

**Empowering  
india Shaping  
a new Future**

**29<sup>th</sup> Annual Report**  
**2020-2021**

Transfrom your home  
into a powerhouse

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### IMPORTANT COMMUNICATION TO MEMBERS:

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent through e-mail to the Shareholders. Further, in compliance with the provisions of the Companies Act, 2013, the Rules framed thereunder and the recent Circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI), electronic copies of the Notice of the 29<sup>th</sup> (Twenty-ninth) Annual General Meeting (AGM) and the Annual Report for the Financial Year 2020-21 will be sent to all the Shareholders whose e-mail addresses are registered with the Company / Depository Participant(s). Shareholders may note that the Notice of the 29<sup>th</sup> AGM and the Annual Report 2020-21 will also be available on the Company's website (at [www.zodiacenergy.com](http://www.zodiacenergy.com)), on the websites of the Stock Exchange where the Equity Shares of the Company are listed, i.e., National Stock Exchange of India Limited (at [www.nseindia.com](http://www.nseindia.com)) and on the website of National Securities Depository Limited (NSDL) (at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)).

## MD'S MESSAGE TO SHAREHOLDERS



Dear Shareholders,

It gives me immense pleasure to represent you 29<sup>th</sup> Annual Report of your company M/s. Zodiac Energy Limited. The world has been changed after COVID-19 Pandemic and humanity is still struggling to cope up with different mutants of corona virus and wave after wave are engulfing the globe with huge number of cases. As you all are aware, we all are passing through the testing time of COVID-19 pandemic and global shutdown. Globally, businesses are facing upheaval task to stay afloat and survive the situation.

Fiscal F.Y. 2020-21 will be remembered as the year of COVID-19. We are grateful to the frontline healthcare workers and other support teams who are selflessly and fearlessly serving humanity during these challenging times. The silver lining is the success of large-scale vaccination in a few countries including India in controlling the pandemic that is giving hope to humanity at large.

India was relatively successful in managing the first wave of the pandemic outbreak but unfortunately, the second wave of Covid-19 is spreading the virus much more rapidly across India, including the rural areas which were relatively less impacted in the first wave. We are cautious and hopeful that with an all-out effort, we will be able to overcome the challenging situation the country is facing. With rapid Vaccination we expect that the third wave of COVID -19 do not impact India much.

Despite the adverse impact of COVID-19, I am pleased to inform you all that your Company has achieved turnover of ₹100 crore for the first time in its history reflecting robust growth of 47.20 % in turnover for the financial year 2020-21. Profit After Tax(PAT) has increased to ₹4.50 crore in FY 2020-21 from ₹ 3.00 crore in FY 2019-20.

This positive performance amid pandemic time was possible mainly on account of continued support of shareholder's and pragmatic leadership provided by the Board of Directors. The support at all the levels of operations by all the employees of your Company also played crucial role in achieving this result.

I would like to thank the entire management team, the work force, the bankers and the Business Associates of the company for enabling your Company to perform well in this troubled time. I have also taken this opportunity to thank my fellow Directors for their immense efforts in formulating and steering your Company's strategies and policies.

The renewable energy is now replacing the fossil fuel energy and from being marginalised source, it is fast becoming mainstream energy source. The nations across world are changing their usage pattern to embrace more and more renewable energy sources, Solar being the major among them.

India is embarked to deploy 450 GW of green energy by 2030 including green hydrogen technology and your company is prepared for being the part of the journey towards fossil fuel free world. I am confident that your Company will achieve greater heights in the times to come and also will deliver long term value addition to all the stakeholders, namely shareholders, customers and employees.

Your company is now qualified for migrating to main board of NSE & BSE and your company is preparing for the same and hopefully, it will migrate to main boards in coming times.

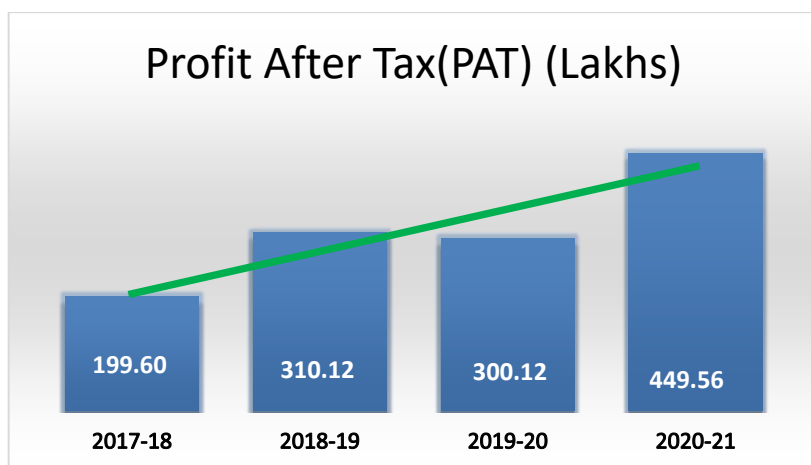
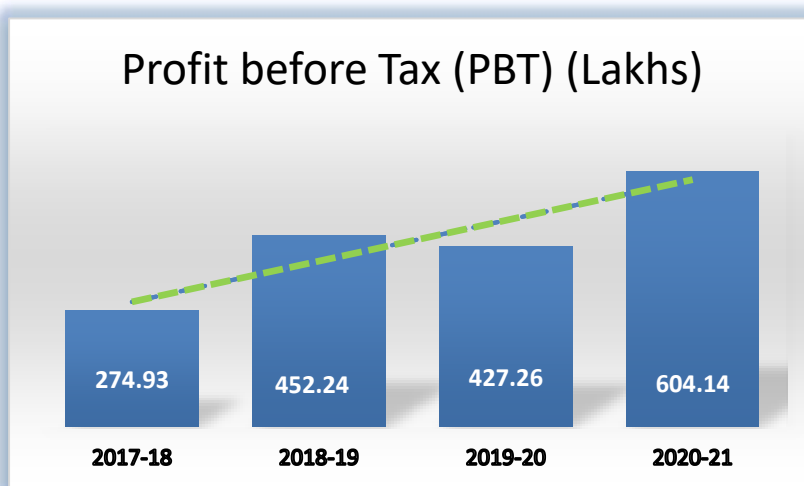
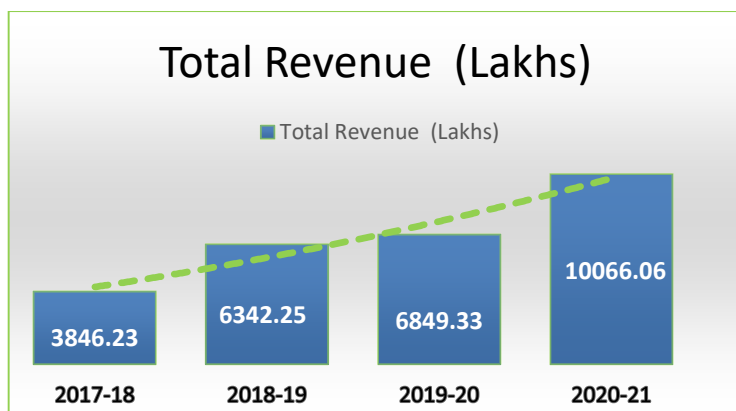
I thank you all very much and I look forward to receive even greater support from all of you.

Stay safe.

With warm Regards,

**Kunjbihari Shah**  
Managing Director

## HOW WE HAVE GROWN OVER THE YEARS



## CORPORATE INFORMATION

### BOARD OF DIRECTORS:

**Mr. Pranav Mehta**  
Chairman Emeritus

**Mr. Kunjbihari Shah**  
Managing Director

**Mr. Dhaval Shah**  
Non-Executive Independent Director

**Ms. Parul Shah**  
Whole Time Director

**Mr. Kalpesh Joshi**  
Non-Executive Independent Director

**Mr. Bhargav Mehta**  
Whole Time Director

**Mr. Ambar Patel\***  
Non-Executive Independent Director

**Mr. Jaxay Shah**  
Non-Executive Director

**Mr. Rakesh Patel\***  
Non-Executive Independent Director  
(\*w.e.f. September 01, 2021)

### KEY MANAGERIAL PERSONNEL:

**Ms. Shefali Karar**  
Chief Financial Officer

**Ms. Niyati Parikh**  
Company Secretary

### REGISTERED OFFICE:

U.G.F 4-5-6, Milestone Building, Nr. Khodiyar Restaurant, Nr.  
Drive-In Cinema,  
Thaltej, Ahmedabad – 380 054, Gujarat  
**Tel No:** +91 79- 27471193  
**Email-cs@zodiacenergy.com**  
**Web:** www.zodiacenergy.com  
**CIN:** L51909GJ1992PLC017694

### REGISTRAR AND TRANSFER AGENT:

**M/s. Link Intime India Private Limited**  
5th Floor, Amarnath Business Centre-1,  
(ABC-1), Beside Gala Business Centre,  
Nr. St. Xavier's College Corner, Off C.G Road, Ellisbridge,  
Ahmedabad- 380 006.  
**Tel No.:** +91 79 -2646 5179

### BANKERS:

AXIS Bank

### COMMITTEES OF BOARD OF DIRECTORS:

#### AUDIT COMMITTEE

Mr. Dhaval Shah	Chairman
Mr. Kalpesh Joshi	Member
Mr. Kunjbihari Shah	Member

#### STAKEHOLDERS' RELATIONSHIP COMMITTEE

Mr. Kalpesh Joshi	Chairman
Mr. Dhaval Shah	Member
Mr. Kunjbihari Shah	Member

#### NOMINATION AND REMUNERATION COMMITTEE

Mr. Dhaval Shah	Chairman
Mr. Kalpesh Joshi	Member
Mr. Jaxay Shah	Member

### STATUTORY AUDITORS:

**M/s. Manubhai & Shah LLP**  
Chartered Accountants  
G-4 Capstone, Opp. Chirag Motors,  
Sheth Mangaldas Road, Ellisbridge,  
Ahmedabad – 380 006  
**Tel:** +91-79-26470000  
**E-mail:** kshitij@msglobal.co.in

### SECRETARIAL AUDITOR:

**M/s SCS & Co LLP**  
Practicing Company Secretaries  
415, Pushpam Complex, Nr. Bank Of Baroda, Opp. Sima  
Hall, Satellite, Ahmedabad -380 015  
**Tel:** +91-79 4005 1702  
**E-Mail:** scsandcollp@gmail.com



## NOTICE OF 29TH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 29<sup>th</sup> (Twenty-ninth) Annual General Meeting (AGM) of the Members of Zodiac Energy Limited ("the Company") will be held on Monday, September 27, 2021 at 04:00 P.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

### ORDINARY BUSINESSES:

1. To receive, consider and adopt the audited financial statements for the financial year ended on March 31, 2021 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kunjbihari Shah (DIN 00622460), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESSES:

3. **To Appoint Mr. Ambar Jayantilal Patel (DIN: 00050042) as a Non-Executive Independent Director of the company:**

*To consider and if thought fit, to pass, with or without modification(s), the following resolutions as an Special Resolutions;*

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Ambar Jayantilal Patel (DIN: 00050042), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors with effect from September 01, 2021 and who holds office till the date of this AGM in terms of Section 161 of the Companies Act, 2013, who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and declaration under Section 164 of the Companies Act, 2013 declaring that he is not disqualified to become the Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Ambar Jayantilal Patel (DIN: 00050042) as a candidate for the office of a Non-Executive Independent Director of the Company and whose appointment has been recommended by Nomination and Remuneration Committee and Board of Directors of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company for a period up to August 31, 2026, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms with the Registrar of Companies and issue appointment letter to Mr. Ambar Jayantilal Patel (DIN: 00050042) and filing of other necessary forms and documents with the Registrar of Companies."

4. **To Appoint Mr. Rakesh Arvindbhai Patel (DIN: 00373019) as a Non-Executive Independent Director of the company:**

*To consider and if thought fit, to pass, with or without modification(s), the following resolutions as an Special Resolutions;*

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Rakesh Arvindbhai Patel (DIN: 00373019), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors with effect from September 01, 2021 and who holds office till the date of this AGM in terms of Section 161 of the Companies Act, 2013, who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and declaration under Section 164 of the Companies Act, 2013 declaring that he is not disqualified to become the Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Rakesh Arvindbhai Patel (DIN: 00373019) as a candidate for the office of a Non-Executive Independent Director of the Company and whose appointment has been recommended by Nomination and Remuneration Committee and Board of Directors of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company for a period up to August 31, 2026, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms with the Registrar of Companies and issue appointment letter to Mr. Rakesh Arvindbhai Patel (DIN: 00373019) and filing of other necessary forms and documents with the Registrar of Companies."

### Registered office:

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

**Place:** Ahmedabad

**Date:** September 01, 2021

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

**Kunjbihari Shah**  
Managing Director  
DIN 00622460

## IMPORTANT NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", circular no. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID-19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 16 and available at the Company's website [www.zodiacenergy.com](http://www.zodiacenergy.com). The deemed venue for the AGM shall be the Registered Office of the Company.
2. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard II is annexed hereto.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to [scsandcollp@gmail.com](mailto:scsandcollp@gmail.com) with copies marked to the Company at [cs@zodiacenergy.com](mailto:cs@zodiacenergy.com) and to National Securities Depository Limited (NSDL) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2020-21 has been uploaded on the website of the Company at [www.zodiacenergy.com](http://www.zodiacenergy.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the AGM Notice is also available on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 21, 2021 to Monday, September 27, 2021 (both days inclusive).
9. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
  - (a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@zodiacenergy.com](mailto:cs@zodiacenergy.com).
  - (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@zodiacenergy.com](mailto:cs@zodiacenergy.com).
  - (c) Alternatively, member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
  - (d) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, having its office at C 101, 247 Park, LBS Rd, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400 083, India, by following the due procedure.

- (e) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
10. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure.
11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at [cs@zodiacenergy.com](mailto:cs@zodiacenergy.com) at least before 10 days of AGM so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
12. Members holding the shares in dematerialized form are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.
13. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
14. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
15. Pursuant to regulation 44(6) of the Listing Regulations, as amended, the Company is providing VC / OAVM facility to its members to attend the AGM. The detailed procedure for participation in the meeting through VC/OAVM or to view the live webcast of AGM is as per note no. 16 and available at the Company's website [www.zodiacenergy.com](http://www.zodiacenergy.com).
16. **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:**
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangements with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as e-voting / tablet voting on the date of the AGM will be provided by NSDL.
  - Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, September 20, 2021, shall be entitled to avail the facility of remote e-voting as well as e-voting / tablet voting on the day of AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
  - A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Monday, September 20, 2021, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.
  - The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, September 21, 2021 to Monday, September 27, 2021 (both days inclusive) and same will be re-opened from Tuesday, September 28, 2021 onwards. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, September 21, 2020, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
  - A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Monday, September 20, 2021, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
  - The remote e-voting will commence on 9:00 A.M. on Friday, September 24, 2021 and will end on 5:00 P.M. on Sunday, September 26, 2021 During this period, the members of the Company holding shares as on the Cut-off date i.e. Monday, September 20, 2021 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
  - Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.



- viii. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Monday, September 20, 2021.
- ix. The Company has appointed M/s. SCS and Co. LLP (FRN: L2020GJ008700), Company Secretaries to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
- x. Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/ 2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- xi. In terms of SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

### **INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING**

**The remote e-voting period begins on 9:00 A.M. on Friday, September 24, 2021 and will end on 5:00 P.M. on Sunday, September 26, 2021. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 20, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 20, 2021.

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

##### **A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "Login" which is available under "<b>IDeAS</b>" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS</b>" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be</li> </ol>

	<p>redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**GENERAL GUIDELINES FOR SHAREHOLDERS:**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scsandcollp@gmail.com](mailto:scsandcollp@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

**CONTACT DETAILS**

<b>Company</b>	<b>ZODIAC ENERGY LIMITED</b> U.G.F-4,5,6, Milestone Building, Near Khodiyar Restaurant, Near Drive In Cinema, Thaltej Ahmedabad-380 054 <b>Tel No.</b> +91-079 2747 1193; <b>Email:</b> <a href="mailto:cs@zodiacenergy.com">cs@zodiacenergy.com</a> ; <b>Web:</b> <a href="http://www.zodiacenergy.com">www.zodiacenergy.com</a>
<b>Registrar and Transfer Agent</b>	<b>Link Intime India Private Limited</b> 5th Floor, 506 TO 508, Amarnath Business Centre – 1 ( ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad – 380006, Gujarat, India <b>Tel No.:</b> +91 79 26465179/86; Fax: +91 79 26465179 <b>Email:</b> <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a> ; <b>Web:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>
<b>E-Voting Agency &amp; VC / OAVM</b>	<b>Email:</b> <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> <b>NSDL help desk:</b> 1800 1020 990 and 1800 22 44 30 You may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>
<b>Scrutinizer</b>	<b>SCS and Co. LLP</b> <b>Practising Company Secretaries</b> <b>Email:</b> <a href="mailto:scsandcollp@gmail.com">scsandcollp@gmail.com</a> ; <b>Tel No.:</b> +91 79 4005 1702

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@zodiacenergy.com](mailto:cs@zodiacenergy.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@zodiacenergy.com](mailto:cs@zodiacenergy.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

➤ **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

➤ **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@zodiacenergy.com](mailto:cs@zodiacenergy.com). The same will be replied by the company suitably.



## EXPLANATORY STATEMENT

### (Pursuant to Section 102 (1) of the Companies Act 2013 and Secretarial Standard 2 on General Meetings)

#### ITEM NO. 3:

##### **TO APPOINT MR. AMBAR JAYANTILAL PATEL (DIN: 00050042) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY: SPECIAL RESOLUTIONS**

Mr. Ambar Jayantilal Patel (DIN: 00050042) was appointed as an Additional (Non-Executive Independent) Director in accordance with the provisions of Section 161 of the Companies Act, 2013 by the Board of Directors at its Board Meeting held on September 01, 2021. Pursuant to the provisions of Section 161 of the Companies Act 2013, Mr. Ambar Jayantilal Patel (DIN: 00050042) will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Ambar Jayantilal Patel (DIN: 00050042) for the office of Non-Executive Independent Director of the Company and to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee and the Board of Directors has, at their respective meetings held on September 01, 2021, considered and recommended the appointment of Mr. Ambar Jayantilal Patel (DIN: 00050042) as a Non-Executive Independent Director of the Company to hold office for a period up to August 31, 2026, not liable to retire by rotation. In the opinion of Nomination and Remuneration Committee and the Board, Mr. Ambar Jayantilal Patel (DIN: 00050042), the Non-Executive Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

Mr. Ambar Jayantilal Patel (DIN: 00050042) is having experience of more than 38 years in Printing and Gravure Industry. He ventured into the manufacturing business of electronically engraved cylinder to be used for flexible packaging industries, First project in India. Mr. Ambar Patel is also actively associated with various Professional Bodies, Education, Charitable and other Trusts like Gujarat Chamber of commerce & Industries, Ahmedabad Management Association, The Kalupur Commercial Cooperative Bank Ltd, Health & Care Foundation (Old Polio Foundation), Aastha Charitable Trust, Santej Industrial Area Association. He has been promoter director providing services at the helm of the operations since inception at SHILP GRAVURES LTD. He is also registered as Independent Director in Independent Director's Data Bank.

The Company has received from Mr. Ambar Jayantilal Patel (DIN: 00050042) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeking the approval of members for the appointment of Mr. Ambar Jayantilal Patel (DIN: 00050042) as Non-Executive Independent Director of the Company to hold office for a period up to August 31, 2026, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder is proposed by the Board of Directors. Further, he will not be liable to retire by rotation.

The Board recommends the matter and the resolution set out under Item No. 3 for the approval of the Members by way of passing Special Resolutions.

Except Mr. Ambar Jayantilal Patel (DIN: 00050042) himself and his relatives to the extent their shareholding in the Company, none of the Directors or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

#### ITEM NO. 4:

##### **TO APPOINT MR. RAKESH ARVINDBHAI PATEL (DIN: 00373019) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY: SPECIAL RESOLUTIONS**

Mr. Rakesh Arvindbhai Patel (DIN: 00373019) was appointed as an Additional (Non-Executive Independent) Director in accordance with the provisions of Section 161 of the Companies Act, 2013 by the Board of Directors at its Board Meeting held on September 01, 2021. Pursuant to the provisions of Section 161 of the Companies Act 2013, Mr. Rakesh Arvindbhai Patel (DIN: 00373019) will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Rakesh Arvindbhai Patel (DIN: 00373019) for the office of Non-Executive Independent Director of the Company and to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee and the Board of Directors has, at their respective meetings held on September 01, 2021, considered and recommended the appointment of Mr. Rakesh Arvindbhai Patel (DIN: 00373019) as a Non-Executive Independent Director of the Company to hold office for a period up to August 31, 2026, not liable to retire by rotation. In the

opinion of Nomination and Remuneration Committee and the Board, Mr. Rakesh Arvindbhai Patel (DIN: 00373019), the Non-Executive Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

Mr. Rakesh Arvindbhai Patel (DIN: 00373019) is having more than 20+ years of experience in the Exports of Food items. He looks after the day to day affairs of international Operations. He is Whole Time Director of the well-known Spices Manufacturer and Exporter Company situated in Ahmedabad. He also looks after Research and Development of the New Product and explores new international Markets. He holds expertise in industrial Policy, industrial Administration and Planning - corporate Management. He is also registered as Independent Director in Independent Director's Data Bank.

The Company has received from Mr. Rakesh Arvindbhai Patel (DIN: 00373019) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeking the approval of members for the appointment of Mr. Rakesh Arvindbhai Patel (DIN: 00373019) as Non-Executive Independent Director of the Company to hold office for a period up to August 31, 2026, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder is proposed by the Board of Directors. Further, he will not be liable to retire by rotation.

The Board recommends the matter and the resolution set out under Item No. 3 for the approval of the Members by way of passing Special Resolutions.

Except Mr. Rakesh Arvindbhai Patel (DIN: 00373019) himself and his relatives to the extent their shareholding in the Company, none of the Directors or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

**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:** September 01, 2021

**Kunjbihari Shah**

**Managing Director**

**DIN 00622460**

**Annexures to Notice of 29<sup>th</sup> Annual General Meeting**  
**Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-II issued by ICSI for**  
**Item No. 2, 3 and 4:**

Name	Mr. Kunjbihari Shah	Mr. Ambar Patel	Mr. Rakesh Patel
Date of Birth	May 14, 1967	November 20, 1953	January 02, 1970
Qualification	Bachelor of Engineering (Mechanical Branch)	B.E (Mech), Diploma in Electrical Engineering	Electronic Engineer
Experience - Expertise in specific functional areas - Job profile and suitability	<p>He is a Bachelor of Engineering (Mechanical Branch). He is one of the Promoters of our Company and has the distinction of leading the Company. He is having more than 25 years of experience in field of energy with specialization in captive and cogeneration power plants. He has worked extensively in the designing, engineering and construction of captive power plants of more than 100 MW, large scale solar power plants and energy efficiency measurements. Nonetheless he is also working in solar energy spectrum since 2009 in land selection, design, supply, installation, commissioning and O&amp;M of large and small ground and roof mounted solar power plants and other form of renewable energy.</p>	<p>Mr. Ambar Patel is B.E (Mech), Diploma in Electrical Engineering. He took charge as Managing Director of the Company SHILP GRAVURES LTD in the year 1993 and has taken very pro-active efforts in the operations and management of the Company since then. He has now more than 38 years of experience in Printing and Gravure Industry. He ventured into the manufacturing business of electronically engraved cylinder to be used for flexible packaging industries, First project in India.</p> <p>Mr. Ambar Patel is also actively associated with various Professional Bodies, Education, Charitable and other Trusts like Gujarat Chamber of commerce &amp; Industries, Ahmedabad Management Association, The Kalupur Commercial Cooperative Bank Ltd, Health &amp; Care Foundation (Old Polio Foundation), Aastha Charitable Trust, Santej Industrial Area Association. He has been promoter director providing services at the helm of the operations since inception at SHILP GRAVURES LTD.</p>	<p>Mr. Rakesh A. Patel (DIN: 00373019) is Whole Time Director of the well-known Spices Manufacturer and Exporter Company situated in Ahmedabad.</p> <p>Mr. Patel has an Education Background in Electronic Engineering and having more than 20+ years of experience in the Exports of Food items. He looks after the day to day affairs of international Operations. Mr. Patel is also involved in affairs related to product Costing. Besides handling the Existing international Marketing, he also looks after Research and Development of the New Product and explores New international Markets. He holds expertise in industrial Policy, industrial Administration And Planning - corporate Management.</p>
No. of Shares held as on March 31, 2021 including Shareholders as a Beneficial owner.	87,83,040 Equity Shares	4,000 Equity Shares	--
Terms & Conditions	There is no change or modifications in the	Not Liable to retire by rotation	Not Liable to retire by rotation

	Terms and Conditions.		
<b>Number of Board Meetings attended during the Financial Year 2020-21</b>	9 Meetings	Not Applicable	Not Applicable
<b>Date of Original Appointment</b>	June 22, 1992	September 01, 2021	September 01, 2021
<b>Date of Appointment in current terms</b>	September 08, 2017	September 01, 2021	September 01, 2021
<b>Directorships held in public companies including deemed public companies</b>	Zodiac Energy Limited	-Shilp Gravures Limited -Harsha Engineers Limited -C D Commodities Broking Limited	Kitchen Xpress Overseas Limited
<b>Memberships / Chairmanships of committees of public companies**</b>	Membership – 2 Committees	--	--
<b>Inter-se Relationship with other Directors.</b>	Husband of Ms. Parul Shah	Not Applicable	Not Applicable

\*\*Includes only Audit Committee and Stakeholders' Relationship Committee.

\*\*\*\*\*

## DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 29<sup>th</sup> Annual Report along with the audited financial statements of your Company for the financial year ended on March 31, 2021.

### FINANCIAL PERFORMANCE:

The audited financial statements of the Company as on March 31, 2021 are prepared in accordance with the accounting standards as notified under section 133 of the Companies Act 2013 (Act), read with the relevant rules made thereunder and other accounting principles generally accepted in India and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The summarized financial highlight is depicted below:

(Amount in Lakhs)

Particulars	F.Y. 2020-21	F.Y. 2019-20
Revenue from Operations	10,036.85	6,818.31
Other Income	29.21	31.04
<b>Total Income</b>	<b>10,066.06</b>	<b>6,849.35</b>
Less: Total Expenses before Depreciation, Finance Cost and Tax	9,350.22	6,337.56
Profit before Depreciation, Finance Cost and Tax	715.84	511.79
Less: Depreciation	17.96	10.69
Less: Finance Cost	92.75	73.85
<b>Profit Before Tax</b>	<b>605.13</b>	<b>427.25</b>
Less: Current Tax	171.00	125.10
Less: Deferred tax Liability	(2.27)	(0.81)
Less: Pervious year tax adjustment	(13.16)	2.85
<b>Profit after Tax</b>	<b>449.56</b>	<b>300.11</b>

### PERFORMANCE HIGHLIGHTS:

During the year under review, your Company has recorded total Revenue from Operations to the tune of ₹10,036.85 Lakhs during the financial year 2020- 21 compared to ₹6,818.31 Lakhs in the corresponding previous financial year which clearly states robust growth of 47.20% in the revenue. Further your Company has reached the milestone of turnover of ₹100 crores during this Financial Year. Your Company has recorded total income of ₹10,066.06 Lakhs during the Financial Year 2020-21 as compared to ₹6,849.35 Lakhs in the corresponding previous financial year.

During the year, your Company has generated earnings before interest, depreciation and tax (EBIDTA) of ₹715.84 Lakhs as compared to ₹511.79 Lakhs in the previous year. The net profit after tax for the financial year 2020-21 stood at ₹449.56 Lakhs as compared to ₹300.11 Lakhs during the previous financial year 2019-20 which states increase of almost 49.80% increase in the profit of the Company.

Profit of your Company has increased due to increase in Turnover of the Company as well as reduction in Other Expenses of the Company. As compared to that there is increase in administrative cost as well as Finance Cost during the year. However, the total expenses of the Company has reduced as compared to previous year. Hence, at the result of increase in revenue from operation profit of your Company has increased at robust growth.



#### **EFFECTS OF COVID -19 ON THE BUSINESS OF THE COMPANY:**

The COVID-19 pandemic towards the end of last financial year created lot of uncertainty on supply as well as demand side and instrumental in creating high volatility in the market. As you all are aware, we all are passing through the testing time of COVID-19 pandemic and global shutdown. Globally, businesses are facing upheaval task to stay afloat and survive the situation.

We began the financial year under review under complete lockdown and first two months have been washed out due to strict restrictions on movement of man & material during this time in India.

The COVID-19 pandemic has few adverse effects on the solar sector in India too such as shortage of manpower, adherence to social distancing, lack of parts and equipment. The reverse migration of skilled and unskilled labour etc.

At present 80% of the solar cells and modules used in Indian projects are coming from China. This pandemic situation has affected the manufacturing capacities of China and also due to quarantine laws of many countries, logistic from the beginning of the year has been affected. Due to this many ship container companies had also stopped functioning out of Chinese ports and transporting goods from China to other countries, including India. This created huge disruption in supplies of components for the projects to be executed. Also, the cost of material and logistic have been increased substantially.

The brighter side of this pandemic situation is that during the lock-down, the solar power plants installed by clients were continuously earning for them. Due to this, many clients in residential, industrial, and commercial sector are thinking positively for installing solar power plants for their electricity requirements. The Govt. of India and Govt. of Gujarat have given tremendous and commendable support to resume businesses in this pandemic situation. We appreciate their support.

#### **DIVIDEND:**

The Board of Directors of your company, after considering holistically the relevant circumstances and keeping in view the tremendous growth opportunities that your company is currently engaged with, has decided that it would be prudent not to recommend any Dividend for the year under review.

#### **TRANSFER TO GENERAL RESERVE:**

Your Directors do not propose transfer of any amount to the General Reserves. Full amount of net profit is carried to reserve & Surplus account of the Company.

#### **CHANGE IN NATURE OF BUSINESS:**

During the year under review, your Company has not changed its business or object and continues to be in the same line of business as per main object of the Company.

#### **SHARE CAPITAL:**

##### **Authorized Capital: -**

The Authorized Capital of the Company is ₹ 15,00,00,000/- divided into 1,50,00,000 Equity Shares of ₹ 10/- .

##### **Issued, Subscribed & Paid-up Capital: -**

The present Paid-up Capital of the Company is ₹ 14,63,34,400/- divided into 1,46,33,440 Equity Shares of ₹10/- each.

During the year company has issued Bonus Shares in ratio of 1:1 i.e. one bonus equity share of ₹ 10/- each for every one fully paid up equity shares of ₹ 10/- each by the existing shareholders as of the record date October 9, 2020.

Board of Director in their meeting held on September 01, 2020 has recommended issuance of Bonus shares in ratio of 1:1 i.e. one bonus equity share of ₹ 10/- each for every one fully paid up equity shares of ₹ 10/- each, subject to approval of Shareholders in the Annual General Meeting. The Annual General Meeting was held on September 28, 2020 in which shareholders have approved the resolution for increase in authorized share capital to ₹15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One crore Fifty Lakhs Only) Equity Shares of ₹ 10/- (Rupees Ten Only) and issuance of bonus shares in ratio of 1:1 i.e. one bonus equity share of ₹ 10/- each for every one fully paid up equity shares of ₹ 10/- each. The Board of Directors allotted the Bonus shares in their Board Meeting held on October 10, 2020 to the shareholders who were shareholders as on the record date i.e. on October 9, 2020 .The trading of bonus share was commenced w.e.f. October 26, 2020 on National Stock Exchange of India Limited.

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

##### **Chairman emeritus: -**

Board of Directors has appointed Mr. Pranav Mehta as a Chairman Emeritus of the Company with effect from September 16, 2017.

Mr. Pranav Mehta is a well-respected name, in India as well as other countries, in the area of Solar Energy for his dedicated advocacy and action for wide spread solar penetration and sustainable growth, not only with the governments but also the

corporate sector and he continues to work in the policy advocacy and supporting environmental activities in India and elsewhere in the other countries.

#### Constitution of Board: -

As on the date of this report, the Board comprises following Directors;

Name of Director	Category Cum Designation	Date of Appointment at current Term & designation	Total Directorship <sup>2</sup>	No. of Committee <sup>1</sup>		No. of Shares held as on March 31, 2021
				in which Director is Members	in which Director is Chairman	
Mr. Kunjbihari Shah	Managing Director	September 08, 2017	1	2	-	87,83,040 Equity Shares
Ms. Parul Shah	Whole-Time Director	September 08, 2017	1	-	-	4,24,800 Equity Shares
Mr. Bhargav Mehta	Whole-Time Director	September 26, 2017	1	-	-	-
Mr. Jaxay Shah	Non-Executive Director	March 12, 2020	9	-	-	1,44,000 Equity Shares
Mr. Dhaval Shah	Independent Director	September 22, 2018	3	2	1	-
Mr. Kalpesh Joshi	Independent Director	September 22, 2018	2	4	1	-

<sup>1</sup> Committee includes Audit Committee and Shareholders' Grievances Committee across all Public Companies.

<sup>2</sup> Excluding Section 8 Company & struck off Companies

The composition of Board complies with the requirements of the Companies Act, 2013 ("Act"). Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is exempted from the requirement of having composition of Board as per Regulation 17 of Listing Regulations.

None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

None of the Director of the Company is serving as a Whole-Time Director / Managing Director in any Listed Company and is holding position of Independent Director in more than 3 Listed Company. Neither any of the Director of the Company is holding position as Director in more than 7 listed entities nor any of the Director of the Company serve as an Independent Director in more than 7 listed entities.

#### DISCLOSURE BY DIRECTORS:

The Directors on the Board have submitted notice of interest under Section 184(1) i.e. in Form MBP 1, intimation under Section 164(2) i.e. in Form DIR 8 and declaration as to compliance with the Code of Conduct of the Company.

#### BOARD MEETING:

Regular meetings of the Board are held at least once in a quarter. Additional Board meetings are convened, as and when required, discussing and deciding on various business policies, strategies and other businesses. The Board meetings are generally held at the registered office of the Company.

During the year under review, Board of Directors of the Company met 9(Nine) times viz on June 27, 2020; July 04, 2020; September 01, 2020; October 10, 2020; November 06, 2020; November 13, 2020; December 01, 2020; December 25, 2020 and March 15, 2021.

The details of attendance of each Director at the Board Meetings are given below;

Name of Director	Date of Original Appointment	Date of Appointment at current Designation	Date of Cessation	Number of Board Meetings Eligible to attend	Number of Board Meetings attended
Mr. Kunjbihari Shah	June 22,1992	September 08,2017	-	09	09
Ms. Parul Shah	April 01,1998	September 08,2017	-	09	09
Mr. Bhargav Mehta	September 26,2017	September 26,2017	-	09	09
Mr. Jaxay Shah	March 12, 2020	September 28, 2020	-	09	09
Mr. Kalpesh Joshi	September 08,2017	September 22,2018	-	09	09
Mr. Dhaval Shah	September 08,2017	September 22,2018	-	09	09

The gap between two consecutive meetings was not more than one hundred and twenty days as provided in section 173 of the Act.

#### INDEPENDENT DIRECTORS:

In terms of Section 149 of the Companies Act, 2013 and rules made there under, the Company has two Non-Promoter Non-Executive Independent Directors in line with the act. The Company has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Act. Further, all the Independent Directors of the Company have registered themselves in the Independent Director Data Bank.

The Independent Directors met on March 15, 2021, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole; the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### INFORMATION ON DIRECTORATE:

During the year under review, there was no change in the constitution of the Board of Directors.

Further, the Board of Directors had appointed Mr. Jaxay Shah, as Additional (Non-Executive) Director with effect from March 12, 2020 and his appointment was regularized by the Members at their Annual General Meeting held on September 28, 2020 and he is appointed as Independent Director of the Company of a period of five years.

After closure of financial year, the Board of Directors of the Company, in their meeting held on September 01, 2021, has appointed Mr. Ambar Jayantilal Patel (DIN: 00050042) and Mr. Rakesh Arvindbhai Patel (DIN: 00373019) as an Additional (Non-Executive Independent) Director. In terms of Section 161 of the Companies Act, 2013. Mr. Ambar Jayantilal Patel (DIN: 00050042) and Mr. Rakesh Arvindbhai Patel (DIN: 00373019), Additional (Non-Executive Independent) Directors of the Company, holds office up to the date of ensuing Annual General Meeting of the Company. The Company has received the notice from member under Section 160 of the Companies Act, 2013 signifying his intention to appoint Mr. Ambar Jayantilal Patel (DIN: 00050042) and Mr. Rakesh Arvindbhai Patel (DIN: 00373019) as Non-Executive Independent director of the Company for a period upto August 31, 2026.

In accordance with the provisions of the Articles of Association and Section 152 of the Companies Act, 2013, Mr. Kunjbihari Shah, Managing Director of the Company, retires by rotation at the ensuing annual general meeting. He, being eligible, has offered himself for re-appointment as such and seeks re-appointment. The Nomination and Remuneration Committee and Board of Directors recommend his re-appointment on the Board.

The relevant details, as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard, of the person seeking re-appointment/ appointment as Director are also provided in Notes to the Notice convening the 29<sup>th</sup> Annual General meeting.

#### **KEY MANAGERIAL PERSONNEL:**

In accordance with Section 203 of the Companies Act, 2013, Mr. Kunjbihari Shah, Managing Director, Ms. Parul Shah, Whole Time Director, Mr. Bhargav Mehta, Whole-Time Director, Ms. Shefali Karar, Chief Financial Officer and Ms. Niyati Parikh, Company Secretary and Compliance officer, continued to be Key Managerial Personnel of the Company during the Financial Year 2020-2021.

#### **PERFORMANCE EVALUATION:**

The Board of Directors has carried out an annual evaluation of its own performance, board committees, Chairman and individual directors pursuant to the provisions of the Act.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure effectiveness of board processes information and functioning etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings etc.

In addition, the performance of chairman was also evaluated on the key aspects of his role.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee Meetings like preparedness on the issues to be discussed meaningfully and constructive contribution and inputs in meetings etc.

#### **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- a) In preparation of annual accounts for the year ended March 31, 2021, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) such accounting policies have been selected and applied consistently and judgments and estimates have been made that are 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 and loss of the Company for that period;
- c) 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;
- d) the annual financial statements have been prepared on going concern basis for the year ended March 31, 2021;
- e) the proper internal financial controls were in place and that the financial control were adequate and were operating effectively; and
- f) The proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

#### **COMMITTEE OF BOARD:**

The Board of Directors, in line with the requirement of the act, has formed various committees, details of which are given hereunder.

##### **A. Audit Committee: -**

Audit Committee meeting is generally held for the purpose of recommending the half yearly and yearly financial result. Additional meeting is held for the purpose of reviewing the specific item included in terms of reference of the Committee. The detailed term of reference of the Committee is as per Section 177 of the Companies Act, 2013 and Part C of Schedule II to Listing Regulations.

During the year under review, Audit Committee met 2(Two) Times during the Financial Year 2020-21, viz. on June 27, 2020 and November 13, 2020.

The composition of the Committee and the details of meetings attended by its members are given below:

Name of the Directors	Category	Designation	Number of meetings during the Financial Year 2020-21		
			Held	Eligible to attend	Attended
Mr. Dhaval Shah	Non-Executive Independent Director	Chairperson	2	2	2
Mr. Kalpesh Joshi	Non-Executive Independent Director	Member	2	2	2
Mr. Kunjbihari Shah	Managing Director	Member	2	2	2

The Statutory Auditors and Chief Financial Officer of the Company are invited in the meeting of the Committee wherever required. Further, the Company Secretary of the Company is acting as Secretary to the Audit Committee.

Recommendations of Audit Committee, wherever/whenever given, have been accepted by the Board.

#### **Vigil Mechanism:**

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior actual or suspected fraud or violation of Company's Code of Conduct.

Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company [www.zodiacenergy.com](http://www.zodiacenergy.com).

#### **B. Stakeholder's Grievance & Relationship Committee:**

The Stakeholder's Grievance & Relationship Committee is made mainly to focus on the redressal of Shareholders' / Investors' Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc. The Stakeholders Relationship Committee shall meet at least four times a year with a maximum interval of 120 days between two consecutive meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The detailed term of reference of the Committee is as per Section 178 of the Companies Act, 2013 and Part D of Schedule II to Listing Regulations.

During the year under review, Stakeholder's Grievance & Relationship Committee met 4(Four) times viz on June 27, 2020; September 01, 2020; November 13, 2020 and March 15, 2021.

The composition of the Committee and the details of meetings attended by its members are given below:

Name of the Directors	Category	Designation	Number of meetings during the Financial Year 2020-21		
			Held	Eligible to attend	Attended
Mr. Kalpesh Joshi	Non-Executive Independent Director	Chairperson	4	4	4
Mr. Dhaval Shah	Non-Executive Independent Director	Member	4	4	4
Mr. Kunjbihari Shah	Managing Director	Member	4	4	4

During the year, the Company had not received any complaints from the Shareholders. There was no complaint pending as on March 31, 2021.



### C. Nomination and Remuneration Committee:

The Nomination and Remuneration committee is formed in line with the provisions of Section 178 of the Companies Act, 2013. Nomination and Remuneration Committee meetings are generally held for identifying the persons who are qualified to become Directors and may be appointed in senior management and recommending their appointments and removal. Further, the committee shall also meet as and when the need arises for review of Managerial Remuneration. The detailed terms of reference of the Committee is as per Section 178 of the Companies Act, 2013 and Part D of Schedule II to Listing Regulations.

During the year under review, Nomination & Remuneration Committee met 2 (Two) times viz on September 01, 2020 and March 15, 2021.

The composition of the Committee and the details of meetings attended by its members are given below:

Name of the Directors	Category	Designation	Number of meetings during the Financial Year 2020-21		
			Held	Eligible to attend	Attended
Mr. Dhaval Shah	Non-Executive Independent Director	Chairperson	2	2	2
Mr. Kalpesh Joshi	Non-Executive Independent Director	Member	2	2	2
Mr. Jaxay Shah	Non-Executive Director	Member	2	2	2

### Nomination and Remuneration Policy:

Nomination and Remuneration Policy in the Company is designed to create a high-performance culture. It enables the Company to attract motivated and retained manpower in competitive market, and to harmonize the aspirations of human resources consistent with the goals of the Company. The Company pays remuneration by way of salary, benefits, perquisites and allowances to its Executive Directors and Key Managerial Personnel.

The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on the website of the Company at [www.zodiacenergy.com](http://www.zodiacenergy.com) and is annexed to this Report as **Annexure – A**.

### PUBLIC DEPOSIT:

The company has not accepted any deposits from the public. Hence, the directives issued by the Reserve Bank of India & the Provision of Section 73 to 76 of the Company Act, 2013 or any other relevant provisions of the Act and the Rules there under are not applicable.

### PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS & SECURITY:

Details of Loans, Guarantees, Investments and Security covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

### ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3) (a) of the Act, the Annual Return as on March 31, 2021 is available on the Company's website at <https://www.zodiacenergy.com/investors.php>.

### CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, is annexed to this Report, Form AOC-2 as **"Annexure – B"**.

### DISCLOSURE OF REMUNERATION:

The ratio of the remuneration of each whole-time director to the median of employees' remuneration as per 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 to this Report as **Annexure – C**. Refer to tables 3A(a) in **Annexure – C**.

Additionally, statement containing the names of top 10 employees in terms of remuneration drawn also forms part of **Annexure - C**. Refer to tables 3B(a) in **Annexure – C**.

Further, 1) There were no such employees employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees, 2) there were no such employees employed for a part of

the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month, 3) there were no such employees employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company and 4) there are no employees who are posted outside India and in receipt of a remuneration of ₹ 60 lakh or more per annum or ₹ 5 lakh or more a month.

#### **MATERIAL CHANGES AND COMMITMENT:**

There are no material changes and commitments, affecting the financial position of the Company, have occurred between the ends of financial year of the Company i.e. March 31, 2021 to the date of this Report.

#### **SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

To foster a positive workplace environment, free from harassment of any nature, we have institutionalized the Anti-Sexual Harassment Initiative (ASHI) framework, through which we address complaints of sexual harassment at the all workplaces of the Company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate.

During the year under review, there were no incidences of sexual harassment reported.

#### **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with rule 8 of The Companies (Accounts) Rules, 2014, as amended from time to time is annexed to this Report as **Annexure -D**.

#### **SECRETARIAL STANDARDS OF ICSI:**

The Company is in compliance with the Secretarial Standard on Meetings of the Board of Directors (SS-1) and General Meeting (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government.

#### **RISK MANAGEMENT:**

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

#### **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

Your Company has an effective internal control system, which ensures that all the assets of the Company are safeguarded and protected against any loss from unauthorized use or disposition.

The Internal Auditors of the Company carry out review of the internal control systems and procedures. The internal audit reports are reviewed by Audit Committee.

Your Company has also put in place adequate internal financial controls with reference to the financial statements commensurate with the size and nature of operations of the Company. During the year, such controls were tested and no material discrepancy or weakness in the Company's internal controls over financial reporting was observed.

#### **CORPORATE GOVERNANCE:**

Your Company strives to incorporate the appropriate standards for corporate governance. However, pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is not required to mandatorily comply with the provisions of certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore the Company has not provided a separate report on Corporate Governance, although few of the information are provided in this report under relevant heading.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

In terms of Regulation 34, and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a review of the performance of the Company, for the year under review, Management Discussion and Analysis Report, is presented in a separate section forming part of this Annual Report.

#### STATUTORY AUDITOR AND THEIR REPORT:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with rules made thereunder, M/s. Manubhai & Shah LLP, Ahmedabad (FRN: 106041W/W100136), were appointed as Statutory Auditors of the Company to hold office till conclusion of the 30<sup>th</sup> Annual General Meeting(AGM) of the company to be held in the calendar year 2022.

The Notes to the financial statements referred in the Auditors Report are self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act, 2013. The Auditors' Report does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report.

#### REPORTING OF FRAUD:

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the Audit Committee or the Board, under Section 143 (12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

#### SECRETARIAL AUDITOR AND THEIR REPORT:

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed M/s SCS & Co LLP, Practicing Company Secretaries, Ahmedabad to conduct the Secretarial Audit of the Company for the financial year 2020-21. The Secretarial Audit Report is annexed herewith as "Annexure – E" to this Report.

#### GENERAL DISCLOSURE:

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 and other applicable provisions of the act and listing regulations, to the extent the transactions took place on those items during the year. Your Directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review;

- (i) Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- (ii) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
- (iii) Annual Report and other compliances on Corporate Social Responsibility;
- (iv) There is no revision in the Board Report or Financial Statement;
- (v) 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;
- (vi) Information on subsidiary, associate and joint venture companies.
- (vii) Application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year.

#### ACKNOWLEDGEMENT:

Your Directors wish to place on record their sincere appreciation for significant contributions made by the employees at all levels through their dedication, hard work and commitment, enabling the Company to achieve good performance during the year under review.

Your Directors also take this opportunity to place on record the valuable co-operation and support extended by the banks, government, business associates and the shareholders for their continued confidence reposed in the Company and look forward to having the same support in all future endeavors.

#### 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**

CIN: L51909GJ1992PLC017694

Place: Ahmedabad

Date: September 01, 2021

Kunjbihari Shah  
Managing Director  
DIN 00622460

Parul Shah  
Whole Time Director  
DIN 00378095

## ANNEXURE A

### NOMINATION & REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in Compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto. The Board has also constituted Nomination and Remuneration Committee (NRC) as on 8<sup>th</sup> September, 2017. This policy on nomination and remuneration updated by Directors, Key Managerial Personnel and Senior Management has been formulated and approved by the Board of Directors on 10.10.2017.

#### 1. DEFINITIONS:

- i) **“Act”** means the Companies Act, 2013 (and the rules framed thereunder).
- ii) **“Board”** means Board of Directors of the Company.
- iii) **“Director”** means a director on the Board of the Company
- iv) **“Committee”** means the Nomination and Remuneration Committee [of the Company as constituted or re-constituted by the Board.
- v) **“Company”** or **“The Company”** Zodiac Energy Limited.
- vi) **“Independent Director”** means a Director referred to in Section 149(6) of the Act read with regulation 16(1)(b) of the Listing Regulations.
- vii) **Key Managerial Personnel (KMP) means:**
  - a) the Chief Executive Officer or the managing director or the manager, as applicable;
  - b) the company secretary;
  - c) the whole-time director;
  - d) the Chief Financial Officer; and
  - e) such other officer as may be prescribed.
- viii) **“Senior Management”** shall mean officers/personnel of the Company who are members of its core management team excluding the Board and normally this shall comprise all members of management one level below the executive directors, including all functional heads.
- ix) **“Listing Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.  
  
 Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Act and/or the Listing Regulations as may be amended from time to time shall have the meaning respectively assigned to them in the Act and/or the Listing Regulations.
- x) **“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes prerequisites as defined under the Income Tax act, 1961.

#### 2. OBJECTIVE:

The objectives of this Policy are set forth below:

- (a) to lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (independent, executive and non-executive) and persons who may be appointed in Senior Management and Key Managerial Personnel positions;
- (b) to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (c) to ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- (d) To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management personnel and provide necessary report to the Board for further evaluation by the Board; and
- (e) to ensure that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management personnel involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

### 3. ROLE OF THE COMMITTEE:

The role of the Committee shall, inter-alia, include the following:

- I. formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to, the remuneration of the Directors, Key Managerial Personnel and Senior Management personnel;
- II. formulation of criteria for evaluation of performance of Independent Directors and the Directors;
- III. devising a policy on diversity of the Board;
- IV. identifying persons who are qualified to become Directors and who may be appointed in senior management positions in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- V. whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors; and
- VI. Any other functions as may be assigned by the Board from time to time.

### 4. APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL:

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as a Director and recommend the same to the Board. Key Managerial Personnel other than Managing Director shall be appointed as per the Act. Senior Management personnel shall be appointed as per the Company's policy formulated in this regard.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee shall have authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as a 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.

### 5. TERM/TENURE:

#### **Managing Director/Whole-time Director:**

The Company shall not 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.

**Independent Director:** An Independent Director shall hold office for a term up to five consecutive years on the Board and shall 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 up to 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.

### 6. EVALUATION:

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management personnel yearly or at such intervals as may be considered necessary.

### 7. REMOVAL:

The Committee may recommend with reasons to be recorded in writing, removal of a Director, KMP or Senior Management personnel subject to the provisions and Compliance of the Act and the policy of the Company.



## 8. RETIREMENT:

The Director, KMP and Senior Management personnel shall retire as per the applicable provisions of the Companies Act, 2013 and prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP and Senior Management personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the company.

### Remuneration to Managing Director / Whole-time Directors:

- a) The Remuneration/ Commission, as applicable, to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of Act or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) Committee shall make such recommendations to the Board, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

### Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of the Act and the Listing Regulations. The amount of sitting fees shall be such as may be recommended by the Committee and approved by the Board.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Act shall be subject to ceiling/ limits as provided under the Act or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Committee and approved by the Board or the shareholders of the Company, as the case may be.
- c) An Independent Director shall not be eligible to get stock options and also shall not be eligible to participate in any share-based payment schemes of the Company.
- d) Any remuneration paid to Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
  - i) The Services rendered are of a professional nature; and
  - ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession
- e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share-based payments to be made to Directors (other than Independent Directors).

## 9. IMPLEMENTATION

- i. The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- ii. The Committee may delegate any of its power to one or one member of its member.

\*\*\*\*\*

## ANNEXURE – B

### FORM NO. AOC-2 - PARTICULARS OF CONTRACTS/ARRANGEMENTS MADE WITH RELATED PARTIES

Forms for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

(Pursuant to Section 134(3)(h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

#### A. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered in to by the Company during the financial year ended on March 31, 2021, which were not at arm's length basis.

#### B. Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No.	Particulars	RPT – 1	RPT – 2
1.	<b>Name(s) of the related party and nature of relationship</b>	Zenith Power Projects Private Limited Companies Controlled by directors or relatives of directors	Mr. Kunjbihari Shah Managing Director of the Company
2.	<b>Nature of contracts/ arrangements/ transactions</b>	Purchase and Sale of Materials	Payment of Office Rent
3.	<b>Duration of the contracts / arrangements/ transactions</b>	F.Y. 2020-21	F.Y. 2020-21
4.	<b>Salient terms of the contracts or arrangements or transactions including the value, if any</b>	On Market Price of Rupees: Purchase: ₹ 4,03,93,480 Sales: ₹ 3,22,242	Payment of Rent in terms of Agreement dated December 13, 2018. License fees (Rent) shall be paid in advance. All charges to be paid by the Company. Total Transaction Value of Rent Paid – ₹ 24 Lakh.
5.	<b>Date(s) of approval by the Board</b>	June 27, 2020	June 27, 2020
6.	<b>Amount paid as advances, if any</b>	-	-

#### 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**

**CIN: L51909GJ1992PLC017694**

Place: Ahmedabad

Date: September 01, 2021

**Kunjbihari Shah**  
Managing Director  
DIN 00622460

**Parul Shah**  
Whole Time Director  
DIN 00378095

## ANNEXURE – C

### PARTICULARS OF EMPLOYEES

(Pursuant to Section 197(12) read with Rules made thereunder)

Disclosures pertaining to remuneration and other details as required under  
 Section 197(12) of the Companies Act, 2013 read with Rules made there under.

#### 3A. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- a) The ratio of remuneration of each director to the median remuneration of employees for the financial year and the Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sr. No.	Name	Designation	Nature of Payment	Ratio against median employee's remuneration	Percentage Increase
1.	Kunjbihari Shah	Managing Director	Remuneration	12.05:1	33.30%
2.	Parul Shah	Whole-Time Director	Remuneration	6.90:1	1.77%
3.	Bhargav Mehta	Whole-Time Director	Remuneration	1.98:1	45.59%

- b) The percentage increase/decrease in the median remuneration of employees in the financial year:

Median remuneration of Employees increases by 7.57% in F.Y 2020-21 from F.Y. 2019-20.

- c) The number of permanent employees on the rolls of the Company: 57 Employees as on March 31, 2021.

- d) Average percentile increases 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:

The average salaries of the employees decrease by 1.38% over a previous year. The average remuneration decrease although increase in number of employees and qualitative payout to the existing employee because as a result of COVID-19 outbreak the Company has increase salaries of employees in later months than every year. The Board of Directors of the Company affirmed that remuneration of all the Key Managerial Personnel of the Company are as per the Remuneration Policy of the Company.

#### 3B. Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- a) List of top ten employees in terms of remuneration drawn:

Employee Name	Designation	Qualifications and experience of the employee	Date of Joining	Remuneration Received	Age	Last employment held by employee
Chandramohan C Vachher	Vice President	BSC	October 23, 2018	22,13,150	59	Sterling & Wilson Ltd Ahmedabad
Anurag Mittal	Business Head	M.B.A	April 1,2016	15,18,300	36	Eleetrotherm Solar Ltd.
Shefali N.Karar	Chief Financial officer	B.A.	February 02,2011	6,79,842	43	Appar Intermediates Pvt Ltd
Ravi Prajapati	Business Development Manager	B. E. IC /MBA(MKTG)	March 11, 2018	6,20,300	33	Eleetrotherm Solar Ltd.

Employee Name	Designation	Qualifications and experience of the employee	Date of Joining	Remuneration Received	Age	Last employment held by employee
Bhupat Kanani	Sr. Project Manager	ITI	May 01, 2014	5,98,500	55	BSNL Contractor
Malhar Jani	Business Development Manager	B.E Electrical	February 12, 2018	5,01,032	31	Grase Renewable Private Limited
Harshil Patel	Sr. Design Engineer	B.E Electrical	July 18, 2014	4,92,639	27	--
Mohit Sinh Zala	Sales Manager	B.E Mechanical	December 12, 2019	4,90,398	33	Ravi Renewable Energy & Lightening India Private Limited
Anish Shah	Assistant Manager SCM	Diploma Electrical	August 01, 2017	4,64,140	30	Erhardt + Leimer
Hiren Satapara	Assistant Project Manager	B.E Mechanical	August 01, 2017	4,62,886	30	Kriplani and Associates

**b) Employees employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees:**

There were no such employees employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees.

**c) Employees employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month:**

There were no such employees employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month.

**d) Employees employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company:**

There was no such employees employed throughout the financial year or part thereof who was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

The Board of Directors of the Company affirmed that remuneration of all the Key Managerial Personnel of the Company are as per the Remuneration Policy of the Company.

By order of the Board of Directors

For, **ZODIAC ENERGY LIMITED**

**CIN: L51909GJ1992PLC017694**

**Registered office:**

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

**Place:** Ahmedabad

**Date:** September 01, 2021

**Kunjbihari Shah**  
**Managing Director**  
**DIN 00622460**

**Parul Shah**  
**Whole Time Director**  
**DIN 00378095**

## ANNEXURE – D

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

Information as required under Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014 are set out as under:

#### A. CONSERVATION OF ENERGY:

##### i.) The steps taken or impact on conservation of energy:

Your Company is engaged in the business of generation of energy using solar energy. Your Company is putting its sincere efforts in contributing towards green energy. We have introduced various new products and solutions for producing clean energy. As the nature of our operations is covered under conservation of energy itself. Hence there are no separate activities undertaken by the Company under the head of "Conservation of energy".

##### ii.) The steps taken by the Company for utilizing alternate sources of energy:

Your Company is already engaged in the business of generation of energy using solar energy and thereby using eco-friendly source of generation of energy.

##### iii.) The capital investment on energy conservation equipment:

During the year under review, Company has not incurred any capital investment on energy conservation equipment.

#### B. TECHNOLOGY ABSORPTION:

##### i.) The effort made towards technology absorption:

The Company has not imported any technology and hence there is nothing to be reported here.

##### ii.) The benefit derived like product improvement, cost reduction, product development or import substitution:

None

##### iii.) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –

- The details of technology imported: Nil
- The year of import: Not Applicable
- Whether the technology has been fully absorbed: Not Applicable
- If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable

##### iv.) The expenditure incurred on Research and Development:

During the year under review, the Company has not incurred any Expenditure on Research and Development

#### C. FOREIGN EXCHANGE EARNINGS & EXPENDITURE:

The particulars relating to foreign exchange earnings and outgo during the year under review are as under:

(Amount in Lakhs)

Sr No	Particulars	2020-2021	2019-2020
1.	Foreign Exchange Earned	-	-
2.	Foreign Exchange Outgo	1793.90	634.01

#### 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**

CIN: L51909GJ1992PLC017694

Place: Ahmedabad

Date: September 01, 2021

**Kunjbihari Shah**  
 Managing Director  
 DIN 00622460

**Parul Shah**  
 Whole Time Director  
 DIN 00378095



## ANNEXURE – E

### SECRETARIAL AUDIT REPORT

Form No. MR-3

#### SECRETARIAL AUDIT REPORT

**FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2021**

[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 Energy Limited**  
U.G.F-4,5,6, Milestone Building, Near Khodiyar Restaurant,  
Near Drive In Cinema, Thaltej Ahmedabad -380 054

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

Based on our verification of the Company’s books, papers, minutes 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 March 31, 2021, 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, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the provisions of:

- i. The Companies Act, 2013 (‘the Act’) and the rules made there under as applicable;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made there under to the extent of Foreign Direct Investment;
- v. 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 and circulars/ guidelines/Amendments issued there under;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines/Amendments issued there under; and
  - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars/ guidelines/Amendments issued there under.
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and circulars/ guidelines/Amendments issued there under.
- vi. Revised Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules made there under, Regulations, guidelines etc. mentioned above.

The list of few General laws applicable to the Company which are set out in the Annexure - I. We have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for compliances of the said General laws.

During the Period under review, provisions of the following Acts, Rules, Regulations, and Standards are not applicable to the Company,

- i. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; - The Company is not registered as Registrar to an Issue & Share Transfer Agent. However, the Company has appointed Link Intime India Private Limited as Registrar & Share Transfer Agent in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- ii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- iii. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- iv. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- v. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- vi. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings.

**We further report that -**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. 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 Companies Act, 2013 and rules made thereunder.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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-**

During the Audit Period:-

1. Members in their 28<sup>th</sup> Annual General Meeting held on Monday, September 28, 2020 at 04.00 P.M. (IST) through two-way video conferencing ("VC") approved amongst other agendas:-
  - To increase the Authorised Share Capital of the Company from ₹7,50,00,000/- (Rupees Seven Crore Fifty Lakh only) divided into 7500000 (Seventy Five Lakh only) Equity Shares of ₹10/- (Rupees Ten Only) each, to ₹15,00,00,000/- (Rupees Fifteen Crore Only) divided into 15000000 (One crore Fifty Lakhs Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each and make consequent alteration in Clause V of the Memorandum of Association.
  - Capitalization of ₹7,31,67,200/- (Rupees Seven Crore Thirty One Lakhs Sixty Seven Thousand Two Hundred Only) out of sum outstanding to the credit of the Securities Premium account as per the Audited Financial Statements of the Company, or such other amount as may be considered necessary by the Board for the purpose of issue of Bonus Shares of ₹ 10/- (Rupees Ten only) each, credited as fully paid-up to the existing holders of the Equity Shares of the Company, whose names appear on the Register of Members maintained by the Company/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on record date as determined by the Board, in the proportion of 1 (One) Bonus Equity Share of ₹ 10/- (Rupees Ten only) each, for every 1 (One) existing fully paid-up Equity Shares of ₹ 10/- (Rupees Ten only) each held by Member/ Beneficial Owner and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid- up capital of the Company.
2. The Board of Directors of the Company, in their Meeting held on October 10, 2020 has approved allotment of 7316720 (Seventy-Three lakhs Sixteen Thousand Seven Hundred and Twenty) Equity Shares of ₹ 10/ (Rupees Ten Only) each as Bonus Share in the ratio of 1 :1 (I .e. 1 (One) Bonus Equity Share of Rupees 10/- (Rupees Ten only) each, for every 1 (One) existing fully paid-up Equity Shares of Rupees 10/ - (Rupees Ten only) to the shareholders as on the record date I.e. October 09,2020.

**For SCS and Co. LLP**  
**Company Secretaries**  
 ICSI Unique Code: - L2020GJ008700

**Anjali Sangtani**  
**Partner**

**Place:** Ahmedabad  
**Date:** September 1, 2021

**ACS No.: 41942      C P No.: 23630**  
**UDIN:A041942C000876050**

**Note:** This Report is to be read with our letter of even date which is annexed as Annexure I and Annexure II forms an integral part of this report.

**List of other applicable Acts, Laws and Regulations during the Audit Period**

1. The Industrial Employment (Standing Orders) Act, 1946
2. The Minimum Wages Act, 1948
3. The Payment of Wages Act, 1936
4. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952
5. The Payment of Bonus Act, 1965
6. The Employees' State Insurance Act, 1948
7. The Workmen Compensation Act, 1923 ("WCA")
8. The Equal Remuneration Act, 1976
9. The Maternity Benefit Act, 1961
10. The Child Labour (Prohibition and Regulation) Act, 1986
11. The Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013
12. The Micro, Small and Medium Enterprises Development Act, 2006
13. The Foreign Exchange Management Act, 1999
14. The Competition Act, 2002
15. The Consumer Protection Act, 1986 (COPRA)
16. The Shops and Establishments legislations in various States
17. The Indian Contract Act, 1872
18. Transfer of Property Act, 1882 ("TP Act")
19. The Indian Stamp Act, 1899
20. The Registration Act, 1908
21. The Specific Relief Act, 1963
22. The Negotiable Instruments Act, 1881
23. The Trade Marks Act, 1999 (Trade Marks Act)
24. The Payment of Gratuity Act, 1972
25. The Apprentices Act, 1961
26. The Equal Remuneration Act, 1976
27. The Maternity Benefit Act, 1961

## Annexure II

To,  
The Members,  
**Zodiac Energy Limited**  
U.G.F-4,5,6, Milestone Building, Near Khodiyar Restaurant,  
Near Drive In Cinema, Thaltej Ahmedabad -380 054

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

1. Maintenance of secretarial records 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 secretarial records. The verification was done on test basis, on the records and documents provided by the Management of the Company, to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices followed by me 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. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis.
5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For SCS and Co. LLP  
Company Secretaries  
ICSI Unique Code: - L2020GJ008700

Anjali Sangtani  
Partner

Place: Ahmedabad  
Date: September 1, 2021

ACS No.: 41942 C P No.: 23630  
UDIN:A041942C000876050

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The discussion hereunder covers Company's performance and its business outlook for the future. This outlook is based on assessment of the current business environment and Government policies. The change in future economic and other developments are likely to cause variation in this outlook.

### ECONOMIC OUTLOOK:

#### ➤ Global Economy:

The global economy reported de-growth of 3.5% in 2020 compared to 2.9% in 2019, the sharpest contraction since World War II. This steep decline in global economic growth was largely due to the outbreak of the novel coronavirus and the consequent suspension of economic activities across the world. This led to global supply chain disruptions, resulting in a de-growth in some of the largest global economies. Global FDI reported a significant decline from \$1.5 trillion in 2019 to \$859 billion in 2020, the lowest since the 1990s and more than 30% below the investment trough that followed the 2008-09 global financial meltdown.

World output	(3.5)	2.9
Advanced economies	(4.9)	1.7
Emerging and developing economies	(2.4)	3.7

(Source: IMF)

#### Performance of some major economies:

**United States:** The country witnessed a GDP de-growth of 3.4% in 2020 compared to a growth of 2.3% in 2019.

**China:** The country's Gross Domestic Product grew 2.3% in 2020 compared to 6.1% in 2019 despite being the epicenter of the outbreak of the novel coronavirus.

**United Kingdom:** Britain's GDP shrank 9.9% in 2020 compared to 1.4% growth in 2019, 2x the annual contraction recorded in the aftermath of the global meltdown in 2009.

**Japan:** Japan witnessed a contraction of 4.8% in 2020, the first instance of a contraction since 2009. (Source: CNN, IMF, Economic Times, trading economics, Statista, CNBC)

The global economy is projected to grow by 5.5% in 2021 largely due to the successful roll-out of vaccines across the globe, coupled with policy support in large economies. (Source: IMF)

#### ➤ Indian Economy:

The Indian economy passed through one of the volatile periods in living memory in 2020-21.

At the start of 2020, India was among five largest global economies; its economic growth rate was the fastest among major economies (save China); its market size at 1.38 bn was the second largest in the world; its rural population of the under-consumed is the largest in the world.

The Indian government announced a complete lockdown in public movement and economic activity from the fourth week of March 2020. As economic activity came to a grinding halt, the lockdown had a devastating impact on an already-slumping economy as 1.38 billion Indians were required to stay indoors - one of the most stringent lockdowns enforced in the world.

The outbreak of the novel coronavirus and the consequent suspension of economic activities due to the pandemic-induced lockdown, coupled with muted consumer sentiment and investments, had a severe impact on the Indian economy during the first quarter of the year under review. The Indian economy de-grew 23.9 per cent in the first quarter of 2020-21, the sharpest de-growth experienced by the country since the index was recorded.

The Indian and state governments selectively lifted controls on movement, public gatherings and events from June 2020 onwards, each stage of lockdown relaxation linked to corresponding economic recovery. Interestingly, the recovery was not merely linear but across-the-board. As controls relaxed what the country observed was a new normal: individuals were encouraged to work from home; inter-city business travel was replaced by virtual engagement; a greater premium was placed on the ownership of personal mobility modes (cars and two-wheelers); there was a sharp increase in home purchase following the need to accommodate an additional room for home working.

The result is that India's relief consumption, following the lifting of social distancing controls, translated into a full-blown economic recovery. A number of sectors in India – real estate, steel, cement, home building products and consumer durables, among others -

reported unprecedented growth. India degrew at a relatively improved 7.4 per cent in the July-September quarter and reported 0.4 per cent growth in the October-December quarter and a 1.6% growth in the last quarter of the year under review. The result is that India's GDP contracted 7.3% during 2020-21, largely on account of the sharp depreciation of the first two quarters. This sharp Indian recovery – one of the most decisive among major economies – has validated India's robust long-term consumption potential.

#### **Indian economic reforms and recovery:**

India began to report improving Goods and Services Tax (GST) collections month-on-month in the second half of 2020-21 following the relaxation of the lockdown.

The per capita income was estimated to have declined by 5% from ₹1.35 lakh in 2019-20 to ₹1.27 lakh in 2020-21.

A slowdown in economic growth and inflation reflected on the country's currency rate; the Indian rupee was one of the worst performers among Asian peers, marked by a depreciation of nearly 2.83% in 2020 from ₹71.28 to ₹73.30 to a US dollar before recovering towards the close of the financial year.

Despite the gloomy economic scenario, foreign direct investments (FDI) in India increased 13% to US\$57 billion in 2020, the digital sector being the biggest catalyst.

The gap between government expenditure and revenue was estimated at ₹12 trillion due to increased borrowing by the government in May 2020 to deal with the COVID-19 outbreak.

India jumped 14 places to 63 in the 2020 World Bank's Ease of Doing Business ranking and is the only country in the emerging market basket that received positive FPIs of \$23.6 billion in 2020, ranking eighth among the world's top stock markets with a market capitalisation of \$2.5 trillion in 2020. The Indian government initiated structural reforms in agriculture, labour laws and medium-small enterprise segments. The labour reforms were intended to benefit MSMEs increase employment, enhance labour productivity and wages.

India extended the Partial Credit Guarantee Scheme by relaxing the criteria and allowing state-owned lenders more time to purchase liabilities of shadow banks.

Under the ₹45,000-crore partial credit guarantee scheme, announced as a part of the Atmanirbhar Bharat package, three additional months were given to banks to purchase the portfolio of non-banking financial companies.

The government approved amendments to the Essential Commodities Act and brought an ordinance to allow farmers to sell their crop to anyone; the changes to the Essential Commodities Act, 1955, is intended to 'deregulate' agricultural commodities (cereals, pulses, oilseeds, edible oils, onions and potatoes from stock limits). The government approved the Farming Produce Trade and Commerce (Promotion and Facilitation) Ordinance, 2020, to ensure barrier free trade in agriculture produce.

The Government relaxed foreign direct investment (FDI) norms for sectors like defence, coal mining, contract manufacturing and single-brand retail trading.

#### **Outlook:**

The outlook for the country appears to be positive in view of the possibility that three down cycles – long term, medium-term and short-term – could well be reversing at the same time. The long-term downtrend, as a result of non-performing assets, scams and overcapacity could be over; the medium-term downtrend was caused by the ILFS crisis, select banks collapse as well as affected NBFCs and companies; the short-term downtrend was on account of the pandemic.

There is a possibility of each of these downtrends having played out that could well lead to a multi-year revival in capital investments. Besides, a change in the US leadership could result in a revival in global, trade, benefiting Indian exporters.

The Indian economy is projected to grow by more than 10% in FY22, making it one of the fastest growing economies. India's growth journey could be the result of a culmination of favorable tailwinds like consistent agricultural performances, flattening of the COVID-19 infection curve, increase in government spending and favorable policies and the quick-roll out of the vaccine, among others.

#### **INDUSTRY STRUCTURE AND DEVELOPMENTS:**

Indian renewable energy sector is the fourth most attractive renewable energy market in the world. India was ranked fifth in wind power, fifth in solar power and fourth in renewable power installed capacity, as of 2019.

Installed renewable power generation capacity has gained pace over the past few years, posting a CAGR of 17.33% between FY16-20. With the increased support of Government and improved economics, the sector has become attractive from investors perspective. As India looks to meet its energy demand on its own, which is expected to reach 15,820 TWh by 2040, renewable energy is set to play an important role. The government is aiming to achieve 227 GW of renewable energy capacity (including 114 GW of solar capacity addition and 67 GW of wind power capacity) by 2022, more than its 175 GW target as per the Paris Agreement. The government plans to establish renewable energy capacity of 523 GW (including 73 GW from Hydro) by 2030.

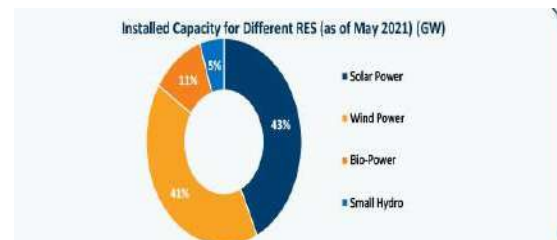


As of May 2021, India had 95.7 GW of renewable energy capacity, and represents 25% of the overall installed power capacity, providing a great opportunity for the expansion of green data centers.

The country is targeting about 450 Gigawatt (GW) of installed renewable energy capacity by 2030 – about 280 GW (over 60%) is expected from solar.

Installed renewable power-generation capacity has increased at a fast pace over the past few years, posting a CAGR of 15.51% between FY16 and FY21. India had 94.4 GW of renewable energy capacity in FY21.

From April 2015 to February 2021, India has added 117.9 GW of power generation capacity, including 64.5 GW of conventional source and 53.4 GW from renewable sources.



By December 2019, 15,100 megawatts (MW) of wind power projects were issued, of which, projects of 12,162.50 MW capacity have already been awarded. Power generation from renewable energy sources in India reached 127.01 billion units (BU) in FY20.

With a potential capacity of 363 GW and with policies focused on the renewable energy sector, Northern India is expected to become the hub for renewable energy in India.



According to the data released by Department for Promotion of Industry and Internal Trade (DPIIT), FDI inflow in the Indian non-conventional energy sector stood at US\$ 9.83 billion between April 2000 and December 2020. More than US\$ 42 billion has been invested in India's renewable energy sector since 2014. New investment in clean energy in the country reached US\$ 11.1 billion in 2018. According to the analytics firm British Business Energy, India ranked 3rd globally in terms of its renewable energy investments and plans in 2020.

There are some initiatives which are taken by Government of India to boost India's renewable energy sector which includes:

- In June 2021, Indian Renewable Energy Development Agency Ltd. (IREDA) has invited bids from solar module manufacturers for setting up solar manufacturing units under the central government's Rs. 4,500 crore (US\$ 616.76 million) Production Linked Incentive (PLI) scheme.
- In June 2021, the Competition Commission of India (CCI) approved ReNew Power to exchange equity shareholding by its existing shareholders with shares of ReNew Global. Along with this, the CCI also approved a reverse triangular merger of ReNew Global's subsidiary with RMG II.
- In April 2021, the Central Electricity Authority (CEA) and CEEW's Centre for Energy Finance (CEEW-CEF) jointly launched the India Renewables Dashboard that provides detailed operational information on renewable energy (RE) projects in India.
- In April 2021, the Ministry of Power (MoP) released the draft National Electricity Policy (NEP) 2021 and has invited suggestions from all stakeholders such as Central Public Sector Undertakings, Solar Energy Corporation of India, power transmission companies, financial institutions like Reserve Bank of India, Indian Renewable Energy Development Agency, HDFC Bank, ICICI Bank, industrial, solar, and wind associations, and state governments.
- In March 2021, the Union Cabinet approved a Memorandum of Understanding (MoU) in the field of renewable energy cooperation between India and the French Republic.

- In March 2021, Haryana announced a scheme with a 40% subsidy for a 3 KW plant in homes, in accordance with the Ministry of New and Renewable Energy's guidelines, to encourage solar energy in the state. For solar systems of 4-10 KW, a 20% subsidy would be available for installation from specified companies.
- In March 2021, India introduced Gram Ujala, an ambitious programme to include the world's cheapest LED bulbs in rural areas for Rs. 10 (US\$ 0.14), advancing its climate change policy and bolstering its self-reliance credentials.
- In the Union Budget 2021-22, Ministry for New and Renewable Energy was allocated Rs. 5,753 crore (US\$ 788.45 million) and Rs. 300 crore (US\$ 41.12 million) for the 'Green Energy Corridor' scheme.
- Under Union Budget 2021-22, the government has provided an additional capital infusion of Rs. 1,000 crore (US\$ 137.04 million) to Solar Energy Corporation of India (SECI) and Rs. 1,500 crore (US\$ 205.57 million) to Indian Renewable Energy Development Agency.

The Government is committed to increased use of clean energy sources and is already undertaking various large-scale sustainable power projects and promoting green energy heavily. In addition, renewable energy has the potential to create many employment opportunities at all levels, especially in rural areas. The Ministry of New and Renewable Energy (MNRE) has set an ambitious target to set up renewable energy capacities to the tune of 227 GW by 2022, of which about 114 GW is planned for solar, 67 GW for wind and other for hydro and bio among other. India's renewable energy sector is expected to attract investment worth US\$ 80 billion in the next four years. About 5,000 Compressed Biogas plants will be set up across India by 2023.

It is expected that by 2040, around 49% of the total electricity will be generated by renewable energy as more efficient batteries will be used to store electricity, which will further cut the solar energy cost by 66% as compared to the current cost. Use of renewables in place of coal will save India Rs. 54,000 crore (US\$ 8.43 billion) annually. Renewable energy will account for 55% of the total installed power capacity by 2030.

#### GROWTH DRIVERS:

**Green city concept:** A green city is entirely run on power generated from renewable resources. In this concept, the proposed city will receive power from environment friendly facilities such as solar rooftops, solar parks and waste recycle plants. The government plans to establish a green city in every state and took the first step at Diu, India's first solar city by day.

**Rising fuel prices:** India is one of the largest importers of fossil fuels. It is vulnerable to fluctuating fuel prices causing a rise in trade deficit and weakening rupee. The rising prices of petroleum goods have created an incentive for consumers to avail of alternate energy sources.

**Conducive government policy:** The Indian government recognises that green energy is a futuristic alternative to address India's growing power demand while ensuring environmental sustainability. To promote the growth of green energy, the Indian government introduced solar parks under the 'Make in India' initiative, making customs and excise duty provisions for solar rooftops, among others.

**Commitment to climate change:** India remains committed to the Paris Agreement on climate change, moderating 21% of the pledged 33% of emissions intensity over 2005 levels. It is expected that India will reach its target of generating 175GW green power even before the targeted deadline.

**Scalable:** As renewable energy resources become available in abundance even in the most underdeveloped areas, national productivity could increase.

**Cost-efficient:** Renewable energy has zero procurement costs apart from the initial capital expenditure. Following a gradual decline in transmission cost, the one-time large-scale installation costs can be easily recovered by generated revenues.

#### RISK AND CONCERNS:

The Company is exposed to business risks which may be internal as well as external. The Company has a comprehensive risk management system in place, which is tailored to the specific requirements of its business considering various factors such as size and nature of inherent risks and the regulatory environment of the Company. The risk management system enables it to recognize and analyse risks early and to take the appropriate action. The senior management of the Company regularly reviews the risk management processes of the Company for effective risk management. The major risks identified by the businesses are systematically addressed through mitigation actions on a continual basis.

#### INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Internal Control system and adequacy Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. Thus, internal control is an integral component of risk management. The Internal control checks and internal audit programmes adopted by our Company plays an important role in the risk management feedback loop, in which the information generated in the internal control process is reported back to the Board and Management. The internal control systems are modified continuously to meet the dynamic change. Further the Audit Committee of the Board of Directors reviews the internal audit reports and the adequacy and effectiveness of internal controls.

**FINANCIAL PERFORMANCE AND REVIEW OF OPERATIONS:**

(Amount in Lakhs)

Particulars	F.Y. 2020-21	F.Y. 2019-20
Revenue from Operations	10,036.85	6,818.31
Other Income	29.21	31.04
<b>Total Income</b>	<b>10,066.06</b>	<b>6,849.35</b>
Less: Total Expenses before Depreciation, Finance Cost and Tax	9,350.22	6,337.56
Profit before Depreciation, Finance Cost and Tax	715.84	511.79
Less: Depreciation	17.96	10.69
Less: Finance Cost	92.75	73.85
<b>Profit Before Tax</b>	<b>605.13</b>	<b>427.25</b>
Less: Current Tax	171.00	125.10
Less: Deferred tax Liability	(2.27)	(0.81)
Less: Pervious year tax adjustment	(13.16)	2.85
<b>Profit after Tax</b>	<b>449.56</b>	<b>300.11</b>

**DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFOR:**

Ratios	2020-21	2019-20	Difference	Change in %	Remarks
Debtors Turnover Ratio (In Days)	85	115	-30	26.09%	Increase in Average Turnover over the previous year is more compared to increase in Debtor and hence debtors turnover ratio is increased.
Inventory Turnover (In Days)	54	48	6	-12.5%	Increase in Average Inventory over the previous year is more compared to increase in Turnover and hence inventory turnover ratio is reduced.
Interest Coverage Ratio (EBIT/Interest)	12.84	9.65	3.19	33.06%	The ratio has increased due to Increase in operating profit.
Current Asset Ratio	1.97	2.13	-0.16	-7.51%	The ratio has decreased due to Increase in earnings.
Debt Equity Ratio	0.45	0.25	0.20	80%	
Operating Profit Margin (%)	6.72%	7.15%	--	-6.01%	--
Net Profit Margin (%)	4.48%	4.40%	--	1.82%	--
Return on Net Worth	16.07%	12.78%	--	-25.74%	--

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**MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:**

The company recognizes its human capital as its most important resource, and takes pride in the commitment, competence and dedication shown by its employees. Company is committed to nurturing, enhancing and retaining all its employees through superior Learning and Organizational development. The company recognizes that its employees are critical pillar to support the organization's growth and its sustainability in the long run. Ongoing in-house and external training is provided to the employees at all levels to update their knowledge and upgrade their skills and abilities. As on March 31, 2021, the Company had total 57 full time employees. The industrial relations have remained harmonious throughout the year.

**CAUTIONARY NOTE:**

Statements in this Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events. These statements are subject to certain risks and uncertainties. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The actual results may be different from those expressed or implied since the Company's operations are affected by many external and internal factors, which are beyond the control of the management. Hence the Company assumes no responsibility in respect of forward-looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF ZODIAC ENERGY LIMITED

#### Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of **ZODIAC ENERGY LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss and the Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

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 Companies Act, 2013 (hereinafter referred to as "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 March 31, 2021, the profit and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (hereinafter referred to as "SAs"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (hereinafter referred to as "ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr No.	Key Audit Matter	How our audit addressed the key audit matter
1	<b>Revenue Recognition</b> Revenue is one of the key profit drivers and is therefore susceptible to misstatement. Cut-off is the key assertion in so far as revenue recognition is concerned, since inappropriate cut-off can result in material misstatement of results for the year.	Our audit procedures with regard to revenue recognition included testing controls in respect of dispatches / deliveries, substantive testing for cut-offs and inventory reconciliations through physical verification.
2.	<b>Recoverability Assessment of Trade Receivable:</b> As at the balance sheet date, the value of Trade Receivable amounted to Rs. 2349.48 lakhs representing 42% of the total Assets. Trade receivables of the Company comprises mainly receivables in relation to the (i) Supply and Service Provided to customers (ii) Subsidy Receivable from Power Distribution Companies. The increasing challenges over the economy and operating environment during the year have increased the risks of default on receivables from the Company's customers. In particular, in the event of insolvency of customers, the Company is exposed to potential risk of financial loss when the customers fail to meet their contractual obligations in accordance with the requirements of the agreements. The recoverable amount was estimated by management based on their specific recoverability assessment on individual customer. Management make provision based specific provision against individual balances with reference to its recoverable amount.	We tested the design and operating effectiveness of key controls focusing on the following: - Identification of loss events, including early warning and default warning indicator. - Assessment and approval of individual loss provisions. We have performed the following procedures in relation to the recoverability of trade receivables: • Tested the accuracy of ageing of trade receivables at year end on a sample basis. • Obtained a list of outstanding receivables and identified any debtors with financial difficulty through discussion with management. • Assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference latest correspondence with customers and to consider if any additional provision should be made; and • Tested subsequent settlement of trade receivables after the balance sheet date on a Sample basis, if any.



**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon. The Board's report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the Board's report, if we conclude that there is a material misstatement of this other information, we are required to communicate to those charged with governance and necessary action in accordance with SAs will be taken.

**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 Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, of the Company in accordance with the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 material misstatement, whether due to fraud or error.

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

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

**Auditor's Responsibilities for the Audit of the Financial Statements:**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended on March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit 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 purposes 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, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) 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 – A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, we report that in our opinion and to the best of our information and according to the explanation given to us, the remuneration paid or provided by the company to its directors during the year is in accordance with the provisions of the section 197 of the Act.
  - 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 31 to the financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund the by the Company.
2. 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 section 143 of the Act, we give in the "**Annexure – B**", a statement on the matters specified in the paragraphs 3 and 4 of the order.

**For Manubhai& Shah LLP**  
**Chartered Accountants**  
**Firm Reg. No. 106041W/W100136**

(K.M. Patel)  
Partner

Place: Ahmedabad  
Date: June 25, 2021

Membership Number: 045740  
UDIN: 21045740AAAABL8027

**ANNEXURE – A TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

**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 Energy Limited** (“the Company”) as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the period 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 (“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 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”) 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 applicable to an audit of Internal Financial Controls and, 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 judgment, 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 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 31 March 2021, 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 Manubhai & Shah LLP  
Chartered Accountants  
Firm Reg. No. 106041W/W100136

(K.M. Patel)  
Partner

Place: Ahmedabad  
Date: June 25, 2021

Membership Number: 045740

UDIN: 21045740AAAABL8027

## ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT

(Annexure Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report on financial statements for the year ended March 31, 2021 to the members of Zodiac Energy Limited)

**Report on Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013 ('the Act') of Zodiac Energy Limited ('the Company')**

### 1. In respect of fixed assets:

- The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- The fixed assets have been physically verified by the management once in a year which we consider reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- The company does not have immovable properties. Hence reporting requirement under this clause is not applicable to the company and hence not reported upon.

### 2. In respect of Inventories:

The inventory have been physically verified by the management at reasonable intervals. The discrepancies noticed on verification between physical stock and book records were not material and have been dealt with in books of accounts

### 3. In respect of loans granted to parties covered in the register maintained u/s 189 of the Act:

The Company has not granted any loans, secured or unsecured, to companies, firms, and limited liabilities partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3 (iii) [(a) to (c)] of the Order are not applicable to the Company.

### 4. In respect of compliance of section 185 and 186 of the Act:

In our opinion and according to the information and explanations given to us, the company has not made loans or investments or provided guarantees and securities in respect of which provisions of sections 185 and 186 of the Act are applicable.

### 5. In respect of deposits:

The Company has not accepted deposits within the meaning of Sections 73 to 76 or any other relevant provisions of the act and the rules framed thereunder.

### 6. In respect of maintenance of cost records:

To the best of knowledge and according to information and explanation given to us, the maintenance of cost records has not been specified by Central Government under section 148(1) of the Act for the business activity carried out by the company. Thus reporting requirement under clause 3(vi) of the order is not applicable to the Company.

### 7. In respect of statutory dues:

- According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, goods and service tax, custom duty, cess and other material statutory dues, as applicable, with appropriate authorities.
- According to the information and explanations given to us and the records of the Company examined by us, in our opinion, no undisputed amounts payable in respect of statutory dues as applicable were in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.
- According to the information and explanations given to us and the records of the Company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, and Value Added Tax which have not been deposited on account of any dispute except details mentioned below:

Nature of Statutory dues	Forum Where dispute is pending	Period to which amount relates	Disputed amount
Goods & Service Tax	High Court of Gujarat	F Y 2017-18 & 2018-19	Rs. 418.00 Lakhs

**8. In respect of dues to financial institutions / banks / debentures:**

To the best of our knowledge and according to the information and explanation given to us, the company has not defaulted in the repayment of loan to the bank. The Company has neither taken any loan from Government/financial institution nor issued debentures.

**9. In respect of money raised by way of public offer and application of term loan:**

The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Further the company has not raised any term loans during the year. Accordingly, reporting requirement under paragraph 3 (ix) of the Order is not applicable.

**10. In respect of fraud:**

According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

**11. In respect of managerial remuneration in accordance with Section 197 of the Act:**

According to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197, read with Schedule V to the Act.

**12. In respect of Nidhi company:**

In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

**13. In respect of transactions with related parties in compliance of section 177 and 188 of the Act and its disclosures:**

According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

**14. In respect of preferential allotment or private placement of shares or debentures:**

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

**15. In respect of non-cash transactions with directors or persons:**

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, reporting requirement under paragraph 3(xv) of the Order is not applicable.

**16. In respect of company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934:**

The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Manubhai & Shah LLP  
Chartered Accountants  
Firm Reg. No. 106041W/W100136

Place: Ahmedabad  
Date: June 25, 2021

(K.M. Patel)  
Partner  
Membership Number: 045740  
UDIN:21045740AAAABL8027

**ZODIAC ENERGY LIMITED**  
**CIN: L51909GJ1992PLC017694**  
**BALANCE SHEET AS AT MARCH 31, 2021**

(Amount in Lakhs)

	Particulars	Note No.	As at	
			March 31, 2021	March 31, 2020
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders' funds</b>			
	(a) Share capital	3	1,463.34	731.67
	(b) Reserves and surplus	4	1,334.27	1,616.38
			<b>2,797.61</b>	<b>2,348.05</b>
<b>2</b>	<b>Non-Current Liabilities</b>			
	(a) Long Term Borrowings	5	93.84	-
	(b) Long term Provisions	6	38.51	32.22
	(c) Non-Current Liabilities	7	13.91	2.02
			<b>146.26</b>	<b>34.24</b>
<b>3</b>	<b>Current liabilities</b>			
	(a) Short-term borrowings	8	1,135.86	579.90
	(b) Trade payables	9		
	Outstanding dues to Micro and Small Enterprise		-	-
	Outstanding dues to Others		1,008.44	431.44
	(c) Other current liabilities	10	345.47	819.16
	(d) Short Term Provision	11	110.17	110.51
			<b>2,599.94</b>	<b>1,941.01</b>
	<b>TOTAL</b>		<b>5,543.81</b>	<b>4,323.30</b>
<b>B</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-current assets</b>			
	(a) Property, Plant and Equipment			
	(i) Tangible Assets	12	138.49	56.81
	(ii) Intangible Assets	12	2.02	1.40
	(b) Deferred Tax Asset(Net)	13	11.04	8.77
	(c) Long term Loans and Advances	14	40.11	45.01
	(d) Other Non-current Asset	15	228.82	149.00
			<b>421.48</b>	<b>260.99</b>
<b>2</b>	<b>Current assets</b>			
	(a) Inventories	16	1,853.87	1,120.31
	(b) Trade Receivable	17	2,349.48	2,533.64
	(c) Cash and Bank Balances	18	27.38	18.40
	(d) Short-term loans and advances	19	878.91	384.47
	(e) Other Current Assets	20	13.69	5.49
			<b>5,123.33</b>	<b>4,062.31</b>
	<b>TOTAL</b>		<b>5,543.81</b>	<b>4,323.30</b>
	Significant accounting policies	2		
	Accompanying notes to the financial statements	3-36		

As per our report of even date attached  
 For Manubhai & Shah LLP  
 Chartered Accountants  
 Firm Reg. No. 106041W/W100136

(K.M. Patel)  
 Partner  
 Membership Number: 045740  
 Place: Ahmedabad

Date: June 25, 2021

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

Kunjbihari Shah  
 Managing Director  
 DIN: 00622460

Shefali Karar  
 Chief Financial Officer

Place: Ahmedabad

Parul Shah  
 Whole Time Director  
 DIN: 00378095

Niyati Parikh  
 Company Secretary

Date: June 25, 2021



**ZODIAC ENERGY LIMITED**  
**CIN: L51909GJ1992PLC017694**

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2021**

(Amount in Lakhs)

Particulars		Note No.	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
I	Revenue from Operations	21	10,036.85	6,818.31
II	Other Income	22	29.21	31.04
III	<b>Total revenue</b>		<b>10,066.06</b>	<b>6,849.35</b>
IV	<b>Expenses</b>			
	Cost of Material	23	8297.46	5284.17
	Employee Benefit Expenses	24	356.99	278.62
	Finance Cost	25	92.75	73.85
	Depreciation and Amortisation Expense	12	17.96	10.69
	Other Expenses	26	695.77	774.77
V	<b>Total expenses</b>		<b>9460.93</b>	<b>6422.10</b>
VI	<b>Profit before tax (III-V)</b>		<b>605.14</b>	<b>427.25</b>
VII	<b>Tax expense:</b>			
	Current tax		171.00	125.10
	Previous year tax adjustment		(13.16)	2.85
	Deferred Tax Adjustments		(2.27)	(0.81)
			<b>155.57</b>	<b>127.14</b>
VIII	<b>Profit for the year (VI-VII)</b>		<b>449.56</b>	<b>300.11</b>
	<b>Earnings per share</b>			
	Basic & Diluted	30	3.07	2.05
	Significant Accounting Policies	2		
	Notes to Accounts	3 to 36		

As per our report of even date attached

For Manubhai & Shah LLP  
 Chartered Accountants  
 Firm Reg. No. 106041W/W100136

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

(K.M. Patel)  
 Partner  
 Membership Number: 045740

Kunjbihari Shah  
 Managing Director  
 DIN: 00622460

Parul Shah  
 Whole Time Director  
 DIN: 00378095

Place: Ahmedabad  
 Date: June 25, 2021

Shefali Karar  
 Chief Financial Officer

Place: Ahmedabad

Niyati Parikh  
 Company Secretary

Date: June 25, 2021

**ZODIAC ENERGY LIMITED**  
**CIN: L51909GJ1992PLC017694**

**CASH FLOW STATEMENT FOR THE YEAR ENDED AS AT MARCH 31, 2021**

(Amount in Lakhs)

Particulars	For the year ended on March 31, 2021	For the year ended on March 31, 2020
<b>(A) Cash flow from Operating Activities:</b>		
Net Profit before Tax	605.14	427.26
<b>Adjustments:</b>		
Depreciation	17.96	10.69
Interest paid	92.75	73.85
Interest Income	(14.88)	(28.15)
Amount Written off/(back)	12.01	(2.47)
Subsidy Written off	8.10	-
Profit on Sale of assets	(1.92)	-
Provision for employee benefits	7.10	4.84
Foreign exchange fluctuation loss/(gain)	(11.72)	21.19
<b>Operating profit before working capital changes</b>	<b>714.54</b>	<b>507.21</b>
<b>Adjustments for working capital changes:</b>		
(Increase) in Inventories	(733.56)	(456.68)
(Increase) in Trade Receivables	164.04	(770.48)
(Increase)/Decrease in loans and advances	(489.55)	(149.14)
(Increase)/Decrease in Other current assets	(8.20)	(1.95)
Increase/(Decrease) in Trade Payables	588.72	227.34
Increase / (Decrease) in Other Current Liabilities	(496.90)	768.18
Increase / (Decrease) in Other Non-Current Liabilities	11.88	0.99
	(963.56)	(381.74)
<b>Cash (used in) operations</b>	<b>(249.02)</b>	<b>125.47</b>
Less : Taxes paid	(157.84)	(138.19)
<b>Net Cash Flow (used in) Operating activities</b>	<b>(406.87)</b>	<b>(12.72)</b>
<b>(B) Cash flow from Investing Activities:</b>		
Purchase of Fixed assets	(100.80)	(21.54)
Sale of fixed assets	2.45	-
Interest Income	14.88	28.15
Net Investment in Fixed Deposit/earmarked accounts	(79.82)	(83.75)
<b>Net Cash Flow From/ (used in) Investing activities</b>	<b>(163.30)</b>	<b>(77.14)</b>
<b>(C) Cash flow from Financing Activities:</b>		
Proceeds from Long Term Borrowings	117.04	-
Proceeds from Short Term Borrowings	555.95	169.11
Interest paid	(92.75)	(73.85)
<b>Net Cash Flow From Financing activities</b>	<b>580.25</b>	<b>95.26</b>
<b>Net Increase in Cash &amp; Cash Equivalents (A+ B+C)</b>	<b>8.98</b>	<b>5.40</b>
<b>Cash &amp; Cash Equivalents at the beginning of the year</b>	<b>18.40</b>	<b>13.00</b>
<b>Cash &amp; Cash Equivalents at the end of the year</b>	<b>27.38</b>	<b>18.40</b>

**Notes:**

- Figures in brackets represents outflow.
- The Cash Flow Statement has been prepared under 'Indirect Method'.
- Previous year's figures have been regrouped/reclassified wherever applicable.
- Components of cash and cash equivalents :-

Particulars	2020-21	2019-20
Balances with banks:		
-in current account	4.77	2.00
Cash on Hand	22.61	16.40
<b>Total</b>	<b>27.38</b>	<b>18.40</b>

As per our report of even date attached

For Manubhai & Shah LLP  
 Chartered Accountants  
 Firm Reg. No. 106041W/W100136

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

(K.M. Patel)  
 Partner

Kunjbihari Shah  
 Managing Director  
 DIN: 00622460

Parul Shah  
 Whole Time Director  
 DIN: 00378095

Membership Number: 045740  
 Place: Ahmedabad  
 Date: June 25, 2021

Shefali Karar  
 Chief Financial Officer  
 Place: Ahmedabad

Niyati Parikh  
 Company Secretary  
 Date: June 25, 2021

## ZODIAC ENERGY LIMITED

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

#### 1. Background & Basis of Preparation of Financial Statements:

- (i) Zodiac Energy Limited ('ZEL' or 'the Company') is a Public Listed Company domiciled and headquartered in India. The Company was incorporated on 22/05/1992 as a Private Limited Company and converted into public company on 29/08/2017 and was listed on SME platform of National Stock Exchange of India Limited w.e.f 05/12/2017. The Company is primarily engaged in installation of Solar Power Generation Plant/Items.

#### (ii) Basis of preparation of Financial Statements :

These financial statements are prepared in accordance with Generally Accepted Accounting principles in India (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). The accounting policies have been consistently applied by the Company except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standards requires a change in accounting policy hereto in use.

#### (iii) Use of Estimates :

The preparation of financial statements in conformity with generally accepted accounting principles requires management of the Company to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

#### 2. Statement of Significant Accounting Policies :

The accounting policies set out below have been applied consistently to the periods presented in these financial statements.

##### A Property, Plant and Equipment and Depreciation:

- (i) Property, plant and equipment are stated at cost less depreciation. Cost comprises of all expenditure of capital in nature attributable to bringing the fixed asset to working condition for its intended use and incidental expenses including interest relating to acquisition, until Property, plant and equipment are ready to use.
- (ii) Depreciation on Property, plant and equipment is provided on the straight line method over the useful lives of assets as prescribed under Part C to Schedule II to the Companies Act, 2013.

##### B Intangible assets and amortisation:

- (i) An intangible asset is recognised, only where it is probable that future economic benefits attributable to the asset will accrue to the enterprise and the cost can be measured reliably. Intangibles are stated at cost, less accumulated amortization and impairment losses, if any.
- (ii) Capitalized software provides significant future benefits. Cost of software are amortized over a period of 3 years.

##### C Impairment of Assets :

- (i) The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. On such indication, the recoverable amount of the assets is estimated and if such estimation is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using weighted average cost of capital. A previously recognized impairment loss is further provided or reversed depending on changes in circumstances.
- (ii) After impairment, depreciation/ amortization is provided on the revised carrying amount of the asset over its remaining useful life.

##### D Borrowing Costs:

Borrowing costs are recognised in the period in which they are incurred except the borrowing costs attributable to the acquisition / constructions of a qualifying asset which are capitalised as part of the cost of such assets, up to the date, the assets are ready for their intended use.

**E Inventories :**

Raw materials are valued lower of cost and net realizable value. Cost of Raw materials is determined on First In First Out (FIFO) basis.

**F Foreign Currency Transitions:**
**(i) Initial Recognition :**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**(ii) Conversion :**

Foreign currency monetary items outstanding as on Balance Sheet date are revalued at exchange rate prevailing on balance sheet date (closing rate). Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

**(iii) Exchange Difference :**

Exchange differences arising on the settlement of monetary items, or on reporting monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

**G Revenue Recognition :**
**(i) Sales are recognised on transfer of significant risks and rewards of ownership of the goods to the buyer which is on dispatch of goods to buyer. Sales figures are net of Goods and Service Tax and adjustment in respect of discounts, rate difference, etc.**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

**(ii) Interest :**

Interest on bank deposits are recognized on time proportion basis taking into account the amounts invested and the rate applicable.

**(iii) Other Income:**

Other income is recognized on accrual basis.

**(iv) Subsidy :**

Government Subsidy is recognised only when there is reasonable assurance that the company will comply with the conditions attached to them, and the subsidy will be received.

**H Employee Benefits :**
**(i) Defined Contribution Plan :**

Contribution paid/payable to the employees' provident fund is as per statute and are recognized as expense during the year in which the employees perform the services.

**(ii) Defined Benefit Obligation:**

Gratuity liability for eligible employees is defined benefit obligation and are provided for on the basis of actuarial valuation on projected unit credit method made at the end of each financial year. Obligation is measured at the present value of estimated future cash flows using discounted rate that is determined by reference to market yields at the Balance Sheet date on Government Securities where the currency and terms of the Government Securities are consistent with the currency and estimated terms of the defined benefit obligation. Actuarial gains / losses are immediately taken to Statement of Profit and Loss.

**(iii) Short term employee benefits:**

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

**I Segment Reporting :**

Segments have been identified and reported taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

**J Leases :**

Lease, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased asset during the lease term, are classified as operating leases. Lease payments under operating lease are recognised as an expense in the profit and loss account on a straight-line basis over the lease term, considering the renewal terms, if appropriate.

**K Earnings Per Share :**

Basic earnings per share (EPS) is calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by adjusting the number of shares used for basic EPS with the weighted average number of shares that could have been issued on the conversion of all dilutive potential equity shares. The weighted average number of equity shares and potential equity shares outstanding during the period and for all the period presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

**L Taxes on Income :**

Income Tax expense comprises of current tax and deferred tax (charge or credit).

- (i) Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provision of the Income Tax Act, 1961.
- (ii) Deferred tax is recognized, on timing differences, being the difference between taxable income and accounting income that originate in one period and capable of reversal in one or more subsequent periods. Deferred Tax Assets in respect of unabsorbed depreciation and carry forward of losses are recognized if there is virtual certainty that there will be sufficient future taxable income available to realize such losses.

**M Provisions, Contingent Liabilities and Contingent Assets :**

- (i) A provision is recognized when the Company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.
- (ii) Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

**N Events after reporting date :**

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

**O General :**

Any other accounting policy not specifically referred to are consistent with generally accepted accounting principles.

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED AS AT MARCH 31, 2021

(Amount in Lakhs)

	Particulars	As at	
		March 31, 2021	March 31, 2020
<b>3</b>	<b>Share Capital</b>		
<b>a.</b>	<b>Authorised Capital</b>		
	1,50,00,000 Equity Shares of ₹10/- each	1,500.00	750.00
	(Previous Year 75,00,000 Equity Shares of ₹10/- each)		
<b>b.</b>	<b>Issued, subscribed and fully paid-up equity Shares</b>		
	1,46,33,440 Equity Shares of ₹10/- each	1,463.34	731.67
	(Previous Year 73,16,720 shares)		
<b>c.</b>	<b>Reconciliation of number of shares outstanding</b>		
	No of shares at the beginning of the year	73,16,720	73,16,720
	<b>Addition during the year</b>		
	Issued as fully paid bonus shares during the year	73,16,720	-
	<b>No. of shares at the end of the year</b>	<b>1,46,33,440</b>	<b>73,16,720</b>

<b>d.</b>	<b>Details of shareholders holding more than 5% shares in the Company:</b>				
	Name of Shareholder	March 31, 2021		March 31, 2020	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
	Mr. Kunjbihari J. Shah	87,83,040	60.02%	43,91,500	60.02%
	Mr. Jugalkishor H. Shah	13,84,000	9.46%	6,92,000	9.46%
	<b>Total</b>	<b>1,01,67,040</b>	<b>69.48%</b>	<b>50,83,500</b>	<b>69.48%</b>
<b>e.</b>	<b>Other details of equity shares for a period of five years immediately preceding March 31, 2021:</b>				
i)	26,83,360 Equity shares of ₹10/- each Aggregating to ₹2,68,33,600 were allotted during the year ended March 31, 2018 as fully paid bonus shares by capitalization of free reserves of the company				
ii)	73,16,720 Equity shares of ₹10/- each Aggregating to ₹7,31,67,200 were allotted during the year ended March 31, 2021 as fully paid bonus shares by capitalization of security premium of the company.				
<b>f.</b>	<b>Terms / Rights attached to equity shares:</b>				
	Equity shares of ₹10 each				
i)	The Company has only one class of shares referred to as equity shares having a par value of ₹10 per share.				
ii)	The equity shares are entitled to receive dividend as declared from time to time.				
iii)	The voting rights of equity shareholders are in proportion to their share of paid up equity capital of the company.				
iv)	As per the Companies Act 2013, the holders of equity shares will be entitled to receive residual assets of the Company, after distribution of all preferential amounts in the event of liquidation of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders. There were no preferential amount as on balance sheet date.				

(Amount in Lakhs)

	Particulars	As at	
		March 31, 2021	March 31, 2020
<b>4</b>	<b>Reserves and Surplus</b>		
	<b>Securities Premium</b>		
	At the commencement of the year	784.33	784.33
	Less: Utilised for bonus shares issued during the year	731.67	-
	<b>Balance at the end of the year (A)</b>	<b>52.66</b>	<b>784.33</b>
	<b>Surplus as per Statement of Profit and loss</b>		
	Balance as per last year Financial Statement	832.04	531.93
	Add: Net Profit for the year	449.56	300.11
	<b>Balance at the end of the year (B)</b>	<b>1,281.61</b>	<b>832.03</b>
	<b>Total</b>	<b>1,334.27</b>	<b>1,616.36</b>



(Amount in Lakhs)

Particulars			As at	
			March 31, 2021	March 31, 2020
5	<b>Long Term Borrowings</b>			
	Secured			
	Vehicle Loan From Bank*		64.04	-
	Working Capital Term Loan From Bank**		53.00	-
	Less: Current Maturity		23.20	-
	<b>Total</b>		<b>93.84</b>	<b>-</b>

\* Vehicle Loan is repayable in 78 equal monthly installment and interest @ 7.65% p.a. Secured by first charge over vehicle Mercedes Benz.

\*\* Working Capital term Loan is repayable in 35 equal monthly installment post moratorium of 12 months and interest @8.7% p.a. Working capital term loan is availed under Emergency credit line guarantee scheme. Secured by first charge over Stock, Book Debts and all current assets of the company and collaterally secured by personal guarantee of the directors of the company.

(Amount in Lakhs)

Particulars			As at	
			March 31, 2021	March 31, 2020
6	<b>Long term provisions:</b>			
	<b>Provision for Employee Benefits</b>			
	Provision for Gratuity (Refer note 26)		38.51	32.22
	<b>Total</b>		<b>38.51</b>	<b>32.22</b>

(Amount in Lakhs)

Particulars			As at	
			March 31, 2021	March 31, 2020
7	<b>Non-Current Liabilities</b>			
	Security Deposit		13.91	2.02
	<b>Total</b>		<b>13.91</b>	<b>2.02</b>

(Amount in Lakhs)

Particulars			As at	
			March 31, 2021	March 31, 2020
8	<b>Short term Borrowings</b>			
	Secured			
	Working Capital Loan from Bank*		1,135.86	579.90
	<b>Total</b>		<b>1,135.86</b>	<b>579.90</b>

\* Working Capital Loan is secured by first charge over Stock, Book Debts and all current assets of the company and collaterally secured by personal guarantee of the directors of the company.

(Amount in Lakhs)

Particulars			As at	
			March 31, 2021	March 31, 2020
9	<b>Trade Payables</b>			
	Dues to Micro and Small Enterprises		-	-
	Outstanding dues to Others		1,008.44	431.44
	<b>Total</b>		<b>1,008.44</b>	<b>431.44</b>

In the absence of any information from vendors regarding registration under the "Micro Small and Medium Enterprise Act, 2006" the company is unable to comply with the disclosures required to be made under the said Act.

(Amount in Lakhs)

Particulars		As at	
		March 31, 2021	March 31, 2020
<b>10</b>	<b>Other Current Liabilities</b>		
	Advance from customers	276.76	804.77
	Current Maturity of Long Term Debt	23.20	-
	Unpaid Expenses	30.38	8.44
	Payable to employees	0.89	1.23
	Payable to statutory authorities	14.24	4.72
	<b>Total</b>	<b>345.47</b>	<b>819.16</b>

(Amount in Lakhs)

Particulars		As at	
		March 31, 2021	March 31, 2020
<b>11</b>	<b>Short Term Provision</b>		
	<b>Provision for Employee Benefits</b>		
	Provision for Gratuity (Refer Note. 26)	1.50	0.69
	<b>Others</b>	-	-
	Provision for Income Tax (Net of Advance Tax)	108.67	109.82
	<b>Total</b>	<b>110.17</b>	<b>110.51</b>

(Amount in Lakhs)

Particulars		As at	
		March 31, 2021	March 31, 2020
<b>13</b>	<b>Deferred Tax Asset /Liability:</b>		
	<b>Net Deferred Tax Asset</b>		
	On difference between of WDV of assets as per books and as per Income Tax	0.77	0.21
	Expenses allowable on payment basis	10.27	8.56
	<b>Total</b>	<b>11.04</b>	<b>8.77</b>

(Amount in Lakhs)

Particulars		As at	
		March 31, 2021	March 31, 2020
<b>14</b>	<b>Long Term Loans and Advances</b>		
	Security Deposit (Unsecured Considered Good)	40.11	45.01
	<b>Total</b>	<b>40.11</b>	<b>45.01</b>

(Amount in Lakhs)

Particulars		As at	
		March 31, 2021	March 31, 2020
<b>15</b>	<b>Other Non-current Asset</b>		
	Fixed Deposit with bank with maturity period of more than one year*	228.82	149.00
	<b>Total</b>	<b>228.82</b>	<b>149.00</b>
	* Fixed Deposits are held as security against performance guarantee		

(Amount in Lakhs)

Particulars		As at	
		March 31, 2021	March 31, 2020
<b>16</b>	<b>Inventories</b>		
	Raw Material	1,853.87	1,120.31
	<b>Total</b>	<b>1,853.87</b>	<b>1,120.31</b>

(Amount in Lakhs)

**12. Property, Plant and Equipment**

Particulars	Gross Block				Depreciation				Net Block	
	As at 01/04/2020	Additions	Deductions	As at 31/03/2021	As at 01/04/2020	During the year	Deductions	As at 31/03/2021	As at 31/03/2021	As at 31/03/2020
<b>Tangible assets</b>										
Plant & Machinery	14.98	7.31	-	22.29	9.29	0.78	-	10.06	12.23	5.70
Computers	12.71	2.97	-	15.67	9.88	1.59	-	11.47	4.21	2.83
Furniture & Fittings	14.77	0.49	-	15.26	10.25	0.81	-	11.06	4.20	4.52
Office Equipment	34.07	4.93	-	39.00	14.72	4.74	-	19.46	19.54	19.35
Vehicles	53.39	83.79	10.50	126.68	28.99	9.35	9.98	28.37	98.31	24.41
<b>Subtotal (A)</b>	<b>129.93</b>	<b>99.48</b>	<b>10.50</b>	<b>218.91</b>	<b>73.12</b>	<b>17.27</b>	<b>9.98</b>	<b>80.41</b>	<b>138.49</b>	<b>56.81</b>
Previous year	109.58	20.34	-	129.93	62.86	10.27	-	73.12	56.81	-
<b>Intangible assets</b>										
Software	5.52	1.33	-	6.84	4.12	0.70	-	4.82	2.02	1.40
<b>Subtotal (B)</b>	<b>5.52</b>	<b>1.33</b>	<b>-</b>	<b>6.84</b>	<b>4.12</b>	<b>0.70</b>	<b>-</b>	<b>4.82</b>	<b>2.02</b>	<b>1.40</b>
Previous year	4.32	1.20	-	5.52	3.70	0.42	-	4.12	1.40	-
<b>Total Rs. (A+B)</b>	<b>135.44</b>	<b>100.80</b>	<b>10.50</b>	<b>225.75</b>	<b>77.24</b>	<b>17.96</b>	<b>9.98</b>	<b>85.23</b>	<b>140.52</b>	<b>58.20</b>
Previous Year (Total)	113.90	21.54	-	135.44	66.55	10.69	-	77.24	58.20	-

(Amount in Lakhs)

	Particulars	As at	
		March 31, 2021	March 31, 2020
17	<b>Trade Receivable</b>		
	<b>Unsecured Considered Good:</b>		
	Outstanding for a period exceeding six months from the due date of payment#	833.24	431.68
	Outstanding for less than six months*	1,516.24	2,101.96
	<b>Total</b>	<b>2,349.48</b>	<b>2,533.64</b>
	#Above receivables includes subsidy receivable amounting to ₹ 583.57 Lakhs (Previous Year - Rs.50.23 Lakhs).		
	*Above receivables includes subsidy receivable amounting to ₹ 2.39 Lakhs (Previous year - Rs. 777.10 Lakhs).		

(Amount in Lakhs)

	Particulars	As at	
		March 31, 2021	March 31, 2020
18	<b>Cash and Bank Balances</b>		
(i)	Cash and Cash Equivalents		
	Cash on hand	22.61	16.40
	Balances with Banks		
	in current account	4.77	2.00
	<b>Total</b>	<b>27.38</b>	<b>18.40</b>

(Amount in Lakhs)

	Particulars	As at	
		March 31, 2021	March 31, 2020
	<b>Short term loans and Advances</b>		
19	<b>Unsecured Considered Good:</b>		
	Balance with tax authorities	101.69	166.42
	Advance to Employees	9.18	10.20
	Advance to suppliers	774.18	207.85
	Less: Provision for Doubtful Advance	(6.14)	-
	<b>Total</b>	<b>878.91</b>	<b>384.47</b>
	There is no amount due from director, other officer of the Company or firms in which any director is a partner or private companies in which any director is a director or member at any time during the reporting period.		

(Amount in Lakhs)

	Particulars	As at	
		March 31, 2021	March 31, 2020
20	<b>Other Current Assets</b>		
	Accrued Interest	10.54	3.68
	Prepaid Expenses	3.15	1.81
	<b>Total</b>	<b>13.69</b>	<b>5.49</b>

(Amount in Lakhs)

	Particulars	For the year ended	
		March 31, 2021	March 31, 2020
21	<b>Revenue from Operations</b>		
	Sale of Goods	9,861.67	6,800.28
	Sale of services	175.18	18.04
	<b>Total</b>	<b>10,036.85</b>	<b>6,818.31</b>

(Amount in Lakhs)

Particulars		For the year ended	
		March 31, 2021	March 31, 2020
<b>22</b>	<b>Other Income</b>		
	Interest Income	14.88	28.15
	Amount Written Back	-	2.50
	Other Miscellaneous Income	0.69	0.39
	Foreign Exchange Gain	11.72	-
	Profit on Sale of Assets	1.92	-
	<b>Total</b>	<b>29.21</b>	<b>31.04</b>

(Amount in Lakhs)

Particulars		For the year ended	
		March 31, 2021	March 31, 2020
<b>23</b>	<b>Cost of Material</b>		
	<b>Raw Material Consumed</b>		
	Opening Stock	1,120.31	663.64
	Add: Purchase and Purchase expenses	9,031.02	5,740.84
	Less: Closing stock of Raw material	1,866.50	1,120.31
	Less: Provision for Stock	12.63	-
	<b>Total</b>	<b>8,297.46</b>	<b>5,284.17</b>
	<b>Consumption details:</b>		
	<b>Item description</b>	<b>2020-21</b>	<b>2019-20</b>
	Panels	5,282.75	3,359.79
	Inverters	1,258.52	363.50
	Others (Items consisting less than 10% of Total amount of consumption)	1,756.19	1,560.88
	<b>Total</b>	<b>8,297.46</b>	<b>5,284.17</b>

(Amount in Lakhs)

Particulars		For the year ended	
		March 31, 2021	March 31, 2020
<b>24</b>	<b>Employee Benefits Expense</b>		
	Salary	263.02	203.25
	Director Remuneration	65.98	51.68
	Director Sitting Fees	3.47	2.43
	Staff Welfare expense	12.01	8.83
	Contribution to PF and Other Funds	12.53	12.43
	<b>Total</b>	<b>356.99</b>	<b>278.62</b>

(Amount in Lakhs)

Particulars		For the year ended	
		March 31, 2021	March 31, 2020
<b>25</b>	<b>Finance Cost</b>		
	Interest on Working Capital Loan	51.11	49.41
	Interest on Car Loan	2.11	-
	Other Interest	0.41	-
	Bank Charges	39.12	24.44
	<b>Total</b>	<b>92.75</b>	<b>73.85</b>

(Amount in Lakhs)

	Particulars	For the year ended	
		March 31, 2021	March 31, 2020
<b>26</b>	<b>Other Expenses</b>		
	Cost of Operation	288.17	511.34
	Rent	44.38	49.42
	Rates and Taxes	28.61	2.44
	Insurance Premium	4.68	2.79
	Electricity Expense	2.51	3.14
	Repair & Maintenance	1.31	0.45
	Travelling Expense	30.49	32.34
	Professional Fees	11.15	7.34
	Stationery & Printing Expenses	4.28	3.04
	Sales Promotion Expenses	222.17	94.08
	Filing and Registration Fees	9.07	5.08
	Stamping Expenses	5.03	13.64
	Loss on Foreign Exchange fluctuation	-	21.19
	Subsidy Written Off	8.10	-
	Donation	0.44	0.70
	Miscellaneous Expenses	20.42	24.81
	Amount Written Off	12.01	-
	Auditor's Remuneration*	2.92	2.97
	<b>Total</b>	<b>695.77</b>	<b>774.77</b>
	<b>*Payment to Statutory Auditors</b>		
	Audit Fees	0.75	0.75
	Tax Audit and Other Taxation Services	2.07	2.18
	Attestation and Certification	0.05	0.03
	Out of pocket expenses	0.05	0.01
	<b>Total</b>	<b>2.92</b>	<b>2.97</b>

<b>27</b>	<b>Employee benefits:</b>		
1)	Short term employee benefits:		
	The liability towards short-term employee benefits in the form of contribution to Provident Fund for the year ended March 31, 2021 has been recognized in the Statement of Profit and Loss.		
2)	Post-employment benefits:	(Amount in Lakhs)	
	The following disclosures are made in accordance with AS-15 (Revised) pertaining to Defined Benefit Plans in terms of gratuity:		
	Particulars	Year ended on March 31, 2021	Year ended on March 31, 2020
	<b>Net employee benefit expense recognized in Statement of Profit &amp; Loss:</b>		
	Current service cost	5.26	4.28
	Interest cost on benefit obligation	2.24	2.18
	Net actuarial (gain) / loss recognised in the year	(0.40)	(0.85)
	<b>Net benefit expense</b>	<b>7.10</b>	<b>5.62</b>
	<b>Changes in the present value of the defined benefit obligation are as follows:</b>		
	Opening defined benefit obligation	32.91	28.07
	Interest cost	2.24	2.18
	Current service cost	5.26	4.28
	Actuarial (gains) / losses on obligation	(0.40)	(0.85)
	Benefit Directly paid by Employer	-	(0.78)
	<b>Closing defined benefit obligation</b>	<b>40.01</b>	<b>32.91</b>
	<b>Amount Recognised in Balance Sheet:</b>		
	Defined benefit obligation	40.01	32.91
	<b>Plan Liability</b>	<b>40.01</b>	<b>32.91</b>
	There is no plan assets at the beginning and at the end of the year.		
	The principal assumptions used in determining gratuity obligation for the Company's plans are shown below:		



Particulars	2020-21	2019-20
Discount Rate per annum	6.82%	6.82%
Expected salary increase per annum	8.00%	8.00%
Attrition rate	2.00%	2.00%

<b>28</b>	<b>Segment information</b>
	The Company is primarily engaged in Installation of Power Generation Plant/Items which is the only primary reportable segment as per Accounting Standard 17 – Segment Reporting. The Company's operations are primarily in India, accordingly there is no reportable secondary geographical segment.

<b>29</b>	<b>Related Party Disclosures:</b>
	Related party disclosures as required under the Accounting Standard AS – 18 on “Related Party Disclosures” notified under Companies Act, 2013 are given below:

<b>i</b>	<b>List of Related Parties &amp; Relationship:</b>
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(a)	<b>Key Managerial Personnel (KMP):</b>	
	Shri Kunjbihari J .Shah	Managing Director
	Smt. Parul Shah	Whole time Director
	Shri Kamlesh Mistry	Whole time Director (upto 31/08/2019)
	Shri. Bhargav C. Mehta	Whole time Director
	Shri J.H. Shah	Director (upto 11/03/2020)
	Shri Jaxay Shah	Director (w.e.f from 12/03/2020)
	Shri Dhaval Shah	Director
	Shri Kalpesh Joshi	Director
	Smt. Shefali Karar	Chief Financial Officer
Smt. Niyati Parikh	Company Secretary	

<b>(b)</b>	<b>Companies controlled by directors or relatives of directors:</b>
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	Zenith Power Projects Private Limited
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ii	Transactions with Related Parties:	(Amount in Lakhs)			
	Particulars	KMP		Companies / Enterprise controlled by directors / relative of directors	
		2020-21	2019-20	2020-21	2019-20
	Sale of Material				
	Zenith Power Projects Private Limited	-	-	3.22	44.76
	Purchase of Material				
	Zenith Power Projects Private Limited	-	-	403.93	

<b>Rent Paid</b>				
K J Shah	24.00	27.10		

<b>Loan Taken</b>				
K J Shah	126.50	203.31	-	-
Parul K Shah	17.25	29.52	-	-
<b>Loan Repaid</b>				
K J Shah	126.50	203.31	-	-
Parul K Shah	17.25	29.52	-	-

<b>Managerial Remuneration</b>				
Shri K J Shah	34.40	24.00		
Smt. Parul Shah	19.70	18.00		
Shri Kamlesh Mistry	-	6.00		
Shri. Bhargav C. Mehta	5.68	3.60		
Smt. Shefali Karar	6.80	6.25		
Smt. Niyati Parikh	2.46	3.00		

<b>Directors' Sitting Fees</b>				
Shri. Dhaval Shah	1.21	0.90		
Shri J.H. Shah	-	0.63		

	Shri Jaxay Shah	1.05	-		
	Shri Kalpesh Joshi	1.21	0.90		
iii	<b>Balance at the year end</b>				
	Shri K J Shah	3.50	1.75		
	Smt. Parul Shah	1.85	1.25		
	Shri. Bhargav C. Mehta	0.49	0.29		
	Smt. Shefali Karar	0.54	-		
	Smt. Niyati Parikh	0.25	-		
	Shri. Dhaval Shah	1.21	0.90		
	Shri J.H. Shah	-	0.63		
	Shri Jaxay Shah	1.05	-		
	Shri Kalpesh Joshi	1.21	0.90		

<b>30</b>	<b>Earnings Per Share:</b>		
	<b>Particulars</b>	<b>2020-21</b>	<b>2019-20</b>
	Net profit for the year attributable to Equity Shareholders (in ₹)	4,49,56,445	3,00,10,719
	Weighted average number of equity shares of face value of ₹ 10 each outstanding during the year (in No)	1,46,33,440	1,46,33,440
	Basic and diluted Earnings Per Share of ₹ 10 each	3.07	2.05

(Amount in Lakhs)

31	Contingent liabilities and capital commitments	As at	
Particulars		March 31, 2021	March 31, 2020
	In respect of demand raised by Goods and Service Tax Authorities	418.00	-

(Amount in Lakhs)

<b>32</b>	<b>Value of Imports on C.I.F. Basis:</b>		
	<b>Particulars</b>	<b>2020-21</b>	<b>2019-20</b>
	Purchase of raw material	1,793.90	634.01

(Amount in Lakhs)

<b>33</b>	<b>Earning in foreign currency:</b>		
	<b>Particulars</b>	<b>2020-21</b>	<b>2019-20</b>
	FOB Value of exports	-	-

**34** In the opinion of the Board, the current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of the business, provision for depreciation and all known liabilities are adequate and not in excess of the amount reasonable necessary.

**35** Details of loan given, investment made and guarantee given covered under section 186(4) of the Companies Act, 2013. There are no loan and guarantee given as well as investment made by the company.

**36** Previous year figures have been regrouped/reclassified to make them comparable with those of current year.

**For Manubhai & Shah LLP**  
 Chartered Accountants  
 Firm Reg. No. 106041W/W100136

(K.M. Patel)  
 Partner  
 Membership Number: 045740  
 Place: Ahmedabad  
 Date: June 25, 2021

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

Kunjbihari Shah  
 Managing Director  
 DIN: 00622460

Shefali Karar  
 Chief Financial Officer  
 Place: Ahmedabad

Parul Shah  
 Whole Time Director  
 DIN: 00378095

Niyati Parikh  
 Company Secretary  
 Date: June 25, 2021

# CUT DOWN YOUR ELECTRICITY EXPENSES

## ZODIAC SOLAR SYSTEM MAKING LIFE EASIER

To be a world class renewable energy solutions provider by establishing footprint across all major segments of the renewable power industry and by providing world class, innovative and cost effective products and solutions



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