

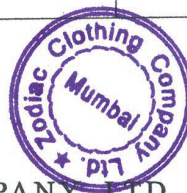
ZODIAC

Quarterly Compliance Report on Corporate Governance

Name of the Company: **ZODIAC CLOTHING COMPANY LIMITED**

Quarter ending on : 31st March, 2015

	Particulars	Clause of Listing agreement	Compliance Status (Yes/No/N.A)	Remarks
II.	Board of Directors	49 (II)	Yes	-
(A)	Composition of Board	49 (IIA)	Yes	-
(B)	Independent Directors	49 (IIB)	Yes	-
(C)	Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	-
(D)	Other provisions as to Board and Committees	49 (IID)	Yes	-
(E)	Code of Conduct	49 (IIE)	Yes	-
(F)	Whistle Blower Policy	49 (IIF)	Yes	-
III	Audit Committee	49 (III)	Yes	-
(A)	Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B)	Meeting of Audit Committee	49 (IIIB)	Yes	-
(C)	Powers of Audit Committee	49 (IIIC)	Yes	-
(D)	Role of Audit Committee	49 (IIID)	Yes	-
(E)	Review of Information by Audit Committee	49 (IIIE)	Yes	-



For ZODIAC CLOTHING CO. LTD.

[Signature]
COMPANY SECRETARY

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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Particulars		Clause of Listing agreement	Compliance Status (Yes/No/N.A)	Remarks
IV.	Nomination and Remuneration	49 (IV)	Yes	-
V.	Subsidiary Companies	49 (V)	N.A	Company does not have a Material Subsidiary
VI.	Risk Management	49 (VI)	Yes	-
VII.	Related Party Transactions	49 (VII)	Yes	-
VIII.	Disclosures	49 (VIII)	Yes	-
(A)	Related party transactions	49 (VIII A)	Yes	The Company does not have material transaction with related party
(B)	Disclosure of Accounting Treatment	49 (VIII B)	Yes	Applicable accounting standards are being complied with on a continual basis and due disclosure is made in Annual Report.
(C)	Remuneration of Directors	49 (VIII C)	Yes	Will be complied in the next Annual Report
(D)	Management	49 (VIII D)	Yes	-
(E)	Shareholders	49 (VIII E)	Yes	-
(I)	Proceeds from public issues, rights	49 (VIII I)	N.A	-
IX.	CEO/CFO Certification	49 (IX)	Yes	Will be complied in the next Annual Report
X.	Report on Corporate Governance	49 (X)	Yes	Will be complied in the next Annual Report
XI.	Compliance	49 (XI)	Yes	Will be complied in the next Annual Report



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