

ZODIAC

24th June, 2021

National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra East Mumbai - 400051 Scrip Code : 521163	BSE Limited, Corporate Relationship Department, First Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Mumbai - 400001 Scrip Code : ZODIACLOTH
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Dear Sirs,

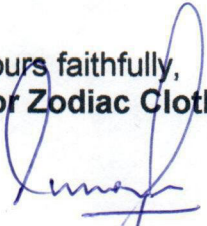
Sub: Submission of Annual Secretarial Compliance Report for the Year ended 31st March, 2021.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclosed the Annual Secretarial Compliance Report for the year ended 31st March, 2021 issued by M/s. Robert Pavrey & Associates, Company Secretaries.

You are requested to take the same 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, 2021**

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, 2021 (“**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 with effect from 11 September, 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 (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-convertible and Redeemable Preference shares) Regulations, 2013;
- (g) 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:

In respect of the meeting of the board of directors of the Company held on September 15, 2020 to consider the approval of financial results for the quarter ended June 30, 2020, the notice of such meeting given to the stock exchanges was short by one day. The National Stock Exchange of India Limited levied a fine of Rs. 10,000 for non-compliance of Regulation 29(2)/(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which was paid by the Company. The Bombay Stock Exchange Limited waived the penalty.

- (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=1093afec721ec486a41eee
32f0aca0a478aa14d6f6f960d61e1a2bba
29b0c6ae
Date: 2021.06.24 13:12:27 +05'30'

Place: Mumbai
Dated: June 24, 2021

ROBERT PAVREY
Proprietor
FCS 2928 CP. No. : 1848
UDIN: F002928C000505617