

ZODIAC

12th February, 2020

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: Outcome of the Board Meeting of the Company held on 12th February, 2020

Pursuant to Regulation 30 and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 kindly take note that the Board of Directors of the Company, at their meeting held on 12th February, 2020, have interalia considered, approved/taken on record the following:

- a. The appointment of Mr. Anees Noorani as the Chairman and Mr. Salman Noorani as the Vice Chairman & Managing Director of the Company with immediate effect.
- b. The Unaudited Consolidated and Standalone Financial Results of the Company for the Quarter and Nine months ended 31st December, 2019.
- c. The Independent Auditors Review Report issued by M/s. Price Waterhouse, Chartered Accountants LLP on the aforesaid Financial Results.

The Board meeting commenced at 4:00 p.m. and concluded at 7:25 p.m.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,
For Zodiac Clothing Company Limited


Kumar Iyer
Company Secretary
Membership No.: A9600



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.

Trademark Under Licence From Metropolitan Trading Co.

www.zodiaconline.com

ZODIAC CLOTHING COMPANY LIMITED

Regd. Office: Nyloc House 254, D-2 Dr. Annie Besant Road, Worli, Mumbai 400030

Tel : 022-66677000, Fax : 022-66677279, Website : www.zodiaconline.com, Email Id : cosecy@zodiacmtc.com

CIN: L17100MH1984PLC033143

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2019

(Rs. in Lakhs)

Sr. No.	Particulars	Quarter ended			Nine Months ended		Year ended
		December 31, 2019 (Unaudited)	September 30, 2019 (Unaudited)	December 31, 2018 (Unaudited) (Refer Note 'c' below)	December 31, 2019 (Unaudited)	December 31, 2018 (Unaudited) (Refer Note 'c' below)	March 31, 2019 (Audited)
I	Revenue From Operations	5,210	4,413	6,012	14,787	16,173	21,583
II	Other Income	117	447	331	802	586	663
III	Total Income (I+II)	5,327	4,860	6,343	15,589	16,759	22,246
IV	EXPENSES						
	Cost of materials consumed	1,731	1,619	1,916	5,074	5,741	7,665
	Purchases of stock-in-trade	107	45	9	307	348	460
	Change in inventories of finished goods, work-in-progress and stock-in-trade	(138)	(225)	(202)	(321)	(577)	(681)
	Employee benefits expense	1,369	1,390	1,419	4,347	4,458	5,763
	Finance costs	344	347	86	1,062	266	434
	Depreciation and amortization expense	889	828	263	2,636	800	1,071
	Other expenses	1,373	1,494	2,864	4,772	7,470	9,732
	Total expenses (IV)	5,675	5,498	6,355	17,877	18,506	24,444
V	Loss before exceptional items and tax (III - IV)	(348)	(638)	(12)	(2,288)	(1,747)	(2,198)
VI	Exceptional Items (Refer Note 'g' below)	-	-	(45)	-	(45)	(306)
VII	Loss before tax (V - VI)	(348)	(638)	(57)	(2,288)	(1,792)	(2,504)
VIII	Tax Expense / (Credit):						
	Current tax	1	-	-	111	108	109
	Deferred tax	(95)	(25)	(42)	(183)	(121)	(169)
	Tax in respect of earlier years	-	-	18	-	18	235
IX	Loss for the period (VII - VIII)	(254)	(613)	(33)	(2,216)	(1,797)	(2,679)
X	Other comprehensive income						
	A. (i) Items that will not be reclassified to profit or loss	(176)	(307)	(6)	(409)	2	(397)
	(ii) Income tax relating to the items that will not be reclassified to profit or loss	-	-	1	-	(1)	7
	B. (i) Items that will be reclassified to profit or loss	(23)	39	(64)	68	347	389
	(ii) Income tax relating to the items that will be reclassified to profit or loss	4	14	(29)	2	(19)	(16)
	Total other comprehensive income / (loss)	(195)	(254)	(98)	(339)	329	(17)
XI	Total comprehensive loss for the period (IX + X)	(449)	(867)	(131)	(2,555)	(1,468)	(2,696)
XII	Loss attributable to:						
	Owners of the Company	(254)	(613)	(33)	(2,216)	(1,797)	(2,679)
	Non Controlling Interest	-	-	-	-	-	-
XIII	Other comprehensive income / (loss) attributable to:						
	Owners of the Company	(195)	(254)	(98)	(339)	329	(17)
	Non Controlling Interest	-	-	-	-	-	-
XIV	Total comprehensive loss attributable to:						
	Owners of the Company	(449)	(867)	(131)	(2,555)	(1,468)	(2,696)
	Non Controlling Interest	-	-	-	-	-	-
XV	Paid-up equity share capital (Face value Rs. 10/- per share)	2,248	2,248	2,129	2,248	2,129	2,129
XVI	Other Equity as per Balance Sheet of previous accounting year	-	-	-	-	-	28,266
XVII	Earnings per share (EPS) (not annualized) (in Rs.)						
	(1) Basic	(1.13)	(2.78)	(0.16)	(10.08)	(8.88)	(13.07)
	(2) Diluted	(1.13)	(2.78)	(0.16)	(10.08)	(8.88)	(13.07)

See accompanying notes to financial results



ZODIAC CLOTHING COMPANY LIMITED

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2019

- a) The unaudited consolidated financial results for the quarter and nine months ended December 31, 2019 were reviewed by the Audit Committee and approved by the Board of Directors of Zodiac Clothing Company Limited ('the Company') at their meetings held on February 12, 2020. These financial results have been subject to limited review by the statutory auditors of the Company.
- b) The unaudited consolidated financial results includes the results of subsidiary companies viz, Zodiac Clothing Company S.A., Zodiac Clothing Co. (U.A.E) LLC, and Zodiac Clothing Bangladesh Limited (together referred to as 'the Group').
- c) The figures for quarter and nine months ended December 31, 2018, included in the 'Statement of Unaudited Consolidated Financial Results for the quarter and nine months ended December 31, 2019' have been approved by the Board of Directors of the Company, but have not been subjected to limited review by the statutory auditors as the mandatory requirement for limited review has been made applicable for the periods beginning April 01, 2019, pursuant to Regulation 33(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended.
- d) The Group is exclusively engaged in the business of clothing and clothing accessories. This in the context of Indian Accounting Standard (Ind AS 108) "Operating Segments", constitutes one single operating segment.
- e) On July 22, 2019 the Company has allotted 1,183,081 equity shares of Face Value Rs. 10 each at a premium of Rs 159.05 per equity share amounting to Rs. 2,000 lakhs pursuant to conversion of equivalent number of warrants allotted to the promoters of the Company on September 12, 2018.
- f) Effective April 1, 2019, the Group has adopted Ind AS 116 'Leases', which requires a lessee to recognise right-of-use assets and lease liabilities for all leases with a term of more than twelve months, unless the underlying asset is of a low value.

The Group has applied Ind AS 116 retrospectively to all the contracts existing on April 1, 2019, with cumulative effect of initially applying the new standard recognized to the retained earnings on the date of initial application. Accordingly, comparatives for previous periods have not been restated.

The impact of adopting Ind AS 116 on the above unaudited consolidated financial results is as follows:

(Rs. in Lakhs)

Particulars	Quarter ended	Change due to Ind AS	Quarter ended	Nine Months ended	Change due to Ind AS	Nine Months ended
	December 31, 2019 Comparable basis	116 increase / (decrease)	December 31, 2019 as reported	December 31, 2019 Comparable basis	116 increase / (decrease)	December 31, 2019 as reported
Finance costs	104	240	344	310	752	1,062
Depreciation and amortization expense	257	632	889	821	1,815	2,636
Other expenses	2,191	(818)	1,373	7,224	(2,452)	4,772
Loss before tax	(294)	54	(348)	(2,173)	115	(2,288)

- g) During the previous year ended March 31, 2019, there had been default of interest receivable on non-convertible debentures of I L & F S Transportation Networks Limited. The Group had accordingly considered it prudent to fully impair these investments and had made a provision of Rs. 306 Lakhs for year ended March 31, 2019, which has been disclosed as 'Exceptional items' in the above results.
- h) The above financial results are prepared in compliance with Indian Accounting Standard ("Ind AS") as notified under section 133 of the Companies Act, 2013 ("the Act") [Companies (Indian Accounting Standards) Rules, 2015], as amended.

Place : Mumbai
Date : February 12, 2020



For and on behalf of the Board of Directors

S. Y. NOORANI
Vice Chairman & Managing Director
DIN: 00068423

Price Waterhouse Chartered Accountants LLP

Review Report

The Board of Directors
Zodiac Clothing Company Limited
Nyloc House, 254, D-2,
Dr. Annie Besant Road,
Worli, Mumbai - 400 030.

1. We have reviewed the unaudited consolidated financial results of Zodiac Clothing Company Limited (the "Parent Company"), its subsidiaries (hereinafter referred to as the "Group"), for the quarter and nine months ended December 31, 2019 which are included in the accompanying 'Statement of Unaudited Consolidated Financial Results for the Quarter and Nine Months Ended December 31, 2019'. The Statement has been prepared by the Parent Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), which has been initialed by us for identification purposes. Attention is drawn to the fact that the consolidated figures for the corresponding quarter and nine months ended December 31, 2018 as reported in these financial results have been approved by the Parent Company's Board of Directors, but have not been subjected to review.
2. This Statement, which is the responsibility of the Parent Company's Management and has been approved by the Parent Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the results of the following entities:
 - i. Zodiac Clothing Co. S.A
 - ii. Zodiac Clothing Co. (U.A.E) LLC
 - iii. Zodiac Clothing Bangladesh Limited



Price Waterhouse Chartered Accountants LLP, Nesco IT Building III, 8th Floor, Nesco IT Park, Nesco Complex Gate No. 3 Western Express Highway, Goregaon East, Mumbai - 400 063
T: +91 (22) 61198000, F: +91 (22) 61198799

Registered office and Head office: Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)

Price Waterhouse Chartered Accountants LLP

Zodiac Clothing Company Limited

Review Report on the Unaudited Consolidated financial results

Page 2 of 2

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in all material respects in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. We did not review the interim financial information of two subsidiaries included in the unaudited consolidated financial results, whose interim financial information reflect total revenues of Rs. 112.03 lacs and Rs. 965.78 lacs, total profit/(loss) after tax of Rs. (6.18) lacs and Rs. 9.52 lacs and total comprehensive income/(loss) of Rs. (6.18) lacs and Rs. 9.52 lacs, for the quarter ended December 31, 2019 and for the period from April 01, 2019 to December 31, 2019, respectively. These interim financial information have been reviewed by other auditors and their reports vide which they have issued an unmodified conclusion, have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above. Our conclusion on the Statement is not modified in respect of the above matter.
7. The unaudited consolidated financial results includes the interim financial information of one subsidiary which has not been reviewed by their auditors, whose interim financial information reflect total revenue of Rs. Nil and Rs. Nil, total loss after tax of Rs. 5.43 lacs and Rs. 6.21 lacs and total comprehensive loss of Rs. 5.43 lacs and Rs. 6.21 lacs for the quarter ended December 31, 2019 and for the period from April 01, 2019 to December 31, 2019, respectively. According to the information and explanations given to us by the Management, these interim financial information are not material to the Group. Our conclusion on the Statement is not modified in respect of the above matter.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016



Sachin Parekh
Partner

Membership Number: 107038

UDIN : 20107038 AAKAAV5877

Place: Mumbai

Date: February 12, 2020

ZODIAC CLOTHING COMPANY LIMITED

Regd. Office: Nyloc House 254, D-2 Dr. Annie Besant Road, Worli, Mumbai 400030

Tel : 022-66677000, Fax : 022-66677279, Website : www.zodiaconline.com, Email Id : cosecy@zodiacmtc.com

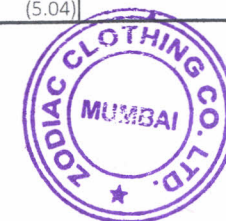
CIN: L17100MH1984PLC033143

STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2019

(Rs. in Lakhs)

Sr. No.	Particulars	Quarter ended			Nine Months ended		Year ended
		December 31, 2019 (Unaudited)	September 30, 2019 (Unaudited)	December 31, 2018 (Unaudited)	December 31, 2019 (Unaudited)	December 31, 2018 (Unaudited)	March 31, 2019 (Audited)
I	Revenue From Operations	5,174	4,265	6,079	14,650	16,091	21,442
II	Other Income	90	417	301	1,366	1,137	1,178
III	Total Income (I+II)	5,264	4,682	6,380	16,016	17,228	22,620
IV	EXPENSES						
	Cost of materials consumed	1,731	1,619	1,916	5,074	5,741	7,665
	Purchases of stock-in-trade	105	40	28	292	347	443
	Change in inventories of finished goods, work-in-progress and stock-in-trade	(138)	(330)	(172)	(359)	(655)	(780)
	Employee benefits expense	1,362	1,385	1,414	4,329	4,441	5,740
	Finance costs	344	346	86	1,062	266	434
	Depreciation and amortization expense	880	822	257	2,615	781	1,041
	Other expenses	1,348	1,483	2,825	4,699	7,356	9,550
	Total expenses (IV)	5,632	5,365	6,354	17,712	18,277	24,093
V	Profit / (Loss) before exceptional items and tax (III - IV)	(368)	(683)	26	(1,696)	(1,049)	(1,473)
VI	Exceptional Items (Refer Note 'e' below)	-	-	(45)	-	(45)	(306)
VII	Profit / (Loss) before tax (V - VI)	(368)	(683)	(19)	(1,696)	(1,094)	(1,779)
VIII	Tax Expense / (Credit):						
	Current tax	-	-	-	110	107	107
	Deferred tax	(97)	(42)	(69)	(254)	(201)	(276)
	Tax in respect of earlier years	-	-	18	-	18	235
IX	Profit / (Loss) for the period (VII - VIII)	(271)	(641)	32	(1,552)	(1,018)	(1,845)
X	Other comprehensive income						
	A. (i) Items that will not be reclassified to profit or loss	(176)	(307)	(6)	(409)	2	(397)
	(ii) Income tax relating to the items that will not be reclassified to profit or loss	-	-	1	-	(1)	7
	B. (i) Items that will be reclassified to profit or loss	(15)	(49)	107	(7)	69	59
	(ii) Income tax relating to the items that will be reclassified to profit or loss	4	14	(29)	2	(19)	(16)
	Total other comprehensive income / (loss)	(187)	(342)	73	(414)	51	(347)
XI	Total comprehensive income / (loss) for the period (IX + X)	(458)	(983)	105	(1,966)	(967)	(2,192)
XII	Paid -up equity share capital (Face value Rs. 10/-per share)	2,248	2,248	2,129	2,248	2,129	2,129
XIII	Other Equity as per Balance Sheet of previous accounting year						24,403
XIV	Earnings per share (EPS) (not annualized) (in Rs.)						
	(1) Basic	(1.21)	(2.91)	0.16	(7.05)	(5.04)	(8.99)
	(2) Diluted	(1.21)	(2.91)	0.16	(7.05)	(5.04)	(8.99)

See accompanying notes to financial results



ZODIAC CLOTHING COMPANY LIMITED

NOTES TO UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2019

- a) The unaudited standalone financial results for the quarter and nine months ended December 31, 2019 were reviewed by the Audit Committee and approved by the Board of Directors of Zodiac Clothing Company Limited ('the Company') at their meetings held on February 12, 2020. These financial results have been subject to limited review by the statutory auditors of the Company.
- b) The Company is exclusively engaged in the business of clothing and clothing accessories. This in the context of Indian Accounting Standard (Ind AS 108) "Operating Segments", constitutes one single operating segment.
- c) On July 22, 2019 the Company has allotted 1,183,081 equity shares of Face Value Rs. 10 each at a premium of Rs 159.05 per equity share amounting to Rs. 2,000 lakhs pursuant to conversion of equivalent number of warrants allotted to the promoters of the Company on September 12, 2018.
- d) Effective April 1, 2019, the Company has adopted Ind AS 116 'Leases', which requires a lessee to recognise right-of-use assets and lease liabilities for all leases with a term of more than twelve months, unless the underlying asset is of a low value.

The Company has applied Ind AS 116 retrospectively to all the contracts existing on April 1, 2019, with cumulative effect of initially applying the new standard recognized to the retained earnings on the date of initial application. Accordingly, comparatives for previous periods have not been restated.

The impact of adopting Ind AS 116 on the above unaudited standalone financial results is as follows:

(Rs. in Lakhs)

Particulars	Quarter ended	Change due to Ind AS 116 increase / (decrease)	Quarter ended	Nine Months ended	Change due to Ind AS 116 increase / (decrease)	Nine Months ended
	December 31, 2019 Comparable basis		December 31, 2019 as reported			
Finance costs	104	240	344	310	752	1,062
Depreciation and amortization expense	248	632	880	800	1,815	2,615
Other expenses	2,166	(818)	1,348	7,151	(2,452)	4,699
Loss before tax	(314)	54	(368)	(1,581)	115	(1,696)

- e) During the previous year ended March 31, 2019, there had been default of interest receivable on non-convertible debentures of I L & F S Transportation Networks Limited. The Company had accordingly considered it prudent to fully impair these investments and had made a provision of Rs. 306 Lakhs for year ended March 31, 2019, which has been disclosed as 'Exceptional items' in the above results.
- f) The above financial results are prepared in compliance with Indian Accounting Standard ("Ind AS") as notified under section 133 of the Companies Act, 2013 ("the Act") [Companies (Indian Accounting Standards) Rules, 2015], as amended.

Place : Mumbai
Date : February 12, 2020



For and on behalf of the Board of Directors

S. Y. Noorani
S. Y. NOORANI
Vice Chairman & Managing Director
DIN: 00068423

Price Waterhouse Chartered Accountants LLP

Review Report

The Board of Directors
Zodiac Clothing Company Limited
Nyloc House, 254, D-2,
Dr. Annie Besant Road,
Worli, Mumbai - 400 030.

1. We have reviewed the unaudited standalone financial results of Zodiac Clothing Company Limited (the "Company") for the quarter and the nine months ended December 31, 2019 which are included in the accompanying 'Statement of Unaudited Standalone Financial Results for the Quarter and Nine Months Ended December 31, 2019' (the "Statement"). The Statement has been prepared by the Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations, 2015"), which has been initialled by us for identification purposes.
2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion. .
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Statement has not been prepared in all material respects in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Sachin Parekh
Partner

Membership Number: 107038

UDIN: 20107038AAAAAU4361

Place: Mumbai
Date: February 12, 2020

Price Waterhouse Chartered Accountants LLP, Nesco IT Building III, 8th Floor, Nesco IT Park, Nesco Complex
Gate No. 3 Western Express Highway, Goregaon East, Mumbai - 400 063
T: +91 (22) 61198000, F: +91 (22) 61198799

Registered office and Head office: Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)