

ZODIAC

12th August, 2016

National Stock Exchange of India Ltd.,
Exchange Plaza,
5th Floor, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra East, Mumbai - 400051

BSE Limited,
Corporate Relationship Department,
First Floor, New Trading Ring,
Rotunda Building, P.J. Tower,
Dalal Street,
Mumbai - 400001

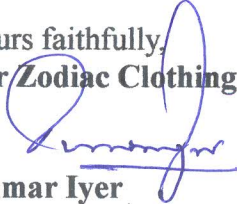
Dear Sirs,

Sub: Proceedings of the 32nd Annual General Meeting of the Company held on 11th August, 2016

Pursuant to Regulation 30 of the SEBI (Listing and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the summary of the proceedings of the 32nd Annual General Meeting held on 11th August, 2016 at Hall of Quest, Nehru Planetarium (Basement), Nehru Centre, Worli, Mumbai 400 018.

Kindly acknowledge and take the same on record.

Yours faithfully,
For **Zodiac Clothing Company Limited**


Kumar Iyer
Company Secretary
Mem No.: A 9600



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 32nd Annual General Meeting

This is to inform you that the 32nd Annual General Meeting held on Thursday, 11th August, 2016 at Hall of Quest, Nehru Planetarium (Basement), Nehru Centre, Worli, Mumbai 400 018, Maharashtra at 3:00 p.m.

Mr. M. Y. Noorani, Chairman chaired the Meeting. The requisite quorum being present, the Chairman called the Meeting in order. Thereafter, he introduced the Board Members who were present in the Meeting. Mr. M. Y. Noorani, Chairman, Mr. A. Y. Noorani, Vice Chairman and Managing Director and Mr. S. Y. Noorani, Managing Director and President provided satisfactory clarifications to all the queries raised by the members.

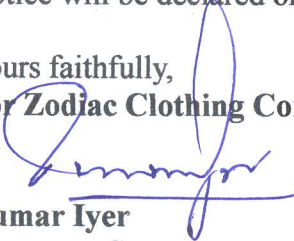
The Chairman informed that pursuant to Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had provided to the Members the facility to cast their votes electronically in respect of all businesses mentioned in the Notice. The remote e-voting facility was kept open for a period of 4 (four) days i.e. from Sunday, 7th August, 2016 (10.00 a.m.) to Wednesday, 10th August, 2016 (5.00 p.m.) Members who had not cast their votes electronically were provided an opportunity to cast their votes at the Meeting through Ballot Papers.

The following items of business as set out in the Notice of AGM dated 8th July, 2016 were transacted at the Meeting:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares.
3. 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.
4. Appointment of Auditors
5. Approval of remuneration paid / payable to Mr. S. Y. Noorani, Managing Director and President in case of no profits or inadequacy of profits.

The Chairman informed that the consolidated result of remote e-voting and voting by physical ballot on all the resolutions from Item no. 1 to 5 of the 32nd Annual General Meeting Notice will be declared on receipt of Scrutinizer's Report.

Yours faithfully,
For Zodiac Clothing Company Limited


Kumar Iyer
Company Secretary
Mem No.: A 9600



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