

# ZODIAC

19<sup>th</sup> July, 2025

National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra East Mumbai - 400051 <b>Scrip Code : ZODIACLOTH</b>	BSE Limited, Corporate Relationship Department, First Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Mumbai - 400001 <b>Scrip Code: 521163</b>
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Dear Sir/ Ma'am,

**Sub: Postal Ballot Voting Results and Scrutinizer Report**

We refer to our letter dated 18<sup>th</sup> June, 2025, regarding postal ballot notice issued to the Members of the Company seeking approval for the following resolution/s to be passed through the mode of remote e-voting:

Sr. No.	Particulars	Type of Resolution
1.	Raising of Funds Through Issue of Equity Shares on Preferential Allotment Basis to The Individual Investors - Promoters for Cash.	Special Resolution
2.	Revision in the Remuneration Payable to Mr. Mohamed Awais Jehangir Noorani (DIN: 00951424), Whole-Time Director of the Company.	Special Resolution
3.	Revision in the Remuneration Payable to Mr. Adnan Salman Noorani (DIN: 08689050), Whole-Time Director of the Company.	Special Resolution

Pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015, enclosed is a copy of the report dated 19<sup>th</sup> July, 2025 of the Scrutinizer, Mr. B. Narasimhan, proprietor BN & Associates, Company Secretaries containing the resolutions passed, the voting results thereon and the summary of the scrutinizer's report, as required under Rule 25(1)(b)(ii) of the Companies (Management and Administration) Rules, 2014. Based on the Scrutinizer's Report, we hereby inform that the Members of the Company have duly passed the Special Resolutions with requisite majority as embodied in the Postal Ballot notice.

The aforesaid resolution will be deemed to be passed on the last date of e-voting i.e. Friday, 18<sup>th</sup> July, 2025.

Please find enclosed e-voting results along with the Scrutinizer's Report. The same is also being hosted on the Company's website at [www.zodiaconline.com](http://www.zodiaconline.com).

This is for your information and appropriate dissemination.

Thanking you,

Yours faithfully,

For **ZODIAC CLOTHING COMPANY LIMITED**

**Kumar Iyer**  
**Company Secretary**  
**Memb. No.- A9600**

Encl: As above

**ZODIAC CLOTHING COMPANY LTD.,**

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

Tel.: +91 22 6667 7000 Fax: +91 22 6667 7279 CIN: L17100MH1984PLC033143

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[www.zodiaconline.com](http://www.zodiaconline.com)

Voting results	
Record date	13-06-2025
Total number of shareholders on record date	10987
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				RAISING OF FUNDS THROUGH ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE INDIVIDUAL INVESTORS - PROMOTERS FOR CASH				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18560732	18111549	97.5799	18111549	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	18560732	18111549	97.5799	18111549	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	7432985	1046076	14.0734	1044254	1822	99.8258	0.1742
	Poll							
	Postal Ballot (if applicable)							
	Total	7432985	1046076	14.0734	1044254	1822	99.8258	0.1742
Total		25993717	19157625	73.701	19155803	1822	99.9905	0.0095
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				REVISION IN THE REMUNERATION PAYABLE TO MR. MOHAMED AWAIS JEHangir NOORANI (DIN: 00951424), WHOLE-TIME DIRECTOR OF THE COMPANY.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18560732	18111549	97.5799	18111549	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	18560732	18111549	97.5799	18111549	0	100	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	7432985	1046086	14.0736	1042352	3734	99.6431	0.3569
	Poll							
	Postal Ballot (if applicable)							
	Total	7432985	1046086	14.0736	1042352	3734	99.6431	0.3569
Total		25993717	19157635	73.701	19153901	3734	99.9805	0.0195
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				REVISION IN THE REMUNERATION PAYABLE TO MR. ADNAN SALMAN NOORANI (DIN: 08689050), WHOLE-TIME DIRECTOR OF THE COMPANY.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18560732	18111549	97.5799	18111549	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	18560732	18111549	97.5799	18111549	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	7432985	1046086	14.0736	1042352	3734	99.6431	0.3569
	Poll							
	Postal Ballot (if applicable)							
	Total	7432985	1046086	14.0736	1042352	3734	99.6431	0.3569
Total		25993717	19157635	73.701	19153901	3734	99.9805	0.0195
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

## SCRUTINIZER'S REPORT

Date: July 19, 2025

To,  
The Chairman  
Zodiac Clothing Company Limited  
Nyloc House, 254, D-2, Dr. Annie Besant Road,  
Worli, Mumbai -400 030

Sub: Zodiac Clothing Company Limited - Scrutinizer's Report on Postal Ballot (E-voting) Results

The Board of Directors of **Zodiac Clothing Company Limited** (hereinafter referred to as "**ZODIAC**" or "**the Company**") at their meeting held on May 28, 2025 has appointed me, B. Narasimhan, Proprietor, BN & Associates, a Practicing Company as the Scrutinizer to scrutinize the Postal Ballot e-voting process in a fair and transparent manner in respect of the Resolution as stated in the **Postal Ballot Notice dated June 18, 2025** (the "**Postal Ballot Notice**").

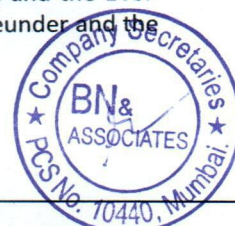
In compliance with the provisions of Sections 108, 110 of the Companies Act, 2013 (the "**Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**") Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, including any circulars, statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "**MCA**"), Government of India, for holding general meetings/ conducting postal ballot process through e-voting vide General Circulars no. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and No. 09/2024 dated September 19, 2023 (collectively referred to as "**MCA Circulars**"), and any other applicable laws and regulations, the special businesses mentioned in the Postal Ballot Notice dated June 18, 2025 were proposed to be passed by the Members of **Zodiac Clothing Company Limited**, through Postal Ballot via remote electronic voting (e-voting) only. ZODIAC had, accordingly, provided facility of e-voting to all Members of ZODIAC to enable them to cast their votes electronically on the special business mentioned in the Notice.

The company has engaged the services of their Registrars and share Transfer Agents (RTA) KFin Technologies Limited ("KFintech") for the purpose of providing remote e-Voting facility to its Members. The postal ballot notice is hosted on the Company's website i.e. [www.zodiaconline.com](http://www.zodiaconline.com) and also on the website of the stock exchanges viz., [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com). The relevant details are also hosted on the website of the remote e-voting service provider (EVSP) viz., KFin Technologies Limited ("KFintech").

Accordingly, the ZODIAC had sent the Postal Ballot Notice including all the requisite information required by the shareholders to cast their votes, in electronic form only, to all those Members who had registered their e-mail addresses with ZODIAC / RTA / Depository Participants, as on **Friday, June 13, 2025** (being the cut-off date for this purpose). The communication of the 'assent' or 'dissent' of the Members was sought through the e-voting system only.

In order to facilitate those Members who had not yet registered their e-mail addresses, a proper procedure was laid down for the shareholders to get their email address registered with the RTA prior to the 'cut-off date' so that they could also participate in the e-voting facility extended by ZODIAC.

ZODIAC and the EVSP had uploaded the Notice together with the explanatory statement on their respective websites viz. [www.zodiaconline.com](http://www.zodiaconline.com) and KFintech (<https://evoting.kfintech.com>) and Electronic Voting Event Number "8860" ("EVEN") was generated for casting the votes through e-voting mode. ZODIAC and the EVSP have complied with all the necessary formalities specified under the Act, the Rules framed thereunder and the MCA Circulars issued in this regard.





The aforesaid Postal Ballot Notice was sent on June 18, 2025 through e-mail to all the Members of ZODIAC who had registered their e-mail addresses as on June 13, 2025.

The Management of ZODIAC is responsible for ensuring compliance with the requirements of the Act and the Rules made thereunder and SEBI Listing Regulations relating to the items being placed for approval of the members through postal ballot by e-voting. My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinizing the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report on the votes cast in favour and against the resolutions stated in the Notice, based on the data generated from the e-voting system provided by EVSP.

I report that the Postal Ballot Notice was sent through e-mail to 10,434 members whose email address was registered with ZODIAC / RTA / Depositories and as made available with the RTA. The total Number of Members as on the Cut-off date was 10,987. The e-voting period commenced from Thursday, June 19, 2025 from 9.00 a.m. IST and ended on Friday, July 18, 2025 at 5.00 p.m. IST. The email was sent to 10,434 members constituting 94.97% of the total number of share holders. In respect of 553 members whose email addresses were not available, a Public Notice with regard to the Postal Ballot Notice was published on Thursday, June 19, 2025 in "The Free Press Journal" English Newspaper, and in "Navshakti", Marathi Newspaper (Mumbai edition) providing requisite information and contact details of the EVSP and the RTA for registering email addresses and addressing queries on e-voting.

**The Company had issued a corrigendum to the Postal Ballot Notice dated 18<sup>th</sup> June 2025 about certain addition / rectification to the explanatory statement to item no 1 of the aforesaid postal ballot notice. This corrigendum was issued to all the shareholders holding shares as on the cut-off date by email i.e. in the same manner in which the original Notice was also sent.**

The item for which approval of the Members of the ZODIAC was sought as stated in the Notice is mentioned hereunder: -

Sr. No.	Type of Resolution	Description of the resolution
1.	As a Special Resolution	<b>RAISING OF FUNDS THROUGH ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE INDIVIDUAL INVESTORS - PROMOTERS FOR CASH</b>
2.	As a Special Resolution	<b>REVISION IN THE REMUNERATION PAYABLE TO MR. MOHAMED AWAIS JEHangIR NOORANI (DIN: 00951424), WHOLE-TIME DIRECTOR OF THE COMPANY.</b>
3.	As a Special Resolution	<b>REVISION IN THE REMUNERATION PAYABLE TO MR. ADNAN SALMAN NOORANI (DIN: 08689050), WHOLE-TIME DIRECTOR OF THE COMPANY.</b>

#### **SUMMARY OF VOTES CAST**

The E-voting process concluded at 5 p.m. IST on Friday, July 18, 2025. After the closure of E-voting process the votes cast through E-voting facility were duly unblocked by me as the Scrutinizer in the presence of K. Venkataraman and Saroj Narasimhan witnesses, not in employment of ZODIAC, as prescribed under sub-rule 4(xii) of rule 20 of the Companies (Management and Administration) Rules, 2014. Since e-voting facility was provided by KFintech, the details of the e-voting exercised by the Members were duly compiled by KFintech. The details of the e-voting, the compilation of the Register containing the statement of Member's name, DP ID, Client ID and/or folio number, number of shares held, number of votes exercised, votes in favour, votes against were generated by KFintech from their website were duly scrutinized.





On scrutiny, I report that out of 10,987, Members holding shares as on the cut-off date, i.e. June, 13, 2025, 97 Members holding 1,915,635 shares have participated through remote E-voting process.

The details of Postal Ballot results for the special businesses placed for consideration and approval of the Members is given below:

Notes:

1. Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of postal ballot.
2. Vote Cast in favour or against is calculated based on the Valid Votes cast through Remote E-voting.

**Item No 1: As a Special Resolution**

**RAISING OF FUNDS THROUGH ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE INDIVIDUAL INVESTORS - PROMOTERS FOR CASH**

Total no. of Members	10,987		
Total no. of Equity Shares	2,59,93,717		
E-voting as per the Postal Ballot Notice	From 9.00 a.m. IST on Thursday, June 19, 2025 till 5.00 p.m. IST on Friday, July 18, 2025.		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	97	1,91,57,635
Less: Invalid E-voting <i>abstained/less voted</i> )* refer note 2. above	B	0	0
Net E-voting (A-B) considered valid	C	97	1,91,57,635

**Summary of E-voting through Postal Ballot**

Promoter/ Public	No. of shares held (1)	No. of votes cast (2)	% of votes cast on outstan ding shares (3)=[(2) / (1)]*10 0	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes cast (6)=[(4)/(2)] *100	% of votes against on votes cast (7)=[(5)/ (2)]*100
Promoter and Promoter Group	1,85,60,732	1,81,11,549	97.5799	1,81,11,549	0	100.0000	0
Public- Institutional holders	0	0	0	0	0	0	0
Public- others	74,32,985	10,46,076	14.0734	10,44,254	1,822	99.8258	0.1741
<b>Total</b>	<b>2,59,93,717</b>	<b>1,9,57,625</b>	<b>73.7010</b>	<b>1,91,55,803</b>	<b>1,822</b>	<b>99.9905</b>	<b>0.0095</b>

Percentage of votes cast in Favour: 99.9905 Percentage of votes cast Against: 0.0095

**RESULTS: -**

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No. 1 as set forth in the Postal Ballot Notice dated





Wednesday, June 18, 2025 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of voting that is Friday, July, 18, 2025.

**Item No 2: As a Special Resolution**

**REVISION IN THE REMUNERATION PAYABLE TO MR. MOHAMED AWAIS JEHANGIR NOORANI (DIN: 00951424), WHOLE-TIME DIRECTOR OF THE COMPANY.**

Total no. of Members	<b>10,987</b>		
Total no. of Equity Shares	<b>2,59,93,717</b>		
E-voting as per the Postal Ballot Notice	From 9.00 a.m. IST on Thursday , June 19, 2025 till 5.00 p.m. IST on Friday, July 18, 2025.		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	<b>97</b>	<b>1,91,57,635</b>
Less: Invalid E-voting <i>abstained/less voted</i> )* refer note 2. above	B	<b>0</b>	<b>0</b>
Net E-voting (A-B) considered valid	C	<b>97</b>	<b>1,91,57,635</b>

**Summary of E-voting through Postal Ballot**

Promoter/ Public	No. of shares held (1)	No. of votes cast (2)	% of votes cast on outstan ding shares (3)=[(2) / (1)]*10 0	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes cast (6)=[(4)/( 2)]*100	% of votes against on votes cast (7)=[(5)/(2) ]*100
Promoter and Promoter Group	<b>1,85,60,732</b>	<b>1,81,11,549</b>	<b>97.5799</b>	<b>1,81,11,549</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public- Institutional holders	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- others	<b>74,32,985</b>	<b>10,46,086</b>	<b>14.0736</b>	<b>10,42,352</b>	<b>3,734</b>	<b>99.6430</b>	<b>0.3570</b>
<b>Total</b>	<b>2,59,93,717</b>	<b>1,91,57,635</b>	<b>73.7010</b>	<b>1,91,53,901</b>	<b>3,734</b>	<b>99.9805</b>	<b>0.0195</b>

Percentage of votes cast in Favour: 99.9805 Percentage of votes cast Against: 0.0195

**RESULTS: -**

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No. 2 as set forth in the Postal Ballot Notice dated Wednesday, June 18, 2025 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of voting that is Friday, July, 18, 2025.





**Item No 3: As a Special Resolution****REVISION IN THE REMUNERATION PAYABLE TO MR. ADNAN SALMAN NOORANI (DIN: 08689050), WHOLE-TIME DIRECTOR OF THE COMPANY.**

Total no. of Members	10,987		
Total no. of Equity Shares	2,59,93,717		
E-voting as per the Postal Ballot Notice	From 9.00 a.m. IST on Thursday , June 19, 2025 till 5.00 p.m. IST on Friday, July 18, 2025.		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	97	1,91,57,635
Less: Invalid E-voting <i>abstained/less voted</i> )* refer note 2. above	B	0	0
Net E-voting (A-B) considered valid	C	97	1,91,57,635

**Summary of E-voting through Postal Ballot**

Promoter/ Public	No. of shares held (1)	No. of votes cast (2)	% of votes cast on outstan ding shares (3)=[(2) / (1)]*10 0	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes cast (6)=[(4)/( 2)]*100	% of votes against on votes cast (7)=[(5)/ (2)]*100
Promoter and Promoter Group	1,85,60,732	1,81,11,549	97.5799	1,81,11,549	0	100.0000	0
Public- Institutional holders	0	0	0	0	0	0	0
Public- others	74,32,985	10,46,086	14.0736	10,42,352	3,734	99.6430	0.3570
<b>Total</b>	<b>2,59,93,717</b>	<b>1,91,57,635</b>	<b>73.7010</b>	<b>1,91,53,901</b>	<b>3,734</b>	<b>99.9805</b>	<b>0.0195</b>

Percentage of votes cast in Favour: 99.9805 Percentage of votes cast Against: 0.0195

**RESULTS: -**

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No. 3 as set forth in the Postal Ballot Notice dated Wednesday, June 18, 2025 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of voting that is Friday, July, 18, 2025.

I further report that as per the Postal Ballot Notice dated Wednesday, June, 18, 2025 and the Board Resolution dated May 28, 2025, the Chairman or a person authorised by him in writing may declare and confirm the above results of voting by postal ballot in respect of the Resolutions referred, within two working days of the closure of the remote e-voting. The result of the Postal Ballot will be displayed on the website of ZODIAC [www.zodiaconline.com](http://www.zodiaconline.com) and on the website of Kfintech (<https://evoting.kfintech.com>) The results shall also be forwarded to the Stock Exchanges and hosted on the websites of BSE Limited and National Stock Exchange of India Limited, the exchanges where the equity shares of ZODIAC are listed and at the Registered Office of ZODIAC .





I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with and the records maintained by me including the data as obtained from KFintech , the Service Provider for the e-voting facility extended by them and recording the consent or otherwise received from the Members, by e-voting which includes all the particulars of the Members such as the name, folio number/DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, and other related data/papers are in my safe custody which will be handed over to the Company Secretary of ZODIAC .

I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of ZODIAC.

Thanking you,  
Yours faithfully  
For BN & Associates

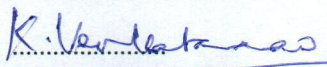


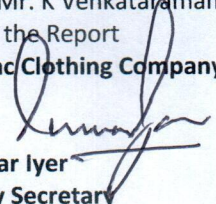
B Narasimhan  
(Proprietor)  
Regn: 2011MH166700  
Membership no FCS 1303 COP no 10440  
PR Cert No. 925/2020  
Place: Mumbai  
UDIN: F001303G000788859

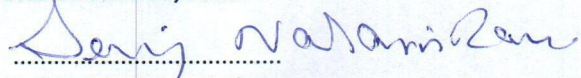


Date July, 19, 2025

The following were the witnesses to the unblocking of the votes on June 17, 2025

  
1. Mr. K Venkataraman  
Received the Report  
For Zodiac Clothing Company Limited

  
Mr. Kumar Iyer  
Company Secretary  
Place: Mumbai

  
2. Ms. Saroj Narasimhan

Date: July 19, 2025