

ZODIAC

30th December, 2017

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 National Company Law Tribunal
Convened Meeting of the Equity Shareholders of the Company held
on 29th December, 2017**

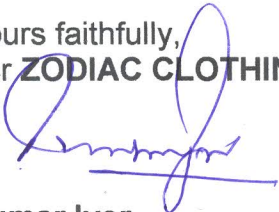
Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 attached please find the voting results of the National Company Law Tribunal (NCLT) Convened Meeting of the Equity Shareholders of the Company held on Friday, 29th December 2017 at 3:00 p.m. at Hall of Quest, Nehru Planetarium (Basement), Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018, Maharashtra.

The Combined Scrutinizer Report on Remote E-voting & Voting by physical ballot conducted at the NCLT Convened Meeting of Zodiac Clothing Company Limited is attached.

Request you to kindly take the same on record and disseminate it on your website.

Thanking you,

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


Kumar Iyer
Company Secretary
Membership No. – A9600



Encl: As above

ZODIAC CLOTHING COMPANY LTD.,

Nyloc House, 254, D-2, Dr. Annie Besant Road, Worli, Mumbai - 400 030. India.

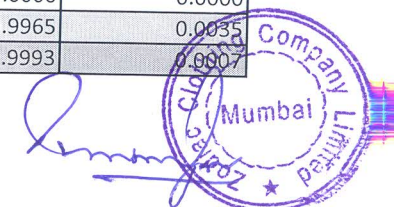
Tel.: +91 22 6667 7000 Fax : +91 22 6667 7279 CIN: L17100MH1984PLC033143.

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www.zodiaconline.com

Date of the AGM/EGM	ZODIAC CLOTHING COMPANY LIMITED
Total number of shareholders on record date	29-12-2017
No. of shareholders present in the meeting either in person or through proxy:	4003
Promoters and Promoter Group:	8
Public:	47
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	SPECIAL - To Approve the Scheme of Amalgamation between Zodiac Finsec And Holdings Limited ("Transferor Company") and Zodiac Clothing Company Limited ("Transferee Company") and their respective shareholders in accordance with and on the terms and conditions as stated in the Scheme of Amalgamation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11794845	11794845	100.0000	11794845	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		11794845	100	11794845	0	0.0000	0.0000
Public- Institutions	E-Voting	2063021	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	5662108	3189725	56.3346	3189613	112	99.9964	0.0035
	Poll		522	0.0092	522	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3190247	56.3438	3190135	112	99.9965	0.0035
	Total	19519974	14985092	76.7680	14984980	112	99.9993	0.0007



SCRUTINIZERS' REPORT

To
Mr. M. Y. Noorani
The Chairman of the Tribunal Convened
Meeting of the Equity Shareholders
of Zodiac Clothing Company Limited,
Held on 29th December 2017 at 3:00 p.m.
at Hall of Quest, Nehru Planetarium (Basement), Nehru Centre, Dr. Annie Besant
Road, Worli, Mumbai – 400018, Maharashtra, India.

**REPORT OF THE SCRUTINIZERS ON THE POLL HELD ON 29TH
DECEMBER, 2017 AT THE TRIBUNAL CONVENED MEETING OF THE
EQUITY SHAREHOLDERS**

Dear Sir,

I, B. Narasimhan, Practising Company Secretary appointed as the Scrutinizer for the purpose of conducting the voting process by remote e-voting through Karvy Computershare Private Limited ("Karvy") and voting by ballot at the venue through poll, at the Tribunal Convened meeting of the Equity shareholders of Zodiac Clothing Company Limited ("the Company"), held on Friday, 29th December, 2017 at 3:00 p.m. at Hall of Quest, Nehru Planetarium (Basement), Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018, Maharashtra, India., on the resolution seeking shareholders' approval to the Scheme of Arrangement between Zodiac Finsec and Holdings Limited and Zodiac Clothing Company Limited and their respective shareholders ("Scheme"). We submit our report as under.



C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambabai 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

A. Voting by remote e-voting through electronic means provided through Karvy.

1. The remote e-voting period commenced on Monday, 25th December, 2017 at 10:00 a.m. and ended on Thursday, 28th December, 2017 at 5:00 p.m. We have downloaded the remote e-voting report from Karvy by using the Scrutinizer's login ID and password provided by Karvy on 29th December, 2017 after the voting through poll at the meeting, was over. All votes cast by e-voting on the website of Karvy upto the close of working hours i.e. 5:00 p.m. on Thursday, 28th December, 2017, the last date and time fixed by the Company for remote e-voting, were considered for our scrutiny.
2. The result of the remote e-voting facility provided through Karvy seeking approval to the Scheme, is as follows:

i	Total Number of shareholders who participated through remote e-voting	72
ii	Total number of shares held by them	14984570
iii	Total shareholders whose votes were valid	72
iv	Total number of shares held by them	14984570

(a) Voted in favour of the resolution:

Number of members voted	% of the total number of members in relation to 'iii' above	Number of votes (in terms of number of shares held) cast by them	% of total number of votes in relation to 'iv' above (in terms of number of shares held) cast by them
71	98.611	14984458	99.999



(b) Voted against the resolution:

Number of members voted	% of the total number of members in relation to 'iii' above	Number of votes (in terms of number of shares held) cast by them	% of total number of votes in relation to 'iv' above (in terms of number of shares held) cast by them
1	1.389	112	0.001

(c) Invalid/ Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

B. Voting by poll taken at the Tribunal convened meeting:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in our presence with due identification marks placed by us.

2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

OR

I/We did not find any poll papers invalid.

The result of the poll seeking approval to the Scheme, is as follows:

i	Total Number of Members present in person or by proxy or by authorised representative	55
ii	Total Number of Shares held by the Members present in person or by proxy or by authorised	11275171



	representative	
iii	Total Number of Members present in person or by proxy or by authorised representative who cast their votes (considered valid) by poll	26
iv	Total Number of Votes [(considered valid) in terms of number of shares held] cast by them by poll	522

(a) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total number of members present and voting in relation to 'iii' above (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast by them	% of total number of votes in relation to 'iv' above (in terms of number of shares held) cast by them
26	100.00	522	100.00

(b) Voted against the resolution:

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total number of members present and voting in relation to 'iii' above (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast by them	% of total number of votes in relation to 'iv' above (in terms of number of shares held) cast by them
NIL	NIL	NIL	NIL

(c) Invalid/ Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



- C. The combined results of the remote e-voting and poll voting mentioned in paragraph A and B above respectively, seeking approval to the Scheme, are as follows:

i	Total Number of Valid votes for remote e-voting and poll	98
ii	Total number of shares held by them	14985092

(a) Voted in favour of the resolution:

Number of members voted (including votes cast through remote e-voting)	% of the total number of members voted (including votes cast through remote e-voting)	Number of votes (in terms of number of shares held) cast by them (including votes cast through remote e-voting)	% of total number of votes (in terms of number of shares held) cast by them (including votes cast through remote e-voting)
97	98.980	14984980	99.999

(b) Voted against the resolution:

Number of members voted (including votes cast through remote e-voting)	% of the total number of members voted (including votes cast through remote e-voting)	Number of votes (in terms of number of shares held) cast by them (including votes cast through remote e-voting)	% of total number of votes (in terms of number of shares held) cast by them (including votes cast through remote e-voting)
1	1.020	112	0.001

(c) Invalid/ Abstain votes:



Total number of members whose votes were declared invalid (including votes cast through remote e-voting)	Total number of votes cast by them (including votes cast through remote e-voting)
NIL	NIL

I hereby declare that the resolution for approving Scheme has been approved by the requisite majority.

All the relevant records were copied onto a disc and sealed and handed over to the Company Secretary of the Applicant Company for safe keeping.

Thanking you,

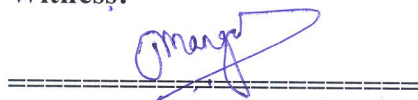
Yours faithfully,



B. Narasimhan
Practising Company Secretary
COP No. : 10440
Membership No: FCS 1303



Witness:

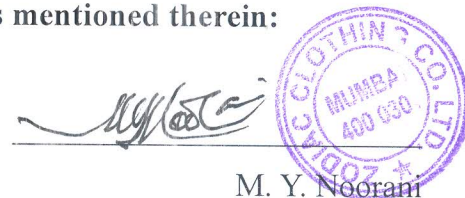


1. Umesh Mangela



2. Pravin Redkar

Received the Report together with other data / records mentioned therein:



M. Y. Noorani

Chairman of the Tribunal Convened Meeting

Place: Mumbai

Date: 30th December, 2017