

ZODIAC CLOTHING COMPANY LIMITED

CIN: L17100MH1984PLC033143

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

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ADDENDUM TO THE NOTICE OF 41st ANNUAL GENERAL MEETING OF THE COMPANY

Addendum to the Notice dated 13th August, 2025, convening the 41st Annual General Meeting of the Company scheduled to be held on Monday, 29th September, 2025 at 03:00 pm (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"):

Notice is hereby given pursuant to the provisions of Section 160 of the Companies Act, 2013 ('Act') read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, of the intention of a member signifying candidature of a person for the office of Director of the Company. Accordingly, the following item of business is added in the aforesaid Notice as Item No. 5 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated 13th August, 2025, and the notes provided therein. Attention of the shareholders is specifically drawn to the attached explanatory statement to explain the background of the proposal and the stand of Nomination and Remuneration Committee as well as Board of Directors of the Company thereon.

All the contents/information mentioned in the 41st AGM Notice shall remain unchanged. The 41st AGM Notice should be read in continuation of and in conjunction with this Addendum to the Notice.

SPECIAL BUSINESS:

ITEM 5 - APPOINTMENT OF MS. DJENA SUNAVALA (DIN: 03481614) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR:

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Djena Sunavala (Din: 03481614), who was appointed as an Additional Director (in the category of Independent Director) w.e.f. 12th September, 2025 and who holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature as a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of Five (5) consecutive years effective from 12th September 2025 to 11th September 2030, not liable to retire by rotation.

RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

Notes:

1. The Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing 41st AGM, is annexed hereto and forms part of the Notice.

2. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.
3. This addendum to the Notice of AGM is available on the Company's website at www.zodiaconline.com, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.
4. All the processes, notes and instructions relating to attending AGM through VC / OAVM and e-voting set out for and applicable for the ensuing 41st AGM shall *mutatis-mutandis* apply to attending AGM through VC / OAVM and e-voting for the resolution proposed in this Addendum to the Notice of AGM. Furthermore, the Scrutinizers appointed for the ensuing 41st AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 41st AGM.

By Order of the Board of Directors
For **Zodiac Clothing Company Limited**

Date: 12th September, 2025
Place: Mumbai

Sd/-
Kumar Iyer
VP- Legal & Company Secretary
Membership No.: ACS 9600

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Addendum to the Notice:

ITEM 5: - APPOINTMENT OF MS. DJENA SUNAVALA (DIN: 03481614) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR:

Pursuant to the provisions of Section 149(1) of the Companies Act, 2013 ("the Act") and the Regulation 17 (1) of the SEBI (LODR) Regulations, 2015, the Company is required to appoint an Independent Woman Director on the Board, accordingly the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has appointed Ms. Djena Sunavala (DIN: 03481614) as an Additional Director, in the category of Independent Director, w.e.f. 12th September, 2025, pursuant to Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company and she holds office upto the date of the 41st Annual General Meeting.

The Company has received a notice in writing, under the provision of Section 160 of the Companies Act, 2013, from a member, proposing her candidature as an Independent Director of the Company. Since the proposed appointment has already been recommended by the Nomination and Remuneration Committee of the Board of the Company and the appointment of Ms. Djena Sunavala (DIN: 03481614) is being made as an Independent Director, the requirement of receiving a deposit of Rupees One lakh from the member proposing her candidature, is not applicable.

The Company has received from Ms. Djena Sunavala (DIN: 03481614) (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board of Directors, Ms. Djena Sunavala (DIN: 03481614), the Non-Executive Independent Director, fulfills the conditions specified in the Act and the Rules made thereunder and she is independent of the Management. A copy of the draft letter for the appointment of Ms. Djena Sunavala (DIN: 03481614) as a Non- Executive Independent Director setting out the terms and conditions is available for inspection without any fee for the members at the Company's registered office during normal business hours on working days up to the date of AGM. The resolution seeks the approval of members for the appointment of Ms. Djena Sunavala (DIN: 03481614) as a Non- Executive Independent Director of the Company for the period of Five (5) years w.e.f. 12th September, 2025 to 11th September, 2030, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and not liable to retire by rotation.

Ms. Djena Sunavala has over thirty years' experience as a practicing attorney in Mumbai. She is presently a managing partner at Aurus Legal, Advocate & Solicitors, where she leads the real estate practice and represents Indian and foreign companies and HNIs for the sale, purchase and development of industrial, commercial and residential projects, In the financial sector, Djena has represented domestic and global financial services groups for setting-up, investing in, and existing from mutual funds and Life insurance companies in India.

No Director, Key Managerial Personnel or their relatives, except Ms. Djena Sunavala (DIN: 03481614), to whom the resolution relates, is interested or concerned, financially or otherwise in the resolution.

The Board recommends the resolution set forth in Item No. 5 of the accompanying Notice for approval of the members.

By Order of the Board of Directors
For **Zodiac Clothing Company Limited**

Date: 12th September, 2025
Place: Mumbai

Sd/-
Kumar Iyer
VP- Legal & Company Secretary
Membership No.: ACS 9600

Annexure A
Details of Director(s) Seeking Appointment/ Re-Appointment in 41st Annual General Meeting
[Pursuant to regulation 36(3) of SEBI (LODR) Regulations, 2015]

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| Name of Director | Ms. Djena Sunavala |
| Director Identification Number | 03481614 |
| Date of Birth/ Age | 12/09/1965 (60 years) |
| Date of First Appointment | 12 th September, 2025 |
| Qualification | B. Sc. & LLB |
| Expertise in specific functional areas | A practicing attorney with over thirty years of experience in real estate practice, representing domestic and global financial services groups for setting up, investing in, and exiting from mutual funds and life insurance companies in India. |
| Remuneration last drawn | NIL |
| Number of meetings of the Board attended during the year | NIL |
| Terms & Conditions of appointment/ re-appointment | As per resolution at Item No. 5 |
| Name/s of other Listed Companies in which Directorship held | NIL |
| Name/s of other Listed Companies in which the Director holds Membership in the Committees | NIL |
| Name/s of Listed entities in which director has resigned in the past three years | NIL |
| Shareholding in the Company | NIL |
| Relationship between the Directors inter-se | NIL |
| Skill and capabilities required for the role and manner in which requirements are met. | An experienced legal professional with over thirty years' experience in real estate, representing domestic and global financial services groups for setting up, investing in, and exiting from mutual funds and life insurance companies in India. |