

**Consolidated Scrutinizers' Report**  
**On Remote E-Voting & Remote Electronic Voting during 31<sup>st</sup> Annual General Meeting**

To,  
The Chairman of 31<sup>st</sup> Annual General Meeting  
**ZODIAC ENERGY LIMITED**  
U.G.F-4, 5, 6, Milestone Building, Near Khodiyar Restaurant,  
Near Drive in Cinema, Thaltej, Ahmedabad-380054

Dear Sir,

**Sub: Consolidated Scrutinizer Report on Remote E-voting conducted pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 and Remote Electronic Voting during the 31<sup>st</sup> Annual General Meeting of Zodiac Energy Limited, held on Monday, September 25, 2023 at 04:00 P.M. IST through two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') via ZOOM Platform.**

We have been appointed as the Scrutinizer by the Board of Directors of the Zodiac Energy Limited ("the Company") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 to conduct Remote E-Voting as well as remote electronic voting during the 31<sup>st</sup> Annual General Meeting ("AGM") of the Company, held on Monday, September 25, 2023 at 04:00 P.M. IST through two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') via ZOOM Platform, in respect of businesses set forth in the notice of 31<sup>st</sup> Annual General Meeting ("AGM") of the Company, in a fair and transparent manner.

Pursuant to the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular no. 21/2021 dated December 14, 2021 and General Circular no. 02/2022 dated May 05, 2022 ("MCA Circulars") and Circular No. Circular No. SEBI/HO/ CFD/ CMD2/CIR/P/ 2021/11 dated January 15, 2021, Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022 and SEBI/HO/CRD/ PoD-2/P/ CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM. In terms of the said circulars, the 31<sup>st</sup> Annual General Meeting ("AGM") of the Members will be held through VC/OAVM.

The deemed venue for the AGM was the place from where the Chairman of the Board conducted the meeting i.e. the registered office of the Company.

**Responsibility of the Management of the Company**

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard-2 on General Meetings issued by the Institute of Company secretaries of India, relating to Remote E-Voting as well as remote electronic voting during the AGM and holding of AGM through VC or OAVM.

**Responsibility of Scrutinizer**

Our responsibility, as a scrutinizer, is limited to ensure and scrutinize the voting done through remote e-voting and remote electronic voting by Shareholders present during the AGM through VC or OAVM in a fair and transparent manner and to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the e-voting system of National Securities Depository Limited ("NSDL" or "E-voting Agency").

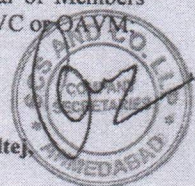
As per the Notice of AGM, below mentioned businesses (resolutions) were proposed for the approval of Members through Remote E-voting and remote electronic voting by Shareholders present during the AGM through VC or OAVM.

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Firm Registration Number: - L2020GJ008700, Peer Review No. 1677/2022

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Ahmedabad, 380054

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## Company Secretaries

**1. Ordinary Resolution**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.

**2. Ordinary Resolution**

To appoint a Director in place of Mrs. Parul Kunjbihari Shah (DIN: 00378095), who retires by rotation and being eligible offers, herself for reappointment.

**3. Ordinary Resolution**

To consider and approve the material related party transaction(s) proposed to be entered into by the Company during the financial year 2023-24.

**We hereby report as under;**

1. On the basis of the register of members and the list of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on Friday, August 25, 2023 the Company completed dispatch of the Notice of the AGM;

- Through E-Mail on Saturday, September 02, 2023 to the members whose E-Mail Id's are registered with company/depository participant;
- Further, in light of the MCA Circulars referred herein above, for this AGM, 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 by providing 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) case shares are held in demat mode, by providing 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.

2. The Company has also placed the Notice of AGM on the web site of the Company at [www.zodiacenergy.com](http://www.zodiacenergy.com) and on the website of E-voting Agency at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and on websites of the stock exchanges i.e. on National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on BSE Limited at [www.bseindia.com](http://www.bseindia.com).

3. The Company has given the newspaper advertisement for date and time of commencement and end of remote e-voting, remote electronic voting during AGM and AGM, Process of registration of emails, completion of dispatch of notice of AGM in;

- A. Free Press Gujarat (English Language) on Saturday, September 02, 2023 &
- B. Lokmitra (Gujarati Language) on Saturday, September 02, 2023.

4. The Company had availed facility offered by NSDL for conducting Remote E-Voting as well as remote electronic voting during the AGM by the Shareholders.

5. The Shareholders holding Shares as on the "Cut off" date, i.e. Monday, September 18, 2023 were entitled to vote through Remote E-Voting as well as remote electronic voting during the AGM on the businesses mentioned in the Notice of AGM of the Company.

6. In terms of the aforesaid Notice, Remote E-Voting was opened for three days which commenced 9:00 A.M. on Friday, September 22, 2023 and ended on 5:00 P.M. on Sunday, September 24, 2023 and members of the Company, holding Equity Shares of the Company as on Monday, September 18, 2023 were required to cast their votes

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electronically, conveying their assent or Dissent in respect of the ordinary businesses, as the case may be, through remote e-voting platform provided by NSDL.

7. The Remote E-Voting Platform was then after completed ("Blocked") in due time.
8. Since this AGM was held pursuant to the MCA Circulars referred herein above through VC or OAVM, physical attendance of members had been dispensed with. Accordingly, in terms of the above referred MCA and SEBI circulars, the facility for appointment of proxies by the members were also dispense with.
9. Members attended the meeting through VC via ZOOM Platform had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.
10. During the AGM, the Company had provided the facility of remote electronic voting to those Shareholders who were present at the Meeting and had not already voted through e-voting platform of NSDL and the said facility was available for voting till 15 minutes after closure of AGM.
11. The AGM was concluded on Monday, September 25, 2023 at 04:20 P.M. IST. After the conclusion of AGM, the remote electronic voting was locked and finalized on Monday, September 25, 2023 around at 04:40 P.M. IST and the report on voting done through electronic voting system during the AGM in respect of businesses set forth in the notice of 31<sup>st</sup> Annual General Meeting ("AGM") of the Company, was generated in our presence and the voting was diligently scrutinized.
12. The vote cast under remote e-voting facility was thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. We have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.
13. The consolidated results of Remote E-Voting as well as remote electronic voting during the AGM in respect of resolutions placed in the notice of AGM is **annexed herewith**.
14. The Register, all other papers and relevant records relating to Remote E-Voting as well as remote electronic voting during the AGM shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and thereafter the same will be handed over to the Company Secretary of the Company.
15. The result of the voting by members through Remote E-Voting as well as remote electronic voting during 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 Director of the Company and who has also countersigned this report.

Place: Ahmedabad  
Date: September 26 , 2023

For SCS and Co. LLP  
Company Secretaries  
Firm Registration Number: L2020GJ008700  
Peer Review Number:1677/2022



Anjali Sangtani  
Partner

M. NO.: A41942, COP No: 23630  
UDIN: A041942E001085325

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## Declaration

We, the undersigned witnessed that the remote e-voting was unblocked and remote electronic voting and electronic voting reports were received from the NSDL in our presence on Monday, September 25, 2023 around at 04:40 P.M. IST at the office of Anjali Sangtani, Practising Company Secretary, Partner of M/s SCS and Co LLP the scrutinizer.

Diksha

Witness 1:

Ms. Diksha Peswani

Trushali

Witness 2:

Ms. Trushali Chauhan

Countered by  
For, Zodiac Energy Limited



Kunjbihari Shah  
Chairman of AGM



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## Annexure

Detailed Consolidated Results of remote e-voting and remote Electronic voting during 31<sup>st</sup> AGM of  
Zodiac Energy Limited  
(In SEBI Format)

Resolution (1)								
Resolution required: (Ordinary / Special)					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					To receive, consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2) / (1)] * 100	(4)	(5)	(6) = [(4) / (2)] * 100	(7) = [(5) / (2)] * 100
Promoter and Promoter Group	E-Voting	10662198	10237398	96.0158	10237398	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	10662198	10237398	96.0158	10237398	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	3971242	348148	8.7667	348048	100	99.9713	0.0287
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	3971242	348148	8.7667	348048	100	99.9713	0.0287
Total		14633440	10585546	72.3381	10585446	100	99.9991	0.0009
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Not Applicable		

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

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Detailed Consolidated Results of remote e-voting and remote Electronic voting during 31<sup>st</sup> AGM of  
Zodiac Energy Limited  
(In SEBI Format)

Resolution (2)								
Resolution required: (Ordinary / Special)					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					To appoint a Director in place of Mrs. Parul Kunjbihari Shah (DIN: 00378095), who retires by rotation and being eligible offers, herself for reappointment			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2) / (1)] * 100	(4)	(5)	(6) = [(4) / (2)] * 100	(7) = [(5) / (2)] * 100
Promoter and Promoter Group	E-Voting	10662198	10237398	96.0158	10237398	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	10662198	10237398	96.0158	10237398	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	3971242	348148	8.7667	347844	304	99.9127	0.0873
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	3971242	348148	8.7667	347844	304	99.9127	0.0873
Total		14633440	10585546	72.3381	10585242	304	99.9971	0.0029
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Not Applicable		

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



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## Detailed Consolidated Results of remote e-voting and remote Electronic voting during 31<sup>st</sup> AGM of Zodiac Energy Limited (In SEBI Format)

Resolution (3)								
Resolution required: (Ordinary / Special)					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					Yes			
Description of resolution considered					To consider and approve the material related party transaction(s) proposed to be entered into by the Company during the financial year 2023-24			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2) / (1)] * 100	(4)	(5)	(6) = [(4) / (2)] * 100	(7) = [(5) / (2)] * 100
Promoter and Promoter Group	E-Voting	10662198	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	3971242	348148	8.7667	348034	114	99.9673	0.0327
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		348148	8.7667	348034	114	99.9673	0.0327
Total		14633440	348148	2.3791	348034	114	99.9673	0.0327
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Not Applicable		

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



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**Detailed Consolidated Results of remote e-voting and remote Electronic voting during 31<sup>st</sup> AGM of  
Zodiac Energy Limited  
(In Companies Act, 2013 Format)**

**Resolution 1:  
Ordinary Resolution**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon:

**i. Voted in favour of the resolution:**

Voting Description	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voting at AGM	4	17500	0.17%
Remote E-voting	58	10567946	99.83%
Total	62	10585446	100.00%

**ii. Voted against the resolution:**

Voting Description	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voting at AGM	0	0	0.00%
Remote E-voting	1	100	0.00%
Total	1	100	0.00%

**iii. Invalid Votes:**

Voting Description	Number of members present and voting (in person or by proxy)	Number of votes cast by them
Voting at AGM	0	0
Remote E-voting	0	0
Total	0	0



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## Detailed Consolidated Results of remote e-voting and remote Electronic voting during 31<sup>st</sup> AGM of Zodiac Energy Limited (In Companies Act, 2013 Format)

### Resolution 2: Ordinary Resolution

To appoint a Director in place of Mrs. Parul Kunjbihari Shah (DIN: 00378095), who retires by rotation and being eligible offers, herself for reappointment:

#### i. Voted in favour of the resolution:

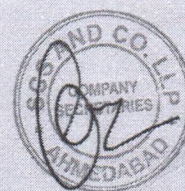
Voting Description	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voting at AGM	4	17500	0.17%
Remote E-voting	56	10567742	99.83%
Total	60	10585242	100.00%

#### ii. Voted against the resolution:

Voting Description	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voting at AGM	0	0	0.00%
Remote E-voting	3	304	0.00%
Total	3	304	0.00%

#### iii. Invalid Votes:

Voting Description	Number of members present and voting (in person or by proxy)	Number of votes cast by them
Voting at AGM	0	0
Remote E-voting	0	0
Total	0	0



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Zodiac Energy Limited  
(In Companies Act, 2013 Format)

## Resolution 3:

### Ordinary Resolution

To consider and approve the material related party transaction(s) proposed to be entered into by the Company during the financial year 2023-24:

#### i. Voted in favour of the resolution:

Voting Description	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voting at AGM	4	17500	5.03%
Remote E-voting	48	330534	94.97%
Total	52	348034	100.00%

#### ii. Voted against the resolution:

Voting Description	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voting at AGM	0	0	0.00%
Remote E-voting	3	114	0.00%
Total	3	114	0.00%

#### iii. Invalid Votes:

Voting Description	Number of members present and voting (in person or by proxy)	Number of votes cast by them
Voting at AGM	0	0
Remote E-voting	0	0
Total	0	0



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