

ZODIAC

06th January, 2023

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

Dear Sir/Madam,

Sub: Intimation of Postal Ballot Notice

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the postal ballot notice dated 06th January, 2023, along with the explanatory statement thereto, seeking approval of the members of the Company by electronic means i.e. through e-voting, in compliance with the relevant Circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

Please note that, pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, the Postal Ballot notice has been sent only in electronic mode to all those members whose names appear in the register of members and whose e-mail addresses have been registered with KFin Technologies Limited ("KFintech"), Registrar and Share Transfer Agent of the Company or with the Depository Participants(s) as on the cut-off date for e-voting i.e. Friday, 30th December, 2022.

Key information pertaining to Postal Ballot is as under:

Particulars	Details
Description of the Special Resolutions to be passed	Issue of Equity Shares on Preferential Basis to Promoters of the Company and matters related therewith.
Cut-off date for e-voting	Friday, 30 th December, 2022
E-voting start time and date	09:00 a.m. (IST), Sunday, 08 th January, 2023

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

E-voting end time and date	05:00 p.m. (IST), Monday, 06th February, 2023
Results of Postal Ballot	Within 2 (two) working days from the end of e-voting period

The Notice is also available at the website of the company i.e. www.zodiaconline.com

Request you to kindly take the above on record.

For **Zodiac Clothing Company Limited**

Kumar Iyer
Company Secretary
Membership No: A9600

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

CIN: L17100MH1984PLC033143

Registered Office: **Nyloc House, 254, D-2, Dr. Annie Besant Road,
Worli, Mumbai -400 030**

Tel: 022 66677000, Fax: 022 66677279

Email: contactus@zodiacmtc.com,

Website: www.zodiaconline.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and any other applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications issued by the Ministry of Corporate Affairs and any other regulatory authorities, from time to time, approval of the members of Zodiac Clothing Company Limited ("Company") through postal ballot via remote e-voting is being sought in respect of the resolution set out hereinafter.

The proposed resolution and explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with the rules framed thereunder, setting out all material facts related thereto are appended below.

SPECIAL BUSINESS

1. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTERS OF THE COMPANY AND MATTERS RELATED THEREWITH

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and the applicable Rules thereunder (the "Act"), and the enabling provisions of the Memorandum and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies (the "ROC") and the Stock Exchanges where the shares of the Company are listed ("Stock Exchanges") and subject to requisite approvals, consents, permissions and/or sanctions, if any, from them and other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and/ or sanctions, which may be agreed to by the Board of Directors of the

Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranche/s on Preferential basis, of 12,34,186 (Twelve Lakhs Thirty Four Thousand One Hundred and Eighty Six) Equity Shares of the face value of R 10/- (Rupees Ten) each fully paid-up to Mr. Anees Yusuf Noorani (6,17,093 Equity Shares) and Mr. Salman Yusuf Noorani (6,17,093 Equity Shares), Promoters of the Company, for cash at a minimum issue price of Rs. 97.23/- (Rupees Ninety Seven and Twenty Three Paise only) including premium of Rupees 87.23/- (Rupees Eighty Seven and Twenty Three Paise only) per equity share aggregating to an amount of Rs. 11,99,99,904.78/- (Rupees Eleven Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred Four and Seventy Eight Paise only) determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations as on the Relevant Date. .

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of part II of Chapter V of the SEBI ICDR Regulations, for determining the issue price of the Equity Shares is Monday 06th January, 2023.

RESOLVED FURTHER THAT the Equity Shares shall be fully paid-up and rank pari passu with the then existing Equity Shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than any statutory lock-in under the SEBI ICDR Regulations), and shall be subject to the requirements of all applicable laws and the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the aforesaid Equity Shares being offered, issued and allotted to the Proposed Allottees by way of a Preferential Allotment shall inter-alia be subject to the following:

(a) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the: (i) date of passing of this special resolution; or (ii) receipt of last of the approvals required for such issue and allotment by applicable regulatory authorities (including but not limited to the in-principle approval of the Stock Exchanges for the issuance of the Equity Shares to the Proposed Allottees on a Preferential basis), whichever is later, or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time;

(b) The proposed allottees shall be required to bring in 100% of the consideration for the Equity Shares to be allotted to such proposed allottees, on or before the date of allotment thereof;

(c) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the respective proposed allottees only;

(d) The “Relevant Date” as per the Chapter V of the SEBI ICDR Regulations, for determination of floor price of the Equity Shares shall be 06th January, 2023;

(e) The said Equity Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;

(f) The Equity Shares to be allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder,

(g) No partly paid-up Equity Shares shall be issued/ allotted;

(h) Allotment of Equity Shares shall only be made in dematerialized form;

(i) The Equity Shares so offered, issued and allotted will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals as the case may be;

(j) The Equity Shares so offered, issued and allotted shall not exceed the number of Shares as approved hereinabove; and

(k) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act, annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees inviting them to subscribe to the Equity Shares in accordance with the provisions of the Act.

“RESOLVED FURTHER THAT the Board / Committee of the Board be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient or desirable for such purpose and for the purpose of giving effect to the foregoing resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, (ii) making applications to the Stock Exchanges for obtaining in-principle approvals, (iii) listing of shares, filing requisite documents with MCA and other regulatory authorities, (iv) filing of requisite documents with the depositories, (v) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vi) issue and allotment of the Shares, and (vii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board / Committee of the Board in relation to the foregoing shall be final and conclusive and all actions taken by the Board in connection with any matter(s) referred to and contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors
For **Zodiac Clothing Company Limited**

KUMAR IYER
G. M. Legal & Company Secretary
Membership No. - A9600

Place: Mumbai
Date: 06th January, 2023

Registered Office:
Nyloc House, 254, D-2,
Dr. Annie Besant Road, Worli,
Mumbai 400 030

Notes:

1. A statement pursuant to Section 102 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts for the proposed resolution, is appended herein below and forms part of the Notice.

2. In accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and applicable Regulations of SEBI Listing Regulations, the Company would be sending this postal ballot notice only through e-mail to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories as on Friday, 30th December, 2022 (the cut-off date) to those who have registered their e-mail addresses with the Depository Participant (DP)/ Registrar and Share Transfer Agent. The hard copy of this notice along with postal ballot forms and pre-paid business envelope will not be sent to the members. Accordingly, the communication of the assent or dissent of the members would take place through remote e-voting only.

3. The postal ballot notice is hosted on the Company's website i.e. www.zodiaconline.com and also on the website of the stock exchanges viz., www.nseindia.com and www.bseindia.com. The relevant details are also hosted on the website of the remote e-voting service provider viz., KFin Technologies Limited ("KFintech") at <https://evoting.kfintech.com>.

4. The Board of Directors of the Company (the "Board") has appointed Mr. B. Narasimhan, Proprietor BN & Associates a Practising Company Secretary and failing him Mr. Venkataraman K, Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.

5. In case of joint holders, a member whose name appears as the first holder in the order of their names as per the Register of Members will be entitled to cast vote.

6. Members holding shares in physical form are requested to note that in terms of Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities.

In view of the above and in order to eliminate risks associated with physical transfer of securities, members holding Equity Shares of the Company in physical form are requested to consider converting their holdings to dematerialized form.

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile/ phone numbers, PAN, mandates, nominations and bank details etc., to their Depository Participants ("DPs") in case shares are held by them in electronic form and to KFin Technologies Limited (Formerly KFin Technologies Private Limited) ("KFintech") in Form ISR-1, in case shares are held by them in physical form.

7. As per the provisions of Section 72 of the Act, the facility for registration of nomination is available for the members in respect of the shares held by them. Further, member who desires to opt out/ cancel the nomination and record a fresh nomination, are requested to submit Form ISR-3 (in case of shares are held in physical form) or SH-14 (in case of shares are held in electronic mode).

8. SEBI has mandated listed companies to issue securities in dematerialized form only, while processing service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities, certificate; consolidation of securities certificates / folios; and transmission and transposition. In this regards, members are requested to make request in Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.

9. The Ministry of Corporate Affairs (MCA) has introduced a “Green Initiative in Corporate Governance” by allowing paperless compliances by the companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and rules framed thereunder. In case you have not registered your e-mail id, please communicate the same to the Company or RTA in respect of the shares held in physical mode or communicate to the concerned DP in respect of shares held in demat/electronic mode.

10. The documents referred to in this notice are available electronically for inspection by the members at the Registered Officer of the Company during business hours except Sunday and National Holidays from the date hereof up to the date of announcement of results of postal ballot. Members seeking to inspect such documents can send an email to investordesk@zodiacmtc.com.

11. The voting rights of the members shall be in proportion to their shareholding in the Company as on the cut-off date for e-voting i.e. Friday, 30th December, 2022.

12. Resolutions passed by the members through postal ballot, are deemed to have been passed as if they have been passed at a general meeting of the members.

13. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 09:00 a.m. (IST) on Sunday, 08 th January, 2023
End of remote e-voting	Upto 5:00 p.m. (IST) on Monday, 06 th February, 2023

14. The resolution, if passed by the requisite majority shall be deemed to have been passed on Monday, 06th February, 2023 i.e., the last date specified for receipt of votes through the remote e-voting process.

15. In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December 2020, had decided to enable e-voting to all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Therefore, to support the above initiative undertaken by SEBI, members are requested to intimate/ update changes, if any, pertaining to their email address & mobile numbers with the respective Depositories/ Depository Participants.

Members holding shares in physical form and who want to avail the above initiatives of SEBI are requested to convert their physical holdings into Demat form. Members can contact KFintech for any assistance in this regard.

Instructions for e-voting

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and email-id in their demat accounts in order to access e-voting facility.

INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

Type of shareholders	Login method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login, the Easi/ Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting service providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.</p> <p>If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</p>
Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on the Company's name or e-voting service provider name and you will be re-directed to e-voting service provider</p>

	<p>website for casting your vote during the remote e-voting period.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on the Company’s name or e-voting service provider’s name and you will be redirected to e-voting service provider’s website for casting your vote during the remote e-voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/ CDSL depository site after successful authentication, wherein you can see e-voting feature. Click on the Company’s name or e-voting service provider’s name and you will be redirected to e-voting service provider’s website for casting your vote during the remote e-voting period</p>

Important Note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forgot Password option available at above mentioned website.

For technical Assistance:

Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email id’s or contact on the phone no’s provided below:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Email : helpdesk.evoting@cdslindia.com Contact No. : 022- 23058738 / 22-23058542-43
Individual Shareholders holding securities in Demat mode with NSDL	Email : evoting@nsdl.co.in Toll free no. : 1800 1020 990 / 1800 22 44 30

INSTRUCTIONS FOR INSTITUTIONAL MEMBERS HOLDING SHARES IN DEMAT MODE AND MEMBERS HOLDING SHARES IN PHYSICAL FORM:

- Initial password is provided in the body of the email.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with M/s KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes.
- After entering the details appropriately, click on LOGIN.
- You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (09) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT i.e. Zodiac Clothing Company Ltd.
- On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/ or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
- Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- Corporate/ institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/ JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who is/ are authorised to vote, to the Scrutinizer through e-mail at narasimhan.b8@gmail.com and venkatk60@yahoo.co.in with a copy marked to evoting@kfintech.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.'

In case of any query on e-voting, members may refer to the "Help" and "FAQs" sections/ E-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech's website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given below :

**Ms. Shyam Kumar, Senior Manager - Corporate Registry
KFin Technologies Limited**

(Formerly KFin Technologies Private Limited)

Unit: Zodiac Clothing Company Limited

Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032,

Contact No.: 040-6716 2222 / Toll Free No.: 1-800-3094-001

E-mail: evoting@kfintech.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the special businesses mentioned under Item No. 1 of this notice.

Item No. 1

Pursuant to the provisions of Section 42 and 62 of Companies Act, 2013 (the "Act") and Regulation 160 of SEBI ICDR Regulations, any Preferential Allotment of Securities needs to be approved by the members by way of a Special Resolution.

The consent of the members is therefore being sought by a Special Resolution to enable the Board to issue Equity Shares as may be permitted under the applicable laws to the abovementioned Promoters i.e. Proposed Allottees in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, SEBI ICDR Regulations, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, circulars, rules, regulations, guidelines, notifications and clarifications issued by Ministry of Corporate Affairs ("MCA") and other regulatory authorities, from time to time, including with respect to the pricing of the Equity Shares proposed to be issued by way of a Preferential Issue.

The promoters i.e. proposed allottees of Equity Shares have not sold any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date i.e. Friday, 06th January, 2023.

The issue price per Equity Share has been determined based on consideration of:

- i) valuation report of the shares of the Company dated 06th January, 2023 from Mr. Sanka Hari Surya, Registered Valuer, under the Act ("Registered Valuer Report"); and
- ii) pricing certificate dated 06th January, 2023 from Ms. Prerana Jadhav, Practicing Company Secretary, certifying compliance with the floor price for the proposed Preferential Issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations.

The issue price of the Equity Shares is the higher of the price determined under the Valuation Report of the Registered Valuer and the price of the Equity Shares as calculated in accordance with the provisions of SEBI ICDR Regulations.

It is to be noted that the issue of Equity Shares on a preferential basis, subject to compliance of the requirements under the SEBI LODR Regulations is exempted from the definition of "related party transaction" under SEBI LODR Regulations. Therefore, the Preferential Issue is not a 'related party transaction' under the provisions of SEBI LODR Regulations and the approval of the members as per the provisions of Regulation 23 of SEBI LODR Regulations is not required.

Necessary information/ details in respect of the proposed preferential allotment in terms of Sections 42 and 62 of the Act, read with the Rules and Chapter V of the SEBI ICDR Regulations are as under:

A. The objects of the issue:

The object of the issue of Equity Shares is to meet the Company's working capital requirements towards the expected growth of the company and for general corporate purposes as the board may decide.

B. The total number of securities to be issued:

The resolution set out in the accompanying Notice authorizes the Board to issue 12,34,186 (Twelve Lakhs Thirty Four Thousand One Hundred and Eighty Six) Equity Shares on Preferential basis.

C. Issue Price and Relevant Date:

The Equity Shares of Face Value of Rs. 10/- (Rupees Ten) each shall be allotted at a price of Rs. 97.23/- (Rupees Ninety Seven and Twenty Three Paise only) per Equity Share including premium of Rs. 87.23 (Rupees Eighty Seven and Twenty Three Paise only) per Equity Share determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 as on, Friday 06 January, 2023 (Relevant Date). The resolution proposed under this notice is deemed to be passed on 06th February, 2023 i.e. Monday which is the last date for remote e-voting.

Relevant date is defined under SEBI ICDR Regulations as the date 30 (thirty) days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue. However, where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date.

The resolution pursuant to this notice is deemed to be passed on 06th February, 2023 i.e. Monday. The date 30 (thirty) days prior to 06th February, 2023 is 07th January, 2023 i.e. Saturday, a weekend. Therefore, pursuant to SEBI ICDR Regulations, for the purpose of this Preferential Issue, the day preceding the weekend i.e. 06th January, 2023, will be reckoned to be the relevant date.

D. Basis on which the price has been arrived and justification for the price (including premium, if any):

The issue price has been determined based on consideration of:

- i) valuation report of the shares of the Company dated 06th January, 2023 from Mr. Sanka Hari Surya, Registered Valuer, as per the said report price derived is Rs. 96.42/- (Rupees Ninety Six and Forty Two Paise only) per equity share; and
- ii) pricing certificate dated 06th January, 2023 from Ms. Prerana Jadhav, Practicing Company Secretary, certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations.

The Equity Shares of the Company are listed and frequently traded on The National Stock Exchange of India Ltd. (Recognised Stock Exchange) in accordance with SEBI ICDR Regulations.

In terms of Regulation 164 (1) of SEBI ICDR Regulations, the price at which Equity Shares will be allotted shall not be less than higher of the following:

- (a) Volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the 90 trading days preceding the Relevant Date i.e. 06th January, 2023, which is Rs. 97.23 per equity share; or

(b) Volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the 10 trading days preceding the Relevant Date i.e. 06th January, 2023, which is Rs. 96.17 per equity share.

The shares of the Company are listed and traded National Stock Exchange of India Ltd (NSE) and on BSE Ltd (BSE). As per the trading volume data available on the Stock Exchanges, the shares of the Company are frequently traded, with higher trading volume at NSE, being the stock exchange where securities of the Company are permitted to trade and highest trading turnover during last 240 trading days, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In view of the above, the issue price of the equity shares to be issued to the proposed allottees is Rs. 97.23 per equity share i.e. the higher of the price determined under the Valuation Report of the Registered Valuer and the price of the Equity Shares as calculated in accordance with the provisions of SEBI ICDR Regulations.

Since the equity shares of the Company have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under Regulations 163 of the SEBI ICDR Regulations.

E. Intention of Promoters, directors or key managerial personnel to subscribe to the offer:

Except for the Promoters i.e. the Proposed Allottees, who will be subscribing to the Preferential Issue of Equity shares, none of the other Directors or Key Managerial Personnel, intends to subscribe to this preferential issue of Equity Shares.

F. The proposed time within which the allotment shall be completed:

In terms of Chapter V of the SEBI ICDR Regulations, Preferential Allotment of Equity Shares to the aforementioned Promoters i.e. Proposed Allottees will be completed within a period of 15 (fifteen) days from the date of passing of Special Resolutions by the members of the Company.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange(s) or other concerned authorities.

G. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Sr. No.	Name of the proposed allottees	Category	Pre Issue Shareholding		Post Issue Shareholding*	
			No. of Equity Shares	% to Pre-Issue Capital	No. of Equity Shares	% to Post Issue Capital
1	Anees Yusuf Noorani	Promoter	28,99,899	11.71	35,16,992	13.53

2	Salman Yusuf Noorani#	Promoter	76,74,400	31.00	82,91,493	31.90
---	-----------------------	----------	-----------	-------	-----------	-------

#Mr. Salman Yusuf Noorani jointly holds 49,93,056 equity shares of the Company with his brother Mr. Anees Yusuf Noorani as Executor to the Estate of Late Mr. Mohamed Yusuf Noorani.

*The above post-issue shareholding is based on full subscription and allotment of Equity Shares on Preferential basis at item no.1.

H. The change in control, if any, in the Company that would occur consequent to the Preferential offer:

There will be no change in the control or management of the Company as a result of the proposed Preferential Issue of Equity Shares. However, the voting rights will change in accordance with the shares held post the allotment as per the shareholding pattern.

I. The number of persons to whom allotment on Preferential basis have already been made during the year, in terms of number of securities as well as price

The Company has not made any preferential allotment during the previous financial year 2021-22 nor during the current financial year 2022-2023.

J. The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer:

No allotment is proposed to be made for consideration other than cash.

K. Valuation for Consideration other than Cash:

Not Applicable

L. The pre issue and post issue shareholding pattern of the Company

Sr. No.	Category of Shareholder	Pre Issue		Post Issue*	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
(A)	Promoters/Promoter Group's shareholding				
(1)	Indian Promoters				
(a)	Individuals	79,16,808	31.98	85,33,901	32.83
	Sub Total (A)(1)	79,16,808	31.98	85,33,901	32.83
(2)	Foreign Promoters				
(a)	Individuals	30,99,974	12.52	37,17,067	14.30
(b)	Bodies Corporate	63,09,764	25.48	63,09,764	24.27

	Sub-Total (A) (2)	94,09,738	38.00	1,00,26,831	38.57
	Total Promoter/Promoter Group Shareholding (A)=(A)(1)+(A)(2)	1,73,26,546	69.98	1,85,60,732	71.40
(B)	Public Shareholding				
(1)	Institutions:				
(a)	Foreign Portfolio Investors	1919	0.01	1919	0.01
	Sub Total (B)(1)	1919	0.01	1919	0.01
(2)	Non Institution:				
(a)	Individuals Shareholders				
	Holding nominal share capital up to Rs. 2 Lakh	32,90,578	13.29	32,90,578	12.66
	Holding nominal share capital in excess of Rs. 2 Lakh	33,11,069	13.37	33,11,069	12.74
(b)	Non Resident Indians	57,670	0.23	57,670	0.22
(c)	Employees	69,351	0.28	69,351	0.27
(d)	Bodies Corporate	5,98,396	2.42	5,98,396	2.30
(e)	Clearing Members	4,516	0.02	4,516	0.02
(f)	Directors	57,625	0.23	57,625	0.22
(g)	IEPF	41,861	0.17	41,861	0.16
	Sub Total (B)(2)	74,31,066	30.01	74,31,066	28.60
	Total Public Shareholding (B)=(B)(1)+(B)(2)	74,32,985	30.02	74,32,985	28.60
(C)	Custodians for GDRs and ADRs	0	-	0	-
	TOTAL (A)+(B)+(C)	2,47,59,531	100	2,59,93,717	100

Note:

1) The pre-issue shareholding pattern is as on 31st December, 2022

2) *The above post-issue shareholding is based on the assumption of full subscription and allotment of Equity Shares on Preferential basis at item no. 1

The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Shares on Preferential basis to the Promoters i.e. Proposed Allottees.

M. Lock-in Period

The Equity Shares to be allotted on a Preferential basis to the Promoters i.e. Proposed Allottees shall be subject to 'lock-in' for a period of 18 months from the date of granting of trading approval by the Stock Exchanges for such Equity Shares in accordance with Regulation 167(1) of the SEBI ICDR Regulations.

The entire pre-Preferential allotment shareholding of the Promoters i.e. proposed allottees, shall be locked-

in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per Regulation 167(6) of the SEBI ICDR Regulations.

N. Terms of issue to the proposed allottees

- a) The proposed allottees shall be required to bring in 100% of the consideration for the Equity Shares to be allotted to such proposed allottees, on or before the date of allotment thereof;
- b) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the respective proposed allottees only;
- c) The Equity Shares to be allotted to the proposed allottees shall be under locked-in for such period as may be prescribed by the SEBI ICDR Regulations.
- d) The Equity Shares to be allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- e) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution provided where the allotment of the Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval; and
- f) Allotment shall only be made in dematerialized form.

O. The Company hereby undertakes that

- i.** It would re-compute the price of the securities specified above in terms of the provisions of the SEBI ICDR Regulations, if it is required to do so.
- ii.** If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.
- iii.** None of the Directors or Promoters have been declared as willful defaulter as defined under the SEBI ICDR regulations.
- iv.** The Proposed Allottees have not sold/transferred any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date.
- v.** It is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- vi.** Neither the Company nor any of its Directors and/ or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- vii.** It does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories.
- viii.** The Proposed Allottees are promoters of the Company and will continue to be the promoters of the Company post the Preferential Issues of Equity Shares.

P. Practicing Company Secretary's Certificate:

The Certificate from Ms. Prerana Jadhav, Practicing Company Secretary, certifying that the proposed Preferential Issue of Equity Shares is being made in accordance with the requirements contained in SEBI ICDR Regulations shall be available for inspection by the members at the registered office of the Company during working hours, during the e-voting period and is also hosted on website of the Company which can be accessed at the link: www.zodiaconline.com

Q. Report of a Registered Valuer:

As required by the Articles of Association of the Company, the price of the Equity Shares has been determined taking into account the valuation report of the registered valuer (i.e. valuation report dated 06th January, 2023 prepared by Mr. Sanka Hari Surya, Registered Valuer appointed by the Company).

The name and address of the registered valuer appointed by the Company is as follows:

Mr. Sanka Hari Surya
Shree Mahavir Sadhana Chs, D-602,
Plot No. 18 EFG, Sector-14,
Navi Mumbai- Sanpada - 400705
Maharashtra

It is proposed to obtain consent of Members, pursuant to Section 42, 62 and other applicable provisions of the Companies Act, 2013, SEBI ICDR Regulations and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Preferential issue of Equity Shares to the Promoters i.e Proposed allottees.

The Company will ensure compliance with all the applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Shares on Preferential basis to the promoters i.e Proposed Allottees.

None of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the above referred resolutions.

The Board recommends the passing of the resolutions as set out at item no. 1 of the accompanying notice as Special resolution as it is in the interest of the Company.

By Order of the Board of Directors
For **Zodiac Clothing Company Limited**

Sd/-
KUMAR IYER
G.M. Legal & Company Secretary
Membership No. - A9600

Date: 06th January, 2023
Place: Mumbai