

ZODIAC

15th May 2015

National Stock Exchange of India Ltd.,
Exchange Plaza,
5th Floor, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra East
Mumbai - 400051

BSE Limited,
Corporate Relationship Department,
First Floor, New Trading Ring,
Rotunda Building, P.J. Tower,
Dalal Street,
Mumbai - 400001

Dear Sirs,

Sub: Compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015

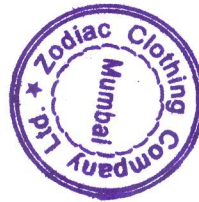
Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, we hereby confirm that the Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information (UPSII) has been adopted by the Company on 25th March 2015 (to be effective from 15th May 2015). A copy of the said Code is attached and also has been uploaded on website of the Company viz; www.zodiaconline.com

The Board has also adopted a Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders on 25th March, 2015 (to be effective from 15th May, 2015) as mandated by SEBI Stock Exchanges.

Kindly take the same on record

Yours faithfully,
For Zodiac Clothing Company Limited


Kumar Iyer
Company Secretary & Compliance Officer



ZODIAC CLOTHING COMPANY LTD.,

Nyloc House, 254, D-2, Dr. Annie Besant Road, Worli, Mumbai - 400 030. India.

Tel.: +91 22 6667 7000 Fax: +91 22 6667 7279 CIN: L17100MH1984PLC033143.

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www.zodiaconline.com



**CODE OF PRACTICES AND PROCEDURES FOR
FAIR DISCLOSURE OF UNPUBLISHED PRICE
SENSITIVE INFORMATION**

(Pursuant to Schedule A of SEBI (Prohibition of Insider Trading) Regulations, 2015)



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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(Pursuant to Schedule A of SEBI (Prohibition of Insider Trading) Regulations, 2015)

Securities and Exchange Board of India (SEBI) has notified (Prohibition of Insider Trading regulations, 2015 on January 15, 2015 to be effective from May 15, 2015

The Board of Directors of every Company, whose securities are listed on a Stock Exchange, shall formulate and publish on its official website, a Code of Practices and Procedures for Fair Disclosure ('the Code') of Unpublished Price Sensitive Information ("UPSI") that it would follow in order to adhere to each of the principles as stated in Schedule A of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations").

The Board of Directors of the Company, formulated and adopted the Code as set out in the Schedule A of the Regulations on 25th March, 2015. The Code is posted on website of the Company viz. www.zodiaconline.com.

A Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for adhering to each of the principles is set out below:

1. The Company shall promptly disclose to the public unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company shall follow uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Board of Directors has designated Mr. Kumar Iyer, Company Secretary & Compliance Officer as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall promptly disseminate unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company shall ensure that information shared with analysts and research personnel are not unpublished price sensitive information.
7. The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The Company shall handle all unpublished price sensitive information on a need-to-know basis.
9. Any amendment to the Code, upon approval of the Board of the Company shall be promptly intimated to the Stock Exchanges and shall also be updated in the company's official website.



A handwritten signature in blue ink, appearing to be "Kumar Iyer", written over the stamp.