

# ZODIAC

29<sup>th</sup> September, 2025

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 41<sup>st</sup> Annual General Meeting of the Company held on Monday, 29<sup>th</sup> September, 2025.**

We wish to inform you that in terms of the the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time 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 41<sup>st</sup> Annual General Meeting ("AGM") of the Company was held on Monday, 29<sup>th</sup> September, 2025 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 13<sup>th</sup> August, 2025 read together with Addendum to the 41<sup>st</sup> AGM Notice. 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 41<sup>st</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 41<sup>ST</sup> ANNUAL GENERAL MEETING OF ZODIAC CLOTHING COMPANY LIMITED**

This is to inform you that the 41<sup>st</sup> Annual General Meeting (AGM) of Zodiac Clothing Company Limited was held on Monday, 29<sup>th</sup> September, 2025 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. S. Y. Noorani, Vice Chairman & Managing Director, presided over the meeting as a Chairman. As per the attendance records, 52 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, 2025 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 41<sup>st</sup> AGM. The remote e-voting facility was kept open for a period of 4 (four) days i.e. from Thursday, 25<sup>th</sup> September, 2025 (09.00 a.m.) to Sunday, 28<sup>th</sup> September, 2025 (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 13<sup>th</sup> August, 2025 read together with Addendum to the Notice dated 12<sup>th</sup> September, 2025, 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, 2025 and the reports of the Board and the Auditors thereon.
2. To appoint a Director in place of Mr. Mohamed Awais Jehangir Noorani (DIN: 00951424), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Adnan Salman Noorani (DIN: 08689050), who retires by rotation and being eligible, offers himself for re-appointment.

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4. Appointment of M/s Robert Pavrey & Associates LLP, Company Secretaries as the Secretarial Auditors of the company.
5. Appointment of Ms. Djena Sunavala (DIN: 03481614) as a Non-Executive Independent Director.

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. S. Y. Noorani.

The Chairman informed the members that the consolidated result of the remote e-voting and e-voting at the 41<sup>st</sup> AGM on all the resolutions from Item No. 1 to 5 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 04:03 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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