

ZODIAC

Date: 4th July, 2025

Manager - Listing Compliance National Stock Exchange of India Limited 'Exchange Plaza'. C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Scrip Code: - ZODIACLOTH	The Chief General Manager Listing Operation, BSE Limited, 20 th Floor, P. J. Towers, Dalal Street, Mumbai – 400 001. Scrip Code: - 521163
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Sub: Disclosure under regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Corrigendum for Postal Ballot Notice of the shareholder of Zodiac Clothing Company Limited.

Dear Sir/Madam,

Pursuant to the captioned subject and in continuation to our intimation dated 18th June, 2025 we are submitting herewith the Corrigendum for Postal Ballot Notice dated 18th June, 2025 of the shareholders of Zodiac Clothing Company Limited.

The Corrigendum has been circulated to the shareholders of the Company on 4th July, 2025 and is enclosed herewith for your reference.

The copy of the said Corrigendum to the Postal Ballot Notice is also uploaded on the website of the Company at www.Zodiaconline.com under Investor Relations tab.

Kindly take the above information on your records.

For **Zodiac Clothing Company Limited**

Kumar Iyer
V.P. Legal & Company Secretary
Membership No. 9600

Date: 4th July, 2025

Place: Mumbai

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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4th July, 2025

CORRIGENDUM TO THE NOTICE OF POSTAL BALLOT OF ZODIAC CLOTHING COMPANY LIMITED ISSUED TO THE MEMBERS ON 18TH JUNE, 2025.

This is with reference to the Notice of Postal Ballot issued to the members of Zodiac Clothing Company Limited ("Company") on 18th June, 2025 and the ongoing e-voting from Thursday, 19th June, 2025, 9:00 a.m. (IST) to Friday, 18th July, 2025, 5:00 p.m. (IST).

This corrigendum is being issued to inform the members of the Company about certain Addition/Rectification in the Explanatory Statement of Item No. 1 of the Notice of Postal Ballot dated 18th June, 2025 as detailed below:

Item No. 1 - Point No. 4 of the Postal Ballot Notice dated 18th June, 2025, stands amended, substituted and shall be read as under:

Point No. 4: Basis on which the price has been arrived at:

The equity shares of the Company are listed on the BSE Limited ("BSE") and National Stock Exchange of India Limited (NSE)

The issue of Equity Shares on preferential basis to the Promoters will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the Regulation 164(4) of Chapter V of SEBI (ICDR) Regulations, 2018.

As per Regulations 164(5) of SEBI (ICDR) Regulations, 2018 frequently traded shares mean the shares of an issuer, in which the traded turnover on any stock exchange during 240 trading days preceding the relevant date is at least ten percent of the total number of shares of such class of shares of the issuer.

As per the said definition, the total traded turnover of the company during the 240 trading days preceding the relevant date is more than ten percent of the total number of shares of such class of shares of the issuer. Accordingly, the shares are frequently traded.

For the purpose of computation of the issue price per equity share, National Stock Exchange of India Limited is the Stock Exchange that has higher trading volume during the preceding 240 trading days prior to the Relevant Date has been considered.

The provisions of Regulations 164(1) of Chapter V of the SEBI (ICDR) Regulations prescribe the minimum price at which the Preferential Issue may be made.

In terms of the SEBI ICDR Regulations, the floor price at which the Equity Shares can be issued is Rs. 111.45/- per Share, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

- a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 103.06/- per equity share;
- b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 111.45/- per equity share.
- c) Floor price determined in accordance with the provisions of the Articles of Association of the Company is Rs. 111.45/- per Equity Share.

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The floor price has been determined based as per the Valuation Report dated 4th July, 2025 issued by CA Payal Gada (Membership No. 110424) proprietress of M/s Payal Gada & Co. (Firm Regn. No. 148529W) and also an Independent Registered Valuer with IBBI Registration Number.: IBBI/RV/06/2019/11170, certifying compliance for the Proposed Preferential Issue of the Company, as per the provisions of Articles of Association of the Company.

The price of Equity Shares to be issued based on the pricing formula prescribed under Regulation 164 of Chapter V of ICDR Regulations and as per the Pricing Certificate obtained from CA Payal Gada (Membership No. 110424) proprietress M/s Payal Gada & Co. (Firm Regn. No. 148529W) Independent Chartered Accountant and also an Independent Registered Valuer with IBBI Registration Number.: IBBI/RV/06/2019/11170 having office at S-15, Sej Plaza, 2nd floor, Near Nutan School, Marve Road, Malad (W), Mumbai 400 064, Maharashtra is Rs. 111.45/- per Equity share or the Minimum Price determined as on the relevant date in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 whichever is higher.

The issue price is now being determined based on a consideration of Valuation Report dated 4th July, 2025, issued by M/s Payal Gada & Co, Independent Chartered Accountant, certifying compliance with the floor price for the Proposed Preferential Issue of the Company as per Articles of Association of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of ICDR Regulations and fair value per equity share of the Company as on the Relevant Date, determined based on the aforementioned Valuation Report.

Based on the above the price at which the Preferential Issue is being made continues to be Rs. 111.60/- (Rupees One Hundred Eleven and Paise Sixty only) per Equity share as the same is higher than the minimum specified price per Equity share computed in accordance with Regulation 164 (1) of the SEBI (ICDR) Regulations and the floor price as per the Valuation Report as prescribed by the Articles of Association of the Company.

Since, the Proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company to an allottee, the provisions of Regulation 166 A of SEBI(ICDR) Regulations, 2018 are not triggered

Since the equity shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

If the Company is required to re-compute the price, then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

The Equity Shares allotted pursuant to the above Resolution shall rank pari-passu in all respects with the existing Equity Shares of the Company.

Item No. 1 - Point No. 16 of the Postal Ballot Notice dated 18th June, 2025, stands amended, substituted and be read as under:

Point No. 16: - Certificate of Practicing Company Secretary

The Certificate from Ms. Prerana Jadhav, Practicing Company Secretary, (Membership No.: ACS-34667 & CP No.: 14036), Tel: +91 9870244376, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the

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Company's website and is accessible at the link: https://pdf.zodiaccdn.com/media/investorrelations_investorrelations/p/c/pcs_certificates.pdf under the tab "Postal Ballot /E-Voting".

There is no other change except as mentioned herein above. All other facts and figures including the Preferential Issue Size and price mentioned in the Postal Ballot Notice and explanatory statement dated 18th June, 2025 remains same.

This Corrigendum is being issued to give notice to amend / modify the details as mentioned herein in the Explanatory Statement as set forth in Item No. 1, pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and applicable provisions of the Companies Act, 2013 and rules made thereunder read with the MCA Circulars in the Postal Ballot notice dated 18th June, 2025.

On and from the date hereof, the Postal Ballot Notice shall always be read in conjunction along with this addendum to Corrigendum dated 4th July, 2025, which forms an integral part of the same Postal Ballot and the same is also being uploaded on the website of the Company at www.zodiaconline.com, on the website of the remote e-voting service provider viz., KFin Technologies Limited ("KFintech") at evoting.kfintech.com, on the websites of BSE Ltd at www.bseindia.com, and on the website of National Stock Exchange of India Limited at www.nseindia.com.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms.

Accordingly, this corrigendum is being sent only through electronic mode to those Members whose email address is registered with the Company/depository participant(s) as on the cut-off date i.e. Friday, 13th June, 2025.

We would like to inform all those members, who have already casted their votes in the ongoing postal ballot i.e. after the start of e-Voting towards the postal ballot but prior to receiving this corrigendum to postal ballot notice dated 4th July, 2025, and if they wish to modify their votes in light of the information provided in the corrigendum, they can do so by writing an email to the scrutinizer at the following email address narasimhan.b8@gmail.com or venkatk1960@gmail.com on or before 18th July, 2025. The scrutinizer will ensure that any modifications to the votes are duly recorded and taken into consideration.

The corrections/ rectifications proposed in this addendum to corrigendum is in no way resulting in the change in management control. This addendum to corrigendum should be read in continuation of and in conjunction with the Postal Ballot notice dated 18th June, 2025.

By Order of the Board of Directors
For **Zodiac Clothing Company Limited**

Date: 4th July, 2025
Place: Mumbai

Sd/-
Kumar Iyer
VP- Legal & Company Secretary
Membership No. – A-9600

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