

<b>General information about company</b>	
Scrip code	521163
NSE Symbol	ZODIACLOTH
MSEI Symbol	NOTLISTED
ISIN	INE206B01013
Name of the entity	ZODIAC CLOTHING COMPANY LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Applicable

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	M.Y.Noorani	AAAPN8713B	00041608	Non-Executive - Non Independent Director	Chairperson		14-06-1984			1	1	1		
2	Mr	A.Y.NOORANI	AAAPN8717F	00041686	Non-Executive - Non Independent Director	Not Applicable		01-03-2003			1	1	0		
3	Mr	S.Y.Noorani	AAAPN8714G	00068423	Executive Director	Not Applicable		01-03-2003			1	1	0		
4	Mr	M.L.Apte	ADCPA3191M	00003656	Non-Executive - Independent Director	Not Applicable		12-08-2014		55	7	10	1		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Ms	Elizabeth Jane Hulse	ZZZZZ9999Z	07094093	Non-Executive - Independent Director	Not Applicable		11-02-2015		49	1	0	0	Textual Information(2)	
6	Mr	Y.P.Trivedi	AAFPT3468G	00001879	Non-Executive - Independent Director	Not Applicable		12-08-2014		55	4	3	2		
7	Mr	S.R.Iyer	AAFPI7202K	00580437	Non-Executive - Independent Director	Not Applicable		12-08-2014		55	1	2	2		
8	Mr	Bernhard Steinrucke	AAGPE5434J	01122939	Non-Executive - Independent Director	Not Applicable		12-08-2014		55	2	4	2		

Annexure I to be submitted by listed entity on quarterly basis															
I. Composition of Board of Directors															
Disclosure of notes on composition of board of directors explanatory															
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	Naushad Forbes	AAAPF9093N	00630825	Non-Executive - Independent Director	Not Applicable		29-03-2018		12	4	3	0		

<b>Text Block</b>	
Textual Information(1)	Dummy PAN has been entered for this Director, since she is a Foreign Director and hence does not have a PAN card.

<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00580437	S.R.Iyer	Non-Executive - Independent Director	Chairperson	12-08-2014		
2	00001879	Y.P.Trivedi	Non-Executive - Independent Director	Member	12-08-2014		
3	00003656	M.L.Apte	Non-Executive - Independent Director	Member	12-08-2014		

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00003656	M.L.Apte	Non-Executive - Independent Director	Chairperson	12-08-2014		
2	00580437	S.R.Iyer	Non-Executive - Independent Director	Member	12-08-2014		
3	00001879	Y.P.Trivedi	Non-Executive - Independent Director	Member	12-08-2014		

<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00041608	M.Y.Noorani	Non-Executive - Non Independent Director	Chairperson	14-06-1984		
2	00041686	A.Y.NOORANI	Non-Executive - Non Independent Director	Member	01-03-2003		
3	00068423	S.Y.Noorani	Executive Director	Member	01-03-2003		
4	00003656	M.L.Apte	Non-Executive - Independent Director	Member	12-08-2014		



<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00580437	S.R.Iyer	Non-Executive - Independent Director	Chairperson	12-08-2014		
2	00041686	A.Y.NOORANI	Non-Executive - Non Independent Director	Member	01-03-2003		
3	00068423	S.Y.Noorani	Executive Director	Member	01-03-2003		

<b>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00003656	M.L.Apte	Non-Executive - Independent Director	Chairperson	12-08-2014		
2	00041608	M.Y.Noorani	Non-Executive - Non Independent Director	Member	14-06-1984		
3	00068423	S.Y.Noorani	Executive Director	Member	01-03-2003		
4	00041686	A.Y.NOORANI	Non-Executive - Non Independent Director	Member	01-03-2003		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

<b>Annexure 1</b>				
<b>Annexure 1</b>				
<b>III. Meeting of Board of Directors</b>				
Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	14-11-2018			
2		13-02-2019	90	
3		27-03-2019	41	

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								Reason for not providing date
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	
1	Audit Committee	13-02-2019	Yes	3	14-11-2018	90		
2	Audit Committee	27-03-2019	Yes	3	28-12-2018	88		
3	Nomination and remuneration committee	27-03-2019	Yes	3				No meeting of Nomination and Remuneration Committee was held in the previous quarter.

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	KUMAR IYER
2	Designation	Company Secretary and Compliance Officer



<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.zodiaconline.com
2	Terms and conditions of appointment of independent directors	Yes		www.zodiaconline.com
3	Composition of various committees of board of directors	Yes		www.zodiaconline.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.zodiaconline.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.zodiaconline.com
6	Criteria of making payments to non-executive directors	Yes		www.zodiaconline.com
7	Policy on dealing with related party transactions	Yes		www.zodiaconline.com
8	Policy for determining 'material' subsidiaries	Yes		www.zodiaconline.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.zodiaconline.com

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.zodiaconline.com
11	email address for grievance redressal and other relevant details	Yes		www.zodiaconline.com
12	Financial results	Yes		www.zodiaconline.com
13	Shareholding pattern	Yes		www.zodiaconline.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	KUMAR IYER
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	KUMAR IYER
2	Designation	Company Secretary and Compliance Officer



<b>Signatory Details</b>	
Name of signatory	KUMAR IYER
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	05-04-2019

