

ZODIAC

30th August, 2018

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

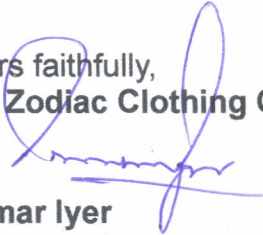
Dear Sirs,

**Sub: Proceedings of the 34th Annual General Meeting of the Company held
on 30th August, 2018**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the summary of the proceedings of the 34th Annual General Meeting of the Company held on 30th August, 2018 at Nehru Centre, Hall of Culture, 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.: 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 34th Annual General Meeting of Zodiac Clothing Company Limited

This is to inform you that the 34th Annual General Meeting (AGM) of Zodiac Clothing Company Limited was held on Thursday, 30th August, 2018 at Nehru Centre, Hall of Culture, Worli, Mumbai - 400 018, Maharashtra at 3:00 p.m.

In the absence of Mr. M. Y. Noorani, Chairman of the Company, Mr. A. Y. Noorani, Vice Chairman chaired the Meeting. The requisite quorum being present, the Chairman called the Meeting to order. Thereafter, he introduced the Board Members present at the Meeting. 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 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 business mentioned in the Notice. The remote e-voting facility was kept open for a period of 4 (four) days i.e. from Sunday, 26th August, 2018 (10.00 a.m.) to Wednesday, 29th August, 2018 (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 the AGM dated 31st July, 2018 were transacted at the Meeting:

1. Approved the Audited Balance Sheet as at 31st March 2018 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. Approved the declaration of dividend on Equity Shares at the rate of Re. 1 per Equity Shares (i.e. @ 10%).
3. Approved the Re-appointment of Mr. A. Y. Noorani (DIN: 00041686) as a Director of the Company, liable to retire by rotation.



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4. Approved the appointment of Dr. Naushad Forbes (DIN: 00630825) as the Independent Director of the Company.
5. Approved the Issuance of Convertible Warrants on Preferential Basis.
6. Approved the Issuance of Equity Shares on Preferential Basis.
7. Approved the Continuation of Directorship of Mr. M. Y. Noorani (DIN: 00041608) as the Non-Executive Director of the Company.
8. Approved the Continuation of Directorship of Mr. S. R. Iyer (DIN: 00580437) as the Non-Executive Independent Director of the Company.
9. Approved the Continuation of Directorship of Mr. Y. P. Trivedi (DIN: 00001879) as the Non-Executive Independent Director of the Company.
10. Approved the Continuation of Directorship of Mr. M. L. Apte (DIN: 00003656) as the Non-Executive Independent Director of the Company.

The Chairman informed the members that the consolidated result of remote e-voting and voting by physical ballot on all the resolutions from Item No. 1 to 10 of the 34th Annual General Meeting Notice shall be declared on receipt of Scrutinizer's Report.

For Zodiac Clothing Company Limited


Kumar Iyer
Company Secretary
Membership No.: A9600



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