

# ZODIAC

01<sup>st</sup> October, 2022

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 38<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2022**

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 38<sup>th</sup> Annual General Meeting of the Company held on Friday, 30<sup>th</sup> September, 2022 at 3:00 p.m. through Video Conference facility ('VC')/ Other Audio Visual Means ('OAVM') without physical presence of the members at a common venue, in compliance with the provisions of the Companies Act, 2013 ('the Act'), MCA circulars dated May 5, 2020, April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 and SEBI circular dated May 12, 2020, January 15, 2021 and May 13, 2022 (collectively referred to as 'Circulars').

The Combined Scrutinizer Report on the Remote E-voting & E-Voting conducted during the 38<sup>th</sup> Annual General Meeting of Zodiac Clothing Company Limited is attached.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

For **ZODIAC CLOTHING COMPANY LIMITED**

**KUMAR IYER**

Digitally signed by KUMAR IYER  
Date: 2022.10.01 12:31:17  
+05'30'

**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	30-09-2022
Total number of shareholders on record date	9499
No. of shareholders present in the meeting either	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting	
Promoters and Promoter Group:	11
Public:	45

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, 2022 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	1,73,26,546	1,07,74,374	62.1842	1,07,74,374	0	100.0000	0.0000	0	0
	Poll		63,09,764	36.4167	63,09,764	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,70,84,138	98.6009	1,70,84,138	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,547	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	74,25,438	3,71,578	5.0041	3,32,159	39,419	89.3914	10.6085	0	0
	Poll		34	0.0005	34	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,71,612	5.0046	3,32,193	39,419	89.3924	10.6076	0	0
Total	2,47,59,531	1,74,55,750	70.5011	1,74,16,331	39,419	99.7742	0.2258	0	0	

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. A. Y. Noorani (DIN: 00041686), who retires by rotation and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,73,26,546	1,07,74,374	62.1842	1,07,74,374	0	100.0000	0.0000	0	0
	Poll		63,09,764	36.4167	63,09,764	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,70,84,138	98.6009	1,70,84,138	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,547	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	74,25,438	3,71,578	5.0041	3,32,159	39,419	89.3914	10.6085	0	0
	Poll		34	0.0005	34	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,71,612	5.0046	3,32,193	39,419	89.3924	10.6076	0	0
Total	2,47,59,531	1,74,55,750	70.5011	1,74,16,331	39,419	99.7742	0.2258	0	0	



Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Statutory Auditors									
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	1,73,26,546	1,07,74,374	62.1842	1,07,74,374	0	100.0000	0.0000	0	0
	Poll		63,09,764	36.4167	63,09,764	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,70,84,138	98.6009	1,70,84,138	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,547	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	74,25,438	3,65,140	4.9174	3,32,159	32,981	90.9675	9.0324	0	6,438
	Poll		34	0.0005	34	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,65,174	4.9179	3,32,193	32,981	90.9684	9.0316	0	6438
Total	2,47,59,531	1,74,49,312	70.4751	1,74,16,331	32,981	99.8110	0.1890	0	6438	

Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. S. Y. Noorani (DIN: 00068423) as the Managing Director of the Company and approval of 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,73,26,546	1,07,74,374	62.1842	1,07,74,374	0	100.0000	0.0000	0	0
	Poll		63,09,764	36.4167	63,09,764	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,70,84,138	98.6009	1,70,84,138	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	7,547	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	0.0000	0
Public- Non Institutions	E-Voting	74,25,438	3,71,578	5.0041	3,32,159	39,419	89.3914	10.6085	0	0
	Poll		34	0.0005	34	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,71,612	5.0046	3,32,193	39,419	89.3924	10.6076	0	0
Total	2,47,59,531	1,74,55,750	70.5011	1,74,16,331	39,419	99.7742	0.2258	0	0	



Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Dr. Naushad Darius Forbes (DIN: 00630825) aged 62 years, as an Independent Director of the Company									
Whether promoter/promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,73,26,546	1,07,74,374	62.1842	1,07,74,374	0	100.0000	0.0000	0	0
	Poll		63,09,764	36.4167	63,09,764	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,70,84,138	98.6009	1,70,84,138	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,547	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	74,25,438	3,71,578	5.0041	3,32,159	39,419	89.3914	10.6085	0	0
	Poll		34	0.0005	34	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,71,612	5.0046	3,32,193	39,419	89.3924	10.6076	0	0
Total	2,47,59,531	1,74,55,750	70.5011	1,74,16,331	39,419	99.7742	0.2258	0	0	

Resolution No.	6									
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	1,73,26,546	0	0.0000	0	0	0.0000	0.0000	63,09,764	1,07,74,374
	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	0.0000	0	0	0.0000	0.0000	63,09,764	10774374
Public- Institutions	E-Voting	7,547	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	74,25,438	3,71,578	5.0041	3,32,159	39,419	89.3914	10.6085	0	0
	Poll		34	0.0005	8	26	23.5294	76.4705	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,71,612	5.0046	3,32,167	39,445	89.3854	10.6146	0	0
Total	2,47,59,531	3,71,612	1.5009	3,32,167	39,445	89.3854	10.6146	63,09,764	10774374	



**Combined Scrutinizer's Report on Remote E-voting & E-Voting conducted during  
38<sup>th</sup> Annual General Meeting of Zodiac Clothing Company Limited  
held on Friday, September 30, 2022**

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

**38<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Zodiac Clothing Company Limited held on Friday, September 30, 2022 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 and May 5, 2022 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the Circular dated May 12, 2020 January 15, 2021 and May 13, 2022 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 12, 2022, as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting (E-Voting) conducted during the 38<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, which was necessitated on account of the outbreak of COVID -19 (CORONAVIRUS) pandemic. 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 38<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 38<sup>th</sup> AGM of the Company, which was held on Friday, September 30, 2022.
- 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 38<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 38<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 02, 2022 and as on that date, there were 9,434 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 2021-22 and E-voting details by email to 8,613 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 38<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 21, 2022**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for 4 (four) days from **Monday, September 26, , 2022 at 09.00 a.m. to Thursday, September 29, 2022 at 5.00 P.M.**
- The Company completed the dispatch of the notices by email to the Members on September 7, 2022.



- 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 September 2, 2022, newspaper having wide circulation in the district where the Registered Office of the Company is situated and in Marathi in 'Lokmat' on September 2, 2022. 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 38<sup>th</sup> AGM in English in 'Business Standard' newspaper having country-wide circulation on September 7, 2022 and in Marathi in 'Lokmat' on September 7, 2022. 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 29, at 5.00 P.M.**, the voting portal of the KFIN, service provider was blocked forthwith.
- At the **38<sup>th</sup> AGM of the Company held through VC, on Friday, September 30, 2022, after considering all the items of businesses**, the facility to vote electronically (E-voting) was provided to facilitate those members who are attending the 38<sup>th</sup> AGM through VC but could not participate in the Remote E-voting to record their votes.
- On Friday September 30, 2022, **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 38<sup>th</sup> AGM were duly unblocked by me as a Scrutinizer in the presence of Ms. Saroj Narasimhan and Mr. R Mahesh 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 38<sup>th</sup> AGM are as under:**

Details	Remote E-voting	E-Voting at AGM	Total voting
Number of Members who cast their votes	54	5	59
Total number of Shares held by them	1,11,45,952	63,09,798	1,74,55,750
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:**

1. 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.
2. 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.
3. The Promoters abstained from voting on item no 6 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, 2022 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.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and E-voting at meeting	1,74,16,331	99.774	39,419	0.226	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. A. Y. Noorani (DIN: 00041686), who retires by rotation and being eligible, offers himself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and E-voting at meeting	1,74,16,331	99.774	39,419	0.226	Nil

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

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

To approve appointment of Statutory Auditors and fix their Remuneration

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and E-voting at meeting	1,74,16,331	99.774	39,419	0.226	Nil





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

**SPECIAL BUSINESS:**

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

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and E-voting at meeting	1,74,16,331	99.774	39,419	0.226	Nil

Item 4 of Notice stands **PASSED** with the requisite majority.

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

Re-appointment of Dr. Naushad Darius Forbes (DIN 00630825) as an Independent Director of the Company

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and E-voting at meeting	1,74,16,331	99.774	39,419	0.226	Nil

Item 5 of Notice stands **PASSED** with the requisite majority.

**VI) Item No. 6 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.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and E-voting at meeting	3,32,167	89.385	39,445	10.615	1,70,84,138*

Item 6 of Notice stands **PASSED** with the requisite majority.

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

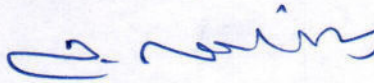
All the Resolutions mentioned in the Notice of 38<sup>th</sup> AGM dated August 12, 2022 as per the details above attached stand **PASSED** under Remote E-voting and E-voting conducted during the 38<sup>th</sup> AGM with the requisite majority and hence deemed to be passed as on the date of the AGM.



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 38<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,



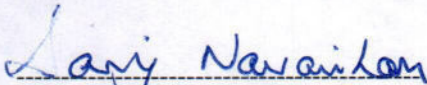
**CS B Narasimhan**  
**(Proprietor: BN & Associates)**  
**Company Secretaries**  
**(FCS No. 1303 COP No.: 10440)**  
**UDIN: F001303D0001054883**



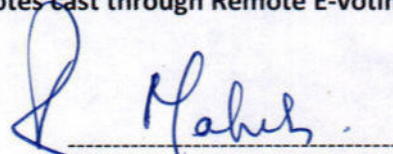
**Place: Mumbai**

**Date: September 30, 2022**

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

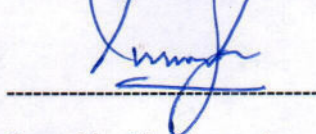


1 Ms. Saroj Narasimhan



2. Mr. R Mahesh

Countersigned and received the report:



Signed by Mr. Kumar Iyer  
Authorized by the Board



**Place: Mumbai**

**Date: 1<sup>ST</sup> OCTOBER 2022,**