

**ZODIAC CLOTHING COMPANY LIMITED**

CIN:L17100MH1984PLC033143

Regd. Office : Nyloc House, 254, D-2, Dr. Annie Besant Road, Worli, Mumbai 400030.

Tel: 66677000 Fax: 66677279 Website:www.zodiaconline.com email id :contactus@zodiacmtc.com

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Serial No. : BAL_NO

1. Name and Registered Address of the sole / first name Shareholder

2. Name (s) of the Joint Shareholder(s) if any

3. Registered Folio No./ DP ID No./ Client ID No.*
(*Applicable to investors holding shares in demat form)

4. Number of Shares held

I/ We hereby exercise my/our vote in respect of the Special Resolution (s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 9th June 2014 by conveying my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Sr. No.	Description	No. Of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Alteration of the Articles of Association of the Company			
2	Creation of Mortgage / charge on the Assets of the Company both present and future to secure credit Facilities.			

Signature of the Shareholder**Electronic Voting Particulars**

EVEN (E- Voting Event Number)	USER ID	PASSWORD / PIN

Note : Please read the instructions printed overleaf carefully before exercising your vote
Last date for receipt of Postal Ballot forms by Scrutinizer is Friday 18th July 2014.

INSTRUCTIONS

1. A Shareholder(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form (s), if deposited in person or sent by courier or registered / speed post at the expense of the registered shareholder will also be accepted.
2. The self addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be completed and signed by the Shareholder(s) (as per the specimen signature registered/recorded with the Company/Depository Participants). In case of Joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
4. Duly completed postal Ballot Form should reach the Company not later than close of working hours (i.e. 6.00 p.m.) on Friday 18th July 2014, All Postal Ballot Forms received after this date will be strictly treated as if the reply from Shareholder(s) has not been received.
5. There will be only one Postal Ballot Form for every folio / Client ID irrespective of the number of joint Shareholder(s).
6. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution / authority letter.
7. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. Friday 18th July, 2014.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on Friday, 6th June 2014.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage pre - paid envelope, in as much as, all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. The result of the Postal Ballot will also be posted on the website of the Company www.zodiaconline.com and also in the newspaper(s) for the information of the Shareholders.
13. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.