

| General information about company | |
|--|---------------------------------|
| Scrip code | 521163 |
| Name of the entity | ZODIAC CLOTHING COMPANY LIMITED |
| Date of start of financial year | 01-04-2015 |
| Date of end of financial year | 31-03-2016 |
| Reporting Quarter | Yearly |
| Date of Report | 31-03-2016 |
| Risk management committee | Applicable |

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

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity |
|----|-----------------------|-------------------------|------------|----------|---|----------------------------|-------------------------------|--|----------------------|--|--|---|---|
| 1 | Mr | M. Y. NOORANI | AAAPN8713B | 00041608 | Non-Executive - Non Independent Director | Chairperson | | 14-06-1984 | | 1 | 1 | 1 | |
| 2 | Mr | A. Y. NOORANI | AAAPN8717F | 00041686 | Executive Director | Not Applicable | MD | 01-03-2014 | | 1 | 1 | 0 | |
| 3 | Mr | S. Y. NOORANI | AAAPN8714G | 00068423 | Executive Director | Not Applicable | MD | 01-03-2014 | | 1 | 1 | 0 | |
| 4 | Mr | Y. P. TRIVEDI | AAFPT3468G | 00001879 | Non-Executive - Independent Director | Not Applicable | | 12-08-2014 | | 19 | 4 | 3 | 1 |
| 5 | Mr | M. L. APTE | ADCPA3191M | 00003656 | Non-Executive - Independent Director | Not Applicable | | 12-08-2014 | | 19 | 7 | 6 | 1 |
| 6 | Mr | S. R. IYER | AAFPI7202K | 00580437 | Non-Executive - Independent Director | Not Applicable | | 12-08-2014 | | 19 | 2 | 2 | 2 |
| 7 | Mr | BERNHARD STEINRUCKE | AAGPE5434J | 01122939 | Non-Executive - Independent Director | Not Applicable | | 12-08-2014 | | 19 | 2 | 2 | 1 |
| 8 | Mr | HEINRICH DIECKMANN | ZZZZZ9999Z | 01596834 | Non-Executive - Independent | Not Applicable | | 12-08-2014 | 22-03-2016 | 19 | 0 | 0 | 0 |

| | | | | | | | | | | | | | |
|----|----|----------------------|------------|----------|--------------------------------------|----------------|--|------------|--|----|---|---|---|
| | | | | | Director | | | | | | | | |
| 9 | Mr | SAUMITRA CHAUDHURI | AAAPC3768P | 06982558 | Non-Executive - Independent Director | Not Applicable | | 12-11-2014 | | 16 | 1 | 0 | 0 |
| 10 | Ms | ELIZABETH JANE HULSE | ZZZZZ9999Z | 07094093 | Non-Executive - Independent Director | Not Applicable | | 11-02-2015 | | 13 | 1 | 0 | 0 |

| Text Block | |
|------------------------|--|
| Textual Information(1) | Mr. A. Y. Noorani is designated as Vice Chairman and Managing Director of the Company. |
| Textual Information(2) | Mr. S. Y. Noorani is designated as Managing Director and President of the Company. |

| Annexure 1 | | | |
|---|---|--|---|
| Annexure 1 | | | |
| III. Meeting of Board of Directors | | | |
| 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) |
| 1 | 24-10-2015 | | |
| 2 | 09-11-2015 | | 15 |
| 3 | | 12-02-2016 | 94 |
| 4 | | 22-03-2016 | 38 |

Text Block

Annexure 1

IV. Meeting of Committees

| Sr | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) |
|----|-------------------|---|--|-------------------------------------|---|--|
| 1 | Audit Committee | 12-02-2016 | Yes | | 16-12-2015 | 57 |

Text Block

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 | NA | |
| 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 100 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 |

| Annexure II | | | | |
|--|---|----------------------------------|--|---|
| 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 Listing Regulations | | | | |
| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
| 1 | Details of business | Yes | | http://www.zodiaconline.com |
| 2 | Terms and conditions of appointment of independent directors | Yes | | http://www.zodiaconline.com |
| 3 | Composition of various committees of board of directors | Yes | | http://www.zodiaconline.com |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | http://www.zodiaconline.com |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | http://www.zodiaconline.com |
| 6 | Criteria of making payments to non-executive directors | NA | | |
| 7 | Policy on dealing with related party transactions | Yes | | http://www.zodiaconline.com |
| 8 | Policy for determining 'material' subsidiaries | Yes | | http://www.zodiaconline.com |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | http://www.zodiaconline.com |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | http://www.zodiaconline.com |
| 11 | email address for grievance redressal and other relevant details | Yes | | http://www.zodiaconline.com |
| 12 | Financial results | Yes | | http://www.zodiaconline.com |
| 13 | Shareholding pattern | Yes | | http://www.zodiaconline.com |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | | |
| 15 | New name and the old name of the listed entity | NA | | |

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) & 25(6) | Yes | |
| 2 | Board composition | 17(1) | Yes | |
| 3 | Meeting of Board of directors | 17(2) | Yes | |
| 4 | Review of Compliance Reports | 17(3) | Yes | |
| 5 | Plans for orderly succession for appointments | 17(4) | Yes | |
| 6 | Code of Conduct | 17(5) | Yes | |
| 7 | Fees/compensation | 17(6) | Yes | |
| 8 | Minimum Information | 17(7) | Yes | |
| 9 | Compliance Certificate | 17(8) | Yes | |
| 10 | Risk Assessment & Management | 17(9) | Yes | |
| 11 | Performance Evaluation of Independent Directors | 17(10) | Yes | |
| 12 | Composition of Audit Committee | 18(1) | Yes | |
| 13 | Meeting of Audit Committee | 18(2) | Yes | |
| 14 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 15 | Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes | |
| 16 | Composition and role of risk management committee | 21(1), (2),(3),(4) | Yes | |
| 17 | Vigil Mechanism | 22 | Yes | |
| 18 | Policy for related party Transaction | 23(1), (5),(6),(7) & (8) | Yes | |
| 19 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | |
| 20 | Approval for material related party transactions | 23(4) | NA | |

| | | | | |
|----|---|--------------------------------|-----|--|
| 21 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA | |
| 22 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2), (3),(4),(5) & (6) | Yes | |
| 23 | Maximum Directorship & Tenure | 25(1) & (2) | Yes | |
| 24 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 25 | Familiarization of independent directors | 25(7) | Yes | |
| 26 | Memberships in Committees | 26(1) | Yes | |
| 27 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 28 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | |
| 29 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |
| | Any other information to be provided - Add Notes | | | |

| Annexure II | |
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| III. Affirmations | |
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied |

| Signatory Details | |
|--------------------------|-------------------|
| Name of signatory | KUMAR IYER |
| Designation of person | Company Secretary |
| Place | MUMBAI |
| Date | 11-04-2016 |

