



ZODIAC CLOTHING COMPANY LIMITED
Corporate Identification No. (CIN) - L17100MH1984PLC033143

Regd. Office: Nyloc House, 254, D-2, Dr. Annie Besant Road, Worli, Mumbai - 400 030
Tel.: 6667 7000 Fax: 6667 7279 Website: www.zodiaconline.com Email id: contactus@zodiacmtc.com

ATTENDANCE SLIP
(To be presented at the entrance)

Folio No. / DP ID No. _____ Client ID No. _____

Name of the Member / Proxy _____ Signature: _____

Number of Shares _____

I/We certify that I/We am/are the registered shareholder/proxy for the registered shareholder of the Company. I/We hereby record my/our presence at the 34th Annual General Meeting of the Company on Thursday, 30th August, 2018, at 3:00 p.m.

Signature of the Member/Proxy/Authorised Representative.

Note:

1. Only Member/Proxy can attend the Meeting.
2. Member/Proxy should bring his/her copy of the Annual Report for reference at the Meeting.



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PROXY FORM

Form No. MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 and Regulation 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Member(s): _____

Registered address: _____

E-mail Id: _____

Folio No. / DP ID No. _____ Client ID No. _____

I/We, being the member(s) holding _____ Equity Shares of Zodiac Clothing Company Limited, hereby appoint:

1) Name: _____ E-mail Id: _____

Address: _____

Signature: _____

Or failing him / her

2) Name: _____ E-mail Id: _____

Address: _____

Signature: _____

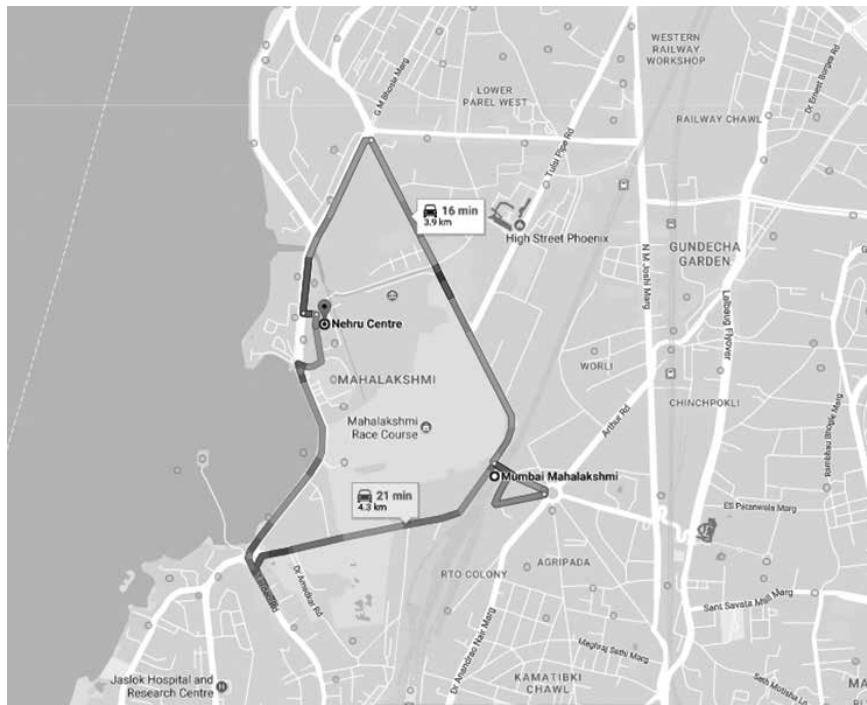
Or failing him / her

3) Name: _____ E-mail Id: _____

Address: _____

Signature: _____

ROUTE MAP to the Venue of the 34th Annual General Meeting



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Thursday, 30th August, 2018 at 3:00 p.m. at Nehru Centre, Hall of Culture, Dr. Annie Besant Road, Worli, Mumbai 400 018 and at any adjournment thereof in respect of the following resolutions:

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 Ordinary Resolution for appointment of Dr. Naushad Forbes (DIN 00630825) as an Independent Director of the Company.
- 5 Special Resolution for Issue of Convertible Warrants on Preferential basis.
- 6 Special Resolution for Issue of Equity Shares on Preferential basis.
- 7 Special Resolution for Continuation of Directorship of Mr. M. Y. Noorani (DIN 00041608) as the Non-Executive Director of the Company who has attained the age of 89 years.
- 8 Special Resolution for Continuation of Directorship of Mr. S. R. Iyer (DIN 00580437) as the Non-Executive Independent Director of the Company who has attained the age of 78 years upto his term ending on 11th August 2019.
- 9 Special Resolution for Continuation of Directorship of Mr. Y. P. Trivedi (DIN 00001879) as the Non-Executive Independent Director of the Company who has attained the age of 89 years upto his term ending on 11th August 2019.
- 10 Special Resolution for Continuation of Directorship of Mr. M. L. Apte (DIN 00003656) as the Non-Executive Independent Director of the Company who has attained the age of 86 years upto his term ending on 11th August 2019.

Signed this _____ day of _____ 2018

Signature(s) _____

Affix
Revenue
Stamp

Note:

This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Nyloc House, 254, D-2, Dr. Annie Besant Road, Worli, Mumbai - 400 030 not less than 48 hours before the commencement of the Meeting.