

# ZODIAC

29<sup>th</sup> September, 2023

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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Dear Sirs,

Sub: **Details of the Voting Results of the 39<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2023**

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 attached please find the consolidated voting results of the Remote E-voting & E-Voting done at the 39<sup>th</sup> Annual General Meeting of the Company held on Friday, 29<sup>th</sup> September, 2023 along with Scrutinizer's Report dated 29<sup>th</sup> September, 2023.

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

**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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[www.zodiaconline.com](http://www.zodiaconline.com)

	ZODIAC CLOTHING COMPANY LIMITED
Date of the AGM/EGM	29-09-2023
Total number of shareholders on record date	10003
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	12
Public:	33

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2023 and the reports of the Board 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,85,60,732	75,94,263	40.9158	75,94,263	0	100.0000	0.0000	0	0
	Poll		65,18,540	35.1201	65,18,540	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,41,12,803	76.0359	1,41,12,803	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	262	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	74,32,723	3,46,516	4.6620	3,46,512	4	99.9988	0.0011	0	0
	Poll		1	0.0000	1	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,46,517	4.662	3,46,513	4	99.9988	0.0012	0	0
Total		2,59,93,717	1,44,59,320	55.6262	1,44,59,316	4	100.0000	0.0000	0	0



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. S. Y. Noorani (DIN: 00068423), 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,85,60,732	75,94,263	40.9158	75,94,263	0	100.0000	0.0000	0	0
	Poll		65,18,540	35.1201	65,18,540	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0

	Total		1,41,12,803	76.0359	1,41,12,803	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	262	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	74,32,723	3,46,511	4.6620	3,46,509	2	99.9994	0.0005	0	5
	Poll		1	0.0000	1	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,46,512	4.662	3,46,510	2	99.9994	0.0006	0	5
	Total	2,59,93,717	1,44,59,315	55.6262	1,44,59,313	2	100.0000	0.0000	0	5

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To approve material related party transaction limits with Zodiac Metropolitan Clothing GMBH.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,85,60,732	0	0.0000	0	0	0.0000	0.0000	0	75,94,263
	Poll		0	0.0000	0	0	0.0000	0.0000	0	65,18,540
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	14112803
Public- Institutions	E-Voting	262	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	74,32,723	3,46,514	4.6620	3,46,512	2	99.9994	0.0005	0	2
	Poll		1	0.0000	1	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,46,515	4.662	3,46,513	2	99.9994	0.0006	0	2
	Total	2,59,93,717	3,46,515	1.3331	3,46,513	2	99.9994	0.0006	0	14112805



**Combined Scrutinizer's Report on Remote E-voting & E-Voting conducted during  
39<sup>th</sup> Annual General Meeting of Zodiac Clothing Company Limited  
held on Friday, September 29, 2023**

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

**39<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Zodiac Clothing Company Limited held on Friday, September 29, 2023 by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM) commenced at 3.00 p.m. (IST)**

**Sub.: Passing of Resolution(s) through Electronic Voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the General Circulars No. 20/2020 dated May 5, 2020, read with Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, May 5, 2022 and circular no 10/2022 dated 28<sup>th</sup> December 2022 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and circular no SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January, 2023 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "Applicable Circulars")**

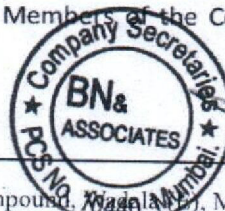
I, B. Narasimhan, Proprietor of B N & Associates, Company Secretaries, have been appointed by the Board of Directors of Zodiac Clothing Company Limited (*hereinafter referred to as the "Company"*) at its Meeting held on August 14, 2023, as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting (E-Voting) conducted during the 39<sup>th</sup> 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the **Applicable Circulars**, providing relaxation for the manner in which the AGM shall be held and conducted through VC or OAVM.

The **Applicable Circulars** provide for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the **Applicable Circulars**.

As mentioned in the Notice, the proceedings of the 39<sup>th</sup> AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

**Report on Scrutiny:**

- The Company had appointed KFin Technologies Limited ('KFIN') as the Service Provider, for the purpose of providing the facility of Remote E-Voting to the Members of the Company and for E-voting during the AGM.



- KFIN are also the Registrar and Share Transfer Agents ('RTA') of the Company.
- KFIN had provided a system for recording the votes of the Members electronically through Remote E-voting as well as E-voting conducted during the AGM on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 39<sup>th</sup> AGM of the Company, which was held on Friday, September 29, 2023.
- KFIN had set up electronic voting facility on their website, <https://evoting.kfintech.com>. The Company had uploaded all the items of the business to be transacted at the 39<sup>th</sup> AGM on its website [www.zodiaconline.com](http://www.zodiaconline.com) and on KFIN website <https://evoting.kfintech.com> and also on the websites of BSE Limited and National Stock Exchange of India Limited (Stock Exchanges where the Equity Shares of the Company are listed), to facilitate their Members to cast their vote through Remote E-Voting.
- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations.
- My responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process (Remote E-voting and E-voting during the 39<sup>th</sup> AGM), in a fair and transparent manner and to prepare a Combined Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by KFIN.
- The internal cut-off date for the dispatch of the Notice of the AGM was September 01, 2023 and as on that date, there were 10,078 Members of the Company. As mentioned in the **Applicable Circulars**, KFIN had sent the Notices of the AGM along with Annual Report for the Financial Year 2022-23 and E-voting details by email to 9,346 Members, whose email IDs were made available by the Depositories. For those Members whose email IDs were not available, or held in physical form, who had not registered their email IDs with the RTA, the Notices could not be sent. The Company had advertised in the newspapers, asking those Members who have not provided their email IDs to do so and to the extent, details were provided by the Members were considered for sending the Notice of the 39<sup>th</sup> AGM. The Notices sent through email 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 and as provided in the **Applicable Circulars**.
- 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 **Wednesday, September 20, 2023**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for 4 (four) days from **Monday, September 25, 2023 at 09.00 a.m. to Thursday, September 28, 2023 at 5.00 P.M.**
- The Company completed the dispatch of the notices by email to the Members on September 6, 2023.
- As prescribed in Clause IV of the Circular dated May 5, 2020 issued by MCA, which is forming part of the **Applicable Circulars**, the Company had released an advertisement prior to sending Notices to the Shareholders which was published in English in 'Business Standard' on August 31, 2023, newspaper having wide circulation in the district where the Registered Office of the Company is situated and in



Marathi in 'Lokmat' on August 31, 2023. The Notice contained the required information as provided under clause IV (a) to (g) of the said circular.

- As prescribed in clause (v) of sub rule 4 of the **Rule 20 of the Companies (Management and Administration) Rules, 2014**, the Company also released an advertisement, which was published 21 days before the date of the 39<sup>th</sup> AGM in English in 'Business Standard' newspaper having country-wide circulation on September 7, 2023 and in Marathi in 'Lokmat' on September 7, 2023. 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 Thursday, September 28, at 5.00 P.M., the voting portal of the KFIN, service provider was blocked forthwith.

- At the 39<sup>th</sup> AGM of the Company held through VC, on Friday, September 29, 2023, after considering all the items of businesses, the facility to vote electronically (E-voting) was provided to facilitate those members who are attending the 39<sup>th</sup> AGM through VC but could not participate in the Remote E-voting to record their votes.

- On Friday September 29, 2023, after tabulating the votes cast electronically by the system provided by KFIN, the votes cast through Remote E-Voting facility and E-voting during the 39<sup>th</sup> AGM were duly unblocked by me as a Scrutinizer in the presence of Ms. Tejaswini Bhandarkar and Ms. Saroj Narasimhan who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means the votes cast through Remote E-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.

Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the E-voting during the AGM, the details of which are as follows:

The results of the Remote E-voting together with the e-voting conducted during the 39<sup>th</sup> AGM are as under:

Details	Remote E-voting	E-Voting at AGM	Total voting
Number of Members who cast their votes	63	6	69
Total number of Shares held by them	79,40,779	65,18,541	1,44,59,320
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Abstained / less voted /invalid	As mentioned under each of the Resolution.		

**Note:**

- Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through E-Voting during the voting period and at the AGM.
- The votes are not considered valid on account of abstained from voting or voting for lesser number of shares than actually held as on the cutoff date.
- The Promoters abstained from voting on item no 3 of the Notice

**ORDINARY BUSINESS:**



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

To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31<sup>st</sup> March, 2023 and the Reports of the Board and the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	1,44,59,316	99.999	4	0.001	Nil

Item 1 of Notice stands **PASSED** with the requisite majority.

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

To appoint a Director in place of Mr. S. Y. Noorani (DIN: 00068423), 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/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	1,44,59,313	99.999	2	0.001	5

Item 2 of Notice stands **PASSED** with the requisite majority.

**SPECIAL BUSINESS:**

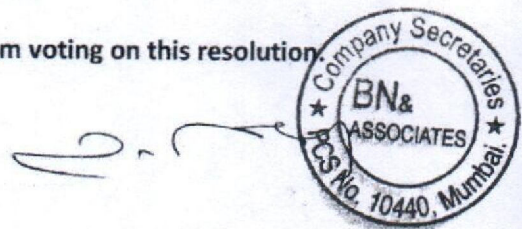
III) Item No. 3 of the Notice (As an Ordinary Resolution):

To approve material related party transaction limits with Zodiac Metropolitan Clothing GMBH

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	3,46,513	99.999	2	0.001	1,41,12,805

Item 3 of Notice stands **PASSED** with the requisite majority.

- The Promoter and the Promoter group abstained from voting on this resolution



All the Resolutions mentioned in the Notice of 39<sup>th</sup> AGM dated August 14, 2023 as per the details above attached stand **PASSED** under Remote E-voting and E-voting conducted during the 39<sup>th</sup> AGM with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the soft copy of the Registers received from the KFIN, the Service Provider in respect of the votes cast through Remote E-Voting and E-voting conducted during the 39<sup>th</sup> AGM by the Members of the Company. All other relevant records relating to Remote E-voting and E-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,



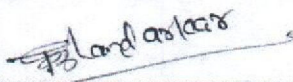
**CS B Narasimhan**  
(Proprietor: BN & Associates)  
Company Secretaries  
(FCS No. 1303 COP No.: 10440)  
UDIN: F001303E001068347

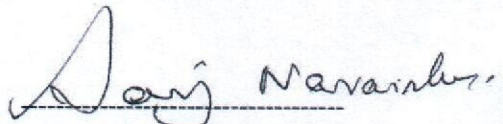


Place: Mumbai

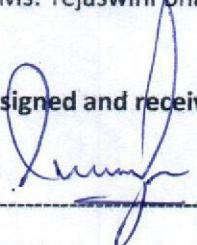
Date: September 29, 2023

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

  
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1 Ms. Tejaswini Bhandarkar

  
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2. Ms. Saroj Narasimhan

Countersigned and received the report:

  
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Signed by Mr. Kumar Iyer  
Authorized by the Board



Place: Mumbai

Date: 29<sup>TH</sup> SEPTEMBER 2023