

# ZODIAC

22<sup>nd</sup> May, 2019

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,

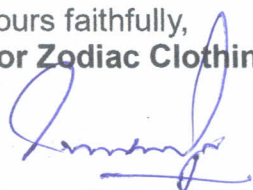
**Sub: Submission of Annual Secretarial Compliance Report for the Year  
ended 31st March, 2019.**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2019 issued by M/s. Robert Pavrey & Associates, Company Secretaries.

You are requested to kindly take the above information on record.

Thanking you,

Yours faithfully,  
For Zodiac Clothing Company Limited



Kumar Iyer  
Company Secretary  
Membership No.: A9600



Encl: As above

**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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**Secretarial Compliance Report of  
Zodiac Clothing Company Limited for the year ended March 31, 2019**

We, Robert Pavrey & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Zodiac Clothing Company Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”), and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulations) Act, 1956 (“SCRA”), the rules thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”).

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with effect from 11 September, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 notified with effect from 11th September 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-convertible and Redeemable Preference shares) Regulations, 2013; and
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015.

And circulars/ guidelines issued thereunder; and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.

Robert Pavrey & Associates  
Company Secretaries



4/8, Santacruz Mansions, 2nd Floor, Santacruz (E), Mumbai 400055

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- (c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/guidelines issued thereunder: **Not Applicable**
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports. **Not Applicable**

For **ROBERT PAVREY & ASSOCIATES**

*Company Secretaries*

A handwritten signature in blue ink, appearing to read 'R. Pavrey', with the number '252928' written below it.

**ROBERT PAVREY**

Proprietor

FCS 2928 CP. No. : 1848



Place: Mumbai  
Date: May 21, 2019