

ZODIAC

16th December, 2025

Manager - Listing Compliance National Stock Exchange of India Limited 'Exchange Plaza'. C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Scrip Code: - ZODIACLOTH	The Chief General Manager Listing Operation, BSE Limited, 20 th Floor, P. J. Towers, Dalal Street, Mumbai – 400 001. Scrip Code: - 521163
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Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Corrigendum for Postal Ballot Notice of the Shareholder of Zodiac Clothing Company Limited.

Dear Sir/Madam,

Pursuant to the captioned subject and in continuation to our intimation dated 4th December, 2025 we are submitting herewith the Corrigendum for Postal Ballot Notice dated 4th December, 2025 of the shareholders of Zodiac Clothing Company Limited.

The Corrigendum has been circulated to the shareholders of the Company on 16th December, 2025 and is enclosed herewith for your reference.

The copy of the said Corrigendum to the Postal Ballot Notice is also uploaded on the website of the Company at www.Zodiaconline.com under Investor Relations tab.

Kindly take the above information on your records.

For **Zodiac Clothing Company Limited**

Salman Yusuf Noorani
Vice Chairman & Managing Director
DIN: 00068423

ZODIAC CLOTHING COMPANY LTD.,

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16th December, 2025

CORRIGENDUM TO THE NOTICE OF POSTAL BALLOT OF ZODIAC CLOTHING COMPANY LIMITED ISSUED TO THE MEMBERS ON 4TH DECEMBER, 2025.

This is with reference to the Notice of Postal Ballot issued to the members of Zodiac Clothing Company Limited ("Company") on 4th December, 2025 and the ongoing e-voting from Friday, 5th December, 2025, 9:00 a.m. (IST) to Saturday, 3rd January, 2025, 5:00 p.m. (IST).

This corrigendum is being issued to inform the members of the Company about certain Additions to give clarity on the Special Resolution in Item No. 1 and the Explanatory Statement to Item No. 1 of the Notice of Postal Ballot dated 4th December, 2025 as detailed below:

The changes/additions/deletions made are in Bold Italics for easy reference.

Item No. 1 of the Postal Ballot Notice dated 4th December, 2025, stands amended and shall read as follows:

RAISING OF FUNDS THROUGH ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE INDIVIDUAL INVESTORS – PROMOTER AND PROMOTER GROUP FOR CASH.

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

"RESOLVED THAT pursuant to the provisions of Section 42,62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and others rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (hereinafter referred to as the 'Act'), in accordance with the provisions of the Memorandum and Articles of Association of Zodiac Clothing Company Limited ('the Company'), and pursuant to the provisions under the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the 'SEBI (ICDR) Regulations'), the regulations issued by the Securities and Exchange Board of India ('SEBI'), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the 'Listing Regulations'), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations"), Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2019, the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ("FEMA"), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ("FDI Policy") and the Foreign Exchange Management (Non-debt Instruments) Rules, 2020, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the BSE Limited and National Stock Exchange of India Limited (NSE), (the 'Stock Exchanges'), any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India and subject to such other approvals, permissions, sanctions and consents, as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) by any regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot ***upto 14,64,414 (Fourteen Lakhs Sixty Four Thousand Four Hundred and Fourteen) equity shares having face value of Rs. 10/- (Rupees Ten) each aggregating to Rs 14,99,99,926.02 (Rupees Fourteen Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred Twenty Six and Two Paise Only)*** to Mr. Salman Yusuf Noorani, Mrs. Zehra Salman Noorani, Mr. Adnan Salman Noorani, Mrs. Muna Anees Noorani, Mr. Mohamed Awais Jehangir Noorani, Mr. Mohamed Musaed Abu Nasr Noorani, and Ms. Saniyya Anees Noorani, (proposed allottees) on a preferential basis to the proposed allottees under Promoter & Promoter Group category (Individual Investors), at a price of Rs. 102.43/- (Rupees One Hundred Two and Forty-Three Paise only) per equity share [i.e. including a premium of Rs. 92.43/- (Rupees

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Ninety-Two and Forty-Three Paise only) per equity share, or such higher price which shall not be less than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the equity shares of the Company being offered, issued and allotted to the Proposed Allottees by way of preferential allotment shall, *inter-alia*, be subject to the following:

- a) 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the equity shares;
- b) The equity shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for cash consideration;
- c) The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottee from their respective bank accounts;
- d) The equity shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, provided that, if any approval or permission by any regulatory authority/Stock Exchanges/the Government of India for allotment is pending, the period of 15 days shall be counted from the date of receipt of last of such approval(s);
- e) The equity shares shall be issued and allotted by the Company to the Proposed Allottees in de-materialized form within the time prescribed under the applicable laws;
- f) The equity shares to be offered, issued and allotted shall rank *pari passu* with the existing equity shares of the Company in all respects including the dividend and voting rights, if any;
- g) The "Relevant Date" for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as stated above, as per the ICDR Regulations and other applicable laws, is 4th December, 2025 being the date, which is 30 days prior to the last date for Remote e-voting for the Postal Ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot will be deemed to be passed) i.e. 3rd January, 2026.
- h) The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations; and
- i) The equity shares so offered, issued and allotted will be listed on BSE Limited and National Stock Exchange of India Limited (NSE) where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottees towards application for subscription of the equity shares pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Act.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("**Offer Document**"), after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges, and within the timelines prescribed under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation - (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned

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with the issue of the equity shares; (ii) making applications to the Stock Exchanges for obtaining in-principle approvals; (iii) listing of shares; (iv) filing requisite documents with the Ministry of Corporate Affairs and other statutory / regulatory authorities; (v) filing of requisite documents with the depositories; (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer; (vii) issue and allotment of the Shares; and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory/ies including in respect of matters relating to execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

Item No. 1 - Point No. 4 of the Postal Ballot Notice dated 4th December, 2025 shall stand amended and shall read as follows:

Basis on which the price has been arrived at:

The equity shares of the Company are listed on the BSE Limited (“BSE”) and National Stock Exchange of India Limited (NSE). The issue of Equity Shares on preferential basis to the Promoter & Promoter Group will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the Regulation 164(4) of Chapter V of SEBI (ICDR) Regulations, 2018.

As per Regulations 164(5) of SEBI (ICDR) Regulations, 2018 frequently traded shares mean the shares of an issuer, in which the traded turnover on any stock exchange during 240 trading days preceding the relevant date is at least ten percent of the total number of shares of such class of shares of the issuer.

As per the said definition, the total traded turnover of the company during the 240 trading days preceding the relevant date is more than ten percent of the total number of shares of such class of shares of the issuer. Accordingly, the shares are frequently traded.

For the purpose of computation of the issue price per equity share, National Stock Exchange of India Limited is the Stock Exchange that has higher trading volume during the preceding 240 trading days prior to the Relevant Date has been considered.

The provisions of Regulations 164(1) of Chapter V of the SEBI (ICDR) Regulations prescribe the minimum price at which the Preferential Issue may be made.

In terms of the SEBI ICDR Regulations, the floor price at which the Equity Shares can be issued is Rs. 102.42/- per Share, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

- a) 90 (ninety) trading days’ volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 102.42/- per equity share;
- b) 10 (ten) trading days’ volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 91.22/- per equity share.
- c) The floor price determined in accordance with the provisions of the Articles of Association of the Company is Rs. 102.42/- per Equity Share.

Since, the preferential allotment of equity instruments to Promoter and Promoter Group is estimated to result in allotment of more than 5 % of the post issue fully diluted paid up share capital of the Company. Accordingly, as required under Regulation 166A read with Regulation 164 of the SEBI ICDR Regulations, the Company has obtained the revised valuation report dated 12th December, 2025 from CS IP RV (SFA)

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Devang Thakar (Membership No. ACS7914 & CP: 1922) and an Independent Registered Valuer with IBBI Registration Number.: IBBI/RV/03/2022/14881 and ICSI RVO Membership Number – ICSIRVO/ SFA/ 253, (“Independent Registered Valuer”) to determine the fair value of the equity shares.

The floor price has been determined based as per the Valuation Report dated 4th December, 2025, issued by CS IP RV (SFA) Devang Thakar, an Independent Registered Valuer, certifying compliance for the Proposed Preferential Issue of the Company, as per the provisions of Regulation 166A of SEBI ICDR Regulations, 2018, and the Articles of Association of the Company.

The issue price has been determined based on a consideration of Valuation Report dated 4th December, 2025 issued by Devang Thakar, an Independent Registered Valuer, certifying compliance with the floor price for the Proposed Preferential Issue of the Company as per Regulation 166A of SEBI ICDR Regulations, and Articles of Association of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of ICDR Regulations and fair value per equity share of the Company as on the Relevant Date, determined based on the aforementioned Valuation Report.

The aforementioned valuation report is hosted on the Company’s website and is accessible at the link: https://pdf.zodiaccdn.com/media/investorrelations_investorrelations/r/e/revised_valuation_report_signed.pdf

Based on the above, the price at which the Preferential Issue is being made continues to be Rs. 102.43/- (Rupees One Hundred Two and Forty-Three Paise only) per Equity share as the same is higher than the minimum specified price per Equity share computed in accordance with Regulation 164 (1) of the SEBI (ICDR) Regulations and the floor price as per the Valuation Report as prescribed under Regulation 166A of SEBI ICDR Regulations and the Articles of Association of the Company.

Since the equity shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

If the Company is required to re-compute the price, then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

The Equity Shares allotted pursuant to the above Resolution shall rank pari-passu in all respects with the existing Equity Shares of the Company.

There is no other change except as mentioned herein above. All other facts and figures including the Preferential Issue Size and price mentioned in the Postal Ballot Notice and explanatory statement dated 4th December, 2025 continues to remain the same.

This Corrigendum is being issued to amend / modify the details as mentioned herein in Item No. 1 of the Notice and Explanatory Statement, pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and applicable provisions of the Companies Act, 2013 and rules made thereunder read with the MCA Circulars in the Postal Ballot notice dated 4th December, 2025.

On and from the date hereof, the Postal Ballot Notice and Explanatory Statement shall always be read in conjunction along with this Corrigendum dated 16th December, 2025, which forms an integral part of the Postal Ballot Notice and Explanatory Statement and the same is also being uploaded on the website of the Company at www.zodiaconline.com, on the website of the remote e-voting service provider viz., KFin Technologies Limited (“KFintech”) at evoting.kfintech.com, on the websites of BSE Ltd at www.bseindia.com, and on the website of National Stock Exchange of India Limited at www.nseindia.com.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms.

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Accordingly, this corrigendum is being sent only through electronic mode to those Members whose email address is registered with the Company/depository participant(s) as on the cut-off date i.e. Friday, 28th November, 2025.

Members who have already cast their votes in the ongoing Postal Ballot prior to receipt of this Corrigendum dated 16th December 2025, and who wish to modify their votes in light of the information provided hereinabove, may do so by sending an email to the Scrutinizer at narasimhan.b8@gmail.com or venkatk1960@gmail.com. The Scrutinizer shall ensure that such modifications, if any, are duly recorded and taken into consideration. Further in case the members have any concerns, observations, or require any clarifications in relation to this corrigendum, they may write to the Company at cosey@zodiacmtc.com on or before 3rd January 2026.

The corrections/additions proposed in this corrigendum, does not in any way result in change in management control. This corrigendum should be read in continuation of and in conjunction with the Postal Ballot notice dated 4th December, 2025.

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

Sd/-
Kumar Iyer
VP- Legal & Company Secretary
Membership No. – A-9600

Date: 16th December, 2025
Place: Mumbai

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