

# ZODIAC

24<sup>th</sup> July, 2024

National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra East Mumbai - 400051 <b>Scrip Code : ZODIACLOTH</b>	BSE Limited, Corporate Relationship Department, First Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Mumbai - 400001 <b>Scrip Code: 521163</b>
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**Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

With reference to the above, we would like to inform you that on the basis of recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has approved and passed following resolutions by circulation on 24<sup>th</sup> July, 2024:

1. Appointment of Mr. Dilip Jayantilal Thakkar (DIN: 00007339) as an Additional Director (Non-Executive, Independent Director) of the Company with effect from 24<sup>th</sup> July, 2024 to hold office up to the date of the ensuing 40<sup>th</sup> Annual General Meeting (AGM). Further, the Board has also approved the appointment of Mr. Dilip Jayantilal Thakkar as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 24<sup>th</sup> July, 2024 up to 23<sup>rd</sup> July, 2029, not liable to retire by rotation, subject to approval of the members.
2. Appointment of Amb. Ahmad Javed (DIN: 08668304) as an Additional Director (Non-Executive, Independent Director) of the Company with effect from 24<sup>th</sup> July, 2024 to hold office up to the date of the ensuing 40<sup>th</sup> Annual General Meeting (AGM). Further, the Board has also approved the appointment of Amb. Ahmad Javed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 24<sup>th</sup> July, 2024 up to 23<sup>rd</sup> July, 2029, not liable to retire by rotation, subject to approval of the members.
3. Appointment of Mr. Vaman Madhav Apte (DIN: 00003651) as an Additional Director in the category of Non-Executive, Independent Director with effect from 13<sup>th</sup> August, 2024 to hold office up to the date of the ensuing 40<sup>th</sup> Annual General Meeting (AGM). Further, the Board has also approved the appointment of Mr. Vaman Madhav Apte as an Independent Director of the Company for a second term effective from 13<sup>th</sup> August, 2024 up to 12<sup>th</sup> August, 2029, not liable to retire by rotation, subject to approval of the members.

**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

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4. In view of Mr. Subramaniam Ramachandran Iyer (DIN: 00580437) completing his second consecutive term as an Independent Director on 11<sup>th</sup> August, 2024, the Board of Directors taking into account his experience and contribution has appointed him as an Additional Director (Non-Executive, Non-Independent) with effect from 12<sup>th</sup> August, 2024 to hold office up to the date of the ensuing 40<sup>th</sup> Annual General Meeting (AGM) and thereafter subject to the approval by the members as a Director, liable to retire by rotation.

The details required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123 dated July 13, 2023 are given in the enclosed Annexure.

The above disclosure will also be made available on the Company's website at [www.zodiaconline.com](http://www.zodiaconline.com) pursuant to Regulation 30(8) of the Listing Regulations.

This is for your information and records.

Thanking you,

Yours faithfully,  
**For Zodiac Clothing Company Limited**

**Kumar Iyer**  
**Company Secretary**  
**Membership No.: A9600**

Encl: As above

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## Annexure

**DISCLOSURE OF INFORMATION PURSUANT TO REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH SEBI CIRCULAR NO. SEBI/HO/CFD/CFD-POD1/P/CIR/2023/123 DATED JULY 13, 2023.**

### **1. Appointment of Mr. Dilip Jayantilal Thakkar (DIN: 00007339)**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Name	Mr. Dilip Jayantilal Thakkar
2.	Reason for change viz. appointment, <del>resignation, removal, death or otherwise</del>	The Board of Directors on the recommendation of Nomination and Remuneration Committee has approved the appointment of Mr. Dilip Jayantilal Thakkar as an Additional Director (Non- Executive, Independent) of the Company with effect from 24 <sup>th</sup> July, 2024 to hold office up to the date of the ensuing 40 <sup>th</sup> Annual General Meeting (AGM) and thereafter for a term of 5 years effective from 24 <sup>th</sup> July, 2024 to 23 <sup>rd</sup> July, 2029, subject to approval of the members.
3.	Date of appointment & term of appointment.	Date of Appointment w.e.f 24 <sup>th</sup> July, 2024 Term of Appointment- From 24 <sup>th</sup> July, 2024 to 23 <sup>rd</sup> July, 2029.
4.	Brief profile (in case of appointment);	Dilip J Thakkar is a practicing Chartered Accountant in Mumbai since 1961. He specialises in FEMA, Domestic & International Taxation & he is advisor to many Companies & Non Residents.  He is the Past President of the Bombay Chartered Accountants Society. He has contributed many papers & Articles & has addressed many conferences & Seminars on professional subjects, both in India & abroad.  He is a Director on Boards of several Companies in India & abroad.
5.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Dilip J Thakkar is not inter-se related to any Director of the Company.

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6.	Information as required under circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/ 24 dated June 20, 2018 issued by BSE and NSE respectively.	Mr. Dilip J Thakkar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.
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## 2. Appointment of Amb. Ahmad Javed (DIN: 08668304).

Sr. No.	Particulars	Details
1.	Name	Amb. Ahmad Javed
2.	Reason for change viz. appointment, <del>resignation, removal, death or otherwise</del>	The Board of Directors on the recommendation of Nomination and Remuneration Committee has approved the appointment of Amb. Ahmad Javed as an Additional Director (Non- Executive, Independent) of the Company with effect from 24 <sup>th</sup> July, 2024 to hold office up to the date of the ensuing 40 <sup>th</sup> Annual General Meeting (AGM) and thereafter for a term of 5 years effective from 24 <sup>th</sup> July, 2024 to 23 <sup>rd</sup> July, 2029, subject to approval of the members.
3.	Date of appointment & term of appointment.	Date of Appointment w.e.f 24 <sup>th</sup> July, 2024 Term of Appointment- From 24 <sup>th</sup> July, 2024 to 23 <sup>rd</sup> July, 2029.
4.	Brief profile (in case of appointment);	Amb. Ahmad Javed, aged 68 years, is a distinguished former IPS officer of the 1980 batch Maharashtra cadre and a seasoned diplomat. With a robust educational foundation from St. Stephen's College, Delhi University, he has dedicated nearly four decades to law enforcement and public service. During his stint, Amb. Ahmad served as Commissioner of Police in Solapur City, New Mumbai, and Mumbai, and as Joint Commissioner of Police (Law & Order) in Mumbai. His notable diplomatic tenure includes serving as the Ambassador of India to Saudi Arabia from 2016 to 2019. Amb. Ahmad's extensive experience encompasses law and order maintenance, crisis handling and management, administration & HR, international relations, strategy and policy formulation and conflict resolution.  Amb. Ahmad has been honoured with the Police Medal for Meritorious Service, President's Police

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		Medal for Distinguished Service and Director General's Insignia. Currently, he contributes his expertise as an advisor and independent director to various organizations.
5.	Disclosure of relationships between directors (in case of appointment of a director)	Amb. Ahmad Javed is not inter-se related to any Director of the Company.
6.	Information as required under circular No. LIST/COMP/14/ 2018-19 and NSE/CML/2018/ 24 dated June 20, 2018 issued by BSE and NSE respectively.	Amb. Ahmad Javed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

### 3. Appointment of Mr. Vaman Madhav Apte (DIN: 00003651)

Sr. No.	Particulars	Details
1.	Name	Mr. Vaman Madhav Apte
2.	Reason for change viz. appointment, <del>resignation,</del> <del>removal,</del> <del>death</del> or otherwise	The current term of Mr. Vaman Madhav Apte is ending on 12 <sup>th</sup> August, 2024. Hence, on the recommendation of Nomination and Remuneration Committee, the Board of Directors have approved the appointment of Mr. Vaman Madhav Apte as an Additional Director (Non-Executive, Independent) of the Company effective 13 <sup>th</sup> August, 2024 to hold office up to the date of the ensuing 40 <sup>th</sup> Annual General Meeting (AGM) and thereafter for a second term of 5 years effective from 13 <sup>th</sup> August, 2024 to 12 <sup>th</sup> August, 2029, subject to approval of the members.
3.	Date of appointment & term of appointment.	Date of Appointment- 13 <sup>th</sup> August, 2024 Second Term of appointment- From 13 <sup>th</sup> August, 2024 to 12 <sup>th</sup> August, 2029.
4.	Brief profile (in case of appointment);	Mr. Vaman Apte is the Chairman of Dr. Writers Food Products Private Limited and a consultant at Plastocrafts Industries Private Limited and has a rich and varied business experience. He received his Bachelors degree in Arts from Ruia College. He has also been associated with cricket and squash, captained a few teams and won various national awards. He was a former member of the Managing Committee of Willingdon Sports Club, executive committee member of the Cricket Club

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		of India, executive Committee Member Squash Rackets Federation of India and Chairman of Squash Rackets Association of Maharashtra.
5.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Vaman Madhav Apte is not inter-se related to any Director of the Company.
6.	Information as required under circular No. LIST/COMP/14/ 2018-19 and NSE/CML/2018/ 24 dated June 20, 2018 issued by BSE and NSE respectively.	Mr. Vaman Madhav Apte is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

#### 4. Appointment of Mr. Subramaniam Ramachandran Iyer (DIN: 00580437)

Sr. No.	Particulars	Details
1.	Name	Mr. Subramaniam Ramachandran Iyer
2.	Reason for change viz. appointment, <del>resignation, removal, death or otherwise</del>	In view of Mr. Subramaniam Ramachandran Iyer completing his second consecutive term as an Independent Director on 11 <sup>th</sup> August, 2024, the Board of Directors taking into account his experience and contribution has appointed him as an Additional Director (Non-Executive, Non-Independent) with effect from 12 <sup>th</sup> August, 2024 to hold office up to the date of the ensuing 40 <sup>th</sup> Annual General Meeting (AGM) and thereafter subject to the approval by the members as a Director, liable to retire by rotation.
3.	Date of appointment & term of appointment.	Date of appointment w.e.f 12/08/2024 to hold office up to the date of the ensuing 40 <sup>th</sup> Annual General Meeting (AGM) and thereafter subject to the approval by the members as a Director, liable to retire by rotation.
4.	Brief profile (in case of appointment);	Mr. Subramaniam Ramachandran Iyer retired as Managing Director of the State Bank of India and was also the Managing Director of State Bank of Mysore. He was the former Chairman and Director of the Credit Information Bureau (India) Limited and the Director of the National Stock Exchange of India Ltd. and GE Capital Business Process

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		Management Services Pvt. Ltd. He has vast knowledge and rich experience in banking.
5.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Subramaniam Ramachandran Iyer is not inter-se related to any Director of the Company.
6.	Information as required under circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/24 dated June 20, 2018 issued by BSE and NSE respectively.	Mr. S.R. Iyer is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

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