

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**


Kumar Iyer
Company Secretary

Encl: As above



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.

Trademark Under Licence From Metropolitan Trading Co.

www.zodiaconline.com

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:	12 th August 2015
Total number of Shareholder on record date 5 th August 2015	3109

Book Closure Date	31 st July 2015 to 12 th 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.



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 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

