

NOTICE OF 27TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27th (Twenty-Seventh) Annual General Meeting (AGM) of the Members of Zodiac Energy Limited (“the Company”) will be held on Monday, September 30, 2019 at 03:00 P.M. at Seminar Room, Ahmedabad Management Association, Torrent-AMA Management Centre, Core-AMA Management House, ATIRA Campus, AMA Complex, Dr. V S Marg, Vastrapur, Ahmedabad 380 015 to transact the following businesses:

Ordinary Businesses: -

1. Adoption of Financial Statements:

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors (“the Board”) and auditors thereon.

2. Declaration of dividend:

To declare a dividend on equity shares for the financial year ended 31st March, 2019.

3. Appointment of Ms. Parul Shah (DIN 0378095) as director liable to retire by rotation:

To appoint a director in place of Ms. Parul Shah (DIN 0378095), who retires by rotation and, being eligible, seeks reappointment.

Explanation: Based on the terms of appointment, executive directors and the non-executive directors are subject to retirement by rotation. Ms. Parul Shah (DIN 0378095), who was appointed w.e.f. September 08, 2017 as whole Time Director, in the current term, being the longest-serving member and who is liable to retire, being eligible, seeks reappointment. The Board recommends her reappointment. Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution:

“**RESOLVED THAT**, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the shareholders of the Company be, and is hereby accorded to the reappointment of Ms. Parul Shah (DIN 0378095) as a director, who is liable to retire by rotation.

Registered office:

U.G.F 4-5-6, Milestone Building, Nr. Khodiyar Restaurant, Nr. Drive-In Cinema, Thaltej, Ahmedabad - 380 054, Gujarat

By order of the Board of Directors
For, **ZODIAC ENERGY LIMITED**

Place: Ahmedabad

Date: August 31, 2019

Kunjbihari Shah
Managing Director
DIN 00622460

Notes for Shareholders for AGM:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent (10%) 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.

2. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A proxy form for the AGM is enclosed. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.

3. Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the



Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.

4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
6. The Register of members and share transfer books of the Company will remain closed from Saturday, September 21, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of Annual General Meeting. The same will be re-opened from Tuesday, October 01, 2019 onwards.
7. The Dividend for the year ended 31st March, 2019, if declared at the 27th AGM, will be paid on or after October 5th, 2019 to those members of the Company holding shares in physical form, whose names appear on the Register of Members of the Company on Friday, September 20th, 2019. In respect of shares held in electronic form, the dividend will be paid to the beneficial owners as per the data made available by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Friday, September 20th, 2019.
8. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
9. Members are requested to bring their copy of Annual Report at the meeting.
10. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. www.zodiacenergy.com.
11. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking appointment or re-appointment as Director under Item No. 2 of the Notice is provided hereunder;

Name of Director	Ms. Parul shah
Date of Birth	April 11, 1971
Date of Appointment at current term and designation	Originally appointed as Director w.e.f. April 1, 1998. Re-designated as Whole-Time Director w.e.f. September 8, 2017 for a period of 5 years.
Qualifications	Bachelor of Commerce
Expertise in Specific Functional Areas	She is a Bachelor of Commerce from Sahjanand Arts & Commerce College affiliated from Gujarat University. She has 20 years of experience in field of general administration and management of the business. Presently, she is looking after the general administration and Human Resource department of the Company.
List of Public Limited Companies in which Directorships held	Nil
Chairman / Member of the Committees* of the Board of Directors of the Public Company	Members - Nil Chairperson- Nil
Inter-se relationship with other Directors[^]	She is Wife of Mr. Kunjbihari Shah, Managing Director and Daughter in Law of Mr. Jugalkishor Shah, Non-Executive Director.
No. of Shares held	212400 Shares

*Committee includes the Audit Committee and Stakeholders' Grievance Committee

[^] in accordance with SEBI (ICDR) Regulations, 2009 and the Companies Act, 2013



12. The route map showing directions to reach the venue of the 27th AGM is provided at the end of this Notice.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
14. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
15. In pursuance of the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, the Company is exempted from giving the Members, the facility to cast their vote electronically, through the remote e-voting services on the resolutions set forth in this Notice. However, voting through permitted mode under the Companies Act, 2013 will be allowed at the venue of Annual General Meeting.
16. All documents specifically referred to in this Notice are opened for inspection at the registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of AGM.

Specific Attention of the Members is drawn to the followings:

1. During Financial Year 2018-19, the Securities and Exchange Board of India ('SEBI') and the Ministry of Corporate Affairs ('MCA') has mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required. Shareholders can write to the Company at cs@zodiacenergy.com or contact the Registrars and Transfer Agent - Link Intime India Private Limited ("LIPL") at +91 079 2646 5179 for assistance in this regard.
2. The format of the Register of Members prescribed by the MCA under the Companies Act, 2013 requires the Company/Registrars and Transfer Agents to record additional details of Members, including their Permanent Accounts Number details (PAN), e-mail address, bank details for payment of dividend, etc. Further, SEBI has mandated the submission of PAN by every participant in the securities market. A form for capturing the above details is appended in the Integrated Report 2018-19. Members holding shares in physical form are requested to submit the filled-in form to the Company at the Registered Office or its Registrars and Transfer Agent - Link Intime India Private Limited ("LIPL"). Members holding shares in electronic form are requested to submit the details to their respective Depository Participants
3. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
5. 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 the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to LIPL.
6. As per the provisions of Section 72 of the Act, the facility for making nomination/nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the LIPL. Members holding shares in physical form may submit the same to LIPL. Members holding shares in electronic form may submit the same to their respective depository participant.
7. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and LIPL to enable us to send you the communications via email.



ZODIAC ENERGY LIMITED

CIN: L51909GJ1992PLC017694

 Regd. Off: U.G.F 4-5-6, Milestone Building, Nr. Khodiyar Restaurant, Nr. Drive-In Cinema, Thaltej, Ahmedabad - 380 054, Gujarat
 Phone: +91-79- 27471193; E-mail: cs@zodiacenergy.com Web: www.zodiacenergy.com

ATTENDANCE SLIP

Regd. Folio No./DP Id No./Client Id No.* (*Applicable for investor holding shares in electronic form.)	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

 I/we hereby record my/our presence at the 27th Annual General Meeting of Zodiac Energy Limited held on Monday, September 30, 2019 at 03.00 P.M. at Seminar Room, Ahmedabad Management Association, Torrent-AMA Management Centre, Core-AMA Management House, ATIRA Campus, AMA Complex, Dr. V S Marg, Vastrapur, Ahmedabad 380 015

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature
Notes: Please fill up this attendance slip and hand it over at the entrance of the venue of meeting. Members are requested to bring their copies of the Annual Report to the AGM.

-----Please tear here-----

PROXY FORM

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 Rules made thereunder)

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No./Client Id	

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

- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him
- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him
- Name: _____
Address: _____
E-mail Id: _____ Signature: _____

 as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of Zodiac Energy Limited held on Monday, September 30, 2019 at 03.00 P.M at Seminar Room, Ahmedabad Management Association, Torrent-AMA Management Centre, Core-AMA Management House, ATIRA Campus, AMA Complex, Dr. V S Marg, Vastrapur, Ahmedabad 380 015 and/or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary businesses				
1.	To receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2019 and the reports of the Directors' and the Auditors' thereon.			
2.	Declaration of Dividend			
3.	To appoint a Director in place of Ms. Parul Shah (DIN 00378095), who retires by rotation and being eligible, seeks re-appointment.			

Signed this.....day of.....2019

Signature of shareholder

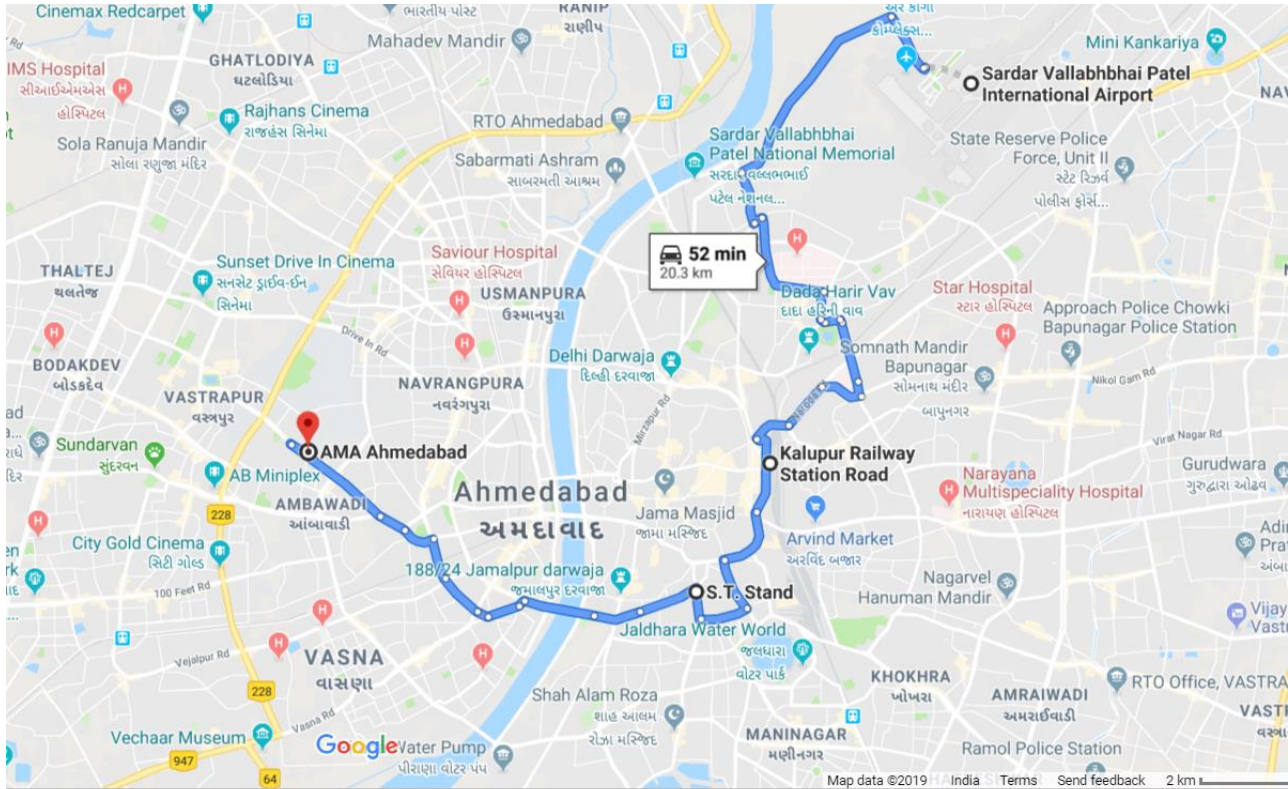
Signature of Proxy holder(s)

 Affix
 Revenue
 Stamp of not
 less than
 Rs. 1

Note:

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before September 28, 2019 at 03:00 p.m.)
- It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.



ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING


- Venue** : Seminar Room, Ahmedabad Management Association, Torrent-AMA Management Centre, Core-AMA Management House, ATIRA Campus, AMA Complex, Dr. V S Marg, Vastrapur, Ahmedabad 380 015
- Day & Date** : Monday, September 30, 2019
- Time** : 03:00 P.M.



