

ZODIAC CLOTHING COMPANY LIMITED

Quarterly Compliance Report on Corporate Governance (In terms of Clause 49 VI (ii) of the Listing Agreement)

Name of the Company: Zodiac Clothing Company Limited
Quarter ended: June 30, 2009.

Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
I. Board of Directors	49 I	YES	
(A) Composition of Board	49 (IA)	YES	
(B) Non – Executive Directors’ compensation & disclosures	49 (IB)	YES	
[C] Other provisions as to Board and Committees	49[IC]	YES	
D) Code of Conduct	49[1D]	YES	
II Audit Committee	49 (II)	YES	
(A) Qualified & Independent Audit Committee	49(II) A	YES	
(B) Meeting of Audit Committee	49 (II) B	YES	
(C) Powers of Audit Committee	49 (II) C	YES	
(D) Role of Audit Committee	49 (II) D	YES	
(E) Review of information by Audit Committee	49 (II) E	YES	
III Subsidiary Companies	49 (III)		
	49 III (i)	YES	
	49 III (ii)	YES	
	49 III (iii)	YES	
IV. Disclosures	49(IV)	YES	
(A) Basis of related parties transactions	49(IV) A	YES	
(B) Disclosure of Accounting Treatment	49 (IV) B	YES	
(C) Board of Disclosures	49 (IV) C	YES	
(D) Proceeds from Public issues, right issues, preferential issues etc.,	49 (IV) D	YES	
(E) Remuneration of Directors	49 (IV) E	YES	
(F) Management	49 (IV) F	YES	

ZODIAC CLOTHING COMPANY LIMITED

(G) Shareholders	49 (IV) G	YES	
V. CEO / CFO Certification	49 V	YES	The certificate for the year 2008-2009 has been taken on record in the board meeting held on 24.6.2009.
VI. Report on Corporate Governance	49 (VI) (i)	YES	The company has been filing the Compliance Status Report with the Stock Exchanges within the prescribed time limits.
	49 (VI) (ii)	YES	
VII. Compliance	49 (VII)		
	49 (VII) (i)	YES	
	49 (VII) (ii)	YES	