



## ZODIAC CLOTHING COMPANY LIMITED

CIN:L17100MH1984PLC033143

Regd. Office : Nyloc House, 254, D-2, Dr. Annie Besant Road, Worli, Mumbai 400030.

Tel: +91 22 66677000 Fax: +91 22 66677279, Website:www.zodiaconline.com, email id :contactus@zodiacmtc.com

### POSTAL BALLOT NOTICE

#### [Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration), Rules, 2014]

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to transact the following special business by the Members of Zodiac Clothing Company Limited (“the Company”) by passing Resolution through Postal Ballot:

#### 1.To Re- appoint Mr. Awais A. Noorani, Relative of Director to an Office or Place of Profit

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

“**RESOLVED THAT** pursuant to and in accordance with the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made there under or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof), approval of the members be and is hereby accorded to the re-appointment of Mr. Awais A. Noorani, son of Mr. A. Y. Noorani, Vice Chairman & Managing Director of the Company, to hold and continue to hold an Office or Place of Profit as Vice President – International Sales & Sourcing (or any other designation and roles which the Board / Committee of the Board may decide from time to time) on such remuneration, increments and positions and other terms and conditions as set out in the Explanatory Statement attached to this Notice.

**RESOLVED FURTHER** that the re-appointment shall be for a period of 2 (two) years with effect from 1st February 2015 to 31st January 2017 with remuneration being paid for such re-appointment effective 1st February 2015 on the terms and conditions as set out in the Explanatory Statement attached to this Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary, proper or expedient in connection with or incidental to give effect to this resolution.”

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254, D-2, Dr. Annie Besant Road,  
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CIN:L17100MH1984PLC033143  
Website: www.zodiaconline.com  
Email id: contactus@zodiac.com

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

**Kumar Iyer**  
**Company Secretary**  
ACS No. 9600

Place : Mumbai

Date : 16th January 2015

#### NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 16th January 2015.
3. The Board of Directors have appointed Mr. B. Narasimhan, Proprietor BN & Associates, a Practicing Company Secretary as Scrutinizer for conducting postal ballot voting process in a fair and transparent manner.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rules made there under and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to its Members to enable them to cast their votes on the resolutions electronically. Karvy Computershare Private Limited (“Karvy”), our Registrar and Transfer Agent will be facilitating e-voting to enable the Members to cast their votes electronically.

## PROCEDURE AND INSTRUCTIONS FOR E-VOTING

### a) The procedure and instructions for e-voting are as follows :

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e. user-id & password) mentioned on the Postal Ballot Form. Your Folio/DP Client ID will be your User-ID.

User ID	For Members holding shares in Demat Form :- a) For NSDL :- 8 Character DP ID Followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID  For Members holding shares in Physical Form:- <ul style="list-style-type: none"><li>• Event No. followed by Folio No. registered with the Company</li></ul>
Password	Your unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact our toll free No. 1-800-34-54-001 for any further clarifications.
- iv) Members can cast their vote online from 23rd January 2015 from 9:00 AM to 22nd February 2015 till 6:00 PM.
- v) After entering these details appropriately, click on “LOGIN”.
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- ix) If you are holding shares in Demat form and had logged on to “https://evoting.karvy.com” and casted your vote earlier for any company, then your existing login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' 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. If the Member does not want to cast, select 'ABSTAIN'.
- xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL ” and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate /Fls/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to evoting@zodiac.karvy.com. The file scanned image of the Board Resolution should be in the naming format “Corporate Name\_ Event no.”

### b) In case of Members' receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN(E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (iii) The voting period ends on the close of working hours (i.e. 6:00pm), on 22nd February 2015. The e-voting module will also be disabled by Karvy Computershare Private Limited for voting thereafter.

- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of <https://evoting.karvy.com> or contact Karvy Computershare Private Limited at the Telephone No.: (Toll Free No.:1-800-34-54-001).
  - (d) If you are already registered with Karvy Computershare Private Limited for e-voting then you can use your existing user ID and password for casting your vote.
  - (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted.
  6. Kindly note that the Members can opt for only one mode of voting, i.e. either by physical postal ballot or e-voting. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. In case Members cast their vote by both physical postal ballot and e-voting, then votes cast by them through e-voting will be treated as valid and votes cast through physical postal ballot shall be treated as invalid.
  7. Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions given in the enclosed Postal Ballot Form. Postal Ballot Form duly completed with the assent (for) or dissent (against), and signed should be returned directly to the Scrutinizer in the enclosed self addressed business reply envelope so as to reach the Scrutinizer not later than working hours (i.e.6:00 pm) on 22nd February 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
  8. The Scrutinizer will submit his report to the Chairman or Vice Chairman & Managing Director of the Company after completion of the scrutiny and the results of postal ballot will be announced on 26th February 2015, at the Registered Office of the Company at Nyloc House, 254,D-2, Dr. Annie Besant Road, Worli, Mumbai- 400 030.
  9. The resolutions shall be taken as passed effectively on the date of declaration of the result. The result of the Postal Ballot will be communicated to the stock exchanges where the Company's shares are listed. The result will also be displayed on the Company's website [www.zodiaconline.com](http://www.zodiaconline.com) and published in the newspapers.
  10. Notice of Postal Ballot along with Postal Ballot Form containing the process, instructions and the manner of conducting e-voting is being sent physically through the permitted mode to all the Members. Further in respect of members whose email ID's are registered with the Company / Depository Participant(s) the Postal Ballot Form containing the process, instructions and the manner of conducting e-voting is also being sent electronically.
  11. Members can vote for their entire voting rights as per their discretion.
  12. The vote in this Postal Ballot cannot be exercised through proxy.
  13. The scrutinizers decision on the validity or otherwise of the Postal Ballot/e-voting will be final.
  14. The Board of Directors has appointed the Vice Chairman & Managing Director and the Company Secretary as the persons responsible for the entire postal ballot process.
  15. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturday between 11:00 a.m. and 1:00 p.m. up to 22nd February 2015.
  16. Members who have not registered their email addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communications from the Company electronically.

### **Statement pursuant to Section 102 of the Companies Act, 2013 to the accompanying Postal Ballot Notice**

#### **Item No. 1**

The members had at the 27th Annual General Meeting of the Company held on 10th August 2011, approved the re-appointment and the remuneration payable to Mr. Awais A. Noorani, Vice President – International Sales & Sourcing for the period from 1st February 2012 to 31st January 2017. Since the said appointment was covered under the erstwhile provisions of Section 314 of the Companies Act, 1956, the Company had applied for the approval of the Central Government for the re-appointment and payment of the remuneration to Mr. Awais A. Noorani for the period from 1st February 2012 to 31st January 2017. The Central Government granted the approval for the period from 1st February 2012 to 31st January 2015.

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on 12th November 2014, approved the re-appointment and the remuneration payable to Mr. Awais A. Noorani, Vice President – International Sales & Sourcing for the period from 1st February 2015 to 31st January 2017. Since Mr. Awais A. Noorani is the son of Mr. A.Y. Noorani, Vice-Chairman & Managing Director, Grandson of Mr. M.Y.Noorani, Chairman & Director and Nephew of Mr. S.Y. Noorani, Managing Director & President, his re-appointment and remuneration payable amounts to an office or place of profit and requires approval of the members of the Company by passing a special resolution in terms of Section 188(1)(f) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.

Mr. Awais A. Noorani joined the Company on 1st June 1993 and was salaried from 1st January 2003 and is presently designated as Vice President- International Sales & Sourcing. Mr. Awais A. Noorani is a B.Com., M.B.A from IMD, Lausanne, Switzerland and has over 20 years experience in the Clothing business. Presently he is responsible for Export Sales & Servicing. Accordingly taking into account his experience and contribution to the Company's business and the need of his services the Board of Directors have based on the recommendation of the Nomination & Remuneration Committee, reappointed Mr. Awais A. Noorani as Vice President- International Sales & Sourcing effective from 1st February 2015 on the following terms and conditions:

1. Date of re-appointment : 1st February 2015.
2. Period of re-appointment: 2 (Two) years w.e.f 1st February 2015 to 31st January 2017 as per the Company's policy, with remuneration being paid for such re-appointment effective 1st February 2015. The employment may be terminated by either party by giving not less than three months' notice.
3. Salary Details: The re-appointment is made on a salary scale which will be up to a maximum of Rs. 81,00,000 ( Rupees Eighty One Lakhs ) per annum for the period from 1st February 2015 to 31st January 2016 and up to a maximum of Rs.89,10,000 (Rupees Eighty Nine Lakhs Ten Thousand) per annum for the period from 1st February 2016 to 31st January 2017.( with such annual/special increments, performance pay as per Company's policy as may be decided by the Board or any Committee thereof in its absolute discretion from time to time, within the maximum limits specified for the respective periods).
4. Within the overall limit as per para 3 above, the appointee shall be entitled to the salary, allowances and perquisites in particular the following allowances, perquisites and benefits as per the Company's policy:
  - Basic Salary, House Rent Allowance, Conveyance Allowance, Educational Allowance, Leave Travel Allowance, Guaranteed Bonus, Special Incentive, Performance Linked Compensation as per Company's Policy.
  - Medical Reimbursement, Reimbursement of Periodicals, Reimbursement of Driver Salary, Reimbursement of Petrol Expenses, Provision of Car with maintenance for Company's business, Reimbursement of Telephone Expenses, Reimbursement of Mobile Expenses, Company's contribution to Provident Fund, Gratuity and Medical Insurance Premium and other benefits as per the Company's policy.
5. Duties and Responsibilities :
  - Identifying most competitive sources in terms of quality, price, and other terms and procuring ready goods at globally competitive prices for the organization;
  - Keeping company fully abreast of product development at various centers in India and abroad;
  - Visiting international exhibitions for developing supply sources, product development and sales;
  - Visiting suppliers in India and abroad for sourcing of fabrics and ready goods;
  - Visiting customers in foreign countries and overseeing of export sales;
  - Interaction with company's sales offices and with agents of the Company;
  - Interaction with design and product development teams;
  - Interaction with the merchandising, production and logistics teams.
6. Location: The appointee shall be located at Mumbai.
7. Reporting relationship: The appointee will currently report to the Managing Director & President.

The Members may note that Section 188(1)(f) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended provides that related party's appointment to any office or place of profit in the Company carrying a monthly remuneration in excess of Rs.2,50,000/- per month shall be subject to the approval of the Board of Directors of the Company and the approval of the Members of the Company by passing a special resolution. It is proposed to obtain such approval by means of a Postal Ballot.

While the Members had earlier approved the appointment of Mr. Awais A. Noorani for the period from 1st February 2012 to 31st January 2017, the Central Government had granted its approval to the appointment of and payment of remuneration to Mr. Awais A. Noorani, for the period from 1st February 2012 to 31st January 2015. The Company, as per the provisions of Section 188 (1) (f) of the Companies Act, 2013 read with the Companies (Meetings of the Board and its Powers ) Rules 2014, is therefore yet again required to obtain the approval of the members for the re-appointment of Mr. Awais A. Noorani as Vice President – International Sales & Sourcing of the Company for a period of 2 (Two) years effective from 1st February 2015 to 31st January 2017 on the terms and conditions and remuneration as stated herein above. Members will note that the tenure and the remuneration is in line with the earlier approval granted by the members at the 27th Annual General Meeting of the Company held on 10th August 2011.

The Board of Directors of the Company recommend the resolution for your approval as a Special Resolution through Postal Ballot. Apart from Mr. A. Y. Noorani, father, Mr.M.Y.Noorani, Grandfather and Mr. S.Y. Noorani, Uncle of Mr. Awais A. Noorani, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

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

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ACS No. 9600