

<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	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Half Yearly
Date of Report	30-09-2019
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

## 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

Whether Chairperson is related to MD or CEO

Yes

PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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
VI	AAAPN8713B	00041608	Non-Executive - Non Independent Director	Chairperson		09-06-1929	14-06-1984	14-06-1984		1	0	1	1	
II	AAAPN8717F	00041686	Non-Executive - Non Independent Director	Not Applicable		11-12-1950	14-06-1984	01-03-2003		1	0	1	0	
I	AAAPN8714G	00068423	Executive Director	Not Applicable		15-03-1963	01-03-2003	01-03-2003		1	0	1	0	
	ADCPA3191M	00003656	Non-Executive - Independent Director	Not Applicable		05-11-1932	01-01-1984	12-08-2014	11-08-2019	60	1	1	1	0

**I. Composition of Board of Directors**

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

**Wether the listed entity has a Regular Chairperson**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
5	Ms	ELIZABETH JANE HULSE	ZZZZZ9999Z	07094093	Non-Executive - Independent Director	Not Applicable		20-12-1950	11-02-2015	11-02-2015		55	1	1	0	0
6	Mr	Y.P.TRIVEDI	AAFPT3468G	00001879	Non-Executive - Independent Director	Not Applicable		06-01-1929	29-01-2000	12-08-2019		61	4	4	3	2
7	Mr	S.R.IYER	AAFPI7202K	00580437	Non-Executive - Independent Director	Not Applicable		25-05-1940	22-06-2002	12-08-2019		61	1	1	1	1
8	Mr	BERNHARD STEINRUECKE	AAGPE5434J	01122939	Non-Executive - Independent Director	Not Applicable		29-06-1955	28-11-1997	12-08-2019		61	2	2	4	0

**I. Composition of Board of Directors**

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

**Wether the listed entity has a Regular Chairperson**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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 Chairperson in A Stakeholder Committee including this listed entity (Refer Regulation 26(1) of Listing Regulations)
9	Mr	NAUSHAD FORBES	AAAPF9093N	00630825	Non-Executive - Independent Director	Not Applicable		13-05-1960	29-03-2018	29-03-2018		18	5	5	3	0
10	Mr	V.M.APTE	ADDPA2683F	00003651	Non-Executive - Independent Director	Not Applicable		04-02-1957	13-08-2019	13-08-2019		2	1	1	2	0

**Text Block**

Textual Information(1)

Dummy PAN Number 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	12-08-2019		
2	00001879	Y.P.TRIVEDI	Non-Executive - Independent Director	Member	12-08-2019		
3	00003651	V.M.APTE	Non-Executive - Independent Director	Member	13-08-2019		
4	00003656	M.L.APTE	Non-Executive - Independent Director	Member	12-08-2014	11-08-2019	

Nomination and remuneration committee							
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	00001879	Y.P.TRIVEDI	Non-Executive - Independent Director	Chairperson	12-08-2019		
2	00580437	S.R.IYER	Non-Executive - Independent Director	Member	12-08-2019		
3	00003651	V.M.APTE	Non-Executive - Independent Director	Member	13-08-2019		
4	00003656	M.L.APTE	Non-Executive - Independent Director	Chairperson	12-08-2014	11-08-2019	

Stakeholders Relationship Committee							
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	14-06-1984		
3	00068423	S.Y.NOORANI	Executive Director	Member	01-03-2003		
4	00003651	V.M.APTE	Non-Executive - Independent Director	Member	13-08-2019		
5	00003656	M.L.APTE	Non-Executive - Independent Director	Member	12-08-2014	11-08-2019	



<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	12-08-2019		
2	00041686	A.Y.NOORANI	Non-Executive - Non Independent Director	Member	14-06-1984		
3	00068423	S.Y.NOORANI	Executive Director	Member	01-03-2003		

Corporate Social Responsibility Committee							
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	00003651	V.M.APTE	Non-Executive - Independent Director	Chairperson	13-08-2019		
2	00041608	M.Y.NOORANI	Non-Executive - Non Independent Director	Member	14-06-1984		
3	00041686	A.Y.NOORANI	Non-Executive - Non Independent Director	Member	14-06-1984		
4	00068423	S.Y.NOORANI	Executive Director	Member	01-03-2003		
5	00003656	M.L.APTE	Non-Executive - Independent Director	Chairperson	12-08-2014	11-08-2019	

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

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
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	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	30-05-2019				Yes	5	3
2		13-08-2019	74		Yes	7	5

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	30-05-2019				Yes	2	2
2	Audit Committee	28-06-2019	28			Yes	2	2
3	Audit Committee	13-08-2019	45			Yes	3	3
4	Audit Committee	27-09-2019	44			Yes	3	3
5	Nomination and remuneration committee	30-05-2019				Yes	2	2
6	Nomination and remuneration committee	13-08-2019	74			Yes	2	2

<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 500 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 III</b>				
<b>III. Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No	Mr. M.L.Apte had health issues
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	No	Mr. M.Y.Noorani was indisposed
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

<b>Annexure III</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	07-10-2019

