

Date: August 28, 2018

To,
National Stock Exchange of India Limited
Listing Compliance Department

Exchange Plaza, Bandra Kurla Complex Bandra East, Mumbai – 400051

Respected Sir / Ma'am,

Sub: Outcome of Board Meeting held on today, i.e. on August 28,2018.

Ref: ZODIAC ENERGY LIMITED (SYMBOL: ZODIAC)

This is to inform that the Board of Directors of the Company, in their Meeting held today i.e. on August 28, 2018 at the Registered Office of the Company which was commenced at 02.30 P.M. and concluded at 03.10 P.M. has;

1. Approved the Directors' Report for the financial year 2017-18 and

 Decided to call 26th Annual General Meeting of the Company 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

3. Decided to close the Register of Members and Share Transfer Books of the Company from Saturday, September 15, 2018 to Saturday, September 22, 2018 (both days inclusive) for the purpose of 26th Annual General Meeting of the Company which will be re-opened from Sunday, September 23, 2018 onwards

Kindly take the same on your record and oblige us.

For, Zodiac Energy Limited

ND Parikh

Niyati Parikh

Company Secretary & Compliance officer (Membership No.-ACS: 52584)

Encl:-Notice to AGM

Reg. Office : A-1204, Siddhivinayak towers, Behind Adani CNG Station, Near Kataria

Auto, Makarba, S.G.Highway, Ahmedabad-380051.

Phone : +91-79-66170307, +91-79-29704116, +91 9879106443

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

E-Mail : info@zodiacenergy.com,Web:www.zodiacenergy.com

CIN No : U51909GJ1992PLC017694

follow us on







NOTICE OF 26TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 26th (Twenty-Sixth) Annual General Meeting (AGM) of the Members of Zodiac Energy Limited ("the Company") will be 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 to transact the following businesses:

Ordinary Businesses:-

1. Adoption of Financial Statements:

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. Appointment of Mr. Kunjbihari Shah (DIN 00622460) as director liable to retire by rotation:

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

Explanation: Based on the terms of appointment, executive directors and the non-executive are subject to retirement by rotation. Mr. Kunjbihari Shah (DIN 00622460), who was appointed as Managing Director for the current term, and is the longest-serving member on the Board, retires by rotation and, being eligible, seeks re-appointment.

To the extent that Mr. Kunjbihari Shah (**DIN** 00622460) is required to retire by rotation, he would need to be reappointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the reappointment of Mr. Kunjbihari Shah (DIN 00622460) as such, to the extent that he is required to retire by rotation."

Special Businesses:-

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

To consider and if thought fit, to pass with or without modification, following resolution as an **Ordinary resolution**

"RESOLVED THAT, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Dhaval Shah (DIN 07933310), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors with effect from September 08, 2017 and who holds office till the date of this AGM, in terms of Section 161 of the Companies Act, 2013, 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. Dhaval Shah (DIN 07933310) as a candidate for the office of a director of the Company, be and is hereby appointed as an Non-Executive Independent Director of the Company for a period up to September 7, 2022, not liable to retire by rotation."

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

To consider and if thought fit, to pass with or without modification, following resolution as an **Ordinary resolution**

"RESOLVED THAT, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Kalpesh Joshi (DIN 07210197), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors with effect from September 08, 2017 and who holds office till the date of this AGM, in terms of Section 161 of the Companies Act, 2013, 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. Kalpesh Joshi (**DIN** 07210197) as a candidate for the office of a director of the Company, be and is hereby appointed as an Non-Executive Independent Director of the Company for a period up to September 7, 2022, not liable to retire by rotation."

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

To consider and if thought fit, to pass with or without modification, following resolution as an **Ordinary resolution**

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Jugalkishor Shah (DIN 01356966), who was appointed as an Additional Director of the Company with effect from September 08, 2017 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013 (the Act) but is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Non - Executive Director of the Company, liable to retire by rotation."

Registered office:

A-1204, Siddhi Vinayak Towers, Off S G Highway, Makarba, Vejalpur, Ahmedabad 380051 **Place:** Ahmedabad

Date: Anmedabad **Date:** August 28, 2018

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

> Kunjbihari Shah Managing Director DIN 00622460



Notes for Shareholders for AGM:

- 1. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the special business under Item No.3 to 5 of the Notice, is annexed hereto.
- 2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting (on or before September 20, 2018, 3:00 p.m.). A proxy form for the AGM is enclosed. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.

- 3. Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
- 4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 5. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
- 6. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 15, 2018 to Saturday, September 22, 2018 (both days inclusive) same will be re-opened from Sunday, September 23, 2018 onwards.
- 7. The route map showing directions to reach the venue of the 26th AGM is provided at the end of this Notice.
- 8. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website viz. www.zodiacenergy.com.
- The Company has not declared any dividend. Further, the Company does not have any unpaid or unclaimed dividend amount outstanding as on the closure of financial year 2017-18. Therefore, the Company is not required to upload the details of Unpaid and unclaimed dividend amounts.
 - Further, during the year, the Company has not transferred any amount to fund established under Section 125 of the Companies Act, 2013.
- 10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- 11. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.



- 12. Members seeking any information with regard to the accounts are requested to write to the Company at least seven days prior, so as to enable the Management to keep the information ready at the Annual General Meeting.
- 13. In pursuance of the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, the Company is exempted from giving the Members, the facility to cast their vote electronically, through the remote e-voting services on the resolutions set forth in this Notice. However, voting through permitted mode under the Companies Act, 2013 will be allowed at the venue of Annual General Meeting.
- 14. All documents specifically referred to in this Notice are opened for inspection at the registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of AGM.
- 15. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking appointment or re-appointment as Director under Item No. 2 to 5 of the Notice are provided hereunder;

Name of Director	Mr. Kunjbihari Shah	Mr. Dhaval Shah
Date of Birth	May 14, 1967	November 30, 1981
Date of Appointment at current term and designation	Originally appointed as Director w.e.f. June 22, 1992. Redesignated as Managing Director w.e.f. September 08, 2017 for a period of 5 years.	Appointed as Additional (Independent) Director w.e.f September 8, 2017.
Qualifications	Bachelor of Engineering (Mechanical Branch)	Bachelor of Commerce, Bachelor of Law, Chartered Accountant and Chartered Financial Analyst (USA), Chartered Accountant and Bachelor of Commerce.
Expertise in Specific Functional Areas	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&M of large and small ground and roof mounted solar power plants and other form of renewable energy.	He has an overall professional experience of around 11 years in the fields of Credit and Risk Management, Relationship Management, Corporate Banking, Investment Banking, Stressed Asset Management, Credit Rating, Accounting and Audit. He secured 9th All India Rank in CA Final Examination held in May, 2006 and has also secured 49th All India Rank in CA Professional Examination- II held in May, 2003. He is a proprietor of firm M/s Dhaval R Shah & Co, a firm of Chartered Accountants.
List of Public Limited Companies in which Directorships held	Nil	Nil



Chairman / Member of the Committees* of the Board of Directors of the Public Company	Members - 2 Committees	Member- 1 Committee Chairman - 1 Committee
Inter-se relationship with other Directors^	He is Son of Jugalkishor Shah, Non-Executive Director, and Husband of Parul Shah, Whole Time Director.	-
No. of Shares held	43,91,520	-

(Independent) Director w.e.f. September 8, 2017. Qualifications Bachelor of Engineering (Mechanical) He holds a degree of Bachelor of Engineering (Mechanical). He has worked with Ingersoll Rand India Limited, Ahmedabad, USA Multi National Company, for 17 years in various capacities in Purchase, Supply chain, Strategic Sourcing and International Sourcing and Supply chain. He has managed ITT's local and Global procurement for various capacities in Purchase, Supply Chain, Strategic Sourcing and Supply chain. He has managed ITT's local and Global procurement for various other countries like USA, UK, Mexico, Brazil and Korea till June 2015. He has overall experience of almost 17 Years in various capacities in Purchase, Supply Chain, Strategic Sourcing and International Sourcing function. Surcing for various capacities in Purchase, Supply Chain, Strategic Sourcing and International Sourcing function. Surcing function will company as Non-Executive Promoter Director and will continue to guide the company by his valuable experience. List of Public Limited Company Chairman - 1 Committees Chairman / Member of the Committees of the Public Company Chairman - 1 Committees Chairman - 1 Committees Chairman - 1 Committees Father of Mr. Kunjbihari Shah, Managing Director Father in Law Father of Mr. Kunjbihari Shah, Managing Director Father in Law	Name of Director	Mr. Kalpesh Joshi	Mr. Jugalkishor Shah
Qualifications Bachelor of Engineering (Mechanical)	Date of Birth	October 13,1967	October 10, 1940
Expertise in Specific Functional Areas He holds a degree of Bachelor of Engineering (Mechanical). He has worked with Ingersoll Rand India Limited, Ahmedabad, USA Multi National Company, for 17 years in various capacities in Purchase, Supply chain, Strategic Sourcing and International Sourcing function. In February 2011, he Joined ITT Corporation India Private Limited, Savali, as a head of sourcing and Supply chain. He has managed ITT's local and Global procurement for various other countries like USA, UK, Mexico, Brazil and Korea till June 2015. He has overall experience of almost 17 Years in various capacities in Purchase, Supply Chain, Strategic Sourcing and International Sourcing Function. List of Public Limited Company Loyal Equipments Limited Chairman / Member of the Committees* of the Board of Directors of the Public Company Chairman - 1 Committee Chairman / Member of the Public Company Inter-se relationship with other Directors He is the business person all along his life. He joined his father's family business of commodities and solong his life. He joined his father's family business of commodities and spices in the year 1892, war 1958 at the age of 18 years and successfully carried out it till year 1958 at the age of 18 years and successfully carried out it till year 1958 at the age of 18 years and successfully carried out it till year 1958 at the age of 18 years and successfully carried out it till year 1958 at the age of 18 years and successfully carried out it till year 1958 at the age of 18 years and successfully carried out it till year 1958 at the age of 18 years and successfully carried out it till year 1958 at the age of 18 years and successfully carried out it till year 1958 at the age of 18 years and successfully carried out it till year 1958 at the age of 18 years and successfully carried out it till year 1958 at the age of 18 years and successfully ca		(Independent) Director w.e.f	Executive) Director w.e.f.
Areas Engineering (Mechanical). He has worked with Ingersoll Rand India Limited, Ahmedabad, USA Multi National Company, for 17 years in various capacities in Purchase, Supply chain, Strategic Sourcing and International Sourcing function. In February 2011, he Joined ITT Corporation India Private Limited, Savali, as a head of sourcing and Supply chain. He has managed ITT's local and Global procurement for various other countries like USA, UK, Mexico, Brazil and Korea till June 2015. He has overall experience of almost 17 Years in various capacities in Purchase, Supply Chain, Strategic Sourcing and International Sourcing Function. List of Public Limited Companies in which Directorships held Chairman / Member of the Committees* of the Board of Directors of the Public Company Inter-se relationship with other Directors* Engineering (Mechanical). He has world in thing the father's family business of father's family business on the father's family business on the father's family business of fathe given the spice in the year 1992. In the year 1	Qualifications	3	Senior Secondary Class (S.S.C)
Chairman / Member of the Committees* of the Board of Directors of the Public Company Inter-se relationship with other Directors^ Father of Mr. Kunjbihari Shah, Managing Director Father in Law of Ms. Parul Shah, Whole-Time Director		Engineering (Mechanical). He has worked with Ingersoll Rand India Limited, Ahmedabad, USA Multi National Company, for 17 years in various capacities in Purchase, Supply chain, Strategic Sourcing and International Sourcing function. In February 2011, he Joined ITT Corporation India Private Limited, Savali, as a head of sourcing and Supply chain. He has managed ITT's local and Global procurement for various other countries like USA, UK, Mexico, Brazil and Korea till June 2015. He has overall experience of almost 17 Years in various capacities in Purchase, Supply Chain, Strategic Sourcing and	along his life. He joined his father's family business of commodities and spices in the year 1958 at the age of 18 years and successfully carried out it till the year 1992. In the year 1992, he handed over the same to his younger brothers and floated our company along with his son Mr. Kunjbihari Shah. He was looking after administration and purchase department of the company till the year 2010 and in the year 2010, he took retirement from active participation in the day to day affairs of the company. He has joined our Company as Non-Executive Promoter Director and will continue to guide the company by his valuable
Committees* of the Board of Directors of the Public Company Inter-se relationship with other Directors^ Father of Mr. Kunjbihari Shah, Managing Director Father in Law of Ms. Parul Shah, Whole-Time Director	Companies in which	Loyal Equipments Limited	Nil
Directors [^] Managing Director Father in Law of Ms. Parul Shah, Whole-Time Director	Committees* of the Board of		Nil
No. of Shares held 6,92,000		-	Father of Mr. Kunjbihari Shah, Managing Director Father in Law of Ms. Parul Shah, Whole-Time Director
	No. of Shares held	6,92,000	

^{*}Committee includes the Audit Committee and Stakeholders' Grievance Committee

[^] in accordance with SEBI (ICDR) Regulations, 2009 and the Companies Act, 2013

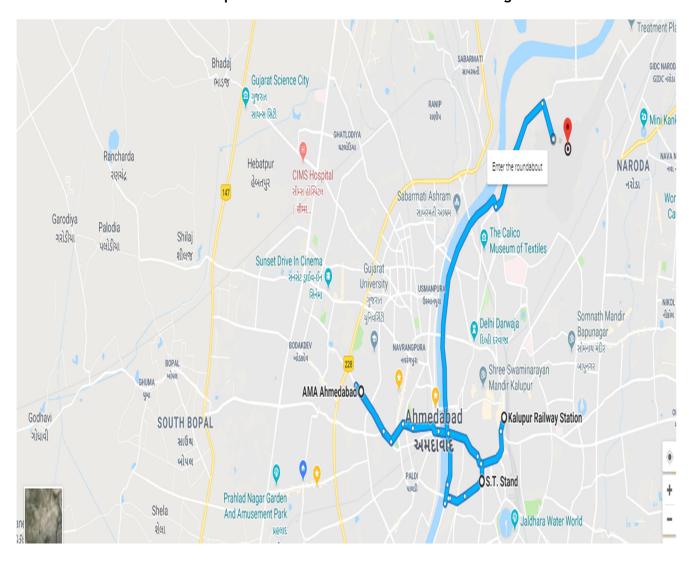


Specific Attention of the Members is drawn to the followings:

- 1. The members who holds shares of the Company in Physical form are informed that the company is in process of updating records of the shareholders in order to reduce the physical documentation as far as possible. In line with new listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, members are requested to update and intimate their PAN, phone no., e-mail id and such other information to the Company's Registrars and Transfer Agents, Link Intime India Private Limited ("LIPL"). Members are further requested to update their current signature in LIPL system. The Performa of updation of Shareholder information is provided at the end of Annual Report.
- 2. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- 3. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
- 4. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to LIPL.
- 5. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact LIPL for assistance in this regard.
- 6. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to LIPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
- 7. As per the provisions of Section 72 of the Act, the facility for making nomination/nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the LIPL. Members holding shares in physical form may submit the same to LIPL. Members holding shares in electronic form may submit the same to their respective depository participant.
- 8. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and BSPL to enable us to send you the communications via email.



Route map to the venue of Annual General Meeting





EXPLANATORY STATEMENT

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

Item No. 3 - Appointment of Mr. Dhaval Shah (DIN 07933310) as Non-Executive Independent Director of the Company:

The Board of Directors, at its meeting held on September 08, 2017, appointed Mr. Dhaval Shah (DIN 07933310) as an Additional (Non-Executive Independent) Director of the Company with effect from September 08, 2017, pursuant to Section 161 of the Companies Act, 2013, read with Article 102 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Dhaval Shah (DIN 07933310) 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. Dhaval Shah (DIN 07933310) for the office of Non-Executive Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Dhaval Shah (DIN 07933310) (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 Subsection (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. Dhaval Shah (DIN 07933310) as Non-Executive Independent Director of the Company for a period up to September 7, 2022 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Dhaval Shah (DIN 07933310), the 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. A copy of the draft letter for the appointment of Mr. Dhaval Shah (DIN 07933310) as Non-Executive Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM. Relevant details of Mr. Dhaval Shah (DIN 07933310) as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), is given under note no.15 of the notice.

No director, key managerial personnel or their relatives, except Mr. Dhaval Shah (DIN 07933310), to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 3 for the approval of the members.

Item No. 4 - Appointment of Mr. Kalpesh Joshi (DIN 07210197) as Non-Executive Independent Director of the Company:

The Board of Directors, at its meeting held on September 08, 2017, appointed Mr. Kalpesh Joshi (DIN 07210197) as an Additional (Non-Executive Independent) Director of the Company with effect from September 08, 2017, pursuant to Section 161 of the Companies Act, 2013, read with Article 102 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Kalpesh Joshi (DIN 07210197) 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. Kalpesh Joshi (DIN 07210197) for the office of Non-Executive Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.



The Company has received from Mr. Kalpesh Joshi (DIN 07210197) (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. Kalpesh Joshi (DIN 07210197) as Non-Executive Independent Director of the Company for a period up to September 7, 2022 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Kalpesh Joshi (DIN 07210197), the 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. A copy of the draft letter for the appointment of Mr. Kalpesh Joshi (DIN 07210197) as Non-Executive Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM. Relevant details of Mr. Kalpesh Joshi (DIN 07210197) as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), is given under note no.15 of the notice.

No director, key managerial personnel or their relatives, except Mr. Kalpesh Joshi (DIN 07210197), to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

Item No. 5 - Appointment of Mr. Jugalkishor Shah (DIN 01356966) as Non-Executive Independent Director of the Company:

The Board of Directors of the Company, in their Board Meeting held on September 08, 2017 has appointed Mr. Jugalkishor Shah as an Additional (Non-Executive) Director of the Company w.e.f. September 08, 2017 under Section 161 of the Act and applicable Articles of the Company's Articles of Association.

In terms of Section 161 of the Act, Mr. Jugalkishor shah (DIN 01356966) will hold office only up to the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160 of the Act has been received from a Member signifying its intention to propose appointment of Mr. Jugalkishor shah (DIN 01356966) as a Non Executive Director.

The Company has received from Mr. Jugalkishor shah (DIN 01356966) (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. Relevant details of Mr. Jugalkishor shah (DIN 01356966) as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), is given under note no.15 of the notice. The Board of Directors is of the view that the appointment of Mr. Jugalkishor shah (DIN 01356966) as Non - Executive Director of the Company.

No director, key managerial personnel or their relatives, except Mr. Jugalkishor Shah (DIN 01356966), Mr. Kunjbihari Shah and Mrs. Parul Shah, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

Registered office:

A-1204, Siddhi Vinayak Towers, Off S G Highway, Makarba, Vejalpur ,Ahmedabad 380051

Place: Ahmedabad Date: August 28,2018

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

> Kunjbihari Shah Managing Director DIN 00622460