

ZODIAC

11th August, 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: **Details of the Voting Results of the 33rd Annual General Meeting held on 10th August, 2017**

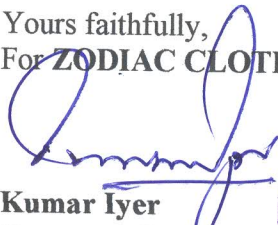
Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 attached please find the voting results of the 33rd Annual General Meeting of the Company held on Thursday, 10th August 2017 at 3:00 p.m. at Nehru Centre, Hall of Culture, Worli, Mumbai - 400 018, Maharashtra.

The Combined Scrutinizer Report on Remote E-voting & Voting by physical ballot conducted at the 33rd Annual General Meeting of Zodiac Clothing Company Limited is attached.

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

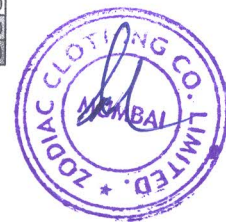
	ZODIAC CLOTHING COMPANY LIMITED
Date of the AGM/EGM	10-08-2017
Total number of shareholders on record date	3680
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	9
Public:	33
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1								
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Balance Sheet as at 31st March 2017 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	Votes Invalid
Promoter and Promoter Group	E-Voting	12014741	11733491	97.659	11733491	0	100.000	0.0000	0
	Poll		0	0.000	00	0	0.000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.0000	0
	Total		11733491	97.659	11733491	0	100.000	0	0
Public- Institutions	E-Voting	2063021	0	0.000	00	0	0.000	0.0000	0
	Poll		0	0.000	00	0	0.000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.0000	0
	Total		0	0.000	0	0	0.000	0	0
Public- Non Institutions	E-Voting	5442212	474400	8.717	474375	25	99.995	0.0052	0
	Poll		321	0.006	321	0	100.000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.0000	0
	Total		474721	8.723	474696	25	99.995	0.0053	0
Total		19519974	12208212	62.542	12208187	25	100.000	0.0002	0



Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - 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	Votes Invalid
Promoter and Promoter Group	E-Voting	12014741	11733491	97.659	11733491	0	100.000	0.0000	0
	Poll		0	0.000	00	0	0.000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.0000	0
	Total		11733491	97.659	11733491	0	100.000	0	0
Public- Institutions	E-Voting	2063021	0	0.000	00	0	0.000	0.0000	0
	Poll		0	0.000	00	0	0.000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.0000	0
	Total		0	0.000	0	0	0.000	0	0
Public- Non Institutions	E-Voting	5442212	474375	8.717	474375	0	100.000	0.0000	25
	Poll		321	0.006	321	0	100.000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.0000	0
	Total		474696	8.723	474696	0	100.000	0	25
Total		19519974	12208187	62.542	12208187	0	100.000	0.0000	25

Resolution No.	3								
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. S. Y. Noorani (DIN: 00068423), who retires by rotation and being eligible, offers himself for re-appointment.								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	12014741	11733491	97.659	11733491	0	100.000	0.0000	0
	Poll		0	0.000	00	0	0.000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.0000	0
	Total		11733491	97.659	11733491	0	100.000	0	0
Public- Institutions	E-Voting	2063021	0	0.000	00	0	0.000	0.0000	0
	Poll		0	0.000	00	0	0.000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.0000	0
	Total		0	0.000	0	0	0.000	0	0
Public- Non Institutions	E-Voting	5442212	474400	8.717	474263	137	99.971	0.0288	0
	Poll		321	0.006	321	0	100.000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.0000	0
	Total		474721	8.723	474584	137	99.971	0.0289	0
Total		19519974	12208212	62.542	12208075	137	99.999	0.0011	0



Resolution No.	4								
Resolution required: (Ordinary/ Special)	ORDINARY - 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	Votes Invalid
Promoter and Promoter Group	E-Voting	12014741	11733491	97.659	11733491	0	100.000	0.0000	0
	Poll		0	0.000	00	0	0.000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.0000	0
	Total		11733491	97.659	11733491	0	100.000	0	0
Public- Institutions	E-Voting	2063021	0	0.000	00	0	0.000	0.0000	0
	Poll		0	0.000	00	0	0.000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.0000	0
	Total		0	0.000	0	0	0.000	0	0
Public- Non Institutions	E-Voting	5442212	474400	8.717	474375	25	99.995	0.0052	0
	Poll		321	0.006	321	0	100.000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.0000	0
	Total		474721	8.723	474696	25	99.995	0.0053	0
Total		19519974	12208212	62.542	12208187	25	100.000	0.0002	0

For ZODIAC CLOTHING CO. LTD.

COMPANY SECRETARY.



**Combined Scrutinizer's Report on Remote E-voting & Voting by Physical Ballot
conducted at the 33rd AGM of ZODIAC CLOTHING COMPANY LIMITED held at
MUMBAI on August 10, 2017.**

To,

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

33rd Annual General Meeting of the Equity Shareholders of Zodiac Clothing Company Limited held on Thursday, 10th August 2017 at 3.00 P.M. at Nehru Centre Hall of Culture, Dr. Annie Besant Road, Worli, Mumbai - 400018

Sub: Passing of Resolution(s) through Remote E-voting process as well as voting through Physical Ballot 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 May 30, 2017 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 33rd Annual General Meeting ('AGM') of the ZODIAC, which was held on Thursday, August 10, 2017.



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

- 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 33rd 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 7th July, 2017 and as on that date, there were 3636 Members of ZODIAC. The service provider had sent the Notices of the AGM along with Annual Report and E-voting details by email to 2330 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 July 18, 2017. In respect of the balance 1306 shareholders the Company sent the Notice of the AGM along with Annual Reports in Physical form by Courier, Speed Post and Registered Airmail. 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 **Friday, August 4, 2017**.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for three days from **Sunday, August 6, 2017 at 10:00 A.M. to Wednesday, August 9, 2017 at 5:00 P.M.**
- The Company completed the dispatch of the notices to the members by 17th July 2017.
- 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 18th July, 2017 and in Marathi in 'Lokmat newspaper on 18th July, 2017. 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 August 9, 2017 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 33rd AGM of the Company held on August 10, 2017, 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



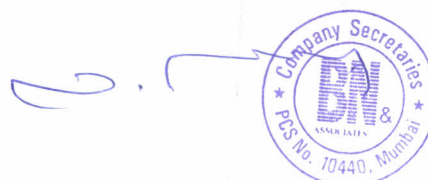
presence of two witnesses, as mentioned above, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. The ballot paper, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

- On August 10, 2017, 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. Rishi Jaiswal and Mr. Akhil Jain 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	63	10	73
Total number of Shares held by them	12207891	321	12208212
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Abstained / Less voted / Invalid Votes	As mentioned under each item of the resolution		

Notes:

1. 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.
2. Break up votes cast through remote e-voting and through voting at the meeting through physical ballot is given in a separate sheet attached.



ORDINARY BUSINESS

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

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2017 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		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	12208187	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		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	12208187	100.00	0	0	25

Item 2 of Notice stands passed unanimously



Item No. 3 of the Notice (As an Ordinary Resolution):

To appoint a Director in place of Mr. S. Y. Noorani (DIN: 00068423), 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		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	12208075	99.999	137	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 and fix their remuneration

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	12208187	99.999	25	0.001	0

Item 4 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 May 30, 2017 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) or a soft copy 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: August 11, 2017

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



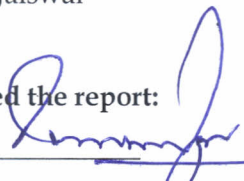
1. Ms. Rishi Jaiswal



2. Mr. Akhil Jain

I have received the report:

Signature



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



Place: Mumbai

Date: August 11, 2017

Zodiac 33rd AGM held on 10th 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	TOTAL VOTES CAST		FAVOUR			AGAINST			VALID VOTES POLLED		INVALID/ ABSTAINED
				No of Share holders	Total Shares	No of Share holders	Shares	% age	No of Share holders	Shares	% age	No of Share holders	shares	shares
Adoption of Accounts together with the Auditors and Directors Report thereon			E-Voting	63	12207891	62	12207866	99.999	1	25	0.001	63	12207891	0
	Ordinary	1	Voting at AGM	10	321	10	321	100.000	0	0	0.000	10	321	0
			TOTAL	73	12208212	72	12208187	99.999	1	25	0.001	73	12208212	0
Declaration of Dividends			E-Voting	63	12207891	62	12207866	100.000	0	0	0.000	62	12207866	25
	Ordinary	2	Voting at AGM	10	321	10	321	100.000	0	0	0.000	10	321	0
			TOTAL	73	12208212	72	12208187	100.000	0	0	0.000	72	12208187	25
To appoint a Director in place of Mr. S Y Noorani (DIN 00068423) who retires by rotation and being eligible offers himself for re-appointment			E-Voting	63	12207891	61	12207754	99.999	2	137	0.001	63	12207891	0
	Ordinary	3	Voting at AGM	10	321	10	321	100.000	0	0	0.000	10	321	0
			TOTAL	73	12208212	71	12208075	99.999	2	137	0.001	73	12208212	0
Appointment of Auditors and fixing their remuneration			E-Voting	63	12207891	62	12207866	99.999	1	25	0.001	63	12207891	0
	Ordinary	4	Voting at AGM	10	321	10	321	100.000	0	0	0.000	10	321	0
			TOTAL	73	12208212	72	12208187	99.999	1	25	0.001	73	12208212	0

