

ZODIAC VENTURES LIMITED

Board of Directors

| | | |
|---------------------|---|----------------------------------|
| Mr. Jimit Shah | - | Managing Director |
| Mr. Ramesh Shah | - | Chairman and Whole Time Director |
| Mr. Aakash Parikh | - | Independent Director |
| Mrs. Sunita Shah | - | Non-Executive Director |
| Dr. Anil Ghagare | - | Independent Director |
| Mr. Vipul Khona | - | Chief Financial Officer |
| Mr. Avinash Agarwal | - | Company Secretary |

Bankers

The Cosmos Co-op Bank Ltd

Statutory Auditors

A R Sodha & Company,
Chartered Accountants, Mumbai

Registered Office

404, Dev Plaza, 68, S V Road,
Andheri (West), Mumbai – 400 058
Tel: 022-42233333/ 26245500
E-mail : info@zodiacventures.in
CIN: L45209MH1981PLC023923

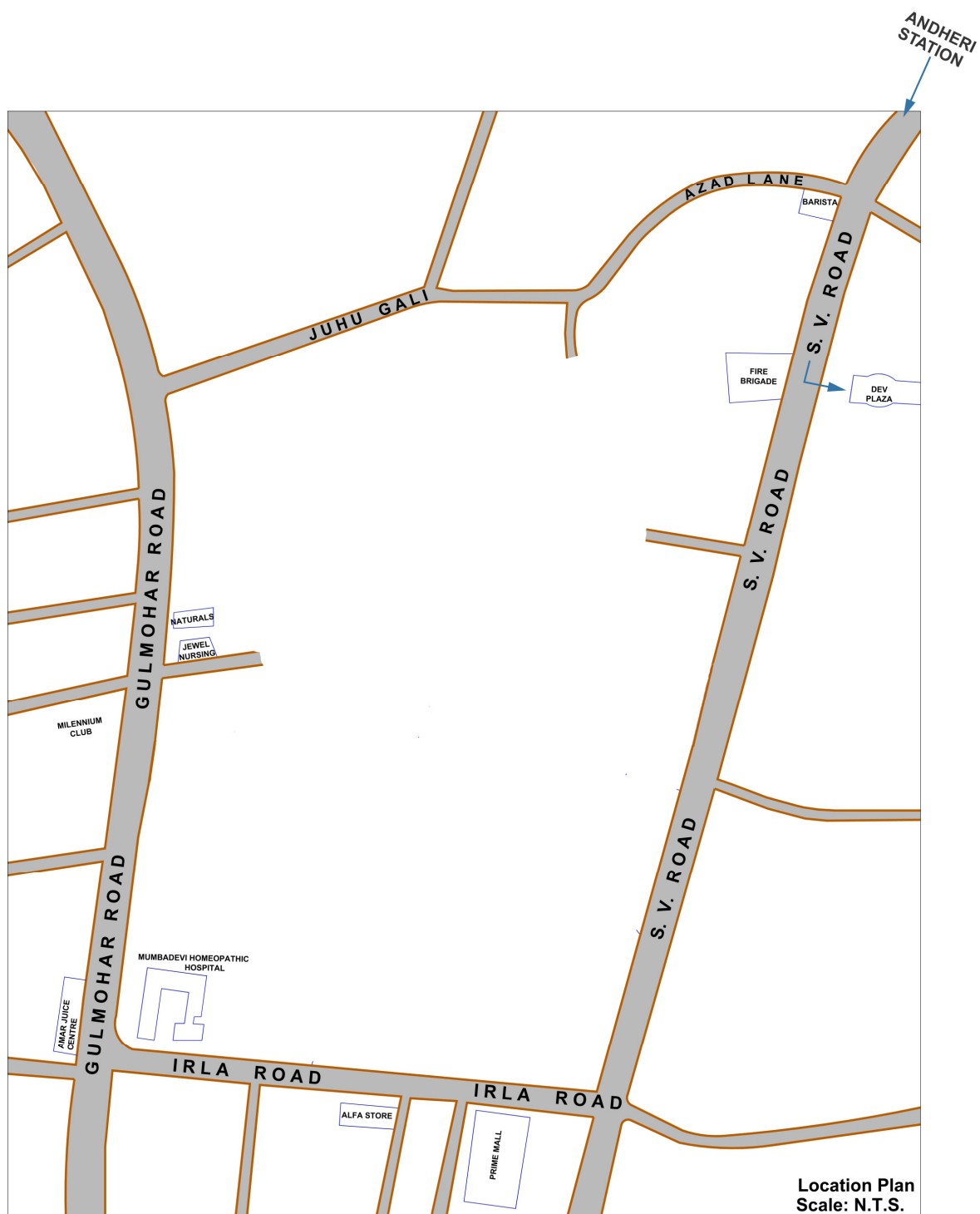
Registrar & Share Transfer Agents

Sharex Dynamic (India) Pvt Ltd.
Unit-1, Luthra Ind Premises,
1st Floor, 44 E, M Vasati Marg,
Andheri Kurl Road, Safed Pool,
Andheri East, Mumbai - 400072
Tel: 022 28515606/ 28515644

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Route Map of AGM Venue



NOTICE

Notice is hereby given that the 36th Annual General Meeting of the Members of ZODIAC VENTURES LIMITED will be held on Monday, 30th October, 2017 at 3:00 P.M. at the Registered Office of the Company situated at 404, Dev Plaza, S. V. Road, Andheri (West), Mumbai – 400 058 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - (a) The Audited Financial Statements of the Company for the financial year ended 31st March 2017 and the Reports of the Board of Directors and Auditors thereon and
 - (b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2017 and the report of the Auditors thereon.
2. To appoint a Director in place of Mr. Ramesh Shah (DIN: 01580767), who retires by rotation and being eligible, offers herself for re-appointment.
3. To declare dividend on the Equity Shares of the Company for the Financial Year 2016-17.
4. To pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the first proviso of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the first proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and pursuant to recommendation of the Audit Committee and Board of Directors and pursuant to the approval of the Members as at 33rd Annual General Meeting, the Company hereby ratifies the appointment of M/s. A.R. Sodha & Company, Chartered Accountants, Mumbai (ICAI Registration Number 110324W) as the Statutory Auditors of the Company to hold office from the conclusion of the 36th Annual General Meeting of the Company until the conclusion of 37th Annual General Meeting of the Company at such remuneration as may be agreed upon by the Board of Directors and the Auditors plus applicable Goods & Service Tax (GST) and reimbursement of traveling and other out-of-pocket expenses; such remuneration to be exclusive of fees payable for services that may be rendered by them other than as Auditors."

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act 2013 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company and in supersession of all the earlier Resolution(s) passed in this regard, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow in any manner from time to time any sum or sums of moneys at its discretion on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the moneys to be borrowed by the Company together with the moneys already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from the financial institutions, Company's Bankers and/or from any person or persons, firms, Bodies Corporate whether by way of loans, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured which may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), provided that the maximum amount of money so borrowed by the Board and outstanding at any one time shall not exceed the sum of Rs. 100 Crores (Rupees One Hundred Crores only)."
"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and also to delegate all or any of the above powers to such Committee of Directors or the Managing Director or the Director or the Key Managerial Personnel of the Company and further to do all such acts, deeds, matters and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."
6. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder, the consent of the Members be and is hereby accorded to the Company to enter into various transactions with Zodiac Developers Private Limited, a Subsidiary of the Company, for an aggregate value of Rs. 2 Crores for a period of 12

months starting from 1st April 2017, on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening ensuing Annual General Meeting.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matter and things and to take all such steps as may be necessary, proper or desirable to give effect to the foregoing Resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any Committee of Directors or any one or more Directors of the Company.”

7. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Ordinary Resolution:**

“RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and provisions of Sections 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013, the consent of the members be and is hereby accorded to re-appointment of Mr. Jimit Shah (DIN: 01580796), as the Managing Director of the Company for a further period of five years with effect from 2nd November 2016, without remuneration, upon such terms and conditions, as set out in the Agreement, a copy of which is placed before the meeting, to be executed between the Company and Mr. Jimit Shah subject to such alterations being made in accordance with the provisions of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors and Nomination and Remuneration Committee of the Company, be and is hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above remuneration in such a manner as may be permitted in accordance with the provisions of the Act and any amendment thereto or re-enactment thereof.”

“RESOLVED FURTHER THAT where in any financial year during the period of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combination thereof shall not exceed the maximum remuneration payable as per the limits set out in Section II of part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deemed necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution.”

8. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Ordinary Resolution:**

“RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and provisions of Sections 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013, consent of the members be and is hereby accorded to re-appointment of Mr. Ramesh Shah (DIN: 01580767), as the Whole time Director of the Company for a further period of five years with effect from 2nd November 2016, without remuneration, upon such terms and conditions, as set out in the Agreement, a copy of which is placed before the meeting, to be executed between the Company and Mr. Ramesh Shah subject to such alterations being made in accordance with the provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors and Nomination and Remuneration Committee of the Company, be and is hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above remuneration in such a manner as may be permitted in accordance with the provisions of the Act and any amendment thereto or re-enactment thereof.”

“RESOLVED FURTHER THAT where in any financial year during the period of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combination thereof shall not exceed the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deemed necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution.”

By Order of the Board of Directors

Avinash Agarwal
Company Secretary

Place: Mumbai
Date: 14th September 2017

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company. The instrument appointing the Proxy should, however, be deposited at the Registered Office of the Company not less than 48 (forty-eight) hours before the commencement of the Meeting.

A person can act as proxy on behalf of the members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A Member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
2. Corporate Members intending to send their Authorized Representative to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
3. In terms of Section 152 of the Companies Act, 2013 Mr. Ramesh Shah (DIN:01580767), Director of the Company, retires by rotation at the Meeting and being eligible, offers himself for reappointment. The Board of Directors of the Company recommend his re-appointment. The brief profile of Mr. Ramesh Shah, Director is given below and forms part of this Notice.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their Attendance Slips duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. along with their copy of Annual Report in the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Company has notified closure of Register of Members and Share Transfer Books from 24th October 2017 to 30th October 2017 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
8. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays, upto and including the date of the Annual General Meeting of the Company.
9. Members holding shares in electronic form may note that bank particulars registered against their respective Depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, M/s. Sharex Dynamic (India) Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants by the Members.
10. Members holding Shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/M/s. Sharex Dynamic (India) Private Limited.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/M/s. Sharex Dynamic (India) Private Limited.
12. Members desirous of getting any information in relation to the Company's Annual Report 2016-17 are requested to address their query(ies) well in advance, i.e. at least 7 days before the Meeting, to the Secretary of the Company to enable the Management to keep the information readily available at the Meeting.
13. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Company/Registrar of the Company, M/s. Sharex Dynamic (India) Private Limited at the Company's Registered Office/Registrar and Transfer Agent's address.
14. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in demat / electronic form, the nomination form may be filed with the respective Depository Participant.

15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to M/s. Sharex Dynamic (India) Private Limited for consolidation into a single folio.
16. Members who have not registered their e-mail addresses so far are requested to register the same for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. Non-Resident Indian Members are requested to inform M/s. Sharex Dynamic (India) Private Limited, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with M/s. Sharex Dynamic (India) Private Limited, Registrar and Share Transfer Agent, for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
19. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
20. The Securities and Exchange Board of India has mandated compulsory trading of the Company's Equity Shares in demat form for all the investors. The International Securities Identification Number (ISIN) code is INE945J01027.
21. Members who have not registered their e-mail id addresses so far are requested to register their e-mail address in case of physical holding with the Company and in case of demat holding with the Depository Participant.
22. Members/Proxies should bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is annexed with this Annual Report. Members, who hold shares in Electronic Form, are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.
23. Pursuant to Sections 124 (5) of the Companies Act, 2013 the amount dividend remaining unclaimed for a period of 7 years shall be transferred to the investor education protection fund. Pursuant to Section 124(6) of the Companies Act 2013, all shares in respect of which dividend has not been paid or claimed for 7 consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund. Members who have not yet encashed their dividend warrants for the Financial Year ended on 31st March, 2010 and onwards are advised to make their claims without any further delay and the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company on the website of the Company (www.zodiacventures.in) and also on the website of the Ministry of Corporate Affairs.
24. The route map showing directions to reach the venue of the 36th AGM is annexed herewith the Notice.
25. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 and other applicable provisions, if any of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR), 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 27th October 2017 (9:00 am) and ends on 29th October 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd October 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "Zodiac Ventures remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Zodiac Ventures Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to skjaincs1944@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
- | <u>EVEN (Remote e-voting Event Number)</u> | <u>USER ID</u> | <u>PASSWORD/PIN</u> |
|---|---|----------------------------|
| (ii) | Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote. | |
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd October 2017.
- X. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd October 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Shubh Karan Jain of S. K. Jain & Company, Practising Company Secretary, (M. No.1473 and C.P.No. 3076) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those

members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.zodiacventures.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

ANNEXURE TO NOTICE

Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting:

| | |
|---|--|
| Name of Director | Mr. Ramesh Shah |
| Age | 57 |
| Date of Appointment | 21-5-2010 |
| Expertise in specific functional areas | 25 Years of Experience in Real Estate Business |
| Qualifications | B.Com |
| Nationality | Indian |
| List of Companies in which outside Directorship held | 1. Zodiac Developers Private Limited; 2. Zodiac Developers India Private Limited. |
| Chairman/Member of the Committees of the Board of the other Companies in which he is a Director | 1. Zodiac Developers Private Limited Audit Committee – Member Nomination and Remuneration Committee - Member |

| | |
|---|--|
| Name of Director | Mr. Jimit Shah |
| Age | 35 |
| Date of Appointment | 21-5-2010 |
| Expertise in specific functional areas | 15 Years Experience in Real Estate Business |
| Qualifications | B. Com |
| Nationality | Indian |
| List of Companies in which outside Directorship held | 1. Zodiac Developers Private Limited; 2. Zodiac Developers India Private Limited. |
| Chairman/Member of the Committees of the Board of the other Companies in which he is a Director | - |

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5

Keeping in view the Company's existing and future financial requirements to support its business operations and for general corporate purposes, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/individuals or entities as may be considered fit, which, together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers and financial institutions in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs.100,00,00,000/- (Rupees One Hundred Crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a General Meeting.

The Board of Directors accordingly recommends the Special Resolution set out in item No.5 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel(KMP) or their Relatives are in any way concerned or interested in the Resolutions, except to the extent of their Equity holdings in the Company.

Item No.6

The Company in the ordinary course of its business, and on Arm's Length Basis, had entered into Architectural Service Arrangement with Zodiac Developers Private Limited, its Subsidiary Company beginning from 1st April 2014 for a period of 2 years. The terms of the said contract had been modified and extended upto 31st March 2017. The said contract has been further extended upto 31st March 2018, subject to the approval of the Members of the Company,

The transactions envisaged herein are likely to amount to more than Ten Percent of the Turnover of the Company during the Financial Year 2017-18 as per the latest Audited Financial Statements of the Company. Therefore, approval from shareholders is sought by passing Special Resolution for the same pursuant to the Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014 as notified by Ministry of Corporate Affairs on 14th August 2014 and the Companies (Meetings of Board and its Powers) Second Amendment Rules, 2017 as notified by Ministry of Corporate Affairs on 30th March 2017

The Company gives below the brief details of the proposed transactions to be carried out with related parties:

| No. | PARTICULARS | DESCRIPTION |
|-----|---|--|
| 1 | Name of the related party | Zodiac Developers Private Limited (ZDPL) |
| 2 | Name of the Director/KMP who is related | 1.Mr.Ramesh Shah 2.Mr. Jimit Shah 3.Mrs. Sunita Shah 4.Mr.Aakash Parikh |
| 3 | Nature of relationship | ZDPL is a Subsidiary Company of Zodiac Ventures Limited |
| 4 | Nature, material terms, monetary value, duration and particulars of the arrangement | The Company has been rendering Architectural Services to ZDPL a subsidiary Company in the ordinary course of business and on Arm's Length Basis, the omnibus approval obtained from shareholders of the Company was for a period of two years which has expired on 31 st March 2016 which was extended for a further period of 1 year. The Board of directors considered and recommended for extending the period of contract by 1 year i.e. up to 31/03/2018 for a sum of Rupees 2 Cr on same terms and conditions for rendering Architectural Services to ZDPL. |
| 5 | Any Advance received | An amount of Rs. 1,00,00,000/- had been received towards the architectural services to be provided to ZDPL and the Company has executed the work equivalent to the same. No Further Amount has been received thereafter. |
| 6 | Manner of determining price & other commercial terms | The proposed arrangement is at Arm's Length Price and in ordinary course of business of the Company, considering the prevailing market conditions. |
| 7 | Any other information relevant or | Not Applicable |

| | | |
|--|---|--|
| | important for the members to take a decision on the proposed resolution | |
|--|---|--|

In accordance with Section 102(1) and the proviso to Section 102(2) of the Companies Act, 2013, the shareholding interest of the promoters/directors/Key Managerial Personnel of the Company in ZDPL to the extent that such shareholding is in excess of 2% is set out below:

- Mr. Ramesh Shah (Promoter and Chairman of the Company) holds 3,04,56,000 Equity Shares representing 24.88% of the total Equity Share capital of ZDPL.
- Mrs. Pushpa Shah, wife of Mr. Ramesh Shah, holds 2,85,80,400 Equity Shares representing 23.35% of the total Equity Share capital of ZDPL.
- Zodiac Ventures Limited had made an Investment of 6,24,00,000 Equity Shares representing 50.98% of the total Equity Share capital of ZDPL.

Except as set out above, none of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution set out at Item No. 6 of this Notice.

Your Directors recommend the resolution as at Item No.6 for your approval.

Item No. 7

In view of completion of three years term of Mr. Jimit Shah, the Nomination and Remuneration Committee and the Board of Directors of the Company in their respective Meeting(s) held on 31st October 2016 considered and approved the re-appointment of Mr. Jimit Shah as the Managing Director of the Company for a fresh term of 5 years effective from 2nd November, 2016 subject to the approval of the Shareholders in the General Meeting. Mr. Jimit Shah, aged 35 is a commerce graduate and brings with him around a decade of proven experience in the Real estate sector. He is also Whole Time Director of Zodiac Developers Private Limited, subsidiary of the Company, drawing remuneration from it.

Except Mr. Ramesh Shah and Mrs. Sunita Shah being relatives of Mr. Jimit Shah, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

Your Directors recommends the resolution at Item No. 7 for your approval.

A copy of the Agreement would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day up to and including the date of the Annual General Meeting. The Explanatory Statement together with the accompanying Notice may also be regarded as an abstract of the Agreement and Memorandum of Interest under Section 190 of the Act.

Item No. 8

In view of completion of three years term of Mr. Ramesh Shah, the Nomination and Remuneration Committee and the Board of Directors of the Company in their respective Meeting(s) held on 31st October 2016 considered and approved the re-appointment of Mr. Ramesh Shah as the Whole-Time Director of the Company for a fresh term of 5 years effective from 2nd November, 2016 subject to the approval of the Shareholders in the General Meeting. Mr. Ramesh Shah, aged 54, is a commerce graduate and brings with him around two decades of proven experience in the Real estate sector. He is also Managing Director of Zodiac Developers Private Limited, subsidiary of the Company, drawing remuneration from it.

Except Mr. Jimit Shah and Mrs. Sunita Shah being relatives of Mr. Ramesh Shah, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

Your Directors recommends the resolution at Item No. 8 for your approval.

A copy of the Agreement would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day up to and including the date of the Annual General Meeting. The Explanatory Statement together with the accompanying Notice may also be regarded as an abstract of the Agreement and Memorandum of interest under Section 190 of the Act.

By Order of the Board of Directors

Avinash Agarwal
Company Secretary

Place: Mumbai
Date: 14th September 2017

DIRECTORS REPORT

Your Directors are pleased to present the 36th Annual General Report together with the Audited Financial Statements for the year ended 31st March 2017.

1) **FINANCIAL RESULTS:**

A) **STANDALONE**

(Amt in Rs.)

| Particulars | 2016-2017 | 2015-2016 |
|--|------------------|------------------|
| Turnover | 1,35,50,000 | 1,60,00,000 |
| Other Income | 44,590 | 3,80,690 |
| Profit/Loss Before Tax, Interest, Depreciation & Exceptional Items | 48,69,444 | 63,33,133 |
| Interest | 41,50,213 | 43,65,629 |
| Depreciation | - | - |
| Exceptional Items | - | - |
| Profit/Loss before tax | 7,19,231 | 19,67,504 |
| Less: Provision for Taxation | 2,69,746 | 9,50,184 |
| Profit/ Loss After Tax | 4,49,485 | 10,17,320 |
| Surplus carried from previous year | 1,80,32,833 | 1,74,64,327 |
| Less: Proposed Dividend including Dividend Distribution Tax | - | 4,48,814 |
| Balance carried to Balance Sheet | 1,84,82,318 | 1,80,32,833 |

B) **CONSOLIDATED**

(Amt in Rs.)

| Particular | 2016-2017 | 2015-2016 |
|--|------------------|------------------|
| Turnover | 24,99,26,953 | 1,50,00,000 |
| Other Income | 1,04,74,607 | 38,99,958 |
| Profit/Loss Before Tax, Interest, Depreciation & Exceptional Items | 15,82,88,744 | 5,27,21,467 |
| Interest | 6,73,34,732 | 4,31,59,511 |
| Depreciation | 39,72,264 | 50,75,184 |
| Exceptional Items | - | - |
| Profit/Loss before tax | 8,69,81,748 | 44,86,772 |
| Less: Provision for Taxation | 3,37,57,664 | 13,52,239 |
| Profit/ Loss After Tax | 5,32,24,084 | 31,34,533 |
| Surplus carried from previous year | 2,18,77,242 | 2,07,19,569 |
| Balance carried to Balance Sheet | 4,83,80,640 | 2,18,77,242 |

2) **PERFORMANCE OVERVIEW:**

During the year under review The Net Profit After Tax on standalone basis during the year under review was Rs.4,49,485/- as against 10,17,320/- during the previous financial year. The Net Profit After Tax on consolidated basis was Rs.5,32,24,084/- as against Rs. 31,34,533/- during the previous financial year.

3) **PUBLIC DEPOSITS:**

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

4) **SUBSIDIARY COMPANY:**

The Consolidated Financial Statements of the Company and its Subsidiary which forms part of Annual Report have been prepared in accordance with Section 129(3) of the Companies Act, 2013. Further, a Statement containing the salient features of the Financial Statements of the Subsidiary Company in the prescribed Form AOC-1 is annexed as "ANNEXURE 1" which shall form a part of this Board's Report. In accordance with Section 136 of the Companies Act, 2013, the Audited Financial Statements, including the Consolidated Financial Statements and related information of the Company and its Subsidiary are available on the website of the Company. These documents will also be available for inspection during business hours at the Registered Office of the Company. Any Member desirous of obtaining a copy of the said Financial Statements may write to the Company.

The Company has the following subsidiary:

- **Zodiac Developers Private Limited**

The Company holds 50.98% of Equity Share Capital of **Zodiac Developers Private Limited** which is engaged in business of construction or redevelopment of slum areas, cessed buildings by housing societies or old buildings belonging to Municipal Corporation of Greater Mumbai.

5) **PARTICULARS OF EMPLOYEES AND OTHER DISCLOSURE:**

The prescribed particulars of Employees required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as "ANNEXURE 4" which shall form a part of this Board's Report.

The information required pursuant to Section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Employees of the Company, is not applicable as the Company has not employed any employee whose remuneration falls within the purview of Rule 5(2) of the said Rules.

6) **EXTRACT OF ANNUAL RETURN**

As provided under section 92(3) of the Act, the extract of annual return is given in Annexure 2 in the prescribed Form MGT-9, which forms part of this report.

7) **DIVIDEND:**

The Board has, subject to the approval of the Members at the ensuing Annual General Meeting of the company, recommended a Dividend of Rs. 0.01/- per Equity Share of Re 1/- each i.e. 1% of the face value for the Financial Year ended 31st March 2017. The total cash outflow on account of Equity dividend payment, excluding dividend distribution tax would be Rs. 3,72,900/- for the Financial Year 2016-2017.

8) **SHARE CAPITAL:**

During the year under review, the Company has not issued any shares with differential voting rights nor has granted any stock options or sweat equity. As on 31st March 2017 none of the Directors of the Company hold instruments convertible into Equity Shares of the Company.

9) **MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

No material changes and commitments affecting the financial position of the Company have occurred between the end of the Financial year of the Company to which the Financial Statement relate and the date of this report.

10) **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:**

I) **CONSERVATION OF ENERGY:**

The Company is not carrying any Manufacturing Operations. Therefore, there is no material information to be given under Conservation of Energy and Technology Absorption. The operations of the Company are not power intensive. The Company is, however, taking every possible step to conserve the energy whenever possible. It has not imported any technology.

II) **TECHNOLOGY ABSORPTION:**

The Company has not incurred any Expenditure in Research and Development on Technology Absorption.

III) **FOREIGN EXCHANGE EARNINGS AND OUTGO:**

There is no Foreign Exchange Earnings and Outgo during the Financial Year under review.

11) DIRECTOR'S INFORMATION:

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of the Articles of Association of the Company:

Mr. Ramesh Shah (DIN: 01580767) Director of the Company, retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment.

During the year under review the Board of Directors at their meeting held on 31st October, 2016, subject to the approval of the shareholders at the ensuing Annual General Meeting, considered and approved the re-appointment of Mr. Jimit Shah as the Managing Director of the Company and Mr. Ramesh Shah as the Whole Time Director of the Company for a further period of 5 (five) years commencing from 2nd November 2016.

During the year under review there have been no changes in the Board of Directors of the Company.

12) DECLARATION BY INDEPENDENT DIRECTOR:

The Company has received declaration from all the Independent Directors as required under Section 149 (7) of the Companies Act, 2013 in respect of meeting the criteria of Independence provided under section 149 (6) of the said Act.

13) SEPARATE MEETING OF INDEPENDENT DIRECTORS:

Separate meeting of Independent Directors was held on 9th February 2017 for the Financial Year 2016-2017.

14) DIRECTORS RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 amended from time to time, your Directors state that:

- ii. in the preparation of the annual accounts for the Financial Year ended 31st March 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- iii. appropriate accounting policies have been selected and applied consistently, and the judgments and estimates that have been made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and of the profit and loss of the Company for the year ended on that date;
- iv. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- v. the annual accounts have been prepared on a going concern basis;
- vi. Internal financial controls have been laid down and that such internal financial controls are adequate and were operating effectively;
- vii. Proper Systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

Pursuant to the provisions of the Companies Act 2013 and Regulation 17(10) of SEBI (LODR), 2015. The Board has carried out an Annual Evaluation of its own performance and that of its committees as well as performance of the Directors individually. Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning such as participation, adequate preparation, contribution to strategy and other areas, quality of decision making, high quality of debate with robust and probing discussions etc. The Nomination and Remuneration Committee evaluated the performance of the Directors. Independent Directors at a separate meeting held by them have evaluated the performance of the non-Independent Directors and also evaluated the performance of the Chairman taking into consideration the views of Managing Director. The Board of Directors have also evaluated the performance of each of the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

15) BOARD MEETINGS:

During the year under review, the Board Meetings held on 30-5-2016, 13-8-2016, 31-10-2016, 14-11-2016, 14-2-2017 for the Financial Year 2016-2017.

16) POLICIES ON DIRECTOR'S REMUNERATION AND APPOINTMENT:

The Company's policy on Director's Appointment and Remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013 annexed hereto as "ANNEXURE 5" and forms a part of this report.

17) COMPOSITION OF BOARD AND COMMITTEES:**A) BOARD**

| Name Of The Director | Designation |
|-----------------------------|--------------------------------|
| Mr. Jimit R Shah | Managing Director |
| Mr. Ramesh V Shah | Chairman & Whole Time Director |
| Mrs. Sunita J Shah | Non-Executive Director |
| Mr. Aakash N Parikh | Independent Director |
| Dr. Anil B Ghagare | Independent Director |

B) AUDITORS AND REPORTS

The matters related to Auditors and their Reports are as under:

1) STATUTORY AUDITOR AND THEIR REPORT:

At the Annual General Meeting held on 30th September 2014, M/s. A.R. Sodha & Company, Chartered Accountants, were appointed as the Statutory Auditors of the Company to hold office till the conclusion of 38th Annual General Meeting. In terms of the first proviso to section 139 of the Companies Act, 2013, the appointment of the Auditors is to be placed for ratification at every Annual General Meeting. Accordingly the appointment of M/s. A.R. Sodha & Company, Chartered Accountants, as the Statutory Auditors of the Company is placed for ratification by the Shareholders. In this regard, the Company has received a Certificate from the Auditors to the effect that if they are appointed it would be in accordance with the provision of Section 141 of the Companies Act, 2013.

The Report given by the Statutory Auditors for the Financial Statements for the year ended 31st March 2017 read with explanatory notes thereon do not call for any explanation or comments from the Board under Section 134 (3) of the Companies Act, 2013.

2) SECRETARIAL AUDITOR & THEIR REPORT

M/S R. N. Shah and Associates Practicing Company Secretary, was appointed to conduct Secretarial Audit of the Company for the Financial Year 2016-2017 as required under Section 204 of the Companies Act, 2013 and the Rules there under. The Secretarial Audit Report for the financial year 2016-2017 forms part of Annual Report as "ANNEXURE 6" to the Board's Report.

The said report contains an observation as follows

"We further report that the Company has not paid its annual listing fees to the Bombay Stock Exchange for the Financial Year 2016-17."

Annual Listing Fees for the Financial Year 2016-17 to the Bombay Stock Exchange could not be paid as the Company awaited receipt of invoice from the said Exchange. The said report does not contain any observation or qualification requiring explanation or comments from the Board under Section 134 (3) of the Companies Act, 2013.

18) RISK MANAGEMENT:

The Company has laid down the procedures to inform to the Board about the risk assessment and minimization procedures and the Board has formulated Risk Management Policy to ensure that the Board, its Audit Committee and its Executive Management should collectively identify the risks impacting the Company's business and document their process risk identification and risk minimization as a part of a Risk Management policy/strategy.

The common risks inter alia are: Regulations, Credit Risk, Foreign Exchange and Interest Risk, Competition, Business Risk, Technology Obsolescence, Investments, Retention of Talent and Expansion of Facilities, etc. Business Risk, inter-alia, further includes financial risk, political risk,

legal risk, etc. the Board reviews the risk trend, exposure and potential impact analysis and prepares risk mitigation plans, if necessary. The Risk Management Policy, is included in this Report as "ANNEXURE 7".

19) RELATED PARTY TRANSACTIONS:

During the year, the Company has entered into contracts/arrangements/transactions with Related Parties at arm's length price under the Companies Act 2013. Further, a Statement containing the salient features of the Related Party Transactions in the prescribed Form AOC-2 is annexed as "ANNEXURE 2" and which shall form a part of this Board's Report. In accordance with Accounting Standard 18, the Related Party Transactions are disclosed under Note No. 2.16 of the Standalone Financial Statements.

20) PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS :

The details of the Loans, Guarantees or Investments covered under the provisions of Section 186 of the Companies Act, 2013 forms part of notes to the Financial Statements.

21) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an adequate Internal Control System commensurate with size and nature of its business to safeguard all assets and to ensure their efficient productivity. The Company has continued to keep focus on processes and controls. The Company has a suitable internal control system for the business processes, operations, financial reporting, compliance with applicable laws and regulations. Wherever deemed necessary, internal control systems are also reassessed and corrective action is taken, if required.

22) VIGIL MECHANISM:

In line with the best Corporate Governance practices, Company has put in place a system through which the Directors and Employees may report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics without fear of reprisal. The Directors and Employees may report to the Compliance Officer and have direct access to the Chairman of the Audit Committee.

23) SEXUAL HARASSMENT POLICY:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirement of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The following is summary of Sexual Harassment complaints received and disposed off during the year:

- a.) Number of Complaints received: NIL
- b.) Number of Complaints disposed off: NIL

24) SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

Except as mentioned above, no significant or material orders have been passed by Securities Exchange Board of India, Stock Exchanges, Tribunal or Courts, during the year under review.

25) CORPORATE SOCIAL RESPONSIBILITY:

The Provisions of Section 135 read with Companies (Corporate Social Responsibility), 2014 is not applicable to the Company.

BOARD COMMITTEES:**1) AUDIT COMMITTEE :****i) BRIEF DESCRIPTION OF TERMS OF REFERENCE**

Terms of Reference of the Audit Committee are as per Section 177 of the Companies Act, 2013 that inter-alia, include overseeing financial reporting processes, reviewing periodic financial results, Auditor's independence and performance, Audit process, Financial Statements and adequacy of internal control systems with the Management and adequacy of internal audit functions, discussions with the auditors about the scope of audit including the observations of the Auditors and discussions with internal auditor or any significant findings, approval of transactions with related-parties, scrutiny of inter-corporate loans and investments, valuation of undertaking or assets evaluation of internal financial controls and risk management systems and review the functioning of the Whistle Blower Mechanism.

ii) COMPOSITION, NAMES OF MEMBERS AND CHAIRPERSON

The Audit Committee, comprises of three Directors, of whom two are Independent, Non-Executive Directors and One is Executive Director, all of them possess knowledge of corporate finance, accounts and company law, The Chairman of the Committee is an Independent Director. The Company Secretary acts as the Secretary to the Committee. The composition of the Audit Committee is as follows:

AUDIT COMMITTEE

| | |
|-------------------|----------|
| Mr. Aakash Parikh | Chairman |
| Mr. Jimit Shah | Member |
| Dr. Anil Ghagare | Member |

iii) MEETING AND ATTENDANCE DURING THE YEAR

During the Year ended 31st March 2017, Meeting of the Audit Committee were held on the following dates:

30-5-2016, 13-8-2016, 14-11-2016 and 14-2-2017.

The Attendance of the Chairman and the members of Audit Committee at the meetings held during the year under review was as under:

| No. | Name of the Director | No. of Meetings Attended |
|-----|----------------------|--------------------------|
| 1. | Mr. Aakash Parikh | 4 |
| 2. | Mr. Jimit Shah | 4 |
| 3. | Dr. Anil Ghagare | 4 |

2) NOMINATION AND REMUNERATION COMMITTEE :**i) BRIEF DESCRIPTION OF TERMS OF REFERENCE**

To periodically approve the remuneration package of Whole-Time Directors and ensure appropriate disclosure of the same, determining qualifications, positive attributes and independence of a Director, formulation of criteria for evaluation of independent Directors and the Board, devising a policy on Board diversity and recommend appointment of Directors and appointment and removal in senior management.

ii) COMPOSITION, NAMES OF MEMBERS AND CHAIRPERSON

The Nomination and Remuneration Committee Comprises 3 Non-executive Directors, One Executive Director and the Company Secretary acts as Ex-Officio Secretary of the Committee.

THE NAMES OF THE MEMBERS & CHAIRPERSON OF THE REMUNERATION COMMITTEE ARE AS UNDER:

| | Name of the Director | Designation |
|----|-----------------------------|--------------------|
| 1. | Mr. Aakash Parikh | Chairman |
| 2. | Mr. Ramesh Shah | Member |
| 3. | Mrs. Sunita Shah | Member |
| 4. | Dr. Anil Ghagare | Member |

iii) MEETING AND ATTENDANCE DURING THE YEAR

The Nomination and Remuneration Committee met on 13-8-2016, 31-10-2016 and 14-2-2017. Attendance of members at Committee Meeting during the year under review was as follows.

| | Name of the Director | No. of Meetings attended during the year |
|----|-----------------------------|---|
| 1. | Mr. Aakash Parikh | 3 |
| 2. | Mr. Ramesh Shah | 3 |
| 3. | Mrs. Sunita Shah | 3 |
| 4. | Dr. Anil Ghagare | 3 |

iv) REMUNERATION POLICY

No Director has been paid any Remuneration, or sitting fees and Executive Director, the remaining directors do not receive any remuneration, or sitting fees for attending any of the Board or Committee Meetings

v) DETAILS OF REMUNERATION

The details of Remuneration package, sitting fees paid etc., to directors during the year ended 31st March 2017 for information of members, are furnished here below:

(a) PAID TO NON-EXECUTIVE DIRECTORS:

| Sr. No. | Name of the director | Board Meeting | Audit Committee | Nomination & Remuneration Meeting |
|----------------|-----------------------------|----------------------|------------------------|--|
| 1 | Sunita Shah | - | - | - |
| 2 | Aakash Parikh | - | - | - |
| 3 | Anil Ghagare | - | - | - |

(b) PAID TO EXECUTIVE DIRECTORS

| Sr. No. | Particulars | Jimit Shah | Ramesh Shah |
|----------------|--|-------------------|--------------------|
| (i) | REMUNERATION | - | - |
| | -Salary | - | - |
| | - Others | - | - |
| | -Appointment valid upto Stock Option Details | - | - |
| | TOTAL | - | - |

3) STAKEHOLDERS RELATONSHIP COMMITTEE :

The "Stakeholder Relationship Committee" deals with approval of share transfer/transmission, issue of duplicate share certificates, Split and consideration requests, rematerialization of shares and other matters relating to transfer and registration of shares.

COMPOSITION

The composition of the Stakeholders Relationship Committee is as under:

| | Name of the Director | Designation |
|----|-----------------------------|--------------------|
| 1. | Dr. Anil Ghagare | Chairman |
| 2. | Mr. Aakash Parikh | Member |
| 3. | Mrs. Sunita Shah | Member |

Mr. Avinash Agarwal. Company Secretary is the Compliance Officer.

MEETINGS AND ATTENDANCE DURING THE YEAR

There has been no meeting held during the year under review.

26) ACKNOWLEDGEMENT:

The Directors take this opportunity to thank Company's customers, shareholders, suppliers, bankers, Central and State Government for their consistent support to the Company. The Board also wishes to place on record their appreciation for the hard work, dedication and commitment of the employees at all levels. The enthusiasm and unstinting efforts of the employees have enabled the Company to grow in the competitive environment. The Board looks forward to their continued support and understanding in the years to come.

On behalf of the Board of Directors

Sd/-
Ramesh Shah
Chairman and Whole Time Director
DIN:01580767

Place: Mumbai,
Date: 14th September 2017

ANNEXURE-1**FORM AOC-I**

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the Financial Statement of Subsidiary Companies

| | |
|---|--|
| Name of the Subsidiary Company | Zodiac Developers Private Limited |
| Financials as on | March 31, 2017 |
| Reporting Currency | Rupees |
| Exchange Rate | - |
| Capital | 12,24,00,000 |
| Reserves | 12,32,63,408 |
| Total Assets | 1,08,49,57,528 |
| Total Liabilities | 1,08,49,57,528 |
| Investment Other than Investment in Subsidiary | 0 |
| Turnover | 25,58,06,970 |
| Profit before Taxation | 9,52,62,517 |
| Provision for Tax (Including Deferred Tax) | 3,34,87,918 |
| Profit after Tax | 6,17,74,599 |
| Proposed Dividend | - |
| % of Holding | 50.98% |
| Country | India |

ANNEXURE-2**FORM NO. AOC - 2**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

| | | |
|-----|---|-----|
| 1. | Details of contracts or arrangements or transactions not at arm's length basis | |
| (a) | Name(s) of the related party and nature of relationship | NIL |
| (b) | Nature of contracts/arrangements/transactions | NIL |
| (c) | Duration of the contracts/arrangements/transactions | NIL |
| (d) | Salient terms of the contracts or arrangements or transactions including the value, if any | NIL |
| (e) | Justification for entering into such contracts or arrangements or transactions | NIL |
| (f) | date(s) of approval by the Board | NIL |
| (g) | Amount paid as advances, if any: | NIL |
| (h) | Date on which the special resolution was passed in general meeting as required under first proviso to section 188 | NIL |

| | | |
|-----|---|---|
| 2. | Details of material contracts or arrangement or transactions at arm's length basis | |
| (a) | Name(s) of the related party and nature of relationship | Zodiac Developers Private Limited is a related party a Subsidiary Company of Zodiac Ventures Limited |
| (b) | Nature of contracts/arrangements/transactions | The Company has been rendering Architectural Services to ZDPL a subsidiary Company in the ordinary course of business and on Arm's Length Basis, the omnibus approval obtained from shareholders of the Company was for a period of two years which has expired on 31 st March 2016 which was extended for a further period of 1 year. |
| (c) | Duration of the contracts/arrangements/transactions | For a period of One Year which had expired on 31 st March 2017 i.e. from 1st April ,2016 to 31st March, 2017. |
| (d) | Salient terms of the contracts or arrangements or transactions including the value, if any: | N.A. |
| (e) | Date(s) of approval by the Board, if any: | 13-8-2016 |
| (f) | Amount paid as advances, if any: | An amount of Rs. 1,00,00,000/- had been received towards the architectural services to be provided to ZDPL and the Company has executed the work equivalent to the same. No Further Amount has been received thereafter. |

ANNEXURE-3**EXTRACT OF ANNUAL RETURN**As on financial year ended on 31st March 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

| | | |
|--|---|---|
| CIN | : | L45209MH1981PLC023923 |
| Registration Date | : | 19/02/1981 |
| Name of the Company | : | Zodiac Ventures Limited |
| Category / Sub-Category of the Company | : | Company Limited By Shares/Indian Non-Government Company |
| Address of the Registered office and contact details | : | 404, Dev Plaza, 68, S.V. Road, Andheri (W), Mumbai - 400058, Maharashtra, |
| Whether listed company | : | Yes |
| Name, Address and Contact details of Registrar and Transfer Agent, if any: | : | Sharex Dynamic (India) Pvt. Ltd. Unit-1, Luthra Ind Premises, 1st Floor, 44 E, M Vasati Marg, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai - 400072 Tel: 022 28515606/ 28515644 |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

| Sl. No. | Name and Description of main products/ services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|---|----------------------------------|------------------------------------|
| 1 | Technical Consultancy in relation to Architectural and Engineering Activities | 71711 | 100.00% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sr. No | Name and address of the Company | CIN / GLN | Holding / subsidiary / associate | % of shares held | Applicable section |
|--------|-----------------------------------|-----------------------|----------------------------------|------------------|--------------------|
| 1 | Zodiac Developers Private Limited | U45201MH1995PTC086758 | Subsidiary | 50.98% | Section 2(87) |

I SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of TotalEquity):
i. Category-wise Share Holding:

| Category of Shareholders | No. of Shares held at the beginning of the year 1-4-2016 | | | | No. of Shares held at the end of the year 31-3-2017 | | | | % Change during the year | |
|--|---|-----------------|--------------------|-------------------|---|-----------------|--------------------|-------------------|--------------------------|--|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | | |
| A. Promoters | | | | | | | | | | |
| (1) Indian | | | | | | | | | | |
| a) Individual/HUF | 2,39,89,640 | 0 | 2,39,89,640 | 64.333 | 2,39,89,640 | 0 | 2,39,89,640 | 64.333 | 0% | |
| b) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| c) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| d) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| e) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| f) Any other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| Sub-total(A)(1): | 2,39,89,640 | 0 | 2,39,89,640 | 64.333 | 2,39,89,640 | 0 | 2,39,89,640 | 64.333 | 0% | |
| (2) Foreign | | | | | | | | | | |
| a) NRIs – Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| b) Other – Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| c) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| d) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| e) Any other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| Sub-total (A)(2): | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| Total shareholding of Promoter (A) = (A)(1)+(A)(2) | 2,39,89,640 | 0 | 2,39,89,640 | 64.333 | 2,39,89,640 | 0 | 2,39,89,640 | 64.333 | 0% | |
| B. Public Shareholding | | | | | | | | | | |
| (1) Institutions | | | | | | | | | | |
| a) Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| b) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| c) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| d) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| g) FIs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| i) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| Sub-total (B)(1): | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| (2) Non-Institutions | | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | | |
| i) Indian | 46,47,100 | 0 | 46,47,100 | 12.462 | 45,90,776 | 0 | 45,90,776 | 12.311 | -0.151 | |
| ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% | |
| b) Individuals | | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 14,43,060 | 1,47,500 | 15,90,560 | 4.265 | 14,92,625 | 147,500 | 16,40,125 | 4.398 | 0.133 | |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 6891700 | 1,70,000 | 70,61,700 | 18.937 | 68,91,700 | 170,000 | 70,61,700 | 18.937 | 0.000 | |
| c) Others (specify) | 1000 | 0 | 1000 | 0.003 | 7,759 | 0 | 7,759 | 0.021 | 0.018 | |
| Sub-total(B)(2): | 1,29,82,860 | 3,17,500 | 1,33,00,360 | 35.667 | 1,29,82,860 | 3,17,500 | 1,33,00,360 | 35.667 | 0% | |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 1,29,82,860 | 3,17,500 | 1,33,00,360 | 35.667 | 1,29,82,860 | 3,17,500 | 1,33,00,360 | 35.667 | 0% | |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| Grand Total (A+B+C) | 3,69,72,500 | 3,17,500 | 3,72,90,000 | 100 | 3,69,72,500 | 3,17,500 | 3,72,90,000 | 100 | 0% | |

ii. SHAREHOLDING OF PROMOTERS:

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year 1-4-2016 | | | Share holding at the end of the Year 31-3-2017 | | | % change in share holding during the year |
|---------|--------------------|--|----------------------------------|--|--|----------------------------------|--|---|
| | | No. of Shares held as on 1-4-2016 | % of total Shares of the Company | % of Shares Pledged/encumbered to total shares | No. of Shares held as on 31-3-2017 | % of total Shares of the Company | % of Shares Pledged / encumbered to total shares | |
| 1 | Ramesh V Shah | 1,25,92,320 | 33.77 | 0 | 1,25,92,320 | 33.77 | 0 | 0% |
| 2 | Pushpa R Shah | 52,50,000 | 14.08 | 0 | 52,50,000 | 14.08 | 0 | 0% |
| 3 | Jimit R Shah | 27,62,320 | 7.41 | 0 | 27,62,320 | 7.41 | 0 | 0% |
| 4 | Sunita J Shah | 17,50,000 | 4.69 | 0 | 17,50,000 | 4.69 | 0 | 0% |
| 5 | Yesha R Shah | 16,35,000 | 4.38 | 0 | 16,35,000 | 4.38 | 0 | 0% |
| | Total | 2,39,89,640 | 64.33 | 0 | 2,39,89,640 | 64.33 | 0 | 0% |

iii. CHANGE IN PROMOTERS' SHAREHOLDING:

| Sl. No. | Shareholder's Name | | | Cumulative Shareholding during the year | |
|---------|------------------------------|-----------------------------------|----------------------------------|---|----------------------------------|
| | | No. of shares Held as on 1-4-2016 | % of total shares of the Company | No. of shares held as on 31-3-2017 | % of total shares of the Company |
| 1 | Ramesh V. Shah | | | | |
| | At the beginning of the year | 1,25,92,320 | 33.78% | 1,25,92,320 | 33.78% |
| | At the End of the year | -- | -- | 1,25,92,320 | 33.78% |
| 2 | Pushpa R. Shah | | | | |
| | At the beginning of the year | 52,50,000 | 14.07% | 52,50,000 | 14.07% |
| | At the end of the year | -- | -- | 52,50,000 | 14.07% |
| 3 | Jimit R. Shah | | | | |
| | At the beginning of the year | 27,62,320 | 7.41% | 27,62,320 | 7.41% |
| | At the end of the Year | -- | -- | 27,62,320 | 7.41% |
| 4 | Sunita J. Shah | | | | |
| | At the beginning of the Year | 17,50,000 | 4.69% | 17,50,000 | 4.69% |
| | At the end of the Year | -- | -- | 17,50,000 | 4.69% |
| 5 | Yesha R. Shah | | | | |
| | At the beginning of the Year | 1,63,500 | 4.38% | 16,35,000 | 4.38% |
| | At the end of the Year | -- | -- | 16,35,000 | 4.38% |

iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

| Sl. No. | Shareholder's Name | | | Cumulative Shareholding during the year | |
|---------|---------------------------------------|---------------|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| | For each of the Top 10 Shareholders | | | | |
| 1 | Pratik Bachubhai Mujat | | | | |
| | At the beginning of the Year 1-4-2016 | 6,75,850 | 1.81% | 6,75,850 | 1.81% |
| | At the End of the year 31-4-2017 | | | 6,75,850 | 1.81% |
| 2 | Shreya Hari Muzat | | | | |
| | At the beginning of the Year 1-4-2016 | 6,56,191 | 1.76% | 6,56,191 | 1.76% |
| | At the End of the year 31-4-2017 | | | 6,56,191 | 1.76% |
| 3 | Khimji Dharamshi Patel | | | | |
| | At the beginning of the Year 1-4-2016 | 4,61,900 | 1.24% | 4,61,900 | 1.24% |
| | At the End of the year 31-4-2017 | | | 4,61,900 | 1.24% |
| 4 | Jitendra Bhimshi Shah | | | | |
| | At the beginning of the Year 1-4-2016 | 4,07,500 | 1.09% | 4,07,500 | 1.09% |
| | At the End of the year 31-4-2017 | | | 4,07,500 | 1.09% |
| 5 | Deepak Kanji Arethia | | | | |
| | At the beginning of the Year 1-4-2016 | 4,06,572 | 1.09% | 4,06,572 | 1.09% |
| | At the End of the year 31-4-2017 | | | 4,06,752 | 1.09% |
| 6 | Bachubhai D Arethia | | | | |
| | At the beginning of the Year 1-4-2016 | 3,66,942 | 0.98% | 3,66,942 | 0.98% |
| | At the End of the year 31-4-2017 | | | 3,66,942 | 0.98% |
| 7 | Ishwarlal Ratilal Thakkar | | | | |
| | At the beginning of the Year 1-4-2016 | 3,35,500 | 0.90% | 3,35,500 | 0.90% |
| | At the End of the year 31-4-2017 | | | 3,35,500 | 0.90% |
| 8 | Kishore Bhachibhai Mujat | | | | |
| | At the beginning of the Year 1-4-2016 | 3,35,375 | 0.90% | 3,35,375 | 0.90% |
| | At the End of the year 31-4-2017 | | | 3,35,375 | 0.90% |
| 9 | Hari B Muzat HUF | | | | |
| | At the beginning of the Year 1-4-2016 | 3,31,253 | 0.89% | 3,31,253 | 0.89% |
| | At the End of the year 31-4-2017 | | | 3,31,253 | 0.89% |
| 10 | Hardik Amrut Shah | | | | |
| | At the beginning of the Year 1-4-2016 | 3,00,000 | 0.80% | 3,00,000 | 0.80% |
| | At the End of the year 31-4-2017 | | | 3,00,000 | 0.80% |

v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

| Sl. No. | Name of Director and/or Key Managerial Personnel | | | Cumulative Shareholding during the year | |
|---------|--|---------------|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| | For each of the Directors and KMP | | | | |
| 1 | Ramesh V. Shah (Whole Time Director) | | | | |
| | At the beginning of the year 1-4-2016 | 1,25,92,320 | 33.77% | 1,25,92,320 | 33.77% |
| | No Movement During the Year | - | - | - | - |
| | At the End of the year 31-3-2017 | | | 1,25,92,320 | 33.77% |
| 2 | Jimit R. Shah (Managing Director) | | | | |
| | At the beginning of the year 1-4-2016 | 27,62,320 | 7.41% | 27,62,320 | 7.41% |
| | No Movement During the Year | - | - | - | - |
| | At the End of the year 31-3-2017 | | | 27,62,320 | 7.41% |
| 3 | Sunita J. Shah (Director) | | | | |
| | At the beginning of the year 1-4-2016 | 17,50,000 | 4.69% | 17,50,000 | 4.69% |
| | No Movement During the Year | - | - | - | - |
| | At the End of the year 31-3-2017 | | | 17,50,000 | 4.69% |
| 4 | Akash Nayan Parikh (Independent Director) | | | | |
| | At the beginning of the year 1-4-2016 | 0 | 0 | 0 | 0 |
| | No Movement During the Year | - | - | - | - |
| | At the End of the year 31-3-2017 | | | 0 | 0 |
| 5 | Anil Ghagare (Independent Director) | | | | |
| | At the beginning of the year 1-4-2016 | 0 | 0 | 0 | 0 |
| | No Movement During the Year | - | - | - | - |
| | At the End of the year 31-3-2017 | | | 0 | 0 |
| 7 | Vipul Khona (Chief Financial officer) | | | | |
| | At the beginning of the year 1-4-2016 | 0 | 0 | 0 | 0 |
| | No Movement During the Year | - | - | - | - |
| | At the End of the year 31-3-2017 | | | 0 | 0 |
| 8 | Avinash Agarwal (Company Secretary) | | | | |
| | At the beginning of the year 1-4-2016 | 0 | 0 | 0 | 0 |
| | No Movement During the Year | - | - | - | - |
| | At the End of the year 31-3-2017 | | | 0 | 0 |

II INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | Nil | 3,06,01,355 | Nil | 3,06,01,355 |
| ii) Interest due but not paid | Nil | Nil | Nil | Nil |
| iii) Interest accrued but not due | Nil | Nil | Nil | Nil |
| Total (i+ii+iii) | Nil | 3,06,01,355 | Nil | 3,06,01,355 |
| Change in Indebtedness during the financial year | | | | |
| Addition | Nil | 3,84,50,471 | Nil | 3,84,50,471 |
| Reduction | Nil | 2,82,87,000 | Nil | 2,82,87,000 |
| Net Change | Nil | 1,01,63,471 | Nil | 1,01,63,471 |
| Indebtedness at the end of the financial year | | | | |
| Principal Amount | Nil | 4,07,64,826 | Nil | 4,07,64,826 |
| ii) Interest due but not paid | Nil | Nil | Nil | Nil |
| iii) Interest accrued but not due | Nil | Nil | Nil | Nil |
| Total (i+ii+iii) | Nil | 4,07,64,826 | Nil | 4,07,64,826 |

III **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

A. **Remuneration to Managing Director, Whole-time Directors and/or Manager:**

| Sl. No. | Particulars of Remuneration | Name of MD/ WTD/ Manager | | | | Total Amount |
|---------|---|--------------------------|--------------------|---|---|--------------|
| | | MD Jimit Shah | WTD Ramesh Shah | — | — | |
| 1 | Gross salary | | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | Nil | Nil | | | Nil |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | Nil | Nil | | | Nil |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | Nil | Nil | | | Nil |
| 2 | Stock Option | Nil | Nil | | | Nil |
| 3 | Sweat Equity | Nil | Nil | | | Nil |
| 4 | Commission | | | | | |
| | - as % of profit | Nil | Nil | | | Nil |
| | - others, specify | Nil | Nil | | | Nil |
| 5 | Others, please specify | Nil | Nil | | | Nil |
| | Total (A) | Nil | Nil | | | Nil |
| | Ceiling as per the Act | N.A. | 0 | | | N.A. |

B. **REMUNERATION TO OTHER DIRECTORS:**

| Sl. No. | Particulars of Remuneration | Name of Directors | | | | Total Amount |
|---------|--|--------------------|-------------|--------------|--------------|--------------|
| | | Akash Nayan Parikh | Litesh Gada | Ritwik Sheth | Anil Ghagare | |
| | 1. Independent Directors | | | | | |
| | Fee for attending board / committee meetings | Nil | Nil | Nil | Nil | |
| | Commission | Nil | Nil | Nil | Nil | |
| | Others, please specify | Nil | Nil | Nil | Nil | |
| | Total (1) | Nil | Nil | Nil | Nil | |
| | 2. Other Non-Executive Directors | Sunita J. Shah | | | | |
| | Fee for attending board / committee meetings | Nil | | | | |
| | Commission | Nil | | | | |
| | Others, please specify | Nil | | | | |
| | Total (2) | Nil | | | | |
| | Total (B)=(1+2) | Nil | | | | |
| | Total Managerial Remuneration | Nil | | | | |
| | Overall Ceiling as per the Act | Nil | | | | |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

| Sl. No. | Particulars of Remuneration | CEO | Company Secretary Avinash Agarwal | CFO Vipul Khona | Total |
|---------|---|-----|--------------------------------------|--------------------|-----------|
| 1 | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | | 4,82,243 | 22,06,705 | 26,88,948 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | | Nil | Nil | Nil |
| | (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961 | | Nil | Nil | Nil |
| 2 | Stock Option | | Nil | Nil | Nil |
| 3 | Sweat Equity | | Nil | Nil | Nil |
| 4 | Commission | | | | |
| | - as % of profit | | Nil | Nil | Nil |
| | - others, specify | | Nil | Nil | Nil |
| 5 | Others, please Specify | | | | |
| | --bonus | | Nil | Nil | Nil |
| | Total | | 4,82,243 | 22,06,705 | 26,88,948 |

IV PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD /NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|---|-----------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | N/A | N/A | N/A | N/A | N/A |
| Punishment | N/A | N/A | N/A | N/A | N/A |
| Compounding | N/A | N/A | N/A | N/A | N/A |
| B. DIRECTORS | | | | | |
| Penalty | N/A | N/A | N/A | N/A | N/A |
| Punishment | N/A | N/A | N/A | N/A | N/A |
| Compounding | N/A | N/A | N/A | N/A | N/A |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | N/A | N/A | N/A | N/A | N/A |
| Punishment | N/A | N/A | N/A | N/A | N/A |
| Compounding | N/A | N/A | N/A | N/A | N/A |

ANNEXURE-4

DISCLOSURE UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 ARE GIVEN BELOW:

| | | | |
|---|---|---|--|
| 1 | The ratio of the remuneration of each Director to the median Remuneration of the employees of the company for the financial year; | Mr. Jimit Shah 0 | |
| 2 | the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year; | Company Secretary 20.00% CFO Nil Other KMPs Nil | |
| 3 | the percentage increase in the median remuneration of Employees in the financial year; | 5.28% | |
| 4 | the number of Permanent Employees on the rolls of the Company; | 10 | |
| 5 | average percentage increase already made in the Salaries of Employees other than the Managerial Personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration; | <p>The average percentage increase in the salaries of the employees other than the managerial personnel in the last financial year was 12.34% whereas there was no increases in the remuneration of Managerial Personnel. However there was an increment in remuneration of Company Secretary at the rate of 20%.</p> <p>Justification: The percentage increase in the remuneration of Company Secretary in the financial year 2016-17 is higher as compared to the average percentile increase of the employees. This higher increase is justified on account of higher responsibilities and result oriented performance.</p> | |
| 6 | Affirmation that the remuneration is as per the remuneration policy of the Company. | The Company affirms remuneration is as per the remuneration policy of the Company. | |

ANNEXURE-5
ZODIAC VENTURES LIMITED

NOMINATION AND REMUNERATION POLICY

INTRODUCTION

Considering that human resources are invaluable assets of a company, to pay equitable remuneration to all Directors, key managerial personnel and employees of the company, to harmonize the aspirations of human resources consistent with the goals of the company and in terms of the provisions of the Companies Act, 2013 this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management has been formulated by the Nomination and Remuneration/Compensation Committee ("NRC") and approved by the Board of Directors of the Company in their meeting held on 2nd March 2015.

The Nomination and Remuneration/Compensation Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto.

The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees.

The Key Objectives of the Committee would be:

- 1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- 1.3. Formulation of criteria for evaluation of Independent Director and the Board.
- 1.4. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.5. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 1.6. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.7. To develop a succession plan for the Board and to regularly review the plan.
- 1.8. To assist the Board in fulfilling responsibilities.

This Policy is applicable to Directors (Executive and Non Executive), Key Managerial Personnel and Senior Management Personnel

DEFINITIONS

"Board" means Board of Directors of the Company.

"Directors" mean Directors of the Company.

"Key Managerial Personnel" means Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director; Chief Financial Officer, Company Secretary and such other officer as may be prescribed.

"Senior Management" means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT
1. Appointment Criteria and Qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

2. Term / Tenure
a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

5. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL
1. Remuneration to Managing Director / Executive / Non Executive / Independent Director / KMP / Senior Management Personnel :

The Remuneration/ Compensation/ Commission etc. to be paid to Director / Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The Non-Executive Independent Director may receive remuneration / compensation / commission as per the provisions of Companies Act, 2013. The

amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

DUTIES IN RELATION TO NOMINATION MATTERS

The duties of the Committee in relation to nomination matters include:

Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;

Ensuring that on appointment to the Board, Independent Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;

Identifying and recommending Directors who are to be put forward for retirement by rotation

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP, or Senior Management Personnel subject to provisions and compliance of the said Act, rules and regulations.

DUTIES IN RELATION TO REMUNERATION MATTERS

The duties of the Committee in relation to remuneration matters include:

Considering and determining the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

Approving the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

REVIEW AND AMENDMENT

- i. The NRC or the Board may review the Policy as and when it deems necessary.
- ii. The NRC may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- iii. This Policy may be amended or substituted by the NRC or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

ANNEXURE-6**SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
 The Members,
ZODIAC VENTURES LIMITED
 404, Dev Plaza, 68, S.V. Road,
 Andheri (West), Mumbai – 400058.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Zodiac Ventures Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Following Regulations and/or Guidelines of SEBI are not applicable to the Company for Financial year ended 31st March, 2017:

- The Securities and Exchange Board of India (issue of Capital and Disclosure Requirements) Regulations, 2009;
- The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (v) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.
- (vi) The Labour laws applicable to the Company viz.:-
 - a) The Payment of Wages Act, 1936 and rules made thereunder;
 - b) The Payment of Gratuity Act, 1972 and rules made thereunder;
 - c) The Maternity Benefit Act, 1961 and rules made thereunder;
 - d) The Child Labour Prohibition and Regulation Act, 1986
 - e) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
 - f) The Employees' Compensation Act, 1923 (earlier known as Workmen's Compensation Act, 1923) and rules made thereunder;
 - g) Equal Remuneration Act, 1976 and rules made thereunder;

- (vii) Other Laws such as:-
a) Maharashtra Shops & Establishments Act, 1948

The provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – The same are not applicable to the Company as there is no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive

Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the Company has not paid its annual listing fees to the Bombay Stock Exchange for the Financial Year 2016-17.

We further report that, during the audit period, the Company has not taken any other actions and no other events occurred having a major bearing on the Company's affairs in pursuance to the above referred laws, rules, regulations, guidelines, standards, etc. referred to above except as stated in this para.

**For R. N. SHAH & ASSOCIATES
COMPANY SECRETARIES**

**PLACE: Mumbai
DATED: 14th September, 2017**

**(RAJNIKANT N. SHAH)
Proprietor
C. P. No. 700**

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

To,

‘Annexure A’

The Members,

ZODIAC VENTURES LIMITED

404, Dev Plaza, 68, S.V. Road,

Andheri (West), Mumbai – 400058.

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For R. N. SHAH & ASSOCIATES
COMPANY SECRETARIES**

**PLACE: Mumbai
DATED: 14th September, 2017**

**(RAJNIKANT N. SHAH)
Proprietor
C. P. No. 700**

ANNEXURE-7

RISK MANAGEMENT POLICY

At Zodiac Ventures Limited, we believe that an effective Risk management process is the key to sustained operations thereby protecting Shareholder value, improving governance processes, achieving strategic objectives and being well prepared for adverse situations or unplanned circumstances, if they were to occur in the lifecycle of the business activities.

This Policy has been approved by the Board of Directors of the Company at their meeting held on 02nd March 2015

Zodiac Ventures Limited shall ensure implementation of effective Enterprise Risk Management by:

1. Putting in place Risk Management Frameworks and Processes.
2. Identifying risks and promoting a pro-active approach to treating such risks.
3. Allocating adequate resources to mitigate and manage risks and minimise their adverse impact on outcomes.
4. Optimising risk situations to manage adverse exposure and bring them in line with acceptable Risk Appetite of the company.
5. Striving towards strengthening the Risk Management System through continuous learning and improvement.
6. Providing clear and strong basis for informed decision making at all levels of the organisation on an ongoing basis, having duly evaluated like risks and their mitigation plan being controllable and within risk appetite.
7. Delineating Business Continuity Processes and Disaster Management Plans, for unforeseen exigencies and keeping the organisation constituents, prepared to appropriately and adequately deal with such circumstances, under eventuality of such happenings.
8. Ensure adherence to all relevant laws, rules & regulations
9. Communicating this policy to the required stakeholders through suitable means and periodically reviewing its relevance in a continuously changing business environment.
The Company recognizes that risk is an integral and unavoidable component of business and is committed to managing the risk in a proactive and effective manner.

Risk Management Frameworks and Processes.

❖ **Risk Mitigation Strategy**

The Company believes that the Risk cannot be eliminated. However, it can be

- a. Assigned to another party, who is willing to take risk, say by buying an insurance policy.
- b. Reduced, by having good internal controls;
- c. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative.
- d. The common risks are Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities.

Business risk includes financial risk, political risk, legal risk, etc. The management would identify and evaluate these risks to see which may have critical impact on the Company and which may not have significant impact to deserve further attention.

As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

❖ **Risk Management Framework:**

- (1) Risk Assessment;
- (2) Risk Management;
- (3) Risk Monitoring

❖ **RISK ASSESSMENT**

Risk Assessment consists of a detailed study of threats and vulnerability and resultant exposure to various risks. The key risks are identified and plans for managing the same are laid out.

❖ **RISK MANAGEMENT AND RISK MONITORING**

In the management of Risk the probability of risk assumption is estimated with available data and information and appropriate risk treatments worked out in the following areas:

- (i) Economic Environment and Market conditions;
- (ii) Political Environment;
- (iii) Revenue Concentration;
- (iv) Inflation and Cost Structure;
- (v) Technological Obsolescence;
- (vi) Financial Reporting Risks;
- (vii) Legal Risk;
- (viii) Compliance with Local Laws;
- (ix) Project Management;
- (x) Environmental Risk Management;
- (xi) Human Resource Management.

❖ **Risk Mitigation Measures Adopted by the Company:**

The Company has adopted the following measures to mitigate the risk arising out of Business Operation, Liquidity, Credit, Industry, Human Resource, Disaster, System, Legal, etc.

- ✓ The Company functions under a well-defined organization structure.
- ✓ Flow of information is well defined to avoid any conflict or communication gap between two or more Departments or Functions.
- ✓ Second level positions are created in each Department to continue the work without any interruption in case of non-availability of functional heads.
- ✓ Effective steps are being taken on a continuing basis taking various changing scenarios in the market.
- ✓ Systems put in place for assessment of creditworthiness of contractors/sub-contractors/dealers/vendors/customers.
- ✓ Required materials are procured from different sources at competitive prices.
- ✓ Alternative sources are developed for uninterrupted supply of required materials.
- ✓ Company has proper recruitment policy for recruitment of personnel at various levels in the organization.
- ✓ Proper appraisal system for revision of compensation on a periodical basis has been evolved and followed regularly.
- ✓ Employees are trained at regular intervals to upgrade their skills.
- ✓ Labour problems are obviated by negotiations and conciliation.
- ✓ Employees are encouraged to make suggestions and discuss any problems with their Superiors.
- ✓ The properties of the company are insured against natural risks, like fire, flood, earthquakes, etc. with periodical review of adequacy, rates and risks covered under professional advice.
- ✓ Password protection is provided at different levels to ensure data integrity.
- ✓ The Company ensures "Data Security", by having access control/ restrictions.
- ✓ The Legal department vets all legal and contractual documents with legal advice from Legal retainers for different branches of legislation.

- ✓ Contracts are finalized as per the advice from legal professionals and Advocates. .
- ✓ Timely payment of insurance and full coverage of properties of the Company under insurance.
- ✓ Internal control systems for proper control on the operations of the Company and to detect any frauds.

❖ **Role of Managing Director and Accountabilities**

The Managing Director has responsibility for identifying, assessing, monitoring and managing risks. The Managing Director is also responsible for identifying any material changes to the Company's risk profile and ensuring, with approval of the Board, the risk profile of the Company is updated to reflect any material change.

The Managing Director is required to report to the Board as to the effectiveness of the Company's management of its material business risks on a regular basis.

Continuous Improvement

The Company's risk management system is always evolving. It is an ongoing process and it is recognised that the level and extent of the risk management system will evolve commensurate with the development and growth of the Company's activities. The risk management system is a "living" system and the documentation that supports it will be regularly reviewed and updated in order to keep current with Company circumstances.

Disclaimer Clause

The Management cautions readers that the risks outlined above are not exhaustive and are for information purposes only. Management is not an expert in assessment of risk factors, risk mitigation measures and management's perception of risks. Readers are therefore requested to exercise their own judgment in assessing various risks associated with the Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

i) Economic Overview, Opportunities and Threats:

The Year 2017 was another difficult year for the world economy marked by stagnant global trade and subdued investment. However, there was some improvement towards the end of the year, which has spilled on to 2017 and is expected to continue. The first quarter of 2017 saw signs of stronger activity in most advanced economies and easing of recessionary conditions in commodity exporting large emerging market economies. According to the IMF, global growth is projected to increase from 3.1 per cent in 2016 to 3.5 percent in 2017. The outlook for global trade and investments has also improved.

On the domestic front, there was a moderate decline in macroeconomic performance in 2016-17. According to the provisional estimates released by the Central Statistics Office on 31 May 2017, India's Gross Value Added growth for 2016-17 is pegged at 6.6 per cent, compared to 7.9 per cent in the previous year.

The deceleration in industrial growth was more significant, even as agriculture and higher government expenditure offsets some of the slowdown in economic activity. Construction sector, which accounts for around 8 per cent of the GDP grew at 1.7 per cent in 2016-17. On the positive side, the quarterly estimates of GD suggest that the impact of demonetization on economic activity was not as large as initially envisaged. The contraction on account of demonetization was not as severe as prophesied by the critics. This is in line with the Company's experience. Moreover, from February, 2017 the demand situation began to improve and enquiries started getting back to pre-demonetization levels.

ii) Segment-wise analysis:

Revenue of the Company is generated from providing Architectural and Consultancy Services in Real Estate Sector. The Company achieved a Consolidated Turnover of Rs. 26.04 Crores during the current year.

iii) Outlook:

In India, real estate is the second largest employer after agriculture and is slated to grow at 30 per cent over the next decade. The real estate sector comprises four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations.

The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy. India's real estate market is expected to reach US\$ 180 billion by 2020 from US\$ 93.8 billion in 2014. The housing sector alone contributes 5-6 per cent to the country's Gross Domestic Product (GDP). Emergence of nuclear families, rapid urbanisation and rising household income are likely to remain the key drivers for growth in all spheres of real estate, including residential commercial and retail.

Real estate is currently the fourth-largest sector in the country in terms of Foreign Direct Investment (FDI) inflows. The Government of India has been supportive to the real estate sector. Below are some of the other major Government Initiatives:

- a) The Government has raised FDI limits for townships and settlement development projects to 100 per cent.
- b) 100% FDI is also permitted in real estate projects within the Special Economic Zone (SEZ).
- c) Further, Finance Bill 2016 has exempted REITs from Dividend Distribution Tax (DDT).
- d) The Ministry of Housing and Urban Poverty Alleviation (HUPA) has commissioned a study by Indian Institute of Technology, Kanpur on testing of new construction technologies, with the objective of promoting new housing technologies in the country.

iv) Opportunities and challenges

As India awaits policy reforms to pick up speed, your Company firmly believes that the demand for Real Estate in a country like India should remain strong in the medium to long term. Your Company's well accepted brand, contemporary architecture, well designed projects in strategic locations, strong balance sheet and stable financial performance even in testing times make it a preferred choice for customers and shareholders. Your company is ideally placed to further strengthen its

development potential by acquiring new land parcels.

While the management of your Company is confident of creating and exploiting the opportunities, it also finds the following challenges:

- a. Unanticipated delays in project approvals
- b. Availability of accomplished and trained labour force
- c. Increased cost of manpower
- d. Rising cost of construction
- e. Growth in auxiliary infrastructure facilities
- f. Over regulated environment

v) Internal Control Systems

The Company has an adequate Internal Control System commensurate with size and nature of its business to safeguard all assets and to ensure their efficient productivity. The Company has continued to keep focus on processes and controls. The Company has a suitable internal control system for the business processes, operations, financial reporting, compliance with applicable laws and regulations. Wherever deemed necessary, internal control systems are also reassessed and corrective action is taken, if required.

vi) Financial performance

In spite of a repressed economic development, your Company performed reasonably well. The financial performance based on the consolidated financial results for the year ended March 31, 2017 is as under:

- Company's gross turnover including other incomes for the year ended 31st March, 2017 is Rs. 26.04 Crores.
- Earnings before tax for the year ended 31st March, 2017 were Rs. 8.69 Crores.

vii) Material Developments in Human Resources/Industrial Relations

The Company firmly believes that highly motivated and empowered employees are its best assets to maintain a competitive edge in the market. The management is committed to continuously upgrading skills and competency at all levels with the aid of extensive training. The Company maintains healthy and motivating work environment through various measures. This has helped the Company to retain and recruit skilled work force which would results into the timely completion of the projects.

viii) Cautionary Statement

Statements in this Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

INDEPENDENT AUDITORS REPORT

To,
The Members of,
Zodiac Ventures Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Zodiac Venture Limited ('the company'), which comprises Balance Sheet as at 31st March 2017, the Statement of Profit and Loss account and cash flow statement for the year then ended, and a Summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision 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 financial Statements that give a true and fair view and are free from materials misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provision of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedure selected depends on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessment, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2017, and its Profit for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of the section 143 of the Companies Act, 2013, we give in the Annexure - A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) In our opinion there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the Company.
- f) On the basis of the written representations received from the directors as on 31st March, 2017 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2017 from being appointed as a directors in terms of section 164(2) of the Act.
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. According to information and explanation given to us, the Company has not entered into any long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For A.R. SODHA & Co.
Chartered Accountant
FRN 110324W

Dipesh Sangoi
Partner
M. No 124295

Place: Mumbai
Date : 30th May, 2017

ANNEXURE-A TO AUDITOR'S REPORT

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us, we state that:

1. a. According to information and explanations given to us by the management and records furnished before us, the Company is not having any Fixed Assets. Accordingly Clause 3(i)(a) and (b) of the Companies (Auditor's Report) Order, 2016 is not applicable.
b. According to information and explanations given to us by the management and records furnished before us, the Company is not holding any immovable property. Accordingly Clause 3(i)(c) of the Companies (Auditor's Report) Order, 2016 is not applicable.
2. According to information and explanation given to us by the management and records furnished before us, the Company is not having any Inventory. Accordingly Clause 3 (ii) of the Companies (Auditor's Report) Order, 2016 is not applicable.
3. According to the information and explanation given to us and on the basis of records furnished before us, Company has not granted any secured or unsecured loans during the year to companies, firms, limited liability partnerships or any other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly Clause 3(iii)(a), (b) & (c) of the Companies (Auditor's Report) Order, 2016 is not applicable.
4. According to the information and explanation given to us and on the basis of records furnished before us, Company has not provided any loans, guarantees and security. Accordingly Clause 3(iv) of Companies (Auditor's Report) Order, 2016 is not applicable.
5. According to the information and explanations given to us, the Company has not accepted deposits from the public within the meaning of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under. Accordingly Clause 3(v) of Companies (Auditor's Report) Order, 2016 is not applicable.
6. According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 in respect of services dealt with by the Company. Accordingly Clause 3(vi) of Companies (Auditor's Report) Order, 2016 is not applicable.
7. a. According to the information and explanations given to us and records examined by us, the Company has *delayed* in depositing of undisputed statutory dues with respect to Tax Deducted at Source, Profession Tax and Service tax. However, there are no outstanding statutory dues as at the last day of the financial year for a period of more than six months from the date they became payable.
b. According to information and explanation given to us, there are no dues relating to Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess, or any other statute, which have not been deposited on account of dispute.
8. According to the records of the Company examined by us and the information and explanations given to us, the Company has not taken any loan from any bank or financial institution or any borrowings from debenture holders. Accordingly Clause 3(viii) of Companies (Auditor's Report) Order, 2016 is not applicable.
9. According to the records of the Company examined by us and the information and explanations given to us, the company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and term loans. Accordingly Clause 3(ix) of Companies (Auditor's Report) Order, 2016 is not applicable.
10. During the course of our examination of the books and records of the Company, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of fraud by the Company noticed or reported during the period nor we have been informed of such instances by the management.
11. According to the information and explanations given to us and based on our examination of the records of the Company, the Company not has paid/provided for any managerial remuneration during the year. Accordingly Clause 3(xi) of Companies (Auditor's Report) Order is not applicable.

12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly clause 3(xii) of Companies (Auditor's Report) Order 2016 is not applicable.
13. According to the records of the Company examined by us and the information and explanations given to us, all the transactions with the related parties are in compliance with sections 177 & 188 of the Companies Act, 2013 and the details are disclosed in the Financial statements, etc. are required by the applicable accounting standards.
14. According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, Clause 3(xiv) of Companies (Auditor's Report) Order, 2016 is not applicable.
15. According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and accordingly the provisions under section 192 of the Companies Act, 2013 is not attracted.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For A. R. SODHA & Co.
Chartered Accountant
FRN 110324W

Dipesh Sangoi
Partner
M. No 124295

Place: Mumbai
Date: 30th May, 2017

ANNEXURE B TO THE AUDITOR'S REPORT**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Zodiac Ventures Limited** ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for my / our adverse audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the company has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A.R. SODHA & Co.
Chartered Accountant
FRN 110324W

Dipesh Sangoi
Partner
M. No 124295

Place: Mumbai
Date : 30th May, 2017

ZODIAC VENTURES LIMITED
BALANCE SHEET AS AT 31.03.2017

| Particulars | Note No. | As at 31/03/2017 | As at 31/03/2016 |
|--|------------------------------------|----------------------------|---------------------|
| I. EQUITY AND LIABILITIES | | | |
| <u>(1) Shareholder's Funds</u> | | | |
| (a) Share Capital | 2.01 | 3,72,90,000 | 3,72,90,000 |
| (b) Reserves and Surplus | 2.02 | 8,09,33,090 | 8,04,83,605 |
| <u>(2) Non-Current Liabilities</u> | | - | - |
| <u>(3) Current Liabilities</u> | | | |
| (a) Short-Term Borrowings | 2.03 | 4,07,64,826 | 3,06,01,355 |
| (b) Trade Payables | | 3,76,152 | 4,32,634 |
| (c) Other Current Liabilities | 2.04 | 10,53,482 | 98,69,027 |
| (d) Short-Term Provisions | 2.05 | 2,93,510 | 7,82,123 |
| | | 16,07,11,060 | 15,94,58,744 |
| II. ASSETS | | | |
| <u>(1) Non-Current Assets</u> | | | |
| (a) Non-Current Investments | 2.06 | 15,60,00,000 | 15,60,00,000 |
| (b) Long term Loans and Advances | 2.07 | 6,39,000 | 15,39,000 |
| <u>(2) Current Assets</u> | | | |
| (a) Trade Receivables | 2.08 | 21,00,000 | - |
| (b) Cash and Bank Balances | 2.09 | 4,59,460 | 3,86,188 |
| (c) Short-Term Loans and Advances | 2.10 | 15,12,600 | 15,33,556 |
| | | 16,07,11,060 | 15,94,58,744 |
| Significant Accounting Policies And Notes On Accounts | 1 & 2 | - | - |
| As per our report attached | | | |
| For A. R. Sodha & CO. | For Zodiac Ventures Limited | | |
| Chartered Accountants | | | |
| CA. Dipesh R. Sangoi | Jimit R. Shah | Aakash N. Parikh | |
| Partner | (Managing Director) | (Director) | |
| Membership No. : 124295 | (DIN-01580796) | (DIN-02582311) | |
| Firm Reg. No.: 110324W | | | |
| Place:- Mumbai | Vipul Khona | Avinash Agarwal | |
| Date:- 30.05.2017 | (CFO) | (Company Secretary) | |

ZODIAC VENTURES LIMITED
PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2017

| Particulars | Note No. | For The Year ended 31/03/2017 | For The Year ended 31/03/2016 |
|--|----------|------------------------------------|-------------------------------|
| <u>INCOME</u> | | | |
| Revenue from Operations | 2.11 | 1,35,50,000 | 1,60,00,000 |
| Other Income | 2.12 | 44,590 | 3,80,690 |
| Total Revenue | | 1,35,94,590 | 1,63,80,690 |
| <u>EXPENDITURE</u> | | | |
| Employee Benefit Expense | 2.13 | 61,74,159 | 72,65,465 |
| <u>Finance Costs</u> | | | |
| Interest Expense on Borrowings | | 41,50,213 | 43,65,629 |
| Other Expenses | 2.14 | 25,50,987 | 27,82,092 |
| Total Expenses | | 1,28,75,359 | 1,44,13,186 |
| Profit Before Tax | | 7,19,231 | 19,67,504 |
| <u>Tax Expense:</u> | | | |
| Current tax | | (2,67,900) | (6,47,089) |
| Deferred tax | | - | - |
| Tax in Respect of Earlier Years | | (1,846) | (3,03,095) |
| Profit for the Year | | 4,49,485 | 10,17,320 |
| Earnings Per Equity Share of Face Value of Rs. 1 each | | | |
| (1) Basic | 2.15 | 0.01 | 0.03 |
| (2) Diluted | 2.15 | 0.01 | 0.03 |
| Significant Accounting Policies And Notes On Accounts | | | |
| | | 1 & 2 | |
| As per our report attached | | | |
| For A. R. Sodha & CO. | | For Zodiac Ventures Limited | |
| Chartered Accountants | | | |
| | | Jimit R. Shah | Aakash N. Parikh |
| | | (Managing Director) | (Director) |
| | | (DIN-01580796) | (DIN-02582311) |
| CA. Dipesh R. Sangoi | | | |
| Partner | | | |
| Membership No. : 124295 | | | |
| Firm Reg. No.: 110324W | | | |
| Place:- Mumbai | | Vipul Khona | Avinash Agarwal |
| Date:- 30.05.2017 | | (CFO) | (Company Secretary) |

ZODIAC VENTURES LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2017

| | Particulars | For The year ended 31/03/2017 | For The year ended 31/03/2016 | | | | | | |
|--|---|---|---|---|---|---|---|------------------------------------|--|
| A | <u>Cash flow from Operating Activities:</u> | | | | | | | | |
| | Net Profit before Tax as per Statement of Profit and Loss | 7,19,231 | 19,67,504 | | | | | | |
| | Add : Finance Costs | 41,50,213 | 43,65,629 | | | | | | |
| | Less : Interest Received | (44,590) | (3,80,690) | | | | | | |
| | Operating Cash Profit before Working Capital Changes | 48,24,854 | 59,52,443 | | | | | | |
| | <u>Adjusted for:</u> | | | | | | | | |
| | Increase/(Decrease) in Trade and Other Payables | (89,11,998) | 68,36,644 | | | | | | |
| | (Increase)/Decrease in Trade and Other Receivables | (19,82,924) | (4,10,576) | | | | | | |
| | Cash Generated from Operations | (60,70,068) | 1,23,78,511 | | | | | | |
| | Direct Taxes Paid | 5,34,134 | (38,33,502) | | | | | | |
| | Net Cash Inflow/(Outflow) in the course of Operating Activities | (55,35,934) | 85,45,009 | | | | | | |
| B | <u>Cash flow from Investing Activities:</u> | | | | | | | | |
| | Interest Received | 44,590 | 3,80,690 | | | | | | |
| | Net Cash Inflow / (Outflow) in the course of Investing Activities | 44,590 | 3,80,690 | | | | | | |
| C | <u>Cash flow from Financing Activities:</u> | | | | | | | | |
| | Proceeds/(Repayment) of Short-Term Borrowings (Net) | 1,01,63,471 | (25,18,678) | | | | | | |
| | Finance Costs | (41,50,213) | (43,65,629) | | | | | | |
| | Dividends paid (including Dividend Distribution Tax) | (4,48,814) | (22,46,251) | | | | | | |
| | Net Cash (Outflow) in the course of Financing Activities | 55,64,444 | (91,30,558) | | | | | | |
| | Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C) | 73,100 | (2,04,859) | | | | | | |
| | Opening balance of Cash and Cash equivalents | 1,80,290 | 3,85,149 | | | | | | |
| | Closing balance of Cash and Cash Equivalents (Refer Note 2.09) | 2,53,390 | 1,80,290 | | | | | | |
| <table><tr><td>For A. R. Sodha & CO. Chartered Accountants CA. Dipesh R. Sangoi Partner Membership No. : 124295 Firm Reg. No.: 110324W Place:- Mumbai Date:- 30.05.2017</td><td>For Zodiac Ventures Limited <table><tr><td>Jimit R. Shah (Managing Director) (DIN-01580796)</td><td>Aakash N. Parikh (Director) (DIN-02582311)</td></tr><tr><td>Vipul Khona (CFO)</td><td>Avinash Agarwal (Company Secretary)</td></tr></table></td></tr></table> | | | | For A. R. Sodha & CO. Chartered Accountants CA. Dipesh R. Sangoi Partner Membership No. : 124295 Firm Reg. No.: 110324W Place:- Mumbai Date:- 30.05.2017 | For Zodiac Ventures Limited <table><tr><td>Jimit R. Shah (Managing Director) (DIN-01580796)</td><td>Aakash N. Parikh (Director) (DIN-02582311)</td></tr><tr><td>Vipul Khona (CFO)</td><td>Avinash Agarwal (Company Secretary)</td></tr></table> | Jimit R. Shah (Managing Director) (DIN-01580796) | Aakash N. Parikh (Director) (DIN-02582311) | Vipul Khona (CFO) | Avinash Agarwal (Company Secretary) |
| For A. R. Sodha & CO. Chartered Accountants CA. Dipesh R. Sangoi Partner Membership No. : 124295 Firm Reg. No.: 110324W Place:- Mumbai Date:- 30.05.2017 | For Zodiac Ventures Limited <table><tr><td>Jimit R. Shah (Managing Director) (DIN-01580796)</td><td>Aakash N. Parikh (Director) (DIN-02582311)</td></tr><tr><td>Vipul Khona (CFO)</td><td>Avinash Agarwal (Company Secretary)</td></tr></table> | Jimit R. Shah (Managing Director) (DIN-01580796) | Aakash N. Parikh (Director) (DIN-02582311) | Vipul Khona (CFO) | Avinash Agarwal (Company Secretary) | | | | |
| Jimit R. Shah (Managing Director) (DIN-01580796) | Aakash N. Parikh (Director) (DIN-02582311) | | | | | | | | |
| Vipul Khona (CFO) | Avinash Agarwal (Company Secretary) | | | | | | | | |

ZODIAC VENTURES LIMITED

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

NOTE 1:- SIGNIFICANT ACCOUNTING POLICIES

1.01 Basis of Preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies Act, 2013 read with Companies (Accounts) Rule, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year except as specifically stated otherwise.

1.02 Use of Estimate

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

1.03 Revenue Recognition

Revenue is recognized to the extent that it is probable that economic benefits will flow to the Company and the revenue can be reliably measured. The Following specific recognition criteria must also be met before revenue is recognized:-

Professional Fees for rendering architect and liaisoning service is recognized as per the terms of the Arrangement on accrual basis. The Company collects service tax on behalf of the Government and, therefore, it is not an economic benefit flowing to the Company. Hence, it is excluded from revenue.

Revenue from interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

1.04 Investments

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments.

1.05 Employee Benefits

The Statutory enactments relating to payment of Provident Fund, ESIC and Gratuity to employees are not applicable to the company. The company does not have any scheme for retirement benefits for its employee and as such no provision towards retirement benefits to employees is considered necessary. Short term employee benefits in the form of leave encashment and Bonus is provided on accrual basis.

1.06 Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

1.07 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

1.08 Earning Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

NOTE 2:- NOTES ON ACCOUNTS**2.01 Share Capital**

| Particulars | 31.03.17 | 31.03.16 |
|--|--------------------|--------------------|
| <u>Authorised Share Capital</u> | | |
| 20,00,00,000 Equity Shares of Rs. 1 each | 20,00,00,000 | 20,00,00,000 |
| | 20,00,00,000 | 20,00,00,000 |
| <u>Issued, Subscribed and Paid-Up</u> | | |
| 3,72,90,000 Equity Shares of Rs. 1 each, Fully Paid up | 3,72,90,000 | 3,72,90,000 |
| Total | 3,72,90,000 | 3,72,90,000 |

The Company has only one class of shares referred to as equity shares having a par value of Rs. 1/-. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

The Board, in its meeting on May 30, 2016, recommended a final dividend of Rs. 0.01 per equity share and the same was approved by the shareholders at the Annual General Meeting held on September 30, 2016. This resulted in a cash outflow of Rs. 4,48,814/-including corporate dividend tax.

The Board, in its meeting on May 30, 2017, has recommended a final dividend of Rs. 0.01 per equity share for the financial year ended March 31, 2017. The proposal is subject to the approval of the shareholders at the ensuing Annual General Meeting and, if approved, would result in a cash outflow of Rs. 4,48,814/-including corporate dividend tax.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

Reconciliation of shares outstanding at the beginning and at the end of the reporting period:-

| Particulars | 31.03.17 | | 31.03.16 | |
|--------------------------------------|--------------------|--------------------|--------------------|--------------------|
| | Numbers | Rs. | Numbers | Rs. |
| At the beginning of the Period | 3,72,90,000 | 3,72,90,000 | 3,72,90,000 | 3,72,90,000 |
| Add:- Issued During the Period | - | - | - | - |
| Outstanding at the end of the period | 3,72,90,000 | 3,72,90,000 | 3,72,90,000 | 3,72,90,000 |

Details of shareholder holding more than 5% shares in the Company:-

| Name of the shareholder | 31.03.17 | | 31.03.16 | |
|-------------------------|-------------|--------|-------------|--------|
| | Numbers | % | Numbers | % |
| Ramesh V. Shah | 1,25,92,320 | 33.77% | 1,25,92,320 | 33.77% |
| Pushpa R. Shah | 52,50,000 | 14.08% | 52,50,000 | 14.08% |
| Jimit R. Shah | 27,62,320 | 7.41% | 27,62,320 | 7.41% |

2.02 Reserves And Surplus

| Particulars | 31.03.17 | 31.03.16 |
|---|--------------------|--------------------|
| <u>Securities Premium</u> | | |
| Balance as per last Financial Statements | 6,21,98,310 | 6,21,98,310 |
| Add\Less : Adjustments | - | - |
| Closing Balance | 6,21,98,310 | 6,21,98,310 |
| <u>General Reserve</u> | | |
| Balance as per last Financial Statements | 2,52,462 | 2,52,462 |
| Add : Transfer from Profit and Loss Statement | - | - |
| Closing Balance | 2,52,462 | 2,52,462 |
| <u>Surplus (Deficit) in the statement of Profit & Loss A/c</u> | | |
| Balance as per last Financial Statements | 1,80,32,833 | 1,74,64,327 |
| Add : Profit for the year | 4,49,485 | 10,17,320 |
| Less : Proposed Dividend | - | (3,72,900) |
| Less : Dividend Distribution tax | - | (75,914) |
| Closing Balance | 1,84,82,318 | 1,80,32,833 |
| Total | 8,09,33,090 | 8,04,83,605 |

2.03 Short Term Borrowings

| Particulars | 31.03.17 | 31.03.16 |
|---|--------------------|--------------------|
| <u>Unsecured</u> | | |
| <u>Loans Repayable on Demand</u> | | |
| From Related Parties | 1,62,92,004 | 3,06,01,355 |
| From Other Parties | 2,44,72,822 | - |
| Total | 4,07,64,826 | 3,06,01,355 |

2.04 Other Current Liabilities

| Particulars | 31.03.17 | 31.03.16 |
|-------------------------------------|------------------|------------------|
| Unpaid dividend | 2,06,070 | 2,05,898 |
| Withholding and Other Taxes Payable | 8,47,412 | 6,63,129 |
| Advances from Customer | - | 90,00,000 |
| Total | 10,53,482 | 98,69,027 |

2.05 Short-Term Provisions

| Particulars | 31.03.17 | 31.03.16 |
|---|-----------------|-----------------|
| <u>Provision for Employee Benefits</u> | | |
| Bonus Payable | 1,69,909 | 2,09,708 |
| <u>Others</u> | | |
| <u>Provision for Income Taxes</u> | | |
| AY 15-16 | 1,23,601 | 1,23,601 |
| Provision for Proposed Dividend | - | 3,72,900 |
| Provision for Dividend Distribution Tax | - | 75,914 |
| Total | 2,93,510 | 7,82,123 |

2.06 Non Current Investments

| Particulars | 31.03.17 | 31.03.16 |
|--|---------------------|---------------------|
| <u>Trade investments:-</u> | | |
| <u>Un-Quoted Equity Instruments</u> | | |
| <u>Investment in Subsidiaries:-</u> | | |
| 6,24,00,000 (P.Y. 6,24,00,000) Equity Shares of Zodiac Developers Private Limited of Rs. 1/- each fully paid up. | 15,60,00,000 | 15,60,00,000 |
| Total | 15,60,00,000 | 15,60,00,000 |

2.07 Long-Term Loans And Advances

| Particulars | 31.03.17 | 31.03.16 |
|--|-----------------|------------------|
| <u>Unsecured, Considered Good :-</u> | | |
| <u>(a) Security Deposit:-</u> | | |
| Rental Deposits | 6,39,000 | 6,39,000 |
| <u>(b) Other Loans and Advances:-</u> | | |
| TDS Assessment Year 2017-18 | - | 9,00,000 |
| Total | 6,39,000 | 15,39,000 |

2.08 Trade Receivable

| Particulars | 31.03.17 | 31.03.16 |
|---|------------------|----------|
| <u>Unsecured, Considered Good :-</u> | | |
| Over Six Months | - | - |
| Others | 21,00,000 | - |
| Total | 21,00,000 | - |

2.09 Cash And Bank Balances

| Particulars | 31.03.17 | 31.03.16 |
|---|-----------------|-----------------|
| <u>(i) Cash and Cash Equivalents</u> | | |
| Balances with Banks | 93,086 | 20,844 |
| Cash-on-Hand | 1,60,304 | 1,59,446 |
| | 2,53,390 | 1,80,290 |
| <u>(ii) Other Bank Balances</u> | | |
| Unclaimed Dividend Account | 2,06,070 | 2,05,898 |
| | 2,06,070 | 2,05,898 |
| Total | 4,59,460 | 3,86,188 |

2.10 Short-Term Loans And Advances

| Particulars | 31.03.17 | 31.03.16 |
|--|------------------|------------------|
| <u>Unsecured, Considered Good :-</u> | | |
| <u>Others:-</u> | | |
| Advance to Staff | 4,25,500 | 4,72,500 |
| Service Tax Credit Receivable | - | 70,076 |
| Income Tax Refund (Net of Provision for Tax) | 10,87,100 | 9,90,980 |
| Total | 15,12,600 | 15,33,556 |

2.11 Revenue From Operations

| Particulars | 31.03.17 | 31.03.16 |
|--------------------------------|--------------------|--------------------|
| <u>Sale of Services</u> | | |
| Architect and Liaisoning Fees | 1,35,50,000 | 1,60,00,000 |
| Total | 1,35,50,000 | 1,60,00,000 |

2.12 Other Income

| Particulars | 31.03.17 | 31.03.16 |
|-------------------|---------------|-----------------|
| Interest Received | 44,590 | 3,80,690 |
| Total | 44,590 | 3,80,690 |

2.13 Employee Benefit Expense

| Particulars | 31.03.17 | 31.03.16 |
|------------------------|------------------|------------------|
| Salary & Bonus | 60,42,211 | 71,28,007 |
| Staff Welfare Expenses | 1,31,948 | 1,37,458 |
| Total | 61,74,159 | 72,65,465 |

2.14 Other Expenses

| Particulars | 31.03.17 | 31.03.16 |
|---|------------------|------------------|
| Rent | 15,46,380 | 14,64,375 |
| Legal & Professional Fees | 3,92,545 | 4,25,450 |
| Advertisement Expenses | 82,024 | 67,779 |
| Listing, Depository & Other Related Charges | 24,000 | 2,23,000 |
| Power and Fuel | 1,15,280 | 1,81,250 |
| <u>Auditor's Remuneration:-</u> | | |
| As Auditors | 90,000 | 90,000 |
| For Other Services | 5,000 | 5,000 |
| Interest on Late Payment of Statutory Dues | 2,08,972 | 1,38,194 |
| ROC Filing Fees | 7,800 | 1,09,800 |
| Printing and Stationery | 46,842 | 30,713 |
| Prior Period Expenses | 8,473 | 28,874 |
| Miscellaneous Expenses | 23,671 | 17,657 |
| Total | 25,50,987 | 27,82,092 |

2.15 Earning Per Share

| Particulars | 31.03.17 | 31.03.16 |
|---|-------------|-------------|
| Profit / (Loss) after Tax | 4,49,485 | 10,17,320 |
| Weighted average Number of Shares outstanding during the year. (Face Value Rs. 1 per share) | 3,72,90,000 | 3,72,90,000 |
| Basic Earnings/(Loss) Per share | 0.01 | 0.03 |

Company do not have any potential dilutive equity shares, hence dilutive earning per share is same as earning per share.

2.16 Disclosure Regarding Specified Bank Notes (SBN)

| Particulars | SBNs | Other Denomination Notes | Total |
|--|----------|--------------------------|-----------------|
| Closing Cash in hand as on 08.11.2016 | - | 1,30,391 | 1,30,391 |
| Add: Permitted Receipts | - | 60,000 | 60,000 |
| Less: Permitted Payments | - | (3,023) | (3,023) |
| Less: Amount Deposited in Banks | - | - | - |
| Closing Cash in hand as on 30.12.2016 | - | 1,87,368 | 1,87,368 |

2.17 Related Party Disclosures**a) List of Related Parties where control exists and Related Parties with whom transactions have taken place and Relationships:-****i. Subsidiary Company :-**

Zodiac Developers Private Limited

ii. Key Management Personnel (KMP) :-

Ramesh V. Shah (Chairman)

Jimit Ramesh Shah (Managing Director)

Vipul Khona (Chief Financial Officer)

Avinash Agarwal (Company Secretary)

b) Transaction with Related Parties:-

| Nature of Transaction (Excluding Reimbursements) | 31.03.17 | 31.03.16 |
|---|--------------------|--------------------|
| <u>Short Term Borrowings Taken</u> | | |
| Ramesh V. Shah | 1,34,88,907 | 2,77,49,758 |
| Jimit Ramesh Shah | 4,88,742 | 33,14,660 |
| | 1,39,77,649 | 3,10,64,418 |
| <u>Repayment of Short Term Borrowings Taken</u> | | |
| Ramesh V. Shah | 2,74,87,000 | 2,29,95,000 |
| Jimit Ramesh Shah | 8,00,000 | 1,05,88,096 |
| | 2,82,87,000 | 3,35,83,096 |
| <u>Short Term Loan Given (Advance to Staff)</u> | | |
| Vipul Khona | - | 2,50,000 |
| | - | 2,50,000 |
| <u>Repayment of Short Term Loan Given (Advance to Staff)</u> | | |
| Vipul Khona | 40,000 | - |
| | 40,000 | - |

| Nature of Transaction (Excluding Reimbursements) | 31.03.17 | 31.03.16 |
|--|--------------------|--------------------|
| <u>Sale of Services (Architect Fees Received)</u> | | |
| Zodiac Developers Private Limited | 90,00,000 | 10,00,000 |
| | 90,00,000 | 10,00,000 |
| <u>Interest Paid</u> | | |
| Ramesh V. Shah | 37,48,475 | 36,82,673 |
| Jimit Ramesh Shah | 2,09,713 | 6,82,956 |
| | 39,58,188 | 43,65,629 |
| <u>Salary and other Employee Benefits</u> | | |
| Jimit Ramesh Shah | - | 12,50,000 |
| Vipul Khona | 22,06,705 | 19,79,392 |
| Avinash Agarwal | 4,82,243 | 3,69,731 |
| | 26,88,948 | 35,99,123 |
| <u>Balances Outstanding as at year end</u> | | |
| <u>(a) Short Term Borrowings Taken</u> | | |
| Ramesh V. Shah | 1,42,88,602 | 2,82,86,695 |
| Jimit Ramesh Shah | 20,03,402 | 23,14,660 |
| | 1,62,92,004 | 3,06,01,355 |
| <u>(b) Advances from Customer</u> | | |
| Zodiac Developers Private Limited | - | 90,00,000 |
| | - | 90,00,000 |
| <u>(c) Short Term Loan Given (Advance to Staff)</u> | | |
| Vipul Khona | 2,10,000 | 2,50,000 |
| | 2,10,000 | 2,50,000 |

2.18 Segment Reporting

The company operates in a single line of business i. e. Real Estate and Real Estate Development and also in a single geographic environment within India, Hence there is no reportable segment information with respect to provision of Accounting Standard 17 "Segment Reporting".

2.19 Disclosures required U/s 22 of the Micro, Small and Medium Enterprises Development Act, 2006

There are no dues outstanding to Micro and Small Enterprises.

2.20 Previous Year Figures

Previous year's figures have been re-grouped and / or reclassified wherever necessary to made comparable with current year.

For A. R. Sodha & CO.

Chartered Accountants

CA. Dipesh R. Sangoi

Partner

Membership No. : 124295

Firm Reg. No.: 110324W

Place:- Mumbai

Date:- 30.05.2017

For Zodiac Ventures Limited

Jimit R. Shah
(Managing Director)
(DIN-01580796)

Aakash N. Parikh
(Director)
(DIN-02582311)

Vipul Khona
(CFO)

Avinash Agarwal
(Company Secretary)

INDEPENDENT AUDITORS' REPORT

To,
The Members of,
Zodiac Ventures Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Zodiac Ventures Limited ("the Holding Company") and its subsidiary (collectively referred to as "the Group"), comprising of the consolidated balance sheet as at 31st March 2017, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of 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 Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 financial statements 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 statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company, as at 31 March 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

The accompanying consolidated financial statements include total assets of `10,850 Lacs as at March, 2017 and total revenues and net cash inflows of `2,558 Lacs and `150Lacs respectively for the year ended on that date, in respect of one subsidiary, which have been audited by other auditor, financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is solely on the reports of such other auditor.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements above, 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 statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:

- a) We and the other auditor on whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2017 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditor of its subsidiary company incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31 March 2017 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There were no pending litigations which would impact the consolidated financial position of the group.
 - ii. The Group did not have any material foreseeable losses in long term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Holding Company and subsidiary company incorporated in India.
 - iv. The Company has provided requisite disclosures in its financial statements as to the holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 2.16 to the standalone Financial Statement.

For A.R. SODHA & Co.
 Chartered Accountant
FRN 110324W

Dipesh Sangoi
 Partner
 M. No 124295

Place: Mumbai
Date :14th September, 2017

ANNEXURE A TO THE AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of Zodiac Ventures Limited (hereinafter referred to as "the Holding Company") and its subsidiary company which is company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the of the Holding company, its subsidiary company which is company incorporated in India, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its subsidiary company which is company incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to subsidiary company, which is a company incorporated in India, is based on the corresponding reports of the auditor of such company incorporated in India.

For A.R. SODHA & Co.
Chartered Accountant
FRN 110324W

Dipesh Sangoi
Partner
M. No 124295

Place: Mumbai

Date : 14th September, 2017

ZODIAC VENTURES LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017

| Particulars | Note No. | As at 31/03/2017 | As at 31/03/2016 |
|--|----------|-----------------------|---------------------|
| I. EQUITY AND LIABILITIES | | | |
| <u>(1) Shareholder's Funds</u> | | | |
| (a) Share Capital | 2.01 | 3,72,90,000 | 3,72,90,000 |
| (b) Reserves and Surplus | 2.02 | 11,08,31,412 | 8,43,28,014 |
| <u>(2) Minority Interest</u> | | 12,04,23,239 | 8,67,17,554 |
| <u>(3) Non-Current Liabilities</u> | | | |
| (a) Long-Term Borrowings | 2.03 | 2,73,38,837 | 32,70,09,043 |
| (b) Other Long Term Liabilities | 2.04 | 35,89,05,905 | 33,23,58,400 |
| <u>(4) Current Liabilities</u> | | | |
| (a) Short-Term Borrowings | 2.05 | 12,44,76,072 | 4,28,47,618 |
| (b) Trade Payables | | 91,64,913 | 62,27,760 |
| (c) Other Current Liabilities | 2.06 | 32,77,64,655 | 1,39,17,468 |
| (d) Short-Term Provisions | 2.07 | 3,41,31,709 | 10,47,739 |
| | | 1,15,03,26,742 | 93,17,43,595 |
| II. ASSETS | | | |
| <u>(1) Non-Current Assets</u> | | | |
| (a) Fixed Assets | | | |
| Tangible Assets | 2.08 | 1,40,38,764 | 97,70,426 |
| (b) Goodwill on Consolidation | | 7,06,58,154 | 7,06,58,154 |
| (c) Non-Current Investments | 2.09 | 1,00,000 | 1,00,000 |
| (d) Deferred Tax Assets (Net) | 2.10 | 9,39,912 | 8,16,880 |
| (e) Long term Loans and Advances | 2.11 | 66,93,096 | 73,66,551 |
| (f) Other Non-Current Assets | 2.12 | 17,37,449 | 19,40,389 |
| <u>(2) Current Assets</u> | | | |
| (a) Inventories | 2.13 | 77,12,03,212 | 75,86,62,231 |
| (b) Trade Receivables | 2.14 | 12,60,12,419 | - |
| (c) Cash and Bank Balances | 2.15 | 9,90,22,513 | 2,39,32,857 |
| (d) Short-Term Loans and Advances | 2.16 | 5,82,50,275 | 5,66,13,388 |
| (e) Other Current Assets | 2.17 | 16,70,948 | 18,82,719 |
| | | 1,15,03,26,742 | 93,17,43,595 |
| Significant Accounting Policies And Notes On Accounts | | | |
| 1 & 2 | | | |
| As per our report attached | | | |
| For A. R. Sodha & CO. | | | |
| Chartered Accountants | | | |
| CA. Dipesh R. Sangoi | | | |
| Partner | | | |
| Membership No. : 124295 | | | |
| Firm Reg. No.: 110324W | | | |
| Place:- Mumbai | | | |
| Date:- 14.09.2017 | | | |
| For Zodiac Ventures Limited | | | |
| Ramesh V. Shah | | | |
| (Chairman) | | | |
| (DIN-01580767) | | | |
| Jimit R. Shah | | | |
| (Managing Director) | | | |
| (DIN-01580796) | | | |
| Vipul Khona | | | |
| (CFO) | | | |
| Avinash Agarwal | | | |
| (Company Secretary) | | | |

ZODIAC VENTURES LIMITED
CONSOLIDATED PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2017

| Particulars | Note No. | For The year ended 31/03/2017 | For The year ended 31/03/2016 |
|--|----------|------------------------------------|-------------------------------|
| <u>INCOME</u> | | | |
| Revenue from Operations | 2.18 | 24,99,26,953 | 1,50,00,000 |
| Other Income | 2.19 | 1,04,74,607 | 38,99,958 |
| Total Revenue | | 26,04,01,560 | 1,88,99,958 |
| <u>EXPENDITURE</u> | | | |
| Changes in Inventories of Work-In-Progress | 2.20 | (1,25,40,981) | (18,26,81,682) |
| Employee Benefit Expense | 2.21 | 4,26,72,067 | 3,37,55,218 |
| Finance Costs | 2.22 | 6,73,34,732 | 4,31,59,511 |
| Depreciation and Amortization Expense | 2.08 | 39,72,264 | 50,75,184 |
| Other Expenses | 2.23 | 7,19,81,730 | 11,51,04,955 |
| Total Expenses | | 17,34,19,812 | 1,44,13,186 |
| Profit Before Tax | | 8,69,81,748 | 44,86,772 |
| <u>Tax Expense:</u> | | | |
| Current tax | | (3,38,78,850) | (17,31,449) |
| Deferred tax | | 1,23,032 | 6,98,044 |
| Earlier Year Tax Adjustment | | (1,846) | (3,18,834) |
| Profit for the Year | | 5,32,24,084 | 31,34,533 |
| Less : Share of Profit of Minority Interest | | 3,02,81,666 | 15,28,046 |
| Net Profit after Minority Interest | | 2,29,42,418 | 16,06,487 |
| Earnings Per Equity Share of Face Value of Rs. 1 each | | | |
| (1) Basic | 2.24 | 0.62 | 0.04 |
| (2) Diluted | 2.24 | 0.62 | 0.04 |
| Significant Accounting Policies And Notes On Accounts | 1 & 2 | | |
| As per our report attached | | | |
| For A. R. Sodha & CO. | | For Zodiac Ventures Limited | |
| Chartered Accountants | | | |
| CA. Dipesh R. Sangoi | | Ramesh V. Shah | Jimit R. Shah |
| Partner | | (Chairman) | (Managing Director) |
| Membership No. : 124295 | | (DIN-01580767) | (DIN-01580796) |
| Firm Reg. No.: 110324W | | | |
| Place:- Mumbai | | Vipul Khona | Avinash Agarwal |
| Date:- 14.09.2017 | | (CFO) | (Company Secretary) |

ZODIAC VENTURES LIMITED
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2017

| | PARTICULARS | For The year ended 31/03/2017 | For The year ended 31/03/2016 |
|---|---|--|--|
| A | <u>Cash flow from Operating Activities:</u> | | |
| | Net Profit before Tax as per Statement of Profit and Loss | 8,69,81,748 | 44,86,772 |
| | Add : Prior Period Income | 1,27,00,000 | - |
| | Add : Finance Costs | 41,50,213 | 43,65,629 |
| | Less : Dividend Received | (8,000) | (10,000) |
| | Less : Interest Received | (86,40,535) | (13,16,947) |
| | Less : Profit on Sale of Fixed Assets | - | (1,25,000) |
| | Operating Profit before Working Capital changes | 9,51,83,426 | 74,00,454 |
| | <u>Adjusted for:</u> | | |
| | Increase/(Decrease) in Trade and Other Payables | 5,92,91,501 | 4,89,48,543 |
| | (Increase)/Decrease in Trade and Other Receivables | (11,85,67,960) | (6,39,51,978) |
| | (Increase) / Decrease in Inventories | 5,48,18,742 | (13,86,09,676) |
| | Cash generated from operations | 9,07,25,709 | (14,62,12,656) |
| | Direct Taxes Paid | (52,19,233) | (61,01,979) |
| | Net Cash Inflow/(Outflow) in the course of Operating Activities | 8,55,06,476 | (15,23,14,635) |
| B | <u>Cash flow from Investing Activities:</u> | | |
| | Purchase of Fixed Assets | (82,40,602) | (15,25,687) |
| | Sale of Fixed Assets | - | 1,25,000 |
| | Dividend Received | 8,000 | 10,000 |
| | Interest Received | 86,40,535 | 13,16,947 |
| | Maturity of/(Investment in) Fixed Deposits | (6,00,06,575) | (1,36,11,000) |
| | Net Cash Inflow / (Outflow) in the course of Investing Activities | (5,95,98,642) | (1,36,84,740) |
| C | <u>Cash flow from Financing Activities:</u> | | |
| | Proceeds From Debentures Issued | - | 30,00,00,000 |
| | Redemption of Debentures | (2,70,00,000) | - |
| | Proceeds From Long Term Borrowings | 54,86,800 | 85,10,000 |
| | Repayment of Long Term Borrowings | (31,56,633) | (31,74,329) |
| | Proceeds/(Repayment) of Short-Term Borrowings (Net) | 8,16,28,453 | (8,48,81,539) |
| | Dividends paid (including Dividend Distribution Tax) | (4,48,814) | (22,46,251) |
| | Finance Charges Paid | (6,73,34,732) | (4,31,59,511) |
| | Net Cash (Outflow) in the course of Financing Activities | (1,08,24,925) | 17,50,48,370 |
| | Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C) | 1,50,82,908 | 90,48,995 |
| | Opening balance of Cash and Cash equivalents | 1,00,15,959 | 9,66,964 |
| | Closing balance of Cash and Cash Equivalents (Refer Note 2.15) | 2,50,98,867 | 1,00,15,959 |
| For A. R. Sodha & CO. Chartered Accountants | | For Zodiac Ventures Limited | |
| CA. Dipesh R. Sangoi Partner Membership No. : 124295 Firm Reg. No.: 110324W Place:- Mumbai Date:- 14.09.2017 | | Ramesh V. Shah (Chairman) (DIN-01580767) | Jimit R. Shah (Managing Director) (DIN-01580796) |
| | | Vipul Khona (CFO) | Avinash Agarwal (Company Secretary) |

ZODIAC VENTURES LIMITED

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

NOTE 1:- SIGNIFICANT ACCOUNTING POLICIES

1.01 Basis of Accounting

The consolidated Financial Statements of Zodiac Ventures Limited ("the Company") and its domestic subsidiaries Zodiac Developers Pvt Ltd is prepared under the historical cost convention in accordance with the generally accepted accounting principles in India & the Accounting Standards 21 on Consolidation of Financial Statement, issued by the Institute of Chartered Accountants of India to the extent possible in the same formats that adopted by the Company for its separate financial statements.

1.02 Principles of Consolidation

The financial statements of the subsidiary company used in the consolidation are drawn up to the same reporting dates as of the Company.

The consolidated financial statements have been prepared on the following basis:-

- (a) The financial statements of the company and its subsidiary company have been combined on a line by line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transaction in accordance with Accounting Standard (AS) 21- 'Consolidated Financial Statements'.
- (b) The excess of cost to the company of its investment in subsidiary company over its share of equity of the subsidiary company at the date, on which the investment in the subsidiary company is made, is recognized as "Goodwill" being an asset in the consolidated financial statements.
- (c) Minority Interest in the net assets of subsidiary consists of the amount of equity attributable to the minority shareholders at the date on which investment is made by the Company in the subsidiary company and further movements in their share in equity, subsequent to the date of investment.
- (d) Minority Interest's share of net profit of subsidiary for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- (e) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transaction and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.
- (f) Investments other than in subsidiary have been accounted as per Accounting Standard (AS) 13 "Accounting for Investment".

1.03 The subsidiary considered in the consolidated financial statements is:

| Name of the subsidiary Company | Extent of Holding Company's Interest | Country of Incorporation |
|-----------------------------------|--------------------------------------|--------------------------|
| Zodiac Developers Private Limited | 50.98% | India |

1.04 Use of Estimate

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

1.05 Revenue Recognition

Revenue is recognized to the extent that it is probable that economic benefits will flow to the Company and the revenue can be reliably measured. The Following specific recognition criteria must also be met before revenue is recognized:-

Professional Fees for rendering architect and liaisoning service is recognized as per the terms of the Arrangement on accrual basis. The Company collects service tax on behalf of the Government and, therefore, it is not an economic benefit flowing to the Company. Hence, it is excluded from revenue.

Rent and Interest Income is recognised on a time proportion basis. Dividend income is recognized when the Company's right to receive dividend is established.

The Company has followed the Completed Contract Method for recognition of Income & Expenses. The Income from Sale of Flats/ Property, etc. is accounted when the Sale Deed is executed. Any amount received against Sale of Flats or Property which is under construction/ Development, the same are treated as an Advance and shown as Other Long-Term Liabilities.

All the expenses of the Company which are directly related to the particular project are directly debited to that particular project as Work in process and the General expenses which are not pertaining to any particular Project are allocated to the running projects on the basis of the total expenses incurred on that project during the year.

1.06 Fixed Assets

Fixed Assets are stated at cost of acquisition as reduced by accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

1.07 Depreciation

Depreciation has been provided as per remaining Useful life of Asset after deducting the Residual Value. Useful Life of Asset, in the manner prescribed in Schedule II of the Companies Act, 2013 on pro-rata basis from the date assets have been put to use.

Goodwill arising on consolidation is not amortised and is tested for impairment on periodic basis.

1.08 Inventory

Inventories have been valued at cost or net realisable value whichever ever is lower.

1.09 Investments

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments.

1.10 Employee Benefits

The Statutory enactments relating to payment of Provident Fund, ESIC and Gratuity to employees are not applicable to the company. The company does not have any scheme for retirement benefits for its employee and as such no provision towards retirement benefits to employees is considered necessary. Short term employee benefits in the form of leave encashment and Bonus is provided on accrual basis.

1.11 Borrowing Cost

Borrowing costs directly attributable to development of qualifying asset are capitalized till the date qualifying asset is ready for put to use for its intended purpose as part of cost of that asset. For other Borrowing costs refer note 1.5.

1.12 Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

1.13 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

1.14 Earning Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

NOTE 2:- NOTES ON ACCOUNTS**2.01 Share Capital**

| Particulars | 31.03.17 | 31.03.16 |
|--|--------------------|--------------------|
| <u>Authorized</u> | | |
| 20,00,00,000 Equity Shares of Rs. 1 each | 20,00,00,000 | 20,00,00,000 |
| | 20,00,00,000 | 20,00,00,000 |
| <u>Issued, Subscribed and Paid-Up</u> | | |
| 3,72,90,000 Equity Shares of Rs. 1 each, Fully Paid up | 3,72,90,000 | 3,72,90,000 |
| Total | 3,72,90,000 | 3,72,90,000 |

The Company has only one class of shares referred to as equity shares having a par value of Rs. 1/-. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

The Board, in its meeting on May 30, 2016, recommended a final dividend of Rs. 0.01 per equity share and the same was approved by the shareholders at the Annual General Meeting held on September 30, 2016. This resulted in a cash outflow of Rs. 4,48,814/-including corporate dividend tax.

The Board, in its meeting on May 30, 2017, has recommended a final dividend of Rs. 0.01 per equity share for the financial year ended March 31, 2017. The proposal is subject to the approval of the shareholders at the ensuing Annual General Meeting and, if approved, would result in a cash outflow of Rs. 4,48,814/-including corporate dividend tax.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

Reconciliation of shares outstanding at the beginning and at the end of the reporting period:-

| Particulars | 31.03.17 | | 31.03.16 | |
|--------------------------------------|--------------------|--------------------|--------------------|--------------------|
| | Numbers | Rs. | Numbers | Rs. |
| At the beginning of the Period | 3,72,90,000 | 3,72,90,000 | 3,72,90,000 | 3,72,90,000 |
| Add:- Issued During the Period | - | - | - | - |
| Outstanding at the end of the period | 3,72,90,000 | 3,72,90,000 | 3,72,90,000 | 3,72,90,000 |

Details of shareholder holding more than 5% shares in the Company:-

| Name of the shareholder | 31.03.17 | | 31.03.16 | |
|-------------------------|-------------|--------|-------------|--------|
| | Numbers | % | Numbers | % |
| Ramesh V. Shah | 1,25,92,320 | 33.77% | 1,25,92,320 | 33.77% |
| Pushpa R. Shah | 52,50,000 | 14.08% | 52,50,000 | 14.08% |
| Jimit R. Shah | 27,62,320 | 7.41% | 27,62,320 | 7.41% |

2.02 Reserves And Surplus

| Particulars | 31.03.17 | 31.03.16 |
|---|---------------------|--------------------|
| <u>Securities Premium</u> | | |
| Balance as per last Financial Statements | 6,21,98,310 | 6,21,98,310 |
| Add\Less : Adjustments | - | - |
| Closing Balance | 6,21,98,310 | 6,21,98,310 |
| <u>General Reserve</u> | | |
| Balance as per last financial statements | 2,52,462 | 2,52,462 |
| Add : Transfer from Profit and Loss Statement | - | - |
| Closing Balance | 2,52,462 | 2,52,462 |
| <u>Surplus (Deficit) in the statement of Profit & Loss A/c</u> | | |
| Balance as per last financial statements | 2,18,77,242 | 2,07,19,569 |
| Add : Prior Period Income | 1,27,00,000 | - |
| Less : Tax on Prior Period Income | (57,15,000) | - |
| Less:- Prior Period Income (Net of Tax) (Share of Minority Interest) | (34,24,020) | - |
| Add : Profit for the year | 2,29,42,418 | 16,06,487 |
| Less : Proposed Dividend | - | (3,72,900) |
| Less : Dividend Distribution tax | - | (75,914) |
| Closing Balance | 4,83,80,640 | 2,18,77,242 |
| Total | 11,08,31,412 | 8,43,28,014 |

2.03 Long-Term Borrowings

| Particulars | Non-Current Portion | | Current Maturities | |
|--|---------------------|---------------------|---------------------|------------------|
| | 31.03.17 | 31.03.16 | 31.03.17 | 31.03.16 |
| <u>Secured</u> | | | | |
| <u>(a) Debentures</u> | | | | |
| 18% Redeemable Debentures | - | 30,00,00,000 | 27,30,00,000 | - |
| <u>(b) Term Loans</u> | | | | |
| From Bank | 26,89,222 | 3,92,054 | 19,21,692 | 1,63,285 |
| From Other Parties | 2,46,49,614 | 2,66,16,989 | 19,67,375 | 17,25,409 |
| | 2,73,38,837 | 32,70,09,043 | 27,68,89,067 | 18,88,694 |
| Less:- Amount Disclosed under the head "Other Current Liabilities" (Note-2.06) | - | - | (27,68,89,067) | (18,88,694) |
| Total | 2,73,38,837 | 32,70,09,043 | - | - |

18% Redeemable Debentures is secured by mortgage/charge on the Work-in-Progress at Hanuman Nagar Project of the Company. Repayable in March-2018.

Term loan from Bank amounting to Rs. NIL (P.Y. Rs. 27,300/-) is secured by mortgage/charge on the Motor Car of the Company. Repayable in 60 equal monthly installments commencing from July, 2011. Last installment due in June, 2016. Rate of interest 12% p.a. as at year end. (P. Y. 12% p.a.)

Term loan from Bank amounting to Rs. 3,92,054/- (P.Y. Rs. 5,28,039/-) is secured by mortgage/charge on the Motor Car of the Company. Repayable in 60 equal monthly installments commencing from September, 2014. Last installment due in August, 2019. Rate of interest 10.25% p.a. as at year end. (P. Y. 10.25% p.a.)

Term loan from Bank amounting to Rs. 8,71,085/- (P.Y. Rs. NIL) is secured by mortgage/charge on the Motor Car of the Company. Repayable in 36 equal monthly installments commencing from July, 2016. Last installment due in June, 2019. Rate of interest 9.50% p.a. as at year end. (P. Y. NIL.)

Term loan from Bank amounting to Rs. 5,81,200/- (P.Y. Rs. NIL) is secured by mortgage/charge on the Motor Car of the Company. Repayable in 36 equal monthly installments commencing from February, 2017. Last installment due in January, 2020. Rate of interest 9.50% p.a. as at year end. (P. Y. NIL.)

Term loan from Bank amounting to Rs. 9,72,085/- (P.Y. Rs. NIL) is secured by mortgage/charge on the Motor Car of the Company. Repayable in 36 equal monthly installments commencing from October, 2016. Last installment due in September, 2019. Rate of interest 9.50% p.a. as at year end. (P. Y. NIL.)

Term loan from Bank amounting to Rs. 17,94,491/- (P.Y. Rs. NIL) is secured by mortgage/charge on the Motor Car of the Company. Repayable in 36 equal monthly installments commencing from April, 2016. Last installment due in March, 2019. Rate of interest 9.35% p.a. as at year end. (P. Y. NIL.)

Term loan from Other Parties amounting to Rs. 1,24,58,313/- (P.Y. Rs. 1,34,43,829/-) is secured by mortgage/charge on the Residential Property in the name of Managing Director of the Company and his Relatives. Repayable in 120 equal monthly installments commencing from May, 2014. Last installment due in April, 2024. Rate of interest 13.50% p.a. as at year end. (P. Y. 13.50% p.a.)

Term loan from Other Parties amounting to Rs. 60,33,395/- (P.Y. Rs. 65,60,255/-) is secured by mortgage/charge on the Residential Property in the name of Managing Director of the Company and his Relatives. Repayable in 120 equal monthly installments commencing from February, 2014. Last installment due in January, 2024. Rate of interest 12.50% p.a. as at year end. (P. Y. 12.50% p.a.)

Term loan from Other Parties amounting to Rs. 81,25,281/- (P.Y. Rs. 83,38,314/-) is secured by mortgage/charge on the Residential Property in the name of Managing Director of the Company and his Relatives. Repayable in 180 equal monthly installments commencing from May, 2015. Last installment due in April, 2030. Rate of interest 13.50% p.a. as at year end. (P. Y. 13.50% p.a.)

2.04 Other Long-Term Liabilities

| Particulars | 31.03.17 | 31.03.16 |
|--------------------------------|---------------------|---------------------|
| Trade Payables | 5,32,000 | 5,32,000 |
| Others | | |
| Advances Received from Clients | 18,63,52,905 | 15,98,05,400 |
| Security Deposit Received | 17,20,21,000 | 17,20,21,000 |
| Total | 35,89,05,905 | 33,23,58,400 |

2.05 Short Term Borrowings

| Particulars | 31.03.17 | 31.03.16 |
|----------------------------------|---------------------|--------------------|
| Unsecured | | |
| Loans Repayable on Demand | | |
| From Related Parties | 8,61,81,619 | 3,10,32,220 |
| From Other Parties | 3,82,94,453 | 1,18,15,398 |
| Total | 12,44,76,072 | 4,28,47,618 |

2.06 Other Current Liabilities

| Particulars | 31.03.17 | 31.03.16 |
|--|---------------------|--------------------|
| Current Maturities of Long-Term Borrowings (Note-2.03) | 27,68,89,067 | 18,88,694 |
| Interest accrued but not due on Borrowings | 37,68,156 | 41,27,655 |
| Unpaid dividend | 2,06,070 | 2,05,898 |
| Withholding and Other Taxes Payable | 1,41,72,762 | 46,20,221 |
| Advances Received from Clients-Refundable | 3,27,28,600 | 30,75,000 |
| Total | 32,77,64,655 | 1,39,17,468 |

2.07 Short-Term Provisions

| Particulars | 31.03.17 | 31.03.16 |
|---|--------------------|------------------|
| Provision for Employee Benefits | | |
| Bonus Payable | 1,69,909 | 2,09,708 |
| Others | | |
| Provision for Income Taxes | 3,39,61,800 | 3,89,217 |
| Provision for Proposed Dividend | - | 3,72,900 |
| Provision for Dividend Distribution Tax | - | 75,914 |
| Total | 3,41,31,709 | 10,47,739 |

ZODIAC VENTURES LIMITED

2.08 FIXED ASSETS

| Particulars | Original Cost | | Depreciation | | Net Book Value | |
|------------------------|------------------------|--|-------------------------|--|--|--|
| | As At April 1, 2016 | Additions Deductions/ Adjustment | As At March 31, 2017 | As At April 1, 2016 For the Period | As At March 31, 2017 Deductions/ Adjustment | As At March 31, 2016 As At March 31, 2017 |
| Tangible Assets | | | | | | |
| Building | 7,25,000 | - | 7,25,000 | 29,000 | 14,500 | 6,96,000 |
| Plant and Equipment | 2,05,189 | - | 2,05,189 | 1,29,745 | 16,827 | 75,444 |
| Office Equipment | 25,84,898 | 3,66,500 | 29,51,398 | 17,88,424 | 2,23,789 | 7,96,474 |
| Telephone Equipment | 12,60,996 | 2,22,198 | 14,83,194 | 9,37,355 | 1,62,546 | 3,23,641 |
| Computer Equipment | 36,76,510 | - | 36,76,510 | 31,66,871 | 2,24,773 | 5,09,639 |
| Furniture and Fixtures | 54,32,744 | - | 54,32,744 | 50,50,340 | 1,16,311 | 3,82,403 |
| Vehicles | 2,84,63,775 | 76,51,904 | 3,17,14,653 | 2,14,76,951 | 32,13,518 | 69,86,824 |
| Total | 4,23,49,112 | 82,40,602 | 4,61,88,688 | 3,25,78,685 | 39,72,264 | 1,40,38,764 |
| Previous year | 4,08,23,425 | 15,25,687 | 4,23,49,112 | 2,75,03,502 | 50,75,184 | 97,70,426 |
| | | | | | | 1,33,19,923 |

2.09 Non Current Investments

| Particulars | 31.03.17 | 31.03.16 |
|---|-----------------|-----------------|
| <u>Other investments (Unquoted):-</u> | | |
| 1,000 (P.Y.1,000) Equity Shares of Rs. 100/- each fully paid-up in "The Cosmos Co-Operative Bank Limited"). | 1,00,000 | 1,00,000 |
| Total | 1,00,000 | 1,00,000 |

2.10 Deferred Tax Assets

| Particulars | 31.03.17 | 31.03.16 |
|-----------------------------------|-----------------|-----------------|
| <u>Deferred Tax Assets</u> | | |
| Depreciation | 9,39,912 | 8,16,880 |
| Total | 9,39,912 | 8,16,880 |

2.11 Long-Term Loans And Advances

| Particulars | 31.03.17 | 31.03.16 |
|--|------------------|------------------|
| <u>Unsecured, Considered Good :-</u> | | |
| <u>(a) Security Deposit:-</u> | | |
| SRA and Other Deposits | 9,18,188 | 8,91,643 |
| Rental Deposits | 22,10,000 | 20,10,000 |
| <u>(b) Other Loans and Advances:-</u> | | |
| Advance Against Purchase of Plot | 35,64,908 | 35,64,908 |
| TDS Assessment Year 2017-18 | - | 9,00,000 |
| Total | 66,93,096 | 73,66,551 |

2.12 Other Non-Current Assets

| Particulars | 31.03.17 | 31.03.16 |
|--|------------------|------------------|
| <u>Unsecured, Considered Good:-</u> | | |
| Samir Bhojwani | 4,51,524 | 4,51,524 |
| Income Tax Penalty Paid (A.Y.05-06) | 8,80,045 | 8,80,045 |
| Miscellaneous Expenditure | 4,05,880 | 6,08,820 |
| Total | 17,37,449 | 19,40,389 |

2.13 Inventories

| Particulars | 31.03.17 | 31.03.16 |
|----------------------------------|---------------------|---------------------|
| <u>Work-in-Progress:-</u> | | |
| Plot No.348:- | 76,88,885 | 71,73,017 |
| Plot At Gandhi Nagar- Bandra | 10,47,87,635 | 9,26,40,361 |
| Plot At Indira Nagar | - | 7,31,682 |
| Hanuman Nagar Project | 65,61,50,712 | 65,53,37,457 |
| Babugenu Nagar Project | 25,00,633 | 16,55,593 |
| Pauvna Site | - | 10,53,829 |
| Chakala Site | 75,347 | 70,292 |
| Total | 77,12,03,212 | 75,86,62,231 |

2.14 Trade Receivable

| Particulars | 31.03.17 | 31.03.16 |
|--|---------------------|----------|
| <u>(Unsecured, Considered Good)</u> | | |
| Over Six Months | - | - |
| Others | 12,60,12,419 | - |
| Total | 12,60,12,419 | - |

2.15 Cash And Bank Balances

| Particulars | 31.03.17 | 31.03.16 |
|---|--------------------|--------------------|
| <u>(i) Cash and Cash Equivalents</u> | | |
| Balances with Banks | 2,40,80,119 | 82,62,190 |
| Cash-on-Hand | 10,18,748 | 17,53,769 |
| | 2,50,98,867 | 1,00,15,959 |
| <u>(ii) Other Bank Balances</u> | | |
| Unclaimed Dividend Account | 2,06,070 | 2,05,898 |
| Fixed Deposit | 7,37,17,575 | 1,37,11,000 |
| | 7,39,23,645 | 1,39,16,898 |
| Total | 9,90,22,513 | 2,39,32,857 |

Fixed Deposit with a carrying amount of Rs. 1,00,000/- (P.Y. 1,00,000/-) are subject to first charge to secure the Company's Cash Credit Loans.

Fixed Deposit with a carrying amount of Rs. 1,36,11,000/- (P.Y. 1,36,11,000/-) are subject to first charge to secure the Interest payable on 18% Redeemable Debentures.

2.16 Short-Term Loans And Advances

| Particulars | 31.03.17 | 31.03.16 |
|--|--------------------|--------------------|
| <u>Unsecured, Considered Good :-</u> | | |
| Inter-corporate Loans and Advances | 5,52,93,616 | 5,12,52,567 |
| Advance to Staff | 6,85,000 | 6,34,000 |
| Service Tax Credit Receivable | 2,69,702 | 29,90,816 |
| Income Tax Refund (Net of Provision for Tax) | 16,29,557 | 15,33,437 |
| Advance to Trade Payable & Creditors | 3,72,400 | 2,02,568 |
| Total | 5,82,50,275 | 5,66,13,388 |

2.17 Other Current Assets

| Particulars | 31.03.17 | 31.03.16 |
|---|------------------|------------------|
| Receivables From Jupiter Flat Owners | 4,26,669 | 4,26,669 |
| Samir Bhojwani (Security Expenses Receivable) | 9,43,839 | 7,58,654 |
| Rent Receivable (Including Service Tax) | 97,500 | 4,94,456 |
| Miscellaneous Expenditure | 2,02,940 | 2,02,940 |
| Total | 16,70,948 | 18,82,719 |

2.18 Revenue From Operations

| Particulars | 31.03.17 | 31.03.16 |
|---|---------------------|--------------------|
| Architect and Liaisoning Fees | 45,50,000 | 1,50,00,000 |
| Revenue from sale of constructed properties | 24,53,76,953 | - |
| Total | 24,99,26,953 | 1,50,00,000 |

2.19 Other Income

| Particulars | 31.03.17 | 31.03.16 |
|---|--------------------|------------------|
| Interest Received | 86,40,535 | 13,16,947 |
| Rent Received | 17,64,444 | 19,18,356 |
| Profit on sales of Motor Car | - | 1,25,000 |
| Scrap Sales | 61,628 | 5,29,655 |
| Dividend Received on Investment in Shares | 8,000 | 10,000 |
| Total | 1,04,74,607 | 38,99,958 |

2.20 Changes In Inventories Of Work-In-Progress

| Particulars | 31.03.17 | 31.03.16 |
|--|----------------------|-----------------------|
| <u>Work In Progress at Commencement</u> | | |
| Plot No.348:- | 71,73,017 | 63,23,322 |
| Plot At Gandhi Nagar- Bandra | 9,26,40,361 | 2,87,43,350 |
| Plot At Indira Nagar | 7,31,682 | 6,98,047 |
| Hanuman Nagar Project | 65,53,37,457 | 53,80,69,243 |
| Babugenu Nagar Project | 16,55,593 | 10,74,141 |
| Pauvna Site | 10,53,829 | 10,05,385 |
| Chakala Site | 70,292 | 67,061 |
| Total (A) | 75,86,62,231 | 57,59,80,549 |
| <u>Work In Progress at Close</u> | | |
| Plot No.348:- | 76,88,885 | 71,73,017 |
| Plot At Gandhi Nagar- Bandra | 10,47,87,635 | 9,26,40,361 |
| Plot At Indira Nagar | - | 7,31,682 |
| Hanuman Nagar Project | 65,61,50,712 | 65,53,37,457 |
| Babugenu Nagar Project | 25,00,633 | 16,55,593 |
| Pauvna Site | - | 10,53,829 |
| Chakala Site | 75,347 | 70,292 |
| Total (B) | 77,12,03,212 | 75,86,62,231 |
| Total (A-B) | (1,25,40,981) | (18,26,81,682) |

2.21 Employee Benefit Expense

| Particulars | 31.03.17 | 31.03.16 |
|---------------------------|--------------------|--------------------|
| Wages, Salaries and Bonus | 4,20,74,421 | 3,31,80,335 |
| Staff Welfare | 5,97,646 | 5,74,883 |
| Total | 4,26,72,067 | 3,37,55,218 |

2.22 Finance Costs

| Particulars | 31.03.17 | 31.03.16 |
|-------------------------|--------------------|--------------------|
| Interest Expense | 6,72,99,549 | 4,30,56,231 |
| Loan Processing Charges | 10,000 | - |
| Bank Charges | 25,183 | 1,03,281 |
| Total | 6,73,34,732 | 4,31,59,511 |

2.23 Other Expenses

| Particulars | 31.03.17 | 31.03.16 |
|---|--------------------|---------------------|
| Purchases of Material | 2,44,58,232 | 2,52,88,845 |
| Labour Charges | 2,30,15,910 | 24,27,940 |
| Rent | 59,12,059 | 59,84,174 |
| Rates and Taxes, excluding Taxes on Income | 22,10,591 | 4,24,83,778 |
| Legal & Professional Fees | 34,02,271 | 2,10,78,219 |
| Honorarium Expenses | 3,90,000 | 2,40,000 |
| Security Expenses | 16,57,662 | 13,68,005 |
| Site Expenses | 3,87,032 | 8,03,522 |
| Commission & Brokerage | 9,72,000 | 5,50,000 |
| Motor Car Expenses | 12,91,392 | 20,55,095 |
| Traveling and Conveyance | 2,69,059 | 4,82,417 |
| Telephone Charges | 5,03,947 | 6,15,763 |
| Office Maintenance | 3,76,316 | 3,10,132 |
| Power and Fuel | 20,13,788 | 16,47,090 |
| Repair & Maintenance | 1,64,422 | 2,44,091 |
| Computer Maintenance | 1,46,754 | 2,11,690 |
| Insurance Charges | 16,91,217 | 10,74,012 |
| Business Promotion Expenses | 7,83,945 | 1,89,100 |
| Printing and Stationery | 99,848 | 2,15,600 |
| Advertisement Expenses | 6,45,055 | 7,80,609 |
| Clearing & Forwarding Charges | 1,63,105 | 8,32,300 |
| Compensation Against Flat Booking | - | 43,17,150 |
| Deferred Revenue Exp Written Off | 2,02,940 | 2,02,940 |
| Festival Expenses | 1,20,400 | 1,26,228 |
| <u>Auditor's Remuneration:-</u> | | |
| As Auditors | 1,20,000 | 1,18,750 |
| For Other Services | 5,000 | 5,000 |
| Interest on Late Payment of Statutory Dues | 2,08,972 | 1,38,194 |
| Listing, Depository & Other Related Charges | 24,000 | 2,23,000 |
| ROC Filing Fees | 7,800 | 1,09,800 |
| Water Charges | 4,75,527 | 5,60,447 |
| Prior Period Expenses | 8,473 | 28,874 |
| Miscellaneous Expenses | 2,54,013 | 3,92,190 |
| Total | 7,19,81,730 | 11,51,04,955 |

2.24 Earning Per Share

| Particulars | 31.03.17 | 31.03.16 |
|---|-------------|-------------|
| Profit / (Loss) after Tax | 2,29,42,418 | 16,06,487 |
| Weighted average Number of Shares outstanding during the year. (Face Value Rs. 1 per share) | 3,72,90,000 | 3,72,90,000 |
| Basic Earnings/(Loss) Per share | 0.62 | 0.04 |

Company do not have any potential dilutive equity shares, hence dilutive earning per share is same as earning per share.

2.25 Segment Reporting

The company operates in a single line of business i. e. Real Estate and Real Estate Development and also in a single geographic environment within India, Hence there is no reportable segment information with respect to provision of Accounting Standard 17 "Segment Reporting".

2.26 Related Party Disclosures**a) List of Related Parties & Relationship:-****i. Associate/Enterprises where control/significant influence exists :-**

Zodiac Homemakers Private Limited
Priya Slum Projects Private Limited

ii. Key Management Personnel (KMP) :-

Ramesh V. Shah (Chairman)
Jimit Ramesh Shah (Managing Director)
Vipul Khona (Chief Financial Officer)
Avinash Agarwal (Company Secretary)

iii. Relatives of KMP :-

Puspa R Shah
Yesha R Shah

b) Transaction with Related Parties:-

| Nature of Transaction (Excluding Reimbursements) | 31.03.17 | 31.03.16 |
|--|---------------------|---------------------|
| <u>Short Term Borrowings Taken</u> | | |
| Ramesh V. Shah | 19,60,23,715 | 12,81,53,857 |
| Jimit Ramesh Shah | 75,60,584 | 79,14,086 |
| Puspa R Shah | 6,53,023 | 2,24,521 |
| | 20,42,37,322 | 13,62,92,464 |
| <u>Repayment of Short Term Borrowings Taken</u> | | |
| Zodiac Homemakers Private Limited | - | 3,64,867 |
| Priya Slum Projects Private Limited | - | 2,04,097 |
| Ramesh V. Shah | 14,39,40,789 | 14,20,41,072 |
| Jimit Ramesh Shah | 49,97,135 | 1,50,07,456 |
| Puspa R Shah | 1,50,000 | 3,87,136 |
| | 14,90,87,924 | 15,80,04,628 |
| <u>Short Term Loan Given (Advance to Staff)</u> | | |
| Vipul Khona | - | 2,50,000 |
| | - | 2,50,000 |
| <u>Repayment of Short Term Loan Given (Advance to Staff)</u> | | |
| Vipul Khona | 40,000 | - |
| | 40,000 | - |
| <u>Revenue from Operations (Sale of Constructed Properties)</u> | | |
| Ramesh V. Shah | 10,25,00,000 | - |
| Jimit Ramesh Shah | 6,96,00,000 | - |
| Puspa R Shah | 7,32,76,953 | - |
| | 24,53,76,953 | - |
| <u>Interest Paid</u> | | |
| Ramesh V. Shah | 73,09,151 | 52,53,692 |
| Jimit Ramesh Shah | 5,59,537 | 7,74,540 |
| Puspa R Shah | 21,692 | 27,246 |
| | 78,90,380 | 60,55,478 |
| <u>Salary and other Employee Benefits</u> | | |
| Ramesh V. Shah | 1,26,00,000 | 61,50,000 |
| Jimit Ramesh Shah | 1,26,00,000 | 61,50,000 |
| Yesha R Shah | 5,50,000 | - |
| Vipul Khona | 22,06,705 | 19,79,392 |
| Avinash Agarwal | 4,82,243 | 3,69,731 |
| | 2,84,38,948 | 1,46,49,123 |

| Nature of Transaction (Excluding Reimbursements) | 31.03.17 | 31.03.16 |
|--|---------------------|--------------------|
| <u>Balances Outstanding as at year end</u> | | |
| <u>(a) Short Term Borrowings Taken</u> | | |
| Ramesh V. Shah | 8,04,50,846 | 2,83,67,920 |
| Jimit Ramesh Shah | 51,93,787 | 26,30,338 |
| Puspa R Shah | 5,36,985 | 33,962 |
| | 8,61,81,619 | 3,10,32,220 |
| <u>(b) Advances Received from Clients</u> | | |
| Ramesh V. Shah | - | 1,06,65,000 |
| Jimit Ramesh Shah | - | 1,06,65,000 |
| Puspa R Shah | - | 1,06,65,000 |
| | - | 3,19,95,000 |
| <u>(c) Trade Receivables</u> | | |
| Ramesh V. Shah | 9,17,13,000 | - |
| Jimit Ramesh Shah | 3,12,64,045 | - |
| Puspa R Shah | 9,35,374 | - |
| | 12,39,12,419 | - |
| <u>(d) Short Term Loan Given (Advance to Staff)</u> | | |
| Vipul Khona | 2,10,000 | 2,50,000 |
| | 2,10,000 | 2,50,000 |

2.27 Disclosure Regarding Specified Bank Notes (SBN)

| Particulars | SBNs | Other Denomination Notes | Total |
|--|-------------|---------------------------------|-----------------|
| Closing Cash in hand as on 08.11.2016 | - | 7,38,442 | 7,38,442 |
| Add: Permitted Receipts | - | 1,30,000 | 1,30,000 |
| Less: Permitted Payments | - | (5,29,732) | (5,29,732) |
| Less: Amount Deposited in Banks | - | - | - |
| Closing Cash in hand as on 30.12.2016 | - | 3,38,710 | 3,38,710 |

2.28 Disclosures required U/s 22 of the Micro, Small and Medium Enterprises Development Act, 2006

There are no dues outstanding to Micro and Small Enterprises.

2.29 Previous Year Figures

Previous year's figures have been re-grouped and / or reclassified wherever necessary to made comparable with current year.

For A. R. Sodha & CO.
Chartered Accountants

CA. Dipesh R. Sangoi
Partner
Membership No. : 124295
Firm Reg. No.: 110324W
Place:- Mumbai
Date:- 14.09.2017

For Zodiac Ventures Limited

Ramesh V. Shah
(Chairman)
(DIN-01580767)

Vipul Khona
(CFO)

Jimit R. Shah
(Managing Director)
(DIN-01580796)

Avinash Agarwal
(Company Secretary)

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CIN: L45209MH1981PLC023923

ATTENDANCE SLIP
36th ANNUAL GENERAL MEETING

| | |
|---|--|
| DP ID - Client ID/Folio No. | |
| Name & Address of Sole Member | |
| Name of Joint Holder(s), If any (In Block Letters) | |
| No. of shares held | |

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the **36th ANNUAL GENERAL MEETING** of the Company being held on Monday the 30th October, 2017 at 03:00 P.M. at registered office situated at 404, Dev Plaza, 68, S.V. Road, Andheri (West), Mumbai – 400058.

Note: Please complete this and hand it over at the entrance of the hall.

.....
Member's/Proxy's Signature

----- Cut Here -----

ELECTRONIC VOTING PARTICULARS

| EVS (Electronic Voting Sequence Number) | User ID | (Pan/Seq.No) |
|--|---------|--------------|
| | | |

NOTE: Please read the complete instructions given under the Note. The instructions for shareholders voting electronically to the Notice of Annual General Meeting. The voting time starts from 27th October 2017 at 9:00 A.M. and ends on 29th October, 2017 at 5.00 p.m. The voting module shall be disabled by NSDL for voting thereafter.

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]



| | | | |
|--------------------------|--|----------------------|--|
| Name of the member (s) : | | E-mail Id : | |
| Registered address : | | Folio No/ Client Id: | |
| | | DP Id | |

I/We, being the member (s) of _____ shares of the above named company, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
 2) _____ of _____ having e-mail id _____ or failing him
 3) _____ of _____ having e-mail id _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Monday, 30th October, 2017 at 3:00 P.M. at the registered office of the Company situated at 404, Dev Plaza, 68, S.V. Road, Andheri (West), Mumbai 400058 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

| Sr. No. | Resolutions | For | Against |
|---------|--|-----|---------|
| 1. | To receive, consider and adopt: (a) The Audited Financial Statements of the Company for the financial year ended 31st March 2017 and the Reports of the Board of Directors and Auditors thereon; and (b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2017 and the report of the Auditors thereon. | | |
| 2. | Re-appointment of Mr. Ramesh Shah (DIN: 01580767), as a Director of the Company. | | |
| 3. | Declaration of Dividend on the Equity Shares of the Company for the Financial Year 2016-17. | | |
| 4. | Ratification of Appointment of Auditors to hold office from the conclusion of 36 th Annual General Meeting until conclusion of 37 th Annual General Meeting of the Company and fixing their remunerations. | | |
| 5. | Approving the Borrowing power of the Board. | | |
| 6. | Approving the Related Party Transactions entered by the Company with Zodiac Developers Private Limited. | | |
| 7. | Approval for Reappointment of Mr. Jimit Shah (DIN:01580796) as Managing Director of the Company. | | |
| 8. | Approval for Reappointment of Mr. Ramesh Shah (DIN:01580767) as Whole Time Director of the Company. | | |

Signed this..... day of..... 2017

Signature of shareholder _____

Affix
Revenue
Stamp

Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Third Proxy holder

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**2) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

