

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@zodiacmte.com

NOTICE OF 39th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Ninth Annual General Meeting of Zodiac Clothing Company Limited will be held on Friday, 29th September, 2023 at 3.00 p.m. (IST), through video conferencing ("VC")/ Other Audio-Visual Means ("OAVM") facility to transact the following Business.

The proceedings of the 39th Annual General Meeting ("AGM") shall be deemed to be conducted at the Registered Office of the Company at Nyloc House, 254, D2, Dr. Annie Besant Road, Mumbai – 400030.

A. ORDINARY BUSINESS:

- 1) To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2023 and the reports of the Board and the Auditors thereon.
- 2) 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.

B. SPECIAL BUSINESS:

- 3) To approve material related party transaction limits with Zodiac Metropolitan Clothing GMBH

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014, as applicable including any statutory modifications or amendments or re-enactments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Audit Committee or any other Committee thereof for the time

being exercising the powers conferred by this Resolutions) to enter into agreement(s) / contract(s) / arrangement(s) / transaction(s) with Zodiac Metropolitan Clothing GMBH, a Related Party as defined under the Companies Act, 2013 and Listing Regulations, the value of which either singly or all taken together may exceed 10 (ten) percent of annual consolidated turnover as per audited financial statements of the Company, during the current financial year 2023-24, relating to sale, supply of any goods or services, payment of commission, or any other transaction/s, for an amount not exceeding in the aggregate of Rs. 25 crores (Rupees Twenty five crores only), on such terms and conditions as may be mutually agreed between the Company and Zodiac Metropolitan Clothing GMBH.

RESOLVED FURTHER THAT the Board or person(s) as may be authorized by the Board be and are hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or contractual, in relation to the above and to approve aforesaid agreement(s) / contract(s) / arrangement(s) / transaction(s) and further to do all such acts, deeds, matters and things and finalise the terms and conditions and to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its/ their absolute discretion pursuant to the above Resolution as may be considered necessary or incidental thereto."

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

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

Date: 14th August, 2023
Place: Mumbai

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

NOTES:

1. The Ministry of Corporate Affairs (MCA), has vide its General Circular nos. 14/2020 dated 08th April, 2020 and 17/2020 dated 13th April, 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", and General Circular Nos. 20/2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated 28th December, 2022 in relation to "Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the Companies whose AGMs are due in the year 2023 to conduct their AGMs on or before 30th September, 2023 through VC/OAVM, without the physical presence of the Members at a common venue and also provided relaxation from dispatching of physical copies of financial statements for the year 2023 and, considering the above MCA Circulars, Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015" ('SEBI Circular') provided relaxation upto 30th September, 2023, from Regulation 36(1) (b) of SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') which requires sending hard copy of the Annual Report containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 ('Act') to the shareholders who have not registered their email addresses. In compliance with the MCA Circulars and SEBI Circular, the AGM of the members of the Company is being held through VC / OAVM.

2. The Company has enabled the Members to participate at the 39th AGM through the VC/OAVM facility provided by KFin Technologies Limited (KFinTech), Registrar and Share Transfer Agents (RTA). The instructions for participation by Members are given in the subsequent paragraphs. Participation at the 39th AGM through VC/OAVM shall be allowed on a first-come-first-served basis.
3. Members attending the 39th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. The Company has provided the facility to members to exercise their right to vote by electronic means both through remote e-voting and

e-voting during the 39th AGM. The process of remote e-voting is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 39th AGM being held through VC/OAVM.

5. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the 39th AGM. The members who have cast their vote by remote e-voting prior to the AGM may also join the 39th AGM through VC/OAVM but shall not be entitled to cast their vote again.
6. Since, the 39th AGM is being held through VC/OAVM pursuant to the applicable MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the members will not be available for the 39th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Corporate members intending to let their authorised representatives attend the Meeting through VC/OAVM are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote through VC/OAVM on their behalf at the Meeting pursuant to Section 113 of the Act. The said Resolution/ Authorisation shall be sent to the Company at cosecy@zodiacmtc.com with a copy marked to evoting@kfintech.com.
8. 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.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 20th September, 2023 to Friday, 29th September, 2023 (both days inclusive).
10. In terms of the MCA Circulars and relevant circulars issued by the Securities and Exchange Board of India, the Notice of the 39th AGM along with the Annual Report for the financial year 2022-23, is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company's RTA, KFinTech or the Depository Participant(s). The Company will not be dispatching physical copies of Notice of the 39th AGM and Annual Report to any Member.
11. Members are requested to register/update their email addresses, in respect of shares held in dematerialized mode/physical mode and who have not registered /updated their email addresses, may get their email address and mobile number registered with the Depository Participant(s)/Company's RTA KFin Technologies Limited respectively to receive electronically the Annual Report and the notice of the 39th AGM and the voting instructions along with their user ID and password. In case of any queries, members may write to evoting@kfintech.com or call at 1800 309 4001 (Toll free).
12. A copy of the Notice of the 39th AGM alongwith Annual Report for the financial year 2022-23 shall be available on the website of the Company at www.zodiaconline.com, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.
13. The Explanatory Statement setting out the material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business under Item No. 3 of the accompanying Notice is annexed hereto.
14. A brief resume of the Director proposed to be re-appointed, nature

of his expertise in specific functional areas, names of Company/ies 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 Disclosure Requirements) Regulations, 2015, is provided in Annexure A to the Notice under Details of Director seeking re-appointment at the 39th Annual General Meeting.

15. Relevant documents referred to in the accompanying Notice and the Statement shall be provided for electronic inspection by the members at the Registered Office of the Company on all working days, (except Sundays and Public Holidays) during business hours up to the date of the Meeting.
16. 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, shall supply blank nomination forms. Members holding shares in the dematerialized form may contact the Depository Participant for recording their nomination in respect of their shares.
17. As per Regulation 40 of SEBI Listing Regulations, as amended, any requests for transfer, transmission or transposition of securities of the Companies shall be effected only in dematerialized form. To eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Share Transfer Agent for assistance in this regard.
18. All unclaimed dividends up to the Dividends for the year upto 2014-15 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 2015-16 is due for transfer to IEPF on or before 17th October, 2023. Members whose unclaimed dividends/shares are/will be transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Form No. IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>.
19. 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 has already 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 member's along with 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.zodiaconline.com under the 'Investor Relations' category.
20. 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 along with 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 2015-16 and thereafter, are requested to claim it from KFintech immediately.

21. Share transfer documents and all correspondences relating thereto, should be addressed to the Registrar and Share Transfer Agents of the Company M/s. KFin Technologies Ltd, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032, Telangana India. Toll free No. 1-800-309-4001, E-mail: einward.ris@kfintech.com.
22. 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 the 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 DP in respect of shares held in demat/electronic mode.
23. 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, 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 heirs(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, KFintech, if not already submitted.
24. Members are requested to:
 - i. Quote Registered Folio / Client ID and DP ID in all their correspondence.
 - ii. For ease of conduct of the 39th AGM, members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company's investor email-id investordesk@zodiacmcl.com, at least 10 days before the date of the 39th AGM, mentioning their name, demat account no. /folio number, email ID, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the 39th AGM.
25. SEBI has mandated the submission of PAN, KYC and nomination details by Members holding shares in physical form by 31st March, 2023, and linking PAN with Aadhaar by 31st March, 2023 vide its circular dated 16th March, 2023. Members are requested to kindly submit their PAN, KYC and nomination details to the Company's RTA Kfintech Technologies Ltd. The forms for updating the same are available at <https://www.ris.kfintech.com> and on the Company's

website i.e. www.zodiaconline.com. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31st December, 2025, the Share Transfer Agent / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

26. **INSTRUCTIONS FOR MEMBERS ATTENDING THE 39th AGM THROUGH VC/OAVM ARE AS UNDER:**
 - i. Members will be provided with a facility to attend the 39th AGM through video conferencing platform provided by KFintech. Members are requested to login at <https://emeetings.kfintech.com> and click on the “Video Conference” tab to join the Meeting by using the remote e-voting credentials.
 - ii. Please note that members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in Note No. 26 and 27.
 - iii. Members may join the Meeting through Laptops, Smartphones, Tablets or iPads for better experience. Further, members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Members will need the latest version of Google Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Members are encouraged to join the Meeting through Laptops with latest version of Google Chrome for better experience.
 - iv. Members can join the 39th AGM in the VC/OAVM mode 15 minutes before the scheduled time of commencement of the meeting by following the procedure mentioned at point (a) above, and this mode will be available throughout the proceedings of the 39th AGM.
 - v. Members who may want to express their views or ask questions may visit <https://emeetings.kfintech.com/> and click on the tab “Post Your Queries Here” to post their queries in the window provided, by mentioning their name, demat account number/ folio number, e-mail ID and mobile number. The window shall remain active during the remote e-voting period.
 - vi. In addition to the above-mentioned step, the members may register themselves as speakers for the 39th AGM to pose their queries. Accordingly, the members may visit <https://emeetings.kfintech.com/> and click on ‘Speaker Registration’ during the remote e-voting period. The Company reserves the right to restrict the speakers at the 39th AGM to only those Members who have registered themselves, depending on the availability of time for the 39th AGM.
 - vii. Members will be required to grant access to the web-cam to enable a two-way video conferencing.
 - viii. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM at <https://evoting.kfintech.com//instapoll>. E-voting during the AGM is integrated with the VC/OAVM platform. Members may click on the voting icon (“Thumb sign”) on the left side of the screen to cast their votes.
 - ix. In case of any query and/or help, in respect of attending 39th

AGM through VC/OAVM mode, members may refer to the Help & Frequently Asked Questions (FAQs) and ‘AGM VC/OAVM’ user manual available at the download Section of <https://evoting.kfintech.com> or contact Mr. Shyam Kumar, KFintech at Selenium Tower B, Plot 31&32, Financial District, Nanakramguda, Serilingampally Mandal Hyderabad – 500 032, Telangana, or at the email ID evoting@kfintech.com or call KFintech’s toll free No.: 1800-309-4001 for any further clarifications.

27. Voting Instructions:

- i. 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 the 39th AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the 39th AGM) and through e-voting during the 39th AGM, for which purpose the Company has engaged the services of KFintech to facilitate remote e-voting.
- ii. Please note that the Members can opt for only one mode of voting i.e. e-voting during the meeting or remote e-voting. If members opt for remote e-voting, then they should not e-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.
- iii. The Board of directors of the Company have appointed Mr. B. Narasimhan, Proprietor of B.N. & Associates, a Practising Company Secretary or failing him Mr. Venkataraman K., a Practising Company Secretary, as the Scrutinizer for conducting the Remote e-voting process and e-voting at the 39th AGM in a fair and transparent manner. The Scrutinizer’s decision on the validity of the votes shall be final.
- iv. Voting rights will be reckoned on the paid-up value of the shares registered in the name of the Members as on 20th September, 2023 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 39th AGM.
- v. 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.
- vi. 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 01st October, 2023 at the registered office of the Company and will also be displayed on the Company’s website (www.zodiacoonline.com) and on the website of KFintech (<https://evoting.kfintech.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 instructions for e-voting are as under:

- A. In case of a Member receiving an email of the 39th AGM Notice from KFintech [for Members whose email IDs are registered with the Company/ Depository Participant(s):
 - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.

- ii. Enter the login credentials (i.e., User ID and password). Event No. followed by Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with KFintech 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 <https://evoting.kfintech.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 a member of the Company after the electronic dispatch of AGM Notice but on or before the cut-off date i.e. 20th September, 2023, he/she may write to the KFintech on the email Id: <https://evoting.kfintech.com> or to Mr. Shyam Kumar, toll free no. 1-800-309-4001, at [Unit: Zodiac Clothing Company Limited] KFin Technologies Ltd, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 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.

Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholder/s	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IDEASDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest, the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

B. In case of Members who have not registered their e-mail address (including Members holding shares in physical form), please follow the steps for registration of e-mail address and obtaining User ID and Password for e-voting as mentioned in Note No. 11 of the "Notes" section above.

i) User ID and initial password are provided in a separate e-voting communication, being sent along with the Notice of 39th 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 **Monday, 25th September, 2023**, at **09:00 a.m.** and ends on **Thursday, 28th September, 2023, at 5:00 p.m.** During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being **Wednesday, 20th September, 2023**, may cast their vote by electronic means in the manner and process set out herein above. 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 again 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.kfintech.com> (KFintech's website) or Contact:

Mr. Shyam Kumar
 KFin Technologies Ltd
 Selenium Tower B, Plot 31-32,
 Financial District, Nanakramguda, Serilingampally Mandal,
 Hyderabad, Telangana - 500 032.
 Email: <https://evoting.kfintech.com>, Toll Free No.: 1-800-309-4001

- E. Voting at the 39th AGM will be through electronic voting system. The Scrutinizer shall after scrutinizing the votes cast at the 39th AGM and through remote e-voting, make a Consolidated Scrutinizers Report and submit the same to the Chairman/Managing Director of the Company or a person authorised by him in writing, who shall countersign the same and not later than 48 hours after the conclusion of the 39th 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 KFintech i.e. <https://evoting.kfintech.com>. The results shall also 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 39th AGM, subject to receipt of sufficient votes in favour of the resolution/s through a compilation of voting results (i.e. remote e-voting and electronic voting held at the 39th AGM).
- 28. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the 39th AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the 39th AGM. Since the 39th AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

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

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

Date: 14th August, 2023
 Place: Mumbai

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

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

ITEM NO. 3

Pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board (which expression shall include the Audit Committee or any other Committee thereof for the time being exercising the powers conferred by this Resolutions) and prior approval of the members by an ordinary resolution in case certain related party transaction/s exceed such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions entered into by the Zodiac Clothing Company Ltd. ("Company") in its ordinary course of business and on an arm's length basis.

With effect from 01st April, 2022, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("Listing Regulations") read with the Company's Policy on Related Party Transactions, provides that entering into material related party transactions which, either individually or taken together with previous transaction(s) during a financial year, exceed 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, requires approval of the Members of the Company.

The Company, in order to further its business interests, enters into various transactions with its related parties. Amongst these transactions, the estimated value of transactions with Zodiac Metropolitan Clothing GMBH ("ZMC GMBH"), a related party under Regulation 2(1)(zb) of the Listing Regulations, during the financial year 2023-24 is expected to exceed the materiality threshold as stated above.

Details of Material Related Party Transaction:

Sr. No.	Particulars	Details
1	Name of the Related Party	Zodiac Metropolitan Clothing GMBH ("ZMC GMBH").
2	Nature of Relationship with the Company	ZMC GMBH is a company in which Mr. S. Y. Noorani and Mrs. Muna A. Noorani w/o. Mr. A. Y. Noorani indirectly holds (through a holding Company) 49% and 51% respectively of the share capital.
3	Type, material terms and particulars of the proposed transaction	Exports made in European and U.K. territory.
4	Tenure of the proposed transaction	Recurring transactions for duration of five (5) financial years commencing from FY 2022-23 to FY 2026-27.
5	Value of proposed Transaction	Not exceeding ₹25 crores in a financial year.
6	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	14.30 %
7	a) Details of the source of funds in connection with the proposed transaction b) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • Nature of indebtedness; • Cost of funds; and • Tenure; c) Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured d) Purpose for which funds will be utilized	Not applicable, as the transaction does not relate to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.
8	Justification as to why the RPT is in the interest of the Company	The Company is engaged in the business of manufacture, retail, export of clothing and accessories. Generally the company's exports are on FOB terms only, however to ensure stability of supplies, logistics and to meet the requirements of some of the company's customers in the European Union (EU) and the United Kingdom (UK) territory who do not want to undertake the hassles of import clearance and accordingly insist on just in time landed delivery/ies to their warehouses or stores, the Company supplies the goods to Zodiac Metropolitan Clothing GMBH ("ZMC GMBH") and invoices them for the same including for reimbursement of freight and insurance paid by the Company. In cases where goods are supplied by the Company directly to the customers sourced and referred by ZMC GMBH, the Company is required to pay a commission of 7.5% on the FOB value of the invoice to ZMC GMBH. Both the said transactions of the Company with ZMC GMBH are long term in nature and shall help the company in supplying and servicing to new export customers and markets in Europe and UK hence the same are necessary, normal and incidental to the Company's business and play a significant role in the Company's export business operations and are generally in the ordinary course of business and on arm's length basis with reference to similar transactions undertaken with unrelated parties.
9	Details about valuation, arm's length and ordinary course of business	These transactions are on arm's length basis and in the ordinary course of business.
10	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable.
11	Any other information relevant or important for the shareholders to take an informed decision	All relevant information forms a part of this Explanatory statement setting out material facts.

The said transactions of the Company with ZMC GMBH will also be tested under the Indian Transfer Pricing Regulation of the Income Tax Act, 1961.

As per Regulation 23 of the SEBI Listing Regulations and read with applicable provisions of the Companies Act 2013, related parties as per regulation 2(1) (zb) are not permitted to vote to approve the resolution set out in item no.3 of this Notice whether the related party is a related party to the aforesaid transaction or not.

The Board is of the opinion that the aforesaid Resolution set out at Item No. 3 of the accompanying Notice is in the best interest of the Company and its members and hence, commends the Resolution set out under Item No. 3 for approval by the Members of the Company.

Mr. A. Y. Noorani and Mr. S.Y. Noorani are deemed to be concerned/ interested in the above transaction, save and except the above, none

of the other Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in this resolution.

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

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

Date: 14th August, 2023
Place: Mumbai

Annexure A

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 39th ANNUAL GENERAL MEETING

Details of Directors seeking appointment/re-appointment at this Annual General Meeting {Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015} read with Clause 1.2.5 of Secretarial Standard 2

Particulars	Mr. S. Y. Noorani
Date of Birth/ Age	15-03-1963/ 60 years
Date of Appointment	14-05-1993
Director Identification Number	00068423
Qualification	Bachelor of Commerce
Expertise in specific functional areas	Industrialist with expertise in setting up and upgradation of manufacturing facilities. Presently overseeing the Company's operations, product design, manufacturing, sales and marketing.
Terms & Conditions of appointment/ re-appointment	Executive Director of the Company, liable to retire by rotation.
Details of Remuneration to be paid	Please refer to Corporate Governance Report - Nil (The Company has received declaration from Mr. Salman Yusuf Noorani that his remuneration is to be waived off for the financial year 2022-23)
Past Remuneration drawn from the Company	Nil
Directorship held in other public companies	None
Membership/Chairmanships of Audit and Stakeholders Relationship Committee in other public Companies	None
Number of shares held in the Company (As on 31st March 2023)	32,98,437 Equity Shares of Rs. 10/- Each
Relationship with Directors	Brother of Mr. A. Y. Noorani
Number of Meetings of the Board attended during the year	6