

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 Type	Yearly
Date of Quarter Ending	31-03-2025
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to disclosure of acquisition of shares or voting rights in unlisted Companies is not applicable to the Company for the quarter ended March 31, 2025.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to disclosure of updates to Ongoing Tax Litigations or Disputes is not applicable to the Company for the quarter ended March 31, 2025.
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to disclosure of Loans/Guarantees/ Comfort Letters/Securities etc is not applicable to the Company for the quarter ended March 31, 2025.
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities
Is SCORE ID Available ?	Yes
SCORE Registration ID	Z00019
Reason For No SCORE ID	
Type of Submission	Revision
Remarks (website dissemination)	
Remarks for Exchange (not for Website Dissemination)	

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		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

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

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) & reg. 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		67.19	1	1	2	0			
4	Yes	27-09-2024	12-08-2014	12-08-2014			1	1	1	0			
5	NA		11-02-2015	12-08-2020		121.21	1	1	0	0		Textual Information(1)	
6	NA		29-03-2018	29-03-2023		84.03	5	5	6	1			
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		8.08	4	4	3	1			
10	NA		24-07-2024	24-07-2024		8.08	3	3	2	0			

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.

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 MADHAV APTE	Non-Executive - Independent Director	Member	13-08-2019		
3	00580437	SUBRAMANIAM RAMACHANDRAN IYER	Non-Executive - Non Independent Director	Member	12-08-2019		

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	00630825	NAUSHAD DARIUS FORBES	Non-Executive - Independent Director	Chairperson	26-03-2024		
2	00041686	MOHAMED ANEES NOORANI	Non-Executive - Non Independent Director	Member	08-08-2024		
3	00003651	VAMAN MADHAV APTE	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	00041686	MOHAMED ANEES 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	MOHAMED ANEES NOORANI	Non-Executive - Non Independent Director	Member	01-03-2003		
3	00068423	SALMAN YUSUF NOORANI	Executive 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	00003651	VAMAN MADHAV APTE	Non-Executive - Independent Director	Chairperson	13-08-2019		
2	00041686	MOHAMED ANEES 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				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*
Sr. No.	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)					
1	14-11-2024				Yes	10	9	4
2		11-02-2025	88		Yes	10	9	4

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	14-11-2024				Yes	3	3	2	0
2	Audit Committee	18-12-2024	33			Yes	3	3	2	0
3	Audit Committee	11-02-2025	54			Yes	3	3	2	0
4	Audit Committee	26-03-2025	42			Yes	3	3	2	0
5	Nomination and remuneration committee	27-03-2025	0			Yes	3	3	2	0
6	Stakeholders Relationship Committee	24-02-2025				Yes	3	3	1	0

Annexure 1**IV. Meeting of Committees**

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)
7	Corporate Social Responsibility Committee	24-02-2025				Yes	3	3	1	0
8	Risk Management Committee	24-02-2025				Yes	3	3	1	0

Annexure 1

V. 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 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 LODR Regulation				
Sr				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
As per regulation 46(2) of the LODR:				
1.1	Details of business	Yes		https://www.zodiaconline.com
1.2	Memorandum of Association and Articles of Association	Yes		https://www.zodiaconline.com/investorrelations
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		https://www.zodiaconline.com/investorrelations
2	Terms and conditions of appointment of independent directors	Yes		https://www.zodiaconline.com/investorrelations
3	Composition of various committees of board of directors	Yes		https://www.zodiaconline.com/investorrelations
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.zodiaconline.com/investorrelations
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.zodiaconline.com/investorrelations
6	Criteria of making payments to non-executive directors	Yes		https://www.zodiaconline.com/investorrelations
7	Policy on dealing with related party transactions	Yes		https://www.zodiaconline.com/investorrelations
8	Policy for determining 'material' subsidiaries	Yes		https://www.zodiaconline.com/investorrelations
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.zodiaconline.com/investorrelations
10	Email address for grievance redressal and other relevant details	Yes		https://www.zodiaconline.com/investorrelations
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.zodiaconline.com/investorrelations
12	Financial results	Yes		https://www.zodiaconline.com/investorrelations
13	Shareholding pattern	Yes		https://www.zodiaconline.com/investorrelations
14	Details of agreements entered into with the media companies and/or their associates	NA		

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 LODR Regulation			
Sr			
	As per regulation 46(2) of the LODR:		
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	No	The Company has not conducted any such calls during the year under review.
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	No	The Company has not conducted any such meeting during the year under review.
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	Yes	https://www.zodiaconline.com/investorrelations
18	Credit rating or revision in credit rating obtained	Yes	https://www.zodiaconline.com/investorrelations
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.zodiaconline.com/investorrelations
20	Secretarial Compliance Report	Yes	https://www.zodiaconline.com/investorrelations
21	Materiality Policy as per Regulation 30 (4)	Yes	https://www.zodiaconline.com/investorrelations
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.zodiaconline.com/investorrelations
23	Disclosures under regulation 30(8)	Yes	https://www.zodiaconline.com/investorrelations
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	
25	Dividend Distribution policy as per Regulation 43A(1)	NA	
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.zodiaconline.com/investorrelations
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA	
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://www.zodiaconline.com/investorrelations
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://www.zodiaconline.com/investorrelations

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)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	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	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	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	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (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.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	NA	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	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.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	NA	
	Any other information to be provided - Add Notes			

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

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	30-04-2025

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	National Stock Exchange of India Limited (NSE) and BSE Limited	Notice for non-Compliance with SEBI (LODR) Regulations, 2015	17-03-2025	Regulation 17 (1A) of SEBI LODR Regulations, 2015 – Appointment of Mr. Dilip Thakkar as an Non-Executive, Independent Director, who has attained the age of 87 years without passing Special Resolution prior to his appointment.	Financial implications of Rs. 3,06,800/- inclusive GST

