

# ZODIAC

30<sup>th</sup> September, 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: Proceedings of the 38<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2022.**

We wish to inform you that in terms of the General Circular dated 5<sup>th</sup> May, 2020 read with General Circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 13<sup>th</sup> January, 2021, 8<sup>th</sup> December, 2021, 14<sup>th</sup> December, 2021 and 5<sup>th</sup> May, 2022 issued by the Ministry of Corporate Affairs ("MCA") and in compliance with the provisions of the Companies Act, 2013 ("Act") and Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 38<sup>th</sup> Annual General Meeting ("AGM") of the Company was held on Friday, 30<sup>th</sup> September, 2022 at 03:00 p. m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the business as stated in the Notice dated 12<sup>th</sup> August, 2022, convening the AGM. The proceedings of the AGM were deemed to be conducted at the Registered Office of the Company which was the deemed venue of the Meeting.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the summary of the proceedings of the 38<sup>th</sup> Annual General Meeting of the Company

Request you to kindly take the same on record.

Yours faithfully,  
**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

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## **Summary of the Proceedings of the 38<sup>th</sup> Annual General Meeting of Zodiac Clothing Company Limited**

This is to inform you that the 38<sup>th</sup> Annual General Meeting (AGM) of Zodiac Clothing Company Limited was held on Friday, 30<sup>th</sup> September, 2022 through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without physical presence of the Members at a common venue. The Company, while conducting the Meeting, adhered to the Circulars issued by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”) and considering the health and safety of all our shareholders.

In accordance with the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/Clarification dated 15<sup>th</sup> April, 2020 issued by the ICSI, the proceedings of the AGM were deemed to be conducted at the Registered Office of the Company which was the deemed Venue of the AGM.

Mr. A. Y. Noorani, Chairman, chaired the Meeting. As per the attendance records, 56 Members attended the Meeting through VC/OAVM facility. The requisite quorum being present, the Chairman called the Meeting to order. Thereafter, he introduced the Board Members and the KMPs present at the Meeting.

With the consent of the Members present at the meeting, the Notice convening the AGM, the Chairman’s Statement, the Report of Board of Directors and the Accounts for the Financial year ended 31<sup>st</sup> March, 2022 were taken as read.

The Chairman informed that pursuant to Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had provided to the Members the facility to cast their votes electronically in respect of all business mentioned in the Notice convening the 38<sup>th</sup> AGM. The remote e-voting facility was kept open for a period of 4 (four) days i.e. from Monday, 26<sup>th</sup> September, 2022 (09.00 a.m.) to Thursday, 29<sup>th</sup> September, 2022 (5.00 p.m.). Members who had not cast their votes electronically were provided an opportunity to cast their votes electronically during the Meeting.

The Company had appointed Mr. B. Narasimhan, of B N & Associates, Practising Company Secretaries, as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and voting through VC/OAVM during the AGM.

The following items of business as set out in the Notice of the AGM dated 12<sup>th</sup> August, 2022 were transacted at the Meeting:

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1. Approval of 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.
2. Approval of the Re-appointment of Mr. A. Y. Noorani (DIN: 00041686) as a Director of the Company, liable to retire by rotation.
3. Appointment of Statutory Auditors of the Company.
4. Approval of the Re-appointment of Mr. S. Y. Noorani (DIN:00068423) as the Managing Director of the Company and Remuneration payable to him.
5. Approval of the Re-appointment of Dr. Naushad Darius Forbes (DIN: 00630825) aged 62 years, as an Independent Director of the Company.
6. Approval of the material related party transaction limits with Zodiac Metropolitan Clothing GMBH.

Members were provided a facility to ask questions or express their views through the VC platform on the business to be transacted at the AGM.

Mr. A. Y. Noorani, Chairman and Mr. S. Y. Noorani, Vice Chairman & Managing Director provided satisfactory answers and clarifications to all the questions/queries raised by the members.

The Chairman informed the members that the consolidated result of the remote e-voting and e-voting at the 38<sup>th</sup> AGM on all the resolutions from Item No. 1 to 6 of the Notice shall be declared on receipt of the Scrutinizer's Report.

The Chairman, then, thanked the members present at the meeting and declared the meeting as closed.

The meeting concluded at 04:12 p.m. (including 15 minutes of e-voting).

You are requested to take the note of the same.

**For Zodiac Clothing Company Limited**

**Kumar Iyer**

**Company Secretary**

Membership No.: A9600

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