

ZODIAC

4th September, 2024

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

Subject: Annual Report for the Financial Year 2023-24 and Notice of 40th Annual General Meeting.

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report for the Financial Year 2023-24 including the Notice of 40th Annual General Meeting ("40th AGM") of the Company to be held on **Friday, 27th September, 2024 at 3:00 p.m.** through Video Conference facility ('VC')/ Other Audio Visual Means ('OAVM') without physical presence of the members at a common venue, in compliance with the provisions of the Companies Act, 2013 ('the Act'), read with the applicable circulars as issued by "Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"), in relation to the subject matter.

The same is also available on the website of the Company, viz. www.zodiaconline.com.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,
For Zodiac Clothing Company Limited

S. Y. Noorani
Vice Chairman & Managing Director
DIN: 00068423

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

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 40th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fortieth Annual General Meeting of Zodiac Clothing Company Limited will be held on Friday, 27th September, 2024 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 40th 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, 2024 and the reports of the Board and the Auditors thereon.
- 2) 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.
- 3) 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:

- 4) **Appointment of Mr. Dilip Jayantilal Thakkar (DIN: 00007339) as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company, and pursuant to the approval and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company (“Board”), Mr. Dilip Jayantilal Thakkar (DIN: 00007339), who was appointed as an Additional Director of the Company (in the capacity of Independent Director) with effect from 24th July, 2024 in terms of Section 161 of the Companies Act, 2013, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years with effect from 24th July 2024 to 23rd July 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members be and is hereby accorded for the appointment of Mr. Dilip Jayantilal Thakkar, who is presently 87 years old as an Independent Director of the Company for a period of 5(Five) years effective from 24th July 2024 to 23rd July 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee thereof or any empowered official, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.”

- 5) **Appointment of Amb. Ahmad Javed (DIN: 08668304) as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company, and pursuant to the approval and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company (“Board”), Amb. Ahmad Javed (DIN: 08668304), who was appointed as an Additional Director of the Company (in the capacity of Independent Director) with effect from 24th July, 2024 in terms of Section 161 of the Companies Act, 2013, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years with effect from 24th July, 2024 to 23rd July, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee thereof or any empowered official, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.”

- 6) **Re-appointment of Mr. Vaman Madhav Apte (DIN: 00003651) as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 (the ‘Act’) read with Companies (Appointment and Qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulations 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vaman Madhav Apte (DIN: 00003651), an Additional Director (Non-Executive & Independent) of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive & Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years with effect from 13th August, 2024 to 12th August, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee thereof or any empowered official, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.”

- 7) **Appointment of Mr. Subramaniam Ramachandran Iyer (DIN: 00580437) as a Non-Independent Non- Executive Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the recommendation

of the Nomination and Remuneration Committee and the Board of Directors, and in respect of whom the Company has received a notice from a Member proposing his candidature for the office of Director under Section 160 of the Act, Mr. Subramaniam Ramachandran Iyer (DIN: 00580437) be and is hereby appointed as a Non-Independent Non-Executive Director of the Company with effect from 12th August, 2024, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members be and is hereby accorded for the appointment of Mr. Subramaniam Ramachandran Iyer, who is presently 84 years old as a Non-Independent Non-Executive Director of the Company with effect from 12th August, 2024, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee thereof or any empowered official, be

and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to 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: 08th August, 2024
Place: Mumbai

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

NOTES:

- 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 09/2023 dated 25th September, 2023 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 or 2024 to conduct their AGMs on or before 30th September, 2024 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 2024, considering the above MCA Circulars, Securities and Exchange Board of India (SEBI) vide its circular no. SEBI /HO/CFD/CFD-POD-2/P/CIR/ 2023/167 dated 07.10.2023 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015” (“SEBI Circular”) provided relaxation up to 30th September, 2024, 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.
- The Company has enabled the Members to participate at the 40th 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.
- Members attending the 40th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 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 40th 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 40th AGM being held through VC/OAVM.
- 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 40th AGM. The members who have cast their vote by remote e-voting prior to the AGM may also join the 40th AGM through VC/OAVM but shall not be entitled to cast their vote again.
- Since, the 40th 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 40th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 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 cosec@zodiacmte.com with a copy marked to evoting@kfintech.com.
- 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.
- In terms of the MCA Circulars and relevant circulars issued by the Securities and Exchange Board of India, the Notice of the 40th AGM along with the Annual Report for the financial year 2023-24, 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 40th AGM and Annual Report to any Member.
- Members who have not registered /updated their email addresses and KYC , may get their email address and mobile number registered
 - Shares held in Dematerialized mode: Please reach out to the Depository Participant(s) and get the email address updated.
 - Shares held 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>
- A copy of the Notice of the 40th AGM along with Annual Report for the financial year 2023-24 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>.
- 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, 5, 6 and 7 of the accompanying Notice is annexed hereto.
- 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 40th Annual General Meeting.
- 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.
- 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.
16. 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.
 17. All unclaimed dividends up to the Dividends for the year 2015-16 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 2016-17 is due for transfer to IEPF on or before 16th September, 2024. 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>.
 18. 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.
 19. 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 2016-17 and thereafter, are requested to claim it from KFintech immediately.
 20. 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.
 21. 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.
 22. 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.
 23. Members are requested to:
 - i. Quote Registered Folio / Client ID and DP ID in all their correspondence.
 - ii. For ease of conduct of the 40th 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 21st September 2024 and 26th September 2024, mentioning their name, demat account number/ folio number, email id, mobile number etc at Company's investor email-id cosecy@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 40th AGM.
- 24. INSTRUCTIONS FOR MEMBERS ATTENDING THE 40TH AGM THROUGH VC/OAVM ARE AS UNDER:**
- i. Members will be provided with a facility to attend the 40th 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 40th 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 40th 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 40th 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 40th AGM to only those Members who have registered themselves, depending on the availability of time for the 40th 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 40th 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

25. 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 40th AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the 40th AGM) and through e-voting during the 40th 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 40th 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 2024, 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 40th 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 30th September 2024 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	1. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

	<ol style="list-style-type: none"> 2. 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. 3. 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 hold 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. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <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: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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	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.

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.

The instructions for e-voting are as under:

- A. In case of a Member receiving an email of the 40th 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 2024, 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 **23rd September 2024, at 9:00 am and ends on, 26th September 2024, at 5:00 P.M.** During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Friday, **20th September 2024**, 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: <https://evoting.kfintech.com>, Toll Free No.: 1-800-309-4001
- D. Voting at the 40th AGM will be through electronic voting system. The Scrutinizer shall after scrutinizing the votes cast at the 40th 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 40th 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.
- G. The resolution/s shall be deemed to be passed on the date of the 40th 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 40th AGM).
26. 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 40th AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the 40th AGM. Since the 40th AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

Date: 08th August, 2024
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
G.M. Legal & 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 4, 5, 6 and 7 of the accompanying Notice:

ITEM NO. 4

Pursuant to the recommendation made by the Nomination & Remuneration Committee on 19th July 2024, the Board of Directors of the Company have on 24th July 2024 appointed Mr. Dilip Jayantil Thakkar (DIN: 00007339) as an Additional Director (Non-executive & Independent) of the Company under Section 161 of the Act, to hold office up to the date of the 40th Annual General Meeting of the Company.

Mr. Dilip Jayantil Thakkar is a practicing Chartered Accountant and specialises in FEMA, Domestic & International Taxation. He is an advisor to many Companies & Non Residents. He is the Past President of the Bombay Chartered Accountants Society and has contributed many papers, articles & has also addressed many conferences & seminars on professional subjects, both in India & abroad. He is also a Director on the Board of various Companies in India & abroad.

Mr. Dilip Jayantil Thakkar has furnished declarations to the Company under Section 149(7) of the Act, confirming that he meets the criteria prescribed for Non-executive & Independent Directors under sub-section (6) of Section 149 of the Act as well as Regulation 16 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations).

In the opinion of the Board, Mr. Dilip Jayantil Thakkar fulfills the conditions for his appointment as a Non executive & Independent Director as prescribed under the Act and Rules issued thereunder and the Listing Regulations.

Mr. Dilip Jayantil Thakkar is independent of the management and possesses appropriate skills, knowledge and experience, it is therefore proposed to appoint Mr. Dilip Jayantil Thakkar as a Non-executive & Independent Director on the Board of the Company for a period of five (5) consecutive years, not liable to retire by rotation. A notice, has been received from a member proposing the candidature of Mr. Dilip Jayantil Thakkar for the office of Director of the Company.

The terms and conditions of appointment of Mr. Dilip Jayantil Thakkar as Non-executive & Independent Director shall be open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the date of the Annual General Meeting.

In the opinion of the Board, Mr. Dilip Jayantil Thakkar is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the Management.

Mr. Dilip Jayantil Thakkar will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/ Committee(s) meetings, as applicable, reimbursement of expenses for participation in meetings, and commission if any, as may be approved by the Board from time to time based on recommendation of the Nomination and Remuneration Committee, within the overall limits of remuneration to Independent Directors as per the provisions of the Act and subject to the approval by the Members.

Since, Mr. Dilip Jayantil Thakkar is presently 87 years of age, in terms of Regulation 17(1A) of the Listing Regulations the Company is required to obtain the approval of Members by way of a Special Resolution for his appointment as a Director on the Board of the Company.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Dilip Jayantil Thakkar on the Board of the Company and accordingly, the Board recommends the appointment of Mr. Dilip Jayantil Thakkar as an Independent Director, as proposed in the Special Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members.

Except Mr. Dilip Jayantil Thakkar, being an appointee, no Director, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the passing of the Special Resolution set out in Item No. 4 of the Notice for the approval by the Members.

ITEM NO. 5

Pursuant to the recommendation made by the Nomination & Remuneration Committee on 19th July 2024 the Board of Directors of the Company have on 24th July 2024 appointed Amb. Ahmad Javed (DIN: 08668304) as an Additional Director (Non-executive & Independent) of the Company under Section 161 of the Act, to hold such office up to the date of the 40th Annual General Meeting of the Company.

Amb. Ahmad Javed, aged 68 years, is a distinguished former IPS officer of the 1980 batch Maharashtra cadre and a seasoned diplomat. With a robust educational foundation from St. Stephen's College, Delhi University, he has dedicated nearly four decades to law enforcement and public service. During his stint, Amb. Ahmad served as Commissioner of Police in Solapur City, Navi Mumbai, and Mumbai, and as Joint Commissioner of Police (Law & Order) in Mumbai. His notable diplomatic tenure includes serving as the Ambassador of India to Saudi Arabia from 2016 to 2019. Amb. Ahmad's extensive experience encompasses law and order maintenance, crisis handling and management, administration & HR, international relations, strategy and policy formulation and conflict resolution. Amb. Ahmad has been honoured with the Police Medal for Meritorious Service, President's Police Medal for Distinguished Service and Director General's Insignia. Currently, he contributes his expertise as an advisor and independent director on the Board of Companies.

Amb. Ahmad Javed has furnished declarations to the Company under Section 149(7) of the Act, confirming that he meets the criteria prescribed for Non-executive & Independent Directors under sub-section (6) of Section 149 of the Act as well as Regulation 16 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations).

In the opinion of the Board, Amb. Ahmad Javed fulfills the conditions for his appointment as a Non executive & Independent Director as prescribed under the Act and Rules issued thereunder and Listing Regulations.

Amb. Ahmad Javed is independent of the management and possesses appropriate skills, knowledge and experience. it is therefore proposed to appoint Amb. Ahmad Javed as a Non-executive & Independent Director on the Board of the Company for a period of five (5) consecutive years, not liable to retire by rotation. A notice, has been received from a member proposing candidature of Amb. Ahmad Javed for the office of Director of the Company.

The terms and conditions of appointment of Amb. Ahmad Javed as Non-executive & Independent Director shall be open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the date of the Annual General Meeting.

In the opinion of the Board, Amb. Ahmad Javed is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the Management.

Amb. Ahmad Javed will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/ Committee(s) meetings, as applicable, reimbursement of expenses for participation in meetings, and commission, if any, as may be approved by the Board from time to time based on recommendation of the Nomination and Remuneration Committee, within the overall limits of remuneration to Independent Directors as per the provisions of the Act and subject to approval by the Members.

Given his experience, the Board considers it desirable and in the interest of the Company to have Amb. Ahmad Javed on the Board of the Company and accordingly, the Board recommends the appointment of Amb. Ahmad Javed as an Independent Director, as proposed in the Special Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

Except Amb. Ahmad Javed, being an appointee, no Director, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board recommends the passing of the Special Resolution set out in Item No. 5 of the Notice for approval by the Members.

ITEM NO. 6

Pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Listing Regulations, the members of the Company had, at the 36th Annual General Meeting of the Company appointed Mr. Vaman Madhav Apte (DIN: 00003651) as an Independent Director on the Board of the Company to hold office up to 12th August, 2024.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company have appointed Mr. Vaman Madhav Apte (DIN: 00003651) as an Additional Director (Non-executive & Independent) of the Company w.e.f. 13th August 2024 under Section 161 of the Act, to hold office up to the 40th Annual General Meeting of the Company.

A notice has been received from a member proposing the candidature of Mr. Vaman Madhav Apte for the office of Director of the Company.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of 5 (five) consecutive years on the Board of a Company and shall be eligible for re-appointment by passing a special resolution by the Company. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms of five years each.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Vaman Madhav Apte, as an Independent Director for a second term of five (5) years is now being placed before the Members for approval. Mr. Vaman Madhav Apte has furnished declarations to the Company under Section 149(7) of the Act, confirming that he meets the criteria prescribed for Non-Executive & Independent Directors under sub-section (6) of Section 149 of the Act as well as Regulations 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms and conditions of appointment of Mr. Vaman Madhav Apte as a Non-Executive & Independent Director shall be open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the date of the 40th Annual General Meeting.

The Board, based on the performance evaluation of Mr. Vaman Madhav Apte, and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background, experience and contributions made by him during his tenure, the continued association of Mr. Vaman Madhav Apte, shall benefit the Company immensely and therefore recommends the re-appointment of Mr. Vaman Madhav Apte, as an Independent Director of the Company for a second term of 5 years i.e w.e.f. from 13th August 2024 to 12th August, 2029, not liable to retire by rotation by passing the resolution as set out in Item No. 6 as a Special Resolution as the same is in the interest of the Company .

A brief profile of Mr. Vaman Madhav Apte is given in the Directors Biographies, forming part of the Annual Report and the nature of his expertise in specific functional areas and the names of companies in which he holds Directorships and memberships/ chairmanships of the Board/Committees, shareholding and relationships amongst Directors inter-se as stipulated under Listing Regulations is provided in the Details of Directors seeking appointment/re-appointment at the AGM annexed to this notice as Annexure A.

Mr. Vaman Madhav Apte will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/ Committee(s) meetings, as applicable, reimbursement of expenses for participation in meetings, and commission, if any, as may be approved by the Board from time to time based on recommendation of the Nomination and Remuneration Committee, within the overall limits of remuneration to Independent Directors as per the provisions of the Act and subject to approval by the Members.

Except Mr. Vaman Madhav Apte, being an appointee, no Director, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

The Board recommends the passing of the resolution as set out in Item No. 6 of the accompanying Notice as a Special Resolution as it is in the interest of the Company.

ITEM NO. 7

The Members of the Company have at the 35th Annual General Meeting (AGM) held on 05th August, 2019 had re-appointed Mr. Subramaniam Ramachandran Iyer (DIN: 00580437) as an Independent Director of the Company for a second term of 5 (Five) consecutive years with effect from 12th August, 2019 and accordingly he holds office as such up to 11th August, 2024. As per the provisions of the Act, an Independent Director can only hold office as such up to two consecutive terms of five years each.

The Board of Directors of the company on the recommendation of the Nomination and Remuneration Committee have vide Circular Resolution dated 24th July, 2024 appointed Mr. Subramaniam Ramachandran Iyer as an Additional Director (Non-executive and Non-independent Director of the company w.e.f. 12th August, 2024 to hold office up to date of 40th Annual General Meeting of the company.

In order to enable the Company to continue to be benefited with his guidance and counsel, the Board of Directors on the recommendation of the Nomination and Remuneration Committee proposes the appointment of Mr. Subramaniam Ramachandran Iyer's as an Additional Director (Non-Executive, Non-Independent Director) of the Company liable to retire by rotation.

In accordance with the company's policy, Mr. Subramaniam Ramachandran Iyer will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/ Committee(s) meetings, as applicable, reimbursement of expenses for participation in meetings, and commission, if any, as may be approved by the Board from time to time based on recommendation of the NRC, within the overall limits of remuneration to Non-Executive Directors as per the provisions of the Act and subject to approval by the Members.

A brief profile of Mr. Subramaniam Ramachandran Iyer is given in the Directors Biographies, forming part of the Annual Report and the nature of his expertise in specific functional areas and the names of companies in which he holds Directorships and memberships/ chairmanships of the Board/Committees, shareholding and relationships amongst Directors inter-se as stipulated under Listing Regulations is provided in the Details of Directors seeking appointment/re-appointment at the AGM annexed to this notice as Annexure A.

Since, Mr. Subramaniam Ramachandran Iyer is presently 84 years of age in terms of Regulation 17(1A) of the Listing Regulations the Company is required to obtain the approval of Members by way of a Special Resolution for his appointment as a Director on the Board of the Company.

Based on Mr. Subramaniam Ramachandran Iyer's skills, experience and expertise, and considering the contributions during his association with the Company, the Board is of the opinion that the continued association of Mr. Iyer shall be in the best interest of the Company. Accordingly, it is proposed to appoint Mr. Subramaniam Ramachandran Iyer as a Non-Independent Non-Executive Director w.e.f. 12th August 2024, liable to retire by rotation.

Except Mr. Subramaniam Ramachandran Iyer, being an appointee, no Director, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

The Board recommends the passing of the resolution as set out in Item No. 7 of the accompanying Notice as a Special Resolution as it is in the interest of the Company.

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

Date: 08th August, 2024

Place: Mumbai

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

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Annexure A
Details of Director(s) Seeking Appointment/ Re-Appointment at the 40th Annual General Meeting
[Pursuant to regulation 36(3) of SEBI (LODR) Regulations, 2015]

Particulars	Mr. Dilip Thakkar	Amb. Ahmad Javed	Mr. Vaman Apte	Mr. S.R. Iyer	Mr. A. Y. Noorani	Mr. S. Y. Noorani
Director Identification Number	00007339	08668304	00003651	00580437	00041686	00068423
Date of Birth/ Age	01/10/1936 87 years	02/01/1956 68 years	04/02/1957 67 years	28/05/1940 84 years	11/12/1950 73 years	15/03/1963 61 years
Date of First Appointment	NA	NA	13/08/2019	22/06/2002	14/06/1984	14/05/1993
Qualification	Chartered Accountant	IPS of 1980 batch from Maharashtra Cadre	Bachelor of Art, Mumbai University	Chartered Accountant	Bachelor of Commerce, Advance Management Programme at Harvard Business School	Bachelor of Commerce
Expertise in specific functional areas	Specialises in FEMA domestic and international taxation and is advisor to many companies and non-residents.	Expertise in Law enforcement, public service and a seasoned diplomat	Hails from a family having historic ties to the textile business as owner of several textile mills in India.	Has vast knowledge and rich experience in banking. Was the Managing director in SBI and also SBI Mysore. Was the former chairman of CRISIL and Director in NSE.	Industrialist with rich Business Expertise. Presently overseeing the corporate affairs and financial function of the company	Industrialist with expertise in setting up and upgradation of manufacturing facilities. Presently overseeing the Company's operations, product design, manufacturing, sales and marketing.
Remuneration last drawn	NIL	NIL	NIL	NIL	NIL	NIL
Number of meetings of the Board attended during the year	NA	NA	5 (Five)	5 (Five)	5 (Five)	5 (Five)
Terms & Conditions of appointment/ re-appointment	As per resolution at Item No. 4	As per resolution at Item No. 5	As per resolution at Item No. 6	As per resolution at Item No. 7	As per resolution at Item No. 2	As per resolution at Item No. 3
Name/s of other Listed Companies in which Directorship held	1. Indo Count Industries Limited 2. Black Box Limited 3. Premier Limited	1. Wockhardt Limited 2. Kalyani Steels Limited	Nil	Nil	Nil	Nil
Name/s of other Listed Companies in which the Director holds Membership in the Committees	1. Indo Count Industries Limited 2. Black Box Limited	Nil	Nil	Nil	Nil	Nil
Name/s of Listed entities in which director has resigned in the past three years	1. Poddar Housing and Development Limited 2. Walchandnagar Industries Limited	Nil	Nil	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	2130 Equity Shares of ₹10/- Each	3375 Equity Shares of ₹10/- Each	60,00,109 Equity Shares of ₹10/- Each	58,08,376 Equity Shares of ₹10/- Each
Relationship between the Directors inter-se	Nil	Nil	Nil	Nil	Brother of Mr. S. Y. Noorani (Vice Chairman & Managing Director), Father of Mr. Mohamed Awais Jehagir Noorani (Executive Director) and Uncle of Mr. Adnan Salman Noorani (Executive Director).	Brother of Mr. A. Y. Noorani (Chairman), Father of Mr. Adnan Salman Noorani (Executive Director) and Uncle of Mr. Mohamed Awais Jehagir Noorani (Executive Director)
Skill and capabilities required for the role and manner in which requirements are met.	An Experience Chartered Accountant with more than 60 years of practice in FEMA domestic and international taxation.	An IPS officer with nearly four decades of Law enforcement and public service. He has also the ambassador of India to Saudi Arabia from 2016 to 2019. Extensive experience in law and order maintenance, crisis handling and management, administration & HR, international relations, strategy and policy formulation and conflict resolution.	As a businessman has rich and varied experience including in the textile business. Presently he is the chairman of Dr. Writers food products Pvt Ltd. And a consultant to various companies.	He has vast knowledge and rich experience in banking. He retired as Managing Director of the State Bank of India and was also the Managing Director of State Bank of Mysore. He was the former Chairman and Director of the Credit Information Bureau (India) Limited and the Director of the National Stock Exchange of India Ltd. and GE Capital Business Process Management Services Pvt. Ltd.	NA	NA



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