

ZODIAC CLOTHING COMPANY LIMITED

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

NOTICE OF 29th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th Annual General Meeting of Zodiac Clothing Company Limited will be held on Wednesday, the 14th August, 2013 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, 2013, the Statement of Profit and Loss 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. S.R.Iyer, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr.Bernhard Steinruecke, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. M. L. Apte, 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, 2013

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, 5th August, 2013 to Wednesday, 14th August, 2013 (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 3rd August, 2013, 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 on the Register of Members of the Company as at 3rd August, 2013.
 - c) The final dividend on Equity Shares, if declared at the Meeting, will be credited/dispatched between 16th August, 2013 and 22nd August, 2013.
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 coordinate 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 205 A and 205 C 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 205 C 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 2005-06 will fall due for transfer to the said Fund on October 6, 2013. 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 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 financial results, 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. S.R. Iyer, Mr. Bernhard Steinruecke and Mr. M. L. Apte 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. S.R. Iyer

Mr. S.R. Iyer retired as Managing Director of the State Bank of India. He is the former Chairman and Director of the Credit Information Bureau (India) Limited. He was also the Managing Director of State Bank of Mysore, Director of the National Stock Exchange of India Ltd and GE Capital Business Process Management Services Private Limited. He has vast knowledge and rich experience in banking.

The details of directorships of Mr. S. R. Iyer are as follows:

Name of the Company	Board Position Held
Can Fin Homes Limited	Chairman
Writer Relocasia, Hong Kong	Chairman
KSK Energy Ventures Ltd	Director
KSK Power Ventur Plc. Isle of Man	Director
P. N. Writer and Company Pvt. Ltd	Director
Writer Lifestyle P. Ltd	Director
Writer Safeguard P. Ltd	Director
IDMC Limited	Director
Kannada Prabha Publications Ltd	Director
Wardha Power Company Limited	Director
KSK Mahanadi Power Company Limited	Director
Waterfield Advisors P. Ltd	Director

The details of committee memberships of Mr. S. R. Iyer are as follows:

Sr. No.	Name of the Company	Name of Committee	Designation
1.	IDMC Limited	Audit Committee	Chairman
2.	KSK Energy Ventures Limited	Audit Committee	Chairman
3.	KSK Power Ventur Plc Isle of Man	Audit Committee	Chairman
4.	P.N.Writer and Company P.Ltd	Audit Committee	Chairman
5.	Writer Lifestyle P.Ltd	Audit Committee	Chairman
6.	Writer Safeguard Pvt.Ltd	Audit Committee	Chairman
7.	Writer Relocasia, Hong Kong	Audit Committee	Chairman

He holds 7,650 Equity Shares of the Company in his name as on March 31, 2013.

2. Mr. Bernhard Steinruecke

Mr. Bernhard Steinruecke is the Director General of Indo-German Chamber of Commerce. He was the Managing Partner on the Board of ABC Bank GmbH, Berlin, and representative of the Indo-German Chamber of Commerce, Berlin, Germany. After acquiring an Honours degree in law from the University of Heidelberg, he became the Assistant Judge at the Supreme Court of Hamburg. He later on joined the Deutsche Bank AG and rose to become its Joint Chief Executive Officer, India.

The details of directorships of Mr. Bernhard Steinruecke are as follows:

Name of the Company	Position Held
FAG Bearings (India) Ltd	Director
Bosch Limited	Director
HDFC ERGO General Insurance Company Limited	Director
Apollo Munich Health Insurance Co. Ltd.	Director

The details of committee memberships of Mr. Bernhard Steinruecke : None

He holds 11,475 Equity Shares of the Company in his name as on March 31, 2013.

3. Mr. M.L.Apte:

Mr. M. L. Apte, is an Arts graduate from Elphinstone College, Mumbai. He has very wide knowledge and experience in business over the past many years. He is also actively involved in Sports activities viz. in Cricket.

Mr. M. L. Apte, former Sheriff of Mumbai is also the former President of Maharashtra Chamber of Commerce, Bombay Chamber of Commerce, Cricket Club of India, Indian Sugar Mills Association, Member of the Indian Cotton Mills Federation and former Chairman of the Textiles Committee.

The details of Directorships of Mr. M. L. Apte are as follows:

Name of the Company	Board Position Held
Apte Amalgamations Limited	Director
Grasim Industries Limited	Director
Bajaj Hindustan Limited	Director
Standard Industries Limited	Director
The Bombay Burmah Trading Corporation Limited	Director
The Raja Bahadur International Limited	Director
Kulkarni Power Tools Limited	Director

B. The details of committee memberships of Mr. M.L. Apte are as follows:

Sr. No.	Name of the Company	Name of Committee	Designation
1.	Grasim Industries Ltd	Audit Committee	Member
2.	Bombay Burmah Trading Corporation	Audit Committee Share Transfer Committee	Member
3.	Standard Industries Ltd	Audit Committee	Member

He holds 19,125 Equity Shares of the Company in his name as on March 31, 2013.

By order of the Board of Directors

OMPRAKASH SINGH
Company Secretary

Place : Mumbai

Date : May 29, 2013