ZODIAC

August 13, 2015

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 31st Annual General Meeting held on August 12, 2015**

Pursuant to Clause 35A of the Listing Agreement attached please find the outcome of 31st Annual General Meeting of the Company held on Wednesday, 12th August 2015 at 3:00 p.m. at Nehru Centre, Hall of Culture, Dr. Annie Besant Road, Worli, Mumbai – 400 018, Maharashtra.

The Combined Scrutinizer Report on Remote E-voting & Voting by physical ballot conducted at the 31st Annual General Meeting of Zodiac Clothing Company Limited is enclosed.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For **ZODIAC CLOTHING COMPANY LIMITED**

Zodiac Clothing Company Ltd. Mumbai

Kumar Iyer
Company Secretary

Encl: As above

In accordance with Clause 35A of the Listing Agreement, the voting details of resolutions passed at the 31st Annual General Meeting of the Company are furnished below:

Date of Annual General Meeting:	12th August 2015
Total number of Shareholder on record date 5th August 2015	3109

Book Closure Date	31st July 2015 to 12th August 2015 (Both days Inclusive)

No. Of Shareholders present in the meeting either in person or through Proxy	47

Sr. No	Shareholders	Present in Person	Present through Proxy	Total	Shares	% to Capital
1	Promoters and Promoter Group	7	-	7	9006284	46.16
2	Public:	39	1	40	907827	4.65
	Total	46	1		9914111	50.81

No. Of Shareholders attended the meeting through Video Conferencing:		
1	Promoters and Promoter Group:	Not Arranged
2	Public:	

(Agenda – wise)

Mode of Voting for all resolutions enlisted below: Remote e-Voting conducted between 8th August 2015 to 11th August 2015 (both days inclusive) and voting by Physical Ballot conducted at the meeting.

Zodiac Clothing Company Ltd. Mumbai

***Details of Agenda** **Zodiac Clothing Company Limited (CIN:L17100MH1984PLC033143)**

Clause 35A (Physical and e-Voting)

Resolution No.1: To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015 and the Statement of Profit and Loss for the year ended on that date and the reports for the Board of Directors and the Auditors thereon. (Ordinary Resolution)

Resolution ID	Promoter/ Public	Shares Held (1)	No of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	% of Votes in favour on votes polled (5)= [(4)/(2)]*100	No. of Votes - against (6)	% of Votes against on votes polled (7)= [(6)/(2)]*100
1	Promoter and Promoter Group	11606917	11325667	97.5769	11325667	100	-	-
1	Public-Institutional holders	1874121					-	-
1	Public-Others	6030161	1158494	19.2117	1158489	99.9995	5	0.0004
	Total	19511199	12484161	63.9846	12484156	100	5	

Resolution No 2. To declare Final dividend on Equity Shares. (Ordinary Resolution)

Resolution ID	Promoter/ Public	Shares Held (1)	No of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	% of Votes in favour on votes polled (5)= [(4)/(2)]*100	No. of Votes - against (6)	% of Votes against on votes polled (7)= [(6)/(2)]*100
2	Promoter and Promoter Group	11606917	11325667	97.5769	11325667	100	-	-
2	Public – Institutional Holders	1874121					-	-
2	Public-Others	6030161	1158494	19.2117	1158494	100	-	-
	Total	19511199	12484161	63.9846	12484161	100	-	-

Resolution No 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. (Ordinary Resolution)

Resolution ID	Promoter/ Public	Shares Held (1)	No of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	% of Votes in favour on votes polled (5)= [(4)/(2)]*100	No. of Votes - against (6)	% of Votes against on votes polled (7)= [(6)/(2)]*100
3	Promoter and Promoter Group	11606917	11325667	97.5769	11325667	100	-	-
3	Public – Institutional Holders	1874121					-	-
3	Public-Others	6030161	1158204	19.2069	1158129	99.9935	75	0.0064
	Total	19511199	12483871	63.9831	12483796	99.9994	75	0.0006

Zodiac Clothing Company Ltd. Mumbai

Zodiac Clothing Company Limited (CIN:L17100MH1984PLC033143)

Clause 35A (Physical and e-Voting)

Resolution No 4. Appointment of Auditors. (Ordinary Resolution)

Resolution ID	Promoter/ Public	Shares Held (1)	No of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	% of Votes in favour on votes polled (5)= [(4)/(2)]*100	No. of Votes - against (6)	% of Votes against on votes polled (7)= [(6)/(2)]*100
4	Promoter and Promoter Group	11606917	11325667	97.5769	11325667	100	-	-
4	Public – Institutional Holders	1874121					-	-
4	Public-Others	6030161	1158494	19.2117	1158419	99.9935	75	0.0064
	Total	19511199	12484161	63.9846	12484086	99.9994	75	0.0006

Resolution No 5. To appoint Mr. Saumitra Chaudhuri, (DIN:06982558) as an Independent Director of the Company. (Ordinary Resolution) (Special Business)

Resolution ID	Promoter/ Public	Shares Held (1)	No of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	% of Votes in favour on votes polled (5)= [(4)/(2)]*100	No. of Votes - against (6)	% of Votes against on votes polled (7)= [(6)/(2)]*100
5	Promoter and Promoter Group	11606917	11325667	97.5769	11325667	100		
5	Public – Institutional Holders	1874121						
5	Public-Others	6030161	1158494	19.2117	1158424	99.9939	70	0.006
	Total	19511199	12484161	63.9846	12484091	99.9994	70	0.0006

Resolution No 6. To appoint Mr. Elizabeth Jane Hulse, (DIN: 07094093) as an Independent Director. (Ordinary Resolution) (Special Business)

Resolution ID	Promoter/ Public	Shares Held (1)	No of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	% of Votes in favour on votes polled (5)= [(4)/(2)]*100	No. of Votes - against (6)	% of Votes against on votes polled (7)= [(6)/(2)]*100
6	Promoter and Promoter Group	11606917	11325667	97.5769	11325667	100	-	-
6	Public – Institutional Holders	1874121					-	-
6	Public-Others	6030161	1158494	19.2117	1158424	99.9939	70	0.006
	Total	19511199	12484161	63.9846	12484091	99.9994	70	0.0006

Zodiac Clothing Company Mumbai LTD.

BN & ASSOCIATES
Company Secretaries

Combined Scrutinizer's Report on Remote E-voting & Voting by physical ballot conducted at the 31st AGM of ZODIAC CLOTHING COMPANY LIMITED held at MUMBAI on August 12, 2015

To,

Chairman,

Zodiac Clothing Company Limited

Nyloc House, 254, D-2, Dr. Annie Besant Road,

Worli, Mumbai -400 030.

31st Annual General Meeting of the Equity Shareholders of Zodiac Clothing Company Limited held on Wednesday, August 12, 2015 at 3.00 P. M. at Nehru Center, Hall of Culture, Dr. Annie Besant Road, Worli, Mumbai 400 018, Maharashtra

Sub: Passing of Resolution(s) through electronic voting and voting by ballot 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 clause 35B of the Listing Agreement.

The Board of Directors of Zodiac Clothing Company Limited (hereinafter referred to as the "**ZODIAC**" or the "Company") at its meeting held on June 10, 2015 has appointed me as the Scrutinizer for the Remote E-voting process, and voting by physical ballot forms received from the members 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 the Listing Agreement. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 issued in this regard.

Report on Scrutiny:

- The Company had appointed Karvy Computershare Pvt. Ltd., ('**KCPL**' or '**Karvy**') as the Service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. KCPL are also the Registrar and Share Transfer Agents ('**RTA**') of the Company.

Company Secretaries BN & ASSOCIATES PCS No. 10440, Mumbai

C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambalal 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 provided a system for recording the votes of the Members electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 31st Annual General Meeting (AGM) of ZODIAC, which was held on Wednesday August 12, 2015.

- The Service Provider had set up electronic voting facility on their website, https://evoting.karvy.com. ZODIAC had uploaded all the items of the business to be transacted at the AGM on the website of ZODIAC namely www.zodiaconline.com and also its Service Provider Karvy to facilitate their Members to cast their vote through Remote E-Voting.

- The cut-off date for the dispatch of the Notice of the Annual General Meeting (AGM) was 3rd July, 2015 and as on that date, there were 3007 Members of the ZODIAC. The service provider had sent the Notices of the AGM along with Annual Report and E-voting details by email to 1640 Members whose email Id was made available by the two Depositories for the electronic shares and for those members, holding in physical form, who had registered their email Id with the RTA. However the Company as a matter of past practice sent the Notice by courier to all its members, including those to whom email was sent. There were 228 emails which had bounced but since the Notice was also sent through courier, no further action was warranted to be taken by the Company. 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 **Wednesday August 5, 2015**.

- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for four days from **Saturday, August 8, 2015 10.00 A.M. till Tuesday, August 11, 2015 till 5.00 P.M.**

- ZODIAC completed the dispatch of the notices to the members by July 18, 2015.

- As prescribed in clause (v) of sub rule 4 of the Rule 20, ZODIAC also released an advertisement, which was published 21 days before the date of the AGM in English in Business Standard newspaper having country-wide circulation dated 21st July, 2015 and in Marathi in Lokmat newspaper dated 21st July, 2015. 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 11, 2015 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.

- At the venue of the 31st AGM of the ZODIAC held on August 12, 2015, the facility to vote through physical ballot was provided to facilitate those members present in the meeting but who could not participate through Remote E-voting to record their votes.

- After the voting at the AGM was concluded, One (1) 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 below, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of

Company Secretaries BN & ASSOCIATES CS No. 10440, Mumbai

the Company and the authorizations / proxies lodged with the Company. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

- On August 12, 2015, after counting of the votes conducted at the venue of the AGM, through ballot paper, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Sameer Shaikh and Mr. Praveen Redkar 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 with the physical voting done at the venue of the AGM by way of Ballot paper, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conduct at venue of the AGM by way of Ballot Papers are as under:

Details	Remote E-voting	Voting by ballot at the AGM	Total voting
Number of members who cast their votes	56	25	81
Total number of Shares held by them	11601401	882760	12484161
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Abstained / Invalid Votes	Various as mentioned under each of the Resolution		

Note:
Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting, and voting by Physical ballot at the venue of the meeting.

ORDINARY BUSINESS

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

To Receive, Consider and adopt the Audited Balance Sheet as at 31st March 2015 and the Statement of the 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.
Remote E-voting	11601396	99.999	5	0.001	0
Voting by ballot at the Venue	882760	100.00	0	0	0
TOTAL	12484161	99.999	5	0.001	0

II) Item No. 2 of the Notice (As an Ordinary Resolution) :

To declare Final 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.
Remote E-voting	11601401	100.00	0	0	0
Voting by ballot at the Venue	882760	100.00	0	0	0
TOTAL	12484161	100.00	0	0	0

II) 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.
Remote E-voting	11601326	99.999	75	0.001	0
Voting by ballot at the Venue	882760	100.00	0	0	290
TOTAL	12484161	99.999	75	0.001	290

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IV) Item No. 4 of the Notice (As an Ordinary Resolution):

Appointment of Auditors

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	11601326	99.999	75	0.001	0
Voting by ballot at the Venue	882760	100.00	0	0	0
TOTAL	12484161	99.999	75	0.001	0

SPECIAL BUSINESS

V) Item No. 5 of the Notice (As an Ordinary Resolution):

To appoint Mr. Saumitra Chaudhuri, (DIN:06982558) as an Independent Director of the Company

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	11601331	99.999	70	0.001	0
Voting by ballot at the Venue	882760	100.00	0	0	0
TOTAL	12484161	99.999	70	0.001	0

VI) Item No. 6 of the Notice (As an Ordinary Resolution): To appoint Ms. Elizabeth Jane Hulse, (DIN: 07094093) as an Independent Director of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	11601331	99.999	70	0.001	0
Voting by ballot at the Venue	882760	100.00	0	0	0
TOTAL	12484161	99.999	70	0.001	0

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All the Resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and deemed to be passed as on the date of the AGM.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" or "AGAINST" and those who "ABSTAINED" together with those whose votes were declared invalid for each resolution is being delivered to the Company Secretary Separately.

I hereby confirm that I am maintaining the Registers received from the RTA and electronic voting data received from the Service Provider, in respect of the votes cast through Remote e-voting and by way of ballots at the meeting by the Members of the ZODIAC. The Ballot papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Executive Chairman signs the Minutes.

Thanking you,

Yours Faithfully
For B.N. & Associates

Company Secretaries BN & Associates FCS No. 10440, Mumbai

CS B Narasimhan
(Proprietor)
(FCS no 1303 COP no 10440)

Place: Mumbai
Date: August 12, 2015

Witnesses:

1. Mr. Sameer Shaikh :
2. Mr. Pravin Redkar :

Countersigned and received the report:

Zodiac Clothing Company Ltd. Mumbai

Signed by Chairman

Place: Mumbai
Date: August 12, 2015