

ZODIAC CLOTHING COMPANY LIMITED

CIN : L17100MH1984PLC033143

Registered Office: Nyloc House, 254, D-2, Dr. Annie Besant Road, Worli, Mumbai -400 030.
Tel : 66677000 Fax: 66677279 Website: www.zodiaconline.com email id : contactus@zodiacmtc.com

NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty First Annual General Meeting of Zodiac Clothing Company Limited will be held at Nehru Centre, Hall of Culture, Dr. Annie Besant Road, Worli, Mumbai - 400 018, Maharashtra on Wednesday, 12th August 2015 at 3:00 p.m. to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare Final dividend on Equity Shares.
3. To appoint a Director in place of Mr. S.Y. Noorani (DIN: 00068423), who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of Auditors

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any of the Companies Act 2013 and the Rules issued thereunder, as amended from time to time, Deloitte Haskins and Sells, LLP Chartered Accountants (Registration No. 117366W/W-100018), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the next Annual General Meeting of the Company on such remuneration plus service tax, etc. as may be mutually agreed between the Board of the Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

5. **To appoint Mr. Saumitra Chaudhuri, (DIN 06982558) as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 (the ‘Act’) read with Companies (Appointment and Qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement(s), Mr. Saumitra Chaudhuri (DIN 06982558), an Additional Director (Non-executive & Independent) of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-executive & Independent Director of the Company, not liable to retire by rotation, for a term upto 11th November 2019.”

6. **To appoint Ms. Elizabeth Jane Hulse, (DIN 07094093) as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 (the ‘Act’) read with Companies (Appointment and Qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement(s), Ms. Elizabeth Jane Hulse (DIN 07094093), an Additional Director (Non-executive) of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment 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 for the office of Director, be and is hereby appointed as a Non-executive & Independent Director of the Company, not liable to retire by rotation for a term upto 11th August 2020.”

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

Dated : 10th June 2015
Place : Mumbai,
KUMAR IYER
G.M Legal &
Company Secretary

Registered Office:

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

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF ONLY ON A POLL AND THE PROXY NEED NOT BE A MEMBER. **HOWEVER A PERSON APPOINTED AS A PROXY SHALL ACT ON BEHALF OF SUCH MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.** THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. An Explanatory Statement under Section 102 of the Companies Act 2013 in respect of item Nos. 5 and 6 to be transacted at the Meeting is appended hereto and forms an integral part hereof.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. A brief resume of each of the directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in Details of Directors seeking Appointment/ Re-appointed at the Annual General Meeting annexed herewith as Annexure A.
5. Members are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday 31st July 2015 to Wednesday 12th August 2015 (both days inclusive).
9. The 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 30th July 2015 as per the download 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 12th August, 2015.
 - (c) The dividend on Equity shares, if declared at the Meeting, will be credited/dispatched on or before 31st August 2015.
10. Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) have advised all listed companies to mandatorily use the National Electronic Clearing Services (NECS) facility wherever possible for dividend payment to the shareholders. In view of this stipulation the company has already implemented the NECS facility provided by RBI. 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 for payment electronically 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 MICR no and / or IFSC code. It should be signed by all the holders, as per the specimen signature recorded with the Company / Depository Participant. For electronic shares, the relevant information may be provided to the concerned DP with whom the demat account is operational. For the shares held in Physical form it may be sent to Karvy the Registrar and share transfer agent.
11. Members holding shares in dematerialised form may please note that the bank details as furnished by the respective Depositories to the Company will be used for the purpose of distribution of dividend as directed by the Stock Exchanges. In the absence of electronic credit facility, the bank account details, if available, will be printed on

the dividend warrants. Members holding shares in dematerialised form must give instructions, regarding bank accounts in which they wish to receive dividend, to their respective Depository Participant. The Company or the Share Transfer Agents will not act on any direct request from such members for change/deletion in such bank details. Such changes are to be advised only to the Depository Participant by the members.

12. Members who hold shares in physical form can avail of the nomination facility in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filling Form No. SH-13 in duplicate with the Share Transfer Agents who, on request, will supply blank nomination forms. Members holding shares in the dematerialised form may contact the Depository Participant for recording nomination in respect of their shares.
13. All unclaimed dividends up to the Final Dividend for 2006-07 paid by the Company have been transferred to the General Revenue Account of the Central Government. Pursuant to the provisions of the Investor Education & Protection Fund (IEPF) (Uploading of Information Regarding Unpaid & Unclaimed Amounts lying with the Companies) Rules, 2012, the Company has uploaded the details of the unpaid & unclaimed amounts lying with the Company on the website of the Company (www.zodiaconline.com), as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in). Unclaimed Equity Dividend for the financial year 2007-08 will fall due for transfer to the said Fund on September 09, 2015. Members should also note that any sum transferred to IEPF shall stand forfeited and no claim shall lie either against IEPF or the Company. Those members, who have not encashed their dividends for the financial year ended March 31, 2008, are requested to claim it from Karvy immediately. Such of those members who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from Karvy.
14. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrars and Share Transfer Agents of the Company M/s. Karvy Computershare Pvt. Ltd, Karvy Selenium Tower-B, Plot No. 31&32 Gachibowli Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032. India Tel No.+91 04 67161500, Toll free No. 18003454001, E-mail: einward.ris@karvy.com
15. An electronic copy of the Annual Report for 2015 alongwith the Notice of the AGM is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes in addition to the physical

copy being sent. in the permitted mode. Members may please note that notices, annual reports, etc. will be available on the Company's website (www.zodiaconline.com) as well as the website of Karvy i.e. www.karvy.com)

16. SEBI has mandated the submission of Permanent Account Number (PAN) as the sole identification number by every participant in securities market, irrespective of the amount of such transactions. SEBI has also mandated that for securities market transactions and off market/private transactions involving transfer of shares in physical form, it shall be necessary for the transferee(s) to furnish copy of PAN card to the Company/Share Transfer Agents for registration of such transfer of shares. Members may please note that, SEBI has also made it mandatory for submission of PAN in the following cases viz., (i) Deletion of name of the deceased shareholder(s), (ii) Transmission of shares to the legal heir(s), and (iii) Transposition of shares.
17. Accordingly, members holding shares in dematerialised form are requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts, if not already submitted. Members holding shares in the physical form can submit their PAN details to the Company / Registrar and Transfer Agents, M/s Karvy Computershare Private Limited, if not already submitted.
18. 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 at least 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.
19. **Voting Instructions:**
 - (a) In terms of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules 2015 and Clause 35B of the Listing Agreement, the Resolutions proposed at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM), for which purpose the Company has engaged the services of Karvy Computershare Pvt. Ltd. (Karvy) to facilitate remote e-voting.

- (b) Please note that the Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and *vice versa*. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again
- (c) The Board of Directors of the Company has appointed Mr. B. Narasimhan, Proprietor B.N. & Associates, a Practising Company Secretary as the Scrutinizer for conducting the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer's decision on the validity of the votes shall be final.
- (d) Voting rights will be reckoned on the paid-up value of the shares registered in the name of the Members as on 5th August 2015 being the cut-off date. Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or voting at the AGM.
- (e) The Scrutinizer will submit his report to the Chairman/Managing Director after the completion of scrutiny, and the result of the remote e-voting will be announced by any Director or Company Secretary of the Company duly authorized, on or before 15th August, 2015 at the registered office of the Company and will also be displayed on the Company's website (www.zodiaconline.com), and on the website of Karvy www.karvy.com immediately after the result is declared. The company shall simultaneously forward the results to BSE Ltd. and National Stock Exchange of India Limited, where the shares of the Company are listed. The result will also be published in the newspapers.
- (ii) Enter the login credentials (i.e., **User ID and password mentioned below**). Event No. followed by Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (iii) After entering these details appropriately, Click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the "EVENT" i.e., Zodiac Clothing Company Limited.
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.

The instructions for e-voting are as under:

- A. In case a Member receiving an email of the AGM Notice from Karvy [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - (x) You may then cast your vote by selecting an appropriate option and click on "Submit"

- (xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).

(xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the scrutinizer at zodiac.evoting@karvy.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_ EVENT NO.”

(xiii) In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 5th August 2015, he / she may write to Karvy on the email Id: varghese1@karvy.com or to Mr P. A. Varghese, Contact No. 040-33215424, at [Unit:Zodiac Clothing Company Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.

B. In case of Members receiving physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the Company/ Depository Participant(s)]:

(i) **User ID and initial password as provided in a separate e-voting communication , being sent along with the Notice of AGM and Annual Report.**

(ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.

C. The e-voting period commences on **Saturday, 8th August 2015 at 10:00 A.M. and ends on Tuesday, 11th August 2015, at 5.00 P.M.** During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being **Wednesday, 5th August, 2015**, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote by way of poll at the Meeting.

D. In case of any query or grievance pertaining to e-voting, please visit Help & FAQ’s section available at <https://evoting.karvy.com>. (on Karvy’s website)

E. Voting at the AGM will be through Poll paper to be distributed at the venue. The Scrutinizer shall after scrutinizing the votes cast at the AGM and through remote e-voting, make a Consolidated Scrutinizers Report and submit the same to the Chairman of the Company, not later than 3 (three) days of the conclusion of the AGM.

F. The Results declared along with the Consolidated Scrutinizers Report shall be placed on the Company’s website www.zodiaconline.com and on the website of Karvy. The results shall simultaneously be communicated to the BSE Ltd and National Stock Exchange of India Ltd. where the Companys share are listed

G. The resolution/s shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes in favour of the resolution through a compilation of voting results (ie. remote e-voting and voting held at the AGM).

By Order of the Board of Directors
For ZODIAC CLOTHING COMPANY LIMITED

KUMAR IYER
G.M Legal &
Company Secretary

Dated : 10th June 2015
Place : Mumbai,

Registered Office:
Nyloc House, 254,
D- 2, Dr. Annie Besant Road,
Worli, Mumbai - 400 030.
Tel : 66677000 • Fax: 66677279
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D. In case of any query or grievance pertaining to e-voting, please visit Help & FAQ's section available at <https://evoting.karvy.com>. (on Karvy's website)

E. Voting at the AGM will be through Poll paper to be distributed at the venue. The Scrutinizer shall after scrutinizing the votes cast at the AGM and through remote e-voting, make a Consolidated Scrutinizers Report and submit the same to the Chairman of the Company, not later than 3 (three) days of the conclusion of the AGM.

F. The Results declared along with the Consolidated Scrutinizers Report shall be placed on the Company's website www.zodiaconline.com and on the website of Karvy. The results shall simultaneously be communicated to the BSE Ltd and National Stock Exchange of India Ltd. where the Companys share are listed

G. The resolution/s shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes in favour of the resolution through a compilation of voting results (ie. remote e-voting and voting held at the AGM).

By Order of the Board of Directors
For ZODIAC CLOTHING COMPANY LIMITED

KUMAR IYER

Dated : 10th June 2015
Place : Mumbai,

Registered Office:

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

ITEM NO.5

As per the provisions of the second proviso to Section 149(4) of the Companies Act, 2013 ("Act") read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, the Company is required to have independent directors on its Board.

Pursuant to the recommendation made by the Nomination & Remuneration Committee at a meeting held on 12th November, 2014, the Board of Directors of the Company at their meeting held on 12th November 2014, had appointed Mr. Saumitra Chaudhuri (DIN.06982558) as an Additional Director (Non-executive & Independent) of the Company under Section 161 of the Act, who holds such office up to the date of the 31st Annual General Meeting of the Company.

Mr. Saumitra Chaudhuri has furnished declarations to the Company under Section 149(7) of the Act, confirming that he meets the criteria prescribed for Non-executive & Independent Directors under sub-section (6) of Section 149 of the Act as well as Clause 49 of the Listing Agreement. Mr. Saumitra Chaudhuri also furnished to the Company (i) Consent to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and qualification of Directors) Rules, 2014, (ii) Declaration of Non-disqualification in Form DIR- 8 pursuant to Section 164 of the Act, and (iii) a declaration in writing in Form MBP-1 confirming his disclosure of interest or concern in the company or companies, bodies corporate, firms or other association of individuals.

In the opinion of the Board, Mr. Saumitra Chaudhuri fulfills the conditions for his appointment as an Non-executive & Independent Director as prescribed under the Act and Rules issued thereunder and Clause 49 of the Listing Agreement.

Mr. Saumitra Chaudhuri is independent of the management and possesses appropriate skill, knowledge and experience.

Accordingly, it is proposed to appoint Mr. Saumitra Chaudhuri as a Non-executive & Independent Director on the Board of the Company for a period of five (5) consecutive years upto 11th November 2019 and will not be liable to retire by rotation. A notice, along with the requisite deposit, has been received from a member proposing Mr. Saumitra Chaudhuri's candidature for the office of Director of the Company. In the opinion of the Board, the Company will immensely benefit with

the varied experience and knowledge of Mr. Saumitra Chaudhuri.

The terms and conditions of appointment of Mr. Saumitra Chaudhuri as Non-executive & Independent Director shall be open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the date of the Annual General Meeting, and has also been uploaded on the website of the Company at www.zodiaconline.com.

Except Mr. Saumitra Chaudhuri, being an appointee, no Director, Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

A brief profile of Mr. Saumitra Chaudhuri is given in the Directors Biographies, forming part of the Annual Report and the nature of his expertise in specific functional areas and the names of companies in which he holds Directorships and memberships/ chairmanships of the Board/Committees, shareholding and relationships amongst Directors inter-se as stipulated under Clause 49 of the Listing agreement with the Stock exchanges is provided in the Details of Directors seeking appointment/ re-appointment at the AGM annexed to this notice as Annexure A.

The Board recommends the passing of the Ordinary Resolution set out in item No. 5 of the Notice for approval by the Members.

ITEM NO.6

As per the provisions of the second proviso to Section 149(4) of the Companies Act, 2013 ("Act") read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, the Company is required to have independent directors on its Board.

Pursuant to recommendation made by the Nomination & Remuneration Committee at a meeting held on 11th February, 2015, the Board of Directors of the Company at their meeting held on 11th February 2015, had appointed Ms. Elizabeth Jane Hulse (DIN 07094093) as an Additional Director (Non-executive) of the Company under Section 161 of the Act , who holds such office up to the date of the 31st Annual General Meeting of the Company.

Ms. Elizabeth Jane Hulse has now furnished declarations to the Company under Section 149(7) of the Act,

confirming that she meets the criteria prescribed for Non-executive & Independent Directors under subsection (6) of Section 149 of the Act as well as Clause 49 of the Listing Agreement. Ms. Elizabeth Jane Hulse has also furnished to the Company (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) Declaration of Non-disqualification in Form DIR-8 pursuant to Section 164 of the Act, and (iii) a declaration in writing in Form MBP-1 confirming her disclosure of interest or concern in the company or companies, bodies corporate, firms or other association of individuals.

In the opinion of the Board, Ms. Elizabeth Jane Hulse fulfills the conditions for her appointment as a Non-executive & Independent Director as prescribed under the Act and Rules issued thereunder and Clause 49 of the Listing Agreement.

Ms. Elizabeth Jane Hulse is independent of the management and possesses appropriate skill, knowledge and experience.

Accordingly, it is proposed to appoint Ms. Elizabeth Jane Hulse as a Non-executive & Independent Director on the Board of the Company for a period of five (5) consecutive years upto 11th August 2020 and will not be liable to retire by rotation. A notice, along with the requisite deposit, has been received from a member proposing Ms. Elizabeth Jane Hulse as a candidate for the office of Director of the Company. In the opinion of the Board, the Company will immensely benefit with the varied experience and knowledge of Ms. Elizabeth Jane Hulse.

The terms and conditions of appointment of Ms. Elizabeth Jane Hulse as Non-executive & Independent Director shall be open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the date of the Annual

General Meeting, and has also been uploaded on the website of the Company at www.zodiaconline.com.

Except Ms. Elizabeth Jane Hulse, being an appointee, no Director, Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

A brief profile of Ms. Elizabeth Jane Hulse is given in the Directors Biographies, forming a part of the Annual Report and the nature of her expertise in specific functional areas and the names of companies in which she holds Directorships and memberships/ chairmanships of the Board/Committees, shareholding and relationships amongst Directors inter-se as stipulated under Clause 49 of the Listing agreement with the Stock exchanges is provided in the Details of Directors seeking appointment/re-appointment at the AGM annexed to this notice as Annexure A.

The Board recommends the passing of the Ordinary Resolution set out in item No. 6 of the Notice for approval by the Members.

**By Order of the Board of Directors
For ZODIAC CLOTHING COMPANY LIMITED**

**KUMAR IYER
G.M. Legal & Company Secretary**

Mumbai, 10th June 2015

Registered Office:

Nyloc House, 254,
D- 2, Dr. Annie Besant Road,
Worli, Mumbai - 400 030.
Tel : 66677000 • Fax: 66677279
Website: www.zodiaconline.com
email id : contactus@zodiacmtc.com

Annexure A

**DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT
AT THE ANNUAL GENERAL MEETING**

| Particulars | Mr. S. Y. Noorani | Mr. Saumitra Chaudhuri | Ms. Elizabeth Jane Hulse |
|--|--|--|---|
| Date of Birth | 15/03/1963 | 11/01/1954 | 20/12/1950 |
| Date of Appointment | 14/05/1993 | 12/11/2014 | 11/02/2015 |
| Qualification | B.Com | M.A. (Economics), CES&P JNU University, B.Sc. Hons., Guwahati University | BA.Hons Textiles |
| Expertise in specific functional areas | Industrialist with rich Business Expertise | Economist | Textile Designing, Brand and Product Management |
| Directorship held in other companies | Zodiac Finsec and Holdings Ltd. | - | - |
| Membership/Chairmanships of Audit and Shareholders/ Investor Grievance Committee in other Companies | - | - | - |
| Number of shares held in the Company (As on 31st March 2015) | 13,334 | - | - |
| Relationship with Directors | Son of Mr. M. Y. Noorani, Chairman & Brother of Mr. A. Y. Noorani, Vice Chairman & Managing Director | - | - |