Please address reply to :

(*Under Licence, From M/s. Metropolitan Trading Co.)
ZODIAC CLOTHING COMPANY LTD.
Nyloc House, 254, D-2, Dr. Annie Besant Road, Worli,
Mumbai - 400 030. Tel. : 6667 7000 Fax : 6667 7279

CIN: L17100MH1984PLC033143
Website: www.zodiaconline.com
Email id: contactus@zodiacmtc.com

August 13, 2014

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 30th Annual General Meeting held on August 12, 2014**

Pursuant to Clause 35A of the Listing Agreement, we enclose the details of Voting Results of the 30th Annual General Meeting held on August 12, 2014 along with the Scrutinizers Report on E-voting for your record.

Kindly acknowledge receipt.

Thanking you,

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

Clothing Company Ltd. Zodiac Mumbai

Kumar Iyer
Company Secretary

Encl: As above

Voting Results for Annual General Meeting held on August 12, 2014

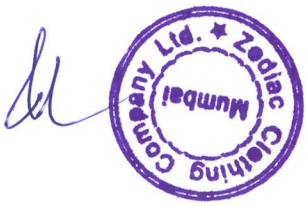
Date of AGM:	August 12, 2014
Total number of Shareholder on record date:	3074

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

1	Promoters and Promoter Group:	3
2	Public:	32

No. Of Shareholders attended the meeting through Video Conferencing –	

1	Promoters and Promoter Group:	Not Arranged
2	Public:	



Sr. No.	Details of Agenda	Type of Resolution Required (Ordinary / Special)	Mode of Voting (Show of Hands/Poll/Postal Ballot/E-Voting)
1	To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution	E-Voting - By requisite Majority
2	To declare dividend on Equity Shares.	Ordinary Resolution	E-Voting - By requisite Majority
3	To appoint a Director in place of Mr. A.Y. Noorani, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	E-Voting - By requisite Majority
4	Appointment of Auditors	Ordinary Resolution	E-Voting - By requisite Majority
5	Re-appointment of Mr. A. Y. Noorani as Vice-Chairman & Managing Director of the Company.	Ordinary Resolution	E-Voting - By requisite Majority
6	Re-appointment of Mr. S. Y. Noorani as Managing Director & President of the Company.	Ordinary Resolution	E-Voting - By requisite Majority
7	Appointment of Mr. Yogendra Trivedi as an Independent Director of the Company.	Ordinary Resolution	E-Voting - By requisite Majority
8	Appointment of Mr. Madhav Laxman Apte as an Independent Director of the Company.	Ordinary Resolution	E-Voting - By requisite Majority
9	Appointment of Mr. Susim Mukul Datta as an Independent Director of the Company.	Ordinary Resolution	E-Voting - By requisite Majority
10	Appointment of Mr. Subramaniam Iyer as an Independent Director of the Company.	Ordinary Resolution	E-Voting - By requisite Majority
11	Appointment of Mr. Bernhard Steinrucke as an Independent Director of the Company.	Ordinary Resolution	E-Voting - By requisite Majority
12	Appointment of Mr. Heinrich Dieckmann as an Independent Director of the Company.	Ordinary Resolution	E-Voting - By requisite Majority
13	Approval of Payment of Remuneration to the Cost Auditor for the financial year ending March 31, 2015.	Ordinary Resolution	E-Voting - By requisite Majority

Zodiac Clothing Company Ltd. Mumbai

BN & ASSOCIATES
Company Secretaries

Scrutinizer's Report on E-voting carried out for Zodiac Clothing Company Limited

To,
The Chairman,
Zodiac Clothing Company Limited
Regd. Office : Nyloc House,
254, D-2, Dr. Annie Besant Road,
Worli, Mumbai 400030.

30th Annual General Meeting of the Equity Shareholders of Zodiac Clothing Company Limited to be held on Tuesday the 12th of August 2014 at 3.00 P.M at the Hall of Culture, Ground Floor, Nehru Centre, Worli, Mumbai 400 018.

Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Pursuant to the Resolution passed by the Board of Zodiac Clothing Company Limited (hereinafter referred to as "Zodiac" or the "Company") on May 27, 2014 I have been appointed as the Scrutinizer for the e-voting process as mentioned under clause (ix) of **sub rule 3** of **Rule 20** of the Companies (Management and Administration) Rules, 2014. 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 dated 17th April 2014 issued in this regard.

The Company has appointed Karvy Computershare Pvt. Ltd., (KCPL or Karvy) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company. KCPL are also the Registrar and Share Transfer Agent (RTA) for the Company. The Service Provider had arranged for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 30th Annual General Meeting (AGM) of the Company, which is scheduled to be held on Tuesday the 12th of August 2014. The Service Provider accordingly had set up e-Voting facility on their website, https://evoting.karvy.com. The Company had uploaded all the items of the business to be transacted on the website of the Company at www.zodiaconline.com., and also it's Service Provider to facilitate their shareholders to cast their votes through e-Voting.

The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was July 4, 2014. As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from **Monday August 4, 2014 at 9:00 A.M. till Wednesday August 6, 2014 at 6:00 P.M.**

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

As on the cut off date i.e. July 4, 2014, there were 3074 shareholders of the Company. The Company had sent the Notices of the AGM to all the shareholders numbering to 3074 by Speed post to 3043 Shareholders, and by airmail to 31 Shareholders in physical form as per Companies past practice. In addition the service provider had sent by email to 1520 shareholders whose email I'd was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA. As per the information provided by the System Provider out of the 1520 emails sent 230, emails had bounced. However in view of the fact that Notices were sent through Speed post and Air mail as well to all the shareholders no further action was taken for the email bounced cases. The Notice where sent through email was sent as an URL link was provided to the shareholder to access the Notice

The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

As prescribed in clause (v) of sub rule 3 of the Rule 20, the Company also released an advertisement, which was published more than 5 days in advance from the date of beginning of the voting period in English in Business Standard newspaper dated July 20, 2014 and in Marathi in Lokmat newspaper dated July 20, 2014. The notice published in the newspaper carried the required information as specified in Sub Rule 3(v) (a) to (g) of the said Rule 20.

At the end of the voting period on August 6, 2014 at 6.00 P.M., the voting portal of the Service Provider was blocked forthwith. On August 7, 2014, the votes cast through e-Voting facility were duly unblocked by me as a Scrutinizer in the presence of Shri Sameer Shaikh and Shri Prakash Gupte who acted as the witnesses, as prescribed in Sub Rule 3(xi) of the said Rule 20.

As a Scrutinizer the report of the e-Voting carried out by the shareholders was duly compiled, the details of which are as follows:



The result of the E-voting is as under:

ORDINARY BUSINESS

As an Ordinary Resolution - Item No. 1. Passed with the requisite majority

To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet as at that date together with the reports of the Board of Directors and Auditors thereon.

	Number of members participating in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	50	12919290	100
(ii) Voted against the resolution	nil	nil	nil
(iii) Invalid or abstained votes	Total number of members whose votes were declared invalid / abstained	Total number of votes cast by them	
	1	18639	

As an Ordinary Resolution - Item No. 2. Passed with the requisite majority

To declare dividend on equity shares for the financial year ended March 31, 2014.

	Number of members participating in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	50	12919290	100
(ii) Voted against the resolution	nil	nil	nil
(iii) Invalid or abstained votes	Total number of members whose votes were declared invalid / Abstained	Total number of votes cast by them	
	1	18639	

Company Secretaries BN & Associates CS No. 10440, Mumbai

As an Ordinary Resolution - Item No. 3. Passed with the requisite majority

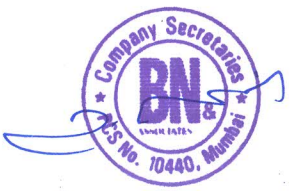
To appoint a Director in place of Mr A. Y. Noorani (DIN 00041686), who retires by rotation and being eligible, offers himself for re-appointment.

	Number of members participating in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	50	12919290	100
(ii) Voted against the resolution	nil	nil	nil
(iii) Invalid or abstained votes	Total number of members whose votes were declared invalid / Abstained	Total number of votes cast by them	
	1	18639	

As an Ordinary Resolution - Item No. 4. Passed with the requisite majority

To appoint, Ms. Deloitte Haskins and Sells, LLP Chartered Accountants as the Statutory Auditors of the Company and fix their remuneration.

	Number of members participating in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	50	12919290	100
(ii) Voted against the resolution	nil	nil	nil
(iii) Invalid or abstained votes	Total number of members whose votes were declared invalid / Abstained	Total number of votes cast by them	
	1	18639	



SPECIAL BUSINESS

As an Ordinary Resolution - Item No. 5. Passed with the requisite majority

Re-appointment of Mr. A. Y. Noorani as Vice-Chairman & Managing Director of the Company.

	Number of members participating in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	51	12937929	100
(ii) Voted against the resolution	nil	nil	nil
(iii) Invalid or abstained votes	Total number of members whose votes were declared invalid / Abstained	Total number of votes cast by them	
	nil	nil	

As an Ordinary Resolution - Item No. 6. Passed with the requisite majority

Re-appointment of Mr. S. Y. Noorani as Managing Director & President of the Company.

	Number of members participating in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	51	12937929	100
(ii) Voted against the resolution	nil	nil	nil
(iii) Invalid or abstained votes	Total number of members whose votes were declared invalid / Abstained	Total number of votes cast by them	
	nil	nil	

Company Secretaries BN & Associates FCS No. 10440, Mumbai

As an Ordinary Resolution - Item No. 7. Passed with the requisite majority

Appointment of Mr. Yogendra Premkrishna Trivedi (DIN 00001879) as an Independent Director of the Company

	Number of members participating in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	50	12919290	100
(ii) Voted against the resolution	nil	nil	nil
(iii) Invalid or abstained votes	Total number of members whose votes were declared invalid / Abstained	Total number of votes cast by them	
	1	18639	

As an Ordinary Resolution - Item No. 8. Passed with the requisite majority

Appointment of Mr. Madhav Laxman Apte (DIN 0003656) as an Independent Director of the Company

	Number of members participating in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	50	12919290	100
(ii) Voted against the resolution	nil	nil	nil
(iii) Invalid or abstained votes	Total number of members whose votes were declared invalid / Abstained	Total number of votes cast by them	
	1	18639	

Company Secretaries BN FCS No. 10440, Mumbai

As an Ordinary Resolution - Item No. 9. Passed with the requisite majority

Appointment of Mr. Susim Mukul Datta (DIN 00032812) as an Independent Director of the Company

	Number of members participating in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	50	12919290	100
(ii) Voted against the resolution	nil	nil	nil
(iii) Invalid or abstained votes	Total number of members whose votes were declared invalid / Abstained	Total number of votes cast by them	
	1	18639	

As an Ordinary Resolution - Item No. 10. Passed with the requisite majority

Appointment of Mr. Subramaniam Ramachandran Iyer (DIN 00580437) as an Independent Director of the Company

	Number of members participating in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	50	12919290	100
(ii) Voted against the resolution	nil	nil	nil
(iii) Invalid or abstained votes	Total number of members whose votes were declared invalid / Abstained	Total number of votes cast by them	
	1	18639	

Company Secretaries BN & ASSOCIATES CP No. 10440, Mumbai

As an Ordinary Resolution - Item No. 11. Passed with the requisite majority

Appointment of Mr. Bernhard Steinrucke (DIN 01122939) as an Independent Director of the Company

	Number of members participated in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	50	12919290	100
(ii) Voted against the resolution	nil	nil	nil
(iii) Invalid or abstained votes	Total number of members whose votes were declared invalid / Abstained	Total number of votes cast by them	
	1	18639	

(A) As an Ordinary Resolution - Item No. 12. Passed with the requisite majority

Appointment of Dr. Heinrich Dieckmann (DIN 01596834) as an Independent Director of the Company

	Number of members participated in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	50	12919290	100
(ii) Voted against the resolution	nil	nil	nil
(iii) Invalid or abstained votes	Total number of members whose votes were declared invalid / Abstained	Total number of votes cast by them	
	1	18639	

Company Secretaries BNS FCS No. 10440, Mumbai

As an Ordinary Resolution - Item No. 13. Passed with the requisite majority

To approve the payment of Remuneration to the Cost Auditors for the Financial Year ending 31st March 2015

	Number of members participating in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	50	12919290	100
(ii) Voted against the resolution	nil	nil	nil
(iii) Invalid or abstained votes	Total number of members whose votes were declared invalid / Abstained	Total number of votes cast by them	
	1	18639	

All the Resolutions stands passed under e-voting with the requisite majority. The Company is hereby instructed to put up the results on its website and also that of the service provider and inform the Stock Exchanges accordingly within 2 days of the AGM.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-Voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course as prescribed in the said Rules.

Thanking you,
Yours Faithfully

For B N & Associates
Company Secretaries

Company Secretaries BN & PCS No. 10440. Mumbai

B Narasimhan
Proprietor – COP No. 10440
Place: Mumbai Date August 7, 2014

Witness 1. Sameer Shaikh .....Witness 2. Prakash Gupte .....