

ZODIAC CLOTHING COMPANY LIMITED

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

NOTICE OF 28TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th Annual General Meeting of Zodiac Clothing Company Limited will be held on Wednesday, 29th August, 2012 at 2.30 p.m. at Nehru Centre, Hall of Culture, Dr. Annie Besant Road, Worli, Mumbai 400 018, to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012, the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare final dividend on Equity Shares.
3. To appoint a Director in place of Mr. Y.P Trivedi, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. Heinrich Dieckmann, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Mohamed Yusuf Noorani, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT M/s Deloitte Haskins and Sells, Chartered Accountants (Registration No. 117366W), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.”

By order of the Board of Directors

OMPRAKASH SINGH
Company Secretary

Place : Mumbai

Date : May 29, 2012

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.** In order to be valid, proxies duly stamped, should be lodged with the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting.

2. The Register of Members and the Share Transfer Books of the company will remain closed from Monday, August 20, 2012 to Wednesday, August 29, 2012. (both days inclusive).
3. The final dividend as may be declared shall be payable to members of the company whose names appear:
 - (a) As Beneficial Owners as at the end of business hours on August 18, 2012, as per the list to be furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd., in respect of the shares held in electronic form and;
 - (b) As members in the Register of Members of the Company as at August 18, 2012.
4. Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) have advised all listed companies to mandatorily use the Electronic Clearing Services (ECS) facility, wherever possible, for dividend payment to the shareholders. In view of this stipulation, the company proposes to implement the ECS facility. Members are requested to provide the Company with ECS mandate for crediting the future dividend payment directly to their respective bank accounts. The Company shall be able to co-ordinate with the bankers only on receipt of the necessary information. The main information required therein is the type of account, name of the bank and the account number. It should be signed by all the holders, as per the specimen signature recorded with the Company / Depository Participant.
5. Members are hereby informed that dividends which remain unpaid / unencashed over a period of 7 years, have to be transferred by the Company to the Investor Education & Protection Fund constituted by the Central Government under Section 205A and 205C of the Companies Act, 1956. It may be noted that no claim of the shareholders will be entertained for the unclaimed dividends that have been transferred to the credit of the Investor Education and Protection Fund of the Central Government under the provisions of Section 205C of the Companies Act, 1956. In view of the above, the shareholders are advised to send their unencashed dividend warrants to the Registered Office of the company for revalidation/issue of demand drafts, and encash them before the due date for transfer to the Investor Education and Protection Fund. **Unclaimed Equity Dividend for the financial year 2004-05 will fall due for transfer to the said Fund on October 31, 2012. It may kindly be noted that once the unclaimed dividend is transferred to the**

above said Fund of the Central Government, no claim shall lie in respect thereof.

6. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with the relevant share certificates to the company's Registrar & Transfer Agents, M/s. Karvy Computershare Pvt. Ltd., Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081. Tel. No. 040-44655000. Fax No. 040-23420814. E-mail: einward.ris@karvy.com
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agents, M/s. Karvy Computershare Private Limited.
8. Members holding shares in physical segment are requested to notify change in their address/status, if any, immediately to the Company's Registrar & Share Transfer Agents, M/s. Karvy Computershare Pvt. Ltd., at the address mentioned in Point No. 6.
9. Members are requested to:
 - (i) Quote Registered Folio / Client ID and DP ID in all their correspondence.
 - (ii) Bring the copy of the Annual Report and the Attendance Slip with them to the Annual General Meeting.
 - (iii) Send queries related to accounts, to the Company atleast 10 days before the date of the Annual General Meeting.
 - (iv) To register their e-mail address with Company's Registrar & Transfer Agents, M/s. Karvy Computershare Pvt. Ltd., to enable the Company to send the notices, documents including Annual Reports by e-mail.
10. Appointment / Reappointment of Directors:

A. Profile of Directors retiring by rotation and offering for re-appointment:

At the ensuing Annual General Meeting Mr. Y.P. Trivedi, Dr. Heinrich Dieckmann and Mr. Mohamed Yusuf Noorani retire by rotation and being eligible, offer themselves for re-appointment. Pursuant to Clause 49 of Listing Agreement relating to Code of Corporate Governance, the particulars of the aforesaid Directors are given below:

1. Mr. Y.P. Trivedi

Mr. Y.P. Trivedi is the former President of Indian Merchants Chamber, The Chamber

of Income Tax Consultants, Indo-African Chamber of Commerce, a member of the Managing Committee of Indian Merchants' Chamber. He is a member of Rajya Sabha.

He is currently the Chairman of Trivedi Consultants Private Limited and Sai Service Station Limited and also a Director of Reliance Industries Limited, Birla Power Solutions Limited, Metro Exporters Private Limited, Supreme Industries Limited, Colosseum Sports and Recreation International, Seksaria Biswan Sugar Factory Limited, New Consolidated Construction Co. Limited and Emami Limited. Mr. Trivedi has also served as a Director of Central Bank of India, Dena Bank and Central Bank Executors and Trustee Company Limited.

The details of Committee Membership of Mr. Y.P. Trivedi are as follows:

COMMITTEE MEMBERSHIP

Name of the Company	Position Held
<u>AUDIT COMMITTEE</u>	
Reliance Industries Ltd.	Chairman
Birla Power Solution Ltd.	Chairman
Seksaria Biswan Sugar Factory Limited	Member
<u>SHAREHOLDERS' / GRIEVANCES COMMITTEE</u>	
Reliance Industries Ltd.	Member

He holds 15,975 equity shares of the Company in his name as on March 31, 2012.

2. Dr. Heinrich Dieckmann

Dr. Heinrich-Dietrich Dieckmann is a retired German diplomat whose entire career was focused mainly on international economic affairs. During his illustrious career, he has served as the German Ambassador to India, German Ambassador to Japan, Director General for Economic Affairs and European Integration in the German Foreign Office, Head of the Economic Department of the German Mission to the United Nations in New York. He was the Foreign Office Representative in all negotiations with the Soviet Union and later on Russia, dealing with the economic aspects of German reunification, and one of the German Sherpas for the preparations of the G7 summits 1992, 1993 and 1994.

Dr. Heinrich Dieckmann holds no directorship and committee membership in other companies.

He does not hold any equity shares in the Company as on March 31, 2012.

3. Mr. Mohamed Yusuf Noorani

Mr. M.Y. Noorani is the founder of ZODIAC and the founding father of the clothing industry in India. He was the founder of the Clothing Manufacturers' Association of India as well as its President for three consecutive terms. He has served on the managing committee of several trade organizations, including Indo German Chamber of Commerce, Bombay Chamber of Commerce, Indo Italian Chamber of Commerce as well as E.U. Chamber of Commerce, where he was the President for two terms. He has led Zodiac in its continuous quest for excellence and has also been the recipient of Lifetime Achievement Awards from IFA Lycra Images and also from the Clothing Associations – CMAI and CIAE. He is also Chairman of various Public Limited and Private Limited Group Companies. The Cross of Order of Merit was conferred on him by the President of the Federal Republic of Germany in December 2009.

The details of directorships of Mr. Mohamed Yusuf Noorani are as follows:

Name of the Company	Board Position Held
Zodiac Finsec and Holdings Limited	Chairman
Elite Clothing Company Private Limited	Chairman
Zodiac Properties Limited	Director
Zodiac [UAE] LLC	Director
Zodiac Clothing Co. (UAE) LLC	Director

He holds 1,691,448 equity shares of the Company in his name as on March 31, 2012.

By order of the Board of Directors

