

ZODIAC

15th July, 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: Submission of Annual Secretarial Compliance Report for the Year ended 31st March, 2020.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the Annual Secretarial Compliance Report for the year ended 31st March, 2020 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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www.zodiaconline.com



**Secretarial Compliance Report of Zodiac Clothing Company Limited
for the year ended March 31, 2020**

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, 2020 (“**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**”) 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) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 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;
- (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 my examination of those records.



- (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

**ROBERT
PAVREY**

Digitally signed by ROBERT PAVREY
DN: cn=ROBERT PAVREY, c=IN,
st=Maharashtra, o=Personal,
serialNumber=093afe721ec496a41e2e
32daa0a473aa14d96f990d81e1a2bba
a9bc6ae
Date: 2020.07.13 19:21:50 +05'30'

Place: Mumbai
Dated: July 13, 2020

ROBERT PAVREY
Proprietor
FCS 2928 CP. No. : 1848
UDIN: F002928B000444600