

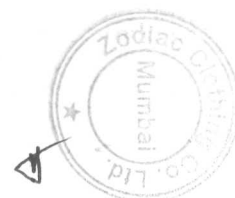
Quarterly Compliance Report on Corporate Governance

(In terms of Clause 49 VI (ii) of the Listing Agreement)

Name of the Company: Zodiac Clothing Company Limited

Quarter ended on : June 30, 2012

Particulars	Clause of Listing Agreement	Compliance Status Yes / No	Remarks
I. Board of Directors	49 I	YES	
(A) Composition of Board	49 I (A)	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)		
(A) Qualified & Independent Audit Committee	49II (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)	N.A.	
	49 III (ii)	Yes	



	49 III (iii)	Yes	
IV. Disclosures	49 (IV)		
(A) Basis of related parties transactions	49 IV (A)	YES	
(B) Disclosure of Accounting Treatment	49 IV (B)	YES	
(C) Board 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	
(G) Shareholders	49 (IV G)	YES	
V. CEO / CFO Certification	49 V		
	49 V	YES	The Certificate is being tabled at the Board Meeting along with quarterly / Annual accounts.
VI. Report on Corporate Governance	49 VI		
	49 VI (i)	YES	As regards Clause 49 VI (i) the Report will form part of the Annual Report 2011 - 2012.
	49 VI (ii)	YES	As regards Clause 49 VI (ii) the Company has been filing the Compliance Status Report with the Stock Exchanges within the prescribed time limits.
VII. Compliance	49 VII		
Auditors Certificate regarding compliance of conditions of Corporate Governance	49 VII (i)	YES	
Mandatory & Non-Mandatory requirements.	49 VII (ii)	YES	

