ZODIAC

30th September, 2026

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**

Dear Sirs/Madam,

Sub: **Details of the Voting Results & Scrutinizer's Report of the 42nd Annual General Meeting held on 30th September, 2026.**

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 attached please find the consolidated voting results of the Remote E-voting & E-Voting done at the 42nd Annual General Meeting of the Company held on Wednesday, 30th September, 2026 along with Scrutinizer's Report dated 30th September, 2026.

This is for your information and records.

Thanking you,

Yours faithfully,

For **Zodiac Clothing Company Limited**

ZODIAC CLOTHING CO. LTD. MUMBAI

Kumar Iyer
Company Secretary & Compliance Officer
Membership No.: A9600

Encl: As above

Voting results	
Record date	25-09-2026
Total number of shareholders on record date	10329
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	9
b) Public	45
No. of resolution passed in the meeting	**3**

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2026 and the reports of the Board and the Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	20025146	13138655	65.6108	13138655	0	100.0000	0.0000
	Poll		652900	3.2604	652900	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	20025146	13791555	68.8712	13791555	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	7432985	300654	4.0449	268418	32236	89.2780	10.7220
	Poll		27314	0.3675	27268	46	99.8316	0.1684
	Postal Ballot (if applicable)							
	Total	7432985	327968	4.4123	295686	32282	90.1570	9.8430
Total		27458131	14119523	51.4220	14087241	32282	99.7714	0.2286
Whether resolution is Pass or Not.							Yes	

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Subramaniam Ramachandran Iyer (DIN: 00580437), who retires by rotation and being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	20025146	13138655	65.6108	13138655	0	100.0000	0.0000
	Poll		652900	3.2604	652900	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	20025146	13791555	68.8712	13791555	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	7432985	300654	4.0449	262818	37836	87.4154	12.5846
	Poll		27314	0.3675	27268	46	99.8316	0.1684
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	7432985	327968	4.4123	290086	37882	88.4495	11.5505
Total		27458131	14119523	51.4220	14081641	37882	99.7317	0.2683
Whether resolution is Pass or Not.							Yes	

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Salman Yusuf Noorani (DIN: 00068423), who retires by rotation and being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	20025146	13138655	65.6108	13138655	0	100.0000	0.0000
	Poll		652900	3.2604	652900	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	20025146	13791555	68.8712	13791555	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	7432985	300654	4.0449	262818	37836	87.4154	12.5846
	Poll		27314	0.3675	27268	46	99.8316	0.1684
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	7432985	327968	4.4123	290086	37882	88.4495	11.5505
Total		27458131	14119523	51.4220	14081641	37882	99.7317	0.2683
Whether resolution is Pass or Not.							Yes	

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CS Venkataraman. K.

Practicing Company Secretary

Combined Scrutinizer's Report on Remote E-voting & E-Voting conducted during 42nd Annual General Meeting of Zodiac Clothing Company Limited held on Wednesday, September 30, 2026

To,
The Chairman,
Zodiac Clothing Company Limited
Nyloc House, 254, D-2,
Dr. Annie Besant Road,
Worli, Mumbai -400 030.

Sub.: E-Voting Results of the Resolution(s) passed at the 42nd Annual General Meeting (AGM) of the Equity Shareholders of Zodiac Clothing Company Limited held on Wednesday, September 30, 2026 by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM) at 03:00 p.m. (IST) in compliance with the General Circulars No. 20/2020 dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, May 5, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No 09/2023 dated September 25, 2023 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the various Circulars issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "Applicable Circulars")

I, Venkataraman K, Practicing Company Secretaries, have been appointed by the Board of Directors of **Zodiac Clothing Company Limited** (*hereinafter referred to as the "**Company**"*) at its Meeting held on August 12, 2026, as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting (E-Voting) conducted during the 42nd AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the **Applicable Circulars**, providing relaxation for the manner in which the AGM shall be held and conducted through VC or OAVM.

The **Applicable Circulars** provide for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the **Applicable Circulars.**

As mentioned in the Notice Dated August 12, 2026, (hereinafter referred as 'Notice'), the proceedings of the 42nd AGM will be deemed to have been conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

Report on Scrutiny:

- The Company had appointed KFin Technologies Limited ('KFIN') as the Service Provider, for the purpose of providing the facility of Remote E-Voting to the Members of the Company and for E-voting during the AGM and also for conducting the 42nd AGM through VC/OVAM.
- KFIN are also the Registrar and Share Transfer Agents ('RTA') of the Company.

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CS K. VENKATARAMAN NAVI MUMBAI

C-312, Vikasini CHS, Sector – 8-B, C.B.D. Belapur, Navi Mumbai - 400 614.
Mobile : +91-98200 35693 | Email : venkatk60@yahoo.co.in / venkatk1960@gmail.com

- KFIN had provided a system for recording the votes of the Members electronically through Remote E-voting as well as E-voting conducted during the AGM on all the items of the business (Ordinary Business) sought to be transacted in the 42nd AGM of the Company, which was held on Wednesday, September 30, 2026.

- 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 at the 42nd AGM on its website www.zodiaconline.com and on KFIN website https://evoting.kfintech.com and also on the websites of BSE Limited and National Stock Exchange of India Limited (Stock Exchanges where the Equity Shares of the Company are listed), to facilitate their members to cast their vote through Remote E-Voting.

- 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.

- My responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process (Remote E-voting and E-voting during the 42nd AGM), in a fair and transparent manner and to prepare a Combined Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by KFIN.

- As prescribed in Clause IV of the Circular dated May 5, 2020 issued by MCA, which is forming part of the **Applicable Circulars,** the Company had released an advertisement prior to sending Notices to the Shareholders which was published in English in 'Business Standard' on September 03, 2026, newspaper having wide circulation in the district where the Registered Office of the Company is situated and in Marathi in 'Nav Shakti' on September 03, 2026. The Notice contained the required information as provided under clause IV (a) to (g) of the said circular.

- The internal cut-off date for the dispatch of the Notice of the AGM was September 4, 2026 and as on that date, there were 10,374 Members of the Company. As mentioned in the **Applicable Circulars,** KFIN had sent the Notices of the AGM along with Annual Report for the Financial Year 2025-26 and E-voting details by email to 9,864 Members, whose email IDs were made available by the Depositories. For those Members whose email IDs were not available, or held in physical form, who had not registered their email IDs with the RTA, the Notices could not be sent and out of this, 314 emails sent to Members have bounced back. The Company had advertised in the newspapers, asking those Members who have not provided their email IDs to do so and to the extent, details provided by the Members were considered for sending the Notice of the 42th AGM.

- The Company, in terms of Regulation 36 (1) of the SEBI Listing Regulations, had also sent a letter to the 510 Members, whose e-mail addresses were not registered with their respective Depository Participants or RTA, stating the web-link and the navigation path to access the Annual Report.

- The Notices sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the **Applicable Circulars.**

- As prescribed in clause (v) of sub rule 4 of **the Rule 20 of the Companies (Management and Administration) Rules, 2014,** the Company also released an advertisement, which was published 21

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days before the date of the 42nd AGM in English in 'Business Standard' newspaper having country-wide circulation on September 08, 2026 and in Marathi in 'Nav Shakti' on September 08, 2026. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) *to (h) of the said Rule 20.*

- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members, as per the notice, was **Friday, September 25, 2026.**

- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for 3 (three) days from **Sunday, September 27, 2026 at 09.00 A.M. to Tuesday, September 29, 2026 at 5.00 P.M.**

- The Company completed the dispatch of the notices by email to the Members on September 07, 2026.

- At the **end of the remote E-voting period on Tuesday, September 29, at 05.00 P.M., the voting portal of the KFIN, service provider,** was blocked forthwith. KFIN provided me the names, DP ID/ folio numbers and shareholding of Members who had cast their votes through remote E-Voting.

- At the **42nd AGM of the Company held through VC, on Wednesday, September 30, 2026, after considering all the items of businesses,** the facility to vote electronically (E-voting) was provided to facilitate those members who are attending the 42nd AGM through VC but could not participate in the Remote E-voting to record their votes.

- On **Wednesday, September 30, 2026, after tabulating the votes cast electronically by the system provided by KFIN,** the votes cast through Remote E-Voting facility and E-voting during the 42nd AGM were duly unblocked by me as a Scrutinizer in the presence of Mr. Vivek Ramnani and Mr. Aashaye Kumar who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means the votes casted through Remote E-voting process was tabulated for the purpose of considering the total votes casted by the shareholders through both ways. Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the E-voting during the AGM, the details of which are as follows:

The results of the Remote E-voting together with the E-voting conducted during the 42nd AGM are as under:

Details	Remote E-voting	E-Voting at AGM	Total voting
Number of Members who cast their votes	**56**	**13**	**69**
Total number of Shares held by them	**1,34,39,309**	**6,80,214**	**1,41,19,523**
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Abstained / less voted /invalid	As mentioned under each of the Resolution.		

Note:

1. **Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through E-Voting during the voting period and at the AGM.**
2. **Votes are not considered valid on account of abstained from voting or voting for lesser number of shares than actually held (to the extent not voted) as on the cutoff date.**

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ORDINARY BUSINESS:

I) *Item No. 1 of the Notice (As an Ordinary Resolution):*

To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2026 and the report of the Board and the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote E-Voting and E-Voting at meeting	1,40,87,241	99.771	32,282	0.229	NIL

Item 1 of Notice stands **PASSED** with the requisite majority.

II) Item No. 2 of the Notice (As an Ordinary Resolution):

To appoint a Director in place of Mr. Subramaniam Ramachandran Iyer (DIN: 00580437), who retires by rotation and being eligible, offers himself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote E-Voting and E-Voting at meeting	1,40,81,641	99.732	37,882	0.268	NIL

Item 2 of Notice stands **PASSED** with the requisite majority.

III) Item No. 3 of the Notice (As an Ordinary Resolution):

To appoint a Director in place of Mr. Salman Yusuf Noorani (DIN: 00068423), who retires by rotation and being eligible, offers himself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote E-Voting and E-Voting at meeting	1,40,81,641	99.732	37,882	0.268	NIL

Item 3 of Notice stands PASSED with the requisite majority

CS K. VENKATARAMAN NAVI MUMBAI

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All the Resolutions mentioned in the Notice of 42nd AGM held on September 30, 2026 as per the details above stand **PASSED** under Remote E-voting and E-voting conducted during the 42nd AGM with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the soft copy of the Registers received from the KFIN, the Service Provider in respect of the votes cast through Remote E-Voting and E-voting conducted during the 42nd AGM by the Members of the Company. All other relevant records relating to Remote E-voting and E-voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,
Yours faithfully,

CS K. VENKATARAMAN NAVI MUMBAI

CS Venkataraman K
Practicing Company Secretary
(ACS No. 8897 COP No.: 12459)
UDIN: A008897H001679258

Date: September 30, 2026
Place: Mumbai

The following were the witnesses to the unblocking the votes cast through Remote E-voting and E-voting at the AGM.

1 Mr. Vivek Ramnani

2. Mr. Aashaye Kumar

Countersigned and received the report:

ZODIAC CLOTHING CO. LTD. MUMBAI

Signed by Mr. Kumar Iyer
Authorized by the Board

Date: 30th September, 2026
Place: Mumbai