

# ZODIAC

27<sup>th</sup> September, 2024

National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra East Mumbai - 400051 <b>Scrip Code : ZODIACLOTH</b>	BSE Limited, Corporate Relationship Department, First Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Mumbai - 400001 <b>Scrip Code: 521163</b>
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Dear Sir/ Ma'am,

**Sub: Proceedings of the 40<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2024.**

We wish to inform you that in terms of the General Circular General Circulars No. 20/2020 dated May 5, 2020, read with Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, May 5, 2022, circular no 10/2022 dated 28<sup>th</sup> December 2022 and circular no 09/23 dated 25<sup>th</sup> September 2023 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and circular no SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated October 7, 2023 issued by SEBI and other applicable circulars issued by MCA / SEBI (collectively referred to as 'MCA and SEBI Circulars') and in compliance with other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 40<sup>th</sup> Annual General Meeting ("AGM") of the Company was held on Friday, 27<sup>th</sup> September, 2024 at 03:00 p. m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the business as stated in the Notice dated 8<sup>th</sup> August, 2024, convening the AGM. The proceedings of the AGM were deemed to be conducted at the Registered Office of the Company which was the deemed venue of the Meeting.

Pursuant to Regulation 30 of the Listing Regulations, please find attached the summary of the proceedings of the 40<sup>th</sup> Annual General Meeting of the Company.

Request you to kindly take the same on record.

Yours faithfully,  
**For Zodiac Clothing Company Limited**

**Kumar Iyer**  
**Company Secretary & Compliance Officer**  
**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 40<sup>th</sup> Annual General Meeting of Zodiac Clothing Company Limited

This is to inform you that the 40<sup>th</sup> Annual General Meeting (AGM) of Zodiac Clothing Company Limited was held on Friday, 27<sup>th</sup> September, 2024 through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without physical presence of the Members at a common venue. The Company, while conducting the Meeting, adhered to the Circulars issued by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI").

In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated 15<sup>th</sup> April, 2020 issued by the ICSI, the proceedings of the AGM were deemed to be conducted at the Registered Office of the Company which was the deemed Venue of the AGM.

Mr. A. Y. Noorani, Chairman, chaired the Meeting. As per the attendance records, 42 Members attended the Meeting through VC/OAVM facility. The requisite quorum being present, the Chairman called the Meeting to order. Thereafter, he introduced the Board Members, KMPs, Statutory Auditors, Secretarial Auditor and Scrutinizer present at the Meeting.

With the consent of the Members present at the meeting, the Notice convening the AGM, Chairman's Statement and Annual Report for the Financial year ended 31<sup>st</sup> March, 2024 were taken as read.

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 convening the 40<sup>th</sup> AGM. The remote e-voting facility was kept open for a period of 4 (four) days i.e. from Monday, 23<sup>rd</sup> September, 2024 (09.00 a.m.) to Thursday, 26<sup>th</sup> September, 2024 (5.00 p.m.). Members who had not cast their votes electronically were provided an opportunity to cast their votes electronically during the Meeting.

The Company had appointed Mr. B. Narasimhan, of B N & Associates, Practising Company Secretaries, as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and voting through VC/OAVM during the AGM.

The following items of business as set out in the Notice of the AGM dated 08<sup>th</sup> August, 2024 were transacted at the Meeting:

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31<sup>st</sup> March, 2024 and the reports of the Board and the Auditors thereon.

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2. To appoint a Director in place of Mr. A. Y. Noorani (DIN: 00041686), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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.
4. Appointment of Mr. Dilip Jayantilal Thakkar (DIN: 00007339) as an Independent Director of the Company.
5. Appointment of Amb. Ahmad Javed (DIN: 08668304) as an Independent Director of the Company.
6. Re-appointment of Mr. Vaman Madhav Apte (DIN: 00003651) as an Independent Director of the Company.
7. Appointment of Mr. Subramaniam Ramachandran Iyer (DIN: 00580437) as a Non-Independent Non- Executive Director of the Company.

Members were provided a facility to ask questions or express their views through the VC platform on the business to be transacted at the AGM. A couple of the members raised questions/ queries/ suggestions and the same were satisfactorily answered to by the Chairman Mr. A. Y. Noorani and Managing Director Mr. S. Y. Noorani.

The Chairman informed the members that the consolidated result of the remote e-voting and e-voting at the 40<sup>th</sup> AGM on all the resolutions from Item No. 1 to 7 of the Notice shall be declared on receipt of the Scrutinizer's Report.

The Chairman, then, thanked the members present at the meeting and declared the meeting as closed.

The meeting concluded at 03:46 p.m. (including 15 minutes of e-voting i.e. Instapoll).

You are requested to take the note of the same.

**For Zodiac Clothing Company Limited**

**Kumar Iyer**  
**Company Secretary & Compliance Officer**  
**Membership No.: A9600**

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