

ZODIAC

10th October, 2018

The National Stock Exchange of India Ltd.
Exchange Plaza
5th Floor, Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai- 400 051

BSE Limited,
Corporate Relationship Department,
First Floor, New Trading Ring,
Rotunda Building, P.J. Tower,
Dalal Street,
Mumbai-400 001

Dear Sirs,

Sub: **Compliance Certificate under Regulation 40(10) of the Listing Regulations**

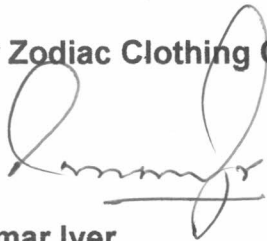
In terms of Regulation 40(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, enclosed please find the Compliance Certificate dated 5th October 2018 issued by R & A Associates, Practicing Company Secretaries, for the half year ended 30th September 2018.

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

**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, 2018**

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 Computershare 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, 2018 to 30th September, 2018 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 not received any request for transfer of shares during the period from 1st April, 2018 to 30th September, 2018.
- B. The Company has delivered during half year ended on 30th September 2018, share certificates in respect of request received during the period from 1st April, 2018 to 30th September, 2018 for duplicate certificate within stipulated time except those rejected on technical grounds,
- C. The Company has not received any request for sub-division, consolidation, renewal or endorsement of calls/allotment monies during period from 1st April, 2018 to 30th September, 2018.

Place : Hyderabad
Date : October 05, 2018

For R & A Associates

(G Raghu Babu)
Partner
FCS. No.# 4448, C.P. # 2820

