

ZODIAC

31st August, 2018

National Stock Exchange of India Ltd.,
Exchange Plaza,
5th Floor, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra East, Mumbai - 400051

BSE Limited,
Corporate Relationship Department,
First Floor, New Trading Ring,
Rotunda Building, P.J. Tower,
Dalal Street,
Mumbai - 400001

Dear Sirs,

Sub: Details of the Voting Results of the 34th Annual General Meeting held on 30th August, 2018

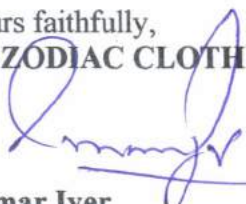
Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 attached please find the voting results of the 34th Annual General Meeting of the Company held on Thursday, 30th August 2018 at 3:00 p.m. at Nehru Centre, Hall of Culture, Worli, Mumbai - 400 018, Maharashtra.

The Combined Scrutinizer Report on Remote E-voting & Voting by physical ballot conducted at the 34th Annual General Meeting of Zodiac Clothing Company Limited is attached.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For **ZODIAC CLOTHING COMPANY LIMITED**


Kumar Iyer
Company Secretary
Mem. 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

	ZODIAC CLOTHING COMPANY LIMITED
Date of the AGM/EGM	30-08-2018
Total number of shareholders on record date	4355
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	34
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Balance Sheet as at 31st March 2018 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11994845	11994845	100.0000	11994845	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		11994845	100	11994845	0	100.0000	0.0000
Public- Institutions	E-Voting	1991945	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	5533184	3023639	54.6456	3023613	26	99.9991	0.0008
	Poll		299	0.0054	299	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3023938	54.651	3023912	26	99.9991	0.0008
	Total	19519974	15018783	76.9406	15018757	26	99.9998	0.0002

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To declare dividend on Equity Shares.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11994845	11994845	100.0000	11994845	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		11994845	100	11994845	0	100.0000	0.0000
Public- Institutions	E-Voting	1991945	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	5533184	3023639	54.6451	3023613	1	99.9999	0.0000
	Poll		299	0.0054	299	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3023938	54.6503	3023912	1	99.9991	0.0000
	Total	19519974	15018783	76.9406	15018757	1	99.9998	0.0000

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. A. Y. Noorani (DIN: 00041686), who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11994845	11994845	100.0000	11994845	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		11994845	100	11994845	0	100.0000	0.0000
Public- Institutions	E-Voting	1991945	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	5533184	3023639	54.6456	3023501	138	99.9954	0.0045
	Poll		299	0.0054	179	120	59.8662	40.1337
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3023938	54.651	3023680	258	99.9915	0.0085
	Total	19519974	15018783	76.9406	15018628	258	99.9983	0.0017

For ZODIAC CLOTHING CO. LTD.

COMPANY SECRETARY

Resolution No.		4							
Resolution required: (Ordinary/ Special)		SPECIAL - Ordinary Resolution for appointment of Dr. Naushad Forbes (DIN 00630825) as an independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	11994845	11994845	100.0000	11994845	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		11994845	100	11994845	0	100.0000	0.0000	
Public- Institutions	E-Voting	1991945	0	0.0000	00	0	0.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		0	0	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	5533184	3023639	54.6456	3023501	138	99.9954	0.0045	
	Poll		299	0.0054	179	120	59.8862	40.1337	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		3023938	54.651	3023680	258	99.9915	0.0085	
Total	19919974	15018783	76.9406	15018826	258	99.9983	0.0017		

Resolution No.		5							
Resolution required: (Ordinary/ Special)		SPECIAL - Special Resolution for Issue of Convertible Warrants on Preferential basis							
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	11994845	0	0.0000	00	0	0.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		0	0	0	0	0.0000	0.0000	
Public- Institutions	E-Voting	1991945	0	0.0000	00	0	0.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		0	0	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	5533184	3023639	54.6456	3023613	26	99.9991	0.0008	
	Poll		299	0.0054	249	50	83.2775	16.7224	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		3023938	54.651	3023862	76	99.9975	0.0025	
Total	19919974	3023938	15.4914	3023862	76	99.9975	0.0025		

Resolution No.		6							
Resolution required: (Ordinary/ Special)		SPECIAL - Special Resolution for Issue of Equity Shares on Preferential basis.							
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	11994845	0	0.0000	00	0	0.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		0	0	0	0	0.0000	0.0000	
Public- Institutions	E-Voting	1991945	0	0.0000	00	0	0.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		0	0	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	5533184	3023639	54.6456	3023613	26	99.9991	0.0008	
	Poll		299	0.0054	249	50	83.2775	16.7224	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		3023938	54.651	3023862	76	99.9975	0.0025	
Total	19919974	3023938	15.4915	3023862	76	99.9975	0.0025		

Resolution No.		7							
Resolution required: (Ordinary/ Special)		SPECIAL - Special Resolution for Continuation of Directorship of Mr. M. Y. Noorani (DIN00041608) as the Non-Executive Director of the Company who has attained the age of 89 years.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	11994845	11994845	100.0000	11994845	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		11994845	100	11994845	0	100.0000	0.0000	
Public- Institutions	E-Voting	1991945	0	0.0000	00	0	0.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		0	0	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	5533184	3023639	54.6456	3023501	138	99.9954	0.0045	
	Poll		299	0.0054	179	120	59.8862	40.1337	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		3023938	54.651	3023680	258	99.9915	0.0085	
Total	19919974	15018783	76.9406	15018826	258	99.9983	0.0017		

For ZODIAC CLOTHING CO. LTD.

COMPANY SECRETARY

COMPANY SECRETARY

Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - Special Resolution for Continuation of Directorship of Mr. S. R. Iyer (DIN 00580437) as the Non-Executive Independent Director of the Company who has attained the age of 78 years upto his term ending on 11th August 2019.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11994845	11994845	100.0000	11994845	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		11994845	100	11994845	0	100.0000	0.0000
Public- Institutions	E-Voting	1991945	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	5533184	3023639	54.6456	3023501	138	99.9954	0.0045
	Poll		299	0.0054	179	120	59.8662	40.1337
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3023938	54.651	3023680	258	99.9915	0.0085
Total		19519974	15018783	76.9406	15018525	258	99.9983	0.0017

Resolution No.	9							
Resolution required: (Ordinary/ Special)	SPECIAL - Special Resolution for Continuation of Directorship of Mr. Y. P. Trivedi (DIN 00001879) as the Non-Executive Independent Director of the Company who has attained the age of 89 years upto his term ending on 11th August 2019.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11994845	11994845	100.0000	11994845	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		11994845	100	11994845	0	100.0000	0.0000
Public- Institutions	E-Voting	1991945	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	5533184	3023614	54.6451	3023501	113	99.9962	0.0037
	Poll		299	0.0054	179	120	59.8662	40.1337
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3023913	54.6505	3023680	233	99.9923	0.0077
Total		19519974	15018758	76.9405	15018525	233	99.9984	0.0016

Resolution No.	10							
Resolution required: (Ordinary/ Special)	SPECIAL - Special Resolution for Continuation of Directorship of Mr. M. L. Apte (DIN 00003656) as the Non-Executive Independent Director of the Company who has attained the age of 86 years upto his term ending on 11th August 2019.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11994845	11994845	100.0000	11994845	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		11994845	100	11994845	0	100.0000	0.0000
Public- Institutions	E-Voting	1991945	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	5533184	3023639	54.6456	3023501	138	99.9954	0.0045
	Poll		299	0.0054	179	120	59.8662	40.1337
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3023938	54.651	3023680	258	99.9915	0.0085
Total		19519974	15018783	76.9406	15018525	258	99.9983	0.0017

For ZODIAC CLOTHING CO. LTD.

COMPANY SECRETARY.

**Combined Scrutinizer's Report on Remote E-voting & Voting by Physical Ballot
conducted at the 34th AGM of ZODIAC CLOTHING COMPANY LIMITED held at
MUMBAI on August 30, 2018.**

To,

The Chairman,
Zodiac Clothing Company Limited
Nyloc House 254, D-2 Dr. Annie Besant Road,
Worli, Mumbai 400030.

34th Annual General Meeting of the Equity Shareholders of Zodiac Clothing Company Limited held on Thursday, August 30, August 2018 at 3.00 P.M. at Nehru Centre Hall of Culture, Dr. Annie Besant Road, Worli, Mumbai - 400018

Sub: Passing of Resolution(s) through Remote E-voting process as well as voting through Physical Ballot conducted at the venue of the AGM pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of Zodiac Clothing Company Limited (*hereinafter referred to as the 'ZODIAC' or the "Company"*) at its meeting held on June 27, 2018 had appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the Physical Ballot voting conducted at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of Remote E-voting and Physical Ballot voting system as prescribed under the said Rules.

Report on Scrutiny:

- ZODIAC had appointed Karvy Computershare Private Limited (KCPL) as the service provider, for the purpose of extending the facility of Remote E-voting to the Members of the ZODIAC. KCPL are also the Registrars and Share transfer Agents 'RTA' of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically through Remote E-voting on all the items of the business (both Ordinary and Special businesses) sought to be transacted at the 34th Annual General Meeting ('AGM') of the ZODIAC, which was held on Thursday, August 30, 2018.
- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.karvy.com>. The Company had uploaded all the items of the business to be transacted at the 34th AGM on the website of ZODIAC and also the



C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambabai Doshi Marg, B/H BSE, Fort, Mumbai - 400 023.
T : 91 22 6623 5454 D: 91 22 6623 5411 Fax: 91 22 6633 1135 Cell : 9820142331/9004089490
E-mail : narasimhan.b8@gmail.com // bn@karvy.com

Resi : 601/602, B-wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai - 400 037.
(T) : 91 22 2403 6596

Service Provider to facilitate their Members to cast their vote through Remote E-voting.

- The cut-off date for the dispatch of the Notice of the AGM was July 7, 2018 and as on that date, there were 3082 Members of ZODIAC. The service provider had sent the Notices of the AGM along with Annual Report and E-voting details by email to 1814 Members whose email Ids were made available by the two Depositories for the electronics shares and for those members, holding in physical form, who had registered their email Ids with the RTA by July 7, 2018. In respect of the balance 1268 shareholders the Company sent the Notice of the AGM along with Annual Reports in Physical form by Courier, Speed Post and Registered Airmail. The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
- The **Cut-off date** for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Friday, August 24, 2018**.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for three days from **Sunday, August 26, 2018 at 10:00 A.M. to Wednesday, August 29, 2018 at 5:00 P.M.**
- The Company completed the dispatch of the notices to the members by August 6, 2018.
- As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had also released an advertisement, which was published more than 21 days before the date of the AGM in English in 'Business Standard newspaper having country-wide circulation on August 9, 2018 and in Marathi in 'Lokmat newspaper on August 9, 2018. The notice published in the newspaper carried the required information as specified in sub rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on **August 29, 2018 at 5.00 P.M.**, the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 34th AGM of the Company held on August 30, 2018, the facility to vote through Physical Ballot was provided to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.
- After the voting at the AGM was concluded one ballot box kept for the purpose of casting of votes were locked in my presence with due identification marks placed by me. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses, as mentioned above, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies



lodged with the Company. The ballot paper, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

- On August 30, 2018, after tabulating the votes conducted at the venue of the AGM through Physical Ballot, the votes cast through Remote E-voting facility were duly unblocked by me as a Scrutinizer in the presence of Mr. K. Venkataraman and Ms. Rishi Jaiswal who acted as the witnesses, as prescribed in sub rule 4(xii) of the said Rule 20.
- Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-voting carried out by the Members together and the voting done by Physical Ballot at the venue of the AGM, the details of which are as follows:

Details	Remote E-voting	Voting through Physical Ballot at AGM	Total voting
Number of members who cast their votes	78	15	93
Total number of Shares held by them	1,50,18,484	299	1,50,18,783
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Abstained / Less voted / Invalid Votes	As mentioned under each item of the resolution		

Notes:

1. Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-voting and through Physical Ballot voting at the venue of the AGM.
2. Break up votes cast through remote e-voting and through voting at the meeting through physical ballot is given in a separate sheet attached.
3. In respect of item numbers 5 and 6, being interested , the promoters and the promoter groups abstained from voting on Resolutions.



ORDINARY BUSINESS

Item No. 1 of the Notice (As an Ordinary Resolution):

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2018 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at AGM	1,50,18,757	99.999	26	0.001	Nil

Item 1 of Notice stands passed with the requisite majority

Item No. 2 of the Notice (As an Ordinary Resolution):

To declare dividend on Equity Shares.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at AGM	1,50,18,757	99.999	1	0.001	25

Item 2 of Notice stands passed unanimously

Item No. 3 of the Notice (As an Ordinary Resolution):

To appoint a Director in place of Mr. A. Y. Noorani (DIN: 00041686), who retires by rotation and being eligible, offers himself for re-appointment.



Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at AGM	1,50,18,525	99.998	258	0.002	Nil

Item 3 of Notice stands passed with the requisite majority

SPECIAL BUSINESS

Item No. 4 of the Notice (As an Ordinary Resolution):

To appoint Mr. Naushad Forbes (DIN: 00630825), as an Non-Executive Independent Director of the Company, subject to retirement by rotation for a term up to March 28, 2018

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at AGM	1,50,18,525	99.998	258	0.002	Nil

Item 4 of Notice stands passed with the requisite majority

Item No. 5 of the Notice (As a Special Resolution):

Issue of Convertible warrants on preferential basis

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at AGM	30,23,862	99.997	76	0.003	1,19,94,845

Item 5 of Notice stands passed with the requisite majority



Item No. 6 of the Notice (As a Special Resolution):

Issue of Equity Shares on preferential basis

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at AGM	30,23,862	99.997	76	0.003	1,19,94,845

Item 6 of Notice stands passed with the requisite majority

Item No. 7 of the Notice (As a Special Resolution):

Continuation of Directorship of Mr. M. Y. Noorani (DIN0041608), as the Non-Executive Director of the Company

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at AGM	1,50,18,525	99.998	258	0.002	Nil

Item 7 of Notice stands passed with the requisite majority

Item No 8 of the Notice (As a Special Resolution):

Continuation of Directorship of Mr. S R Iyer (DIN00580437), as the Non-Executive Independent Director of the Company



Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at AGM	1,50,18,525	99.998	258	0.002	Nil

Item 8 of Notice stands passed with the requisite majority

Item No.9 of the Notice (As a Special Resolution):

Continuation of Directorship of Mr. YP Trivedi (DIN00001879), as the Non-Executive Independent Director of the Company

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at AGM	1,50,18,525	99.998	233	0.002	25

Item 9 of Notice stands passed with the requisite majority

Item No. 10 of the Notice (As a Special Resolution):

Continuation of Directorship of Mr. ML Apte (DIN00003656), as the Non-Executive Independent Director of the Company

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at AGM	1,50,18,525	99.998	258	0.002	Nil

Item 10 of Notice stands passed with the requisite majority



The break-up of voting for each item of the resolution is given in a sheet attached

All the Resolutions mentioned in the AGM Notice dated June 27, 2018 as per the details above stand passed under Remote E-voting and voting conducted at AGM through Physical Ballot paper with the requisite majority and hence deemed to be passed as on the date of the AGM.

A Compact Disc (CD) or a soft copy containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared "INVALID/ABSTAINED", for each resolution is being delivered to the Company Secretary separately.

I hereby confirm that I am maintaining the Registers received from the Service Provider and the RTA both for votes cast through Remote E-voting and voting conduct at AGM by way of Physical Ballot means by the Members of the Company. All other relevant records relating to Remote E-voting and Physical Ballot voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,

Yours faithfully
For B.N. & Associates
COMPANY SECRETARIES



CS B Narasimhan
(Proprietor)
(FCS no 1303 COP no 10440)

Place: Mumbai
Date: August 30, 2018

The following were the witnesses to the unblocking the votes cast through Remote E-voting.

1. Mr. K. Venkataraman

2. Ms. Rishi Jaiswal

I have received the report:

Signature



Signed by Mr. Kumar Iyer authorised
by the Chairman/ Board

Place: Mumbai
Date: August 31, 2018

Zodiac 34th AGM held on 30th August 2018

Final tally of the votes cast for the matters placed for consideration of the shareholders

Details	Ordinary / Special	Res No	Mode of voting	TOTAL VOTES CAST		FAVOUR			AGAINST			VALID VOTES POLLED		INVALID/ ABSTAINED
				No of holders	Total Shares	No of holders	Shares	% age	No of holders	Shares	% age	No of holders	shares	
To receive, consider and adopt the Audited Balance Sheet as at 31st March 2018 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon			E-Voting	78	15018484	76	15018458	99.999	2	26	0.001	78	15018484	0
	Ordinary	1	Voting at AGM	15	299	15	299	100.000	0	0	0.000	15	299	0
			TOTAL	93	15018783	91	15018757	99.999	2	26	0.001	93	15018783	0
Declaration of Dividends			E-Voting	78	15018484	76	15018458	99.999	1	1	0.001	77	15018459	25
	Ordinary	2	Voting at AGM	15	299	15	299	100.000	0	0	0.000	15	299	0
			TOTAL	93	15018783	91	15018757	99.999	1	1	0.001	92	15018758	25
To appoint a Director in place of Mr. A Y Noorani (DIN 00041686) who retires by rotation and being eligible, offers himself for re-appointment			E-Voting	78	15018484	75	15018346	99.999	3	138	0.001	78	15018484	0
	Ordinary	3	Voting at AGM	15	299	13	179	59.866	2	120	40.134	15	299	0
			TOTAL	93	15018783	88	15018525	99.998	5	258	0.002	93	15018783	0
To appoint Dr. Naushad Forbes (DIN00630825) as an Independent Director of the Company.			E-Voting	78	15018484	75	15018346	99.999	3	138	0.001	78	15018484	0
	Ordinary	4	Voting at AGM	15	299	13	179	59.866	2	120	40.134	15	299	0
			TOTAL	93	15018783	88	15018525	99.998	5	258	0.002	93	15018783	0
Issue of Convertible Warrants on Preferential basis			E-Voting	78	15018484	61	3023613	99.999	2	26	0.001	63	3023639	11994845
	Special	5	Voting at AGM	15	299	14	249	83.278	1	50	16.722	15	299	0
			TOTAL	93	15018783	75	3023862	99.997	3	76	0.003	78	3023938	11994845
Issue of Equity Shares on Preferential basis			E-Voting	78	15018484	61	3023613	99.999	2	26	0.001	63	3023639	11994845
	Special	6	Voting at AGM	15	299	14	249	83.278	1	50	16.722	15	299	0
			TOTAL	93	15018783	75	3023862	99.997	3	76	0.003	78	3023938	11994845



Details	Ordinary / Special	Res No	Mode of voting	TOTAL VOTES CAST		FAVOUR			AGAINST			VALID VOTES POLLED		INVALID/ ABSTAINED
				No of holders	Total Shares	No of holders	Shares	% age	No of holders	Shares	% age	No of holders	shares	
Continuation of Directorship of Mr. M. Y. Noorani (DIN 00041608) as the Non-Executive Director of the Company.			E-Voting	78	15018484	75	15018346	99.999	3	138	0.001	78	15018484	0
	Special	7	Voting at AGM	15	299	13	179	59.866	2	120	40.134	15	299	0
			TOTAL	93	15018783	88	15018525	99.998	5	258	0.002	93	15018783	0
Continuation of Directorship of Mr. S. R. Iyer (DIN00580437) as the Non-Executive Independent Director of the Company.			E-Voting	78	15018484	75	15018346	99.999	3	138	0.001	78	15018484	0
	Special	8	Voting at AGM	15	299	13	179	59.866	2	120	40.134	15	299	0
			TOTAL	93	15018783	88	15018525	99.998	5	258	0.002	93	15018783	0
Continuation of Directorship of Mr. Y. P. Trivedi (DIN00001879) as the Non-Executive Independent Director of the Company.			E-Voting	78	15018484	75	15018346	99.999	2	113	0.001	77	15018459	25
	Special	9	Voting at AGM	15	299	13	179	59.866	2	120	40.134	15	299	0
			TOTAL	93	15018783	88	15018525	99.998	4	233	0.002	92	15018758	25
Continuation of Directorship of Mr. M. L. Apte (DIN 00003656) as the Non-Executive Independent Director of the Company.			E-Voting	78	15018484	75	15018346	99.999	3	138	0.001	78	15018484	0
	Special	10	Voting at AGM	15	299	13	179	59.866	2	120	40.134	15	299	0
			TOTAL	93	15018783	88	15018525	99.998	5	258	0.002	93	15018783	0

