

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 33rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Third 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 Thursday, 10th August 2017 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 2017 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 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 appoint the Auditors of the Company, and fix their remuneration

Explanation:

Pursuant to Section 139 of the Companies Act 2013 ("Act") and the Rules made thereunder, it is mandatory to rotate the Statutory Auditors on completion of two terms of five consecutive years and the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor of the company. The incumbent auditors M/s. Deloitte Haskins and Sells, LLP Chartered Accountants (Registration No.117366W/W-100018) has served the Company for over 10 years before the Act was notified and will be completing the maximum number of transitional period (three years) at the ensuing 33rd AGM.

Based on the recommendation of the Audit Committee, the Board at its meeting held on 30th May 2017, recommended the appointment of Price Waterhouse, Chartered Accountants, LLP (FRN 012754N/N500016) as the Statutory Auditors of the Company. Price Waterhouse, Chartered Accountants, LLP will hold office for a period of five consecutive years from the conclusion of the 33rd Annual General Meeting of the Company till the conclusion of the 38th Annual General Meeting to be held in 2022. The first year of audit will be of the financial statements for the year ending 31st March 2018, which will include the audit of the quarterly financial statements for the year.

Shareholders are requested to kindly consider and if thought fit, to pass 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, Price Waterhouse, Chartered Accountants, LLP (FRN 012754N/N500016), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five consecutive years commencing from the financial year 2017-18.

RESOLVED FURTHER THAT the Audit Committee of the Board of Directors of the Company be and is hereby authorised to determine the remuneration and reimbursement of out of pocket expenses, as may be payable to the Auditors."

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

KUMAR IYER

G.M. Legal &
Company Secretary
Membership No.- A9600

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

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF 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. 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.
3. A brief resume of the director proposed to be re-appointed, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, are provided in **Annexure A** to the Notice under Details of Director seeking re-appointment at the Annual General Meeting.
4. 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.
5. 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.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday 4th August 2017 to Thursday 10th August 2017 (both days inclusive).
7. The dividend, if declared at the Meeting, 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 2017 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 3rd August, 2017.
- c) The dividend on Equity shares, if declared at the Meeting, will be credited/dispatched on or before 30th August 2017.

8. 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. Accordingly, 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. It should be signed by all the holders. 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.

9. Members holding shares in dematerialized 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 dematerialized 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.

10. 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 filing Form No. SH-13 in duplicate with the Share Transfer Agents who, on request, will supply blank nomination forms. Members holding shares in the dematerialized form may contact the Depository Participant for recording nomination in respect of their shares.

11. All unclaimed dividends up to the Dividend for the year 2008-09 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.zodiaonline.com), as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in). Unclaimed Equity Dividend for the financial year 2009-10 will fall due for transfer to the IEPF on September 14, 2017.

12. In compliance with the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, the Equity Shares in respect of which dividend remains unclaimed/unpaid for the last seven or more consecutive years, are required to be transferred to the Demat Account of the IEPF authority. In this regard, the Company had informed the concerned Members through letter(s) and subsequently through publication of Notice(s) in 'the Business Standard' and 'Navshakti' advising them to claim their unclaimed/unpaid dividend from the Company within the stipulated time period. The Company has also uploaded on its website, i.e. www.zodiaonline.com, the complete list of members alongwith relevant details pertaining to unclaimed/unpaid dividend for seven consecutive years or more and the corresponding shares liable to be transferred to the Demat account of the IEPF Authority. Members may view the aforesaid details on www.zodiaonline.com under the 'Investor Relations' category.

13. Members are being informed that once the unclaimed/unpaid dividend is transferred to the account of IEPF and shares are transferred to the Demat account of IEPF authority, no claim shall lie against the Company in respect of such dividend/shares. The eligible members are entitled to claim such unclaimed/unpaid dividend and shares including benefits, if any, accruing on such shares from the IEPF Authority by making an application in the prescribed Form IEPF 5 online and sending the physical copy of the same duly signed alongwith the requisite documents to the Registered Office of the Company for verification of their claim. Those members, who have not encashed their dividends for the financial year 2009-10 and thereafter, are requested to claim it from Karvy immediately.

14. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar 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.+91 040 67161559, Toll free No. 1800-34-54-001, E-mail: einward.ris@karvy.com

15. The Ministry of Corporate Affairs (MCA) has introduced a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and rules framed thereunder. In case you have not registered your e-mail id, please communicate the same to the Company or RTA at their communication address given in the Annual Report in respect of the shares held in physical mode or communicate to the concerned DPs in respect of shares held in demat/electronic mode. Although you are entitled to receive physical copies of Notices, Annual Reports, etc. from the Company, we sincerely seek your support to enable us to forward these documents to you only by e-mail, which will enable us to participate in the Green Initiatives of the MCA and to protect our environment.

16. An electronic copy of the Annual Report for 2016-17 alongwith the Notice of the AGM and all accompanying documents is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s). Members may please note that notices, annual reports, and other related documents will be available on the Company's website (www.zodiaonline.com) as well as the website of Karvy (i.e. <http://evoting.karvy.com>) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.

17. 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. Accordingly, members holding shares in dematerialized 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.

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 Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 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., voting at the meeting or e-voting. If Members opt for 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 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 4th August, 2017 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 particulars as required by Rule 20 of the Companies (Management and Administration) Rules, 2014 shall be published through an advertisement in the following newspapers: (i) Business Standard and (ii) Lokmat.
- f. The Scrutinizer will submit his report to the Chairman/Managing Director after the completion of scrutiny, and the result of the voting will be announced by the Chairman/Managing Director or Company Secretary of the Company duly authorized, on or before 12th August, 2017 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 (<http://evoting.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.

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>.
- 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.
- 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 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. 4th August 2017, he/ she may write to Karvy on the email Id: evoting@karvy.com or to Ms. Shobha Anand, Contact No. 040-67161559 or toll free no. 1-800-34-54-001, 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 Sunday, 6th August 2017 from 10:00 A.M. and ends on Wednesday, 9th August 2017, till 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 Friday, 4th August, 2017, 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) or Contact:

Ms. Shobha Anand
 Karvy Computershare Private Limited
 Karvy Selenium Tower B, Plot 31-32, Gachibowli,
 Financial District, Nanakramguda,
 Hyderabad - 500 032.
 email: evoting@karvy.com, Tel: 040-67161559

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 e-voting, make a Consolidated Scrutinizers Report and submit the same to the Chairman of the Company, not later than 48 hours after 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 i.e. <http://evoting.karvy.com>. The results shall simultaneously be communicated to the BSE Ltd and National Stock Exchange of India Ltd. where the Company's 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 (i.e. remote e-voting and voting held at the AGM).

19. Refer reverse side of the Attendance Slip for the route map to reach the venue of the Annual General Meeting.

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

KUMAR IYER
 G.M. Legal &
 Company Secretary
 Membership No.- A9600

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@zodiacmte.com

Annexure A

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

Particulars	Mr. S. Y. Noorani
Date of Birth	15-03-1963
Date of First Appointment	14-06-1984
Director Identification Number	00068423
Qualification	B. Com.
Expertise in specific functional areas	Industrialist with rich Business Expertise
Directorship held in other companies	Zodiac Finsec and Holdings Limited
Membership/Chairmanships of Audit and Shareholders/Investor Grievance Committee in other Companies	Nil
Number of shares held in the Company (As on 31st March 2017)	5,54,516
Relationship with Directors	Son of Mr. M. Y. Noorani, Chairman & Brother of Mr. A. Y. Noorani, Vice Chairman.
Number of Meetings of the Board attended during the year	6