

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 34th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of Zodiac Clothing Company Limited will be held at Nehru Center, Hall of Culture, Dr. Annie Besant Road, Worli, Mumbai 400 018, Maharashtra on Thursday, 30th August 2018 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 2018 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. A. Y. Noorani (DIN: 00041686), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- 4) **To appoint Dr. Naushad Forbes (DIN 00630825) as an Independent Director of the Company.**

To consider and if thought fit, to pass 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 Regulations 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Naushad Forbes (DIN 00630825), 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 28th March 2023.”

- 5) **Issue of Convertible Warrants on Preferential basis**

To consider and, if thought fit, to pass the following resolutions as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder (the ‘Act’), and the enabling provisions of the Memorandum and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and rules and regulations framed thereunder as in force and in accordance with

other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies (“RoC”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and subject to the requisite approvals, consents, permissions and/or sanctions, if any, from them and other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time in one or more tranche/s 11,83,081 (Eleven Lakhs Eighty Three Thousand and Eighty One) Convertible Warrants (“Warrants”) on a Preferential basis to Mr. Mohamed Yusuf Noorani (3,94,361 warrants), Mr. Anees Yusuf Noorani (3,94,360 warrants) and Mr. Salman Yusuf Noorani (3,94,360 warrants), Promoters of the Company, with a right to the Warrant Holders to apply for and get allotted one Equity Share of the face value of ₹ 10/- (Rupees Ten) each for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of Convertible Warrants, at a minimum price (including the Warrant subscription price and the Warrant exercise price) of ₹ 169.05/- (Rupees One Hundred Sixty Nine and Five Paise only) including premium of ₹ 159.05/- ((Rupees One Hundred Fifty Nine and Five Paise only) per Convertible Warrant aggregating up to a maximum amount of ₹ 19,99,99,843.05/- (Rupees Nineteen Crores Ninety Nine Lakhs Ninety Nine Thousand Eight Hundred Forty Three and Five Paise only) as determined in accordance with the SEBI ICDR Regulations as on the ‘Relevant Date’ i.e. 31st July, 2018 or such higher price as may be arrived at in accordance with the SEBI ICDR Regulations, as the Board may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter VII of the SEBI ICDR Regulations, for determining the minimum issue price of the Warrants/Equity Shares arising on conversion of Warrants is Tuesday, 31st July 2018 i.e. 30 days prior to the date of the Annual General Meeting to be held on Thursday, 30th August, 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares from time to time in one or more tranche/s as may be required to be issued and allotted upon exercise of option by the Warrant holder/s and the Equity Shares issued on conversion of the said Warrants shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects including dividend with the existing fully paid up Equity Shares of the Company.

RESOLVED FURTHER THAT:

- a. The Warrants to be offered, issued and allotted shall be subject to the provisions of the Act and the SEBI ICDR Regulations.
- b. The consideration for allotment of Convertible Warrants shall be paid to the Company from the bank accounts of the respective proposed allottees only;
- c. The Warrants shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution provided where the allotment of the Warrants is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval
- d. An amount equivalent to at least 25% (Twenty Five per cent) of the Warrants value, shall become payable for the Warrants on or before the date of the allotment of Warrants and balance 75% (Seventy Five per cent) of the Warrants value shall be paid before the conversion of Warrants into Equity Shares within a period of 18 months from the date of issue of Warrants, failing which the said amount/s will be forfeited.
- e. The amount paid against Warrants shall be adjusted / set off against the price payable for the resultant Equity Shares.
- f. Subject to applicable provisions of law, such Warrants, may at the option of the holder/s, be converted to Equity Shares of the Company, within 18 months from the date of allotment, and on such terms and the conditions, in such form and manner as the Board and the holder of the Warrants may, at their absolute discretion, think fit.
- g. The Warrant Holders shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranche/s by giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, without any further approval from the members of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant Holders;
- f. The Equity Shares to be issued and allotted by the Company upon exercise of the Warrants in the manner aforesaid shall be in dematerialized form.
- i. Subject to the provisions of Chapter VII of the ICDR Regulations, the Warrants and Equity Shares allotted on exercise of such Warrants shall be transferable within the Promoters and persons forming part of the Promoter Group;
- j. The Warrants, and pursuant to conversion of Warrants, the Equity Shares to be allotted to the proposed allottees, shall be under lock-in for such period as may be prescribed by the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving

all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds thereof, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/ Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

6) Issue of Equity Shares on Preferential basis:

To consider and, if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re enactment(s) thereof, for the time being in force) and the applicable Rules thereunder (the “Act”), and the enabling provisions of the Memorandum and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies (the “RoC”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and subject to requisite approvals, consents, permissions and/or sanctions, if any, from them and other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranche/s on Preferential basis, up to 17,74,622 (Seventeen Lakhs Seventy Four Thousand Six Hundred and Twenty Two) Equity Shares of the face value of ₹ 10/- (Rupees Ten) each fully paid-up to Mr. Mohamed Yusuf Noorani (5,91,540 Equity Shares), Mr. Anees Yusuf Noorani (5,91,541 Equity Shares) and Mr. Salman Yusuf Noorani (5,91,541 Equity Shares), Promoters of the Company, for cash at a minimum issue price of

₹ 169.05/- (Rupees One Hundred Sixty Nine and Five Paise only) including premium of ₹ 159.05/- ((Rupees One Hundred Fifty Nine and Five Paise only) per equity share aggregating to an amount of ₹ 29,99,99,849.10/- (Rupees Twenty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Eight Hundred Forty Nine and Ten Paise only) determined in accordance with the provisions of Chapter VII of SEBI ICDR Regulations as on the Relevant Date, as the Board may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter VII of the SEBI ICDR Regulations, for determining the issue price of the Equity Shares is Tuesday, 31st July, 2018 i.e. 30 days prior to the date of the Annual General Meeting to be held on Thursday, 30th August, 2018.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The proposed allottees shall be required to bring in 100% of the consideration for the Equity Shares to be allotted to such proposed allottees, on or before the date of allotment thereof;
- b) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the respective proposed allottees only;
- c) The Equity Shares to be allotted to the proposed allottees shall be under lock-in for such period as may be prescribed by the SEBI ICDR Regulations.
- d) The Equity Shares to be allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- e) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval; and
- f) Allotment shall only be made in dematerialized form.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer letter immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e. BSE Limited & National Stock Exchange of India Limited.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank *pari passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of ₹ 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve the terms and conditions of issue of the above mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/ Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolutions”

7) Continuation of Directorship of Mr. M. Y. Noorani (DIN 00041608) as the Non-Executive Director of the Company.

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from 1st April, 2019 and all applicable provision(s) of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded for Mr. M. Y. Noorani (DIN 00041608), Promoter and Chairman of the Company, not liable to retire by rotation and who has attained the age of 89 years to continue to hold office as the Non-Executive Director of the Company.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such acts, deeds, things and matters, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

8) Continuation of Directorship of Mr. S. R. Iyer (DIN 00580437) as the Non-Executive Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in furtherance of the ordinary resolution passed by the Members at the 30th AGM of the Company held on 12th August, 2014 and pursuant to the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from 1st April, 2019 and all applicable provision(s) of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded for Mr. S. R. Iyer

(DIN 00580437) who has attained the age of 78 years to continue to hold office as the Non-Executive Independent Director of the Company up to his term ending on 11th August, 2019.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such acts, deeds, things and matters, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

9) Continuation of Directorship of Mr. Y. P. Trivedi (DIN 00001879) as the Non-Executive Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in furtherance of the ordinary resolution passed by the Members at the 30th AGM of the Company held on 12th August, 2014 and pursuant to the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from 1st April, 2019 and all applicable provision(s) of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded for Mr. Y. P. Trivedi (DIN 00001879) who has attained the age of 89 years to continue to hold office as the Non-Executive Independent Director of the Company up to his term ending on 11th August, 2019.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such acts, deeds, things and matters, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

10) Continuation of Directorship of Mr. M. L. Apte (DIN 00003656) as the Non-Executive Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in furtherance of the ordinary resolution passed by the Members at the 30th AGM of the Company held on 12th August, 2014 and pursuant to the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from 1st April, 2019 and all applicable provision(s) of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded Mr. M. L. Apte (DIN 00003656) who has attained the age of 86 years to continue to hold office as the Non-Executive Independent Director of the Company up to his term ending on 11th August, 2019.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such acts, deeds, things and matters, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

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

KUMAR IYER
G.M. Legal & Company Secretary
MEMBERSHIP No. – A9600

Date: 31st July, 2018

Place: Mumbai

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 directors proposed to be appointed and re-appointed, nature of their expertise in specific functional areas, names of Indian companies in which they

hold 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 Directors seeking appointment and 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 24th August 2018 to Thursday 30th August 2018 (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 24th August 2018 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 24th August, 2018.
 - c) The dividend on Equity shares, if declared at the Meeting, will be credited/dispatched on or before 20th September 2018.
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 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.
 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 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 dematerialized form may contact the Depository Participant for recording nomination in respect of their shares.
 11. **Members are being informed that as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 effective from 5th December, 2018, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.**
 12. All unclaimed dividends up to the Dividends for the year 2009-10 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 2010-11 will fall due for transfer to the IEPF on 15th October, 2018
 13. 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 Free Press Journal' 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.zodiaconline.com, the complete list of members alongwith relevant details pertaining to unclaimed/unpaid dividend for seven consecutive years or more and the corresponding shares have been transferred to the Demat account of the IEPF Authority. Members may view the aforesaid details on www.zodiaconline.com under the 'Investor Relations' category.
 14. 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 2010-11 and thereafter, are requested to claim it from Karvy immediately.
 15. 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.+91 040 67161568, Toll free No. 1800-34-54-001, E-mail: einward.ris@karvy.com
 16. 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.

17. An electronic copy of the Annual Report for the F.Y. 2017-18 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 Participant(s). Members may please note that notices, annual reports, and other related documents will be available on the Company's website (www.zodiaconline.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.
18. 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.
19. 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 7 days before the date of the Annual General Meeting.
- 20. 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 Requirement) 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 24th August, 2018 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 1st September, 2018 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 results are 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 number 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. 24th August 2018, he/she may write to the Karvy on the email Id: evoting@karvy.com or to Mr. Shyam Kumar, Contact No. 040-67161568, 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 are 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, 26th August 2018 at 10:00 A.M. and ends on Wednesday, 29th August 2018, 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 **Friday, 24th August, 2018**, 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> (Karvy’s website) or Contact:

Mr. Shyam Kumar
Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad - 500 032.
Email:evoting@karvy.com, Tel: 040-67161568

- 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 shares 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 resolutions through a compilation of voting results (i.e. remote e-voting and voting held at the AGM).
21. 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 Director
For **Zodiac Clothing Company Limited**

KUMAR IYER
G.M. Legal & Company Secretary
MEMBERSHIP No. – A9600

Date: 31st July, 2018
Place: Mumbai

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 TO THE NOTICE
EXPLANATORY STATEMENT
(Pursuant to section 102 of the Companies Act, 2013)**

ITEM NO. 4

Pursuant 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 Regulations 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to have Independent Directors on its Board.

Pursuant to the recommendation made by the Nomination & Remuneration Committee, the Board of Directors of the Company at their meeting held on 29th March 2018, have appointed Dr. Naushad Forbes (DIN: 00630825) as an Additional Director (Non-executive & Independent) of the Company under Section 161 of the Act, to hold office up to the 34th Annual General Meeting of the Company.

A notice has been received from a member proposing the candidature of Dr. Naushad Forbes' for the office of Director of the Company.

Dr. Naushad Forbes 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 Regulations 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Dr. Naushad Forbes has 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 disclosing his interest or concern in the company or companies, bodies corporate, firms or other association of individuals.

In the opinion of the Board, Dr. Naushad Forbes fulfills the conditions for his appointment as Non-Executive & Independent Director as prescribed under the Act and Rules issued thereunder and the Listing Regulations.

Dr. Naushad Forbes is Independent of the management and possesses appropriate skill, knowledge and experience.

Accordingly, it is proposed to appoint Dr. Naushad Forbes as a Non-Executive & Independent Director on the Board of the Company for a period of five (5) consecutive years upto 28th March 2023 and he will not be liable to retire by rotation. In the opinion of the Board, the Company will immensely benefit from the varied experience and knowledge of Dr. Naushad Forbes.

The terms and conditions of appointment of Dr. Naushad Forbes as the 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 Dr. Naushad Forbes, being an appointee, no Director, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

A brief profile of Dr. Naushad Forbes 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 Regulations 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Resolution as set out in item No. 4 of the accompanying Notice as an Ordinary Resolution as it is in the interest of the Company.

ITEM NO. 5 and 6

Pursuant to provisions of Section 42 and 62 (1)(c) of Companies Act, 2013 (the "Act") and Regulation 72 of SEBI ICDR Regulations, any Preferential Allotment of Securities needs to be approved by the Members by way of a Special Resolution.

The consent of the Members is therefore being sought by a Special Resolution to enable the Board to issue Convertible Warrants and Equity Shares as may be permitted under the applicable laws to the abovementioned Promoters i.e. Proposed Allottees in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, SEBI ICDR Regulations, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, including with respect to the pricing of the Convertible Warrants and Equity Shares proposed to be issued.

The Promoters i.e. Proposed allottees of Convertible Warrants and Equity Shares have not sold any Equity Shares of the Company during the six months preceding the Relevant Date i.e. Tuesday, 31st July, 2018.

Therefore, in compliance with the provisions of applicable laws, the proposed resolutions as set out at Item No. 5 and 6 of the accompanying Notice are recommended for the approval of the Members as Special Resolutions.

Further, the following are the disclosures in terms of Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 73 of the SEBI ICDR Regulations:

A. The objects of the issue:

The objects of the issue of Convertible Warrants and Equity Shares is to meet the Company's Working Capital requirements, repayment of outstanding loans, Capital expenditure, general corporate purposes and such other purpose as the Board may decide.

B. The total number of securities to be issued:

The resolutions set out in the accompanying Notice authorizes the Board to issue upto 11,83,081 Convertible Warrants and upto 17,74,622 Equity Shares on Preferential basis.

C. Issue Price and Relevant Date

i. Convertible Warrants

The Convertible Warrants of Face Value of ₹ 10/- (Rupees Ten) each shall be allotted at a price of ₹ 169.05/- (Rupees One Hundred Sixty Nine and Five Paise only) per Convertible Warrant including premium of ₹ 159.05/- (Rupees One Hundred Fifty Nine and Five Paise only) per Convertible Warrant arrived at in accordance with the provisions of SEBI ICDR Regulations as on Tuesday, 31st July 2018 (Relevant Date) i.e. 30 days prior to the date of the 34th Annual General Meeting to be held on Thursday, 30th August, 2018; or

ii. Equity Shares

The Equity Shares of Face Value of ₹ 10/- (Rupees Ten) each shall be allotted at a price of ₹ 169.05/- (Rupees One Hundred Sixty Nine and Five Paise only) per Equity Share including premium of ₹ 159.05/- (Rupees One Hundred Fifty Nine and Five Paise only) per Equity Share determined in accordance with the provisions of Chapter VII of SEBI ICDR Regulations as on, Tuesday, 31st July 2018 (Relevant Date) i.e. 30 days prior to the date of the 34th Annual General

Meeting to be held on Thursday, 30th August, 2018.

Basis on which the price has been arrived at

The Company is listed on BSE Limited and National Stock Exchange of India Limited and the price above is determined on the basis of the quotes available on the BSE wherein the Company's shares are traded highest in volume, during the preceding 26 weeks prior to the Relevant date. For the computation of the price per Convertible Warrant and Equity Shares and in terms of ICDR Regulations the Convertible Warrants and Equity Shares shall be allotted at a price not less than higher of the following:

- Average of the weekly high and low of the volume weighted average prices of the Equity Shares of the Company quoted on the exchange, during the twenty six weeks preceding the Relevant date or
- Average of the weekly high and low of the volume weighted average prices of the Equity Shares of the Company quoted on the exchange, during the two weeks preceding the Relevant date.

The minimum price as per the pricing formula prescribed under the ICDR Regulations for the preferential issue of Warrants is ₹ 169.05, being higher of (a) the average of the high and low of the volume weighted average price at the BSE for 26 weeks prior to the relevant date viz. ₹ 169.05 and (b) the average of the high and low of the volume weighted average price at the BSE for 2 weeks prior to the Relevant date viz. ₹ 151.92.

D. Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer

Except for the Promoters i.e. the Proposed Allottees, who will be subscribing to the Preferential Issue of Convertible Warrants and Equity shares, none of the other Promoters, Directors or Key Managerial Personnel, intends to subscribe to this Preferential issue of Convertible Warrants and Equity Shares.

E. The proposed time within which the allotment shall be completed

In terms of Chapter VII of the SEBI ICDR Regulations, Preferential Allotment of Convertible Warrants and Equity Shares to the aforementioned Promoters i.e. Proposed Allottees will be completed within a period of 15 (fifteen) days from the date of passing of Special Resolutions set out in Item No. 5 and 6 above.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange(s) or other concerned authorities.

F. The change in control, if any, in the Company that would occur consequent to the Preferential offer

There will be no change in the control or management of the Company as a result of the proposed Preferential Issue of Convertible Warrants and Equity Shares, and upon conversion of the Convertible Warrants. However, the voting rights will change in accordance with the shareholding pattern.

G. The names of the Proposed Aallottees and the percentage of Post Preferential offer Capital that may be held by them

Sr. No.	Name of the proposed allottee	Category	Pre Issue Shareholding		Present Issue (Equity on conversion of Warrants & Equity Shares)	Post Issue Shareholding*	
			No. of Equity Shares	% to Pre-Issue Capital		No. of Equity Shares	% to Post Issue Capital
1	Mohamed Yusuf Noorani	Promoter	41,56,220	21.29	9,85,901	51,42,121	22.88
2	Anees Yusuf Noorani	Promoter	7,73,071	3.96	9,85,901	17,58,972	7.83
3	Salman Yusuf Noorani	Promoter	5,54,516	2.84	9,85,901	15,40,417	6.85

* The above post-issue shareholding is based on the assumption of full subscription of Warrants and the subsequent conversion of Convertible Warrants issued pursuant to resolution at item No. 5 into Equity Shares and full subscription and allotment of Equity Shares on Preferential basis at item no. 6.

H. The number of persons to whom allotment on Preferential basis have already been made during the year, in terms of number of securities as well as price

No allotments have been made on Preferential basis by the Company during the year.

I. The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer

No allotments are proposed to be made for consideration other than cash.

J. Lock-in Period

- The Equity Shares to be allotted on a Preferential basis to the Promoters i.e. Proposed Allottees, pursuant to exercise of options against each Convertible Warrants, shall be subject to 'lock-in' for a period of 3 (Three) years from the date of trading approval for such Equity Shares in accordance with Regulation 78(1) of the SEBI ICDR Regulations.

- The Equity Shares to be allotted on a Preferential basis to the Promoters i.e. Proposed Allottees shall be subject to 'lock-in' for a period of 3 (Three) years from the date of trading approval for such Equity Shares in accordance with Regulation 78(1) of the SEBI ICDR Regulations.

- The entire pre-Preferential allotment shareholding of the Promoters i.e. proposed allottees, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

K. Terms of issue and conversion of convertible Warrants to be issued to the proposed allottees

i) For Convertible Warrants

- The Warrants to be offered, issued and allotted shall be subject to the provisions of the Act and the SEBI ICDR Regulations.

- b) The consideration for allotment of Convertible Warrants shall be paid to the Company from the bank accounts of the respective proposed allottees only;
- c) The Warrants shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution provided where the allotment of the Warrants is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval
- d) An amount equivalent to at least 25% (Twenty Five per cent) of the Warrants value, shall become payable for the Warrants on or before the date of the allotment of Warrants and balance 75% (Seventy Five per cent) of the Warrants value shall be paid before the conversion of Warrants into Equity Shares within a period of 18 months from the date of issue of Warrants, failing which the said amount/s will be forfeited.
- e) The amount paid against Warrants shall be adjusted / set off against the price payable for the resultant Equity Shares.
- f) Subject to applicable provisions of law, such Warrants, may at the option of the holder/s, be converted to Equity Shares of the Company, within 18 months from the date of allotment, and on such terms and the conditions, in such form and manner as the Board and the holder of the Warrants may, at their absolute discretion, think fit.
- g) The Warrant Holders shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranche/s by giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, without any further approval from the members of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant Holders;
- h) The Equity Shares to be issued and allotted by the Company upon exercise of the Warrants in the manner aforesaid shall be in dematerialized form.
- i) Subject to the provisions of Chapter VII of the ICDR Regulations, the Warrants and Equity Shares allotted on exercise of such Warrants shall be transferable within the Promoters and persons forming part of the Promoter Group;
- j) The Warrants, and pursuant to conversion of Warrants, the Equity Shares to be allotted to the proposed allottees, shall be under lock-in for such period as may be prescribed by the SEBI ICDR Regulations.
- ii) For Equity Shares
 - a) The proposed allottees shall be required to bring in 100% of the consideration for the Equity Shares to be allotted to such proposed allottees, on or before the date of allotment thereof;

- b) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the respective proposed allottees only;
- c) The Equity Shares to be allotted to the proposed allottees shall be under lock-in for such period as may be prescribed by the SEBI ICDR Regulations.
- d) The Equity Shares to be allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- e) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval; and
- f) Allotment shall only be made in dematerialized form.

L. The Company hereby undertakes that

- a) It would re-compute the price of the securities specified above in terms of the provisions of the SEBI ICDR Regulations, if it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

M. Auditor's Certificate

The Certificate from M/s. Price Waterhouse Chartered Accountants LLP, Statutory Auditors of the Company, certifying that the Preferential issue of Convertible Warrants and Equity Shares is being made in accordance with the requirements contained in SEBI ICDR Regulations, shall be available for inspection at the Registered Office of the Company during 10:00 a.m. to 6:00 p.m. (office hours) on all the working days except on Saturday and Public holidays upto the date of the 34th Annual General Meeting.

N. Report of Registered Valuer

No report of Registered Valuer is required to be obtained for the offer, issue and allotment of the Convertible Warrants, Equity Shares arising on exercise of the Convertible Warrants and Equity Shares under the provisions of first proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014.

It is proposed to obtain consent of Members, pursuant to Section 42, 62 and other applicable provisions of the Companies Act, 2013, SEBI ICDR Regulations and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Preferential issue and allotment of Convertible Warrants and Equity Shares to the Promoters i.e Proposed Allottees.

O. The pre issue and post issue shareholding pattern of the Company

Sr. No.	Category	Pre Issue		Post Issue*	
		No. of shares held	% of share-holding	No. of shares held	% of share-holding
A	Promoters' holding				
1	Indian:				
	Individual	4711935	24.14	6683737	29.73
	Sub Total				
2	Foreign Promoters	973146	4.99	1959047	8.72
3	Bodies Corporate	6309764	32.32	6309764	28.07
	Total (A)	11994845	61.45	14952548	66.52
B	Non Promoters' holding				
1	Institutions:				
	Foreign Portfolio Investors	19,91,833	10.20	19,91,833	8.86
	Financial Institutions/ Banks	112	0.00	112	0.00
	NBFC	500	0.00	500	0.00
	Sub Total (B1)	1992445	10.20	1992445	8.86
2	Non Institution:				
	Bodies Corporate	602418	3.09	602418	2.68
	Directors and Relatives	83948	0.43	83948	0.37
	Employees	75880	0.39	75880	0.34
	Public	45,51,318	23.32	45,51,318	20.25
	Clearing Members	7506	0.03	7506	0.03
	HUF	71453	0.37	71453	0.32
	Non Resident Indians	106455	0.55	106455	0.47
	Non Resident (Non Repatriable)	7082	0.03	7082	0.03
	IEPF	26522	0.14	26522	0.12
	Trusts	102	0.00	102	0.00
	Sub Total (B2)	5532684	28.35	5532684	24.61
	Total (B1 + B2)	7525129	38.55	7525129	33.48
	Grand Total	19519974	100.00	22477677	100.00

* The above post-issue shareholding is based on the assumption of full subscription of Warrants and the subsequent conversion of Convertible Warrants issued pursuant to resolution at item No. 5 into Equity Shares and full subscription and allotment of Equity Shares on Preferential basis at item no. 6.

The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Convertible Warrants and Equity Shares on Preferential basis to the Promoters i.e. Proposed Allottees.

None of the Promoters, other than the proposed allottees, Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the above referred resolutions.

The Board recommends the passing of the resolutions as set out at item no. 5 and 6 of the accompanying notice as Special Resolution as it is in the interest of the Company.

ITEM NO. 7

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from 1st April, 2019, requires every listed company to pass a Special Resolution for appointing or continuing the

directorship of Non-Executive Director on their having attained the age of 75 years.

Regulation 17(1A) of LODR reads as under:

“No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of Seventy Five Years unless a Special Resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person”

Mr. M. Y. Noorani (Aged 89 years), Chairman and Promoter, is the Non-Executive Director of the Company.

He has been associated with the Company as Promoter-Director since 14th June 1984. The Company has benefited immensely from his experience and expertise in the clothing industry. He is also the Chairman of the Stakeholders Relationship Committee & Member of the Corporate Social Responsibility Committee of the Company.

Mr. M. Y. Noorani is not entitled to receive sitting fees nor does he draw any remuneration. Mr. M. Y. Noorani holds 4156220 Equity shares of the Company.

The Board considers that his continued association shall benefit the Company immensely and therefore recommends the continuation of Mr. M. Y. Noorani as the Chairman and Non Executive Director of the Company by passing of the resolution as set out at Item No. 7 of the accompanying Notice as a Special Resolution as it is in the interest of the Company.

Except Mr. M. Y. Noorani, Mr. A. Y. Noorani and Mr. S. Y. Noorani, being relatives of Mr. M. Y. Noorani, none of the other Director(s) and/or Key Managerial Personnel(s) and their relative(s) are either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution as set out at Item No. 7 of the Notice.

ITEM NO. 8

In compliance with the SEBI (LODR) Amendment Regulations 2018 as enumerated at Item no.7 above a Special Resolution will have to be passed by the members for the continuation of the Directorship of Mr. S. R. Iyer, Non-Executive and Independent Director of the Company.

Mr. S. R. Iyer (Aged 78 years) has been associated with the Company as a Director since 2002. The Company has benefited immensely from his expertise in Banking and Finance. He has been appointed as an Independent Director by the Members of the Company for a period of 5 years from 12th August, 2014 to 11th August, 2019. He is the Chairman of the Audit Committee & Member of the Nomination and Remuneration Committee of the Company.

Mr. S. R. Iyer is entitled to receive only sitting fees and reimbursement of expenses for attending Board, Committee and other meetings of the Company. He is not entitled to any other remuneration from the Company. Mr. S. R. Iyer holds 3375 Equity shares of the Company as on 31st July, 2018.

The Board considers that his continued association would benefit the Company immensely and therefore recommends the continuation of Mr. S. R. Iyer as Non-Executive and Independent Director till completion of his current term i.e. upto 11th August, 2019 by passing the resolutions as set out at Item No. 8 of the

accompanying Notice as a Special Resolution as it is in the interest of the Company.

Except Mr. S. R. Iyer, none of the Director(s) and/or Key Managerial Personnel(s) and their relative(s) are either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution as set out at Item No. 8 of the Notice.

ITEM NO. 9

In compliance with the SEBI (LODR) Amendment Regulations 2018 as enumerated at Item no.7 above a Special Resolution will have to be passed by the members for the continuation of the Directorship of Mr. Y. P. Trivedi, Non-Executive and Independent Director of the Company.

Mr. Y. P. Trivedi (Aged 89 years) has been associated with the Company as a Director since 2000. The Company has benefited immensely from his expertise in Taxation and Law. He has been appointed as an Independent Director by the Members of the Company for a period of 5 years from 12th August, 2014 to 11th August, 2019. He is the member of the Audit Committee and the Nomination and Remuneration Committee of the Company.

Mr. Y. P. Trivedi is entitled to receive only sitting fees and reimbursement of expenses for attending Board, Committee and other meetings of the Company. He is not entitled to any other remuneration from the Company. Mr. Y. P. Trivedi holds 23875 Equity shares of the Company as on 31st July, 2018.

The Board considers that his continued association would benefit the Company immensely and therefore recommends the continuation of Mr. Y. P. Trivedi as Non-Executive and Independent Director till completion of his current term i.e. till 11th August, 2019 by passing of the resolution as set out at Item No. 9 of the accompanying Notice as a Special Resolution as it is in the interest of the Company.

Except Mr. Y. P. Trivedi, none of the Director(s) and/or Key Managerial Personnel(s) and their relative(s) are either directly

or indirectly concerned or interested, financially or otherwise in the proposed resolution as set out at Item No. 9 of the Notice.

ITEM NO. 10

In compliance with the SEBI (LODR) Amendment Regulations 2018 as enumerated at Item no.7 above a Special Resolution will have to be passed by the members for the continuation of the Directorship of Mr. M. L. Apte, Non-Executive and Independent Director of the Company.

Mr. M. L. Apte (Aged 86 years) has been associated with the Company as a Director since 1994. The Company has benefited immensely from his expertise in the Clothing and Textile industry. He has been appointed as an Independent Director by the Members of the Company for a period of 5 years from 12th August, 2014 to 11th August, 2019. He is the Chairman of the Nomination and Remuneration Committee and Corporate Social Responsibility Committee and member of the Audit Committee and Stakeholders Relationship Committee of the Company.

Mr. M. L. Apte is entitled to receive only sitting fees and reimbursement of expenses for attending Board, Committee and other meetings of the Company. He is not entitled to any other remuneration from the Company. Mr. M. L. Apte holds 7684 Equity shares of the Company as on 31st July, 2018.

The Board considers that his continued association would benefit the Company immensely and therefore recommends the continuation of Mr. M. L. Apte as Non-Executive and Independent Director till completion of his current term i.e. till 11th August, 2019 by passing of the resolution as set out at Item No. 10 of the accompanying Notice as a Special Resolution as it is in the interest of the Company.

Except Mr. M. L. Apte, none of the Director(s) and/or Key Managerial Personnel(s) and their relative(s) are either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution as set out at Item No. 10 of the Notice.

Annexure A

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

Particulars	Mr. A. Y. Noorani	Dr. Naushad Forbes
Date of Birth	11-12-1950	13-05-1960
Date of Appointment	14-06-1984	29-03-2018
Director Identification Number	00041686	00630825
Qualification	B. Com., Advance Management Programme at Harvard Business School	Bachelors, Masters and PhD in Engineering degrees from Stanford University
Expertise in specific functional areas	Industrialist with rich Business Expertise	Industrialist with rich Business Expertise
Directorship held in other Indian Companies	Nil	Bajaj Auto Ltd., Bajaj Finserv Ltd., Bajaj Holdings & Investments Ltd., Forbes Marshall Pvt. Ltd., Krohne Marshall Pvt. Ltd., J. N. Marshall Pvt. Ltd. Forbes Marshall Arca Pvt. Ltd., Forbesvyncke Pvt. Ltd., Forbes Solar Pvt. Ltd., Forbes Marshall (Hyd) Pvt. Ltd. and Centre for Technology Innovation and Economic Research
Membership/Chairmanships of Audit and Shareholders/Investor Grievance Committee in other Indian Companies	Nil	Audit Committee Membership - Bajaj Auto Ltd., Bajaj Finserv Ltd., Bajaj Holdings & Investments Ltd.,
Number of shares held in the Company (As on 31st March 2018)	7,73,071	18,639
Relationship with Directors	Son of Mr. M. Y. Noorani, Chairman & Brother of Mr. S. Y. Noorani, Managing Director & President	-
Number of Meetings of the Board attended during the year	4	0