

ZODIAC

19th October 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

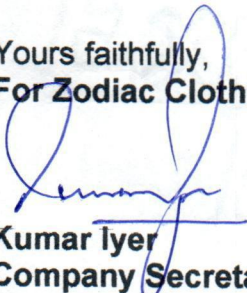
Dear Sirs,

Sub: **Compliance Certificate under Clause 40(10) of the Listing Agreement**

In terms of Regulation 40(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, enclosed please find the Compliance Certificate dated 17th October, 2020 issued by R & A Associates, Practicing Company Secretary, for the half year ended 30th September, 2020.

Request you to kindly take the same on record.

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



**CERTIFICATE UNDER REGULATION 40(9) OF SECURITIES AND EXCHANGE BOARD
OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015 FOR THE HALF YEAR ENDED 30th SEPTEMBER, 2020**

We have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to Zodiac Clothing Company Limited (Company) having its registered office at Nyloc House, 254, D-2, Dr. Annie Besant Road, Worli Mumbai-400030, Maharashtra, maintained by the Registrar and Share Transfer Agent (RTA), M/s Karvy Fintech Private Limited, Share Transfer Agents (RTA) of the Company, having its Office at Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032 Telangana, pertaining to transfer of equity shares for the period from 1st April, 2020 to 30th September, 2020 for the purpose of issuing a Certificate as per Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement entered into by, Zodiac Clothing Company Limited with National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and based on the information provided by the Company/RTA, we hereby certify that:

- A. The Company has delivered during half year ended on 30th September, 2020 share Certificates relating to the transfer of shares received during the period from 1st April, 2020 to 30th September, 2020, as entered in the Memorandum of Transfers within stipulated time from the date of lodgment of each deed except those rejected on technical grounds;
- B. The Company has not received any requests for duplicate and transmission during the period from 1st April, 2020 to 30th September, 2020;
- C. The Company has not received any requests for split, replacement/renewal, sub-division, consolidation, exchange or endorsement of calls/allotment monies during the period from 1st April, 2020 to 30th September, 2020.

For R & A Associates

Place : Hyderabad

Date : October 17, 2020

(G Raghu Babu)

Partner

FCS.No.# 4448, C.P. # 2820

UDIN: F004448B000982788