Quarterly Compliance Report on Corporate Governance (In terms of Clause 49 VI (ii) of the Listing Agreement)

Name of the Company: Zodiac Clothing Company Limited Quarter and year ended on: March 31, 2012

Particulars	Clause of Listing Agreement	Compliance Status Yes / No	Remarks
I. Board of Directors	49 I		Meeting periodically.
(A) Composition of Board	49 I (A)	Yes	Financial statements are being
(B) Non – Executive Directors' compensation & disclosures	49 (IB)	YES	Will be disclosed in the Annual Report 2011 – 2012.
[C] Other provisions as to Board and Committees	49[IC]	YES	
D) Code of Conduct	49[1D]	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 2011 -2012.
II Audit Committee	49 (II)		Amidai Report 2011 -2012.
(A) Qualified & Independent Audit Committee	49II (A)	YES	Will be disclosed in the Annual Report 2011 - 2012.
(B) Meeting of Audit Committee	49 II (B)	YES	Report 2011 - 2012.
(C) Powers of Audit Committee	49 II (C)	YES	the Board Meeting along with quarterly Annual accounts.
(D) Role of Audit Committee	49 II (D)	YES	
(E) Review of information by Audit Committee	49 II (E)	YES	As regards Clause 49 VI (i) the Report will form part of the
III Subsidiary Companies	49 III		Annual Keport 2011 - 2012.

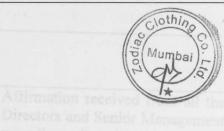
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SAN ATTENT	YGBS	As regards Clause 49 VI (ii) the
49 III (i)	Yes	The Company does not have any material unlisted subsidiary company in the immediately preceding accounting year i.e.
49 VII		March 31, 2011 as per definition
40 777 (11)	77.	provided in clause 49.
		with the mandatory requirements
\ /	Yes	under Clause 49 will be obtained
		from the Auditors of the
49 IV (A)	YES	Statement relating to related party transactions are being tabled at the Audit Committee / Board Meeting periodically.
49 VII (ii)	YES	Disclosure regarding compliance
49 IV (B)	YES	Financial statements are being prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India.
49 IV (C)	YES	18 18 18 18 18 18 18 18 18 18 18 18 18 1
49 IV (D)	YES	1 4
49 IV (E)	YES	Will be disclosed in the Annual Report 2011 - 2012.
49 IV (F)	YES	Will be disclosed in the Annual Report 2011 - 2012.
49 (IV G)	YES	Will be disclosed in the Annual Report 2011 - 2012.
49 V	YES	The Certificate is being tabled at the Board Meeting along with quarterly / Annual accounts.
49 VI		
49 VI (i)	YES	As regards Clause 49 VI (i) the Report will form part of the Annual Report 2011 - 2012.
	49 III (ii) 49 III (iii) 49 IV (V) 49 IV (A) 49 IV (B) 49 IV (C) 49 IV (D) 49 IV (E) 49 IV (F) 49 IV (F) 49 IV (F)	49 III (ii) Yes 49 III (iii) Yes 49 (IV) 49 IV (A) YES 49 IV (B) YES 49 IV (C) YES 49 IV (D) YES 49 IV (E) YES 49 IV (F) YES 49 IV (F) YES 49 IV (F) YES

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On an	49 VI (ii)	YES	As regards Clause 49 VI (ii) the Company has been filing the Compliance Status Report with the Stock Exchanges within the prescribed time limits.
VII. Compliance	49 VII		
Auditors Certificate regarding compliance of conditions of Corporate Governance	49 VII (i)	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.
Mandatory & Non-	49 VII (ii)	YES	Disclosure regarding compliance
Mandatory requirements.	49 I (A)		with the mandatory requirements and adoption / non-adoption o
Directors' compensation &	49 (IB)		non-mandatory requirements will be made in the Annual Report 2011 - 2012.

II Audit Committee



Annual Report 2011 -2012