

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I Registration and other details:

- i. CIN: L17100MH1984PLC033143
- ii. Registration Date: 14th June 1984
- iii. Name of the Company: Zodiac Clothing Company Limited
- iv. Category/Sub-Category of the Company: Company Limited by Shares/ Indian Non-Government Company
- v. Address of the Registered office and contact details:
Nyloc House, 254, D-2,
Dr. Annie Besant Road, Worli,
Mumbai – 400 030.
Tel: +91 22 6667 7000
Fax: +91 22 6667 7279
Email id: contactus@zodiacmtc.com
Website: www.zodiaconline.com
- vi. Whether Listed company: Yes
- vii. Name, Address and Contact details of Registrar and Transfer Agent, if any
KFin Technologies Private Limited.
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032.
Email id: einward.ris@kfintech.com
Website: www.kfintech.com

II Principal Business Activities of the Company:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/services	Item (NIC) Code of the Product/Service	% to total turnover of the Company
1.	Mens Shirt 100% Cotton Manufacture of all types of textile garments and clothing accessories	14101	

III Particulars of Holding, Subsidiary and Associate Companies:

Sr. No.	Name and Address of Company	CIN/GLN	Holding/ Subsidiary/Associate	% of shares held	Applicable Section
1.	Zodiac Clothing Co. S.A. (Switzerland) Promenade Noire 1, Neuchatel, Switzerland.	–	Subsidiary	100%	2(87)
2.	Zodiac Clothing Co. (U.A.E.) LLC Al-Quoze Industrial Area, P. O. Box No. 50545, Dubai, U.A.E.	–	Step Down Subsidiary	100%*	2(87)
3.	Zodiac Clothing Bangladesh Limited Navana Obaid Eternia, 28-29, Kakrail (Level # 13), VIP Road, Dhaka-1000, Bangladesh	–	Step Down Subsidiary	100%	2(87)

*Note:-The shareholders of the Company are Mrs. Muna Mahmood Mohd. Mahmood (51%) and M/s. Zodiac Clothing Co. S.A (49%). As per the mutual agreement between the shareholders, Mrs. Muna Mahmood Mohd. Mahmood is holding 51% shares for and on behalf of M/s Zodiac Clothing Co S.A. which is the beneficial owner.

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i. Category-wise Share Holding

CATEGORY OF SHAREHOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR 01/04/2019				NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2020				% CHANGE DURING THE YEAR
	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(A) PROMOTER AND PROMOTER GROUP									
(1) INDIAN									
(a) Individual/HUF	5987160	0	5987160	28.11	6775881	0	6775881	30.14	2.03

CLEARING MEMBERS	46282	0	46282	0.22	3595	0	3595	0.02	-0.2
NON RESIDENT INDIANS	12326	1350	13676	0.06	11925	1350	13275	0.06	-
NRI NON REPATRIATION	5445	0	5445	0.03	6684	0	6684	0.03	-
TRUSTS	102	0	102	0.00	102	0	102	0.00	-
IEPF	29128	0	29128	0.14	33304	0	33304	0.15	0.01
Employees	72435	450	72885	0.34	72245	450	72695	0.32	-0.02
Director or Director's Relatives	79264	0	79264	0.37	57625	0	57625	0.26	-0.11
Sub-Total B (2):	5344854	96186	5441040	25.55	5360164	89736	5449900	24.25	-1.3
Total B=B(1)+B(2):	7336799	96186	7432985	34.91	7343249	89736	7432985	33.07	-1.84
Total (A+B):	21198410	96186	21294596	100	22387941	89736	22477677	100	0.00
(c) Shares held by custodians, against which Depository Receipts have been issued	0	0	0	0	0	0	0	0	0
(1) Promoter and Promoter Group	0	0	0	0	0	0	0	0.00	0.00
(2) Public	0	0	0	0	0	0	0	0.00	0.00
GRAND TOTAL (A+B+C):	21198410	96186	21294596	100	22387941	89736	22477677	100	0.00

ii. Shareholding of Promoters:

Sr. No	Name of the Shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1	Euro Global Holdings Pte. Ltd.	3154882	14.82	0.00	3154882	14.04	0.00	-0.78

2	Asia Tangible Investments Pte Ltd.	3154882	14.82	0.00	3154882	14.04	0.00	-0.78
3	Mohamed Yusuf Noorani	4598695	21.60	0.00	4984722	22.17	0.00	0.57
4	Kewal K Seth	0	0	0.00	0	0	0.00	0.00
5	Mohammed Y Noorani	232875	1.09	0.00	232875	1.03	0.00	-0.06
6	Mohamed Anees Noorani	1364612	6.41	0.00	1758972	7.83	0.00	1.42
7	Salman Yusuf Noorani	1146057	5.38	0.00	1540417	6.85	0.00	1.47
8	Mohamed Yusuf Noorani	8334	0.04	0.00	8334	0.04	0.00	0.00
9	Mohamed Yusuf Noorani, Trust	607	0.00	0.00	607	0.00	0.00	0.00
10	Zehra Salman Noorani	367	0.00	0.00	367	0.00	0.00	0.00
11	Awais Anees Noorani	75	0.00	0.00	75	0.00	0.00	0.00
12	Musaed Anees Noorani	75	0.00	0.00	8409	0.04	0.00	-0.04
13	Saniyya Anees Noorani	75	0.00	0.00	75	0.00	0.00	0.00
14	Muna Anees Noorani	75	0.00	0.00	75	0.00	0.00	0.00
15	Adnan Salman Noorani	200000	1.03	0.00	200000	0.89	0.00	-0.14
	TOTAL:	13861611	65.09	0.00	15044692	66.93	0.00	1.54

Note.1: Mr. Mohamed Yusuf Noorani holds 4984722 equity shares of the Company as on 31.03.2020 of these he holds: 18990 equity shares as Trustee for and on behalf of Yusuf Noorani Family Trust,

Note.2: Mr. Anees Yusuf Noorani holds 1758972 equity shares of the Company as on 31.03.2020 of these he holds: 18990 equity shares as Trustee for and on behalf of Anees Noorani Family Trust.

iii. **Changes in Promoters' Shareholding (please specify, if there is no change):**

Sr. No.	Folio/Dp Client ID	Name of the Share Holder	Date	Reason	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
					No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
1	IN30115122100739	Mohamed Yusuf Noorani	01/04/2019	Opening Balance	4598695	21.60	4598695	21.60
			22/07/2019	Preferential Allotment pursuant to	394361	1.75	4993056	22.21

				conversion of warrants				
				Transfer of shares	8334	0.37	4984722	22.17
			31/12/2020	Closing Balance			4984722	22.17
2	IN30018312065758	Kewal K Seth	01/04/2019	Opening Balance	0	0.00	0	0.00
			31/03/2020	Closing Balance		0.00	0	0.00
3	IN30133019880830	Mohammed Noorani	01/04/2019	Opening Balance	232875	1.09	232875	1.09
			31/03/2020	Closing Balance		0.00	232875	1.03
4	IN30001110146884	Mohamed Anees Noorani	01/04/2019	Opening Balance	1365612	6.41	1364612	6.41
			22/07/2019	Preferential Allotment pursuant to conversion of warrants	394360	1.75	1758972	7.83
			31/03/2020	Closing Balance			1758972	7.83
5	IN30001110152967	Salman Yusuf Noorani	01/04/2019	Opening Balance	1146057	5.38	1146057	5.38
			22/07/2019	Preferential Allotment pursuant to conversion of warrants	394360	1.75	1540417	6.85
			31/03/2020	Closing Balance			1540417	6.85
6	IN30133019880848	Mohamed Yusuf Noorani	01/04/2019	Opening Balance	8334	0.04	8334	0.04
			31/03/2020	Closing Balance		0.00	8334	0.04
7	IN30115122152490	Mohamed Yusuf Noorani, Trust	01/04/2019	Opening Balance	607	0.00	607	0.00
			31/03/2020	Closing Balance		0.00	607	0.00
8	44500120445000497645	Zehra Salman Noorani	01/04/2019	Opening Balance	367	0.00	367	0.00
			31/03/2020	Closing Balance		0.00	367	0.00

			0	Balance				
9	IN30133020049 954	Musaed Anees Noorani	01/04/2019	Opening Balance	75	0.00	75	0.00
				Transfer	8334	0.04	8409	0.04
			31/03/2020	Closing Balance		0.00	8409	0.04
10	IN30154918042 447	Awais Anees Noorani	01/04/2019	Opening Balance	75	0.00	75	0.00
			31/03/2020	Closing Balance		0.00	75	0.00
11	IN30001110152 975	Muna Anees Noorani	01/04/2019	Opening Balance	75	0.00	75	0.00
			31/03/2020	Closing Balance		0.00	75	0.00
12	IN30088814527 407	Saniyya Anees Noorani	01/04/2019	Opening Balance	75	0.00	75	0.00
			31/03/2020	Closing Balance		0.00	75	0.00
13	IN30133019238 793	Euro Global Holdings Pte. Ltd.	01/04/2019	Opening Balance	3154882	14.82	3154882	14.82
			31/03/2020	Closing Balance		0.00	3154882	14.04
14	IN30112716464 948	Asia Tangible Investments Pte Ltd.	01/04/2019	Opening Balance	3154882	14.82	3154882	14.82
			31/03/2020	Closing Balance		0.00	3154882	14.04
15	IN30088814580 310	Adnan Salman Noorani	01/04/2019	Opening Balance	200000	0.94	200000	0.94
			31/03/2020	Closing Balance		0.00	200000	0.89

iv. Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs:

Sr.No	Folio/Dp Id	Id-Client	Name of the Share Holder	Date	Reason	Shareholding at the beginning of the Year 01-04-2019		Cumulative Shareholding during the Year 31-03-2020	
						No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
1	IN30014210712060		Pari Washngto	01/04/2019	At the Beginni	197833	9.29		

		n India Master Fund, Ltd.		ng of the year			19783 33	9.29
				Sale	9180	0.53	19691 53	8.76
			31/03/20 20	At the end of the year			19691 53	
2	IN30047640314385	Akash Bhansali	01/04/20 19	At the Beginni ng of the year	13617 00	6.39	13617 00	6.39
			31/03/20 20	At the end of the year			13617 00	6.05
3	IN30154950621609	Vallabh Roopchan d Bhanshali	01/04/20 19	At the Beginni ng of the year	66330 0	3.11	66330 0	3.11
			31/03/20 20	At the end of the year		0.00	66330 0	2.95
4	IN30036020018949	Nemish S Shah Jointly with Rekha N Shah	01/04/20 19	At the Beginni ng of the year	40512 4	1.90	40512 4	1.90
			31/03/20 20	At the end of the year		0.00	40512 4	1.80
5	IN30154918652179	M3 Investmen t Private Limited	01/04/20 19	At the Beginni ng of the year	25578 7	1.20	25578 7	1.20
				Sale	19000	0.84	23678 7	1.05
			31/03/20 20	At the end of the		0.00	23678 7	1.05

				year				
6	IN30154916830939	Prasoon Bhatt Jointly with Parul Bhatt	01/04/2019	At the Beginning of the year	225000	1.05	225000	1.05
			31/03/2020	At the end of the year		0.00	225000	1.00
7	IN30048410048477	K Raheja Private Limited	01/04/2019	At the Beginning of the year	65610	0.31	65610	0.31
			31/03/2020	At the end of the year		0.00	65610	0.29
8	IN30108022502222	Govindlal M Parikh	01/04/2019	At the Beginning of the year	52285	0.25	52285	0.25
			31/03/2020	At the end of the year		0.00	52285	0.23
9	142001301420000058826	Punamch and Ramnarayan Rathi	01/04/2019	At the Beginning of the year	50300	0.24	50300	0.24
			31/03/2020	At the end of the year			50300	0.23
10	IN30154914435522	Toral Sanjay Chinai	01/04/2019	At the Beginning of the year	50000	0.23	50000	0.23
			31/03/2020	At the end of the year			50000	0.22

V. Shareholding of Directors and Key Managerial Personnel:

Sr. No	Folio/Dp Id-Client Id	Date	Reason	Name of the Share Holder	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
					No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
DIRECTORS								
1	IN30115122100739	01/04/2019	At the beginning of the year	MOHAMED YUSUF NOORANI	4598695	21.60	4598695	21.60
		22/07/2019	Preferential Allotment pursuant to conversion of warrants		394361	1.75	4993056	22.21
			Transfer		8334	0.37	4984722	22.17
		31/03/2020	At the end of the year				4984722	22.17
2	IN30133019880830	01/04/2019	At the beginning of the year	MOHAMMED Y NOORANI	232875	1.09	232875	1.09
		31/03/2020	At the end of the year			0.00	232875	1.04
3	IN30133019880848	01/04/2019	At the beginning of the year	MOHAMED YUSUF NOORANI	8334	0.04	8334	0.04

		31/03/2020	At the end of the year			0.00	8334	0.04
4	IN30115122152490	01/04/2019	At the beginning of the year	MOHAMED YUSUF NOORANI, TRUST	607	0.00	607	0.00
		31/03/2020	At the end of the year			0.00	607	0.00
5	IN30001110146884	01/04/2019	At the beginning of the year	MOHAMED ANEES NOORANI	1364612	6.41	1364612	6.41
		22/07/2019	Preferential Allotment		394360	2.78	1758972	7.83
		31/03/2020	At the end of the year			0.00	1758972	7.83
6	IN30154959834784	22/11/2019	At the beginning of the year	Mr. Vaman M. Apte	3000	0.00	3000	0.00
		11/12/2019	Disposal		870	0.00	2130	0.00
		31/03/2020	At the end of the year			0.00	2130	0.00
7	IN30048412993026	01/04/2019	At the beginning of the year	YOGENDRA PREMKRISHNA TRIVEDI	19375	0.09	19375	0.09
		31/03/2020	At the end of the year			0.00	19375	0.86
8	IN30015911304147	01/04/2019	At the beginning of the year	YOGENDRA PREMKRISHNA TRIVEDI	4500	0.02	4500	0.02

			year					
		31/03/2020	At the end of the year			0.00	4500	0.02
9	IN30001110152967	01/04/2019	At the beginning of the year	SALMAN YUSUF NOORANI	1146057	5.38	1146057	5.38
		22/07/2019	Preferential Allotment		394360	2.78	1540417	6.85
		31/03/2020	At the end of the year			0.00	1540417	6.85
10	492001204920000110327	01/04/2019	At the beginning of the year	SUBRAMANIAM RAMACHANDRAN IYER	3375	0.02	3375	0.02
		31/03/2020	At the end of the year			0.00	3375	0.01
11	IN30016710085767	01/04/2019	At the beginning of the year	BERNHARD STEINRUECKE	26550	0.12	26550	0.12
		31/03/2020	At the end of the year			0.00	26550	0.12
12	492001204920000107559	01/04/2019	At the beginning of the year	BERNHARD STEINRUECKE	3825	0.02	3825	0.02
		31/03/2020	At the end of the year			0.00	3825	0.02
13	IN30074911047059	01/04/2019	At the beginning of the year	NAUSHAD FORBES	38639	0.18	38639	0.18

			year					
		31/03/2020	At the end of the year		0	0.00	38639	0.17
Notes:								
i. Mr. Mohamed Yusuf Noorani cease to be a Chairman & Director of the Company due to his demise on 20 th November, 2019.								
KEY MANAGERIAL PERSONNEL								
1	IN30115112769320	01/04/2019	At the beginning of the year	MAHABALA BEALTHUR	15075	0.07	15075	0.07
		31/03/2020	At the end of the year				15075	0.07
3	IN30088814370996	01/04/2019	At the beginning of the year	KUMAR IYER (CS)	Nil	Nil	Nil	Nil
		31/03/2020	At the end of the year		Nil	Nil	Nil	Nil

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs. in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year. (i.e. 01.04.2019)				
i) Principal Amount		-	-	
ii) Interest accrued but not due on borrowings	6037.95 25.29	- -	- -	6037.95 25.29
Total (i+ii)	6063.24	-	-	6063.24

Change in Indebtedness during the financial year ◆ Addition ◆ Reduction				
Net Change				
Indebtedness at the end of the financial year. (i.e.31.03.2020)				
i) Principal Amount	4378.29	1671.62		6049.91
ii) Interest accrued but not due on borrowings	11.95	15.13		27.08
Total (i+ii)	4390.24	1686.75	-	6076.99

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and / or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount (Rs.)
		Mr. Salman Yusuf Noorani	
1.	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) of the Income tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit	-	-
5.	Others, Allowances	-	-
	Total (A)	Nil	Nil
	Ceiling as per the Act (@ 10% of profits calculated under Section 198 of the Companies Act, 2013)		Nil (as Company has incurred a loss during the year under review)

B. Remuneration to other directors: (Refer Corporate Governance Report for details)

Sr. No.	Particulars of Remuneration	Fee for attending board / committee meetings*	Commission	Others, please specify	Total Amount (Rs.)
1.	Independent Directors				
	Mr. M. L. Apte**	-	-	-	-
	Mr. Y. P. Trivedi	5,90,000	-	-	5,90,000
	Mr. S.R. Iyer	6,30,000	-	-	6,30,000
	Mr.V.M.Apte	4,20,000			4,20,000
	Mr. Bernhard Steinruecke	50,000	-	-	50,000
	Mr. Naushad Forbes	1,00,000	-	-	1,00,000
	Ms. Elizabeth Jane Hulse	50,000			50,000
	Total (1)	18,40,000			18,40,000
2.	Other Non-Executive Directors				
	Mr. M. Y. Noorani	-	-	-	-
	Mr. A. Y. Noorani	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	18,40,000			18,40,000
	Total Managerial Remuneration		-		
	Ceiling as per the Act (@ 1% of profits calculated under Section 198 of the Companies Act, 2013)		-	-	Nil (as Company has incurred a loss during the year under review)

* The above paid Sitting Fees is exclusive of the GST amounts paid thereon at the applicable rates.

**Mr. M.L Apte ceased to be a Director on the Board of the Company w.e.f 12th August, 2019, pursuant to expiry of his term as an Independent Director.

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Mahabala Bealthur Chief Financial Officer	Mr. Kumar Iyer, Company Secretary	Total
1.	Gross salary			
	a. Salary as per provisions contained in	47,01,616	30,43,975	77,45,591

	Section 17(1) of the Income-tax Act, 1961			
	b. Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-
	c. Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit	-	-	-
5.	Others, Allowances	-	-	-
	Total	47,01,616	30,43,975	77,45,591