

**Name of the Company : Zodiac Clothing Company Limited**

**Quarter ending on : 31-Dec-2012**

Corporate Governance Report (Clause 49 of Listing Agreement)

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 I	-	-
(A) Composition of Board	49 I A	Yes	-
(B) Non-executive Director's Compensation and disclosures	49 I B	Yes	Will be disclosed in the Annual Report 2012-2013
(C) Other provisions as to Board and Committees	49 I C	Yes	Certificate confirming compliance with applicable laws for the quarter and nine months period ended December 31, 2012 will be tabled at the forthcoming Board Meeting .
(D) Code of Conduct	49 I D	Yes	Affirmation received from all the Directors and Senior Management regarding adherence to the Code, will be made by the CEO in the Annual Report 2012-2013.
<b>II. Audit Committee</b>	49 II	-	-
(A) Qualified and Independent Audit Committee	49 II A	Yes	-
(B) Meeting of Audit Committee	49 II B	Yes	-
(C) Powers of Audit Committee	49 II C	Yes	-
(D) Role of Audit Committee	49 II D	Yes	-
(E) Review of Information by Audit Committee	49 II E	Yes	-
<b>III. (I) Subsidiary Companies</b>	49 III	Yes	49 III (i)
<b>IV. Disclosures</b>	49 IV	-	-
(A) Basis of related party transactions	49 IV A	Yes	Statement relating to related party transactions will be tabled at the Board Meeting to be held for approving the Audited Annual Accounts of the Company.
(B) Disclosure of Accounting treatment	49 IV B	Yes	Financial statements are being prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India.
(C) Board disclosures	49 IV C	Yes	-
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 IV D	Yes	-
(E) Remuneration of Directors	49 IV E	Yes	-
(F) Management	49 IV F	Yes	In respect of the financial year ended 31.3.2013 it shall form a part of the Directors' Report 2012-2013.
(G) Shareholders	49 IV G	Yes	In respect of the financial year ended 31.3.2013, it shall form a part of the Directors' Report 2012-2013.

<b>V. (V) CEO/CFO Certification</b>	49 V	Yes	The Certificate will be tabled at the Board Meeting to be held for approving the Audited Annual Accounts of the Company.
<b>VI. (I) Report on Corporate Governance</b>	49 VI	Yes	As regards Clause 49 VI (i) the Report will form part of the Annual report 2012-2013. As regards Clause 49 VI (ii) the Company has been filing the Compliance Status Report with the Stock Exchanges within the prescribed time limits.
<b>VII. (I) Compliance</b>	49 VII	Yes	Certificate confirming compliance with the mandatory requirements under Clause 49 will be obtained from the Auditors of the Company and tabled at the Board Meeting to be held for approving the Audited Annual Accounts of the Company. Disclosure regarding compliance with the mandatory requirements and adoption / non-adoption of non-mandatory requirements will be made in the Annual Report 2012-2013.