

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: cosecy@zodiacmtc.com

NOTICE OF 41st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 41st Annual General Meeting of Zodiac Clothing Company Limited will be held on Monday, 29th September, 2025 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 41st 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, Worli, 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, 2025 and the reports of the Board and the Auditors thereon.
- 2) To appoint a Director in place of Mr. Mohamed Awais Jehangir Noorani (DIN: 00951424), who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint a Director in place of Mr. Adnan Salman Noorani (DIN: 08689050), who retires by rotation and being eligible, offers himself for re-appointment

B. SPECIAL BUSINESS:

- 4) **Appointment of M/s Robert Pavrey & Associates LLP, Company Secretaries as the Secretarial Auditors of the company**

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

"**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, M/s Robert Pavrey & Associates LLP, Practicing Company Secretaries

a Peer Reviewed Firm bearing Firm Registration Number L2024MH016100, be and are hereby appointed as the Secretarial Auditors of the Company for a term of five (5) consecutive years, commencing from FY 2025-26 till FY 2029-30 to conduct the Secretarial Audit of the Company and to furnish the Secretarial Audit Report for the aforesaid period, at such remuneration as stated in the statement annexed herewith.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board) to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all actions and do all such deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

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

S/d
KUMAR IYER
V.P. Legal & Company Secretary
Membership No. – A9600

Date: 13th August, 2025
Place: Mumbai

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

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. The Company has enabled the Members to participate at the 41st 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.
3. Members attending the 41st 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 at the 41st 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 41st 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 41st AGM. The members who have cast their vote by remote e-voting prior to the AGM may also join the 41st AGM through VC/OAVM but shall not be entitled to cast their vote again.
6. Since, the 41st 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 41st 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/ Authorization 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 Share Transfer Books of the Company will remain closed on 22nd September, 2025 for the purpose of 41st Annual General Meeting.

10. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's 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>.
11. Members who have not registered /updated their email addresses and KYC, may get their email address and mobile number registered
 - A. Members holding shares in Dematerialized mode: Please reach out to the Depository Participant(s) and get the email address updated.
 - B. Members holding shares in Physical mode: Members are required to fill the requisite ISR form(s) and submit the same with our RTA (KFINTech) along with the documents required.

The ISR form(s) can be downloaded by following the link provided below: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>
12. 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. 4 of the accompanying Notice is annexed hereto.
13. 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.
14. 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.
15. 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.
16. All unclaimed dividends up to the Dividends for the year 2016-17 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 2017-18 is due for transfer to IEPF on or before 3rd November, 2025. 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>.
17. 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.
18. 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 directly 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 2017-18 and thereafter, are requested to claim it from KFintech immediately.
19. 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.
20. 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.
21. 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 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, KFintech, if not already submitted.
22. Members are requested to:
 - i. Quote Registered Folio / Client ID and DP ID in all their correspondence.
 - ii. For ease of conduct of the 41st AGM, members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting may register themselves as a speaker by sending their request in advance between 24th September 2025 and 28th September 2025, mentioning their name, demat account number/ folio number, email id, mobile number etc at Company's investor email-id coscec@zodiacmctc.com. 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 41st AGM.
23. **INSTRUCTIONS FOR MEMBERS ATTENDING THE 41st AGM THROUGH VC/OAVM ARE AS UNDER:**
 - i. Members will be provided with a facility to attend the 41st 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. 24 and 25.
- 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.
- iv. 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.
- v. Members can join the 41st AGM in the VC/OAVM mode 15 minutes before the scheduled time of commencement of the meeting by following the procedure mentioned at point (i) above, and this mode will be available throughout the proceedings of the 41st AGM.
- vi. Members will be required to grant access to the webcam to enable a two-way video conferencing.
- vii. 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.
- viii. In addition to the above-mentioned step, the members may register themselves as speakers for the 41st 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 41st AGM to only those Members who have registered themselves, depending on the availability of time for the 41st AGM.
- ix. 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.
- x. In case of any query and/or help, in respect of attending 41st 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.

24. 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 41st AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the 41st AGM) and through e-voting during the 41st 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 41st 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 22nd September 2025, 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 41st 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 1st October, 2025 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 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.

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"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users: <ol style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. iv. Click on company name i.e. Zodiac Clothing Company Limited or ESP i.e. KFin. v. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period. 3. Those not registered under IDeAS: <ol style="list-style-type: none"> i. Visit https://eservices.nsdl.com for registering. ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com. iv. 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.

	<p>v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</p> <p>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>vii. Click on company name i.e Zodiac Clothing Company Limited or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</p> <p>viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Electronic Access to Securities Information (“Easi/ Easiest”) facility:</p> <p>i. Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.</p> <p>ii. Click on New System Myeasi.</p> <p>iii. Login to Myeasi option under quick login.</p> <p>iv. Login with the registered user ID and password.</p> <p>v. Members will be able to view the e-voting Menu.</p> <p>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</p> <p>2. User not registered for Easi/ Easiest</p> <p>i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering.</p> <p>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</p> <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <p>i. Visit www.cdslindia.com.</p> <p>ii. Provide demat account number and PAN.</p> <p>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</p> <p>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. Zodiac Clothing Company Limited or select KFin.</p> <p>v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</p>

Individual Members login through their demat accounts/ website of DPs	I. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility.
	II. Once logged-in, Members will be able to view e-voting option.
	III. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.
	IV. Click on options available against the name of the Company, viz. Zodiac Clothing Company Limited or select KFin.
	V. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication

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	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Individual Shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 62343625, 022-62343626, 022-62343259

The instructions for e-voting are as under:

- A. In case of a Member receiving an email of the 41st 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. 22nd September 2025, 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
- B. The e-voting period commences on 25th September 2025, at 9:00 am and ends on, 28th September 2025, 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 Monday, 22nd September 2025, 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.
- C. 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: einward.ris@kfintech.com, Toll Free No.: 1-800-309-4001
- D. Voting at the 41st AGM will be through electronic voting system. The Scrutinizer shall after scrutinizing the votes cast at the 41st 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 two working days after the conclusion of the 41st AGM.
- E. 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.
- F. The resolution/s shall be deemed to be passed on the date of the 41st 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 41st AGM).
25. 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 41st AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the 41st AGM. Since the 41st AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

Date: 13th August, 2025

Place: Mumbai

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

Registered Office:

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

KUMAR IYER
Company Secretary
Membership No. – A9600

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT**

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 4 of the accompanying Notice:

ITEM NO. 4

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 ("SEBI Listing Regulations"), effective from April 1, 2025, a company is required to appoint peer reviewed secretarial auditor (if individual then for not more than one term of five consecutive years and if a firm then for not more than two terms of five consecutive years), with the approval of the shareholders in the annual general meeting.

Based on the recommendation of the Audit Committee, the Board of Directors ('Board') has approved the appointment of M/s. Robert Pavrey & Associates LLP Practicing Company Secretaries a Peer Reviewed Firm bearing Firm Registration Number L2024MH016100, as the Secretarial Auditors of the Company for a period of 5 (five) consecutive financial years commencing from 2025-26 to 2029-30. The appointment is subject to approval of the Members of the Company. While recommending M/s. Robert Pavrey & Associates LLP for appointment, the Audit Committee and the Board considered past audit experience of the audit firm particularly in auditing companies, evaluated various factors, including the firm's capability to handle a diverse and complex business environment,

its existing experience in the various business segments, the clientele it serves, and its technical expertise.

Pursuant to Regulation 36(5) of SEBI Listing Regulations as amended, the credentials and terms of appointment of M/s Robert Pavrey & Associates LLP are as under:

Profile:

M/s. Robert Pavrey & Associates LLP, established in 1991 by Mr. Robert Pavrey, is renowned for its commitment to quality and excellence in legal and secretarial consultancy. The firm has built a strong reputation in various areas of corporate law and related fields. Initially set up as a firm of practicing Company Secretaries, it has since expanded its service portfolio to include strategic advisory, legal and compliance services, secretarial support, operational guidance etc.

Terms of appointment:

M/s Robert Pavrey & Associates LLP is proposed to be appointed as a Secretarial Auditor for a term of five (5) consecutive years commencing from FY 2025-26 to FY 2029-30. The proposed fees payable to M/s Robert Pavrey & Associates LLP is INR 3,60,000/- p.a. (Rupees Three Lakhs Sixty Thousand only) plus GST and reimbursement of out of pocket expenses incurred for the purpose of audit at actuals.

The Board recommends the said resolution, as set out in Item No. 4 of this Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

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

Date: 13th August, 2025
Place: Mumbai

KUMAR IYER
Company Secretary
Membership No. – A9600

Annexure A
Details of Director(s) Seeking Appointment/ Re-Appointment at the 41st Annual General Meeting
[Pursuant to regulation 36(3) of SEBI (LODR) Regulations, 2015]

Particulars	Mr. Mohamed Awais Jehangir Noorani	Mr. Adnan Salman Noorani
Director Identification Number	00951424	08689050
Date of Birth/ Age	08/10/1975 49 years	28/09/1996 28 years
Date of First Appointment	01/04/2024	01/04/2024
Qualification	B. Com, MBA from IMD Switzerland.	B.S in Business Administration and Statistics (Double Major, Dean's List -2017) from Carnegie Mellon University
Expertise in specific functional areas	A seasoned professional with over 30 years of specialised experience in the clothing and textiles, global market and business development. Driving the company's expansion in the highly competitive International clothing sector.	Expertise in machine learning and technology, currently focused on scaling the Company's Branded business in India through its own D2C E-Commerce platform and its retail stores.
Remuneration last drawn	Rs. 53,25,034/-	Rs. 29,40,000/-
Number of meetings of the Board attended during the year	4 (Four)	4 (Four)
Terms & Conditions of appointment/ re-appointment	As per resolution at Item No. 2	As per resolution at Item No. 3
Name/s of other Listed Companies in which Directorship held	NIL	NIL
Name/s of other Listed Companies in which the Director holds Membership in the Committees	NIL	NIL
Name/s of Listed entities in which director has resigned in the past three years	NIL	NIL
Shareholding in the Company	75 Equity Shares of Rs. 10/- Each	2,00,000 Equity Shares of Rs. 10/- Each
Relationship between the Directors inter-se	Nephew of Mr. S. Y. Noorani and Cousin Brother of Mr. Adnan Salman Noorani.	Son of Mr. S. Y. Noorani, and Cousin Brother of Mr. Mohamed Awais Jehangir Noorani.
Skill and capabilities required for the role and manner in which requirements are met.	NA	NA