

CS Anand S. Lavingia

ACS, LL.b (Spl.). B. Com

Practicing Company Secretary

Form No. MGT-13

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014]

Date: 24/09/2018

To,
The Chairman of the Annual General Meeting of the Equity Shareholder of
ZODIAC ENERGY LIMITED
A-1204, Siddhi Vinayak Towers,
Off S G Highway, Makarba ,
Vejalpur Ahmedabad - 380051

Dear Sir,

Sub: Declaration of Poll Results of in respect of businesses set forth in the notice of 26th Annual General Meeting of members of the Zodiac Energy Limited held on Saturday, September 22, 2018 at 03.00 P.M. at seminar Room, Ahmedabad Management Association, Torrent-AMA Management Centre, Core-AMA Management House, Atira Campus, AMA Complex ,Dr. V S Marg, Vastrapur, Ahmedabad 380 015

I, Anand S. Lavingia, Practicing Company Secretary, have been appointed as a Scrutinizer of **Zodiac Energy Limited** ("the Company"), pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, for the purpose of scrutinizing Polling Process in respect of businesses set forth in the notice of 26th Annual General Meeting ("AGM") of the Company, in a fair and transparent manner.

Responsibility of the Management of the Company

The Management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to poll process on the resolution contained in the aforesaid notice to the AGM of the members of the company.

Responsibility of Scrutinizer

My responsibility, as a scrutinizer, is to ensure and scrutinize the voting done through polling papers in a fair and transparent manner and to make a scrutinizer's report of the votes cast "in favour" or "against" the resolution, based on physical voting through polling papers.

As per the Notice of AGM, below mentioned businesses were proposed for the approval of Members through polling paper at the AGM;

1. **Ordinary Resolution** to receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2018 and the reports of the Directors' and the Auditors' thereon;
2. **Ordinary Resolution** for appointment of a Director in place of Mr. Kunjbihari Shah (DIN 00622460), who retires by rotation and being eligible, seeks re-appointment.;
3. **Ordinary Resolution** for Appointment of Mr. Dhaval Shah (DIN 07933310) as Non-Executive Independent Director of the Company;
4. **Ordinary Resolution** for appointment of Appointment of Mr. Kalpesh Joshi (DIN 07210197) as Non-Executive Independent Director of the Company;
5. **Ordinary Resolution** for Appointment of Mr. Jugalkishor Shah (DIN 01356966) as Non-Executive Director of the Company;

Office No. 415-416 4th Floor, Pushpam Complex, Opp. Seema Hall, Anand Nagar Road,
Satellite, Ahmedabad - 380 015.

O/Fax: 079 - 4005 1702 M: +91 94270 49481



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I hereby report as under;

1. After the time fixed for closing of the poll by the Chairman, Mr. Kunjbihari Shah, ballot boxes kept for polling were locked in our presence with due identification marks placed by us;
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and there were no authorizations / proxies lodged with the Company;
3. I did not find any poll papers invalid;
4. After the conclusion of voting at the Annual General Meeting, I first counted the Vote cast at the meeting through polling papers, after the completion of voting at the Annual General Meeting, in the presence of two witnesses, namely, Ms. Anjali Savjani and Mr. Vikram Desai, who are not in employment of the Company.
5. The result of polling papers voting in respect of resolutions placed in the notice of AGM held on September 22, 2018 is annexed herewith.
6. The Register, all other papers and relevant records relating to voting at the AGM through polling papers shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.
7. The result of the voting by members through polling papers at the AGM in respect of the above mentioned businesses may, accordingly, be declared by the Chairman or any other Authorized Person, as decided by the Board of Directors of the Company and who has also countersigned this report.

Place: Ahmedabad

Date: September 24, 2018

Signature: 

Name of Company Secretary: Anand S. Lavingia

ACS No.: 26458 C. P. No.: 11410

Declaration

We, the undersigned witnesseth that the physical ballot papers were opened in our presence;

Witness 1: 

Mr. Vikram Desai

Witness 2: 

Ms. Anjali Savjani

Countersigned by
For, Zodiac Energy Limited


Chairman of AGM

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Annexure

Detailed Result of Polling Papers

Resolution 1

to receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2018 and the reports of the Directors' and the Auditors' thereon - Ordinary Resolution

i) Voted in favour of Resolution:

Number of Members present and voting (in person or proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted
15	53,86,920	100%

ii) Voted against the Resolution:

Number of Members present and voting (in person or proxy)	Number of votes casted against the resolution	% of total number of valid votes casted
0	0	0.00%

iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes
0	0

Resolution 2

To appoint a Director in place of Mr. Kunjbihari Shah (DIN 00622460), who retires by rotation and being eligible, seeks re-appointment - Ordinary Resolution

i) Voted in favour of Resolution:

Number of Members present and voting (in person or proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted
15	53,86,920	100%

ii) Voted against the Resolution:

Number of Members present and voting (in person or proxy)	Number of votes casted against the resolution	% of total number of valid votes casted
0	0	0.00%

iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes
0	0

Resolution 3

Appointment of Mr. Dhaval Shah (DIN 07933310) as Non-Executive Independent Director of the Company - Ordinary Resolution

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i) Voted in favour of Resolution:

Number of Members present and voting (in person or proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted
15	53,86,920	100%

ii) Voted against the Resolution:

Number of Members present and voting (in person or proxy)	Number of votes casted against the resolution	% of total number of valid votes casted
0	0	0.00%

iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes
0	0

Resolution 4

Appointment of Mr. Kalpesh Joshi (DIN 07210197) as Non-Executive Independent Director of the Company - Ordinary Resolution

i) Voted in favour of Resolution:

Number of Members present and voting (in person or proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted
15	53,86,920	100%

ii) Voted against the Resolution:

Number of Members present and voting (in person or proxy)	Number of votes casted against the resolution	% of total number of valid votes casted
0	0	0.00%

iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes
0	0

Resolution 5

Appointment of Mr. Jugalkishor Shah (DIN 01356966) as Non-Executive Director of the Company - Ordinary Resolution

i) Voted in favour of Resolution:

Number of Members present and voting (in person or proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted
15	53,86,920	100%

ii) Voted against the Resolution:

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Number of Members present and voting (in person or proxy)	Number of votes casted against the resolution	% of total number of valid votes casted
0	0	0.00%

iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes
0	0

Place: Ahmedabad

Date: September 24, 2018

Signature: 

Name of Company Secretary: Anand S. Lavingia

ACS No.: 26458 C. P. No.: 11410

