

ZODIAC

29th December, 2017

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: Summary of Proceedings of the National Company Law Tribunal
Convened Meeting of the Equity Shareholders of the Company held
on 29th December, 2017**

Pursuant to Regulation 30 of the SEBI (Listing and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the summary of the proceedings of the National Company Law Tribunal Convened Meeting held on 29th December, 2017 at Hall of Quest, Nehru Planetarium (Basement), Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018, Maharashtra at 3:00 p.m.

Kindly acknowledge and 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 National Company Law Tribunal Convened Meeting of the Equity Shareholders of Zodiac Clothing Company Limited

This is to inform you that the National Company Law Tribunal (NCLT) Convened Meeting ("Meeting") of the Equity Shareholders of Zodiac Clothing Company Limited was held on Friday, 29th December, 2017 at Hall of Quest, Nehru Planetarium (Basement), Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018, Maharashtra at 3:00 p.m.

Mr. M. Y. Noorani informed that the Meeting is convened pursuant to the Order of the NCLT, Mumbai Bench dated 3rd November, 2017 in the matter of the Scheme of Amalgamation of Zodiac Finsec and Holdings Limited ("The Transferor Company") with Zodiac Clothing Company Limited ("The Transferee Company") and their respective Shareholders ("Scheme"). He further informed that vide the said Order, NCLT has appointed him as the Chairman to preside over the Meeting. The requisite quorum being present, the Chairman called the Meeting to order at 3:15 p.m. Thereafter, he introduced the Board Members present at the Meeting.

The Chairman stated that the Notice of the Meeting, Explanatory Statement under Sections 230(3) and 102 of the Companies Act, 2013 read with Rules framed thereunder and the Scheme of Merger were dispatched to all shareholders. With the permission of the Members, the Notice convening the Meeting and the annexures thereto were taken as read.

The Chairman informed the Members 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 the business mentioned in the Notice. The remote e-voting facility was kept open for a period of 4 (four) days i.e. from Monday, 25th December, 2017 (10:00 a.m.) to Thursday, 28th December, 2017 (5:00 p.m.). The Chairman requested the Members, who



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were present at the Meeting but had not cast their votes electronically to cast their votes through Ballot Papers at the Meeting.

The Chairman then informed the Members that Mr. B. Narasimhan (Proprietor BN & Associates) a practicing Company Secretary, has been appointed as the Scrutinizer by the NCLT, Mumbai to conduct the e-voting process and voting through ballot papers at this Meeting in an independent and fair manner.

The following item of business as set out in the Notice of the NCLT convened Meeting dated 22nd November, 2017 was transacted at the Meeting:

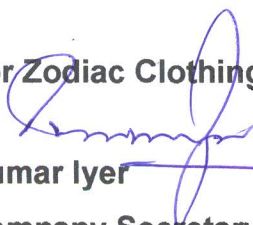
1. To Approve the Scheme of Amalgamation between Zodiac Finsec And Holdings Limited ("Transferor Company") and Zodiac Clothing Company Limited ("Transferee Company") and their respective shareholders in accordance with and on the terms and conditions as stated in the Scheme of Amalgamation.

The Chairman then invited the Members to speak at the Meeting on the proposed resolution.

Mr. M. Y. Noorani, Chairman, Mr. A. Y. Noorani, Vice Chairman and Mr. S. Y. Noorani, Managing Director and President provided satisfactory clarifications to all the queries raised by the members.

The Chairman thanked the Members for attending and participating in the Meeting and requested the Members to kindly cast their votes. The Chairman then informed the Members that the consolidated result of remote e-voting and voting by physical ballot on the resolution of the NCLT Convened Meeting Notice shall be declared on receipt of the Scrutinizer's Report.

For Zodiac Clothing Company Limited


Kumar Iyer
Company Secretary



Membership No.: A9600

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