

ZODIAC CLOTHING COMPANY LIMITED

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Tel : 022-66677000, Fax : 022-66677279, Website : www.zodiaconline.com, Email Id : cosecy@zodiacmfc.com
CIN: L17100MH1984PLC033143

STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30TH JUNE 2015

Part I

Rs. in Lakhs (Excluding Earnings per share)

Sl No	Particulars	3 Months Ended on 30th June 2015 Unaudited	Preceding 3 Months Ended on 31st March 2015 Unaudited (Refer Note 'g' below)	Corresponding 3 Months ended on 30th June 2014 Unaudited	Previous Year Ended on 31st March 2015 Audited
1	Income From Operations				
(a)	Net Sales / Income from operations (net of excise duty)	7,203	8,013	7,919	30,761
(b)	Other Operating Income	429	389	399	1,740
	Total Income From Operations (net)	7,632	8,402	8,318	32,501
2	Expenses				
(a)	Cost of Materials Consumed	2,867	3,233	3,453	12,307
(b)	Purchases of Stock in Trade	474	231	495	2,044
(c)	Change in Inventories of Finished Goods, Work in Progress and Stock in Trade	(20)	450	(773)	(498)
(d)	Employees Benefits Expense	1,383	1,441	1,425	5,773
(e)	Depreciation and Amortization Expense	221	205	402	805
(f)	Rent Expense	983	946	806	3,624
(g)	Other Expenses	2,373	2,102	2,508	8,598
	Total Expenses	8,281	8,608	8,316	32,653
3	(Loss) / Profit from Operations before Other income, Finance cost & Exceptional Items (1-2)	(649)	(206)	2	(152)
4	Other Income	772	448	262	1,558
5	Profit from ordinary activities before finance cost & exceptional items (3+4)	123	242	264	1,406
6	Finance Costs	49	66	39	221
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	74	176	225	1,185
8	Exceptional Items	-	-	-	-
9	Profit from Ordinary Activities before Tax (7+8)	74	176	225	1,185
10	Tax Expense	13	12	77	235
11	Net Profit from Ordinary Activities After Tax (9-10)	61	164	148	950
12	Extraordinary items (Net of tax Expense)	-	-	-	-
13	Net Profit for the period (11-12)	61	164	148	950
14	Paid -up Equity Share Capital (Face value Rs. 10/-per share)	1,951	1,951	1,939	1,951
15	Reserve excluding revaluation reserves as per Balance Sheet of Previous Accounting Year				18,164
16	Earnings per share (EPS) (Not annualised)				
(a)	Basic	0.31	0.83	0.76	4.89
(b)	Diluted	0.31	0.83	0.76	4.87

See accompanying notes to the Financial Results

Part II

Select Information for the quarter ended 30th June 2015

Sl No	Particulars	3 Months Ended on 30th June 2015	Preceding 3 Months Ended on 31st March 2015	Corresponding 3 Months ended on 30th June 2014	Previous Year ended on 31st March 2015
A	PARTICULARS OF SHAREHOLDING				
1	Public shareholding				
	- Number of Shares	7904282	7904282	7831399	7904282
	- Percentage of Shareholding	40.51	40.51	40.39	40.51
2	Promoters and promoters group shareholding				
a)	Pledged/Encumbered				
	- Number of Shares	0.00	0.00	0.00	0.00
	- Percentage of shares	0.00	0.00	0.00	0.00
	(As a % of the total shareholding of promoter and promoter group)				
	- Percentage of shares	0.00	0.00	0.00	0.00
	(As a % of the total share capital of the company)				
b)	Non-Encumbered				
	- Number of Shares	11606917	11606917	11558599	11606917
	- Percentage of shares	100.00	100.00	100.00	100.00
	(As a % of the total shareholding of promoter and promoter group)				
	- Percentage of shares	59.49	59.49	59.61	59.49
	(As a % of the total share capital of the company)				

Particulars	3 Months ended on 30th June 2015 (Numbers)
B Investor Complaints	
Pending at the beginning of the Quarter	-
Received during the Quarter	3
Disposed of during the Quarter	3
Remaining unresolved at the end of the Quarter	-



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Notes

- a) The above standalone unaudited financial results for the quarter ended 30th June, 2015 were reviewed by the audit committee, and approved by the Board of Directors on 12th August, 2015. The Statutory Auditors of the Company have carried out a limited review of the above Standalone Unaudited Financial Results in terms of Clause 41 of the Listing agreement.
- b) The Company is exclusively engaged in the business of clothing and clothing accessories. This in the context of Accounting Standard (AS 17) "Segment Reporting", constitutes one single primary segment.
- c) (i) In order to recognise the impact of fluctuation in foreign currency rates arising out of derivative instruments acquired to hedge highly probable forecast transactions and firm commitments in appropriate accounting periods, the company has been consistently applying the principles of hedge accounting set out in the Accounting Standard 30, "Financial Instruments: Recognition and Measurement" issued by The Institute Of Chartered Accountants Of India, whereby the impact of net unrealised losses (or gains) of derivative instruments are carried as a Hedging Reserve to be ultimately set off in the Statement of Profit and loss when the underlying transaction is recognised.
- (ii) The non-derivative financial liabilities in the form of Pre-shipment Export Credit in Foreign Currency (PCFC) borrowings have been designated as hedging instruments to hedge the highly probable forecast sales in foreign currency.
- (iii) The balances carried in Hedging Reserve at the end of each reporting period is Rs. 29 lakhs (debit) as at 30th June, 2015, Rs. 38 lakhs (debit) as at 30th June, 2014 and Rs. 22 lakhs (credit) as at 31st March, 2015.
- (iv) The exchange losses or gains and amortisation of deferred premium cost recognised in these results and included / (netted off) in other expenses / finance costs / other income, as applicable, is Rs. 66 lakhs (loss) for quarter ended 30th June, 2015, Rs. 1 lakh (gain) for quarter ended 31st March, 2015, Rs. 173 lakhs (gain) for quarter ended 30th June, 2014 and Rs. 67 lakhs (gain) for year ended 31st March, 2015.
- d) Out of total employee stock options granted under Zodiac Employees' Stock Option Plan, 2006, 124,874 employee stock options including bonus entitlement thereon have lapsed till date. During the quarter, no employee stock options have been exercised.
- e) Other expenditure includes Rs. 20 lakhs being provision for remuneration to the Managing Directors for the quarter ended 30th June, 2015 which is dependent upon the determination of Net Profit at the year end and necessary approvals, if any, under the relevant provisions of the Companies Act, 2013.
- f) The Company is in the process of determining and identifying significant components of Fixed Assets as prescribed under Schedule II to the Companies Act, 2013 and the resultant impact if any, will be considered in due course during the Financial Year 2015-16.
- g) The figures for the preceding 3 months ended 31st March, 2015 are the balancing figures between the audited figures in respect of the full financial year ended on 31st March, 2015 and published year to date unaudited figures upto the third quarter ended on 31st December, 2014.
- h) Figures for the previous periods have been regrouped wherever necessary to conform to the current period's classification.

Place: Mumbai
Date: 12th August, 2015

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By ORDER OF THE BOARD

Handwritten signature of A.Y. Noorani.
A.Y. Noorani
Vice Chairman & Managing Director

Deloitte Haskins & Sells LLP

Chartered Accountants
Indiabulls Finance Centre
Tower 3, 27th - 32nd Floor
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INDEPENDENT AUDITORS' REVIEW REPORT TO THE BOARD OF DIRECTORS OF ZODIAC CLOTHING COMPANY LIMITED

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of **Zodiac Clothing Company Limited** ("the Company") for the Quarter ended June 30, 2015 ("the Statement"), being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II - Select Information referred to in paragraph 4 below. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. 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 is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the Stock Exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.
4. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged / encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements with the Stock Exchanges and the particulars relating to investor complaints disclosed in Part II - Select Information for the Quarter ended June 30, 2015 of the Statement, from the details furnished by the Management.



For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

A handwritten signature in blue ink, appearing to read "R. Laxminarayan".

R. Laxminarayan
Partner
(Membership No. 33023)

Mumbai, August 12, 2015

STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30TH JUNE 2015

Part I		Rs. in Lakhs (Excluding Earnings per share)			
Sl No	Particulars	3 Months Ended on 30th June 2015 Unaudited	Preceding 3 Months Ended on 31st March 2015 Unaudited (Refer Note 'j' below)	Corresponding 3 Months ended on 30th June 2014 Unaudited	Previous Year Ended on 31st March 2015 Audited
1	Income From Operations				
(a)	Net Sales / Income from operations (net of excise duty)	8,225	10,012	9,437	37,446
(b)	Other Operating Income	484	451	447	1,949
	Total Income From Operations (net)	8,709	10,463	9,884	39,395
2	Expenses				
(a)	Cost of Materials Consumed	3,102	3,797	3,901	14,126
(b)	Purchases of Stock in Trade	746	954	827	4,063
(c)	Change in Inventories of Finished Goods, Work in Progress and Stock in Trade	12	517	(790)	(521)
(d)	Employees Benefits Expense	1,666	1,739	1,733	7,005
(e)	Depreciation and Amortization Expense	265	258	461	1,046
(f)	Other Expenses	3,433	3,192	3,447	12,739
	Total Expenses	9,224	10,457	9,579	38,458
3	(Loss) / Profit from Operations before Other income, Finance cost & Exceptional Items (1-2)	(515)	6	305	937
4	Other Income	79	282	250	580
5	(Loss) / Profit from ordinary activities before finance cost & exceptional items (3+4)	(436)	288	555	1,517
6	Finance Costs	54	75	44	250
7	(Loss) / Profit from ordinary activities after finance costs but before exceptional items (5-6)	(490)	213	511	1,267
8	Exceptional Items	-	-	-	-
9	(Loss) / Profit from Ordinary Activities before Tax (7+8)	(490)	213	511	1,267
10	Tax Expense	44	47	108	365
11	Net (Loss) / Profit from Ordinary Activities After Tax (9-10)	(534)	166	403	902
12	Extraordinary Items (Net of Tax Expense)	-	-	-	-
13	Net (Loss) / Profit for the period (11-12)	(534)	166	403	902
14	Minority Interest	-	-	-	-
15	Net (Loss) / Profit for the period after Minority Interest (13-14)	(534)	166	403	902
16	Paid-up Equity Share Capital (Face value Rs.10/-per share)	1,951	1,951	1,939	1,951
17	Reserve excluding revaluation reserves as per Balance Sheet of Previous Accounting Year				24,788
18	Earnings per share (EPS) (Not annualised)				
(a)	Basic	(2.74)	0.85	2.08	4.64
(b)	Diluted (Refer Note 'h' below)	(2.74)	0.85	2.07	4.63

See accompanying notes to the Financial Results



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Part II
Select Information for the quarter ended 30th June, 2015

Sl No	Particulars	3 Months Ended on 30th June 2015	Preceding 3 Months Ended on 31st March 2015	Corresponding 3 Months ended on 30th June 2014	Previous Year Ended on 31st March 2015
A	PARTICULARS OF SHAREHOLDING				
1	Public shareholding				
	- Number of Shares	7904282	7904282	7831399	7904282
	- Percentage of Shareholding	40.51	40.51	40.39	40.51
2	Promoters and promoters group shareholding				
	a) Pledged/Encumbered				
	- Number of Shares	0.00	0.00	0.00	0.00
	- Percentage of shares	0.00	0.00	0.00	0.00
	(As a % of the total shareholding of promoter and promoter group)				
	- Percentage of shares	0.00	0.00	0.00	0.00
	(As a % of the total share capital of the company)				
	b) Non - Encumbered				
	- Number of Shares	11606917	11606917	11558599	11606917
	- Percentage of shares	100.00	100.00	100.00	100.00
	(As a % of the total shareholding of promoter and promoter group)				
	- Percentage of shares	59.49	59.49	59.61	59.49
	(As a % of the total share capital of the company)				

	Particulars	3 Months ended on 30th June 2015 (Numbers)
B	Investor Complaints	
	Pending at the beginning of the Quarter	-
	Received during the Quarter	3
	Disposed of during the Quarter	3
	Remaining unresolved at the end of the Quarter	-

- Notes**
- a) The above Consolidated Unaudited financial results for the quarter ended 30th June, 2015 were reviewed by the audit committee, and approved by the Board of Directors on 12th August, 2015. The Statutory Auditors of the Company have carried out a limited review of the above Consolidated Unaudited Financial Results in terms of Clause 41 of the Listing agreement.
- b) Zodiac Clothing Company Limited conducts its operations alongwith its subsidiaries. These Consolidated Financial Results are prepared in accordance with the principles and procedures as set out in Accounting Standard - 21 on "Consolidated Financial Statements". The Consolidated Financial Results represent the Consolidated Accounts of Zodiac Clothing Company Limited, with its following Subsidiaries:-

Name of the Subsidiary Company	Ownership Interest in %
Zodiac Finsec and Holdings Limited	100
Zodiac Clothing Company S.A.	100
Zodiac Clothing Company (UAE) LLC	100
Zodiac Clothing Company Inc	100
Zodiac Properties Limited	100



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- c) The Company has opted to publish only Consolidated Financial Results. The Standalone Financial Results of the Company for the quarter ended 30th June, 2015 will be available on the Company's website viz. www.zodiaconline.com and on the websites of the BSE (www.bseindia.com) and NSE (www.nseindia.com). Additional Information on Standalone basis is as follows:

(Rs. In Lakhs)

Particulars	3 Months Ended on 30th June 2015 Unaudited	Preceding 3 Months Ended on 31st March 2015 Unaudited (Refer Note 'j' below)	Corresponding 3 Months ended on 30th June 2014 Unaudited	Previous Year Ended on 31st March 2015 Audited
Total Operating Income	7,632	8,402	8,318	32,501
Profit Before Tax	74	176	225	1,185
Net Profit after Tax	61	164	148	950

- d) Segmentwise Revenue, Results and Capital Employed for the Quarter ended 30th June, 2015:

(Rs. In Lakhs)

Sl No	Particulars	3 Months Ended on 30th June 2015 Unaudited	Preceding 3 Months Ended on 31st March 2015 Unaudited (Refer Note 'j' below)	Corresponding 3 Months ended on 30th June 2014 Unaudited	Previous Year Ended on 31st March 2015 Audited
1	Segment revenue				
	a) Clothing and Clothing Accessories (Net of excise duty)	8,615	10,376	9,794	39,022
	b) Investments	94	87	90	373
	Total Revenue (Net of excise duty)	8,709	10,463	9,884	39,395
2	Segment Results				
	a) Clothing and Clothing Accessories	(548)	156	466	1,039
	b) Investment	58	57	45	228
	Total (Loss) / Profit before Tax	(490)	213	511	1,267
3	Capital Employed (Segment Assets - Segment Liabilities)				
	a) Clothing and Clothing Accessories	19,792	21,080	20,709	21,080
	b) Investment	6,489	5,659	5,407	5,659
	Total	26,281	26,739	26,116	26,739

- e) (i) In order to recognise the impact of fluctuation in foreign currency rates arising out of derivative instruments acquired to hedge highly probable forecast transactions and firm commitments in appropriate accounting periods, the company has been consistently applying the principles of hedge accounting set out in the Accounting Standard 30, "Financial Instruments: Recognition and Measurement" issued by The Institute Of Chartered Accountants Of India, whereby the impact of net unrealised losses (or gains) of derivative instruments are carried as a Hedging Reserve to be ultimately set off in the Statement of Profit and loss when the underlying transaction is recognised.
- (ii) The non-derivative financial liabilities in the form of Pre-shipment Export Credit in Foreign Currency (PCFC) borrowings have been designated as hedging instruments to hedge the highly probable forecast sales in foreign currency.
- (iii) The balances carried in Hedging Reserve at the end of each reporting period is Rs. 30 lakhs (debit) as at 30th June, 2015, Rs. 47 lakhs (debit) as at 30th June, 2014 and Rs. 44 lakhs (credit) as at 31st March, 2015
- (iv) The exchange losses or gains and amortization of deferred premium cost recognised in these results and included / (netted off) in other expenses / finance costs / other income, as applicable, is Rs. 12 lakhs (loss) for the quarter ended 30th June, 2015, Rs. 28 lakhs (loss) for the Preceding quarter ended 31st March, 2015, Rs. 197 lakhs (gain) for the Corresponding quarter ended 30th June, 2014 and Rs. 7 lakhs (loss) for year ended 31st March, 2015.
- f) Out of total employee stock options granted under Zodiac Employees' Stock Option Plan, 2006, 124,874 employee stock options including bonus entitlement thereon have lapsed till date. During the quarter, no employee stock options have been exercised.
- g) Other expenditure includes Rs. 20 lakhs being provision for remuneration to the Managing Directors for the quarter ended 30th June, 2015 which is dependent upon the determination of Net Profit at the year end and necessary approvals, if any, under the relevant provisions of the Companies Act, 2013.
- h) In view of the loss incurred during the quarter, shares to be issued under Employees' Stock Option Plan, 2006 are not considered to be dilutive in nature and the effect of this is ignored in calculating diluted earnings per share in accordance with Accounting Standard 20 viz. Earning Per share.
- i) The group is in the process of determining and identifying significant components of Fixed Assets as prescribed under Schedule II to the Companies Act, 2013 and the resultant impact if any, will be considered in due course during the Financial Year 2015-16.
- j) The figures for the preceding 3 months ended 31st March, 2015 are the balancing figures between the audited figures in respect of the full financial year ended on 31st March, 2015 and published year to date unaudited figures upto the third quarter ended on 31st December, 2014.
- k) Figures for the previous periods have been regrouped wherever necessary to conform to the current period's classification.

Place: Mumbai
Date: 12th August, 2015



By ORDER OF THE BOARD

A.Y.Noorani
Vice Chairman & Managing Director

(Signature)

Deloitte Haskins & Sells LLP

Chartered Accountants
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INDEPENDENT AUDITORS' REVIEW REPORT TO THE BOARD OF DIRECTORS OF ZODIAC CLOTHING COMPANY LIMITED

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **Zodiac Clothing Company Limited** ("the Company") and its subsidiaries (the Company and its subsidiaries constitute "the Group") for the Quarter ended June 30, 2015 ("the Statement"), being submitted by the Company pursuant to Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II - Select Information referred to in paragraph 7 below. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. 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 is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. The Statement includes the financial results of the following subsidiaries :
 - i) Zodiac Finsec and Holdings Limited
 - ii) Zodiac Clothing Company S.A
 - iii) Zodiac Clothing Company (UAE) LLC
 - iv) Zodiac Clothing Company Inc.
 - v) Zodiac Properties Limited
4. We did not review the interim financial statements / information / results of two subsidiaries, included in the consolidated financial results, whose interim financial statements / information / results reflect total revenues of Rs. 1450 lakhs for the Quarter ended June 30, 2015 and total profit after tax of Rs. 108 lakhs for the Quarter ended June 30, 2015, as considered in the consolidated financial results. These interim financial statements / information / results have been reviewed by other auditors whose reports have been furnished to us by the Management and our report 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.
5. The consolidated financial results includes the interim financial statements / information / results of three subsidiaries which have not been reviewed by their auditors, whose interim financial statements / information / results reflect total revenues of Rs. 18 lakhs for the Quarter ended June 30, 2015, and total (loss) after tax of Rs. 28 lakhs for the Quarter ended June 30, 2015, as considered in the consolidated financial results.



**Deloitte
Haskins & Sells LLP**

6. Based on our review conducted as stated above, based on the consideration of the reports of the other auditors referred to in paragraph 4 above and except for the possible effects of the matter described in paragraph 5 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the Stock Exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.
7. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged / encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements with the Stock Exchanges and the particulars relating to investor complaints disclosed in Part II - Select Information for the Quarter ended June 30, 2015 of the Statement, from the details furnished by the Management.



For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

R. Laxminarayan
Partner
(Membership No. 33023)

Mumbai, August 12, 2015