

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 and year ended on : September 30, 2010

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 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	In respect of Financial year ended 31.3.2011 it shall form part of the Directors Report 2010-2011.
(G) Shareholders	49 (IV G)	YES	In respect of Financial year ended 31.3.2011 it shall form part of the Directors Report 2010-2011.
V. CEO / CFO Certification	49 V		
	49 V	YES	
VI. Report on Corporate Governance	49 VI		In respect of Financial year ended 31.3.2011 it shall form part of the Directors Report 2010-2011.
	49 VI (i)	YES	
	49 VI (ii)	YES	
VII. Compliance	49 VII		
	49 VII (i)	YES	
Mandatory & Non-Mandatory requirements.	49 VII (ii)	YES	