

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	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 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	
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
1	Mr	MOHAMED ANEES NOORANI	AAAPN8717F	00041686	Non-Executive - Non Independent Director	Chairperson related to Promoter		11-12- 1950
2	Mr	SALMAN YUSUF NOORANI	AAAPN8714G	00068423	Executive Director	Not Applicable	MD	15-03- 1963
3	Mr	VAMAN MADHAV APTE	ADDPA2683F	00003651	Non-Executive - Independent Director	Not Applicable		04-02- 1957
4	Mr	SUBRAMANIAM RAMACHANDRAN IYER	AAFPI7202K	00580437	Non-Executive - Non Independent Director	Not Applicable		28-05- 1940
5	Ms	ELIZABETH JANE HULSE	ZZZZZ9999Z	07094093	Non-Executive - Independent Director	Not Applicable		20-12- 1950
6	Mr	NAUSHAD DARIUS FORBES	AAAPF9093N	00630825	Non-Executive - Independent Director	Not Applicable		13-05- 1960
7	Mr	MOHAMED AWAIS JEHANGIR NOORANI	AAAPN8716E	00951424	Executive Director	Not Applicable		08-10- 1975
8	Mr	ADNAN SALMAN NOORANI	AEWPN9669N	08689050	Executive Director	Not Applicable		28-09- 1996
9	Mr	DILIP JAYANTILAL THAKKAR	AACPT9000H	00007339	Non-Executive - Independent Director	Not Applicable		01-10- 1936
10	Mr	AHMAD JAVED	ABHPA8612Q	08668304	Non-Executive - Independent Director	Not Applicable		02-01- 1956
11	Mr	YOGENDRA PREMKRISHNA TRIVEDI	AAFPT3468G	00001879	Non-Executive - Independent Director	Not Applicable		06-01- 1929
12	Mr	BERNHARD STEIN RUECKE	AAGPE5434J	01122939	Non-Executive - Independent Director	Not Applicable		29-06- 1955

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active
11	No				Active
12	No				Active

I. Composition of Board of Directors

Sr	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		14-06-1984	12-02-2020			1	0	1	1			
2	NA		01-03-2003	01-03-2023			1	0	1	0			
3	NA		13-08-2019	13-08-2024		61.17	1	1	2	0			
4	Yes	27-09-2024	12-08-2014	12-08-2024		121.18	1	1	1	0			
5	NA		11-02-2015	12-08-2020		115.19	1	1	0	0		Textual Information(1)	
6	NA		29-03-2018	29-03-2023		78.01	5	5	7	2			
7	NA		01-04-2024				1	0	0	0			
8	NA		01-04-2024				1	0	0	0			
9	Yes	27-09-2024	24-07-2024	24-07-2024		2.06	3	3	4	1			
10	NA		24-07-2024	24-07-2024		2.06	3	3	2	0			
11	Yes	05-08-2019	12-08-2014	12-08-2019	11-08-2024	119.3	1	1	0	0	Tenure Completion		
12	NA		12-08-2014	12-08-2019	11-08-2024	119.3	1	1	0	0	Tenure Completion		

Text Block	
Textual Information(1)	Dummy PAN has been entered for this Director since she is a Foreign Director and does not have a PAN card.

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block	
Textual Information(1)	<p>Mr. Dilip Thakkar & Amb. Ahmad Javed have been appointed as Independent Directors of the Company w.e.f. 24-07-2024.</p> <p>The second term of Mr. Bernhard Steinruecke, Mr. Yogendra Premkishna Trivedi and Mr. Subramaniam R. Iyer as Independent Directors of the Company has ceased w.e.f. 11-08-2024.</p> <p>Mr. Subramaniam R. Iyer has been appointed as a Non Executive Non Independent Director w.e.f. 12-08-2024.</p> <p>Consequently the various Board Committees were also reconstituted w.e.f. 08.08.2024.</p>

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	00007339	DILIP JAYANTILAL THAKKAR	Non-Executive - Independent Director	Chairperson	08-08-2024		
2	00003651	VAMAN APTE	Non-Executive - Independent Director	Member	13-08-2019		
3	00580437	SUBRAMANIAM R. IYER	Non-Executive - Non Independent Director	Member	12-08-2019		Textual Information(1)
4	00001879	YOGENDRA PREMKRISHNA TRIVEDI	Non-Executive - Independent Director	Member	12-08-2019	08-08-2024	

Sr Text Block	
Textual Information(1)	Mr. Subramaniam R. Iyer was the Chairman of the Audit Committee till 07-08-2024 but continues to be a member of the Audit Committee.

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	00630825	NAUSHAD FORBES	Non-Executive - Independent Director	Chairperson	26-03-2024		Textual Information(1)
2	00041686	ANEES YUSUF NOORANI	Non-Executive - Non Independent Director	Member	08-08-2024		
3	00003651	VAMAN APTE	Non-Executive - Independent Director	Member	13-08-2019		
4	00001879	YOGENDRA PREMKRISHNA TRIVEDI	Non-Executive - Independent Director	Chairperson	12-08-2019	08-08-2024	
5	00580437	SUBRAMANIAM R. IYER	Non-Executive - Non Independent Director	Member	12-08-2019	08-08-2024	

Sr Text Block	
Textual Information(1)	Mr. Naushad Forbes was a member of the Nomination Remuneration Committee till 07-08-2024 and he continues to be the Chairman of the Nomination Remuneration Committee.

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	00041686	ANEES YUSUF NOORANI	Non-Executive - Non Independent Director	Chairperson	12-02-2020		
2	00003651	VAMAN MADHAV APTE	Non-Executive - Independent Director	Member	13-08-2019		
3	00068423	SALMAN YUSUF NOORANI	Executive Director	Member	01-03-2003		

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	00003651	VAMAN MADHAV APTE	Non-Executive - Independent Director	Chairperson	13-08-2019		
2	00041686	ANEES YUSUF NOORANI	Non-Executive - Non Independent Director	Member	01-03-2003		
3	00068423	SALMAN YUSUF NOORANI	Executive Director	Member	01-03-2003		
4	00580437	SUBRAMANIAM R. IYER	Non-Executive - Non Independent Director	Chairperson	12-08-2019	08-08-2024	

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	00003651	VAMAN MADHAV APTE	Non-Executive - Independent Director	Chairperson	13-08-2019		
2	00041686	ANEES YUSUF NOORANI	Non-Executive - Non Independent Director	Member	01-03-2003		
3	00068423	SALMAN YUSUF NOORANI	Executive Director	Member	01-03-2003		

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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	30-05-2024				Yes	10	8	4
2		08-08-2024	69		Yes	12	10	5

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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	30-05-2024				Yes	3	3	3	0
2	Audit Committee	26-06-2024	26			Yes	3	3	3	0
3	Audit Committee	08-08-2024	42			Yes	3	3	3	0

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	Yes	
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 1000 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 III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
6				

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

Additional Half yearly Disclosure			
Applicability of disclosure		Applicable	
Reason for Non Applicability		Textual Information(1)	
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	B MAHABALA		
Designation	CFO		
Place	MUMBAI		
Date	11-10-2024		

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	KUMAR IYER
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	11-10-2024

