



14th February 2024

REF: 1402241/QR/ZVL

To,
The Corporate Communication Department
Bombay Stock Exchange Ltd.
Dalal Street, Fort, Mumbai — 400001

SUB: Outcome of the Board Meeting held on 14th February 2024

REF: Scrip Code: 503641

Dear Sir,

This is to inform that a meeting of the Board of Directors of the Company was held today, 14th February 2024, which commenced at 7:10 P.M. and concluded at 9:40 P.M., and during which the following business was transacted:

1. The Board has approved the Unaudited Standalone and Consolidated Financial Results for the quarter and period ended 31st December 2023.

Please find enclosed herewith the Unaudited Standalone and Consolidated Financial Results for the quarter and period ended 31st December 2023.

Kindly take the above on record.

Thanking you.

Yours sincerely,

For Zodiac Ventures Limited

RUSTOM ASPI DEBOO
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RUSTOM ASPI
DEBOO
Date: 2024.02.14
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Rustom Deboo

Company Secretary and Compliance Officer

Encl.: As above

Independent Auditor's Review Report on Quarterly Unaudited Standalone Financial Results of Zodiac Ventures Limited Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Review Report to,
The Board of Directors
Zodiac Ventures Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of **Zodiac Ventures Limited** ('the Company') for the quarter ended 31st December, 2023 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
2. This statement which is the responsibility of the Company's Management and has been approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on these financial statements based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This standard requires that, we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and



analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Emphasis of Matter

The Company is engaged in real estate business and development of Real Estate Projects. During the period under review, there are two ongoing Real estate Residential Projects for redevelopment of Societies viz. Anjaneshwar Society and Guruchhaya CHS Projects. The Company has followed the Completed Contract Method for recognizing the Income from the said projects. Therefore, all the expenses incurred for the said projects are capitalized till the completion of projects and the general expenses are allocated to the said projects based on expenditure incurred during that period on the respective projects. The revenue will be recognized on completion of building and on receipt of Occupation Certificate from the appropriate authorities.

We draw your attention to Note 03 to the financial results which states On 24th February 2022, the Company had issued total of 29,95,000 Warrants convertible into equity shares to 12 subscribers (11 non-promoters and 1 promoter), with the outer date for conversion being 23rd August 2023 (within 18 months, as per SEBI ICDR Regulations). As per ICDR Regulations, at least 25% of the amount on the warrants was received from each of the 12 allottees prior to the allotment of warrants.

On 23rd August 2023, 3,00,000 equity shares were allotted to Mr. Jimit Shah, pursuant to receipt of balance considerations against the 3,00,000 Convertible Warrants (out of a total of 10,00,000 such Warrants held by him). The remaining 26,95,000 Warrants (including 7,00,000 warrants pertaining to Mr. Jimit Shah) lapsed and the initial subscription amount paid thereon forfeited accordingly, in line with the ICDR Regulations and has been transferred to General Reserves Account.



The processes of demat allotment of the 3,00,000 equity shares are currently pending with the RTA/depositories. The listing approval from BSE is also pending due to completion of required formalities.

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For NAVIN NISHAR & ASSOCIATES
Firm Registration No. 116503W
Chartered Accountants





CA. NAVIN K. NISHAR
Proprietor
Membership No. 101443.
ICAI UDIN: **24101443BKHKDE5823**

Place: Mumbai
Dated: 14th February, 2024

Standalone Unaudited Financial Results for the Quarter and Nine Months Ended December 31, 2023

Sr. No.	Particulars	(Rs. In Lacs)						
		Quarter Ended			Nine Months Ended		Year Ended	Quarter Enc
		31-Dec-23 Un-Audited	30-Sep-23 Un-Audited	31-Dec-22 Un-Audited	31-Dec-23 Un-Audited	31-Dec-22 Un-Audited	31-Mar-23 Audited	30-Jun-23
1	(a) Net Sales/Income from operations	-	59.14	5.00	59.14	5.00	115.96	-
	(b) Other Income	6.10	6.00	11.07	18.10	16.95	17.20	6.00
	Total Income (a+b)	6.10	65.14	16.07	77.24	21.95	133.16	6.00
2	Expenditure							
	(a) Changes in Inventories of Work-In-Progress	(92.95)	(52.53)	(47.57)	(252.03)	(181.60)	(229.04)	(106.55)
	(b) Employee Benefit Expense	16.52	6.68	16.05	45.94	47.61	62.20	22.74
	(c) Finance Cost	12.39	11.54	11.11	34.83	16.51	29.92	10.90
	(d) Depreciation & Amortization Expense	0.77	0.75	0.35	2.19	0.82	1.17	0.68
	(e) Other Expenses	64.02	34.32	20.41	171.25	117.48	149.89	72.91
	Loss on Sale of Investment in Subsidiary		-	-	-	-	-	-
	Total Expenditure (a+b+c+d+e)	0.76	0.75	0.35	2.19	0.82	14.14	0.68
3	Profit before Exceptional Items & Tax (1-2)	5.34	64.38	15.72	75.04	21.13	119.02	5.33
4	Exceptional Items	-	-	-	-	-	-	-
5	Profit before Tax (3-4)	5.34	64.38	15.72	75.04	21.13	119.02	5.33
6	Tax Expenses							
	i) Income Tax	2.93	14.66	3.96	18.93	5.32	22.00	1.34
	ii) Deferred Tax	(0.04)	-	-	(0.04)	-	(0.09)	-
7	Profit after tax (5-6)	2.45	49.72	11.76	56.16	15.81	97.11	3.99
8	Other Comprehensive Income	-	-	-	-	-	-	-
9	Total Comprehensive Income	2.45	49.72	11.76	56.16	15.81	97.11	3.99
10	Paid up Equity Share Capital (Face Value Rs. 1/-)	372.90	372.90	372.90	372.90	372.90	372.90	372.90
11	Reserves excluding Revaluation Reserves as per Balance Sheet of previous accounting year						290.70	
12	Earning Per Share (EPS)							
	Basic	0.01	0.13	0.03	0.15	0.04	0.26	0.01
	Diluted	0.01	0.13	0.03	0.15	0.04	0.26	0.01

Notes to Standalone Financial Results

1 The above results are reviewed by the Audit Committee and approved by the Board of Directors at its meeting Held on 14th February 2024.

2 The Company is operating in a single segment viz. Real Estate and Real Estate Development. Hence the results are reported on a single segment basis.

On 24th February 2022, the Company had issued total of 29,95,000 Warrants convertible into equity shares to 12 subscribers (11 non-promoters and 1 promoter), with the outer date for conversion being 23rd August 2023 (within 18 months, as per SEBI ICDR Regulations). As per ICDR Regulations, at least 25% of the amount on the warrants was received from each of the 12 allottees prior to the allotment of warrants.

3 On 23rd August 2023, 3,00,000 equity shares were allotted to Mr. Jimit Shah, pursuant to receipt of balance considerations against the 3,00,000 Convertible Warrants (out of a total of 10,00,000 such Warrants held by him). The remaining 26,95,000 Warrants (including 7,00,000 warrants pertaining to Mr. Jimit Shah) lapsed and the initial subscription amount paid thereon forfeited accordingly, in line with the ICDR Regulations and has been transferred to General Reserves Account.

The processes of demat allotment of the 3,00,000 equity shares are currently pending with the RTA/depositories. The listing approval from BSE is also pending due to completion of required formalities.

4 The figures for the corresponding previous periods have been regrouped/rearranged wherever necessary, to make them comparable.

For Zodiac Ventures Limited

JIMIT RAMESH SHAH
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by JIMIT RAMESH
SHAH
Date: 2024.02.14
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Jimit Shah
Managing Director
Place: Mumbai
Date: 14.02.2024

Independent Auditor's Review Report on Unaudited Quarterly Consolidated Financial Results of the Company Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Review Report to
The Board of Directors
Zodiac Ventures Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results of **Zodiac Ventures Limited** ('the Company') and its Associate Companies **Zodiac Developers Private Limited** and **Mumbai Mega FoodPark Pvt. Ltd.**, having controlling Interest (together referred to as the "The Group") for the quarter ended 31st December 2023 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
2. This statement which is the responsibility of the Company's Management and has been approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on these financial statements based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by The Institute of Chartered Accountants of India. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. The statement includes the result of its Associate company known as **Zodiac Developers Private Limited** in which, Company's holding in the said company reduced to 42.81% from 50.98% in March, 2022. As a result, it ceases to be a Holding Company. However, it holds the controlling Interest in the associate company.



5. The statement also includes the result of its Associate company known as **Mumbai Mega FoodPark Pvt. Ltd** in which Zodiac Ventures Ltd (ZVL) and Zodiac Developers Pvt. Ltd (ZDPL), an Associate Company both alongwith other promoters have promoted new Company **Mumbai Mega FoodPark Pvt. Ltd.** on 16th February, 2022 having 25% & 40% shareholding respectively and together controlling Interest of 65% in newly formed Company and thereby it becomes an Associate Company with Controlling Interest.

Emphasis of Matter

We draw your attention to Note 02 to the financial results which states that Zodiac Developers Pvt. Ltd (ZDPL), which was the subsidiary of the company last year and now having controlling interest in the associate company, is engaged in real estate business. There are several litigations involved in the Hanuman Nagar Project of the said associate Company. There is a dispute with the Joint Developer in the Project. During 2020-21, the arbitration award dated 15th October 2020 has been received for the Hanuman Nagar Project. But the Associate Company has an order from the SRA which contradicts the arbitration award and definitely has more weightage in relative terms. An application under Section 34 of the Arbitration and Conciliation Act 1996 has been filed in the Bombay High Court and the Associate Company is confident of winning the same. In the said application, the Company has obtained a stay order from the Bombay High Court against the execution of the said arbitration award. Accordingly, management is of the opinion that the amount incurred on the project stands good and recoverable along with sizable profits. The construction activity has again resumed for Sale Building No. 7. Further, Company's flagship said Sale Building No. 7 has now been christened as 45-Juhu Residency and the Company has received part Occupation Certificate up to the 9th habitable floor. Accordingly, the company visualizes sales proceeds, recovery of balance payments on flats sold and also new sales to occur which will improve the Cash Flow.

We draw your attention to Note 03 to the financial results which states that Zodiac Developers Pvt. Ltd (ZDPL), an Associate company is having a Commercial dispute with Mr. Abhishek Jhaveri and two ors for refund of Rs. 2,90,00,000/- towards the advance payments given against purchase of Residential Flat in Hanuman Nagar Project and has received prohibitory Order from Bombay High Court, Protho Notary for recovery of Rs. 2.90 Crs. And accordingly, the consent terms were filed by both the parties, wherein the Company has paid Rs. 10 Lacs and further payment of Rs. 1.00 crore was made and balance is payable as per the consent terms. However, the party has filed the Contempt petition before the Bombay High Court and got the Order of attachment of two bank accounts of ZDPL, an Associate Company. The Company has opposed the same and is in the process of reaching a settlement and paying the balance amount due and has also sought the Court's permission to release the attachment on Bank Accounts.



We draw your attention to Note 04 to the financial results which states that Zodiac Developers Pvt. Ltd (ZDPL), the Associate of the Company, had advanced a sum of Rs. 8,75,00,000/- to Akshar Group in the F.Y. 2017-18. The Associate Company was informed by Akshar Group that they intend to forfeit the entire amount of Rs. 8,75,00,000/- citing breach of contract and default in Company's obligations to them. The dispute had arisen and there is no improvement in the situation. The Associate Company intends to pursue legal recourse to recover this amount and is confident that the same will be recovered but the case is yet to be filed. The matter is vexed and the Associate company is playing a balancing act to safeguard its interest.

We draw your attention to Note 05 to the financial results which states On 24th February 2022, the Company had issued total of 29,95,000 Warrants convertible into equity shares to 12 subscribers (11 non-promoters and 1 promoter), with the outer date for conversion being 23rd August 2023 (within 18 months, as per SEBI ICDR Regulations). As per ICDR Regulations, at least 25% of the amount on the warrants was received from each of the 12 allottees prior to the allotment of warrants.

On 23rd August 2023, 3,00,000 equity shares were allotted to Mr. Jimit Shah, pursuant to receipt of balance considerations against the 3,00,000 Convertible Warrants (out of a total of 10,00,000 such Warrants held by him). The remaining 26,95,000 Warrants (including 7,00,000 warrants pertaining to Mr. Jimit Shah) lapsed and the initial subscription amount paid thereon forfeited accordingly, in line with the ICDR Regulations and has been transferred to General Reserves Account.

The processes of demat allotment of the 3,00,000 equity shares are currently pending with the RTA/depositories. The listing approval from BSE is also pending due to completion of required formalities.

Our Report is not Modified in respect of the above matters.

Based on our review conducted as above, except for the matters as mentioned in Point no. 5 nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

We did not review the interim financial results and financial information of Two Associate Companies ZDPL and MMPL, included in the consolidated unaudited financial results, whose interim financial results and financial information reflect total revenue from operations of Rs. 12.37 Lakhs & Rs. NIL, Total Net profit of Rs. 12.37 Lakhs & Rs.(-) 3.63 Lakhs and total comprehensive income of Rs. 5.96 Lakhs & Rs. 10.84 Lakhs for the Quarter and Nine Months ended 31st December, 2023 respectively as considered in

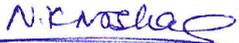


the consolidated unaudited financial results. These interim financial results and financial information have been reviewed by other Auditors of both the Associate Companies, whose report has been furnished to us by the management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of this Associate Companies is based solely on the report of the other auditors and procedures performed by us as stated in point No. 3 above. Our conclusion on the Statement is not modified in respect of the above matter.

For NAVIN NISHAR & ASSOCIATES

Firm Registration No. 116503W

Chartered Accountants





CA. NAVIN K. NISHAR

Proprietor

Membership No. 101443.

ICAI UDIN: 24101443BKHKDF3896

Place: Mumbai

Dated: 14th February, 2024

ZODIAC VENTURES LIMITED
CIN: L45209MH1981PLC023923

Regd. Office: 404, Dev Plaza, Plot 68, S. V. Road, Andheri (West), Mumbai – 400058
Tel No: 022-4223 3333 Fax No: 022-4223 3300 www.zodiacventures.in email id: info@zodiacventures.in

Consolidated Unaudited Financial Results for the Quarter and Nine Months Ended December 31, 2023

Sr. No.	Particulars	Consolidated with ZVL					(Rs. In Lacs)
		Nine Months	Nine Months	Consolidated with ZVL			Year Ended
		31-Dec-23	31-Dec-22	30-Jun-23	30-Sep-23	31-Dec-23	31-Mar-23
		Un-Audited	Un-Audited	Un-Audited	Un-Audited	Un-Audited	Audited
1	(a) Net Sales/Income from operations	61.151	5.00	-	59.14	2.011	9,889.47
	(b) Other Income	39.499	35.31	12.40	10.63	16.469	43.59
	(c) Prior Period Expenses Written Back	-	-	-	-	-	-
	Total Income (a+b+c)	100.650	40.31	12.40	69.77	18.480	9,933.06
2	Expenditure						
	(a) Changes in Inventories of Work-In-Progress	(1,160.105)	(870.70)	(486.50)	(341.23)	(332.375)	8,199.45
	(b) Employee Benefit Expense	318.958	176.04	199.06	75.69	44.208	281.06
	(c) Finance Cost	573.916	450.72	180.63	197.90	195.386	615.61
	(d) Depreciation & Amortization Expense	17.769	17.48	6.20	5.64	5.929	22.99
	(e) Other Expenses	257.914	227.31	101.29	65.37	91.254	352.34
	Total Expenditure (a+b+c+d+e)	8.452	0.86	0.68	3.37	4.402	9,471.45
3	Profit before Exceptional Items & Tax (1-2)	92.199	39.45	11.73	66.40	14.079	461.61
4	Exceptional Items	-	-	-	-	-	-
5	Profit before Tax (3-4)	92.199	39.45	11.73	66.40	14.079	461.61
6	Tax Expenses						
	i) Income Tax	24.820	9.93	2.95	16.21	5.660	109.66
	ii) Deferred Tax	(0.604)	(0.31)	-	0.38	(0.984)	0.17
	iii) Provision for Prior Period	0.978	-	-	-	0.978	-
7	Profit after tax (5-6)	67.004	29.83	8.78	49.81	8.414	351.78
8	Other Comprehensive Income	-	-	-	-	-	-
9	Total Comprehensive Income	67.004	29.83	8.78	49.81	8.414	351.78
10	Profit/(Loss) for the period attributable to:						
	i) Equity Holders of the parent	60.843	21.81	6.04	49.77	5.033	206.14
	ii) Non Controlling Interest	6.160	8.02	2.74	0.03	3.390	145.65
11	Total Comprehensive Income/(Loss) for the period attributable to:						
	i) Equity Holders of the parent	60.843	21.81	6.04	49.77	5.033	206.14
	ii) Non Controlling Interest	6.160	8.02	2.74	0.03	3.390	145.65
12	Paid up Equity Share Capital (Face Value Rs. 1/-)	372.900	372.90	372.90	372.90	372.900	372.90
13	Reserves excluding Revaluation Reserves as per Balance Sheet of previous accounting year						374.20
14	Earning Per Share (EPS)						
	Basic	0.163	0.06	0.02	0.13	0.013	0.55
	Diluted	0.163	0.06	0.02	0.13	0.013	0.55

Notes to Consolidated Financial Results

- The consolidated Financial Results comprise the results of Zodiac Ventures Limited and its Associate Company Zodiac Developers Private Limited and Mumbai Mega Food Park Pvt Ltd, which are consolidated in accordance with Ind AS 110 on Consolidation of Financial Statements.
- Zodiac Developers Pvt. Ltd (ZDPL), having controlling interest in the associate company, is engaged in real estate business. There are several litigations involved in the Hanuman Nagar Project of the said associate Company. There is a dispute with the Joint Developer in the Project. During 2020-21, the arbitration award dated 15th October 2020 has been received for the Hanuman Nagar Project. But the Associate Company has an order from the SRA which contradicts the arbitration award and definitely has more weightage in relative terms. An application under Section 34 of the Arbitration and Conciliation Act 1996 has been filed in the Bombay High Court and the Associate Company is confident of winning the same. In the said application, the Company has obtained a Stay Order from the Bombay High Court against the execution of the said arbitration award. Accordingly, management of the Associate Company is of the opinion that the amount incurred on the project stands good and recoverable along with sizeable profits. The construction activity has again resumed for Sale Building No. 7. Further, our flagship said Sale Building No. 7 has now been christened as 45-Juhu Residency and we have received part Occupation Certificate up to the 9th habitable floor. Accordingly, the Associate Company visualizes sales proceeds, recovery of balance payments on flats sold and also new sales to occur which will improve the Cash Flow.
- With regards to the Contempt Petition filed by former flat purchaser in our Hanuman Nagar project Abhishek Jhaveri & Ors in the Bombay High Court, we had previously filed Consent Terms under which we paid them Rs. 10 lacs. A further payment of Rs. 1 crore was made, and balance amount is payable as per the terms of the Consent Terms. The Company is in the process of reaching a settlement and paying the balance amount due. However, two of the Company's Bank accounts have been attached and we have sought the Court's permission to release the attachment.
- Zodiac Developers Pvt. Ltd (ZDPL), an Associate company, had advanced a sum of Rs. 8.75,00,000/- to Akshar Group in the F.Y. 2017-18. The Associate Company was informed by Akshar Group that they intend to forfeit the entire amount of Rs. 8.75,00,000/- citing breach of contract and default in our obligations to them. The dispute had arisen and there is no improvement in the situation. The Associate Company intends to pursue legal recourse to recover this amount and is confident that the same will be recovered but, the case is yet to be filed. The matter is vexed and the Associate Company is playing a balancing act to safeguard its interest.
- On 24th February 2022, the Company had issued total of 29,95,000 Warrants convertible into equity shares to 12 subscribers (11 non-promoters and 1 promoter), with the outer date for conversion being 23rd August 2023 (within 18 months, as per SEBI ICDR Regulations). As per ICDR Regulations, at least 25% of the amount on the warrants was received from each of the 12 allottees prior to the allotment of warrants.

On 23rd August 2023, 3,00,000 equity shares were allotted to Mr. Jimit Shah, pursuant to receipt of balance considerations against the 3,00,000 Convertible Warrants (out of a total of 10,00,000 such Warrants held by him). The remaining 26,95,000 Warrants (including 7,00,000 warrants pertaining to Mr. Jimit Shah) lapsed and the initial subscription amount paid thereon forfeited accordingly, in line with the ICDR Regulations and has been transferred to General Reserves Account.

The processes of the demat allotment of the 3,00,000 equity shares are currently pending with the RTA/depositories. The listing approval from BSE is also pending due to completion of required formalities.

- The Consolidated financial results should be read in conjunction with the notes to the financial results for the Quarter ended 31st December, 2023.

For Zodiac Ventures Limited

JIMIT
RAMESH
SHAH

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by JIMIT
RAMESH SHAH
Date: 2024.02.14
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Jimit Shah
Managing Director
Place: Mumbai
Date: 14.02.2024