

February 24, 2015



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

Dear Sir,

Sub: Passing of Resolution through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of Zodiac Clothing Company Limited (hereinafter referred to as or the '**ZODIAC or Company**') on November 12, 2014, I have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the Special Resolution as circulated in the Postal Ballot Notice dated January 16, 2015.

To enable wider participation of shareholders SEBI, vide its circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICY CELL/2/2014 April 17, 2014, has made a provision under revised clause 35B of the Listing Agreement mandating all Companies listed on National Stock Exchange of India Limited (NSE) & BSE Limited (BSE), to provide for e-voting facility to their shareholders, in respect of all those businesses which are transacted through Postal Ballot by such Companies. This is just an extension of the earlier circular issued in July 2012 as cited above. Since ZODIAC is a listed entity, it falls within the requirements as specified in the above mentioned Circulars of SEBI and further in terms of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 22 the Companies (Management and Administration) Rules, 2014, e-voting of the Postal Ballot has been made applicable to ZODIAC

ZODIAC accordingly has made arrangements with the System Provider Karvy Computershare Private Limited, (hereinafter referred to as '**KARVY**') for providing a system of recording votes of the shareholders cast electronically through e-Voting. ZODIAC has also accordingly made arrangements through its Registrar and Transfer Agents, Karvy Computershare Private Limited (herein after referred as "**RTA**") to set up the e-Voting facility on the KARVY's e-Voting website <http://www.evoting.karvy.com>. ZODIAC has also uploaded the Postal Ballot Notice containing the Special resolution together with the explanatory statement on its website www.zodiaconline.com and that of the Service Provider KARVY. KARVY has generated Electronic Voting Event Number (EVEN) for the votes which are to be cast through e-voting mode. All necessary formalities in compliance with the requirements specified by the Companies Act 2013 and the rules framed there under have been complied with by the Service Provider KARVY, as directed by ZODIAC. Since KARVY themselves are the System provider and the RTA for ZODIAC they coordinated the activities internally. Necessary

A handwritten signature in blue ink is written over a circular stamp. The stamp contains the text 'BN & ASSOCIATES' and 'Company Secretaries' around the perimeter, with a star on each side. The center of the stamp features the letters 'BN &' in a large, bold font.

C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambalal Doshi Marg, B/H BSE, Fort, Mumbai - 400 023.
T :91 22 6623 5454 D:91 22 6623 5411 Fax:91 22 6633 1135 Cell :9820142331/9004089490
E-mail :narasimhan.b8@gmail.com // bn@karvy.com

Resi : 601/602, B-wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai - 400 037.
(T) : 91 22 2403 6596

instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dated January 16, 2015 sent to all the shareholders by Registered / Speed Post and to some, in addition to the above mode by email, wherever email id's were available as detailed elsewhere in this Report. The above activities were completed by January 23, 2015. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of January 16, 2015 (cut-off date).

Sr. No.	Type of Resolutions	Description of the resolutions
1.	<p>Special Resolution pursuant to section 188 and all other applicable provisions of the Companies Act, 2013.</p>	<p>“RESOLVED THAT pursuant to and in accordance with the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made there under or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof), approval of the members be and is hereby accorded to the re-appointment of Mr. Awais A. Noorani, son of Mr. A. Y. Noorani, Vice Chairman & Managing Director of the Company, to hold and continue to hold an Office or Place of Profit as Vice President – International Sales & Sourcing (or any other designation and roles which the Board / Committee of the Board may decide from time to time) on such remuneration, increments and positions and other terms and conditions as set out in the Explanatory Statement attached to this Notice.</p> <p>RESOLVED FURTHER that the re-appointment shall be for a period of 2 (two) years with effect from 1st February, 2015 to 31st January 2017 with remuneration being paid for such re-appointment effective 1st February, 2015 on the terms and conditions as set out in the Explanatory Statement attached to this Notice.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary, proper or expedient in connection with or incidental to give effect to this resolution.”</p>

I report that the Postal Ballot Notice dated January 16, 2015 under Section 110 of the Companies Act, 2013, read with Rule 18 and 22 of the Companies (Management and Administration) Rules, 2014 were despatched to all the shareholders numbering to 3007 by Speed Post to 2974 shareholders and by Air Mail to 33 shareholders at their Foreign address



in physical form. This is as per past practice followed by the company. The Notices sent in physical form were accompanied with self-addressed prepaid postage Business Reply Envelope which was required to be returned by the shareholders on or before 6.00 P.M., on February 22, 2015. In addition to the above, Postal Ballot Notices were also sent via electronic mode by KARVY the system provider to 1529 Shareholders at their email addresses registered with the Depository Participants as per the data downloaded from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on January 16, 2015 (cut-off date). As per the information provided by the System Provider, out of the emails sent 233 Emails had bounced. Since the Company had also sent the Postal Ballot Notices in physical form as per the approved process no further action was necessitated to be taken for the returned undelivered emails. I further report that as stated in the Postal Ballot Notice sent to the shareholders, the ZODIAC had fixed 6:00 pm on Sunday the 22nd February 2015 as the last date for receipt of Postal Ballots and for completing the E-voting. As stated in sub rule 3 of Rule 20 as well as Rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by ZODIAC in Business Standard" English Newspaper, and in "Lokmat" Marathi edition Newspaper, on January 24, 2015, informing about the completion of despatch of the Postal Ballot Notices, both by Speed Post and by email, wherever applicable, to the shareholders along with other related matters mentioned therein.

I report that I have received the Postal Ballot forms from the shareholders during the period starting from Friday, January 23, 2015 till Sunday February 22, 2015. All the Postal Ballot forms together with all votes cast by E-voting through KARVY received up to 6:00 pm on Sunday, February 22, 2015, being the last date fixed by the ZODIAC or Company for receipt of the ballot forms/e-voting, were considered for my scrutiny.

Envelopes numbering to 168 containing Postal Ballot forms returned undelivered by postal authorities were not opened and the details of the same are separately maintained by the RTA/Company.

The Postal Ballots forms received at the Registrar's address in the name of the Scrutinizer were opened and then taken up for matching with the master data base as of the cut-off date by the RTA under the instruction of the Scrutinizer at regular intervals This process was carried out on a weekly basis. The Scrutinizer was personally present with his team from 18th of January till 20th of February to complete the entire process of scrutiny for the Postal Ballots received till that date and the balance was done by the RTA in consultation with the Scrutinizer.

On Sunday February 22, 2015, after the closure of e-voting period i.e. after 6 PM, the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Shri Sameer Shaikh and Shri Suresh T Bahul witnesses not in employment of the ZODIAC, as prescribed under Sub Rule 3(xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014. Since e-Voting facility was provided by KARVY, the details of the




e-Voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly compiled by the RTA. While the details of the e-Voting was provided by the System Provider namely KARVY, the compilation of the Register, in respect of physical Postal Ballots containing the statement of shareholder's name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by the RTA which have been duly scrutinized.

On scrutiny, I report that out of A total of 3007 Shareholders 20 shareholders have exercised their vote through e-Voting and 111 Shareholders have exercised their votes through Postal Ballot Forms, as received till the last date. Further, e-voting platform was optional for the Members to cast their votes. In case the Member have cast their votes by physical ballot as well as e-voting then voting done through e-voting has been considered and voting done by physical ballot has been ignored in such cases as stated in the Postal Ballot Notice dated January 16, 2015.



The details of polling results for the item placed for consideration by the members is given below:

Item No 1. Special Resolution

“RESOLVED THAT pursuant to and in accordance with the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made there under or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof), approval of the members be and is hereby accorded to the re-appointment of Mr. Awais A. Noorani, son of Mr. A. Y. Noorani, Vice Chairman & Managing Director of the Company, to hold and continue to hold an Office or Place of Profit as Vice President – International Sales & Sourcing (or any other designation and roles which the Board / Committee of the Board may decide from time to time) on such remuneration, increments and positions and other terms and conditions as set out in the Explanatory Statement attached to this Notice.

RESOLVED FURTHER that the re-appointment shall be for a period of 2 (two) years with effect from 1st February, 2015 to 31st January 2017 with remuneration being paid for such re-appointment effective 1st February, 2015 on the terms and conditions as set out in the Explanatory Statement attached to this Notice.

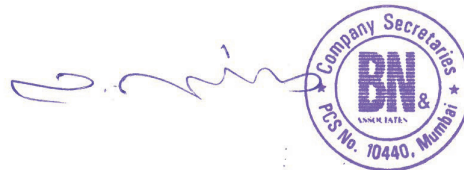
RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary, proper or expedient in connection with or incidental to give effect to this resolution.”

Total No. of Shareholders	3007		
Total No. of Shares	19436123		
Receipt of Postal Ballot Forms	From January 23, 2015 till February 22, 2015		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	20	1410656
Total Votes Cast through Postal Ballot Forms Received	B	111	309837
Grand Total of e-Voting/Postal Ballot Form (A+B)	C	131	1720493
Less: Invalid e-Voting/Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated/abstained)	D	9	36516
Net e-Voting/ Postal Ballot Forms (C-D)	E	122	1683977

NOTE:

- (i) Invalid Postal Ballot was not taken into account for counting of votes.
- (ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less
- (iii) There are Nil cases wherein the Investors voted for and against
- (iv) There are Nil cases investors were voted both in physical mode as well as in electronic mode.
- (v) The promoter group being interested parties and the Directors have abstained from voting on the resolution.**



Summary of Postal Ballot

Promoter/P ublic	No. of shares held (1)	No. of votes polled 2)	% of votes polled on outstandi ng shares (3)=[(2)/(1)]*100	No. of votes - in favour 3295(4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of votes again st on votes polled (7)=[(5)/(2)]*1 00
Promoter and Promoter Group	11601928	Abstained	Nil	Nil	Nil	Nil	Nil
Public- Institutional holders	1874121	Nil	Nil	Nil	Nil	Nil	Nil
Public- others	5960074	1683977	28.25	1683115	862	99.95	0.05
Total	19436123	1683977		1683115	862	99.95	0.05

Percentage of votes cast in favour: 99.95 Percentage of votes cast against 0.05

RESULTS:-

As the number of votes and the number of shareholders who have cast their vote in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as set forth in item No. 1 of Postal Ballot Notice dated January 16, 2015, read with section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of declaration of the results.

I further report that the Mr. A. Y. Noorani, Mr. M Y Noorani and Mr. S Y Noorani and the entire promoter group, being related to Mr. Awais and the Directors have abstained from voting on the resolution.

I further report that as per the Postal Ballot Notice dated January 16, 2015 and the Board Resolution dated November 12, 2014 the Chairman or any Director as may be authorized by the Board in this regard may declare and confirm the above results of voting by postal ballot in respect of the resolutions referred on or before February 26, 2015. The same will be displayed at the registered office of the Company located at Mumbai



The results will also be communicated to BSE and NSE where the Company's shares are listed. It will also be displayed on ZODIAC website www.zodiaconline.com as also that of the Service Provider KARVY.

I further report that Rule 22 of the Companies (Management and Administration) Rules 2014 has been duly complied with. I further report that as per the said Rules, the records maintained by me including the data as obtained from KARVY, the System Provider for the e-Voting facility extended by them as also the RTA recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number / DP ID/Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of ZODIAC after the Chairman considers, approves and signs the minutes of the meeting.

I take this opportunity to thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot of your Company.

Thanking You
Yours faithfully,

For BN & Associates
COMPANY SECRETARIES


B Narasimhan
(Proprietor)
FCS No 1303. COP No. : 10440




Place: Mumbai

Dated: February 24, 2015

Witnesses to the unblocking of e-voting after closure of e-voting period on February 22, 2015

1. Mr. Sameer Shaikh

Signature  _____

2. Mr. Suresh T Bahul

Signature  _____