments and other assets/liabilities. The subsidiary company has used the principles of prudence in applying judgments, estimates and assumptions in assessing its liquidity position and carrying value of its assets. We expect Covid-19 to negatively impact bookings and collections as well as cancellation of existing bookings in the short term. The stoppage in construction work would also delay deliveries and handing over in projects. The subsidiary company will continue to monitor developments in future to identify any possible uncertainties and accordingly take actions.
- The Consolidated financial results should be read in conjunction with the notes to the financial results for the year ended 31st March, 2020.



6 Statement of Assets and Liabilities

Consolidated Audited Statement of Assets and Liabilities

(Rs. In Lacs)

S. No.	Particular	31.03.2020 (Audited)	31.03.2019 (Audited)
A	ASSETS		
1	Non-Current Assets		
	(a) Property, Plant & Equipments	124.84	157.61
	(b) Goodwill on consolidation	706.58	706.58
	(c) Financial Assets		
	(i) Investments	1.00	1.00
	(ii) Other financial assets	24.45	27.36
	(d) Non - Current tax assets (net)	159.49	126.51
	(e) Deferred tax assets (net)	8.30	7.92
	(f) Other non-current assets	915.16	915.16
	Sub-total - Non-Current Assets	1,939.83	1,942.14
2	Current Assets		
	(a) Inventories	13,900.60	12,143.79
	(b) Financial Assets		
	(i) Cash and Cash Equivalents	16.73	8.22
	(ii) Other Bank Balances	2.66	2.79
	(iii) Loans	1,775.16	1,569.77
	(iv) Others Financial assets	74.46	71.70
	(c) Other Current Assets	4.84	11.05
	Sub-total - Current Assets	15,774.45	13,807.32
	TOTAL - ASSETS	17,714.28	15,749.46
B	EQUITY AND LIABILITIES		
1	Equity		
	(a) Equity Share Capital	372.90	372.90
	(b) Other Equity	729.99	729.71
	Sub-total - Equity	1,102.89	1,102.61
2	Non- controlling Interests	908.39	903.52
3	Non-Current Liabilities		
	(a) Financial liabilities		
	(i) Borrowings	333.94	422.60
	(ii) Trade Payable	5.32	5.32
	(iii) Other financial liabilities	1,720.21	1,720.21
	Sub-total - Non-Current Liabilities	2,059.47	2,148.13
4	Current Liabilities		
	(a) Financial Liabilities		
	(i) Borrowings	1,216.99	1,383.39
	(ii) Trade Payables	122.49	41.63
	(iii) Other Financial Liabilities	2,121.94	415.39
	(b) Liability for current tax (Net)	1.18	1.94
	(c) Other Current Liabilities	10,180.93	9,752.73
	(d) Provisions	-	0.14
	Sub-total - Current Liabilities	13,643.53	11,595.21
	TOTAL - EQUITY AND LIABILITIES	17,714.28	15,749.46



7 Cash Flow Statement

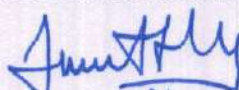
Consolidated Audited Cash Flow Statement

	(Rs. In Lacs)	
	31.03.2020 (Audited)	31.03.2019 (Audited)
A Cash flow from Operating Activities:		
Net Profit before Tax as per Statement of Profit and Loss	9.86	(25.16)
Adjustments for :		
Depreciation and Amortisation Expense	34.99	36.27
Finance cost	376.18	337.87
Deferred Revenue Exp Written Off	2.03	2.03
Dividend Received	-	(0.03)
Interest Income	(0.83)	(0.40)
Operating Cash Profit before Working Capital Changes	422.23	350.59
Adjusted for:		
(Increase)/Decrease in Trade and Other Receivables	(201.07)	(512.71)
(Increase)/Decrease in Inventories	(1,756.81)	(1,269.32)
Increase/(Decrease) in Trade and Other Payables	2,180.15	1,361.47
Cash Generated from Operations	644.50	(69.97)
Direct Taxes paid (net of refunds)	(38.82)	(58.05)
Net Cash Inflow/(Outflow) in the course of Operating Activities	605.68	(128.02)
B Cash flow from Investing Activities:		
Interest Received	0.83	0.40
Dividend Received	-	0.03
Purchase of Property, Plant and Equipment/ Intangible Assets	(2.23)	(4.08)
Net Cash Inflow / (Outflow) in the course of Investing Activities	(1.39)	(3.65)
C Cash flow from Financing Activities:		
Payment of Dividend and Dividend Distribution tax	(0.01)	(4.49)
Proceeds from Long-term Borrowings	-	215.12
Repayment of Long-term Borrowings	(53.20)	(67.44)
Proceeds\ (Repayment) of Short-Term Borrowings (Net)	(183.75)	288.41
Finance Costs	(376.18)	(337.87)
Net Cash (Outflow) in the course of Financing Activities	(613.14)	93.73
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(8.85)	(37.95)
Opening balance of Cash and Cash equivalents	(311.23)	(273.28)
Closing balance of Cash and Cash Equivalents	(320.08)	(311.23)

Closing balance of Cash and Cash Equivalents

Particulars	30.03.2020	30.03.2019
Cash and Cash Equivalents	16.73	8.22
Bank Overdrafts	(336.81)	(319.46)
Total	(320.08)	(311.23)

For Zodiac Ventures Limited



Jimit Shah
Managing Director
Place: Mumbai
Date: 31.07.2020



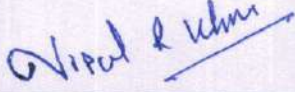
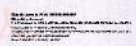


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ANNEXURE I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2020 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
1	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications) (Rs in Lakhs)	Adjusted Figures (audited figures after adjusting for qualifications) (Rs in Lakhs)
	1.	Turnover / Total income	22.53	Not Determinable
	2.	Total Expenditure	27.28	
	3.	Net Profit/(Loss)	(4.74)	
	4.	Earnings Per Share	(0.01)	
	5.	Total Assets	1,585.64	
	6.	Total Liabilities	1,585.64	
	7.	Net Worth	1,121.59	
	8.	Any other financial item(s) (as felt appropriate by the management)	-	
2	Audit Qualification (each audit qualification separately):			
	a. Details of Audit Qualification: Considering the present pandemic situation and downturn in Real Estate Industry and ongoing litigations, Investment in Subsidiary having carrying value of Rs 1560/- lakhs should have been tested for Impairment. However management has not been able to carry out Impairment testing due to current situation. Pending such testing we cannot comment on whether any provision is required for impairment in value of Investment and its consequent effect on Financials.			
	b. Type of Audit Qualification: Qualified Opinion			
	c. Frequency of qualification: Appeared first time			
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not Applicable			
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:			
	(i) Management's estimation on the impact of audit qualification: Not Applicable			



	<p>(ii) If management is unable to estimate the impact, reasons for the same: Due to the current pandemic situation, the management is unable to determine the impact of the aforesaid qualification at present. However, the Board has decided to appoint valuer for impairment testing of Investment in Subsidiary.</p>	
	<p>(iii) Auditors' Comments on (i) or (ii) above: Since management has not been able to carry out Impairment testing due to current situation. Pending such testing we cannot comment on whether any provision is required for impairment in value of Investment and its consequent effect on Financials.</p>	
3	Signatories:	
	Managing Director: Jimit Shah	 
	CFO: Vipul Khona	
	Statutory Auditor: A. R. Sodha & Co.	PAYAL NIMISH KHAKHAR 
	Place: Mumbai	
	Date: 31 st July 2020	



Independent Auditor's Report On Audited standalone Quarterly Financial Results and Year to date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
Board of Directors of
ZODIAC VENTURES LIMITED

Qualified Opinion

We have audited the accompanying standalone quarterly financial results of Zodiac Ventures Limited for the quarter ended 31st March, 2020 and the year to date results for the period from 1st April, 2019 to 31st March, 2020, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us except for the possible effects of the matter described in Basis of Qualified opinion, these standalone financial results:

- i. is presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the net loss and other comprehensive income and other financial information for the quarter ended 31st March, 2020 as well as the year to date results for the period from 1st April, 2019 to 31st March, 2020.

Basis for Qualified Opinion

Considering the present pandemic situation and downturn in Real Estate Industry and ongoing litigations, Investment in Subsidiary having carrying value of Rs 1560/- lakhs should have been tested for Impairment. However management has not been able to carry out Impairment testing due to current situation. Pending such testing we cannot comment on whether any provision is required for impairment in value of Investment and its consequent effect on Financials.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Results section of

our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Emphasis of Matter

We draw your attention to Note 02 to the financial results which states that Zodiac Developers Pvt Ltd (ZDPL), the subsidiary of the company, is engaged in real estate business. For one of its major real estate project, the joint developer has initiated arbitration proceedings. As per the Interim Consent Award dated 16.11.2019, the parties have agreed to perform respective obligation as stated thereunder and that they shall not make any further claims over each other or will not initiate any further legal proceedings in respect of matters settled. Management of the company does not anticipate any further claims on final outcome of arbitration proceedings. Hence no provision has been made by the subsidiary in its books for the above claim and also management is of the view that it is unlikely that there may be any material effect on the carrying value of the investment in subsidiary on account of the same.

We draw your attention to Note 03 to the financial results which states that Zodiac Developers Pvt Ltd (ZDPL), the subsidiary of the company, had advanced a sum of Rs. 8.75 crore to Akshar Group in the F.Y. 2017-18. ZDPL was informed by Akshar Group that they intend to forfeit the entire amount of Rs. 8.75 crore citing breach of contract and default in our obligations to them. The Company intends to pursue legal recourse to recover this amount and is confident that the same will be recovered. This is shown as contingent liability in subsidiary's financials.

However our opinion is not modified in respect of the matters stated above.

Management's Responsibilities for the Standalone Financial Results

These quarterly financial results as well as the year to date standalone financial results have been prepared on the basis of the standalone annual financial statements. The Company's Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net loss and other comprehensive income and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and

presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such

disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

The Statement includes the results for the quarter ended 31st March, 2020 being the balancing figure between the audited figures in respect of the full financial year ended 31st March, 2020 and the published unaudited year-to-date figures upto the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

For A.R.Sodha & Co.
Chartered Accountants
FRN 110324W

PAYAL NIMISH
KHAKHAR

Payal N. Khakkar
Partner
M No: 112412
UDIN: 20112412AAAABL9334

Place: Mumbai
Date: 31/07/2020



Independent Auditor's Report On Audited Consolidated Quarterly Financial Results and Year to date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
Board of Directors of
ZODIAC VENTURES LIMITED

Opinion

We have audited the accompanying consolidated quarterly financial results of Zodiac Ventures Limited ("Holding Company") and its subsidiary (holding company and its subsidiary together referred to as "Group") for the quarter ended 31st March, 2020 and the year to date results for the period from 1st April, 2019 to 31st March, 2020 ("the Statement"), attached herewith, being submitted by the holding company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate audited financial results of the subsidiaries, these statement:

- i. includes the result of the following entity :- Subsidiary Company - Zodiac Developers Private Limited
- ii. is presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- iii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the consolidated net profit and other comprehensive income and other financial information of the Group for the quarter ended 31st March, 2020 as well as the period from 1st April, 2019 to 31st March, 2020.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Results section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our

audit of the financial statement under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in “Other Matters” paragraph below, is sufficient and appropriate to provide a basis for our unqualified opinion.

Emphasis of Matter

We draw your attention to Note 02 to the financial results which states that Zodiac Developers Pvt Ltd (ZDPL), the subsidiary of the company, is engaged in real estate business. For one of its major real estate project, the joint developer has initiated arbitration proceedings. As per the Interim Consent Award dated 16.11.2019, the parties have agreed to perform respective obligation as stated thereunder and that they shall not make any further claims over each other or will not initiate any further legal proceedings in respect of matters settled. Management of the company does not anticipate any further claims on final outcome of arbitration proceedings. Hence no provision has been made by the subsidiary in its books for the above claim and also management is of the view that it is unlikely that there may be any material effect on the carrying value of the investment in subsidiary on account of the same.

We draw your attention to Note 03 to the financial results which states that Zodiac Developers Pvt Ltd (ZDPL), the subsidiary of the company, had advanced a sum of Rs. 8.75 crore to Akshar Group in the F.Y. 2017-18. ZDPL was informed by Akshar Group that they intend to forfeit the entire amount of Rs. 8.75 crore citing breach of contract and default in our obligations to them. The Company intends to pursue legal recourse to recover this amount and is confident that the same will be recovered. This is shown as contingent liability in subsidiary’s financials.

We draw your attention to Note 04 of the financial results which indicates the adverse impact of COVID-19 on the business of its subsidiary company. The financial statements of the company have been prepared on going concern assumption basis for the reason stated in Note 04 to the results.

However our opinion is not modified in respect of the matters stated above.

Management’s Responsibilities for the Consolidated Financial Results

These quarterly financial results as well as the year to date consolidated financial results have been prepared on the basis of the consolidated annual financial statements. The Holding Company’s Board of Directors are responsible for the preparation and presentation of these financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Group in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in

accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial results by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial results, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors included in the Group are also responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance about whether the consolidated financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results / financial information of the entities within the Group to express an opinion on the consolidated financial results. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in statement of which we are independent auditors. For the other entities included in the consolidated financial results, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial result of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.

Other Matters

The consolidated Financial Results include the audited Financial Results of Zodiac Developers Pvt Ltd its subsidiary whose financial results reflect total assets of Rs 17092.06 lakhs as at 31st March,2020, total revenue of Rs 21.11 lakhs and total net profit after tax of Rs 9.94 lakhs for the period ended March 31, 2020, as considered in the consolidated Financial Results, which have been audited by their respective Independent auditors. The independent auditors report on Financial Results of these entities have been furnished to us and our opinion on the consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

Our opinion on the consolidated Financial Results is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the Financial Results certified by the Board of Directors.

The Statement includes the consolidated financial results for the quarter ended 31st March, 2020 being the balancing figure between the audited figures in respect of the full financial year ended 31st March, 2020 and the published unaudited year-to-date figures upto the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

For A.R.Sodha& Co.
Chartered Accountants
FRN 110324W

PAYAL NIMISH
KHAKHAR



Payal N. Khakkar
Partner
M No: 112412
UDIN: 20112412AAAABM5017

Place: Mumbai
Date: 31/07/2020