

ZODIAC

6th August, 2019

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 35th Annual General Meeting held on 5th August, 2019

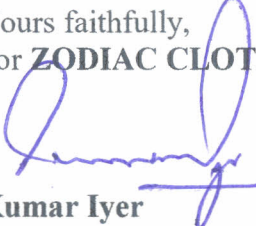
Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 attached please find the voting results of the 35th Annual General Meeting of the Company held on Monday, 5th August 2019 at 3:00 p.m. at Nehru Centre, Hall of Harmony, Worli, Mumbai - 400 018, Maharashtra.

The Combined Scrutinizer Report on Remote E-voting & Voting by physical ballot conducted at the 35th 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.

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www.zodiaconline.com

	ZODIAC CLOTHING COMPANY LIMITED
Date of the AGM/EGM	05-08-2019
Total number of shareholders on record date	3952
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	7
Public:	52
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

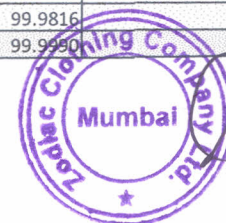
Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Balance Sheet as at 31st March 2019 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.							
Whether 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	1,38,61,611	1,38,61,611	100.0000	1,38,61,611	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,38,61,611	100.0000	1,38,61,611	0	100.0000	0.0000
Public- Institutions	E-Voting	19,91,945	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	54,41,040	5,09,435	9.3628	5,09,407	28	99.9945	0.0054
	Poll		2,50,055	4.5957	2,50,055	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,59,490	13.9585	7,59,462	28	99.9963	0.0037
Total	Total	2,12,94,596	1,46,21,101	68.6611	1,46,21,073	28	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	1,38,61,611	1,38,61,611	100.0000	1,38,61,611	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,38,61,611	100.0000	1,38,61,611	0	100.0000	0.0000
Public- Institutions	E-Voting	19,91,945	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	54,41,040	5,09,435	9.3628	5,09,407	28	99.9945	0.0054
	Poll		2,50,055	4.5957	2,50,055	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,59,490	13.9585	7,59,462	28	99.9963	0.0037
Total	Total	2,12,94,596	1,46,21,101	68.6611	1,46,21,073	28	99.9998	0.0002



Resolution No.	3							
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
Promoter and Promoter Group	E-Voting	1,38,61,611	1,38,61,611	100.0000	1,38,61,611	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,38,61,611	100.0000	1,38,61,611	0	100.0000	0.0000
Public- Institutions	E-Voting	19,91,945	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	54,41,040	5,09,435	9.3628	5,09,295	140	99.9725	0.0274
	Poll		2,50,055	4.5957	2,50,055	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,59,490	13.9585	7,59,350	140	99.9816	0.0184
Total	2,12,94,596	1,46,21,101	68.6611	1,46,20,961	140	99.9990	0.0010	

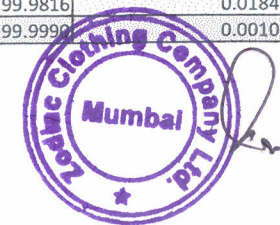
Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. S. Y. Noorani DIN 00068423 as the Managing Director and President of the Company and the remuneration payable to him							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	1,38,61,611	1,38,61,611	100.0000	1,38,61,611	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,38,61,611	100.0000	1,38,61,611	0	100.0000	0.0000
Public- Institutions	E-Voting	19,91,945	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	54,41,040	5,09,435	9.3628	5,09,295	140	99.9725	0.0274
	Poll		2,50,055	4.5957	2,50,055	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,59,490	13.9585	7,59,350	140	99.9816	0.0184
Total	2,12,94,596	1,46,21,101	68.6611	1,46,20,961	140	99.9990	0.0010	



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Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Subramaniam Ramachandran Iyer DIN 00580437 aged 79 years as the Non-Executive 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	1,38,61,611	1,38,61,611	100.0000	1,38,61,611	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,38,61,611	100.0000	1,38,61,611	0	100.0000	0.0000
Public- Institutions	E-Voting	19,91,945	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	54,41,040	5,09,435	9.3628	5,09,295	140	99.9725	0.0274
	Poll		2,50,040	4.5954	2,50,040	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,59,475	13.9582	7,59,335	140	99.9816	0.0184
Total		2,12,94,596	1,46,21,086	68.6610	1,46,20,946	140	99.9990	0.0010

Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Yogendra Premkrishna Trivedi DIN 00001879 aged 90 years as the Non-Executive 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	1,38,61,611	1,38,61,611	100.0000	1,38,61,611	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,38,61,611	100.0000	1,38,61,611	0	100.0000	0.0000
Public- Institutions	E-Voting	19,91,945	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	54,41,040	5,09,435	9.3628	5,09,295	140	99.9725	0.0274
	Poll		2,50,040	4.5954	2,50,040	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,59,475	13.9582	7,59,335	140	99.9816	0.0184
Total		2,12,94,596	1,46,21,086	68.6610	1,46,20,946	140	99.9990	0.0010



Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Bernhard Steinruecke DIN 01122939 aged 64 years as the Non-Executive 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	1,38,61,611	1,38,61,611	100.0000	1,38,61,611	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,38,61,611	100.0000	1,38,61,611	0	100.0000	0.0000
Public- Institutions	E-Voting	19,91,945	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	54,41,040	5,09,435	9.3628	5,09,295	140	99.9725	0.0274
	Poll		2,50,055	4.5957	2,50,055	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,59,490	13.9585	7,59,350	140	99.9816	0.0184
Total		2,12,94,596	1,46,21,101	68.6611	1,46,20,961	140	99.9990	0.0010

Mr. ZODIAC CLOTHING CO. LTD.

COMPANY SECRETARY.



Combined Scrutinizer's Report on Remote E-voting & Voting by Physical Ballot
Held at the 35th AGM of ZODIAC CLOTHING COMPANY LIMITED held at MUMBAI
on August 5, 2019.

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

35th Annual General Meeting of the Equity Shareholders of Zodiac Clothing Company Limited held on Monday, 5th August 2019 at 3.00 P.M. at Nehru Centre, Hall of Harmony, 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 May 30, 2019 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 Fintech Private Limited (KFPL) as the service provider, for the purpose of extending the facility of Remote E-voting to the Members of the ZODIAC. KFPL 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 35th Annual General Meeting ('AGM') of the ZODIAC, which was held on Monday, August 5, 2019.

- 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 35th AGM on the website of ZODIAC and also the 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 5th July, 2019 and as on that date, there were 3984 Members of ZODIAC. The service provider had sent the Notices of the AGM along with Annual Report and E-voting details by email to 2863 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 5th July, 2019. In respect of the balance 1121 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 **Monday, July 29, 2019**.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for four days from **Thursday, August 1, 2019 at 10:00 A.M. to Sunday, August 4, 2019 at 5:00 P.M.**
- The Company completed the dispatch of the notices to the members by 12th July 2019.
- 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 16th July, 2019 and in Marathi in 'Lokmat newspaper on 16th July 2019. 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 4, 2019 at 5.00 P.M.**, the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 35th AGM of the Company held on August 5, 2019, 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

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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 5, 2019, 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. Mohan Mahadevan and Ms. Namrata Adulkar 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	72	13	85
Total number of Shares held by them	1,43,71,046	2,50,055	1,46,21,101
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.

ORDINARY BUSINESS

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



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To receive, consider and adopt the Audited Balance Sheet as at 31st March 2019 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	
Total votes through Remote e-voting and voting at AGM	1,46,21,073	99.999	28	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.

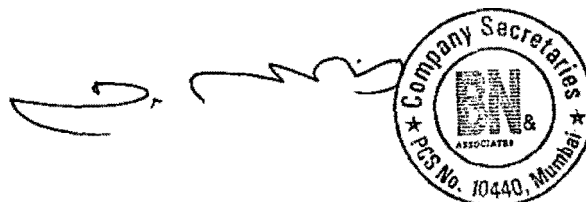
Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at AGM	1,46,21,073	99.999	28	0.001	Nil

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. 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/ Invalid votes
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at AGM	1,46,20,961	99.999	140	0.001	Nil



Item 3 of Notice stands passed with the requisite majority

SPECIAL BUSINESS

Item No. 4 of the Notice (As a Special Resolution):

Re-appointment of Mr. S Y Noorani (DIN:00068423) as the Managing Director and President of the Company and to fix the remuneration payable to him

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	1,46,20,961	99.999	140	0.001	Nil

Item 4 of Notice stands passed with the requisite majority

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

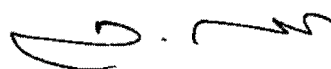

Re-appointment of Mr. Subramaniam Ramachandran Iyer (DIN: 00580437) aged 79 years, as an Independent Director of the Company

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	1,46,20,946	99.999	140	0.001	15

Item 6 of Notice stands passed with the requisite majority

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

Re-appointment of Mr. Yogendra Premkrishna Trivedi (DIN: 00001879) aged 90 years, as an 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	1,46,20,946	99.999	140	0.001	15

Item 6 of Notice stands passed with the requisite majority

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

Re-appointment Mr. Bernhard Steinruecke (DIN: 01122939) aged 64 years, as an 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	1,46,20,961	99.999	140	0.001	Nil

Item 7 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 May 30, 2019 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)

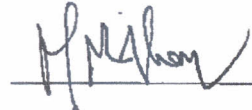
(FCS no 1303 COP no 10440)



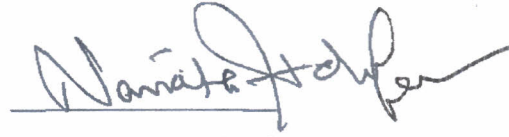
Place: Mumbai

Date: August 5, 2019

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



1. Mr. Mohan Mahadevan



2. Ms. Namrata Adulkar

I have received the report:

Signature 

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



Place: Mumbai

Date: August 5, 2019

Zodiac 35th AGM held on 5th August 2019

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	
Adoption of Accounts together with the Auditors and Directors Report thereon			E-Voting	72	14371046	68	14371018	99.999	4	28	0.001	72	14371046	0
	Ordinary	1	Voting at AGM	13	250055	13	250055	100.000	0	0	0.000	13	250055	0
			TOTAL	85	14621101	81	14621073	99.999	4	28	0.001	85	14621101	0
Declaration of Dividends			E-Voting	72	14371046	68	14371018	99.999	4	28	0.001	72	14371046	0
	Ordinary	2	Voting at AGM	13	250055	13	250055	100.000	0	0	0.000	13	250055	0
			TOTAL	85	14621101	81	14621073	99.999	4	28	0.001	85	14621101	0
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			E-Voting	72	14371046	67	14370906	99.999	5	140	0.001	72	14371046	0
	Ordinary	3	Voting at AGM	13	250055	13	250055	100.000	0	0	0.000	13	250055	0
			TOTAL	85	14621101	80	14620961	99.999	5	140	0.001	85	14621101	0
Re-appointment of Mr. S Y Noorani (DIN 00068423) as the Managing Director and President of the Company and approval of the remuneration payable to him			E-Voting	72	14371046	67	14370906	99.999	5	140	0.001	72	14371046	0
	Special	4	Voting at AGM	13	250055	13	250055	100.000	0	0	0.000	13	250055	0
			TOTAL	85	14621101	80	14620961	99.999	5	140	0.001	85	14621101	0
Re-appointment of Mr. Subramaniam Ramachandra Iyer (DIN 00580437) aged 79 years as an Independent Director of the Company			E-Voting	72	14371046	67	14370906	99.999	5	140	0.001	72	14371046	0
	Special	5	Voting at AGM	13	250055	13	250040	100.000	0	0	0.000	13	250040	15
			TOTAL	85	14621101	80	14620946	99.999	5	140	0.001	85	14621086	15



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	
Re-appointment of Mr. Yogendra Premkrishna Trivedi (DIN 00580437) aged 90 years as an Independent Director of the Company			E-Voting	72	14371046	67	14370906	99.999	5	140	0.001	72	14371046	0
	Ordinary	6	Voting at AGM	13	250055	13	250040	100.000	0	0	0.000	13	250040	15
			TOTAL	85	14621101	80	14620946	99.999	5	140	0.001	85	14621086	15
Re-appointment of Mr. Bernhard Steunruecke (DIN 01122939) aged 64 years as an Independent Director of the Company			E-Voting	72	14371046	67	14370906	99.999	5	140	0.001	72	14371046	0
	Special	7	Voting at AGM	13	250055	13	250055	100.000	0	0	0.000	13	250055	0
			TOTAL	85	14621101	80	14620961	99.999	5	140	0.001	85	14621101	0

B. N. & Associates

