

EXTRACT OF ANNUAL RETURNAs on the financial year ended on 31st March, 2021

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I Registration and other details:

- i. CIN: L17100MH1984PLC033143
- ii. Registration Date: 14th June 1984
- iii. Name of the Company: Zodiac Clothing Company Limited
- iv. Category/Sub-Category of the Company: Company Limited by Shares/ Indian Non- Government Company
- v. Address of the Registered office and contact details:
 Nyloc House, 254, D-2,
 Dr. Annie Besant Road, Worli,
 Mumbai – 400 030.
 Tel: +91 22 6667 7000
 Fax: +91 22 6667 7279
 Email id: contactus@zodiacmtc.com
 Website: www.zodiaconline.com
- vi. Whether Listed company: Yes
- vii. Name, Address and Contact details of Registrar and Transfer Agent, if any
 KFin Technologies Private Limited.
 Karvy Selenium Tower B, Plot 31-32,
 Financial District, Nanakramguda,
 Serilingampally Mandal,
 Hyderabad – 500 032, Telangana.
 Toll Free Number: 1-800-309-4001
 Email id: einward.ris@kfintech.com
 Website: www.kfintech.com

II Principal Business Activities of the Company:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/services	Item (NIC) Code of the Product/Service	% to total turnover of the Company
1.	Mens Shirt 100% Cotton Manufacture of all types of textile garments and clothing accessories	14101	

III Particulars of Holding, Subsidiary and Associate Companies:

Sr. No.	Name and Address of Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Zodiac Clothing Co. S.A. (Switzerland) Promenade Noire 1, Neuchatel, Switzerland.	—	Subsidiary	100%	2(87)
2.	Zodiac Clothing Co. (U.A.E.) LLC Al-Quoze Industrial Area, P. O. Box No. 50545, Dubai, U.A.E.	—	Step Down Subsidiary	100%*	2(87)
3.	Zodiac Clothing Bangladesh Limited Navana Obaid Eternia, 28-29, Kakrail (Level # 13), VIP Road, Dhaka-1000, Bangladesh.	—	Step Down Subsidiary	100%	2(87)

Note:-1) *The shareholders of the Company are Mrs. Muna Mahmood Mohd. Mahmood (51%) and M/s. Zodiac Clothing Co. S.A (49%). As per the mutual agreement between the shareholders, Mrs. Muna Mahmood Mohd. Mahmood is holding 51% shares for and on behalf of M/s Zodiac Clothing Co S.A. which is the beneficial owner.

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i. Category-wise Share Holding

CATEGORY OF SHAREHOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR 01/04/2020				NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2021				% CHANGE DURING THE YEAR
	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(A) PROMOTER AND PROMOTER GROUP									
(1) INDIAN									
(a) Individual /HUF	6775881	0	6775881	30.14	7916808	0	7916808	31.97	1.83
Sub-Total A (1):	6775881	0	6775881	30.14	7916808	0	7916808	31.97	1.83
(2) FOREIGN									
(a) Individuals (NRIs/Foreign Individuals)	1959047	0	1959047	8.72	3099974	0	3099974	12.52	3.80
(b) Bodies Corporate	6309764	0	6309764	28.07	6309764	0	6309764	25.48	-2.59
Sub-Total A(2) :	8268811	0	8268811	36.79	9409738	0	9409738	38.00	1.21
Total A=A(1)+A(2)	15044692	0	15044692	66.93	17326546	0	17326546	69.98	3.05
(B) PUBLIC SHAREHOLDING									
(1) INSTITUTIONS									
(a) Venture Capital Funds	320	0	320	0.00	45	0	45	0.00	0.00

(b) Financial Institutions /Banks	112	0	112	0.00	112	0	112	0.00	0.00
(c) Foreign Portfolio Investors	1982653	0	1982653	8.82	8100	0	8100	0.03	-8.79
Sub-Total B(1) :	1983085	0	1983085	8.82	8257	0	8257	0.03	-8.79
(2) NON-INSTITUTIONS									
(a) Bodies Corporate	486222	700	486922	2.17	558180	700	558880	2.26	0.09
(b) Individuals									
(i) Individuals holding nominal share capital up to Rs. 2 Lakhs	1412599	62396	1474995	6.56	3082304	58425	3140729	12.68	6.12
(ii) Individuals holding nominal share capital in excess of Rs. 2 Lakhs	3275863	24840	3300703	14.68	3410155	24840	3434995	13.87	-0.81
NBFC Registered with RBI	-	-	-		-	-	-	-	-
(c) Others									
CLEARING MEMBERS	3595	0	3595	0.02	76612	0	76612	0.31	0.29
NON RESIDENT INDIANS	11925	1350	13275	0.06	27594	1350	28944	0.12	0.06
NRI NON REPATRIATION	6684	0	6684	0.03	15256	0	15256	0.06	-0.03
TRUSTS	102	0	102	0.00	102	0	102	0.00	-
IEPF	33304	0	33304	0.15	36765	0	36765	0.15	-
Employees	72435	450	72885	0.34	74370	450	74820	0.30	-0.04
Director or Director's Relatives	57625	0	57625	0.26	57625	0	57625	0.23	-0.03
Sub-Total B (2):	5360164	89736	5449900	24.25	7338963	85765	7424728	29.99	5.74
Total B=B(1)+B(2):	7343249	89736	7432985	33.07	7347220	85765	7432985	30.02	-3.05
Total (A+B):	22387941	89736	22477677	100	24673766	85765	24759531	100	0.00
(c)Shares held by custodians, against which Depository Receipts have been issued	0	0	0	0	0	0	0	0	0
(1) Promoter and Promoter Group	0	0	0	0	0	0	0	0.00	0.00
(2) Public	0	0	0	0	0	0	0	0.00	0.00
GRAND TOTAL (A+B+C):	22387941	89736	22477677	100	24673766	85765	24759531	100	0.00

ii. Shareholding of Promoters:

Sr. No	Name of the Shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledge d/ encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	Euro Global Holdings Pte. Ltd.	3154882	14.04	0.00	3154882	12.74	0.00	-1.30
2	Asia Tangible Investments Pte Ltd.	3154882	14.04	0.00	3154882	12.74	0.00	-1.30
3	Mohamed Yusuf Noorani	4984722	22.17	0.00	4984722	20.13	0.00	-2.04
4	Kewal K Seth	0	0	0.00	0	0	0.00	0.00
5	Mohammed Y Noorani	232875	1.03	0.00	232875	0.94	0.00	-0.09
6	Mohamed Anees Noorani	1758972	7.83	0.00	2899899	11.71	0.00	3.88
7	Salman Yusuf Noorani	1540417	6.85	0.00	2681344	10.83	0.00	3.98
8	Mohamed Yusuf Noorani	8334	0.04	0.00	8334	0.03	0.00	-0.01
9	Mohamed Yusuf Noorani, Trust	607	0.00	0.00	607	0.00	0.00	0.00
10	Zehra Salman Noorani	367	0.00	0.00	367	0.00	0.00	0.00
11	Awais Anees Noorani	75	0.00	0.00	75	0.00	0.00	0.00
12	Musaed Anees Noorani	8409	0.04	0.00	8409	0.03	0.00	-0.01
13	Saniyya Anees Noorani	75	0.00	0.00	75	0.00	0.00	0.00
14	Muna Anees Noorani	75	0.00	0.00	75	0.00	0.00	0.00
15	Adnan Salman Noorani	200000	0.89	0.00	200000	0.81	0.00	-0.08
	TOTAL:	15044692	66.93	0.00	17326546	69.98	0.00	3.05

Note.1: Mr. Mohamed Yusuf Noorani holds 4984722 equity shares of the Company as on 31.03.2021 of these he holds:

18990 equity shares as Trustee for and on behalf of Yusuf Noorani Family Trust,

Note.2: Mr. Anees Yusuf Noorani holds 2899899 equity shares of the Company as on 31.03.2021 of these he holds: 18990 equity shares as Trustee for and on behalf of Anees Noorani Family Trust.

iii.Changes in Promoters' Shareholding (please specify, if there is no change):

Sr.. No.	Folio/Dp Id-Client ID	Name of the Share Holder	Date	Reason	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
					No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
1	IN30115122100739	Mohamed Yusuf Noorani	01/04/2020	Opening Balance	4984722	22.17	4984722	22.17

			31/03/2021	Closing Balance		0.00	4984722	20.13
2	IN30018312065758	Kewal K Seth	01/04/2020	Opening Balance	0	0.00	0	0.00
			31/03/2021	Closing Balance		0.00	0	0.00
3	IN30133019880830	Mohammed Y Noorani	01/04/2020	Opening Balance	232875	1.03	232875	1.03
			31/03/2020	Closing Balance		0.00	232875	0.94
4	IN30001110146884	Mohamed Anees Noorani	01/04/2020	Opening Balance	1758972	7.83	1758972	7.83
			23/03/2021	Preferential Allotment of Equity Shares	1140927	4.60	2899899	11.71
			31/03/2021	Closing Balance			2899899	11.71
5	IN30001110152967	Salman Yusuf Noorani	01/04/2020	Opening Balance	1540417	6.85	1540417	6.85
			25/03/2021	Preferential Allotment of Equity Shares	1140927	4.60	2681344	10.83
			31/03/2021	Closing Balance			1540417	6.85
6	IN30133019880848	Mohamed Yusuf Noorani	01/04/2020	Opening Balance	8334	0.04	8334	0.04
			31/03/2021	Closing Balance		0.00	8334	0.03
7	IN30115122152490	Mohamed Yusuf Noorani, Trust	01/04/2020	Opening Balance	607	0.00	607	0.00
			31/03/2021	Closing Balance		0.00	607	0.00
8	44500120445000497645	Zehra Salman Noorani	01/04/2020	Opening Balance	367	0.00	367	0.00
			31/03/2021	Closing Balance		0.00	367	0.00
9	IN30133020049954	Musaed Anees Noorani	01/04/2020	Opening Balance	8409	0.04	8409	0.04
			31/03/2021	Closing Balance		0.00	8409	0.03
10	IN30154918042447	Awais Anees Noorani	01/04/2020	Opening Balance	75	0.00	75	0.00
			31/03/2021	Closing Balance		0.00	75	0.00
11	IN30001110152975	Muna Anees Noorani	01/04/2020	Opening Balance	75	0.00	75	0.00
			31/03/2021	Closing Balance		0.00	75	0.00
12	IN30088814527407	Saniyya Anees Noorani	01/04/2020	Opening Balance	75	0.00	75	0.00
			31/03/2021	Closing Balance		0.00	75	0.00
13	IN30133019238793	Euro Global Holdings	01/04/2020	Opening Balance	3154882	14.04	3154882	14.04

		Pte. Ltd.						
			31/03/2021	Closing Balance		0.00	3154882	12.74
14	IN30112716464948	Asia Tangible Investments Pte Ltd.	01/04/2020	Opening Balance	3154882	14.01	3154882	14.04
			31/03/2021	Closing Balance		0.00	3154882	12.74
15	IN30088814580310	Adnan Salman Noorani	01/04/2020	Opening Balance	200000	0.89	200000	0.89
			31/03/2021	Closing Balance		0.00	200000	0.81

iv. Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs:

Sr. No	Folio/Dp Id-Client Id	Name of the Share Holder	Date	Reason	Shareholding at the beginning of the Year 01-04-2020		Cumulative Shareholding during the Year 31-03-2021	
					No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
1	IN30014210712060	Pari Washington India Master Fund, Ltd.	01/04/2020	At the Beginning of the year	1969153	8.76	1969153	8.76
			26/06/2020	Sale	48000	0.21	1921153	8.55
			03/07/2020	Sale	5254	0.02	1915899	8.52
			10/07/2020	Sale	2638	0.01	1913261	8.51
			17/07/2020	Sale	6255	0.03	1907006	8.48
			14/08/2020	Sale	45055	0.18	1861951	8.28
			21/08/2020	Sale	14163	0.06	1847788	8.22
			28/08/2020	Sale	49873	0.22	1797915	8.00
			04/09/2020	Sale	516	0.00	1797399	8.00
			25/09/2020	Sale	4114	0.02	1793285	7.98
			09/10/2020	Sale	88615	0.39	1704670	7.58
			16/10/2020	Sale	4261	0.02	1700409	7.56
			23/10/2020	Sale	1777	0.00	1698632	7.56
			30/10/2020	Sale	1902	0.01	1696730	7.55
			13/11/2020	Sale	7550	0.03	1689180	7.51
			20/11/2020	Sale	8754	0.03	1680426	7.48
			27/11/2020	Sale	11886	0.06	1668540	7.42
			04/12/2020	Sale	92348	0.41	1576192	7.01
			11/12/2020	Sale	401757	1.79	1174435	5.22
			18/12/2020	Sale	194166	0.86	980269	4.36
			08/01/2021	Sale	80626	0.36	899643	4.00

			15/01/2021	Sale	229298	1.02	670345	2.98
			22/01/2021	Sale	154457	0.68	515888	2.30
			05/02/2021	Sale	26776	0.12	489112	2.18
			12/02/2021	Sale	116052	0.52	373060	1.66
			19/02/2021	Sale	2000	0.01	371060	1.65
			26/02/2021	Sale	65339	0.29	305721	1.36
			05/03/2021	Sale	172572	0.77	133149	0.59
			12/03/2021	Sale	133149	0.00	0	0.00
			31/03/2021	At the end of the year			0	0.00
2	IN30047640314385	Akash Bhansali	01/04/2020	At the Beginning of the year	1361700	6.06	1361700	6.06
			31/03/2021	At the end of the year			1361700	5.50
3	IN30154950621609	Vallabh Roopchand Bhanshali	01/04/2020	At the Beginning of the year	663300	2.95	663300	2.95
			31/03/2021	At the end of the year		0.00	663300	2.68
4	IN30036020018949	Nemish S Shah Jointly with Rekha N Shah	01/04/2020	At the Beginning of the year	405124	1.80	405124	1.80
			31/03/2021	At the end of the year		0.00	405124	1.64
5	IN30154918652179	M3 Investment Private Limited	01/04/2020	At the Beginning of the year	236787	1.05	236787	1.05
			31/03/2021	At the end of the year		0.00	236787	0.96
6	IN30154916830939	Prasoon Bhatt Jointly with Parul Bhatt	01/04/2020	At the Beginning of the year	225000	1.00	225000	1.00
			27/11/2020	Sale	225000	0.00	0	0.00
			31/03/2021	At the end of the year		0.00	0	0.00
7	IN30088814580310	Adnan Salman Noorani	01/04/2020	At the Beginning of the year	200000	0.89	200000	0.89
			31/03/2021	At the end of the year		0.00	200000	0.81
8	IN30048410048477	'K Raheja Private Limited	01/04/2020	At the Beginning of the year	65610	0.29	65610	0.29
			31/03/2021	At the end of the year		0.00	65610	0.26
9	IN30097412262055	'Umang Mahendra Shah jointly with Hiral Paras Shah	01/04/2020	At the Beginning of the year	0	0.00	0	0.00
			04/09/2020	Purchase	18686	0.08	18686	0.08
			20/11/2020	Purchase	2750	0.02	21436	0.10
			27/11/2020	Purchase	27	0.00	21463	0.10

			11/12/2020	Purchase	5000	0.02	26463	0.12
			18/12/2020	Sale	2000	0.01	24463	0.11
			31/12/2020	Purchase	11091	0.05	35554	0.16
			01/01/2021	Sale	649	0.00	34905	0.16
			15/01/2021	Sale	6000	0.03	28905	0.13
			22/01/2021	Purchase	10165	0.04	39070	0.17
			05/02/2021	Sale	2500	0.01	36570	0.16
			12/02/2021	Purchase	5000	0.02	41570	0.18
			19/02/2021	Sale	600	0.00	40970	0.18
			05/03/2021	Sale	5000	0.02	35970	0.16
			12/03/2021	Purchase	20000	0.09	55970	0.25
			31/03/2021	At the end of the year			55970	0.23
10	IN30108022502222	Govindlal M Parikh jointly with Chinmay G Parikh	01/04/2020	At the Beginning of the year	52285	0.23	52285	0.23
			31/03/2021	At the end of the year			50000	0.21
11	142001301420000058826	Punamchand Ramnarayan Rathi	01/04/2020	At the Beginning of the year	50300	0.22	50300	0.22
			31/03/2021	At the end of the year			50300	0.20
12	IN30154914435522	Toral Sanjay Chinai jointly with Sanjay Vikram chinai	01/04/2020	At the Beginning of the year	50000	0.22	50000	0.20
			31/03/2021	At the end of the year			50000	0.20

V. Shareholding of Directors and Key Managerial Personnel:

Sr. No	Folio/Dp Id-Client Id	Date	Reason	Name of the Share Holder	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
					No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
DIRECTORS								
1	IN30001110146884	01/04/2020	At the beginning of the year	MOHAMED ANEES NOORANI	1758972	7.83	1758972	7.83
		23/03/2021	Preferential Allotment		1140927	4.61	2899899	11.71
		31/03/2021	At the end of the year			0.00	2899899	11.71

2	IN3015495 9834784	01/04/2020	At the beginning of the year	VAMAN MADHAV APTE	2130	0.00	2130	0.00
		31/03/2021	At the end of the year			0.00	2130	0.00
3	IN3004841 2993026	01/04/2020	At the beginning of the year	YOGENDRA PREMKRISHNA TRIVEDI	19375	0.09	19375	0.09
		31/03/2020	At the end of the year			0.00	19375	0.08
4	IN3001591 1304147	01/04/2020	At the beginning of the year	YOGENDRA PREMKRISHNA TRIVEDI	4500	0.02	4500	0.02
		31/03/2021	At the end of the year			0.00	4500	0.02
5	IN3000111 0152967	01/04/2020	At the beginning of the year	SALMAN YUSUF NOORANI	154041 7	6.85	1540417	6.85
		25/03/2021	Preferential Allotment		114092 7	4.61	1540417	6.85
		31/03/2021	At the end of the year			0.00	2681344	10.83
6	492001204 920000110 327	01/04/2020	At the beginning of the year	SUBRAMANIAM RAMACHANDRAN IYER	3375	0.01	3375	0.01
		31/03/2021	At the end of the year			0.00	3375	0.01
7	IN3001671 0085767	01/04/2020	At the beginning of the year	BERNHARD STEINRUECKE	26550	0.12	26550	0.12
		31/03/2021	At the end of the year			0.00	26550	0.11
8	492001204 920000107 559	01/04/2020	At the beginning	BERNHARD STEINRUECKE	3825	0.02	3825	0.02

			of the year					
		31/03/2021	At the end of the year			0.00	3825	0.01
9	IN3007491 1047059	01/04/2020	At the beginning of the year	NAUSHAD FORBES	38639	0.17	38639	0.17
		31/03/2021	At the end of the year		0	0.00	38639	0.16

KEY MANAGERIAL PERSONNEL

1	IN3011511 2769320	01/04/2020	At the beginning of the year	MAHABALA BEALTHUR	15075	0.07	15075	0.07
		31/03/2021	At the end of the year				15075	0.06
2	IN300888 14370996	01/04/2020	At the beginning of the year	KUMAR IYER (CS)	Nil	Nil	Nil	Nil
		31/03/2021	At the end of the year		Nil	Nil	Nil	Nil

V. INDEBTEDNESS

**Indebtedness of the Company including interest outstanding/accrued but not due for payment
(Rs. in Lakhs)**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year. (i.e. 01.04.2020)				
i) Principal Amount	4378.29	1671.62	-	6049.91
ii) Interest accrued but not due on borrowings	11.95	15.13	-	27.08
Total (i+ii)	4390.24	1686.75	-	6076.99
Change in Indebtedness during the financial year				
♦ Addition	11870.93	1330.00	-	13073.59
♦ Reduction	12695.97	2184.75	-	14753.38

Net Change	-825.04	-854.75		-1679.79
Indebtedness at the end of the financial year. (i.e.31.03.2021)				
i) Principal Amount	3560.58	832.00	-	4392.58
ii) Interest accrued but not due on borrowings	4.63	-	-	4.63
Total (i+ii)	3565.21	832.00		4397.21

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and / or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount (Rs.)
		Mr. Salman Yusuf Noorani	
1.	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) of the Income tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit	-	-
5.	Others, Allowances	-	-
	Total (A)	Nil	Nil
	Ceiling as per the Act (@ 10% of profits calculated under Section 198 of the Companies Act, 2013)		Nil (as Company has incurred a loss during the year under review)

B. Remuneration to other directors: (Refer Corporate Governance Report for details)

Sr. No.	Particulars of Remuneration	Fee for attending board / committee meetings*	Commission	Others, please specify	Total Amount (Rs.)
1.	Independent Directors				
	Mr. Y. P. Trivedi	5,90,000	-	-	5,90,000
	Mr. S.R. Iyer	6,30,000	-	-	6,30,000
	Mr.V.M.Apte	6,30,000			6,30,000

	Mr. Bernhard Steinruecke	2,40,000	-	-	2,40,000
	Mr. Naushad Forbes	2,20,000	-	-	2,20,000
	Ms. Elizabeth Jane Hulse	1,00,000			1,00,000
	Total (1)	24,10,000			24,10,000
2.	Other Non-Executive Directors				
	Mr. M. Y. Noorani	-	-	-	-
	Mr. A. Y. Noorani	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	24,10,000			24,10,000
	Total Managerial Remuneration		-		
	Ceiling as per the Act (@ 1% of profits calculated under Section 198 of the Companies Act, 2013)		-	-	Nil (as Company has incurred a loss during the year under review)

* The above paid Sitting Fees is exclusive of the GST amounts paid thereon at the applicable rates.

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Mahabala Bealthur Chief Financial Officer	Mr. Kumar Iyer, Company Secretary	Total
1.	Gross salary			
	a. Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	45,83,164	30,02,211	75,85,375
	b. Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-
	c. Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit	-	-	-
5.	Others, Allowances	-	-	-
	Total	45,83,164	30,02,211	75,85,375