

ZODIAC

06th February, 2023

National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra East Mumbai - 400051 Scrip Code : ZODIACLOTH	BSE Limited, Corporate Relationship Department, First Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Mumbai - 400001 Scrip Code : 521163
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Dear Sirs,

Sub: **Result of the postal ballot**

We refer to our letter dated 06th January, 2023, regarding postal ballot notice issued to the Members of the Company seeking approval for the following resolution to be passed through the mode of remote e-voting:

Sr. No.	Particulars	Type of Resolution
1.	Issue of Equity Shares on preferential basis to Promoters of the Company and matters related therewith.	Special Resolution

Pursuant to Regulation 44(3) of the Securities of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the above mentioned resolution has been passed by the Members of the Company with the requisite majority.

The aforesaid resolution will be deemed to be passed on the last date of e-voting i.e. Monday, 06th February, 2023.

Please find enclosed e-voting results along with the Scrutinizer's Report. The same is also being hosted on the Company's website at www.zodiaconline.com.

This is for your information and appropriate dissemination.

Thanking you,

Yours faithfully,

For **ZODIAC CLOTHING COMPANY LIMITED**

KUMAR IYER
Digitally signed by KUMAR IYER
Date: 2023.02.06 19:27:13
+05'30'

Kumar Iyer

Company Secretary

Memb. 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

COMBINED SCRUTINIZER'S REPORT ON POSTAL BALLOT

CONDUCTED THROUGH REMOTE E-VOTING

DURING THE PERIOD FROM January 8, 2023 TO February 6, 2023

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 and
Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Date: February 6, 2023

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

Sub: Passing of Resolutions through Postal Ballot

I, B. Narasimhan, Proprietor of BN & Associates, Company Secretaries, (having ICSI Membership No. FCS-1303 and COP No. 10440), have been appointed by the Board of Directors of Zodiac Clothing Company Limited (*hereinafter referred to as the "Company"*) in their meeting held on 21st December 2022, as the Scrutinizer in terms of Section 110 and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing voting through Electronic process for the Postal Ballot conducted during the period from January 8 2023 to February 6, 2023, in a fair and transparent manner in respect of the Resolution as circulated / stated in the Postal Ballot Notice dated January 6, 2023 ('Notice').

In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act, read with Circulars issued by Ministry of Corporate Affairs (the "MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force). The Explanatory Statement pursuant to Section 102(1) of the Act, setting out all the material facts relating to the Resolution mentioned in the Postal Ballot Notice dated January 6, 2023. The Company had provided facility for voting through electronic means (E-voting) to all the Members of the Company to enable them to cast their votes electronically, as per the instructions contained in this Notice.

Report on Scrutiny:

- The Company has engaged the services of KFin Technologies Limited ("KFin"), as the Electronic



Voting Service Provider who had made necessary arrangements to facilitate E-voting by the Shareholders of the Company on their website <https://evoting.kfintech.com>.

- KFIN had provided a system for recording the votes of the Shareholders electronically through E-voting conducted during the period from Sunday January 8, 2023 to Monday January 6 2023, on the item of the business sought to be transacted as per the Postal Ballot notice dated January 6, 2023.
- KFIN had set up electronic voting facility on their website, <https://evoting.kfintech.com>. The Company had uploaded all the items of the business to be transacted through Postal Ballot on its website (www.zodiaconline.com) and on KFIN website (<https://evoting.kfintech.com>) and also on the websites of BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), Stock Exchanges where the Equity Shares of the Company are listed, to facilitate its Shareholders to cast their vote through E-Voting.
- KFin Technologies Limited (formerly known as "KFin Technologies Private Limited") is the Company's Registrar and Share Transfer Agent (RTA).
- In view of the prevailing pandemic situation and to obviate difficulties faced by the Corporates in providing both voting by physical ballot and E-voting, a facility was extended for the Shareholders to cast their vote only through E-voting in accordance with the provisions of the MCA Circulars.
Accordingly, the Company had sent the Postal Ballot Notice including all the requisite information required to cast the vote, in electronic form only, to all its Shareholders who have registered their e-mail addresses with the Company / Registrar & Transfer Agents / Depository Participants. The communication of the assent or dissent of the Members was sought through the E-voting system. Persons who were Members as on **Friday, December 30, 2022** and, who received the Notice of Postal Ballot by e-mail; and wished to vote through E-voting could participate in the voting on Postal Ballot.
- In order to facilitate those Members who had not yet registered their e-mail addresses, a proper procedure was laid down for the Shareholders to get their e-mail addresses registered with the RTA so that those Members could also participate in the Postal Ballot.
- The Company and KFIN, had uploaded the Notice together with the explanatory statement, on their respective websites viz. www.zodiaconline.com and <https://evoting.kfintech.com> respectively. Electronic Voting Event Number "7143" ('EVEN') was generated for casting the votes through E-voting mode. The Company and KFIN have complied with, all the necessary formalities specified under the Act, the Rules and the Circulars issued in this regard.
- The aforesaid Postal Ballot Notice was sent through e-mail on January 6, 2023, to all the Shareholders of the Company who had registered their e-mail addresses as on Friday December 30, 2022 (cut-off date).
- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations relating to the items being placed for approval of the Shareholders through Postal Ballot by e- voting.
- My responsibility as the Scrutinizer of the Postal Ballot, was restricted to scrutinize the E-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report on the votes cast in favour and against the resolution stated in the Notice, based on the reports generated from the E-voting system provided by KFIN.



- I report that, the Notice was sent through e-mail to **8,530** Shareholders whose Email IDs were registered with the Depositories and as made available with the RTA. The total Number of Shareholders as on the Cut-off date was **9,292**. The E-voting period commenced from **Sunday January 8, 2023 from 9.00 a.m. (IST) and ended on Monday February 6, 2023 at 5.00 p.m. (IST)**.
- A Public Notice with regard to the Postal Ballot Notice was published on **Saturday January 7, 2023** in "Free Press Journal", English Newspaper and in "Navasakthi", Marathi Newspaper providing requisite information and contact details of the KFIN for registering email ID and queries on E-voting.

The item for which approval of the Shareholders of the Company was sought as stated in the Notice is mentioned hereunder: -

Sr. No.	Type of Resolution	Description of the Resolution.
1.	Special Resolution	ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTERS OF THE COMPANY AND MATTERS RELATED THEREWITH

SUMMARY OF VOTES CAST

The E-voting process concluded at 5.00 p.m. on Monday January 6, 2023. After the closure of E-voting process the votes cast through E-voting facility were duly unblocked by me as a Scrutinizer in the presence of Ms. Saroj Narasimhan and Azael Dsouza witnesses, not in employment of the Company, as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014. Since E-voting facility was provided by KFIN, the details of the E-voting exercised by the Shareholders were duly compiled by KFIN. The details of the E-voting, the compilation of the Register containing the statement of Member's name, DP ID & Client ID and/or folio number, number of shares held, number of votes exercised, votes in favour, votes against were generated by KFIN i.e. <https://evoting.kfintech.com> were duly scrutinized.

On scrutiny, I report that out of **9,292** Shareholders holding shares as on the cut-off date, i.e. Friday, December 30, 2022, **45** Shareholders, holding 1,69,16,912 shares have exercised their votes through remote E-voting. The details of Postal Ballot result for the item placed for consideration and approval of the Members is given below:

Item No 1: As a Special Resolution

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTERS OF THE COMPANY AND MATTERS RELATED THEREWITH

Total no. of Members	9,292		
Total no. of Equity Shares	2,47,59,531		
E-voting as per the Postal Ballot Notice	From 9.00 a.m. on Sunday January 8, 2023 till 5.00 p.m. on Monday February 6, 2023		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	45	1,69,16,912
Less: Invalid E-voting <i>abstained / less voted</i> * refer note below	B	Nil	Nil
Net E-voting (A-B) considered valid	C	45	1,69,16,912



NOTE:

Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of Postal Ballot.

A Vote Cast In favour or against is calculated based on the Valid Votes cast through Remote E-voting.

Summary of E-voting through Postal Ballot

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstan ding 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)]*1 00	% of votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	1,73,26,546	1,66,76,239	96.247	1,66,76,239	0	100.00	0
Public- Institutions	1,919	0	0	0	0	0	0
Public-Non Institutions	74,31,066	2,40,673	3.239	2,38,201	2,472	98.973	1.027
Total	2,47,59,531	1,69,16,912	68.325	1,69,14,440	2,472	99.985	0.015

Percentage of votes cast in Favour: 99.985 Percentage of votes cast Against: 0.015

RESULT: -

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No.1 as set forth in the Postal Ballot Notice dated January 6, 2023 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of voting that is Monday, February 6, 2023.

I further report that as per the Postal Ballot Notice dated January 6, 2023 and the Board Resolution dated December 21, 2022, the Chairman or a person authorised by him in writing may declare and confirm the above result of voting by Postal Ballot in respect of the Resolution referred in Postal Ballot Notice, on or before February 8, 2023. The result of the Postal Ballot will be displayed on the website of the Company at www.zodiaconline.com and on the website of KFIN at <https://evoting.kfintech.com> The results will also be submitted to / filed with BSE Limited and National Stock Exchange of India Limited, the exchanges where the Equity Shares of the Company are listed and, the Company will display the results of the Postal Ballot at its Registered Office.

I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with and the records maintained by me including the data as obtained from



KFIN, the Service Provider for the E-voting facility extended by them as also the Registrar and Share Transfer Agent recording the consent or otherwise received from the Members, by E-voting which includes all the particulars of the Members such as the name, folio number/DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, and other related data / papers are in my safe custody which will be handed over to the Company Secretary of the Company.

I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of your Company.

Thanking you,

Yours faithfully,

**For BN & Associates
Company Secretaries**

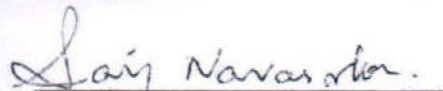


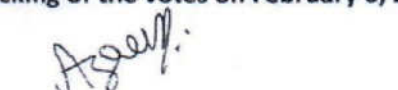
**CS B. Narasimhan
(Proprietor)
(FCS No.1303 COP No. 10440)**



**Place: Mumbai
Date: February 6, 2023
UDIN: F1303D003109342**

The following were the witnesses to the unblocking of the votes on February 6, 2023


1. Saroj Narasimhan


2. Azael Dsouza

Received the Report

For Zodiac Clothing Company Limited


**Kumar Iyer
Company Secretary & Compliance Officer**

06/02/2023



Company Name	ZODIAC CLOTHING COMPANY LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	9292
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	SPECIAL - Issue of Equity Shares on Preferential Basis to the Promoters of the Company and matters related therewith.							
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	17326546	16676239	96.2468	16676239	0	100.0000	0.0000
	Poll	17326546	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	17326546	0	0.0000	00	0	0.0000	0.0000
	E-Voting	1919	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Poll	1919	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1919	0	0.0000	00	0	0.0000	0.0000
	E-Voting	7431066	240673	3.2387	238201	2472	98.9728	1.0271
Public- Non Institutions	Poll	7431066	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	7431066	0	0.0000	00	0	0.0000	0.0000
	Total	24759531	16916912	68.3248	16914440	2472	99.9854	0.0146