

# ZODIAC

12<sup>th</sup> 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: **Details of the Voting Results of the 32<sup>nd</sup> Annual General Meeting held on 11<sup>th</sup> August, 2016**

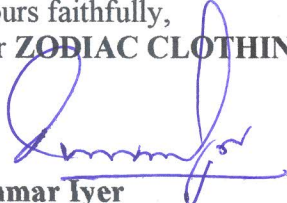
Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 attached please find the outcome of 32<sup>nd</sup> Annual General Meeting of the Company held on Thursday, 11<sup>th</sup> August 2016 at 3:00 p.m. at Hall of Quest, Nehru Planetarium (Basement), Nehru Centre, Worli, Mumbai - 400 018, Maharashtra.

The Combined Scrutinizer Report on Remote E-voting & Voting by physical ballot conducted at the 32<sup>nd</sup> Annual General Meeting of Zodiac Clothing Company Limited is enclosed.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,  
For **ZODIAC CLOTHING COMPANY LIMITED**

  
**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](http://www.zodiaconline.com)

	ZODIAC CLOTHING COMPANY LIMITED
Date of the AGM	11-08-2016
Total number of shareholders on record date	3385
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	9
Public:	42
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	ORDINARY - 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.							
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
Promoter and Promoter Group	E-Voting	11876917	11595667	97.6320	11595667	0	100.0000	0.0000
	Poll	11876917	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	0	0.0000	00	0	0.0000	0.0000
	Total	11876917	11595667	97.6320	11595667	0	100	0
Public- Institutions	E-Voting	1874121	0	0.0000	00	0	0.0000	0.0000
	Poll	1874121	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	0	0.0000	00	0	0.0000	0.0000
	Total	1874121	0	0	0	0	0	0
Public- Non Institutions	E-Voting	5768936	1382217	23.9597	1382192	25	99.9981	0.0018
	Poll	5768936	3546	0.0615	3546	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	0	0.0000	00	0	0.0000	0.0000
	Total	5768936	1385763	24.0211932	1385738	25	199.9981	0.0018
Total		19519974	12981430	66.5033	12981405	25	99.9998	0.0002



Resolution required: (Ordinary/ Special)		ORDINARY - 2. To declare dividend on Equity Shares.						
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
Promoter and Promoter Group	E-Voting	11876917	11595667	97.5768	11595667	0	100.0000	0.0000
	Poll	11876917	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>11876917</b>	<b>11595667</b>	<b>97.5768</b>	<b>11595667</b>	<b>0</b>	<b>100</b>
Public- Institutions	E-Voting	1874121	0	0.0000	00	0	0.0000	0.0000
	Poll	1874121	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>1874121</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	5768936	1382217	23.9597	1382217	25	99.9981	0.0018
	Poll	5768936	3546	0.0587	3546	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>5768936</b>	<b>1385763</b>	<b>24.01835218</b>	<b>1385738</b>	<b>25</b>	<b>199.9981</b>
<b>Total</b>		<b>19519974</b>	<b>12981430</b>	<b>66.5033</b>	<b>12981405</b>	<b>25</b>	<b>99.9998</b>	<b>0.0002</b>

Resolution required: (Ordinary/ Special)		ORDINARY - 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.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
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
Promoter and Promoter Group	E-Voting	11876917	11595667	97.6320	11595667	0	100.0000	0.0000
	Poll	11876917	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>11876917</b>	<b>11595667</b>	<b>97.63196122</b>	<b>11595667</b>	<b>0</b>	<b>100</b>
Public- Institutions	E-Voting	1874121	0	0.0000	00	0	0.0000	0.0000
	Poll	1874121	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>1874121</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	5768936	1382217	23.9597	1382192	25	99.9981	0.0018
	Poll	5768936	3546	0.0587	3546	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>5768936</b>	<b>1385763</b>	<b>24.01835218</b>	<b>1385738</b>	<b>25</b>	<b>199.9981</b>
<b>Total</b>		<b>19519974</b>	<b>12981430</b>	<b>66.5033</b>	<b>12981405</b>	<b>25</b>	<b>99.9998</b>	<b>0.0002</b>



Resolution required: (Ordinary/ Special)		ORDINARY - 4. Appointment of 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
Promoter and Promoter Group	E-Voting	11876917	11595667	97.6320	11595667	0	100.0000	0.0000
	Poll	11876917	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>11876917</b>	<b>11595667</b>	<b>97.63196122</b>	<b>11595667</b>	<b>0</b>	<b>100</b>
Public- Institutions	E-Voting	1874121	0	0.0000	00	0	0.0000	0.0000
	Poll	1874121	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>1874121</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	5768936	1382217	23.9597	1382192	25	99.9981	0.0018
	Poll	5768936	3546	0.0587	3546	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>5768936</b>	<b>1385763</b>	<b>24.01835218</b>	<b>1385738</b>	<b>25</b>	<b>199.9981</b>
<b>Total</b>		<b>19519974</b>	<b>12981430</b>	<b>66.5033</b>	<b>12981405</b>	<b>25</b>	<b>99.9998</b>	<b>0.0002</b>

Resolution required: (Ordinary/ Special)		SPECIAL - 5. Approval of remuneration paid / payable to Mr. S. Y. Noorani, Managing Director and President in case of no profits or inadequacy of profits.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
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
Promoter and Promoter Group	E-Voting	11876917	11595667	97.6320	11595667	0	100.0000	0.0000
	Poll	11876917	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>11876917</b>	<b>11595667</b>	<b>97.63196122</b>	<b>11595667</b>	<b>0</b>	<b>100</b>
Public- Institutions	E-Voting	1874121	0	0.0000	00	0	0.0000	0.0000
	Poll	1874121	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>1874121</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	5768936	1382217	23.9597	1382080	137	99.9900	0.0099
	Poll	5768936	3546	0.0587	3546	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>5768936</b>	<b>1385763</b>	<b>24.01835218</b>	<b>1385626</b>	<b>137</b>	<b>199.99</b>
<b>Total</b>		<b>19519974</b>	<b>12981430</b>	<b>66.5033</b>	<b>12981293</b>	<b>137</b>	<b>99.9989</b>	<b>0.0011</b>



Combined Scrutinizer's Report on Remote E-voting & Voting by Physical Ballot  
conducted at the 32nd AGM of ZODIAC CLOTHING COMPANY LIMITED held at  
MUMBAI on 11<sup>th</sup> August, 2016.

To,

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

32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Zodiac Clothing Company Limited held on Thursday, 11<sup>th</sup> August, 2016 at 3.00 P.M. at Hall of Quest, Nehru Planetarium (Basement), Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018

Sub: Passing of Resolution(s) through Remote E-voting process as well as Physical Ballot voting process conducted at the venue of the AGM pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of Zodiac Clothing Company Limited (*hereinafter referred to as the 'ZODIAC' or the "Company"*) at its meeting held on 8<sup>th</sup> July, 2016 had appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the Physical Ballot voting conducted at the venue of the 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of Remote E-voting and Physical Ballot voting system as prescribed under the said Rules.

**Report on Scrutiny:**

- ZODIAC had appointed Karvy Computershare Private Limited (KCPL) as the service provider, for the purpose of extending the facility of Remote E-voting to the Members of the ZODIAC. KCPL are also the Registrars and Share transfer Agents 'RTA' of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically through Remote E-voting on all the items of the business (both Ordinary and Special businesses) sought to be transacted at the 32<sup>nd</sup> Annual General Meeting ('AGM') of the ZODIAC, which was held on Thursday, 11<sup>th</sup> August, 2016.



- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.karvy.com>. The Company had uploaded all the items of the business to be transacted at the 32nd AGM on the website of ZODIAC and also the Service Provider to facilitate their Members to cast their vote through Remote E-voting.
- The cut-off date for the dispatch of the Notice of the AGM was 8<sup>th</sup> July, 2016 and as on that date, there were 3358 Members of ZODIAC. The service provider had sent the Notices of the AGM along with Annual Report and E-voting details by email to 1925 Members whose email Ids were made available by the two Depositories for the electronics shares and for those members, holding in physical form, who had registered their email Ids with the RTA by 18<sup>th</sup> July, 2016. In addition to the above, the Company has as per past practice sent the Notice of the AGM along with Annual Reports in Physical form to all the 3358 Shareholders by Courier, Speed Post and Registered Airmail. This includes those 1925 shareholders to whom the Annual Report was sent by email as well. The Notices sent (both through email and physical form) 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.
- 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 **Thursday, 4<sup>th</sup> August, 2016**.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for four days from **Sunday, 7<sup>th</sup> August, 2016 at 10:00 A.M. to Wednesday, 10<sup>th</sup> August, 2016 at 5:00 P.M.**
- The Company completed the dispatch of the notices to the members by 18<sup>th</sup> July 2016.
- As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had also released an advertisement, which was published more than 21 days before the date of the AGM in English in 'Business Standard newspaper having country-wide circulation on 21<sup>st</sup> July, 2016 and in Marathi in 'Lokmat newspaper on 21<sup>st</sup> July, 2016. 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 10<sup>th</sup> August, 2016 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 32<sup>nd</sup> AGM of the Company held on 11<sup>th</sup> August, 2016, the facility to vote through Physical Ballot was provided to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.

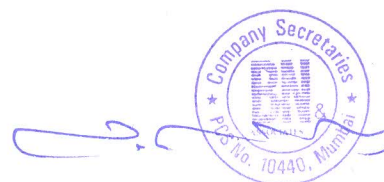


- After the voting at the AGM was concluded one ballot box kept for the purpose of casting of votes were locked in my presence with due identification marks placed by me. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses, as mentioned above, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. The ballot paper, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
- On 11<sup>th</sup> August, 2016, after tabulating the votes conducted at the venue of the AGM through Physical Ballot, the votes cast through Remote E-voting facility were duly unblocked by me as a Scrutinizer in the presence of Ms. Nutan Shirke and Mr. Prakash Gupte who acted as the witnesses, as prescribed in sub rule 4(xii) of the said Rule 20.
- Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-voting carried out by the Members together and the voting done by Physical Ballot at the venue of the AGM, the details of which are as follows:

Details	Remote E-voting	Voting through Physical Ballot at AGM	Total voting
Number of members who cast their votes	68	13	81
Total number of Shares held by them	12977884	3546	12981430
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Abstained / Invalid Votes	There were no invalid votes or abstained or not voted cases		

**Note:**

Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-voting and through Physical Ballot voting at the venue of the AGM.



## ORDINARY BUSINESS

### Item No. 1 of the Notice (As an Ordinary Resolution):

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> 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

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	12981405	99.999	25	0.001	0

Item 1 of Notice stands passed with the requisite majority

### Item No. 2 of the Notice (As an Ordinary Resolution):

To declare dividend on Equity Shares.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	12981405	99.999	25	0.001	0

Item 2 of Notice stands passed with the requisite majority

### Item No. 3 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		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	12981405	99.999	25	0.001	0

Item 3 of Notice stands passed with the requisite majority

Item No. 4 of the Notice (As an Ordinary Resolution):

To approve appointment of Auditors

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	12981405	99.999	25	0.001	0

Item 4 of Notice stands passed with the requisite majority

**SPECIAL BUSINESS**

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

Approval of remuneration paid / payable to Mr. S. Y. Noorani, Managing Director and President in case of no profits or inadequacy of profits.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	12981293	99.999	137	0.001	0

Item 5 of Notice stands passed with the requisite majority



The break-up of voting for each item of the resolution is given in a sheet attached

All the Resolutions mentioned in the AGM Notice dated 08<sup>th</sup> July, 2016 as per the details above stand passed under Remote E-voting and voting conducted at AGM through Physical Ballot paper with the requisite majority and hence deemed to be passed as on the date of the AGM.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared "INVALID/ABSTAINED", for each resolution is being delivered to the Company Secretary separately.

I hereby confirm that I am maintaining the Registers received from the Service Provider and the RTA both for votes cast through Remote E-voting and voting conduct at AGM by way of Physical Ballot means by the Members of the Company. All other relevant records relating to Remote E-voting and Physical Ballot 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

For B.N. & Associates

COMPANY SECRETARIES



CS B Narasimhan

(Proprietor)

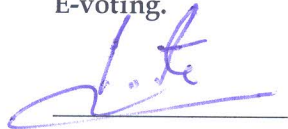
(FCS no 1303 COP no 10440)



Place: Mumbai

Date: 12<sup>th</sup> August, 2016

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



1. Prakash Gupte



2. Ms. Nutan Shirke

I have received the report:

Signature 

Signed by Mr. Kumar Iyer authorised  
by the Chairman/ Board



Place: Mumbai

Date: 12<sup>th</sup> August, 2016

**Zodiac AGM held on 11th August 2016**  
Final tally of the votes cast for the matters placed for consideration of the shareholders

Details	Ordinary / Special	Res No	Mode of voting	No of Share holders	Total Shares	FAVOUR			AGAINST			VALID VOTES POLLED		Invalid	
						No of Share holders	Shares	% age	No of Share holders	Shares	% age	No of Share holders	shares	No of Share holders	shares
Adoption of Accounts together with the Auditors and Directors Report thereon	Ordinary	1	E-Voting	68	12977884	67	12977859	99.999	1	25	0.001	68	12977884	0	0
			Voting at AGM	13	3546	13	3546	100.000	0	0	0.000	13	3546	0	0
			TOTAL	81	12981430	80	12981405	99.999	1	25	0.001	81	12981430	0	0
Declaration of Dividends	Ordinary	2	E-Voting	68	12977884	67	12977859	99.999	1	25	0.001	68	12977884	0	0
			Voting at AGM	13	3546	13	3546	100.000	0	0	0.000	13	3546	0	0
			TOTAL	81	12981430	80	12981405	99.999	1	25	0.001	81	12981430	0	0
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	Ordinary	3	E-Voting	68	12977884	67	12977859	99.999	1	25	0.001	68	12977884	0	0
			Voting at AGM	13	3546	13	3546	100.000	0	0	0.000	13	3546	0	0
			TOTAL	81	12981430	80	12981405	99.999	1	25	0.001	81	12981430	0	0
Appointment of Auditors	Ordinary	4	E-Voting	68	12977884	67	12977859	99.999	1	25	0.001	68	12977884	0	0
			Voting at AGM	13	3546	13	3546	100.000	0	0	0.000	13	3546	0	0
			TOTAL	81	12981430	80	12981405	99.999	1	25	0.001	81	12981430	0	0
Approval of remuneration paid/payable to Mr. S Y Noorani, Managing Director and President in case of no profits or inadequacy of profits	Special	5	E-Voting	68	12977884	66	12977747	99.999	2	137	0.001	68	12977884	0	0
			Voting at AGM	13	3546	13	3546	100.000	0	0	0.000	13	3546	0	0
			TOTAL	81	12981430	79	12981293	99.999	2	137	0.001	81	12981430	0	0

