

# ZODIAC

11<sup>th</sup> January 2016

National Stock Exchange of India Ltd.,  
Exchange Plaza,  
5th Floor, Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra East  
Mumbai - 400051

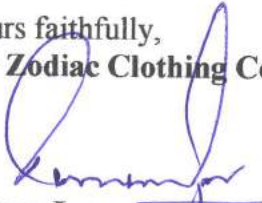
Dear Sirs,

Sub: **Corporate Governance report for the Quarter ended 31<sup>st</sup> December 2015**

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Enclose please find the quarterly Corporate Governance for the Quarter ended 31<sup>st</sup> December 2015.

Kindly acknowledge receipt.

Yours faithfully,  
For **Zodiac Clothing Company Limited**

  
**Kumar Iyer**  
Company Secretary



Encl: As above

**ZODIAC CLOTHING COMPANY LTD.,**

Nyloc House, 254, D-2, Dr. Annie Besant Road, Worli, Mumbai - 400 030, India.

Tel.: +91 22 6667 7000 Fax : +91 22 6667 7279 CIN: L17100MH1984PLC033143.

Trademark Under Licence From Metropolitan Trading Co.

[www.zodiaconline.com](http://www.zodiaconline.com)

# ZODIAC

11<sup>th</sup> January 2016

BSE Limited  
Corporate Relationship Department  
First Floor, New Trading Ring,  
Rotunda Building, P.J. Tower,  
Dalal Street,  
Mumbai – 400001

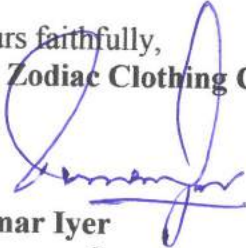
Dear Sirs,

Sub: **Corporate Governance report for the Quarter ended 31<sup>st</sup> December 2015**

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Enclose please find the quarterly Corporate Governance for the Quarter ended 31<sup>st</sup> December 2015.

Kindly acknowledge receipt.

Yours faithfully,  
For Zodiac Clothing Company Limited

  
Kumar Iyer  
Company Secretary



Encl: As above

**ZODIAC CLOTHING COMPANY LTD.,**

Nyloc House, 254, D-2, Dr. Annie Besant Road, Worli, Mumbai - 400 030. India.

Tel.: +91 22 6667 7000 Fax : +91 22 6667 7279 CIN: L17100MH1984PLC033143.

Trademark Under Licence From Metropolitan Trading Co.

[www.zodiaconline.com](http://www.zodiaconline.com)

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity :- Zodiac Clothing Company Limited

2. Quarter Ending :- 31<sup>st</sup> December 2015

<b>I. Composition Of Board of Directors</b>								
TITLE	Name Of Director	PAN & DIN	Category (Chairperson /Executive /Non Executive/ Independent/ Nominee	Date of Appointm ent in the current term/ cessation	Tenure	No. of Director ship in Listed entities including this listed entity	No. of member ships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entity including this listed entity
Mr.	M. Y. Noorani	DIN: 00041608 PAN: AAAPN8713B	Chairman	14.06.1984	--	1	SRC-1	SRC-1
Mr.	A. Y. Noorani	DIN: 00041686 PAN: AAAPN8717F	Executive	14.06.1984	--	1	SRC-1	Nil
Mr.	S. Y. Noorani	DIN: 00068423 PAN: AAAPN8714G	Executive	14.05.1993	--	1	SRC-1	Nil
Mr.	Y. P. Trivedi	DIN: 00001879 PAN: AAFPT3468G	Non Executive- Independent	29.01.2000	15 Yrs	4	AC-2 SRC-1	AC -1
Mr.	M. L. Apte	DIN: 00003656 PAN: ADCPA3191M	Non Executive- Independent	01.02.1994	21 Yrs	7	AC-4 SRC-2	AC -1
Mr.	S. R. Iyer	DIN: 00580437 PAN: AAFPI7202K	Non Executive- Independent	22.06.2002	13 Yrs	2	AC-2	AC - 2
Mr.	Bernhard Steinrucke	DIN: 01122939 PAN: AAGPE5434J	Non Executive- Independent	28.11.1997	18 Yrs	2	AC-1 SRC-1	SRC-1
Mr.	Heinrich Dieckmann	DIN: 01596834 PAN: NA	Non Executive- Independent	30.09.2003	12 Yrs	1	Nil	Nil
Mr.	Saumitra Chaudhuri	DIN: 06982558 PAN: AAAPC3768P	Non Executive- Independent	12.11.2014	1 Year	1	Nil	Nil
Ms.	Elizabeth Jane Hulse	DIN: 07094093 PAN: NA	Non Executive- Independent	11.02.2015	10 Months	1	Nil	Nil





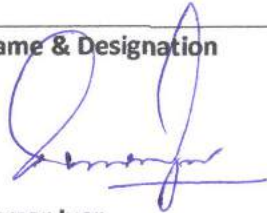
II. Composition of Committees			
Name of Committee	Name of Committee Members	Category	
1 Audit Committee	1. Mr. S.R. Iyer	Chairman (Independent-Non Executive)	
	2. Mr. M.L. Apte (Member)	Independent – Non Executive	
	3. Mr. Y.P. Trivedi (Member)	Independent – Non Executive	
2 Nomination & Remuneration Committee	1. Mr.M.L. Apte	Chairman (Independent – Non Executive)	
	2. Mr. Y.P. Trivedi	Independent – Non Executive	
	3. Mr. Saumitra Chaudhuri	Independent – Non Executive	
3 Risk Management Committee	1. Mr. S.R. Iyer	Chairman (Independent – Non Executive)	
	2. A.Y.Noorani	Executive	
	3. S.Y. Noorani	Executive	
4 Stakeholders Relationship Committee	1.Mr.M.Y.Noorani	Chairman (Non-Executive)	
	2. Mr.M.L. Apte	Independent – Non Executive	
	3. A.Y.Noorani	Executive	
	4. S.Y. Noorani	Executive	
III. Meeting of Board of Directors			
Date (s) of Meeting (if any) in the previous quarter	Date (s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
12 <sup>th</sup> August 2015	24 <sup>th</sup> October 2015	73 days	
	9 <sup>th</sup> November 2015		
IV. Meeting of Committees			
Date (s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date (s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee – 9 <sup>th</sup> November 2015 - 16 <sup>th</sup> December 2015	Yes Yes	12 <sup>th</sup> August 2015 30 <sup>th</sup> September 2015	40 days
V Related Party Transactions			
SUBJECT	COMPLIANCE STATUS (YES/NO/NA)		
Whether prior approval of audit committee obtained	YES		
Whether shareholder approval obtained for material RPT	NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES		



**VI AFFIRMATIONS**

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 : YES
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk Management Committee (applicable to the top 100 listed entities).
3. The committee members have been aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and disclosure requirements) Regulations,2015: YES
4. The meetings of the board of directors and above committees have been conducted in the manner as specified in SEBI (Listing Obligations and disclosure requirements) Regulations,2015 :YES
5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: None

Name & Designation



Kumar Iyer  
Company Secretary



Date: 11<sup>th</sup> January 2016  
Place: Mumbai