

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 : December 31, 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	Will be disclosed in the Annual Report 2010-2011
[C] Other provisions as to Board and Committees	49[IC]	YES	Certificate confirming compliance with applicable laws for the quarter and nine months period ended December 31, 2010 will be tabled at the forthcoming Board Meeting .
D) Code of Conduct	49[1D]	YES	Affirmation received from all the Directors and Senior Management regarding adherence to the Code, will be made by the CEO in the Annual Report 2010-2011
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	



			Annual Report 2010-2011.
	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	Certificate confirming compliance with the mandatory requirements under Clause 49 will be obtained from the Auditors of the Company and tabled at the Board Meeting to be held for approving the Audited Annual Accounts of the Company.
Mandatory & Non-Mandatory requirements.	49 VII (ii)	YES	Disclosure regarding compliance with the mandatory requirements and adoption / non-adoption of non-mandatory requirements will be made in the Annual Report 2010-2011.

