

Date: October 15, 2026

To
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai-400 001



Sub: Outcome of Board Meeting held on Thursday, October 15, 2026 as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Scrip Code: 503641

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), this is to inform you that the Board of Directors of the Company, at its meeting held today i.e., **Thursday, October 15, 2026** has inter alia, **considered, approved and noted the following businesses:**

1. The Board has approved and recommended for approval for re-appointment of Mr. Jimit Ramesh Shah (DIN: 01580796) as Managing Director of the Company.
2. The Board has approved and recommended for approval for re-appointment of Mr. Ramesh Virji Shah (DIN: 01580767) as Whole-time Director of the Company.
3. To recommend for Appointment (Regularisation) of Mr. Mangilal Tikuchand Jogani (DIN: 01401993) as an Non-Executive Independent Director of the Company.
4. The Board has approved the Postal Ballot Notice for seeking shareholders' approval for:
Re-appointment of Mr. Jimit Ramesh Shah (DIN: 01580796) as Managing Director of the Company.
Re-appointment of Mr. Ramesh Virji Shah (DIN: 01580767) as Whole-time Director of the Company.
Appointment of Mr. Mangilal Tikuchand Jogani (DIN: 01401993) as an Non-Executive Independent Director of the Company.
5. The Board approved the Appointment of Mr. Divyesh N Vanpariya proprietor of DNV & Associates, a Practicing Company Secretary (FCS – 13647, COP- 21050) as the Scrutinizer for the aforesaid Postal Ballot process.
6. Approval of the E- Voting facility through NSDL E-Voting Platform, for all the Members of the company, to enable them to cast their votes electronically and finalized the dates for E-Voting.

Sr. No.	Particulars	Details
1.	E-Voting Start Date	October 18, 2026
2.	E-Voting End Date	November 17, 2026
3.	Cut-off Date for E-Voting	October 09, 2026

The Board Meeting commenced at 12:10 p.m. and concluded at 12.30 p.m.
Please take the above matters on your record.

For **ZODIAC VENTURES LIMITED**




RAMESH VIRJI SHAH
Whole-time director
DIN: 01580767

Place: Mumbai

The details as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/ CMD/ 4/2015 dated September 09, 2015 are as follows:

1. Particulars pertaining to re-appointment of MD and WTD and appointment (Regularization) of Independent Director:

	Particulars	Mr. Ramesh Shah	Mr. Jimit Shah	Mangilal Tikuchand Jogani
1	Reason for change viz. Appointment, resignation, removal, death or otherwise	Re-appointment as Whole-time Director	Re-appointment as Managing Director	Appointment (Regularisation)
2	Date of Appointment and term of appointment	Re-appointment as Whole-time Director for further period of 5 years w.e.f. 02 November, 2026 to 01 November 2031	Re-appointment as Managing Director for further period of 5 years w.e.f. 02 November, 2026 to 01 November 2031	Recommendation for Appointment w.e.f. 30.09.2026 as Non-Executive in the category of Independent Director for a period of 5 (five) years subject to the approval of shareholders of the Company.
3	Brief Profile	35 years of experience in real estate business	Designing and planning of architectural projects	Mr. Mangilal Jogani is a businessman with over 30+ years of experience in the Real Estate Sector in and around Mumbai. He has spearheaded and completed several real estate projects as a Developer with granular knowledge of working with the municipal authorities, architects, contractors and other stakeholders.
4	Disclosure of relationship between Directors (in case of appointment as a director)	Father of Mr. Jimit Shah - Managing Director, father in Law of Ms. Sunita Jimit Shah – Director	Son of Mr. Ramesh Virji Shah – Whole-time Director and Husband of Ms. Sunita Jimit Shah	Not related to any Director of the Company.
5	DIN/PAN	01580767	01580796	01401993

ZODIAC VENTURES LIMITED

Registered Office: 205-C, 45 Juhu Residency, Off Gulmohar Road, Juhu, Vile Parle (West), Mumbai – 400 049. Email: info@zodiacventures.in, Website: www.zodiacventures.in, Phone: +91 9082927994
CIN:L45209MH1981PLC023923

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014) and the MCA Circulars (as defined below)

To,
The Members of Zodiac Ventures Limited,

NOTICE is hereby given to the members of Asia Capital Limited (“**Company**”), pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (“MCA”) for as per General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/ 2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024, dated September 19, 2024, and 03/2025 dated September 22, 2025 as well as other relevant circulars and notifications (collectively referred to as “MCA Circulars”), and other applicable laws, rules, regulations, circulars, and notifications issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the resolutions set out in this Postal Ballot Notice (“Notice”) is proposed for approval by the Members of the Company by way of Ordinary & Special Resolution/s through Postal Ballot via remote e-voting only.

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, an explanatory statement containing the material facts and reasons/rationale for the proposed resolutions are annexed to this Notice for your consideration and forms an integral part of this Notice.

In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose email addresses are

registered with National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (hereinafter referred to as “Depositories”), or the Company’s Registrar and Share Transfer Agent i.e. MUFG Intime India Private Limited (“RTA”) as of the cut-off date, i.e. Friday, October 09, 2026. Members whose email addresses are not registered should follow the process provided in this Notice, to receive the login ID, and password for remote e-voting. Physical copies of the Notice, Postal Ballot Form, and prepaid business reply envelope will not be sent to Members for this Postal Ballot.

The detailed procedure for remote e-voting is provided in the ‘Notes’ section of this Notice. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to Sections 108 and 110 of the Act, the Rules, the MCA Circulars, and SS-2, the Company is facilitating remote e-voting for its Members to cast their votes electronically in lieu of physical submission of the Postal Ballot Form.

The Company has engaged the services of NSDL to provide remote e-voting facilities to its Members. Instructions for remote e-voting are appended to this Notice. A copy of the Postal Ballot Notice is also available on the website of the company at www.zodiacventures.in, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and website of National Securities Depository Limited (‘NSDL’) at www.evoting.nsdl.com. Members are requested to carefully follow the instructions in the ‘Notes’ section and cast their votes by remote e-voting not later than 5:00 p.m. (IST) on Tuesday, November 17, 2026. Votes cast after 5:00 p.m. on Tuesday, November 17, 2026, shall not be considered valid. The remote e-voting facility will be disabled by NSDL immediately thereafter.

Pursuant to Rule 22(5) of the Rules, the Board of Directors has appointed Saloni Mr. Divyesh N Vanpariya proprietor of DNV & Associates, a Practicing Company Secretary (FCS – 13647, COP- 21050), as the Scrutinizer to conduct the Postal Ballot through remote e-voting in a fair and transparent manner. The Scrutinizer has consented to act as such and will oversee the process. The Scrutinizer’s decision regarding the validity of the Postal Ballot will be final. The remote e-voting period will commence on Sunday, October 18, 2026, at 9:00 a.m. (IST) and conclude on Tuesday, November 17, 2026, at 5:00 p.m. (IST).

The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company at www.zodiacventures.in immediately but not later than two working days after the declaration of Results by the Chairman or a person authorized by him. The Results shall also be

immediately forwarded to the stock exchanges where shares of the Company are listed i.e. BSE Limited.

The item of businesses requiring the approval of Members through Postal Ballot via remote e-voting is as follow:

SPECIAL BUSINESS:

ORDINARY RESOLUTIONS

Item No. 1 - Approval for re-appointment of Mr. Jimit Ramesh Shah (DIN: 01580796) as Managing Director of the Company

To consider, and if thought fit, to pass with or without modification/s, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder(including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Jimit Ramesh Shah (DIN: 01580796) as Managing Director of the Company for a period of five years (5 years) with effect from 2nd November, 2026 to 01st November, 2031 as approved by the Board of Directors in its meeting held on October 15, 2026 on the recommendation of Nomination and Remuneration Committee; on the remuneration and other terms and conditions, details of which are given in Explanatory Statement at Item No. 1 annexed hereto;

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing Resolution and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies.”

Item No. 2 - Approval for re-appointment of Mr. Ramesh Virji Shah (DIN: 01580767) as Whole-time Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196 (3), 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the

rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Members of the Company be and is hereby accorded for the reappointment of Mr. Ramesh Virji Shah (DIN: 01580767) as a Whole- Time Director of the Company for a period of five years (5 years) with effect from 2nd November, 2026 to 01st November, 2031 as approved by the Board of Directors in its meeting held on October 15, 2026 on the recommendation of Nomination and Remuneration Committee; on the remuneration and other terms and conditions details of which are given in Explanatory Statement at Item No. 2 annexed hereto;

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing Resolution and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies.”

Item No. 3 - Appointment of Mr. Mangilal Tikuchand Jogani (DIN: 01401993) as an Non - Executive Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 110, 149, 150, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto, the Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Management and Administration) Rules, 2014, Secretarial Standard-2 on General Meetings, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (to the extent applicable), including any statutory modification(s) or re-enactment(s) thereof, and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Mangilal Tikuchand Jogani (DIN: 01401993), who was appointed as an Additional Director (Non-Executive & Independent Director) with effect from September 30, 2026, and who has submitted the requisite declarations, consent to act as Director, disclosure of interest and declaration of independence under Section 149(7) of the Companies Act, 2013, be and is hereby recommended for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from September 30, 2026 to September 29,

2031, subject to the approval of the Members by way of a Special Resolution through Postal Ballot by remote e-voting."

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorised to issue the letter of appointment, file necessary e-forms including e-Form DIR-12 with the Registrar of Companies, make necessary disclosures and intimations to the Stock Exchange(s), and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this resolution."

**By the order of the Board
For ZODIAC VENTURES LIMITED**

**Sd/-
Ramesh Shah**

**Date: 15/10/2026
Place: Mumbai**

**Chairman & Whole-time Director
DIN: 01580767**

Notes:

- a. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolutions proposed to be passed is annexed hereto.
- b. In compliance with the MCA Circulars, this Postal Ballot Notice ("Notice") is being sent only by electronic mode to those equity shareholders of the Company ("Shareholders/ Members") whose names appear on the Register of Members/ List of Beneficial Owners maintained by Depositories as on Friday, October 09, 2026, ("Cut-Off Date") and whose e-mail address are registered with the Depositories or RTA. The physical copies of this Notice along with postal ballot form(s) and pre-paid business reply envelope(s) are not being sent to the Shareholders. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting system only.
- c. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/ beneficial owner (in case of electronic shareholding) as on the cut-off date October 09, 2026.
- d. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to

all its members, to enable them to cast their votes electronically and has engaged the services of National Securities Depository Limited, Designated Depository as the agency to provide e- voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.

- e. During the voting period, members can login to agency's-voting platform any number of times till they have voted on all the resolutions. However, once a member has cast their vote on any resolutions, either partially or fully, they will not be allowed to modify or re-cast their vote.
- f. The e-voting period commences on 9:00 a.m. (IST) on Sunday, October 18, 2026 and ends on 5:00 p.m. (IST) on Tuesday, November 17, 2026. During this period, members of the Company, holding shares either in physical or dematerialized form as on October 09, 2026 (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid), can cast their vote only through the e-voting. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by National Securities Depository Limited upon expiry of the aforesaid period.
- g. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified for voting, that is, Tuesday, November 17, 2026. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
- h. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the Company website www.zodiacventures.in and the website of NSDL at www.evoting.nsdl.com, and communicated to the stock exchanges and RTA.
- i. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to www.asiacapital.in from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
- j. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.

k. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.

l. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

INSTRUCTIONS FOR E-VOTING

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 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
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e.

	NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - 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 (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system

	of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 evoting@nsdl.com or call at 022 - 4886 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your ‘initial password’?

- (i) 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'.
 - (ii) 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:
 - a) 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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) 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 on NSDL e-Voting system.

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

1. 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 divyeshvanpariya88@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 to reset the password.
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 or call on : 022 - 4886 7000 or send a request to Ms. Apeksha Gojamgunde at evoting@nsdl.com

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 info@zodiacventures.in.
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 info@zodiacventures.in. 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.com for procuring user id and password for e-voting by providing above mentioned documents.

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.

**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES
SET OUT IN THE NOTICE OF POSTAL BALLOT PURSUANT TO THE
PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1: Approval for re-appointment of Mr. Jimit Ramesh Shah
(DIN: 01580796) as Managing Director of the Company**

Mr. Jimit Ramesh Shah, aged 44 years, is a promoter and Managing Director of the Company and having over 24 years of experience in the field of real estate business. He has a degree in Bachelor of Commerce. His term of appointment as a Managing Director of the Company was to expire on 01st November, 2026. He has excellent grasp and thorough knowledge and experience in real estate business division. Looking into his knowledge of various aspects relating to the Company's affairs and business experience and on the recommendation of the Nomination & Remuneration Committee & Audit Committee, the Board of Directors at their meeting held on October 15, 2026 was of the opinion that for smooth and efficient running of the business, the services of Mr. Jimit Ramesh Shah should be continued to be available to the Company and re-appointed him as Managing Director of the Company for a further period of five years with effect from November 02, 2026 to 01st November, 2031 subject to the approval of the Members of the Company.

**Item No. 2: Approval for re-appointment of Mr. Ramesh Virji Shah
(DIN: 01580767) as Whole-time Director of the Company**

Mr. Ramesh Shah, aged 66 years, is a promoter and Whole-time Director of the Company and having over 35 years of experience in the field of real estate business. He has a degree in Bachelor of Commerce. His term of appointment as a Whole Time Director of the Company was to expire on 01st November, 2026. He has excellent grasp and thorough knowledge and experience in real estate business division. Looking into his knowledge of various aspects relating to the Company's affairs and business experience and on the recommendation of the Nomination & Remuneration Committee & Audit Committee, the Board of Directors at their meeting held on October 15, 2026 was of the opinion that for smooth and efficient running of the business, the services of Mr. Ramesh Shah should be continued to be available to the Company and re-appointed him as Whole-Time Director of the Company for a further period of five years with effect from November 02, 2026 to 01st November, 2031 subject to the approval of the Members of the Company.

Item No. 3: Appointment of Mr. Mangilal Tikuchand Jogani (DIN: 01401993) as an Non - Executive Independent Director of the Company

Based on the recommendation of Nomination and Remuneration Committee by its resolution passed at the meeting held on 30th September 2026, the Board of Directors vide their resolution appointed Mr. Mangilal Tikuchand Jogani (DIN: 01401993) as an Additional Director Non-Executive Director of the Company in the category of Independent Director with effect from 30th September 2026, subject to the approval of members of the Company. The Company has received a notice as required under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Mangilal Tikuchand Jogani as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 30th September 2026 until 29th September 2031. The term of Mr. Mangilal Tikuchand Jogani shall not be liable to retirement by rotation.

Mr. Mangilal Tikuchand Jogani is a businessman with over 30+ years of experience in the Real Estate Sector in and around Mumbai. He has spearheaded and completed several real estate projects as a Developer with granular knowledge of working with the municipal authorities, architects, contractors and other stakeholders. The Company has received declaration from Mr. Mangilal Tikuchand Jogani, confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Mangilal Tikuchand Jogani fulfills the conditions specified in the Act, the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being appointed as an Independent Director, and has also received his consent to act as an Independent Director.

The Directors therefore recommend the resolution under Item No.3 of the accompanying Notice for your approval. A brief profile of Mr. Mangilal Tikuchand Jogani is annexed with this Notice.

**By the order of the Board
For ZODIAC VENTURES LIMITED**

**Sd/-
Ramesh Shah
Chairman & Whole-time Director
DIN: 01580767**

BRIEF PROFILE OF DIRECTORS

[PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND REVISED SECRETARIAL STANDARD-2 ON GENERAL MEETINGS]

Name of Director	Mr. Ramesh Shah	Mr. Jimit Shah	Mangilal Tikuchand Jogani
Nationality	Indian	Indian	Indian
Age	66	44	70 years
Qualifications	B. Com	B. Com	
Experience	42 years	24 years	35 years
Expertise in specific functional areas	35 years of experience in real estate business	Designing and planning of architectural projects	Experience in the Real Estate Sector in and around Mumbai. He has spearheaded and completed several real estate projects as a Developer with granular knowledge of working with the municipal authorities, architects, contractors and other stakeholders.
Terms and conditions of reappointment	As per explanatory statement	As per explanatory statement	As per explanatory statement
Remuneration sought to be paid	Nil	Nil	Nil
Remuneration last drawn	Nil	Nil	Nil
Details of shareholding in the company	15.23%	3.70%	Nil
Details of relationship with other Directors, Manager, Key Managerial Person of the Company	1. father of Mr. Jimit Shah, Managing Director 2. Fatherin law of Mrs. Sunita Shah, Director	1. son of Mr. Ramesh Shah, Whole-time Director 2. Husband of Mrs. Sunita Shah, Director	Not related Director
Date of first appointment on the Board	21-05-2010	21/05/2010	30/09/2026
Directorships on Board of Directors of other Companies as on 31 st March 2026	1. Zodiac Developers Private Limited 2. Zodiac Developers India Private Limited 3. Zodiac Capital Private Limited	1. Zodiac Developers Private Limited 2. Zodiac Developers India Private Limited 3. Mumbai Mega Development Private Limited	NIL
Chairman/Member of the Committees of the Board of other Companies in which he/she is a Director as on 31 st March 2026	Nomination and Remuneration Committee of Zodiac Developers Private Limited - Member	Nomination and Remuneration Committee of Zodiac Developers Private Limited - Member	NIL