

NOTICE

NOTICE is hereby given that the **Twenty First Annual General Meeting** of the Members of Zodiac Energy Private Limited will be held on September 13, 2013 at 11.00 a.m. at the registered office of the company at B-307, Ganesh Plaza, Opp. Navrangpura Bus Stop, Ahmedabad to transact the following business:

Ordinary Businesses:

1. To receive, consider and adopt the Director's Report and Audited Statement of Profit & Loss for the year ended **31st March 2013** and the Balance Sheet as at the date.
2. To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next General Meeting at a remuneration to be decided by the Board of Directors.

Special Business:

1. To consider and if thought fit, to pass with or without modification (s), the following resolution as an ordinary resolution:

"Resolved that M/s. N.V. Kathiria & Associates, Company Secretaries be and are hereby re-appointed for obtaining them the compliance Certificate pursuant to the provisions under section 383A (1) of the Companies Act, 1956 (the act) and those under the Companies (Compliance Certificate) Rules, 2001 for the financial year ending on 31st March, 2013 and the appointee shall hold the office from the conclusion of the annual General Meeting till the conclusion of the next Annual General Meeting."

By order of the Board of Directors

Place: Ahmedabad

Date: August 20, 2013


Director


Director

Notes:-

A member entitled to attend and vote at 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.

DIRECTOR'S REPORT

To,
The Members,

Your Directors have pleasure in presenting the **Twenty First** Annual Report, together with the audited statement of Accounts of the company for the financial year ended **31st March 2013** and trust that the same will meet your approval.

1. Financial Results & Working:

Your Company's performance during the year is summarized below:

Particulars	Amt. in (Rupees)	
	Year ended 31.03.2013	Year ended 31.03.2012
Revenue from Operations	88,503,395	60,949,075
Less: Total Expenditure	86,278,961	59,133,872
Profit before Depreciation and Taxation	2,282,437	1,879,555
Less: Depreciation	314,585	125,017
Profit before Taxation	1,967,852	1,754,537
Less: Provision for Taxation	460,740	502,585
Profit carried to Balance Carried Forward	1,507,112	1,251,952

2. Dividend:

Your directors recommend dividend of Rs. 0.25 per share, total dividend amounting to Rs. 220,840/- on 883,360 fully paid up shares.

3. Deposits:

During the year the company has not accepted any deposit from public.

4. Director's Responsibility Statement:

Pursuant to the requirements under Section 217(2A) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed:

That in the preparation of the accounts for the financial year ended 31st March, 2013 the applicable accounting standards have been followed along with proper explanation relating to material departures;

That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a

true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;

That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

That the Directors have prepared the accounts for the financial year ended 31st March 2013 on a 'going concern' basis.

5. Auditors:-

Kamlesh K. Jain., Chartered Accountants, as Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and are recommended for reappointment. You are requested to re-appoint retiring Auditors **Kamlesh K. Jain Chartered Accountant, Ahmedabad** to hold office from the conclusion of this Annual General Meeting and to fix their remuneration.

6. Particulars of Employees:

The company has not paid any remuneration attracting the provisions of section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975. Hence, no information is required to be appended to this report in this regard.

7. Conservation of Energy, Technology Absorption and Foreign Exchange earning and outgo: There was no foreign exchange earning or outgo during the year under reference.

8. Conservation of Energy, Technology Absorption is not applicable.

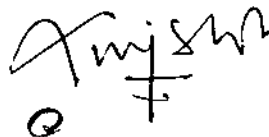
9. Acknowledgements:

Your Directors acknowledgement the co-operation and assistance received from bankers, shareholders and other business constituents during the year under review.

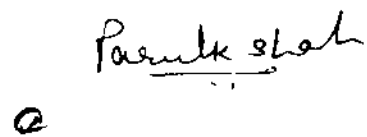
Your Directors also wish to place on record their deep sense of appreciation for the devoted services by executives, officers and staff of the company.

For and on behalf of the Board of Directors

Place: Ahmedabad
Date: August 20, 2013



Director



Director