

ZODIAC

18th June, 2024

| | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra East Mumbai - 400051 Scrip Code : ZODIACLOTH | BSE Limited, Corporate Relationship Department, First Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Mumbai - 400001 Scrip Code: 521163 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Dear Sir/ Ma'am,

Sub: Postal Ballot Voting Results and Scrutinizer Report

We refer to our letter dated 17th May, 2024, regarding postal ballot notice issued to the Members of the Company seeking approval for the following resolution/s to be passed through the mode of remote e-voting:

| Sr. No. | Particulars | Type of Resolution |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| 1. | Appointment of Mr. Mohamed Awais Jehangir Noorani (DIN: 00951424) as the Whole-Time Director, Designated as Executive Director - Exports of the Company and the Remuneration payable to him. | Special Resolution |
| 2. | Appointment of Mr. Adnan Salman Noorani (DIN: 08689050) as the Whole-Time Director, designated as Executive Director – Digital of the Company and the Remuneration payable to him. | Special Resolution |

Pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015, enclosed is a copy of the report dated 18th June, 2024 of the Scrutinizer, Mr. B. Narasimhan, proprietor BN & Associates, Company Secretaries containing the resolutions passed, the voting results thereon and the summary of the scrutinizer's report, as required under Rule 25(1)(b)(ii) of the Companies (Management and Administration) Rules, 2014. Based on the Scrutinizer's Report, we hereby inform that the Members of the Company have duly passed the Special Resolutions with requisite majority as embodied in the Postal Ballot notice.

The aforesaid resolution will be deemed to be passed on the last date of e-voting i.e. Monday, 17th June, 2024.

Please find enclosed e-voting results along with the Scrutinizer's Report. The same is also being hosted on the Company's website at www.zodiaconline.com.

This is for your information and appropriate dissemination.

Thanking you,

Yours faithfully,

For **ZODIAC CLOTHING COMPANY LIMITED**

Kumar Iyer
Company Secretary
Memb. No.- A9600

Encl: As above

ZODIAC CLOTHING COMPANY LTD.,

Nyloc House, 254, D-2, Dr. Annie Besant Road, Worli, Mumbai – 400 030. India.

Tel.: +91 22 6667 7000 Fax: +91 22 6667 7279 CIN: L17100MH1984PLC033143

Trademark Under Licence From Metropolitan Trading Co.

www.zodiaconline.com

| Voting results | |
|------------------------------------------------------------------------------|------------|
| Record date | 10-05-2024 |
| Total number of shareholders on record date | 10612 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of resolution passed in the meeting | 2 |
| Disclosure of notes on voting results | |

| Resolution(1) | | | | | | | | |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | Yes | | | | |
| Description of resolution considered | | | | APPOINTMENT OF MR. MOHAMED AWAIS JEHANGIR NOORANI (DIN: 00951424) AS THE WHOLE-TIME DIRECTOR, DESIGNATED AS EXECUTIVE DIRECTOR (EXPORTS) OF THE COMPANY AND THE REMUNERATION PAYABLE TO HIM. | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 18560732 | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | 18111182 | 97.578 | 18111182 | 0 | 100 | 0 |
| | Total | | 18560732 | 18111182 | 97.578 | 18111182 | 0 | 100 |
| Public-Institutions | E-Voting | 4025 | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 4025 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 7428960 | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | 315788 | 4.2508 | 315564 | 224 | 99.9291 | 0.0709 |
| | Total | | 7428960 | 315788 | 4.2508 | 315564 | 224 | 99.9291 |
| Total | | 25993717 | 18426970 | 70.8901 | 18426746 | 224 | 99.9988 | 0.0012 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

| Resolution(2) | | | | | | | | |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | Yes | | | | |
| Description of resolution considered | | | | APPOINTMENT OF MR. ADNAN SALMAN NOORANI (DIN: 08689050) AS THE WHOLE-TIME DIRECTOR, DESIGNATED AS EXECUTIVE DIRECTOR – (DIGITAL) OF THE COMPANY AND THE REMUNERATION PAYABLE TO HIM. | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 18560732 | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | 18111182 | 97.578 | 18111182 | 0 | 100 | 0 |
| | Total | | 18560732 | 18111182 | 97.578 | 18111182 | 0 | 100 |
| Public-Institutions | E-Voting | 4025 | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 4025 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 7428960 | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | 315788 | 4.2508 | 315564 | 224 | 99.9291 | 0.0709 |
| | Total | | 7428960 | 315788 | 4.2508 | 315564 | 224 | 99.9291 |
| Total | | 25993717 | 18426970 | 70.8901 | 18426746 | 224 | 99.9988 | 0.0012 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

SCRUTINIZER'S REPORT

Date: June 18, 2024

To,
The Chairman
Zodiac Clothing Company Limited
Nyloc House, 254, D-2, Dr. Annie Besant Road,
Worli,
Mumbai -400 030

Sub: Zodiac Clothing Company Limited - Scrutinizer's Report on Postal Ballot (E-voting) Results

The Board of Directors of **Zodiac Clothing Company Limited** (*hereinafter referred to as "ZODIAC"*) at their meeting held on March 29, 2024 has appointed me, B. Narasimhan, Proprietor, BN & Associates, a Practicing Company as the Scrutinizer to scrutinize the Postal Ballot e-voting process in a fair and transparent manner in respect of the Resolution as stated in the **Postal Ballot Notice dated May 17, 2024** (the "**Postal Ballot Notice**").

In compliance with the provisions of Sections 108, 110 of the Companies Act, 2013 (the "**Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**") Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, including any circulars, statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "**MCA**"), Government of India, for holding general meetings/ conducting postal ballot process through e-voting vide General Circular No. 09/2023 dated September 25, 2023 issued from time to time ("**MCA Circular**"), and any other applicable laws and regulations, the special businesses mentioned in the Postal Ballot Notice dated May 17, 2024 were proposed to be passed by the Members of **Zodiac Clothing Company Limited**, through Postal Ballot via remote electronic voting (e-voting) only. ZODIAC had, accordingly, provided facility of e-voting to all Members of ZODIAC to enable them to cast their votes electronically on the special business mentioned in the Notice.

The company has engaged the services of KFin Technologies Limited ("**KFintech**") for the purpose of providing remote e-Voting facility to its Members. The postal ballot notice is hosted on the Company's website i.e. www.zodiaconline.com and also on the website of the stock exchanges viz., www.nseindia.com and www.bseindia.com. The relevant details are also hosted on the website of the remote e-voting service provider (EVSP) viz., KFin Technologies Limited ("**KFintech**"). KFin Technologies Limited ("**KFintech**") are the Registrar and Share Transfer Agents for the ZODIAC (the "**RTA**").



Accordingly, the ZODIAC had sent the Postal Ballot Notice including all the requisite information required by the shareholders to cast their votes, in electronic form only, to all those Members who had registered their e-mail addresses with ZODIAC / RTA / Depository Participants, as on **Friday, May 10, 2024** (being the cut-off date for this purpose). The communication of the 'assent' or 'dissent' of the Members was sought through the e-voting system only.

In order to facilitate those Members who had not yet registered their e-mail addresses, a proper procedure was laid down for the shareholders to get their email address registered with the RTA prior to the 'cut-off date' so that they could also participate in the e-voting facility extended by ZODIAC.

ZODIAC and the EVSP had uploaded the Notice together with the explanatory statement on their respective websites viz. www.zodiakonline.com and KFintech (<https://evoting.kfintech.com>) and Electronic Voting Event Number "7994 " ('EVEN') was generated for casting the votes through e-voting mode. ZODIAC and the EVSP have complied with all the necessary formalities specified under the Act, the Rules framed thereunder and the MCA Circulars issued in this regard.

The aforesaid Postal Ballot Notice was sent on May 17, 2024 through e-mail to all the Members of ZODIAC who had registered their e-mail addresses as on May 10, 2024.

The Management of ZODIAC is responsible for ensuring compliance with the requirements of the Act and the Rules made thereunder and SEBI Listing Regulations relating to the items being placed for approval of the members through postal ballot by e-voting. My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinizing the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report on the votes cast in favour and against the resolutions stated in the Notice, based on the data generated from the e-voting system provided by EVSP.

I report that the Postal Ballot Notice was sent through e-mail to 10,005 members whose email address was registered with ZODIAC / RTA / Depositories and as made available with the RTA. The total Number of Members as on the Cut-off date was 10,612. The e-voting period commenced from Sunday, May 19, 2024 from 9.00 a.m. IST and ended on Monday, June 17, 2024 at 5.00 p.m. IST. The email was sent to 10,005 members constituting 94.28% of the total number of share holders. In respect of 607 members whose email addresses were not available, a Public Notice with regard to the Postal Ballot Notice was published on Saturday, May 18, 2024 in "The Free Press Journal" English Newspaper, and in "Navshakti", Marathi Newspaper (Mumbai edition) providing requisite information and contact details of the EVSP and the RTA for registering email addresses and addressing queries on e-voting.

The item for which approval of the Members of the ZODIAC was sought as stated in the Notice is mentioned hereunder: -



| Sr. No. | Type of Resolution | Description of the resolution |
|---------|-------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | As a Special Resolution | APPOINTMENT OF MR. MOHAMED AWAIS JEHANGIR NOORANI (DIN: 00951424) AS THE WHOLE-TIME DIRECTOR, DESIGNATED AS EXECUTIVE DIRECTOR (EXPORTS) OF THE COMPANY AND THE REMUNERATION PAYABLE TO HIM. |
| 1. | As a Special Resolution | APPOINTMENT OF MR. ADNAN SALMAN NOORANI (DIN: 08689050) AS THE WHOLE-TIME DIRECTOR, DESIGNATED AS EXECUTIVE DIRECTOR – (DIGITAL) OF THE COMPANY AND THE REMUNERATION PAYABLE TO HIM. |

SUMMARY OF VOTES CAST

The E-voting process concluded at 5 p.m. IST on Monday, June 17, 2024. After the closure of E-voting process the votes cast through E-voting facility were duly unblocked by me as the Scrutinizer in the presence of Mr. R Mahesh and Ms. Saroj Narasimhan witnesses, not in employment of ZODIAC, as prescribed under sub-rule 4(xii) of rule 20 of the Companies (Management and Administration) Rules, 2014. Since e-voting facility was provided by KFintech, the details of the e-voting exercised by the Members were duly compiled by KFintech. The details of the e-voting, the compilation of the Register containing the statement of Member's name, DP ID, Client ID and/or folio number, number of shares held, number of votes exercised, votes in favour, votes against were generated by KFintech from their website were duly scrutinized.

On scrutiny, I report that out of 10,612, Members holding shares as on the cut-off date, i.e. May 10, 2024, 77 Members holding 1,84,27,075 shares have exercised their votes through remote E-voting.

The details of Postal Ballot results for the special businesses placed for consideration and approval of the Members is given below:

Notes:

- 1. Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of postal ballot.**
- 2. Vote Cast in favour or against is calculated based on the Valid Votes cast through Remote E-voting.**

Item No 1: As a Special Resolution

APPOINTMENT OF MR. MOHAMED AWAIS JEHANGIR NOORANI (DIN: 00951424) AS THE WHOLE-TIME DIRECTOR, DESIGNATED AS EXECUTIVE DIRECTOR (EXPORTS) OF THE COMPANY AND THE REMUNERATION PAYABLE TO HIM

[Handwritten Signature]



| | | | |
|--------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-----------------|--------------------|
| Total no. of Members | 10,612 | | |
| Total no. of Equity Shares | 2,59,93,717 | | |
| E-voting as per the Postal Ballot Notice | From 9.00 a.m. IST on Sunday , May 19, 2024 till 5.00 p.m. IST on Monday , June 17, 2024. | | |
| | | Number of Votes | Number of Shares |
| Total votes cast through E-voting | A | 77 | 1,84,27,075 |
| Less: Invalid E-voting (abstained/less voted)* refer note 2. above | B | 2 | 105 |
| Net E-voting (A-B) considered valid | C | 75 | 1,84,26,970 |

Summary of E-voting through Postal Ballot

| Promoter/ Public | No. of shares held (1) | No. of votes cast (2) | % of votes cast on outsta nding shares (3)=[(2) / (1)]*10 0 | No. of votes - in favour (4) | No. of votes - against (5) | % of votes in favour on votes cast (6)=[(4) /(2)]* 100 | % of votes against on votes cast (7)=[(5) /(2)]*1 00 |
|--------------------------------------|------------------------------|-----------------------------|----------------------------------------------------------------------------------------|------------------------------------|----------------------------------|-----------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| Promoter and Promoter Group | 1,85,60,732 | 1,81,11,182 | 97.578 | 1,81,11,182 | Nil | 100.00 | Nil |
| Public- Institutiona l holders | 4,025 | Nil | Nil | Nil | Nil | Nil | Nil |
| Public- others | 74,28,960 | 3,15,788 | 4.251 | 3,15,564 | 224 | 99.929 | 0.071 |
| Total | 2,59,93,717 | 1,84,26,970 | 70.890 | 1,84,26,746 | 224 | 99.999 | 0.001 |

Percentage of votes cast in Favour: 99.999 Percentage of votes cast Against: 0.001

RESULTS: -

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No. 1 as set forth in the Postal Ballot Notice dated Friday , May 17, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of voting that is Monday, June 17, 2024.




Item No 2: As a Special Resolution

APPOINTMENT OF MR. ADNAN SALMAN NOORANI (DIN: 08689050) AS THE WHOLE-TIME DIRECTOR, DESIGNATED AS EXECUTIVE DIRECTOR – (DIGITAL) OF THE COMPANY AND THE REMUNERATION PAYABLE TO HIM.

| | | | |
|-----------------------------------------------------------------|-------------------------------------------------------------------------------------------|-----------------|--------------------|
| Total no. of Members | 10,612 | | |
| Total no. of Equity Shares | 2,59,93,717 | | |
| E-voting as per the Postal Ballot Notice | From 9.00 a.m. IST on Sunday , May 19, 2024 till 5.00 p.m. IST on Monday , June 17, 2024. | | |
| | | Number of Votes | Number of Shares |
| Total votes cast through E-voting | A | 77 | 1,84,27,075 |
| Less: Invalid E-voting (abstained/less voted)* refer note above | B | 2 | 105 |
| Net E-voting (A-B) considered valid | C | 75 | 1,84,26,970 |

Summary of E-voting through Postal Ballot

| Promoter/ Public | No. of shares held (1) | No. of votes cast (2) | % of votes cast on outstanding shares (3)=[(2)/(1)]*100 | No. of votes - in favour (4) | No. of votes - against (5) | % of votes in favour on votes cast (6)=[(4)/(2)]*100 | % of votes against on votes cast (7)=[(5)/(2)]*100 |
|------------------------------|---------------------------|--------------------------|------------------------------------------------------------|---------------------------------|-------------------------------|---------------------------------------------------------|-------------------------------------------------------|
| Promoter and Promoter Group | 1,85,60,732 | 1,81,11,182 | 97.578 | 1,81,11,182 | Nil | 100.00 | Nil |
| Public-Institutional holders | 4,025 | Nil | Nil | Nil | Nil | Nil | Nil |
| Public-others | 74,28,960 | 3,15,788 | 4.251 | 3,15,564 | 224 | 99.929 | 0.071 |
| Total | 2,59,93,717 | 1,84,26,970 | 70.890 | 1,84,26,746 | 224 | 99.999 | 0.001 |

Percentage of votes cast in Favour: 99.999. Percentage of votes cast Against: 0.001

RESULTS: -

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No. 2 as set forth in the Postal



Ballot Notice dated Friday , May 17, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of voting that is Monday, June 17, 2024.

I further report that as per the Postal Ballot Notice dated Friday, May 17, 2024 and the Board Resolution dated March 29, 2024, the Chairman or a person authorised by him in writing may declare and confirm the above results of voting by postal ballot in respect of the Resolutions referred, within two working days of the closure of the remote e-voting. The result of the Postal Ballot will be displayed on the website of ZODIAC www.zodiaconline.com and on the website of Kfintech (<https://evoting.kfintech.com>) The results shall also be forwarded to the Stock Exchanges and hosted on the websites of BSE Limited and National Stock Exchange of India Limited, the exchanges where the equity shares of ZODIAC are listed and at the Registered Office of ZODIAC .

I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with and the records maintained by me including the data as obtained from Kfintech , the Service Provider for the e-voting facility extended by them and recording the consent or otherwise received from the Members, by e-voting which includes all the particulars of the Members such as the name, folio number/DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, and other related data/papers are in my safe custody which will be handed over to the Company Secretary of ZODIAC .

I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of ZODIAC.

Thanking you,
Yours faithfully
For BN & Associates
Company Secretaries

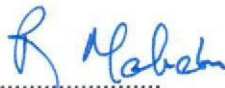


CS B Narasimhan
(Proprietor)
(FCS No: 1303 COP No: 10440)

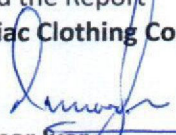


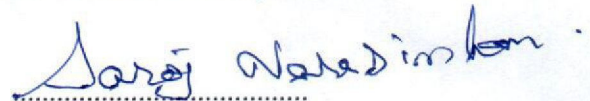
Place: Mumbai
Date: June 18, 2024
UDIN: F001303F000578275

The following were the witnesses to the unblocking of the votes on June 17, 2024



1. Mr. R. Mahesh
Received the Report
For Zodiac Clothing Company Limited


Mr. Kumar Iyer
Company Secretary
Place: Mumbai



2. Ms. Saroj Narasimhan

Date: 18/06/2024