

General information about company	
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	Yearly
Date of Report	31-03-2020
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

Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	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
JOORANI	AAAPN8717F	00041686	Non-Executive - Non Independent Director	Chairperson		11-12-1950	NA		14-06-1984	01-03-2003			1	0	1	0	
OOORANI	AAAPN8714G	00068423	Executive Director	Not Applicable	MD	15-03-1963	NA		01-03-2003	01-03-2003			1	0	1	0	
ABETH HULSE	ZZZZZ9999Z	07094093	Non-Executive - Independent Director	Not Applicable		20-12-1950	NA		11-02-2015	11-02-2015		61	1	1	0	0	Text Inf (1)
RIVEDI	AAFPT3468G	00001879	Non-Executive - Independent Director	Not Applicable		06-01-1929	Yes	05-08-2019	29-01-2000	12-08-2019			8	4	4	5	4

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	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	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 in State (s) of the entity
5	Mr	S.R.IYER	AAFPI7202K	00580437	Non-Executive - Independent Director	Not Applicable		25-05-1940	Yes	05-08-2019	22-06-2002	12-08-2019		8	1	1	1
6	Mr	BERNHARD STEINRUECKE	AAGPE5434J	01122939	Non-Executive - Independent Director	Not Applicable		29-06-1955	NA		28-11-1997	12-08-2019		8	2	2	2
7	Mr	NAUSHAD FORBES	AAAPF9093N	00630825	Non-Executive - Independent Director	Not Applicable		13-05-1960	NA		29-03-2018	29-03-2018		24	5	5	3
8	Mr	V.M.APTE	ADDDPA2683F	00003651	Non-Executive - Independent Director	Not Applicable		04-02-1957	NA		13-08-2019	13-08-2019		8	1	1	2

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.

Audit Committee Details							
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		

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	00003651	V.M.APTE	Non-Executive - Independent Director	Member	12-08-2019		
3	00580437	S.R.IYER	Non-Executive - Independent Director	Member	13-08-2019		

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	00068423	S.Y.NOORANI	Executive Director	Member	01-03-2003		
2	00003651	V.M.APTE	Non-Executive - Independent Director	Member	13-08-2019		
3	00041686	A.Y.NOORANI	Non-Executive - Non Independent Director	Chairperson	12-02-2020		

Risk Management Committee							
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	00068423	S.Y.NOORANI	Executive Director	Member	01-03-2003		
3	00041686	A.Y.NOORANI	Non-Executive - Non Independent 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	00041686	A.Y.NOORANI	Non-Executive - Non Independent Director	Chairperson	12-02-2020		
2	00068423	S.Y.NOORANI	Executive Director	Member	01-03-2020		
3	00003651	V.M.APTE	Non-Executive - Independent Director	Member	13-08-2019		

Other Committee						
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	13-11-2019				Yes	6	4
2		12-02-2020	90		Yes	5	3

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	13-11-2019				Yes	3	3
2	Audit Committee	20-12-2019	36			Yes	3	3
3	Audit Committee	12-02-2020	53			Yes	3	3
4	Stakeholders Relationship Committee	12-02-2020				Yes	3	3

Annexure 1

V. Related Party Transactions

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	

Annexure 1

VI. Affirmations		
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

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	KUMAR IYER
2	Designation	Company Secretary and Compliance Officer

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.zodiaconline.com
2	Terms and conditions of appointment of independent directors	Yes		www.zodiaconline.com
3	Composition of various committees of board of directors	Yes		www.zodiaconline.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.zodiaconline.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.zodiaconline.com
6	Criteria of making payments to non-executive directors	Yes		www.zodiaconline.com
7	Policy on dealing with related party transactions	Yes		www.zodiaconline.com
8	Policy for determining 'material' subsidiaries	Yes		www.zodiaconline.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.zodiaconline.com

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.zodiaconline.com
11	email address for grievance redressal and other relevant details	Yes		www.zodiaconline.com
12	Financial results	Yes		www.zodiaconline.com
13	Shareholding pattern	Yes		www.zodiaconline.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.zodiaconline.com
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.zodiaconline.com
18	Credit rating or revision in credit rating obtained	Yes		www.zodiaconline.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.zodiaconline.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.zodiaconline.com
21	Materiality Policy as per Regulation 30	Yes		www.zodiaconline.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.zodiaconline.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.zodiaconline.com

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

Annexure II		
1	Name of signatory	KUMAR IYER
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

1	Name of signatory	KUMAR IYER
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	KUMAR IYER
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	29-04-2020

