

ZODIAC VENTURE LIMITED

(Formerly Known as Money Masters Investment Limited)

29TH Annual report
(2009-10)

Board of Directors

Mr. Jimit R Shah	-	Director
Mrs. Pushpa R Shah	-	Director
Mr. Ramesh V Shah	-	Director

Bankers

Samata Sahakari Bank Ltd

The Cosmos Co-op Bank Ltd

Statutory Auditors

Hemant Merchant & Co.
Chartered Accountants, Mumbai

Registered Office

404, Dev Plaza, S V Road,
Andheri (West), Mumbai – 400 058

Registrar & Share Transfer Agents

Sharex Dynamic (India) Pvt Ltd.
17/B, Dena Bank Bldg,
11nd Floor, Horniman Circle,
Fort, Mumbai – 400 001.

Notice of Annual General Meeting

NOTICE is hereby given that the **29th Annual General Meeting** of the members of **ZODIAC VENTURES LIMITED** [formerly known as Money Masters Investment Limited] will be held on Saturday, 18th September 2010 at 11.30 a.m at the Registered Office of the Company situated at 404, Dev Plaza, S V Road, Andheri (West), Mumbai – 400 058 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance sheet as at 31st March 2010, Profit & Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.
2. To declare final dividend on the Equity shares of the Company.

SPECIAL BUSINESS:

3. **To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT Mr. Jimit R Shah who was co-opted by the Board as an Additional Director w.e.f. 21.05.2010 and who by virtue of section 260 of the Companies Act, 1956 holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company and whose period of office shall be liable to determination by retirement by rotation”

4. **To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT Mr. Ramesh Shah who was co-opted by the Board as an Additional Director w.e.f. 21.05.2010 and who by virtue of section 260 of the Companies Act, 1956 holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company and whose period of office shall be liable to determination by retirement by rotation”

5. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mrs. Pushpa R Shah who was co-opted by the Board as an Additional Director w.e.f. 21.05.2010 and who by virtue of section 260 of the Companies Act, 1956 holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing from a member proposing her candidature for the office of the Director, be and is hereby appointed as a Director of the Company and whose period of office shall be liable to determination by retirement by rotation”

6. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. A R Sodha & Company, Chartered Accountants be and are hereby appointed as the Statutory Auditors of the Company in place of M/s. Hemant Merchant & Co from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at a remuneration as may be decided by the Board.”

By Order of the Board of Directors

**Sd/-
Jimit Ramesh Shah
Director**

Place: Mumbai
Date: 07th August 2010

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty – eight hours before commencement of the Meeting.
- 2. The Register of Members and Share Transfer Books of the Company will remain closed from 16th September 2010 to 18th September 2010, both days inclusive, for the purpose of Annual General meeting.**

3. The Members are requested to intimate to Share Transfer Agent of the Company, changes, if any, in their Registered Address at an early date and bring the copy of the Annual report and attendance.
4. The Members are requested to forward their queries on the proposed resolutions and accounts for the financial year ended March 31, 2010 to the Company at least 10 days in advance, to enable the management to keep the required information available at the Annual General Meeting.
5. Memorandum and Articles of Association is open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 2.00 p.m.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

As required by Section 173 of the Companies Act, 1956 ("Act"), the following explanatory statements set out all material facts relating to the business mentioned under Item Nos. 3, 4, 5 & 6 of the accompanying Notice dated 07th August 2010:

Item No. 3:

Mr. Jimit Shah was appointed as an additional director of the Company with effect from 21st May 2010. As per provisions of Section 260 of the Companies Act, 1956, he holds office only upto the conclusion of this Annual General Meeting but is eligible for appointment as a Director. The Company has received notice in writing from a member under the provisions of Section 257 of the Act proposing the candidature of Mr. Jimit Shah for the office of a Director of the Company.

None of the Directors of the Company are concerned or interested in the passing of the Resolution.

Item No. 4:

Mr. Ramesh Shah was appointed as an additional director of the Company with effect from 21st May 2010. As per provisions of Section 260 of the Companies Act, 1956, he holds office only upto the conclusion of this Annual General Meeting but is eligible for appointment as a Director. The Company has received notice in writing from a member under the provisions of Section 257 of the Act proposing the candidature of Mr. Ramesh Shah for the office of a Director of the Company.

None of the Directors of the Company are concerned or interested in the passing of the Resolution.

Item No. 5:

Mrs. Pushpa Shah was appointed as an additional director of the Company with effect from 21st May 2010. As per provisions of Section 260 of the Companies Act, 1956 she holds office only upto the conclusion of this Annual General Meeting but is eligible for appointment as a Director. The Company has received notice in writing from a member under the provisions of Section 257 of the Act proposing the candidature of Mrs. Pushpa Shah for the office of a Director of the Company.

None of the Directors of the Company are concerned or interested in the passing of the Resolution.

Item No. 6:

The Directors of your Company have recommended appointment of M/s. A R Sodha & Company, Chartered Accountants, Mumbai as Statutory Auditors of the Company in place of M/s. Hemant Merchant & Company who has resigned as a statutory auditors of the Company. You are requested to accord your consent for appointment M/s. A R Sodha & Company as the Statutory Auditors of the Company for the financial year 2010-11.

By Order of the Board of Directors

**Sd/-
Jimit Ramesh Shah
Director**

Place: Mumbai
Date: 07th August 2010

DIRECTOR'S REPORT

To,
The Members,
Zodiac Ventures Limited.

Your directors take pleasure in presenting the 29th Annual Report, together with the Audited Accounts of your Company for the year ended 31st March, 2010.

FINANCIAL RESULTS**(Amount in Rs.)**

Particulars	Financial year ended on 31st March 2010	Financial year ended on 31st March 2009
Sales and other Income	19,24,227	11,88,249
Profit Before Interest, Depreciation & Taxation	15,74,916	8,13,366
Less: Interest Charges	-	-
Profit Before Depreciation & Taxation	15,74,916	8,13,366
Less: Depreciation	-	-
PROFIT BEFORE TAXATION	15,74,916	8,13,366
Less: Provision for taxation	4,95,443	3,66,129
PROFIT AFTER TAXATION	10,79,473	4,47,237
Dividend	7,75,000	-
Dividend Distribution Tax	1,30,000	-
PROFIT AFTER DIVIDEND	1,74,473	4,47,237
Balance brought forward from Previous year	49,16,486	44,69,249
Profit / (Loss) carried to Balance sheet	50,90,959	49,16,486

OPERATIONAL REVIEW

During the year under review, the Company has made a net profit of Rs. 10,79,473/- for the financial year 2009-10 as compared to Rs. 4,47,237/- for the financial year 2008-09.

RESERVES:

During the year under review, the Company has not transferred any amount to Reserves. Credit Balances of Profit & Loss Account has been transferred to Balance Sheet.

DIVIDEND

The Directors have recommend for your consideration a Dividend @ 10% i.e. Re. 1.00 per Equity shares of Rs. 10/- each for the financial year ended 31st March, 2010

CHANGE IN MANAGEMENT:

Subsequent to the end of financial year, there has been a change in management of the Company in the hands of Mr. Ramesh Shah & Associates from Mr. Hozef Darukhanawala. The said change in management was conducted as per

provisions of regulation 12 of SEBI (Acquisition of Shares & Takeover) Regulation, 1997 by way of passing a special resolution by way of conducting postal ballot as well as conducting an Extra Ordinary General Meeting on 14th May, 2010. The New management has decided to venture into real estate and infrastructure business. Accordingly the Company has altered its main object clause and also changed its name to "Zodiac Ventures Limited".

CHANGE IN NAME AND MAIN OBJECTS OF THE COMPANY

The New Management has decided to venture into the booming sector of construction & realty development. Therefore, it was decided to change the name and object clause of the Company. Accordingly the shareholders have approved the change in name of the Company from "Money Masters Investment Limited" to "Zodiac Ventures Limited" in the Extra Ordinary General Meeting held on 14th May, 2010. The object clause of the Company has also been changed from existing Investment business to construction & realty development sector through conduct of postal ballot.

CAPITAL STRUCTURE

Subsequent to the year end, the Company has increased its authorized capital from Rs. 2,00,00,000 /- (Rupees Two Crores only) divided into 20,00,000 (Twenty lacs only) Equity Shares of Rs. 10/- (Rupees Ten Only) to Rs.15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each.

PUBLIC DEPOSITS

The Company has not accepted any deposit from the public within the meaning of section 58A of the Companies Act, 1956 during the year under review.

PARTICULARS OF EMPLOYEES

There are no employees drawing remuneration as prescribed under provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended and therefore no such particulars are provided.

DIRECTORS

During the year under review, the Board has appointed Mr. Ramesh Shah, Mrs. Pushpa Shah, Mr. Jimit R Shah & Mr. Ratish Tagde as Additional Directors of the Company whose tenure laps on the conclusion of this Annual General Meeting. The Board has recommended the appointment of Mr. Ramesh Shah, Mrs. Pushpa Shah, Mr. Jimit R Shah as a Directors on the Board as per item nos. 4, 5 & 6 of notice enclosed to this Annual Report.

Ms. Sadhna Lohia and Mr. Nathmal Lohia have resigned from the directorship w.e.f. 21st May, 2010.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies (Amendment) Act, 2008 with respect to Directors' Responsibilities Statement, it is hereby confirmed:

- (i) That the preparation of the Annual Accounts for the financial year ended 31st March,2010, the applicable accounting standards have been followed along with proper explanation relating to material departures;

- (ii) That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;
- (iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities
- (iv) That the directors had prepared the accounts for the financial year ended 31st March, 2010 on a going concern basis.

REVIEW OF AUDITOR'S REPORT

Your directors are pleased to inform you that the Statutory Auditors of the Company have not made any adverse or qualified remarks in their audit report.

AUDITORS:

M/s. Hemant Merchant & Co, Chartered Accountants, the retiring Statutory Auditors of your Company have expressed their unwillingness to be re-appointed at the ensuing Annual General Meeting. Your Board has placed on record their appreciation for valuable guidance and immense support extended by them over the years as statutory auditors of the Company.

Further your Company has received a letter from M/s. A R Sodha & Company, Chartered Accountants, Mumbai, expressing their interest to be appointed as the Statutory Auditors of the Company at the ensuing Annual General Meeting in place of the retiring auditor and indicated that if appointed, their appointment will be within the limits prescribed under section 224(1 B) of the Companies Act, 1956. The Board proposes and also recommends the appointment of M/s. A R Sodha & Company Chartered Accountants, Mumbai as Statutory Auditors of the Company subject to approval of shareholders.

COMPLIANCE CERTIFICATE

As required under the provisions of Section 383A of the Companies Act 1956, a secretarial Compliance certificate from Ms. Komal Deshmukh, Practising Company Secretary, is attached with this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO;

The additional information as required under the provisions of Section 217(1)(e) of the Companies Act 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules,1988 is given in Annexure-I .

ACKNOWLEDGEMENTS

Your Directors wish to thank to the Bankers as well as the Shareholders of the Company. The Board of Directors also wish to place on record their deep appreciation for the services rendered by the employees of the Company.

For and on behalf of the Board

Place: Mumbai
Date: 09th July 2010

Sd/-
Jimit Ramesh Shah
Director

ANNEXURE I**I. CONSERVATION OF ENERGY:**

The Company is presently not carrying the manufacturing operations therefore; there is no material information to be given under Conservation of Energy and Technology Absorption.

- | | |
|--|------------|
| (a) Energy conservation measures taken – | NIL |
| (b) Additional investments and proposals if any, being implemented for reduction of consumption of energy – | NIL |
| (c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods – | NIL |
| (d) Total energy consumption and energy consumption per unit of production – | NIL |

FORM-A: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

- | | |
|--|------------|
| A. Power and fuel consumption: | NIL |
| B. Consumption per unit of production: | NIL |

II. TECHNOLOGY ABSORPTION

Research & Development: Company has not incurred any expenditure on this account during the year under review.

FORM-B: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION ETC.,

- | | | |
|----|---|------------|
| I | Research and Development: | NIL |
| II | Technology Absorption, Adaptation and Innovation: | NIL |

II. FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange Earnings and outgo: Since the Company had ceased its operations; there is no Foreign Exchange Earning and Outgo during the year under review.

- | | | |
|-----|--|------------|
| I. | Earnings in Foreign Exchange during the year | NIL |
| II. | Foreign Exchange outgo during the year | NIL |

For and on behalf of the Board

Place: Mumbai
Date: 09th July 2010

Sd/-
Jimit Ramesh Shah
Director

HEMANT MERCHANT & CO
Chartered Accountants
4, Sai manzil, 1st floor, 18 Altamount Road, Mumbai-400026
Tel - 23533978

AUDITOR'S REPORT

To,
The Shareholder's of **ZODIAC VENTURES LTD. (Earlier Money Masters Investment Ltd.)**

Dear Sir,

1. We have audited the attached Balance Sheet of **ZODIAC VENTURES LTD. (Earlier Money Masters Investment Ltd.)** as at 31st March 2010, and also the Profit and Loss Account and the Cash Flow of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements based on our audit.
2. We have conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on test basis, the evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall Financial Statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) (Amendment) Order, 2004 issued by the Central Government in terms of section 227 (4A) of the Companies Act, 1956, we enclose in the annexure a statement on the matter specified in paragraphs 4 and 5 of the said order.

Further to our comments in the Annexure referred to in paragraph 1 above:

- a) We have obtained all the information and explanation, which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion, proper books of accounts, as required by law, have been kept by the Company so far as it appears from our examination of such books.
- c) The Balance Sheet, Profit & Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
- d) The company's Balance Sheet, Profit & Loss Account and the Cash Flow Statement dealt with in this report are in line with the Accounting standards prescribed by law in sub-section (3c) of section 211 of the Companies Act, 1956.
- e) On the basis of the written representation received from the Directors, as on 31st March 2010, and taken on record by the Board of Directors, we report that none of the Directors of the Company are disqualified as on 31st March 2010 from being appointed as a Director under clause (g) of subsection (1) of section 274 of the Companies Act, 1956.

- f) In our opinion and to the best of our information and according to explanations given to us, the said accounts read with schedules attached thereto and notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
- i) In the case of Balance Sheet, of the state of affairs of the company as at 31st March, 2010
 - ii) In the case of Profit & Loss, Account of the profit for the year ended on that date;
 - iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For Hemant Merchant & Co
Chartered Accountants

Sd/-
Hemant Merchant
Proprietor
Membership No.: 33805

Place: Mumbai
Date: 09/07/2010

ANNEXURE

Referred to in Paragraph 3 of our report of even date:

1. The Company does not have any fixed assets. In the absence of the same the question of reporting under clause 4(i) (a), 4(i) (b) and 4(iv) does not arise.
2. Since the Company has not carried out any manufacturing or trading activity during the year, in view of the same, reporting under clause 4(ii) (a), 4(ii) (b), 4(ii) (c), 4(iv) and 4(viii), are not considered as applicable.
3. The Company has neither taken nor granted any loans or advances in the nature of loans to parties covered in the register maintained under section 301 of the Companies act, 1956. Hence, the question of reporting whether the terms and conditions of such loans are prejudicial to the interests of the company, whether reasonable steps for recovery / repayment of over dues of such loans are taken does not arise.
4. Based on the audit procedures applied by us and the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
5. Based on our scrutiny of the company's records and according to the information and explanations provided by the management, in our opinion, the company has not accepted any public deposits so far up to 31st March 2010
6. In our opinion, the Company has an internal audit system commensurate with size and nature of its business.
7. According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues on account of income tax. The liability of Provident Fund, Labour Welfare Fund, and Employee's State Insurance, Wealth tax, Custom Duty, Cess, Service Tax and other statutory dues are not applicable to the Company.
8. According to the records and as per the information and explanations given to us thereon, no material undisputed amounts towards statutory payments are outstanding as at 31st March 2010
9. According to the records and as per the information and explanation given to us no disputed amounts are outstanding as payable by the Company.
10. There are no accumulated losses as at 31st March 2010. The Company has not incurred any cash loss during the year under audit.
11. The Company has not borrowed any funds from any Financial Institution. In view of the same reporting on regularity in repayment of dues to a Financial Institution, Bank or debenture holders do not arise.
12. The Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities. In the absence of any such loans granted the question of reporting on the terms and conditions thereof, does not arise.
13. The Company is not a chit fund, nidhi / mutual benefit fund and therefore the requirements pertaining to such class of companies are not applicable.

14. The Company is not dealing or trading in shares, securities, debentures and other investments.
15. The Company has not given any guarantee for loans taken by others from Bank or Financial Institutions.
16. The Company has not taken new term loans during the year under consideration. In the absence of the same reporting on its utilization does not arise.
17. The Company has not utilized its Short-term funds for long-term investments.
18. The Company has not made any preferential allotment of shares during the year to parties and companies covered in the register maintained under section 301 of the Act.
19. During the year covered by our audit, the Company has not issued debentures. The question of creating any security against debentures does not arise.
20. In the absence of any public issue made during the year under consideration, the question of verifying the application of money raised by public issue does not arise.
21. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of audit.

For Hemant Merchant & Co
Chartered Accountants

Sd/-
Hemant Merchant
Proprietor
Membership No.: 33805

Place: Mumbai
Date: 09/07/2010

BALANCE SHEET AS ON 31ST MARCH 2010

	Schedule	Current Year	Previous Year
SOURCES OF FUNDS			
Share Capital	A	7,750,000	7,750,000
RESERVES & SURPLUS			
Share Premium		5,845,730	5,845,730
Balance in Profit & Loss A/c		5,090,959	4,916,487
		18,686,690	18,512,217
APPLICATION OF FUNDS			
Investments	B	9,300,000	9,300,000
Current Assets, Loans & Advances	C	10,832,566	9,699,113
Less: Current Liabilities & Provisions	D	1,445,876	486,896
Net Current Assets		9,386,690	9,212,217
Notes to Accounts	G	18,686,690	18,512,217

For HEMENT MERCHANT & CO.
CHARTERED ACCOUNTANTS

Sd/-
HEMANT MERCHANT & CO.
PROPRIETOR
MEMBERSHIP NO. : 33805

Place: Mumbai
Date:09/07/2010

DIRECTORS

Sd/-
HOZEF A. DARUKHANAWALA

Sd/-
JIMIT SHAH

Sd/-
PUSHPA SHAH

Sd/-
RAMESH SHAH
Place: Mumbai
Date:09/07/2010

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2010

	Schedule	Current Year	Previous Year
INCOME			
Interest (Gross)		324,227	688,249
Other Income	E	1,600,000	500,000
		1,924,227	1,188,249
EXPENSES			
Administrative Expenses	F	349,311	374,883
PROFIT / LOSS BEFORE TAXATION		1,574,916	813,366
Less: Provision for taxes			
Current		535,526	283,410
Prior Periods IT w/off		(40,083)	79,969
Fringe Benefit Tax		-	2,750
Proposed Dividend		775,000	-
Dividend Distribution Tax		130,000	-
PROFIT / LOSS FOR THE YEAR		174,473	447,237
Add: Balance Brought forward		4,916,486	4,469,249
BALANCE CARRIED TO BALANCE SHEET		5,090,959	4,916,486

For HEMANT MERCHANT & CO.
CHARTERED ACCOUNTANTS

Sd/-
HEMANT MERCHANT & CO.
PROPRIETOR
MEMBERSHIP NO. : 33805

Place: Mumbai
Date:09/07/2010

DIRECTORS

Sd/-
HOZEF A. DARUKHANAWALA

Sd/-
JIMIT SHAH

Sd/-
PUSHPA SHAH

Sd/-
RAMESH SHAH
Place: Mumbai
Date:09/07/2010

Current Year	Previous Year
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SCHEDULE 'A'**AUTHORISED CAPITAL**

20,00,000 Equity Shares of Rs.10/-each

20,000,000 20,000,000

20,000,000	20,000,000
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ISSUED, SUBSCRIBED & PAID UP

7,75,000 Equity Shares of Rs.10/-each fully paid

7,750,000 7,750,000

7,750,000	7,750,000
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SCHEDULE 'B'**INVESTMENTS**9,30,000 shares of Money Masters Leasing & Finance Ltd
of Rs 10 each fully paid up

9,300,000 9,300,000

9,300,000	9,300,000
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SCHEDULE 'C'

CURRENT ASSETS, LOANS & ADVANCES

	Current Year	Previous Year
<u>Cash & Bank Balances</u>		
Cash on hand	745,157	645,157
Samata Sahakari Bank	3,093,127	169,444
	3,838,284	814,601
<u>Loans & Advances</u>		
Interest receivable on Loan	-	505,070
Commission receivable	800,000	-
Professional Fees Received	-	448,500
Mukesh Gandhi	318,475	1,500,000
Softtech Carriers Pvt Ltd	964,750	850,000
R R Muni & Co	-	525,000
Hari Om Carriers Pvt Ltd	2,052,521	-
Share Application Money paid to Money Masters Leasing & Finance Pvt. Ltd.	2,800,000	4,800,000
	6,935,746	8,628,570
<u>Tax Deducted at Source / Advance Tax</u>		
TDS Receivable - 2007-08	-	91,768
TDS Receivable - 2008-09	-	108,379
TDS Deducted - 2010-11	38,536	-
Self Assessment Tax for Asst Year 2008-09	-	55,795
Self Assessment Tax for Asst Year 2009-10	-	-
Advance Tax For Asst Year 2010-2011	20,000	-
	58,536	255,942
	10,832,566	9,699,113

SCHEDULE 'D'

CURRENT LIABILITIES & PROVISIONS

	<u>Current Year</u>	<u>Previous Year</u>
<u>SUNDRY CREDITORS</u>		
H T Merchant & Co	5,000	5,000
<u>PROVISIONS</u>		
Fringe Benefit Tax- 2009-10	-	2,750
Income Tax A.Y. 2009-10	-	283,410
Professional Tax Payable	350	8,090
Income Tax A.Y. 2007-08	-	41,300
Income Tax A.Y. 2008-09	-	146,346
Provision for Income Tax 2010-11	535,526	-
Dividend Distribution Tax	130,000	-
Proposed Dividend	775,000	-
	<u>1,445,876</u>	<u>486,896</u>

	<u>Current Year</u>	<u>Previous Year</u>
SCHEDULE 'E'		
OTHER INCOME		
Professional fees	-	500,000
Commision Income	1,600,000	-
	<u>1,600,000</u>	<u>500,000</u>

SCHEDULE 'F'

ADMINISTRATIVE EXPENSES

	Current Year	Previous Year
Salary & Allowances	-	169,000
Staff Welfare	-	12,184
Rent	-	60,000
Traveling & Conveyance	-	28,293
Legal & Professional Fees	266,180	41,030
Auditors Remuneration	5,000	5,000
Miscellaneous Expenses	78,131	59,376
	<u>349,311</u>	<u>374,883</u>

MISCELLANEOUS EXPENSES

	Current Year Amount	Previous Year Amount
Bank Charges	250	372
Depository Service & BSE Charges	57,381	47,454
Professional Tax - Staff	4,200	4,550
Company Professional Tax	10,800	-
Printing & Stationery	5,500	-
RDC expenses	-	7,000
	78,131	59,376

SCHEDULE: G

Notes Annexed to and forming part of the accounts of **ZODIAC VENTURES LTD.** (Earlier Money Masters Investment Ltd.) for The Year Ended 31st March, 2010.

1. Significant Accounting Principles

The accounts are prepared in accordance with the accounting principles generally accepted in India and are in line with the relevant Laws as well as guidelines prescribed by the Department of Company Affairs and the Institute of Chartered Accountants of India.

2. Method Of Accounting

Method of accounting employed by the Company is accrual basis, following the concept of materiality.

3. Investments

Investments are stated at cost. The same being unquoted, the provisions for reduction in market prices as at the end of the year if any, is not made.

4. Taxes on Income:

Taxes on current profits are provided in accordance with the provisions of the Income tax Act. Deferred tax asset on account of brought forward losses under the Income Tax act are not recognized in the financial statement in absence of virtual certainty of the Company making profits to absorb the same in the near future.

5. In the opinion of the Board Current Assets, Loans and Advances as on 31st March 2010, have a value on realisation in the ordinary course of the company's business, which is atleast equal to the amount at which they are stated in the balance sheet.

6. The company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, probably will not, require outflow of resources. Where there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure is made.

7. The statutory enactments relating to payment of Provident Fund, E.S.I.C. and Gratuity to employees are not applicable to the company. The company does not have any scheme for retirement benefits for its employee and as such no provision towards retirement benefits to employees is considered necessary.

8. Earning Per Shares (EPS) has been calculated on the basis of the net profit earned after considering the current tax payable for the year.

9. The company is not an Investment Company as defined under the Reserve Bank of India Act, 1934. It has not accepted any deposit from the public. The company has made an application for exemption from it being registered with the Reserve Bank of India as Non Banking Financial Company and the same is pending.

10. Previous year's figures have been re-grouped and reclassified wherever necessary for comparative presentation.

11. Additional information pursuant to provisions of Part I and paras 3, 4C, 4D of Part II of schedule VI to the Companies Act, 1956 are not applicable.

NOTES AND SCHEDULES FORMING PART OF ACCOUNTS

AS PER OUR REPORT OF EVEN DATE

For **Hemant T Merchant & Co.**
Chartered Accountants

Sd/-
Mr. Hemant T Merchant.
(Proprietor)
Membership No.: 33805

Place: Mumbai
Date: 09/07/2010

DIRECTORS

Sd/-
Hozef A Darukhanawala

Sd/-
Jimit Shah

Sd/-
Pushpa Shah

Sd/-
Ramesh Shah

CASH FLOW STATEMENT

	Current Year	Previous Year
A Cash flow from Operating Activities:		
Net profit before tax as per Profit and Loss Account	1,574,916	813,366
Operating Profit before Working Capital change:	<u>1,574,916</u>	<u>813,366</u>
Adjusted for:		
Loans and Advances given	1,890,230	(382,212)
Current Liabilities and Provisions	958,980	275,650
Investments	<u>-</u>	<u>(1,000,000)</u>
Cash generated from operations	4,424,126	(293,196)
Taxes paid	(535,526)	(286,160)
Prior period item	40,083	(79,969)
Net Cash from Operating Activities	<u>3,928,683</u>	<u>(659,325)</u>
B Cash flow from Investing Activities:	-	-
C Cash flow from Financing Activities:		
Dividends paid (including Dividend Distribution Tax)	(905,000)	-
Net Cash used in Financing Activities	<u>(905,000)</u>	<u>-</u>
Net increase in Cash and Cash equivalents	3,023,683	(659,325)
Opening balance of Cash and Cash equivalents	814,601	1,473,926
Closing balance of Cash and Cash equivalents	<u>3,838,284</u>	<u>814,601</u>

For HEMANT MERCHANT & CO.
CHARTERED ACCOUNTANTS

DIRECTORS

Sd/-
HEMANT MERCHANT & CO.
PROPRIETOR
MEMBERSHIP NO. : 33805

Sd/-
HOZEF A. DARUKHANAWALJ

Place: Mumbai
Date:09/07/2010

Sd/-
JIMIT SHAH

Sd/-
PUSHPA SHAH

Sd/-
RAMESH SHAH
Place: Mumbai
Date:09/07/2010

COMPLIANCE CERTIFICATE

To
The Members
ZODIAC VENTURES LIMITED
(Formerly known as Money Masters Investment Limited)
Mumbai

I have examined the registers, records, books and papers of **ZODIAC VENTURES LIMITED [formerly known as Money Masters Investment Limited]** as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2010.

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in '**Annexure A**' to this certificate, as per the provisions and the rules made there under.
2. The Company has duly filed the forms and returns as stated in '**Annexure B**' to this certificate, with the Registrar of Companies, Regional Director and Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder ;
3. The Company being Public limited company has the paid up capital of Rs. 77,50,000/- (Rupees Seventy Seven Lacs Fifty Thousand Only) divided into 7,75,000 Equity Shares of Rs. 10/- each and its maximum number of members during the said financial year was 238 excluding its present and past employees and the Company during the year under scrutiny:
 - i. Has not invited public to subscribe for its shares or debentures; and
 - ii. Has not invited or accepted any deposits from persons other than its members, directors or their relatives.
4. The Board of Directors duly met 23 (Twenty Three) times on **29.04.2009, 31.07.2009, 04.09.2009, 31.10.2009, 05.12.2009, 02.01.2010, 12.01.2010, 14.01.2010, 19.01.2010, 21.01.2010, 25.01.2010, 27.01.2010, 11.02.2010, 17.02.2010, 22.02.2010, 02.03.2010, 05.03.2010, 17.03.2010, 19.03.2010, 23.03.2010, 24.03.2010, 24.03.2010 & 26.03.2010**, in respect of which meetings proper notices were given, proceedings of the same were properly recorded and signed including circular resolution passed during the year under review in the minutes book for the purpose.
5. The Company has closed its Register of Members from 25th September 2009 to 30th September 2009 (both days inclusive) and has duly complied with the provisions of Section 154 of the Act.
6. The Annual General Meeting of the Company for the financial year ended on 31st March 2009 was held on 30th September 2009 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra ordinary general meeting was held during the year under review.
8. During the year under review, the Company has not advanced any loan to its Directors and/ or persons or firms or companies referred in Section 295 of the Act.

9. During the year under review, the Company has not entered into any contract in respect of section 297 of the Act.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act during the year under review.
11. As informed by the Management, the Company was not required to obtain any approvals from the Board of Directors, members and previous approval of Central Government pursuant to section 314 of the Act during the year under scrutiny.
12. The Company has not issued any duplicate share certificate; however, during the year under review, the Company has issued share certificates in the new format with the new name of the Company "Money Masters Investment Limited" to the existing shareholders of the Company.
13. The Company:
 - i. Has delivered all the certificates on allotment of securities and on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
 - ii. Has not declared any dividend during the year under review
 - iii. Was not required to pay / post warrants for dividends to all the members, since no dividend was declared
 - iv. Transferred the amount in unpaid dividend account, application money due for refund, matured deposit, matured debentures and the interest accrued thereon have remained unclaimed or unpaid for a period of seven years and required to be transferred to Investor Education and Protection Fund.- **Not Applicable**
 - v. Has duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointment of directors has been duly made.
15. The Company has not appointed any Managing Director and/or Whole-time Director. Hence the provisions of Section 269 and Schedule XIII of the Companies Act 1956 are not applicable to the Company.
16. As informed by the Management, there was no appointment of sole selling agents during the year under review.
17. During the year under review, there was no occasion which required the Company to obtain approvals of the Central Government, Company Law Board, Regional Director or such other authorities as prescribed under the various provisions of the Act
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to Section 274(1)(g) & Section 299(3) of the Companies Act 1956 and the rules made there under.
19. The Company has not issued any securities during the financial year.
20. The Company has not bought back any shares during the financial year ending March 31, 2010.
21. The Company does not have preference shares/ debentures. Hence relevant provisions for redemption of preference shares / debentures are not applicable.

22. There was no transaction necessitating the Company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not accepted/ renewed Fixed Deposit within the meaning of section 58A and 58AA of the Act. Hence compliance with the provisions of section 58A and 58AA of the Act read with Companies (Acceptance of Deposits) Rules, 1975/ the applicable directions issued by the Reserve bank of India/ any other authority in respect of deposit accepted are not applicable.
24. The amount borrowed by the Company from directors, public, financial institutions, banks and others during the financial year ending 31st March 2010 is within the borrowing limits of the Company pursuant to the provisions of Section 293(1)(d) of the Act.
25. The Company has made loans and investments, and provided securities to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the Register kept for the purpose.
26. The Company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny and complied with the provisions of the Act.
27. The Company has not altered provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny and complied with the provisions of the Act.
28. The Company has not altered the provisions of the Memorandum with respect to name of the company during the year under scrutiny and complied with the provisions of the Act.
29. The Company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny and complied with the provisions of the Act.
30. The Company has not altered its Articles of Association during the financial year under scrutiny.
31. As informed by the management of the Company no prosecution has been initiated against the company. The Company has not received any show cause notice which subsequently resulted in prosecution and punishment.
32. Since the company has not received any amount as security from its employees during the year under certification there is no requirement to deposit any amounts as per the provisions of section 417(l) of the Act.
33. The Company has not constituted Provident Fund under Section 418 of the Companies Act, 1956 and therefore the said provisions are not applicable.

Place: Mumbai

Date: 09th July 2010

Sd/-

**KOMAL DESHMUKH
COMPANY SECRETARY
C.P. NO. 8102**

Annexure A**(Refer Para 1 of report)****Registers as maintained by the Company**

Register of Members under Section 150

Register of Contracts under Section 301

Register of Directors, Managing Director under Section 303

Register of Directors' Shareholdings under Section 307

Register of Share Transfer under Section 108

Register of Charges under Section 143

Annexure B**(Refer Para 2 of report)**

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March 2010.

Serial No.	Form No.	Description	SRN No.	Filed on
1.	Form 20B	Annual Return for the year ended 31 st March 2009	P42293472	26/11/2009
2.	Form 23AC & Form 23ACA	Balance Sheet and Profit and Loss Account for the year ended on March 31, 2009	P38487815	29/10/2009
3.	Form 66	Compliance Certificate	P38294898	29/10/2009

Place: Mumbai**Date: 09th July 2010**

Sd/-

KOMAL DESHMUKH
COMPANY SECRETARY
C.P NO. 8102

ATTENDANCE SLIP
ZODIAC VENTURES LIMITED

Regd Off: 404, Dev Plaza, S V Road, Andheri (W), Mumbai – 400 058

Annual General Meeting to be held on Saturday ,18th September, 2010 at 11.00 a.m. at the Registered Office of the Company.

Regd. Folio No/ DP ID No. _____

Certify that I am a registered Shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the Annual General Meeting to be held on Saturday, 18th September, 2010 at 11.00 a.m. at the Registered Office of the Company situated at 404, Dev Plaza, S V Road, Andheri (W), Mumbai – 400 058.

Member's / Proxy Name (in Block Letter) _____

Member's / Proxy Signature _____

*Note: Please fill this attendance slip and hand it over at the **ENTRANCE**.*

.....TEAR HERE

ZODIAC VENTURES LIMITED

Regd Off: 404, Dev Plaza, S V Road, Andheri (W), Mumbai – 400 058

FORM OF PROXY

I / We _____

Of _____ in the District of _____

Being a member / members of the above-named company hereby appoint _____ of _____ of in the district of _____ or failing him / her _____ of _____ in the district of _____

as my / our proxy to vote for me / our behalf at the **Annual General Meeting** of the Company to be held on Saturday 18th September, 2010 and any adjournment thereof.

Signed this _____ day _____ 2010

Signature _____

Affix
1 Rupee
Revenue
Stamp Here

Regd. Folio No/ DP ID No. _____

Note: This form in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the Company, **not less than 48 hours** before the meeting.