

CIN: U51909GJ1992PTC01769

Notice

NOTICE is hereby given that the 23rd Annual General Meeting of Zodiac Energy Private Limited will be held on 18th September, 2015 at 11.00 AM . at the Registered Office of the Company at A -1204 SIDDHI VINAYAK TOWERS, OFF S G HIGHWAY MAKARBA VEJALPUR, AHMEDABAD to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement for the financial year ended 31st March, 2015 together with the Report of the Board of Directors and Auditors thereon.
2. To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

TO APPOINT STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION.

"RESOLVED that "pursuant to the provisions of the section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and The Companies (Audit & Auditors) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), CA Kamlesh K Jain, Chartered Accountants (Membership No.049330) be and are hereby appointed as the Statutory Auditors of the Company, for a term of five consecutive years to hold office from the conclusion of this Annual General Meeting (AGM) to the conclusion of the AGM to be held for the financial year ending on 31st March, 2020, on the remuneration as may be decided by Board of Directors of the Company subject to the ratification of their appointment by the members at every AGM.

3. To transact any other business with the permission of chairman.

By order of the Board of Directors

For, ZODIAC ENERGY PRIVATE LIMITED


DIRECTOR

KUNJBHARI JUGALKISHOR SHAH

DIN: 00622460

Place: Ahmedabad

Date: 26th August, 2015

Office : A-1204, Siddhi Vinayak Towers, B/h DCP Office,
Beside Kataria Auto, Makarba, S.G. Highway,
Ahmedabad - 380 051, Gujarat, India.

Phone : +91-79-66170307 | +91-9879106443 **Tele/Fax :** +91-79-29704116

Works : Plot No 67, Road No .6 , Kathwada, GIDC, Ahmedabad - 382430

E-mail : info@zodiacenergy.com, **Web :** www.zodiacenergy.com

Page 1 of 1



DIRECTOR'S REPORT

To Members,

ZODIAC ENERGY PRIVATE LIMITED

Your Directors have pleasure in presenting the 23rd Annual Report and Audited Statement of Accounts on the business and operations of your Company and for the year ended 31st March, 2015. Your Company has achieved yet another year of satisfactory performance in turnover and profitability.

1 FINANCIAL RESULTS:

The financial results of the company for the financial year under review are summarised below:

Particulars	Year ended	Year ended
	31 st March, 2015 31 st March, 2015	31 st March, 2014 31 st March, 2014
	(Rs.)	(Rs.)
Gross Total Income	870,05,914.54	951,85,011.55
Profit/(Loss) Before Depreciation, Amortization and Taxation	15,67,758.34	15,67,758.34
Depreciation and Amortization	10,03,388.97	4,39,157.52
Profit/(Loss) before taxation	5,64,369.37	15,22,345.84
Provision for Taxation : For Current Tax	2,10,234.00	3,25,908.00
Provision for Taxation: For Deferred tax	(28,605.00)	1,44,498.00
MAT credit Entitlement	-	-
Profit/(Loss) after Taxation	3,82,740.37	10,51,939.84
Appropriations:		
Proposed Dividend	2,20,840.00	2,20,840.00

2 DIVIDEND

Your director's has recommended dividend of Rs.0.25 per share. Total dividend amounting to Rs.2,20,840/- on 8,83,360 fully paid-up shares.

3 TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The unclaimed dividend is kept in a separate bank account and would be transferred to Investor Protection Fund as per Sec 125(2).

4 STATE OF COMPANY'S AFFAIRS OF COMPANY

The turnover of your Company for the year under review is Rs. 8,67,35,533 as against Rs. 9,51,44,091/- in the previous year, which in the opinion of the directors are satisfactory, your directors are hopeful to improve the growth rate in turnover and profitability in current year. Net Profit After Tax stood at Rs.3,82,470/= as against Rs. 10,51,940/- in the previous financial year.

5 CHANGE IN NATURE OF BUSINESS, IF ANY

No change in business for the year under review.

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6 MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report

7 CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 do not apply to our Company except to the extent that in the year under review there was earnings in foreign exchange to the tune of Rs. 27,81,681 from rendering of consultancy services.

8 RISK MANAGEMENT POLICY

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence is very minimal.

9 DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

10 PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

There was no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

11 PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Not applicable to the company.

12 EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS REPORTS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There was no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to submission of Secretarial Audit Report in not applicable to the Company.

13 COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

14 EXTRACT OF ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in MGT 9 in Annexure -I and is attached to this Report

15 NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR

During the Financial Year 2014-15, 4 meetings of the Board of Directors of the company were held.

16 DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- (a) in the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that 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, 2015 and of the profit /loss of the Company for that period;
- (c) the directors had taken proper and sufficient care 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;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

17 SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Ventures And Associate Companies

18 DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

19 DIRECTORS

There was no Director who got reelected/reappointed during the year under review

20 DECLARATION OF INDEPENDENT DIRECTORS

The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to our Company.

21 STATUTORY AUDITORS

CA Kamlesh K Jain, Chartered Accountant (M.No.049330) statutory auditor of the company retires at the forthcoming AGM and being eligible to offers himself for re appointment. The board recommends their re appointment at the ensuing AGM for five consecutive years from the end of ensuing AGM to the AGM to be held for the financial year ending on 31st March,2020, on the remuneration as may be decided by any Director of the Company subject to the ratification of their appointment by the members at every AGM. The Auditor's report to the members for the year under review does not contain any qualification.

22 CHANGES IN SHARE CAPITAL,

During the Financial Year 2014-15, the share capital of the Company has not been increased under Private Placement/Preferential allotment/Rights issue /Employee Stock Option Scheme of the Company.

(a) Disclosure Regarding Issue of Equity Shares with Differential Rights

There is no issue of shares as per the Rule 4(4) of Companies (Share Capital and Debenture Rules, 2014) for the Financial Year 2014-15

(b) Disclosre Regarding Issue of Employees Stock Options

There is no issue of shares as per the Rule 12(9) of Companies (Share Capital and Debenture Rules, 2014) for the Financial Year 2014-15.

(c) Disclosure Regarding Issue of Sweat Equity Shares

There is no issue of Sweat Equity Shares as per the Rule 8(13) of Companies (Share Capital and Debenture Rules, 2014) for the Financial Year 2014-15 .

23 INTERNAL CONTROLS AND SYSTEMS

The Company has in place a proper and adequate system of internal control and the same is being reviewed commensurate with its size and nature of operations.

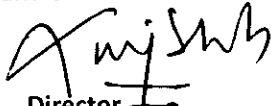
24 DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

Your Directors state that No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future

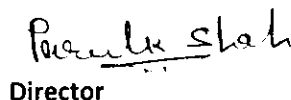
25 APPRECIATION:

Your Directors acknowledge with gratitude the co-operation and assistance given by the Bankers, Distributors, Customers, during the year under review and are confident that your Company will continue to receive such support in the years ahead. The Directors also wish to thank all the employees for their contribution, high degree of commitment, support and continued co-operation throughout the year

For, and on behalf of the Board of Directors of Zodiac Energy Private Limited



Director



Director

Place : Ahmedabad

Date : Aug 26,2015

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	U51909GJ1992PTC017694
2	Registration Date	5-22-1992
3	Name of the Company	ZODIAC ENERGY PRIVATE LIMITED
4	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES INDIAN NON GOVERNMENT COMPANY
5	Address of the Registered office & contact details	A-1204, Siddhi Vinayk Towers, B/h. DCP Office, Beside Kataria Auto, Makarba, S. G. Highway, Ahmedabad - 380 051
6	Whether listed company	NO
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	NIL

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY
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(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Trading in engineering products	-	100.00%
2	Rendering erection, commissioning and installation services		7.5%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	N.A.	N.A.	N.A.	N.A.	N.A.

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF		8,83,360	8,83,360	100.00%		8,83,360	8,83,360	100.00%	N/A
b) Central Govt			-	N/A			-	N/A	N/A
c) State Govt(s)			-	N/A			-	N/A	N/A
d) Bodies Corp.			-	N/A			-	N/A	N/A
e) Banks / FI			-	N/A			-	N/A	N/A
f) Any other			-	N/A			-	N/A	N/A
Sub Total (A) (1)	-	8,83,360	8,83,360	100.00%	-	8,83,360	8,83,360	100.00%	N/A
(2) Foreign									
a) NRI Individuals			-	N/A			-	N/A	N/A
b) Other Individuals			-	N/A			-	N/A	N/A
c) Bodies Corp.			-	N/A			-	N/A	N/A
d) Any other			-	N/A			-	N/A	N/A
Sub Total (A) (2)	-	-	-	N/A	-	-	-	N/A	N/A
TOTAL (A)	-	8,83,360	8,83,360	100.00%	-	8,83,360	8,83,360	100.00%	N/A

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds			-	N/A			-	N/A	N/A
b) Banks / FI			-	N/A			-	N/A	N/A
c) Central Govt			-	N/A			-	N/A	N/A
d) State Govt(s)			-	N/A			-	N/A	N/A
e) Venture Capital Funds			-	N/A			-	N/A	N/A
f) Insurance Companies			-	N/A			-	N/A	N/A
g) FIs			-	N/A			-	N/A	N/A
h) Foreign Venture Capital Funds			-	N/A			-	N/A	N/A
i) Others (specify)			-	N/A			-	N/A	N/A
Sub-total (B)(1):-	-	-	-	N/A			-	N/A	N/A
2. Non-Institutions									
a) Bodies Corp.									
i) Indian			-	N/A			-	N/A	N/A
ii) Overseas			-	N/A			-	N/A	N/A
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh			-	N/A			-	N/A	N/A
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh			-	N/A			-	N/A	N/A
c) Others (specify)									
Non Resident Indians			-	N/A			-	N/A	N/A
Overseas Corporate Bodies			-	N/A			-	N/A	N/A
Foreign Nationals			-	N/A			-	N/A	N/A
Clearing Members			-	N/A			-	N/A	N/A
Trusts			-	N/A			-	N/A	N/A
Foreign Bodies - D R			-	N/A			-	N/A	N/A
Sub-total (B)(2):-	-	-	-	N/A			-	N/A	N/A
Total Public (B)	-	-	-	N/A			-	N/A	N/A
C. Shares held by Custodian for GDRs & ADRs			-	N/A				N/A	N/A
Grand Total (A+B+C)	-	8,83,360	8,83,360	100.00%	-	8,83,360	8,83,360	100.00%	N/A

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Kunjibhari J. Shah	4,73,560	53.61%	0.00%	4,73,560	53.61%	0.00%	0.00%
2								
3								

(iii) Change in Promoters' Shareholding (please specify, if there is no change) - No change

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the				N/A		N/A
	Changes during the year				N/A		N/A
					N/A		N/A
					N/A		N/A
	At the end of the year				N/A		N/A

(iv) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of shares	% of total shares
1	PARUL K SHAH	Allot	6,200	0.70%	6,200	70.00%
	At the beginning of the					
	Changes during the year					
	At the end of the year					
2	BABULAL D KAKADIA	Allot	-	0.00%	-	0.00%
	At the beginning of the					
	Changes during the year					
	At the end of the year					
3	KUNJBIHARI J SHAH	Allot	4,73,560	53.61%	4,73,560	53.61%
	At the beginning of the					
	Changes during the year					
	At the end of the year					
4	PRANAV R MEHTA	Allot	-	0.00%	-	0.00%
	At the beginning of the					
	Changes during the year					
	At the end of the year					
5	VIBHAKAR K GHODA	Allot	-	0.00%	-	0.00%
	At the beginning of the					
	Changes during the year					
	At the end of the year					