

Notice

NOTICE is hereby given that the 24th Annual General Meeting of Zodiac Energy Private Limited will be held on 24th September, 2016 at 11.00 AM. at the Registered Office of the Company at A -1204 SIDDHI VINAYAK TOWERS, MAKARBA, S.G.HIGHWAY, AHMEDABAD-380051 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement for the financial year ended 31st March, 2016 including Audited Balance sheet as at 31st March 2016, Statement of Profit & loss for the year ended on that date and Cash flow Statement, the Report of the Board of Directors and Auditors thereon.
2. To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:
TO APPOINT STATUTORY AUDITOR OF THE COMPANY AND FIX THEIR REMUNERATION.
"RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby appoints CA Kamlesh K. Jain (M.No. 049330) Chartered Accountant, Ahmedabad as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next AGM of the company at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."
3. To transact any other business with the permission of chairman.

By order of the Board of Directors

For, **ZODIAC ENERGY PRIVATE LIMITED**


DIRECTOR

KUNJBIHARI JUGALKISHOR SHAH

DIN: 00622460

Ahmedabad, August 29, 2016

Notes:

- 1) A member is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company.
- 2) Proxies in order to be effective must be received at the registered office of the company not less than 48 hours before the meeting.

REG Office: A-1204, Siddhivinayak towers, Behind Adani CNG Station, Near Kataria Auto Makarba, S.G.Highway, Ahmedabad-380051.

PhoneNo :079-66170307 / 079-29704116

Works :Plot No 67,Road No.06, Kathwada G.I.D.C, Kathwada, Ahmedabad-382430

Email :info@zodiacenergy.com**Web** :www.zodiacenergy.com

CIN No :U51909GJ1992PTC017694



To Members,
ZODIAC ENERGY PRIVATE LIMITED

Your Directors have pleasure in presenting the 24th Annual Report and Audited Statement of Accounts on the business and operations of your Company and for the year ended 31st March, 2016. Your Company has achieved yet another year of satisfactory performance in turnover and profitability.

1 FINANCIAL RESULTS:

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

Particulars	Year ended	Year ended
	31 st March, 2016	31 st March, 2015
	(Rs.)	(Rs.)
<u>INCOME</u>		
Revenue & Operations	91,857,391	86,735,533
Other Income	189,415	270,381
Total Income	92,046,806	87,005,914
<u>Expenditure</u>		
Cost of Material Consumed / Purchases	79,273,600	69,793,293
Changes in inventories	(4,348,151)	3,214,478
Employee Benefit Expenses	5,116,597	5,605,602
Finance Charges	3,462,123	1,846,096
Depreciation & Amortization Exps.	907,384	1,003,389
Other Expenses	6,036,794	4,978,687
Total Expenses	90,448,347	86,441,545
Profit / (Loss) before tax	1,598,459	564,369
Less: Current Tax	481,159	210,234
Deferred Tax	21,499	(28,605)
Profit or Loss After Tax	1,095,801	382,740
Earnings per equity share		
a) Basic	1.24	0.43
b) Diluted	1.24	0.43

2 DIVIDEND

To strengthen the financial position of the company, your directors has not recommended dividend this year.

3 TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

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

REG Office: A-1204, Siddhivinayak towers, Behind Adani CNG Station, Near Kataria Auto, Makarba, S.G.Highway, Ahmedabad-380051.

PhoneNo : 079-66170307 / 079-29704116

Works : Plot No 67, Road No.06, Kathwada G.I.D.C, Kathwada, Ahmedabad-382430

Email : info@zodiacenergy.com **Web :** www.zodiacenergy.com

CIN No : U51909GJ1992PTC017694



4 STATE OF COMPANY'S AFFAIRS OF COMPANY

The turnover of your Company for the year under review is Rs. 918,57,391 as against Rs. 8,67,35,533/- in the previous year, which in the opinion of the directors are satisfactory, your directors are hopeful to improve the growth rate in turnover and profitability in current year. Net Profit After Tax stood at Rs.10,91,194/= as against Rs. 3,82,470/- in the previous financial year.

5 CHANGE IN NATURE OF BUSINESS, IF ANY

No change in business for the year under review.

6 MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

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

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

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 do not apply to our Company except to the extent that in the year under review there was earnings in foreign exchange to the tune of Rs. 21,30,315/= from rendering of consultancy services and outgoing of foreign exchange Rs.4,27,985/= towards the import of purchase.

8 RISK MANAGEMENT POLICY

The company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy.

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

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

10 PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

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

11 PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Not applicable to the company.

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

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

REG Office: A-1204, Siddhivinayak towers, Behind Adani CNG Station, Near Kataria Auto, Makarba, S.G.Highway, Ahmedabad-380051.

PhoneNo :079-66170307 / 079-29704116

Works :Plot No 67,Road No.06, Kathwada G.I.D.C, Kathwada, Ahmedabad-382430

Email :info@zodiacenergy.com**Web** :www.zodiacenergy.com

CIN No :U51909GJ1992PTC017694



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

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

14 EXTRACT OF ANNUAL RETURN

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

15 NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR

During the Financial Year 2015-16, 9 meetings of the Board of Directors of the company were held. Date of meetings are as below. The gap between meeting did not exceed one hundred twenty days.

The details of board meetings are given below

S.No	Date of Board Meeting	Board Strenght	No. of Directors Present
1	02-Apr-15	7	5
2	25-May-15	7	4
3	30-Jun-15	7	4
4	10-Jul-15	7	5
5	02-Aug-15	7	5
6	26-Aug-15	7	5
7	10-Oct-15	7	4
8	09-Jan-16	7	4
9	07-Dec-15	7	5
10	22-Dec-15	7	5

16 DIRECTORS RESPONSIBILITY STATEMENT

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

- in the preparation of the annual accounts for the financial year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit /loss of the Company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

REG Office: A-1204, Siddhivinayak towers, Behind Adani CNG Station, Near Kataria Auto, Makarba, S.G.Highway, Ahmedabad-380051.

PhoneNo :079-66170307 / 079-29704116

Works :Plot No 67,Road No.06, Kathwada G.I.D.C, Kathwada, Ahmedabad-382430

Email :info@zodiacenergy.com**Web** :www.zodiacenergy.com

CIN No :U51909GJ1992PTC017694





- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

17 SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

18 DEPOSITS

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

19 DIRECTORS

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

20 DECLARATION OF INDEPENDENT DIRECTORS

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

21 STATUTORY AUDITORS

The Board on recommendation of the Audit Committee, has proposed that CA Kamlesh K. Jain , Ahmedabad be re-appointed as Statutory Auditor of the Company and to hold office till the conclusion of next Annual General Meeting of the Company . Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013

22 CHANGES IN SHARE CAPITAL,

During the Financial Year 2015-16, the share capital of the Company has not been increased under Private Placement/Preferential allotment/Rights issue /Employee Stock Option Scheme of the Company.

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

There is no issue of shares as per the Rule 4(4) of Companies (Share Capital and Debenture Rules, 2014) for the Financial Year 2015-16

(b) Disclosure Regarding Issue of Employees Stock Options

There is no issue of shares as per the Rule 12(9) of Companies (Share Capital and Debenture Rules, 2014) for the Financial Year 2015-16.

(c) Disclosure Regarding Issue of Sweat Equity Shares

There is no issue of Sweat Equity Shares as per the Rule 8(13) of Companies (Share Capital and Debenture Rules, 2014) for the Financial Year 2015-16 .

23 INTERNAL CONTROLS AND SYSTEMS

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

REG Office: A-1204, Siddhivinayak towers, Behind Adani CNG Station, Near Kataria Auto, Makarba, S.G.Highway, Ahmedabad-380051.

PhoneNo :079-66170307 / 079-29704116

Works :Plot No 67,Road No.06, Kathwada G.I.D.C, Kathwada, Ahmedabad-382430

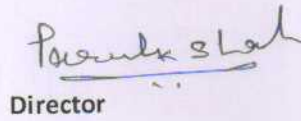
Email :info@zodiacenergy.com**Web** :www.zodiacenergy.com

CIN No :U51909GJ1992PTC017694



- 24 **DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL**
Your Directors state that No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future
- 25 **APPRECIATION:**
Your Directors acknowledge with gratitude the co-operation and assistance given by the Bankers, Distributors, Customers, during the year under review and are confident that your Company will continue to receive such support in the years ahead. The Directors also wish to thank all the employees for their contribution, high degree of commitment, support and continued co-operation throughout the year

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


Director
Director

Place : Ahmedabad

Date : August 29, 2016

REG Office: A-1204, Siddhivinayak towers, Behind Adani CNG Station, Near Kataria Auto, Makarba, S.G.Highway, Ahmedabad-380051.

PhoneNo :079-66170307 / 079-29704116

Works :Plot No 67,Road No.06, Kathwada G.I.D.C, Kathwada, Ahmedabad-382430

Email :info@zodiacenergy.com**Web** :www.zodiacenergy.com

CIN No :U51909GJ1992PTC017694



EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

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

I. REGISTRATION & OTHER DETAILS:

1	CIN	U51909GJ1992PTC017694
2	Registration Date	22-05-1992
3	Name of the Company	ZODIAC ENERGY PRIVATE LIMITED
4	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES
5	Address of the Registered office & contact details	INDIAN NON GOVERNMENT COMPANY A-1204, Siddhi Vinayk Towers, B/h. DCP Office, Beside Kataria Auto, Makarba, S. G. Highway, Ahmedabad - 380 051
6	Whether listed company	NO
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	NIL

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturing, Trading of Engineering goods	-	91.84%
2	Rendering erection, commissioning and installation services		8.2%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) **Category-wise Share Holding**

[illegible]

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-								-
ii) Overseas	-								-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-								-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-								-
c) Others (specify)									
Non Resident Indians	-								-
Overseas Corporate Bodies	-								-
Foreign Nationals	-								-
Clearing Members	-								-
Trusts	-								-
Foreign Bodies - D R	-								-
Sub-total (B)(2):-	-								-
Total Public (B)	-								-
C. Shares held by Custodian for GDRs & ADRs	-								-
Grand Total (A+B+C)	-	883,360	883,360	100.00%	-	883,360	883,360	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Kunjibihari J. Shah	473,560	53.61%	0.00%	517,760	58.61%	0.00%	5.00%
2	Parul K Shah	6,200	0.70%	0.00%	6,200	0.70%	0.00%	0.00%

(iii) Change in Promoters' Shareholding

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year			4,73,560	53.61%		0.00%
	Changes during the year	30-03-2016	Transfer	44,200	5.00%		0.00%
	At the end of the year			5,17,760	58.61%	5,17,760	58.61%

(iv) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of shares	% of total shares
1	PARUL K SHAH	Allot	6,200	0.70%	6,200	0.70%
	At the beginning of the year					
	Changes during the year					
	At the end of the year					
2	BABULAL D KAKADIA	Allot	-	0.00%	-	0.00%
	At the beginning of the year					
	Changes during the year					
	At the end of the year					
3	KUNJIBIHARI J SHAH	Allot	4,73,560	53.61%	5,17,760	58.61%
	At the beginning of the year		4,73,560		-	
	Changes during the year	Transfer	44,200		-	
	At the end of the year		5,17,760		5,17,760	
4	PRANAV R MEHTA	Allot	-	0.00%	-	0.00%
	At the beginning of the year					
	Changes during the year					
	At the end of the year					
5	VIBHAKAR K GHODA	Allot	-	0.00%	-	0.00%
	At the beginning of the year					
	Changes during the year					
	At the end of the year					

6	KAMLESH S MISTRY	Allot	-	0.00%	-	0.00%
	At the beginning of the year					
	Changes during the year					
	At the end of the year					
7	MAHENDRA P RAJPUT	Allot	-	0.00%	-	0.00%
	At the beginning of the year					
	Changes during the year					
	At the end of the year					

V. INDEBTEDNESS

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

				(Amt. Rs./Lacs)	
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness	
Indebtedness at the beginning of the financial year					
i) Principal Amount	242,19,129.62	95,90,521.00	-	338,09,650.62	
ii) Interest due but not paid	-	-	-	-	
iii) Interest accrued but not due	-	-	-	-	
Total (i+ii+iii)	242,19,129.62	95,90,521.00	-	338,09,650.62	
Change in Indebtedness during the financial year					
* Addition	1175,36,814.00	99,38,597.00	-	1274,75,411.00	
* Reduction	1174,23,485.00	149,83,816.00	-	1324,07,301.00	
Net Change	1,13,329.00	249,22,413.00	-	2598,82,712.00	
Indebtedness at the end of the financial year					
i) Principal Amount	243,32,458.62	45,45,302.00	-	288,77,760.62	
ii) Interest due but not paid	-	-	-	-	
iii) Interest accrued but not due	-	-	-	-	
Total (i+ii+iii)	243,32,458.62	45,45,302.00	-	288,77,760.62	

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Particulars of Remuneration					Names		In lacs
SN.	Name		Designation	Parul Shah	K J Shah	Kamlesh mistry	Total Amount
1	Gross salary			Director	8.46	4.15	20.41
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961						
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961						
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961						-
2	Stock Option						-
3	Sweat Equity						-
4	Commission						-
	- as % of profit						-
	- others, specify						-
5	Others, please specify						-
	Total (A)			7.80	8.46	4.15	20.41
	Ceiling as per the Act						NA

B. Remuneration to other Directors

NIL

Particulars of Remuneration		Name of Directors		Total Amount (Rs/Lac)
1	Independent Directors			
	Fee for attending board			
	Commission			-
	Others, please specify			-
	Total (1)			-
2	Other Non-Executive Directors			-
	Fee for attending board			-
	Commission			-
	Others, please specify			-
	Total (2)			-
	Total (B)=(1+2)			-
	Total Managerial Remuneration			-
	Overall Ceiling as per the Act			

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD						
Particulars of Remuneration			Name of Key Managerial Personnel			Total Amount (Rs/Lac)
SN.	Name Designation		CEO	CFO	CS	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the (b) Value of perquisites u/s 17(2) (c) Profits in lieu of salary under section 17(3) Income- tax Act,					-
2	Stock Option					-
3	Sweat Equity					-
4	Commission - as % of profit - others; specify					-
5	Others, please specify					-
	Total					-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
NIL					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					