

**General information about company**

Scrip code	521163
NSE Symbol	ZODIACLOTH
MSEI Symbol	NOTLISTED
ISIN	INE206B01013
Name of the entity	ZODIAC CLOTHING COMPANY LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Quarterly
Date of Report	31-12-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

**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																								
Whether the listed entity has a Regular Chairperson								Yes																
Whether Chairperson is related to MD or CEO								Yes																
								Disqualification of Directors under section 164 of the Companies Act, 2013																
Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes no provided
Mr	A.Y. NOORANI	AAAPN8717F	00041686	Non-Executive - Non Independent Director	Chairperson		11-12-1950	No				Active	NA		14-06-1984	12-02-2020			1	0	1	1		
Mr	S.Y. NOORANI	AAAPN8714G	00068423	Executive Director	Not Applicable	MD	15-03-1963	No				Active	NA		01-03-2003	01-03-2020			1	0	1	0		
Mrs	ELIZABETH JANE HULSE	ZZZZZ9999Z	07094093	Non-Executive - Independent Director	Not Applicable		20-12-1950	No				Active	NA		11-02-2015	12-08-2020		29	1	1	0	0	Textual Information(1)	
Mr	Y.P.TRIVEDI	AAFPT3468G	00001879	Non-Executive - Independent Director	Not Applicable		06-01-1929	No				Active	Yes	05-08-2019	29-01-2000	12-08-2019		41	1	1	1	0		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
Mr	S.R.IYER	AAFPI7202K	00580437	Non-Executive - Independent Director	Not Applicable		25-05-1940	No				Active	Yes	05-08-2019	22-06-2002	12-08-2019		41	1	1	1	1		
Mr	BERNHARD STEINRUECKE	AAGPE5434J	01122939	Non-Executive - Independent Director	Not Applicable		29-06-1955	No				Active	NA		28-11-1997	12-08-2019		41	1	1	0	0		
Mr	NAUSHAD FORBES	AAAPF9093N	00630825	Non-Executive - Independent Director	Not Applicable		13-05-1960	No				Active	NA		29-03-2018	29-03-2018		57	5	5	7	2		
Mr	V.M.APTE	ADDPA2683F	00003651	Non-Executive - Independent Director	Not Applicable		04-02-1957	No				Active	NA		13-08-2019	13-08-2019		41	1	1	2	0		

**Text Block**

Textual Information(1)

Dummy PAN Number has been entered for this Director since she is a Foreign Director and hence does not have a PAN Card

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00580437	S.R.IYER	Non-Executive - Independent Director	Chairperson	12-08-2019		
2	00001879	Y.P.TRIVEDI	Non-Executive - Independent Director	Member	12-08-2019		
3	00003651	V.M.APTE	Non-Executive - Independent Director	Member	13-08-2019		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00001879	Y.P.TRIVEDI	Non-Executive - Independent Director	Chairperson	12-08-2019		
2	00580437	S.R.IYER	Non-Executive - Independent Director	Member	12-08-2019		
3	00003651	V.M.APTE	Non-Executive - Independent Director	Member	13-08-2019		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00041686	A.Y. NOORANI	Non-Executive - Non Independent Director	Chairperson	12-02-2020		
2	00068423	S.Y. NOORANI	Executive Director	Member	01-03-2003		
3	00003651	V.M.APTE	Non-Executive - Independent Director	Member	13-08-2019		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00580437	S.R.IYER	Non-Executive - Independent Director	Chairperson	12-08-2019		
2	00041686	A.Y. NOORANI	Non-Executive - Non Independent Director	Member	01-03-2003		
3	00068423	S.Y. NOORANI	Executive Director	Member	01-03-2003		



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00003651	V.M.APTE	Non-Executive - Independent Director	Chairperson	13-08-2019		
2	00041686	A.Y. NOORANI	Non-Executive - Non Independent Director	Member	01-03-2003		
3	00068423	S.Y. NOORANI	Executive Director	Member	01-03-2003		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	12-08-2022				Yes	8	6	4
2		14-11-2022	93		Yes	8	7	5
3		21-12-2022	36		Yes	8	6	5

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	13-07-2022				Yes	3	3	3	0
2	Audit Committee	12-08-2022	29			Yes	3	3	3	0
3	Audit Committee	04-10-2022	52			Yes	3	3	3	0
4	Audit Committee	14-11-2022	40			Yes	3	3	3	0
5	Audit Committee	28-12-2022	43			Yes	3	3	3	0

**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	Yes	
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 1000 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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	KUMAR IYER
2	Designation	Company Secretary and Compliance Officer

<b>Signatory Details</b>	
Name of signatory	KUMAR IYER
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	18-01-2023



