

| 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 | Quarterly |
| Date of Report | 31-12-2024 |
| 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 | | 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) & 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 | | 64.18 | 1 | 1 | 2 | 0 | | | |
| 4 | Yes | 27-09-2024 | 12-08-2014 | 12-08-2024 | | | 1 | 1 | 1 | 0 | | | |
| 5 | NA | | 11-02-2015 | 12-08-2020 | | 118.2 | 1 | 1 | 0 | 0 | | Textual Information(1) | |
| 6 | NA | | 29-03-2018 | 29-03-2023 | | 81.03 | 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 | | 5.07 | 4 | 4 | 3 | 1 | | | |
| 10 | NA | | 24-07-2024 | 24-07-2024 | | 5.07 | 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 | | | | | | | |
| 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 | | | | | | | | |
| 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 | 08-08-2024 | | | | Yes | 12 | 10 | 5 |
| 2 | | 14-11-2024 | 97 | | 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 | Reson 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 | 08-08-2024 | | | | Yes | 3 | 3 | 2 | 0 |
| 2 | Audit Committee | 09-10-2024 | 61 | | | Yes | 3 | 3 | 2 | 0 |
| 3 | Audit Committee | 14-11-2024 | 35 | | | Yes | 3 | 3 | 2 | 0 |
| 4 | Audit Committee | 18-12-2024 | 33 | | | Yes | 3 | 3 | 2 | 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 |

| 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 | 17-01-2025 |

