

ZODIAC

27th May 2017

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

Mumbai – 400 051

BSE Limited
Corporate Relationship Department
First Floor, New Trading Ring
Rotunda Building, P.J. Tower
Dalal Street
Mumbai – 400 001

Dear Sirs,

Subject: Declaration of Result of Resolutions passed through Postal Ballot

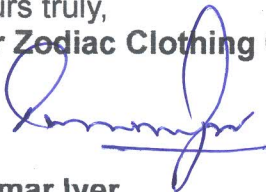
We refer to our letter dated 25th April 2017 and are to inform you that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Shareholders, through Postal Ballot process, have accorded their consent to all the three special resolutions as proposed in the Notice dated 29th March, 2017 with the requisite majority.

Pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015, enclosed is a copy of the report dated 27th May 2017 of the Scrutinizer, Mr. B. Narasimhan, proprietor BN & Associates, Company Secretaries containing the resolutions passed, the voting results thereon and the summary of the scrutinizer's report, as required under Rule 25(1)(b)(ii) of the Companies (Management and Administration) Rules, 2014.

The results were declared on 27th May 2017 and displayed on the website of the Company www.zodiaconline.com.

Request you to kindly take the same on record.

Yours truly,
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.

Trademark Under Licence From Metropolitan Trading Co.

www.zodiaconline.com

| | |
|---|---------------------------------|
| Company Name | ZODIAC CLOTHING COMPANY LIMITED |
| Date of the Postal Ballot | 26/05/2017 |
| Total number of shareholders on record date | 3690 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 0 |
| Public: | 0 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | 0 |
| Public: | 0 |

| | | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | SPECIAL RESOLUTION NO. 1 - Re- appointment of Mr. S. Y. Noorani (DIN: 00068423) as Managing Director and President of the Company and the remuneration payable to him | | | | | | | |
| 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 | 12014741 | 11733491 | 97.659 | 11733491 | 0 | 100.000 | 0.000 |
| | Poll | | 0 | 0.000 | 00 | 0 | 0.000 | 0.000 |
| | Postal Ballot (if applicable) | | 0 | 0.000 | 00 | 0 | 0.000 | 0.000 |
| Public- Institutions | E-Voting | 2063021 | 0 | 0.000 | 00 | 0 | 0.000 | 0.000 |
| | Poll | | 0 | 0.000 | 00 | 0 | 0.000 | 0.000 |
| | Postal Ballot (if applicable) | | 0 | 0.000 | 00 | 0 | 0.000 | 0.000 |
| Public- Non Institutions | E-Voting | 5442212 | 3081546 | 56.623 | 3081409 | 137 | 99.996 | 0.004 |
| | Poll | | 0 | 0.000 | 00 | 0 | 0.000 | 0.000 |
| | Postal Ballot (if applicable) | | 2885 | 0.053 | 2665 | 220 | 92.374 | 7.626 |
| | Total | 19519974 | 14817922 | 75.912 | 14817565 | 357 | 99.998 | 0.002 |

For ZODIAC CLOTHING CO. LTD.

COMPANY SECRETARY



| Resolution required: (Ordinary/ Special) | SPECIAL RESOLUTION NO. 2 - To approve payment of Commission to Mr. A. Y. Noorani (DIN: 00041686) Non-Executive Director and Vice Chairman of the Company | | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|--|
| 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 | 12014741 | 11733491 | 97.659 | 11733491 | 0 | 100.000 | 0.000 | |
| | Poll | | 0 | 0.000 | 00 | 0 | 0.000 | 0.000 | |
| | Postal Ballot (if applicable) | | 0 | 0.000 | 00 | 0 | 0.000 | 0.000 | |
| Public- Institutions | E-Voting | 2063021 | 0 | 0.000 | 00 | 0 | 0.000 | 0.000 | |
| | Poll | | 0 | 0.000 | 00 | 0 | 0.000 | 0.000 | |
| | Postal Ballot (if applicable) | | 0 | 0.000 | 00 | 0 | 0.000 | 0.000 | |
| Public- Non Institutions | E-Voting | 5442212 | 3081546 | 56.623 | 3081409 | 137 | 99.996 | 0.004 | |
| | Poll | | 0 | 0.000 | 00 | 0 | 0.000 | 0.000 | |
| | Postal Ballot (if applicable) | | 2885 | 0.053 | 2665 | 220 | 92.374 | 7.626 | |
| | Total | 19519974 | 14817922 | 75.912 | 14817565 | 357 | 99.998 | 0.002 | |

| Resolution required: (Ordinary/ Special) | SPECIAL RESOLUTION NO. 3 - Revision in the Remuneration payable to Mr. Awais Noorani, Vice President- International Sales & Sourcing | | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|--|
| 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 | 12014741 | 0 | 0.000 | 00 | 0 | 0.000 | 0.000 | |
| | Poll | | 0 | 0.000 | 00 | 0 | 0.000 | 0.000 | |
| | Postal Ballot (if applicable) | | 0 | 0.000 | 00 | 0 | 0.000 | 0.000 | |
| Public- Institutions | E-Voting | 2063021 | 0 | 0.000 | 00 | 0 | 0.000 | 0.000 | |
| | Poll | | 0 | 0.000 | 00 | 0 | 0.000 | 0.000 | |
| | Postal Ballot (if applicable) | | 0 | 0.000 | 00 | 0 | 0.000 | 0.000 | |
| Public- Non Institutions | E-Voting | 5442212 | 3081546 | 56.623 | 3081409 | 137 | 99.996 | 0.004 | |
| | Poll | | 0 | 0.000 | 00 | 0 | 0.000 | 0.000 | |
| | Postal Ballot (if applicable) | | 2885 | 0.053 | 2665 | 220 | 92.374 | 7.626 | |
| | Total | 19519974 | 3084431 | 15.801 | 3084074 | 357 | 99.988 | 0.012 | |

For ZODIAC CLOTHING CO. LTD.

COMPANY SECRETARY



May 27, 2017

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 Resolutions through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of ZODIAC CLOTHING COMPANY LIMITED (hereinafter referred to as 'ZODIAC' or the "Company") on February 14, 2017 I have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of all the Special Resolutions as circulated in the Postal Ballot Notice dated March 29, 2017.

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, and in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as per the provisions of Section 108 and 110 of the Act read with the Rules framed thereunder, the Company had provided electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. This is a mandatory requirement for 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. Since ZODIAC is a listed entity, it falls within the ambit as specified in the above mentioned Circulars issued by SEBI. 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, (as amended), e-voting on the Postal Ballot has been made applicable to the Company.

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. The Company 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 <https://www.evoting.karvy.com>. ZODIAC has also uploaded the Postal Ballot Notice containing the resolutions together with the explanatory statement on its website www.zodiaconline.com as well as that of the Service Provider KARVY.



C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambabal 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

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 have coordinated the activities internally. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dated March 29, 2017 sent to all the shareholders by Courier/ Airmail and by email, wherever email id's were available as detailed elsewhere in this Report. The above activities were completed by April 25, 2017 The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of April 21, 2017, (cut-off date). The items for which the Special Resolutions proposed to be approved by the shareholders of ZODIAC are as per Notice dated March 29, 2017 as per the items mentioned hereunder.

| S. No. | Type of Resolutions | Description of the resolutions |
|--------|---|--|
| 1. | <u>As a Special Resolution</u> Re-appointment of Mr. S. Y. Noorani (DIN: 00068423) as Managing Director and President of the Company and the remuneration payable to him | As per item no. 1 of the Postal Ballot notice Dated March 29, 2017 |
| 2. | <u>As a Special Resolution</u> To approve payment of Commission to Mr. A. Y. Noorani (DIN: 00041686) Non-Executive Director and Vice Chairman of the Company | As per item no. 2 of the Postal Ballot notice Dated March 29, 2017 |
| 3. | <u>As a Special Resolution</u> Revision in the Remuneration payable to Mr. Awais Noorani, Vice President- International Sales & Sourcing | As per item no. 3 of the Postal Ballot notice Dated March 29, 2017 |

I report that the Postal Ballot Notice dated March 29, 2017 as per provisions of 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 3645 by Courier and by Air Mail to 45 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 5.00 P.M., on Friday May 26, 2017.



In addition to the above, Postal Ballot Notices were also sent via electronic mode by KARVY the system provider to 2304 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 April 21, 2017 (cut-off date). Where the emails had bounced, since the RTA had also sent physical ballots to all the shareholders, no further action was necessitated. I further report that as stated in the Postal Ballot Notice sent to the shareholders, the Company had fixed 5:00 pm on Friday May 26, 2017 as the last date for receipt of Postal Ballots and for completing the E-voting.

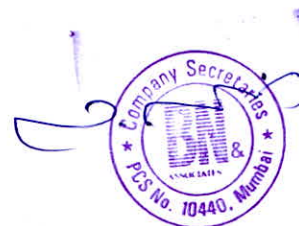
As stated in sub rule 4(v) of Rule 20 as well as sub rule 3 of Rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in Business Standard English Newspaper, on April 26, 2017 and in Lokmat Marathi edition Newspaper, on April 27, 2017 informing about the completion of despatch of the Postal Ballot Notices, by Courier/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 Thursday, April 27, 2017 till Friday May 26, 2017. All the Postal Ballot forms together with all votes cast by E-voting through KARVY received and recorded up to 5:00 pm on, Friday May 26, 2017 being the last date fixed by the Company for receipt of the ballot forms/e-voting, was considered for my scrutiny.

Envelopes numbering to **19** containing Postal Ballot forms returned undelivered by postal authorities were not opened and the details of the same are separately maintained by the 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 my instruction at regular intervals This process was carried out on a weekly basis.

On Friday May 26, 2017, after the closure of e-voting period till 5.00 P.M., the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of **Mr. Prakash Gupte** and **Mr. Suresh T Bahul** Witnesses, not in employment of the Company as prescribed under Sub Rule 4(xii) 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 3690 shareholders holding shares as on the cut-off date, 77 shareholders have exercised their vote through e-Voting and 11 shareholders have exercised their votes through Postal Ballot Forms, as received till the last date as confirmed by Karvy.

The details of Postal ballot results for the items placed for consideration by the members are given below:

Item No 1. Special Resolution

1. Re- appointment of Mr. S. Y. Noorani (DIN: 00068423) as Managing Director and President of the Company and the remuneration payable to him.

“RESOLVED THAT pursuant to and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and rules issued thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) (collectively, the **“Act”**), approval of the Members be and is hereby accorded to the re-appointment of Mr. S. Y. Noorani (DIN: 00068423) as Managing Director and President of the Company, for a period of 3 (three) years with effect from 1st March, 2017, on the terms and conditions including remuneration contained in the agreement executed with Mr. S. Y. Noorani, and set out in the Explanatory Statement attached to this Notice, with liberty to the Board of Directors (hereinafter referred to as **“the Board”** which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment, including remuneration, as it may deem fit and as mutually agreed with Mr. S. Y. Noorani.

RESOLVED FURTHER THAT pursuant to applicable provisions of the Act and rules, the Members do hereby approve the remuneration as set out in the Explanatory Statement attached to this Notice in case of no profits or inadequacy of profits, subject to the same not exceeding the limits as prescribed under the proviso to Part A of Section II of Part II of Schedule V to the Act.

RESOLVED FURTHER THAT the Mr. M. Y. Noorani, Mr. A. Y. Noorani, Directors and Mr. Kumar Iyer, Company Secretary of the Company be and are hereby severally authorised to take all such steps and to do all such acts, deeds and thing as may be necessary, proper or expedient to give effect to this resolution.”

| | | | |
|---|---------------------------------------|-----------------|------------------|
| Total No. of Shareholders | 3690 | | |
| Total No. of Shares | 19519974 | | |
| Receipt of Postal Ballot Forms | From April 27, 2017 till May 26, 2017 | | |
| | | Number of Votes | Number of Shares |
| Total votes cast through e-Voting | A | 77 | 14815037 |
| Total Votes Cast through Postal Ballot Forms Received | B | 11 | 3345 |
| Grand Total of e-Voting/Postal Ballot Form (A+B) | C | 88 | 14818382 |
| Less: Invalid e-Voting/ Postal Ballot Forms *(On account of signature mismatch, | D | 1 | 460 |



| | | | |
|--|---|----|----------|
| for/against option not indicated/abstained/less voted) | | | |
| Net e-Voting/ Postal Ballot Forms (C-D) | E | 87 | 14817922 |

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*

Summary of Postal Ballot

| Promoter/ Public | No. of shares held (1) | No. of votes polled 2) | % of votes polled on outstand ing 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 | 12014741 | 11733491 | 97.659 | 11733491 | 0 | 100.00 | 0 |
| Public- Institutional holders | 2063021 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- others | 5442212 | 3084431 | 56.676 | 3084074 | 357 | 99.988 | 0.012 |
| Total | 19519974 | 14817922 | 75.912 | 14817565 | 357 | 99.998 | 0.002 |

Percentage of votes cast in favour: 99.998%. Percentage of votes cast against: 0.002%

RESULTS:-

As the number of votes cast 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 March 29, 2017 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on May 26, 2017 i.e. the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.



Item No 2. Special Resolution

2. To approve payment of Commission to Mr. A. Y. Noorani (DIN: 00041686) Non-Executive Director and Vice Chairman of the Company

“RESOLVED THAT pursuant to the provisions of Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and rules issued thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members be and is hereby accorded for the payment of Commission to Mr. A. Y. Noorani, Non-Executive Director and Vice Chairman of the Company, of such amount not exceeding 5% (five per cent) of the Net Profits of the Company as the Board of Directors (which term shall include the Nomination & Remuneration Committee of the Board) shall determine for each financial year or part thereof w.e.f. 1st April 2017.

RESOLVED FURTHER THAT Mr. M. Y. Noorani, Mr. S. Y. Noorani, Directors and Mr. Kumar Iyer, Company Secretary of the Company be and are hereby severally authorised to take all such steps and to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

| | | | |
|--|---------------------------------------|-----------------|------------------|
| Total No. of Shareholders | 3690 | | |
| Total No. of Shares | 19519974 | | |
| Receipt of Postal Ballot Forms | From April 27, 2017 till May 26, 2017 | | |
| | | Number of Votes | Number of Shares |
| Total votes cast through e-Voting | A | 77 | 14815037 |
| Total Votes Cast through Postal Ballot Forms Received | B | 11 | 3345 |
| Grand Total of e-Voting/Postal Ballot Form (A+B) | C | 88 | 14818382 |
| Less: Invalid e-Voting/ Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated/abstained/less voted) | D | 1 | 460 |
| Net e-Voting/ Postal Ballot Forms (C-D) | E | 87 | 14817922 |

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

Summary of Postal Ballot



| Promoter/ Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstand ing 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)]*1 00 |
|--------------------------------------|---------------------------------|----------------------------------|---|---------------------------------------|-------------------------------------|---|--|
| Promoter and Promoter Group | 12014741 | 11733491 | 97.659 | 11733491 | 0 | 100.00 | 0 |
| Public- Institutional holders | 2063021 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- others | 5442212 | 3084431 | 56.676 | 3084074 | 357 | 99.988 | 0.012 |
| Total | 19519974 | 14817922 | 75.912 | 14817565 | 357 | 99.998 | 0.002 |

Percentage of votes cast in favour: 99.998%. Percentage of votes cast against: 0.002%

RESULTS:-

As the number of votes cast 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. 2 of Postal Ballot Notice dated March 29, 2017 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on May 26, 2017 i.e. the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

Item No 3. Special Resolution

3. Revision in the Remuneration payable to Mr. Awais Noorani, Vice President- International Sales & Sourcing

“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 Rules issued there under and 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 for Mr. Awais A. Noorani, relative of Director/s, to 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 revised annual remuneration, increments and other terms and conditions effective from 1st February, 2017 as set out in the Explanatory Statement attached to this Notice.



RESOLVED FURTHER THAT Mr. M. Y. Noorani, Mr. A. Y. Noorani, Mr. S. Y. Noorani, Directors and Mr. Kumar Iyer, Company Secretary of the Company be and are hereby severally authorised to take all such steps and to do all such acts, deeds and thing as may be necessary, proper or expedient to give effect to this resolution.”

| | | | |
|--|---------------------------------------|-----------------|------------------|
| Total No. of Shareholders | 3690 | | |
| Total No. of Shares | 19519974 | | |
| Receipt of Postal Ballot Forms | From April 27, 2017 till May 26, 2017 | | |
| | | Number of Votes | Number of Shares |
| Total votes cast through e-Voting | A | 77 | 14815037 |
| Total Votes Cast through Postal Ballot Forms Received | B | 11 | 3345 |
| Grand Total of e-Voting/Postal Ballot Form (A+B) | C | 88 | 14818382 |
| Less: Invalid e-Voting/ Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated/abstained/less voted) | D | 15 | 11733951* |
| Net e-Voting/ Postal Ballot Forms (C-D) | E | 73 | 3084431 |

***Includes 14 cases holding 11733491 shares held by the promoter group who had abstained from voting**

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*

Summary of Postal Ballot

| Promoter/ Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstand ing 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 | 12014741 | 0 | 0 | 0 | 0 | 0 | 0 |



| | | | | | | | |
|------------------------------|-----------------|----------------|---------------|----------------|------------|---------------|--------------|
| Promoter Group | | | | | | | |
| Public-Institutional holders | 2063021 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-others | 5442212 | 3084431 | 56.676 | 3084074 | 357 | 99.988 | 0.012 |
| Total | 19519974 | 3084431 | 15.801 | 3084074 | 357 | 99.988 | 0.012 |

Percentage of votes cast in favour: 99.988%. Percentage of votes cast against: 0.012%

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 abstained from voting on the resolution.

RESULTS:-

As the number of votes cast 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. 3 of Postal Ballot Notice dated March 29, 2017 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on May 26, 2017 i.e. the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

I further report that as per the Postal Ballot Notice dated March 29, 2017 and the Board Resolution dated February 14, 2017 the Chairman or Managing Director & President or Company Secretary being the authorized person in that behalf may declare and confirm the above results of voting by postal ballot in respect of the resolutions referred, on or before May 29, 2017. The same will be displayed at the registered office of ZODIAC located at Mumbai.

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

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 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 1303 COP No. : 10440



Place: Mumbai

Dated: May 27, 2017

The following were the witnesses to the unblocking of e-voting, on May 26, 2017, on closure of e-voting period.

1. Mr. Suresh T Bahul

2. Mr. Prakash Gupte

Signature _____



Signature _____

