

ZODIAC

4th September, 2024

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 : ZODIACLOTH	BSE Limited, Corporate Relationship Department, First Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Mumbai - 400001 Scrip Code: 521163
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Dear Sir/Madam,

Subject: Annual Report for the Financial Year 2023-24 and Notice of 40th Annual General Meeting.

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report for the Financial Year 2023-24 including the Notice of 40th Annual General Meeting ("40th AGM") of the Company to be held on **Friday, 27th September, 2024 at 3:00 p.m.** through Video Conference facility ('VC')/ Other Audio Visual Means ('OAVM') without physical presence of the members at a common venue, in compliance with the provisions of the Companies Act, 2013 ('the Act'), read with the applicable circulars as issued by "Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"), in relation to the subject matter.

The same is also available on the website of the Company, viz. www.zodiaconline.com.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,
For Zodiac Clothing Company Limited

S. Y. Noorani
Vice Chairman & Managing Director
DIN: 00068423

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

ZODIAC CLOTHING COMPANY LIMITED

CIN: L17100MH1984PLC033143

Registered Office: Nyloc House, 254, D-2, Dr. Annie Besant Road, Worli, Mumbai -400 030.
Tel: 66677000 Fax: 66677279 Website: www.zodiaconline.com email id: cosecy@zodiacmtc.com

NOTICE OF 40th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fortieth Annual General Meeting of Zodiac Clothing Company Limited will be held on Friday, 27th September, 2024 at 3.00 p.m. (IST), through video conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) facility to transact the following Business.

The proceedings of the 40th Annual General Meeting (“AGM”) shall be deemed to be conducted at the Registered Office of the Company at Nyloc House, 254, D2, Dr. Annie Besant Road, Mumbai – 400030.

A. ORDINARY BUSINESS:

- 1) To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2024 and the reports of the Board and the Auditors thereon.
- 2) To appoint a Director in place of Mr. A. Y. Noorani (DIN: 00041686), who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint a Director in place of Mr. S. Y. Noorani (DIN: 00068423), who retires by rotation and being eligible, offers himself for re-appointment.

B. SPECIAL BUSINESS:

- 4) **Appointment of Mr. Dilip Jayantilal Thakkar (DIN: 00007339) as an Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company, and pursuant to the approval and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company (“Board”), Mr. Dilip Jayantilal Thakkar (DIN: 00007339), who was appointed as an Additional Director of the Company (in the capacity of Independent Director) with effect from 24th July, 2024 in terms of Section 161 of the Companies Act, 2013, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years with effect from 24th July 2024 to 23rd July 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members be and is hereby accorded for the appointment of Mr. Dilip Jayantilal Thakkar, who is presently 87 years old as an Independent Director of the Company for a period of 5(Five) years effective from 24th July 2024 to 23rd July 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee thereof or any empowered official, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.”

- 5) **Appointment of Amb. Ahmad Javed (DIN: 08668304) as an Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company, and pursuant to the approval and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company (“Board”), Amb. Ahmad Javed (DIN: 08668304), who was appointed as an Additional Director of the Company (in the capacity of Independent Director) with effect from 24th July, 2024 in terms of Section 161 of the Companies Act, 2013, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years with effect from 24th July, 2024 to 23rd July, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee thereof or any empowered official, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.”

- 6) **Re-appointment of Mr. Vaman Madhav Apte (DIN: 00003651) as an Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 (the ‘Act’) read with Companies (Appointment and Qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulations 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vaman Madhav Apte (DIN: 00003651), an Additional Director (Non-Executive & Independent) of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive & Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years with effect from 13th August, 2024 to 12th August, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee thereof or any empowered official, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.”

- 7) **Appointment of Mr. Subramaniam Ramachandran Iyer (DIN: 00580437) as a Non-Independent Non- Executive Director of the Company.**

To consider and, if thought fit, to pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the recommendation

of the Nomination and Remuneration Committee and the Board of Directors, and in respect of whom the Company has received a notice from a Member proposing his candidature for the office of Director under Section 160 of the Act, Mr. Subramaniam Ramachandran Iyer (DIN: 00580437) be and is hereby appointed as a Non-Independent Non-Executive Director of the Company with effect from 12th August, 2024, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members be and is hereby accorded for the appointment of Mr. Subramaniam Ramachandran Iyer, who is presently 84 years old as a Non-Independent Non-Executive Director of the Company with effect from 12th August, 2024, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee thereof or any empowered official, be

and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.”

By Order of the Board of Directors
For **Zodiac Clothing Company Limited**

KUMAR IYER
G. M. Legal & Company Secretary
Membership No. – A9600

Date: 08th August, 2024
Place: Mumbai

Registered Office:
Nyloc House, 254, D-2,
Dr. Annie Besant Road, Worli,
Mumbai 400 030

NOTES:

- The Ministry of Corporate Affairs (MCA), has vide its General Circular nos. 14/2020 dated 08th April, 2020 and 17/2020 dated 13th April, 2020 in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, and General Circular Nos. 20/2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated 25th September, 2023 in relation to “Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the Companies whose AGMs are due in the year 2023 or 2024 to conduct their AGMs on or before 30th September, 2024 through VC/OAVM, without the physical presence of the Members at a common venue and also provided relaxation from dispatching of physical copies of financial statements for the year 2023 and 2024, considering the above MCA Circulars, Securities and Exchange Board of India (SEBI) vide its circular no. SEBI /HO/CFD/CFD-POD-2/P/CIR/ 2023/167 dated 07.10.2023 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015” (“SEBI Circular”) provided relaxation up to 30th September, 2024, from Regulation 36(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) which requires sending hard copy of the Annual Report containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 (“Act”) to the shareholders who have not registered their email addresses. In compliance with the MCA Circulars and SEBI Circular, the AGM of the members of the Company is being held through VC / OAVM.
- The Company has enabled the Members to participate at the 40th AGM through the VC/OAVM facility provided by KFin Technologies Limited (Kfintech), Registrar and Share Transfer Agents (RTA). The instructions for participation by Members are given in the subsequent paragraphs.
- Members attending the 40th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- The Company has provided the facility to members to exercise their right to vote by electronic means both through remote e-voting and e-voting at the 40th AGM. The process of remote e-voting is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 40th AGM being held through VC/OAVM.
- Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the 40th AGM. The members who have cast their vote by remote e-voting prior to the AGM may also join the 40th AGM through VC/OAVM but shall not be entitled to cast their vote again.
- Since, the 40th AGM is being held through VC/OAVM pursuant to the applicable MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the members will not be available for the 40th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Corporate members intending to let their authorised representatives attend the Meeting through VC/OAVM are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote through VC/OAVM on their behalf at the Meeting pursuant to Section 113 of the Act. The said Resolution/ Authorization shall be sent to the Company at cosec@zodiacmte.com with a copy marked to evoting@kfintech.com.
- In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- In terms of the MCA Circulars and relevant circulars issued by the Securities and Exchange Board of India, the Notice of the 40th AGM along with the Annual Report for the financial year 2023-24, is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company’s RTA, Kfintech or the Depository Participant(s). The Company will not be dispatching physical copies of Notice of the 40th AGM and Annual Report to any Member.
- Members who have not registered /updated their email addresses and KYC , may get their email address and mobile number registered
 - Shares held in Dematerialized mode: Please reach out to the Depository Participant(s) and get the email address updated.
 - Shares held in Physical mode: Members are required to fill the requisite ISR form(s) and submit the same with our RTA (KFINTECH) along with the documents required. The ISR form(s) can be downloaded by following the link provided below: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>
- A copy of the Notice of the 40th AGM along with Annual Report for the financial year 2023-24 shall be available on the website of the Company at www.zodiaconline.com, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.
- The Explanatory Statement setting out the material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business under Item No. 4, 5, 6 and 7 of the accompanying Notice is annexed hereto.
- A brief resume of the Director proposed to be re-appointed, nature of his expertise in specific functional areas, names of Company/ies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between Directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided in Annexure A to the Notice under Details of Director seeking re-appointment at the 40th Annual General Meeting.
- Relevant documents referred to in the accompanying Notice and the Statement shall be provided for electronic inspection by the members at the Registered Office of the Company on all working days, (except Sundays and Public Holidays) during business hours up to the date of the Meeting.
- Members who hold shares in physical form can avail of the nomination facility in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filling Form No. SH-13 in duplicate with the Share Transfer Agents who, on request, shall supply blank nomination forms. Members holding

- shares in the dematerialized form may contact the Depository Participant for recording their nomination in respect of their shares.
16. As per Regulation 40 of SEBI Listing Regulations, as amended, any requests for transfer, transmission or transposition of securities of the Companies shall be effected only in dematerialized form. To eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Share Transfer Agent for assistance in this regard.
 17. All unclaimed dividends up to the Dividends for the year 2015-16 paid by the Company have been transferred to the General Revenue Account of the Central Government. Pursuant to the provisions of the Investor Education & Protection Fund (IEPF) (Uploading of Information Regarding Unpaid & Unclaimed Amounts lying with the Companies) Rules, 2012, the Company has uploaded the details of the unpaid & unclaimed amounts lying with the Company on the website of the Company (www.zodiaconline.com), as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in). Unclaimed Equity Dividend for the financial year 2016-17 is due for transfer to IEPF on or before 16th September, 2024. Members whose unclaimed dividends/shares are/will be transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Form No. IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>.
 18. In compliance with the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, the Equity Shares in respect of which dividend remains unclaimed/unpaid for the last seven or more consecutive years, are required to be transferred to the Demat Account of the IEPF authority. In this regard, the Company has already informed the concerned Members through letter(s) and subsequently through publication of Notice(s) in 'the Free Press Journal' and 'Navshakti' advising them to claim their unclaimed/unpaid dividend from the Company within the stipulated time period. The Company has also uploaded on its website i.e. www.zodiaconline.com, the complete list of member's along with relevant details pertaining to unclaimed/unpaid dividend for seven consecutive years or more and the corresponding shares liable to be transferred to the Demat account of the IEPF Authority. Members may view the aforesaid details on www.zodiaconline.com under the 'Investor Relations' category.
 19. Members are being informed that once the unclaimed/unpaid dividend is transferred to the account of IEPF and shares are transferred to the Demat account of IEPF authority, no claim shall lie against the Company in respect of such dividend/shares. The eligible members are entitled to claim such unclaimed/unpaid dividend and shares including benefits, if any, accruing on such shares from the IEPF Authority by making an application in the prescribed Form IEPF-5 online and sending the physical copy of the same duly signed along with the requisite documents to the Registered Office of the Company for verification of their claim. Those members, who have not encashed their dividends for the financial year 2016-17 and thereafter, are requested to claim it from KFintech immediately.
 20. Share transfer documents and all correspondences relating thereto, should be addressed to the Registrar and Share Transfer Agents of the Company M/s. KFin Technologies Ltd, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032, Telangana India. Toll free No. 1-800-309-4001, E-mail: einward.ris@kfintech.com.
 21. The Ministry of Corporate Affairs (MCA) has introduced a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and the rules framed thereunder. In case you have not registered your e-mail id, please communicate the same to the Company or RTA at their communication address given in the Annual Report in respect of the shares held in physical mode or communicate to the concerned DP in respect of shares held in demat/electronic mode.
 22. SEBI has mandated the submission of Permanent Account Number (PAN) as the sole identification number by every participant in securities market, irrespective of the amount of such transactions. SEBI has also mandated that for securities market transactions and off market/private transactions involving transfer of shares, it shall be necessary for the transferee(s) to furnish copy of PAN card to the Company/Share Transfer Agents for registration of such transfer of shares. Members may please note that, SEBI has also made it mandatory for submission of PAN in the following cases viz., (i) Deletion of name of the deceased shareholder(s), (ii) Transmission of shares to the legal heir(s), and (iii) Transposition of shares. Accordingly, members holding shares in dematerialized form are requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts, if not already submitted. Members holding shares in the physical form can submit their PAN details to the Company / Registrar and Transfer Agents, KFintech, if not already submitted.
 23. Members are requested to:
 - i. Quote Registered Folio / Client ID and DP ID in all their correspondence.
 - ii. For ease of conduct of the 40th AGM, members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting may register themselves as a speaker by sending their request in advance between 21st September 2024 and 26th September 2024, mentioning their name, demat account number/ folio number, email id, mobile number etc at Company's investor email-id cosecy@zodiacmctc.com. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the 40th AGM.
 24. **INSTRUCTIONS FOR MEMBERS ATTENDING THE 40TH AGM THROUGH VC/OAVM ARE AS UNDER:**
 - i. Members will be provided with a facility to attend the 40th AGM through video conferencing platform provided by KFintech. Members are requested to login at <https://emeetings.kfintech.com> and click on the "Video Conference" tab to join the Meeting by using the remote e-voting credentials.
 - ii. Please note that members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in Note No. 24 and 25.
 - iii. Members may join the Meeting through Laptops, Smartphones, Tablets or iPads for better experience. Further, members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
 - iv. Participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
 - v. Members can join the 40th AGM in the VC/OAVM mode 15 minutes before the scheduled time of commencement of the meeting by following the procedure mentioned at point (a) above, and this mode will be available throughout the proceedings of the 40th AGM.
 - vi. Members will be required to grant access to the webcam to enable a two-way video conferencing.
 - vii. Members who may want to express their views or ask questions may visit <https://emeetings.kfintech.com/> and click on the tab "Post Your Queries Here" to post their queries in the window provided, by mentioning their name, demat account number/ folio number, e-mail ID and mobile number. The window shall remain active during the remote e-voting period.
 - viii. In addition to the above-mentioned step, the members may register themselves as speakers for the 40th AGM to pose their queries. Accordingly, the members may visit <https://emeetings.kfintech.com/> and click on 'Speaker Registration' during the remote e-voting period. The company reserves the right to restrict the speakers at the 40th AGM to only those Members who have registered themselves, depending on the availability of time for the 40th AGM.
 - ix. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM at <https://evoting.kfintech.com/instapoll>. E-voting during the AGM is integrated with the VC/OAVM platform. Members may click on the voting icon ("Thumb sign") on the left side of the screen to cast their votes.
 - x. In case of any query and/or help, in respect of attending 40th AGM through VC/OAVM mode, members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC/OAVM' user manual available at the download Section of <https://evoting.kfintech.com> or contact Mr. Shyam Kumar, KFintech at Selenium Tower B, Plot 31&32, Financial District, Nanakramguda, Serilingampally Mandal Hyderabad – 500 032, Telangana. or at the email ID evoting@kfintech.com or call KFintech's toll free No.: 1800-309-4001 for any further clarifications

25. Voting Instructions:

- i. In terms of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, the Resolutions proposed at the 40th AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the 40th AGM) and through e-voting during the 40th AGM, for which purpose the Company has engaged the services of KFinTech to facilitate remote e-voting.
- ii. Please note that the Members can opt for only one mode of voting i.e. e-voting during the meeting or remote e-voting. If members opt for remote e-voting, then they should not e-vote at the meeting and vice versa. However, once an e-vote on a resolution is cast by a member, such member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the meeting and participate in the meeting, but shall not be entitled to cast their vote again.
- iii. The Board of directors of the Company have appointed Mr. B. Narasimhan, Proprietor of B.N. & Associates, a Practising Company Secretary or failing him Mr. Venkataraman K., a Practising Company Secretary as the Scrutinizer for conducting the Remote e-voting process and e-voting at the 40th AGM in a fair and transparent manner. The Scrutinizer's decision on the validity of the votes shall be final.
- iv. Voting rights will be reckoned on the paid-up value of the shares registered in the name of the Members as on 20th September 2024, being the cut-off date. Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or voting at the 40th AGM.
- v. The particulars as required by Rule 20 of the Companies (Management and Administration) Rules, 2014 shall be published through an advertisement in the following newspapers: (i) Business Standard and (ii) Lokmat.
- vi. The Scrutinizer will submit his report to the Chairman/Managing Director after the completion of scrutiny, and the result of the voting will be announced by the Chairman/Managing Director or Company Secretary of the Company duly authorized, on or before 30th September 2024 at the registered office of the Company and will also be displayed on the Company's website (www.zodiaconline.com) and on the website of KFinTech (<https://evoting.kfintech.com>) immediately after the results are declared. The Company shall simultaneously forward the results to BSE Ltd. and National Stock Exchange of India Limited, where the shares of the Company are listed.

Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholder/s	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

	<ol style="list-style-type: none"> 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> </div> <div style="display: flex; justify-content: center; align-items: center;"> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi / Easiest, the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

The instructions for e-voting are as under:

- A. In case of a Member receiving an email of the 40th AGM Notice from KFintech [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
 - ii. Enter the login credentials (i.e., User ID and password). Event No. followed by Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, Click on “LOGIN”.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “EVENT” i.e., Zodiac Clothing Company Limited.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
 - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the scrutinizer at <https://evoting.kfintech.com>. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_ EVENT NO.”
 - xiii. In case a person has become a member of the Company after the electronic dispatch of AGM Notice but on or before the cut-off date i.e. 20th September 2024, he/she may write to the KFintech on the email Id: <https://evoting.kfintech.com> or to Mr. Shyam Kumar, toll free no. 1-800-309-4001, at [Unit: Zodiac Clothing Company Limited] KFin Technologies Ltd, Selenium Tower B, Plot

31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.

- B. The e-voting period commences on **23rd September 2024, at 9:00 am and ends on, 26th September 2024, at 5:00 P.M.** During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Friday, **20th September 2024**, may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote again at the meeting.
- C. In case of any query or grievance pertaining to e-voting, please visit Help & FAQ's section available at <https://evoting.kfintech.com> (KFintech's website) or Contact:

Mr. Shyam Kumar
KFin Technologies Ltd
Selenium Tower B, Plot 31-32,
Financial District, Nanakramguda, Serilingampally Mandal,
Hyderabad, Telangana - 500 032.
Email: <https://evoting.kfintech.com>, Toll Free No.: 1-800-309-4001
- D. Voting at the 40th AGM will be through electronic voting system. The Scrutinizer shall after scrutinizing the votes cast at the 40th AGM and through remote e-voting, make a Consolidated Scrutinizers Report and submit the same to the Chairman/Managing Director of the Company or a person authorised by him in writing, who shall countersign the same and not later than two working days after the conclusion of the 40th AGM.
- E. The Results declared along with the Consolidated Scrutinizers Report shall be placed on the Company's website www.zodiaconline.com and on the website of KFintech i.e. <https://evoting.kfintech.com>. The results shall also simultaneously be communicated to the BSE Ltd and National Stock Exchange of India Ltd., where the Company's shares are listed.
- G. The resolution/s shall be deemed to be passed on the date of the 40th AGM, subject to receipt of sufficient votes in favour of the resolution/s through a compilation of voting results (i.e. remote e-voting and electronic voting held at the 40th AGM).
26. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the 40th AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the 40th AGM. Since the 40th AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

Date: 08th August, 2024
Place: Mumbai

By Order of the Board of Directors
For **ZODIAC CLOTHING COMPANY LIMITED**

Registered Office:

Nyloc House, 254,
D-2, Dr. Annie Besant Road,
Worli, Mumbai -400 030.

KUMAR IYER
G.M. Legal & Company Secretary
Membership No. – A9600

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT**

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item 4, 5, 6 and 7 of the accompanying Notice:

ITEM NO. 4

Pursuant to the recommendation made by the Nomination & Remuneration Committee on 19th July 2024, the Board of Directors of the Company have on 24th July 2024 appointed Mr. Dilip Jayantil Thakkar (DIN: 00007339) as an Additional Director (Non-executive & Independent) of the Company under Section 161 of the Act, to hold office up to the date of the 40th Annual General Meeting of the Company.

Mr. Dilip Jayantil Thakkar is a practicing Chartered Accountant and specialises in FEMA, Domestic & International Taxation. He is an advisor to many Companies & Non Residents. He is the Past President of the Bombay Chartered Accountants Society and has contributed many papers, articles & has also addressed many conferences & seminars on professional subjects, both in India & abroad. He is also a Director on the Board of various Companies in India & abroad.

Mr. Dilip Jayantil Thakkar has furnished declarations to the Company under Section 149(7) of the Act, confirming that he meets the criteria prescribed for Non-executive & Independent Directors under sub-section (6) of Section 149 of the Act as well as Regulation 16 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations).

In the opinion of the Board, Mr. Dilip Jayantil Thakkar fulfills the conditions for his appointment as a Non executive & Independent Director as prescribed under the Act and Rules issued thereunder and the Listing Regulations.

Mr. Dilip Jayantil Thakkar is independent of the management and possesses appropriate skills, knowledge and experience, it is therefore proposed to appoint Mr. Dilip Jayantil Thakkar as a Non-executive & Independent Director on the Board of the Company for a period of five (5) consecutive years, not liable to retire by rotation. A notice, has been received from a member proposing the candidature of Mr. Dilip Jayantil Thakkar for the office of Director of the Company.

The terms and conditions of appointment of Mr. Dilip Jayantil Thakkar as Non-executive & Independent Director shall be open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the date of the Annual General Meeting.

In the opinion of the Board, Mr. Dilip Jayantil Thakkar is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the Management.

Mr. Dilip Jayantil Thakkar will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/ Committee(s) meetings, as applicable, reimbursement of expenses for participation in meetings, and commission if any, as may be approved by the Board from time to time based on recommendation of the Nomination and Remuneration Committee, within the overall limits of remuneration to Independent Directors as per the provisions of the Act and subject to the approval by the Members.

Since, Mr. Dilip Jayantil Thakkar is presently 87 years of age, in terms of Regulation 17(1A) of the Listing Regulations the Company is required to obtain the approval of Members by way of a Special Resolution for his appointment as a Director on the Board of the Company.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Dilip Jayantil Thakkar on the Board of the Company and accordingly, the Board recommends the appointment of Mr. Dilip Jayantil Thakkar as an Independent Director, as proposed in the Special Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members.

Except Mr. Dilip Jayantil Thakkar, being an appointee, no Director, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the passing of the Special Resolution set out in Item No. 4 of the Notice for the approval by the Members.

ITEM NO. 5

Pursuant to the recommendation made by the Nomination & Remuneration Committee on 19th July 2024 the Board of Directors of the Company have on 24th July 2024 appointed Amb. Ahmad Javed (DIN: 08668304) as an Additional Director (Non-executive & Independent) of the Company under Section 161 of the Act, to hold such office up to the date of the 40th Annual General Meeting of the Company.

Amb. Ahmad Javed, aged 68 years, is a distinguished former IPS officer of the 1980 batch Maharashtra cadre and a seasoned diplomat. With a robust educational foundation from St. Stephen's College, Delhi University, he has dedicated nearly four decades to law enforcement and public service. During his stint, Amb. Ahmad served as Commissioner of Police in Solapur City, Navi Mumbai, and Mumbai, and as Joint Commissioner of Police (Law & Order) in Mumbai. His notable diplomatic tenure includes serving as the Ambassador of India to Saudi Arabia from 2016 to 2019. Amb. Ahmad's extensive experience encompasses law and order maintenance, crisis handling and management, administration & HR, international relations, strategy and policy formulation and conflict resolution. Amb. Ahmad has been honoured with the Police Medal for Meritorious Service, President's Police Medal for Distinguished Service and Director General's Insignia. Currently, he contributes his expertise as an advisor and independent director on the Board of Companies.

Amb. Ahmad Javed has furnished declarations to the Company under Section 149(7) of the Act, confirming that he meets the criteria prescribed for Non-executive & Independent Directors under sub-section (6) of Section 149 of the Act as well as Regulation 16 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations).

In the opinion of the Board, Amb. Ahmad Javed fulfills the conditions for his appointment as a Non executive & Independent Director as prescribed under the Act and Rules issued thereunder and Listing Regulations.

Amb. Ahmad Javed is independent of the management and possesses appropriate skills, knowledge and experience. it is therefore proposed to appoint Amb. Ahmad Javed as a Non-executive & Independent Director on the Board of the Company for a period of five (5) consecutive years, not liable to retire by rotation. A notice, has been received from a member proposing candidature of Amb. Ahmad Javed for the office of Director of the Company.

The terms and conditions of appointment of Amb. Ahmad Javed as Non-executive & Independent Director shall be open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the date of the Annual General Meeting.

In the opinion of the Board, Amb. Ahmad Javed is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the Management.

Amb. Ahmad Javed will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/ Committee(s) meetings, as applicable, reimbursement of expenses for participation in meetings, and commission, if any, as may be approved by the Board from time to time based on recommendation of the Nomination and Remuneration Committee, within the overall limits of remuneration to Independent Directors as per the provisions of the Act and subject to approval by the Members.

Given his experience, the Board considers it desirable and in the interest of the Company to have Amb. Ahmad Javed on the Board of the Company and accordingly, the Board recommends the appointment of Amb. Ahmad Javed as an Independent Director, as proposed in the Special Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

Except Amb. Ahmad Javed, being an appointee, no Director, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board recommends the passing of the Special Resolution set out in Item No. 5 of the Notice for approval by the Members.

ITEM NO. 6

Pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Listing Regulations, the members of the Company had, at the 36th Annual General Meeting of the Company appointed Mr. Vaman Madhav Apte (DIN: 00003651) as an Independent Director on the Board of the Company to hold office up to 12th August, 2024.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company have appointed Mr. Vaman Madhav Apte (DIN: 00003651) as an Additional Director (Non-executive & Independent) of the Company w.e.f. 13th August 2024 under Section 161 of the Act, to hold office up to the 40th Annual General Meeting of the Company.

A notice has been received from a member proposing the candidature of Mr. Vaman Madhav Apte for the office of Director of the Company.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of 5 (five) consecutive years on the Board of a Company and shall be eligible for re-appointment by passing a special resolution by the Company. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms of five years each.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Vaman Madhav Apte, as an Independent Director for a second term of five (5) years is now being placed before the Members for approval. Mr. Vaman Madhav Apte has furnished declarations to the Company under Section 149(7) of the Act, confirming that he meets the criteria prescribed for Non-Executive & Independent Directors under sub-section (6) of Section 149 of the Act as well as Regulations 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms and conditions of appointment of Mr. Vaman Madhav Apte as a Non-Executive & Independent Director shall be open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the date of the 40th Annual General Meeting.

The Board, based on the performance evaluation of Mr. Vaman Madhav Apte, and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background, experience and contributions made by him during his tenure, the continued association of Mr. Vaman Madhav Apte, shall benefit the Company immensely and therefore recommends the re-appointment of Mr. Vaman Madhav Apte, as an Independent Director of the Company for a second term of 5 years i.e w.e.f. from 13th August 2024 to 12th August, 2029, not liable to retire by rotation by passing the resolution as set out in Item No. 6 as a Special Resolution as the same is in the interest of the Company .

A brief profile of Mr. Vaman Madhav Apte is given in the Directors Biographies, forming part of the Annual Report and the nature of his expertise in specific functional areas and the names of companies in which he holds Directorships and memberships/ chairmanships of the Board/Committees, shareholding and relationships amongst Directors inter-se as stipulated under Listing Regulations is provided in the Details of Directors seeking appointment/re-appointment at the AGM annexed to this notice as Annexure A.

Mr. Vaman Madhav Apte will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/ Committee(s) meetings, as applicable, reimbursement of expenses for participation in meetings, and commission, if any, as may be approved by the Board from time to time based on recommendation of the Nomination and Remuneration Committee, within the overall limits of remuneration to Independent Directors as per the provisions of the Act and subject to approval by the Members.

Except Mr. Vaman Madhav Apte, being an appointee, no Director, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

The Board recommends the passing of the resolution as set out in Item No. 6 of the accompanying Notice as a Special Resolution as it is in the interest of the Company.

ITEM NO. 7

The Members of the Company have at the 35th Annual General Meeting (AGM) held on 05th August, 2019 had re-appointed Mr. Subramaniam Ramachandran Iyer (DIN: 00580437) as an Independent Director of the Company for a second term of 5 (Five) consecutive years with effect from 12th August, 2019 and accordingly he holds office as such up to 11th August, 2024. As per the provisions of the Act, an Independent Director can only hold office as such up to two consecutive terms of five years each.

The Board of Directors of the company on the recommendation of the Nomination and Remuneration Committee have vide Circular Resolution dated 24th July, 2024 appointed Mr. Subramaniam Ramachandran Iyer as an Additional Director (Non-executive and Non-independent Director of the company w.e.f. 12th August, 2024 to hold office up to date of 40th Annual General Meeting of the company.

In order to enable the Company to continue to be benefited with his guidance and counsel, the Board of Directors on the recommendation of the Nomination and Remuneration Committee proposes the appointment of Mr. Subramaniam Ramachandran Iyer's as an Additional Director (Non-Executive, Non-Independent Director) of the Company liable to retire by rotation.

In accordance with the company's policy, Mr. Subramaniam Ramachandran Iyer will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/ Committee(s) meetings, as applicable, reimbursement of expenses for participation in meetings, and commission, if any, as may be approved by the Board from time to time based on recommendation of the NRC, within the overall limits of remuneration to Non-Executive Directors as per the provisions of the Act and subject to approval by the Members.

A brief profile of Mr. Subramaniam Ramachandran Iyer is given in the Directors Biographies, forming part of the Annual Report and the nature of his expertise in specific functional areas and the names of companies in which he holds Directorships and memberships/ chairmanships of the Board/Committees, shareholding and relationships amongst Directors inter-se as stipulated under Listing Regulations is provided in the Details of Directors seeking appointment/re-appointment at the AGM annexed to this notice as Annexure A.

Since, Mr. Subramaniam Ramachandran Iyer is presently 84 years of age in terms of Regulation 17(1A) of the Listing Regulations the Company is required to obtain the approval of Members by way of a Special Resolution for his appointment as a Director on the Board of the Company.

Based on Mr. Subramaniam Ramachandran Iyer's skills, experience and expertise, and considering the contributions during his association with the Company, the Board is of the opinion that the continued association of Mr. Iyer shall be in the best interest of the Company. Accordingly, it is proposed to appoint Mr. Subramaniam Ramachandran Iyer as a Non-Independent Non-Executive Director w.e.f. 12th August 2024, liable to retire by rotation.

Except Mr. Subramaniam Ramachandran Iyer, being an appointee, no Director, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

The Board recommends the passing of the resolution as set out in Item No. 7 of the accompanying Notice as a Special Resolution as it is in the interest of the Company.

By Order of the Board of Directors
For **ZODIAC CLOTHING
COMPANY LIMITED**

Date: 08th August, 2024
Place: Mumbai

KUMAR IYER
G.M. Legal & Company Secretary
Membership No. – A9600

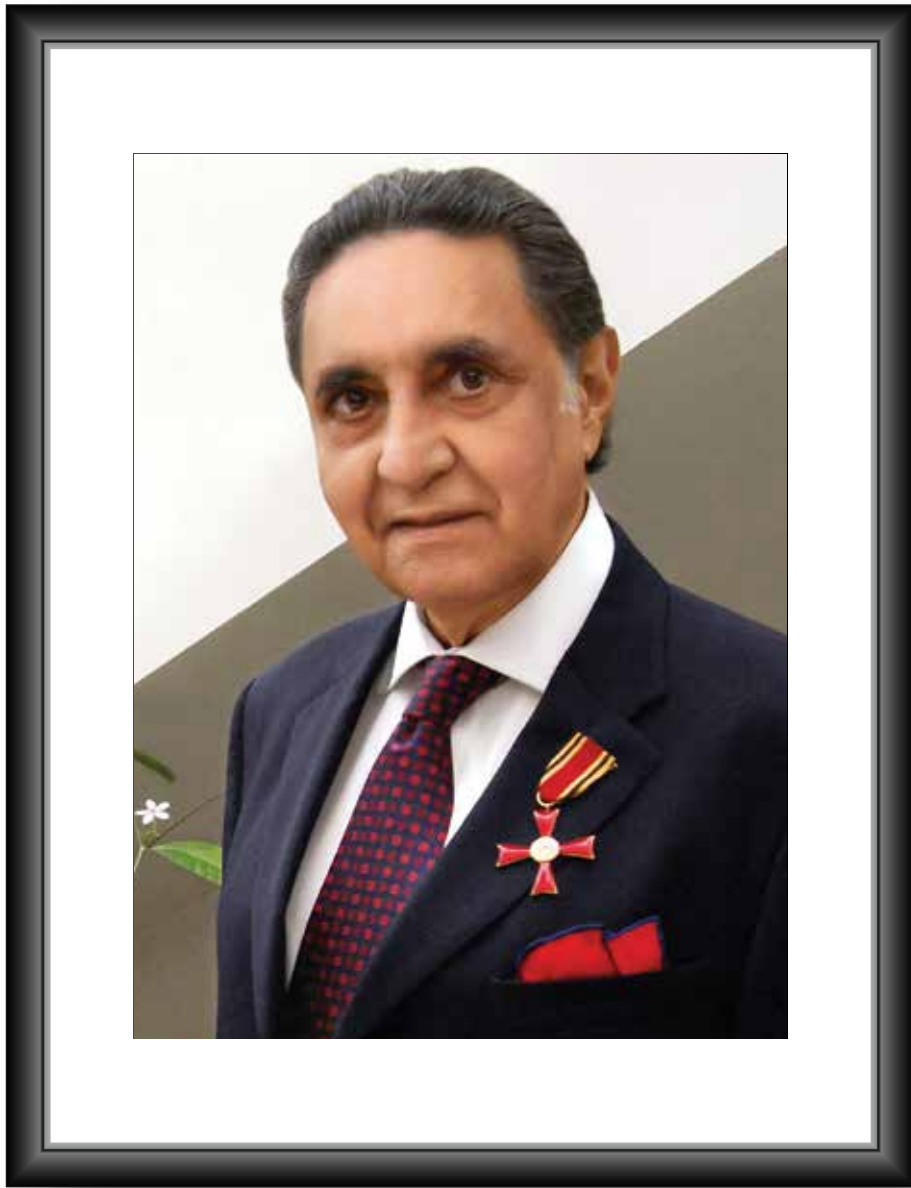
Annexure A
Details of Director(s) Seeking Appointment/ Re-Appointment at the 40th Annual General Meeting
[Pursuant to regulation 36(3) of SEBI (LODR) Regulations, 2015]

Particulars	Mr. Dilip Thakkar	Amb. Ahmad Javed	Mr. Vaman Apte	Mr. S.R. Iyer	Mr. A. Y. Noorani	Mr. S. Y. Noorani
Director Identification Number	00007339	08668304	00003651	00580437	00041686	00068423
Date of Birth/ Age	01/10/1936 87 years	02/01/1956 68 years	04/02/1957 67 years	28/05/1940 84 years	11/12/1950 73 years	15/03/1963 61 years
Date of First Appointment	NA	NA	13/08/2019	22/06/2002	14/06/1984	14/05/1993
Qualification	Chartered Accountant	IPS of 1980 batch from Maharashtra Cadre	Bachelor of Art, Mumbai University	Chartered Accountant	Bachelor of Commerce, Advance Management Programme at Harvard Business School	Bachelor of Commerce
Expertise in specific functional areas	Specialises in FEMA domestic and international taxation and is advisor to many companies and non-residents.	Expertise in Law enforcement, public service and a seasoned diplomat	Hails from a family having historic ties to the textile business as owner of several textile mills in India.	Has vast knowledge and rich experience in banking. Was the Managing director in SBI and also SBI Mysore. Was the former chairman of CRISIL and Director in NSE.	Industrialist with rich Business Expertise. Presently overseeing the corporate affairs and financial function of the company	Industrialist with expertise in setting up and upgradation of manufacturing facilities. Presently overseeing the Company's operations, product design, manufacturing, sales and marketing.
Remuneration last drawn	NIL	NIL	NIL	NIL	NIL	NIL
Number of meetings of the Board attended during the year	NA	NA	5 (Five)	5 (Five)	5 (Five)	5 (Five)
Terms & Conditions of appointment/ re-appointment	As per resolution at Item No. 4	As per resolution at Item No. 5	As per resolution at Item No. 6	As per resolution at Item No. 7	As per resolution at Item No. 2	As per resolution at Item No. 3
Name/s of other Listed Companies in which Directorship held	1. Indo Count Industries Limited 2. Black Box Limited 3. Premier Limited	1. Wockhardt Limited 2. Kalyani Steels Limited	Nil	Nil	Nil	Nil
Name/s of other Listed Companies in which the Director holds Membership in the Committees	1. Indo Count Industries Limited 2. Black Box Limited	Nil	Nil	Nil	Nil	Nil
Name/s of Listed entities in which director has resigned in the past three years	1. Poddar Housing and Development Limited 2. Walchandnagar Industries Limited	Nil	Nil	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	2130 Equity Shares of ₹10/- Each	3375 Equity Shares of ₹10/- Each	60,00,109 Equity Shares of ₹10/- Each	58,08,376 Equity Shares of ₹10/- Each
Relationship between the Directors inter-se	Nil	Nil	Nil	Nil	Brother of Mr. S. Y. Noorani (Vice Chairman & Managing Director), Father of Mr. Mohamed Awais Jehagir Noorani (Executive Director) and Uncle of Mr. Adnan Salman Noorani (Executive Director).	Brother of Mr. A. Y. Noorani (Chairman), Father of Mr. Adnan Salman Noorani (Executive Director) and Uncle of Mr. Mohamed Awais Jehagir Noorani (Executive Director)
Skill and capabilities required for the role and manner in which requirements are met.	An Experience Chartered Accountant with more than 60 years of practice in FEMA domestic and international taxation.	An IPS officer with nearly four decades of Law enforcement and public service. He has also the ambassador of India to Saudi Arabia from 2016 to 2019. Extensive experience in law and order maintenance, crisis handling and management, administration & HR, international relations, strategy and policy formulation and conflict resolution.	As a businessman has rich and varied experience including in the textile business. Presently he is the chairman of Dr. Writers food products Pvt Ltd. And a consultant to various companies.	He has vast knowledge and rich experience in banking. He retired as Managing Director of the State Bank of India and was also the Managing Director of State Bank of Mysore. He was the former Chairman and Director of the Credit Information Bureau (India) Limited and the Director of the National Stock Exchange of India Ltd. and GE Capital Business Process Management Services Pvt. Ltd.	NA	NA



40TH ANNUAL REPORT 2023-2024

ZODIAC CLOTHING COMPANY LTD.
40th ANNUAL REPORT 2023-2024



Mohamed Yusuf Noorani

24.05.1930 – 20.11.2019

Founder Chairman Zodiac Clothing Co. Ltd.

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B O A R D O F D I R E C T O R S
A S O N 31ST MARCH 2024

Mr. A. Y. Noorani

Chairman

Mr. V. M. Apte

Mr. Bernhard Steinruecke

Mr. S. R. Iyer

Ms. Elizabeth Jane Hulse

Mr. Y. P. Trivedi

Dr. Naushad Forbes

Mr. S. Y. Noorani

Vice Chairman & Managing Director

REGISTERED OFFICE

Nyloc House, 254,
D-2, Dr. Annie Besant Road,
Worli, Mumbai - 400 030
Tel : 022-66677000
Fax : 022-66677279

CHIEF FINANCIAL OFFICER

Mr. B. Mahabala

COMPANY SECRETARY

Mr. Kumar Iyer

STATUTORY AUDITORS

MSKA & Associates
602, Floor 6, Raheja Titanium
Western Express Highway, Geetanjali Railway Colony,
Ram Nagar, Goregaon (E),
Mumbai- 400063, India

FACTORIES

- Yelahanka,
Bangalore - 560 063.
- Koramangala,
Bangalore - 560 099.
- Bommasandra
Bangalore - 560 099.
- A-1, 181 / 1, GIDC, Umbergaon,
Valsad, Gujarat - 396 171.
- C-2 / 7, GIDC Industrial Area, Umbergaon,
Valsad, Gujarat - 396 171.
- Plot No. 411, GIDC, Umbergaon,
Valsad, Gujarat - 396 171.

SOLICITORS

AZB & Partners
AZB House, Peninsula Corporate Park,
Lower Parel, Mumbai - 400 013

REGISTRAR & TRANSFER AGENTS OFFICE

KFin Technologies Limited
Selenium Tower B, Plot 31 & 32,
Financial District, Nanakramguda, Serilingampally
Mandal, Hyderabad – 500 032, Telangana
Email id: einward.ris@kfintech.com
Toll Free Number: 1-800-309-4001
Website: www.kfintech.com

BANKERS

HDFC Bank Limited
Trade World, A Wing,
Kamala Mills Compound,
Lower Parel, Mumbai - 400 013.

RBL Bank Limited
One Indiabulls Centre,
Tower 2B, 6th Floor,
841, Senapati Bapat Marg,
Lower Parel West, Mumbai – 400 013

Bank of Maharashtra
Apeejay House,
D V Gandhi Marg,
Fort Mumbai - 400 001

SUBSIDIARIES

- Zodiac Clothing Co. S.A.
- Zodiac Clothing Co. (U.A.E.) LLC
- Zodiac Clothing Bangladesh Limited
- Zodiac Clothing Company INC
- Zela Technologies INC, Delaware, USA
(w.e.f. 28th February, 2024).

DIRECTORS' BIOGRAPHIES



Mr. A. Y. Noorani

Chairman

Mr. A.Y. Noorani joined the House of Zodiac in 1968. After successfully developing its export business and scaling up its overall operations, he completed the Advance Management Programme at Harvard Business School, he was the Managing Director from March 1994 till February 2017, Vice Chairman from 2002 to 2019 and Chairman from February 2020. He oversees corporate affairs and finance functions of the Company and its subsidiaries as a director. He has also served as a director on Indian Oil Corporation, President of the Indo-German Chamber of Commerce, and as a member of the Managing Committees of the Apparel Export Promotion Council, Bombay Chamber of Commerce & Industry, Clothing Manufacturers' Association of India, Indo-German Consultative Group, and on the Board of Governors of the National Institute of Fashion Technology, as well as the Steering Group on Investment & Growth in the Textile Industry set up by the Government of India.



Mr. V. M. Apte

Director

Mr. Vaman Apte hails from a family with historic ties to the textile business as owners of several textile mills in India. Growing up in the textile business, he has a rich and varied business experience. He is presently the Chairman of Dr. Writers Food Products Pvt Ltd., & consultant at Plastocrafts Industries Pvt Ltd He received his Bachelors degree in Arts from Ruia College. He has also been avidly involved in competitive sports as captain of teams in cricket and squash, winning several national awards. He was a former member of the Managing Committee of Willingdon Sports Club, executive committee member of the Cricket Club of India, executive Committee Member Squash Rackets Federation of India and Chairman of Squash Rackets Association of Maharashtra.



Mr. Bernhard Steinruecke

Director

After acquiring an Honors degree in Law from the University of Heidelberg, he became the Assistant Judge at the Supreme Court of Hamburg. He was the Managing Partner on the Board of ABC Bank GmbH, Berlin and representative of the Indo-German Chamber of Commerce, Berlin, He then joined the Deutsche Bank AG and rose to become its Joint Chief Executive Officer, India. Always interested in promoting closer ties between India and Germany, he became the Director General of The Indo-German Chamber of Commerce in India. He is currently a Director of HDFC ERGO General Insurance Company Limited, Ergo Technology & Services Pvt Ltd., and Nuernbergmesse India Private Limited.



Mr. S. R. Iyer

Director

Mr. S.R. Iyer has a vast knowledge and rich experience in banking as the former Managing Director of the State Bank of India and also the Managing Director of State Bank of Mysore. He was also the former Chairman of the Credit Information Bureau (India) Ltd., Director of the National Stock Exchange of India Ltd., & GE Capital Business Process Management Services Pvt. Ltd. He is presently Chairman of Waterfield Advisors Pvt Ltd, Waterfield Financial and Investment Advisors Pvt Ltd, Infrastructure Finance Credit Committee of Aditya Birla Finance Ltd and a Director of P N Writer and Company Pvt Ltd, Writer Lifestyle Pvt Ltd, Writer Safeguard Pvt Ltd, Writer Business Services Pvt Ltd.



Ms. Elizabeth Jane Hulse

Director

Ms. Elizabeth Jane Hulse has a BA (Hons) Degree in Textiles, and over four decades of varied experience in the clothing industry in the UK. She is well-versed in textile designing, fabric sourcing and purchasing, Brand and Product Management and Buying. She has worked with reputed clothing companies and retailers such as British Van Heusen, Tootal Menswear and the Burton Group, and was Head of a highly successful UK operation for Zodiac for over a decade.



Mr. Y. P. Trivedi

Director

Mr. Y. P. Trivedi, Ex-member of Rajya Sabha, was the former President of Indian Merchants Chamber, The Chamber of Income Tax Consultants, Indo-African Chamber of Commerce and is a member of the Managing Committee of Indian Merchants Chamber. He was a Director for decades in Reliance Industries and its Group Companies. He also served as a Director of Central Bank of India, Dena Bank and Central Bank Executors and Trustee Company Limited. He is currently the Chairman of Sai Service Private Ltd. and Director of Federation of Indian Automobile Association.



Dr. Naushad Forbes

Director

Dr. Naushad Forbes is the Co - Chairman of Forbes Marshall, India's leading Steam Engineering and Control Instrumentation firm and chairs the Steam Engineering Companies within the group. Completing his Bachelors, Masters and PhD Degrees in engineering from Stanford University, he was a Consulting Professor there from 1987 to 2004, where he developed and taught courses on Technology in Newly Industrializing Countries. He has since long been an active member of CII and was its president for 2016 – 17. Additionally, he has at various times chaired the National Committees on Higher Education, Innovation, Technology, and International Business. He is presently, Chairman of the Center for Technology Innovation and Economic Research in Pune, and is currently a Director on the Board of Ctiar Impact Forum, Ralson Tyres Ltd., CSEP Research Foundation, Nayanta Education Foundation, Singapore- India Partnership Foundation (India), Bajaj Holdings & Investment Ltd., Bajaj Finserv Ltd., Bajaj Finance Ltd., Bajaj Auto Ltd., and the various companies of the Forbes Marshall Group.



Mr. S. Y. Noorani

Vice Chairman & Managing Director

Mr. S. Y. Noorani joined the House of Zodiac in 1982, and became Jt Managing Director in the year 1994. He was responsible for setting up the company's state-of-the-art of manufacturing facilities and international marketing operations in London, Dusseldorf and New York, and expanding the retail business of the company. He oversees the management of the Company and leads a dynamic team of professionals in the running of the Company ranging from design and manufacturing to sales and marketing which has successfully launched the brand ZOD! and Z3 in the Indian market. Mr. S. Y. Noorani has also served on the Managing Committees of Indo- Italian Chamber of Commerce as well as Clothing Manufacturers Association of India, and was a member of the National Council of CII & Co- Chairman of Apparel Committee of CII.

CHAIRMAN'S STATEMENT



As we reflect on the past year, it is evident that we have navigated through a period of extraordinary challenges and profound shifts in the global landscape. The overall growth of the Indian economy has outpaced global trends, although discretionary consumer spending has been subdued, which has had a significant impact on the clothing industry. Global uncertainties and geo-economic fragmentation further exacerbated these challenges, demanding both resilience and strategic foresight.

As the world emerged from the shadow of the Covid-19 pandemic, new pressures arose stemming from inflation and the geopolitical challenges posed by the Ukraine-Russia conflict and the Israel-Hamas war. Attacks by the Houthi rebels on the sea routes caused disruption, increased costs and lengthened transit times. The fallout of the “revenge buying” during the previous year misled the trade into overstocking, which had to be drastically reduced, impacting their ability to make fresh buying

commitments. Encouragingly, inflation has softened from the highs of the previous year and is expected to continue to moderate. These developments suggest that monetary policy may ease in the near term. Nevertheless, global GDP growth is anticipated to remain modest at around 3% for 2024, reflecting the continued impact of these diverse challenges.

Amidst these global challenges, India has stood as a symbol of strength, leading the way among major economies with its robust growth. India’s progress has been driven by the government’s unwavering commitment to infrastructure development and economic reforms. However, consumer spending post-COVID has been impacted by inflationary pressures, higher interest rates, and rising consumer debt, leading to a temporary slowdown in discretionary spending. Yet, the long-term potential of our economy remains robust, underpinned by powerful structural drivers such as a young population,

rising disposable incomes and digitization. These factors continue to position India as a formidable growth opportunity for decades to come.

Looking ahead, the Indian domestic clothing market is expected to touch USD 180 billion by 2025, growing more than threefold from its 2015 value of USD 59 billion. This makes India an attractive destination for global brands and retailers. The expected growth will also bring about substantial changes to the manufacturing and retail landscape in our country, creating opportunities for those who can adapt to the evolving market dynamics.

As global trade dynamics shift, particularly with China's share in global apparel exports shrinking further, India is presented with a significant opportunity to capture its rightful market share. However, the rise of Mega FTAs that exclude India poses a continuing threat to our exports. To counter this, India is pursuing multilateral trade agreements with major markets. In the absence of definitive timelines for these agreements, it is imperative that Indian companies adopt a borderless manufacturing approach – our initiative in Bangladesh is a step in this direction.

The rapid expansion of India's middle class is leading to increased purchasing power and a shift in demand from unbranded to branded products. Historically, India's discretionary spending has been lower than that of other major world economies, indicating substantial headroom for growth. Improved credit availability and financial inclusion will also support demand, particularly in the organized sector. With increasing urbanization and rising income levels, the opportunity for premiumization within the market is immense. Zodiac is attempting to capitalize on these trends by expanding its product portfolio, with two new product launches during the year which have been well received, with more to follow.

Digitization has been democratized in India through initiatives such as Aadhaar, Jan Dhan Yojana and UPI. The availability of affordable data has led to a surge in mobile phone usage and internet penetration, fueling the growth of e-commerce, online payments and other digital services. At Zodiac, we have recognized these shifts and have embraced digital transformation as a core component of our strategy. We have invested heavily in enhancing

our digital platforms, optimizing our e-commerce portal and using advanced analytics to better understand and predict consumer behaviour. Our social media campaigns and targeted online advertising efforts have become pivotal in reaching a broader audience and engaging with them more personally and effectively. These initiatives have led to handsome growth in our e-commerce sales, our best performing channel.

As we look to the future, the long-term outlook for the Indian fashion industry remains positive, driven by several key factors expected to sustain in the coming years. India is fast progressing on its 'Viksit Bharat 2047' roadmap, with the ambitious goal of becoming a developed nation by the 100th year of its independence. This plan outlines actionable and measurable goals in economic growth, sustainability, ease of living, ease of doing business and social welfare. The government is planning a strong impetus to manufacturing, setting the stage for sustained economic progress.

We remain confident in India's potential and in Zodiac's ability to navigate the complexities of the global landscape. Our focus on innovation, sustainability, and digital transformation, combined with our deep understanding of the Indian consumer, positions us well to seize the emerging opportunities.

In closing, I wish to express my deepest gratitude to our esteemed shareholders for their unwavering trust and support. Your belief in our vision and strategy continues to inspire us to strive for excellence. I would also like to extend my heartfelt thanks to our valued customers, whose loyalty drives us to constantly upgrade our standards. My appreciation goes to our Board of Directors, management team, and all our employees for their dedication and commitment to upholding our values and guiding us through these challenging times.

As we move forward, we do so with a shared conviction that together, we will continue to build on our legacy of excellence and navigate the future with resilience and purpose.

Mumbai
8th August, 2024

A. Y. Noorani
Chairman

ZODIAC
Regale
Sea Island Cotton



Regale

Limited Edition, Bespoke & Made-to-Measure

Customised fit and personalised monogramming.

Collar and Cuff styles based on personal preferences.

Two ply superfine Italian fabrics for
unparalleled softness and luxury.

Specially crafted detachable collar bones.

Genuine mother of pearl buttons.

Bespoke, made to measure, limited edition shirts,
for modern day royalty.

ZODIAC

FINEST QUALITY CLOTHING

www.zodiaconline.com

ZODIAC
Carletti
Italian 100's
CLASSICO

Carletti

Z O D I A C

FINEST QUALITY CLOTHING

————— www.zodiaconline.com —————

HIGHLIGHTS (STANDALONE AND CONSOLIDATED)

₹ In Lakhs

Particulars	2023-24		2022-23	
	Standalone	Consolidated	Standalone	Consolidated
Revenue from Operation	14412.19	14580.49	16900.01	17480.87
Other Income	755.11	888.24	748.11	860.01
Total Income	15167.3	15468.73	17648.12	18340.88
Less: Total expenses	16129.56	16519.6	17610.47	18231.43
Profit/(Loss) before finance cost, Depreciation and other exceptional item	(962.26)	(1,050.87)	37.65	109.45
Less: Finance cost	674.66	674.66	682.67	682.67
Profit/(Loss) before depreciation	(1,636.92)	(1,725.53)	(645.02)	(573.22)
Less: Depreciation	1874	1902.26	1740.24	1770.27
Profit / (Loss) before exceptional item	(3,510.92)	(3,627.79)	(2,385.26)	(2,343.49)
Add: Exceptional item	0	0	3901.09	3901.09
PROFIT / (LOSS) BEFORE TAX FOR THE YEAR	(3,510.92)	(3,627.79)	1,515.83	1,557.60
Tax Expense	-24.34	9.55	-63.45	-40.49
PROFIT / (LOSS) AFTER TAX FOR THE YEAR	(3,486.58)	(3,637.34)	1,579.28	1,598.09
Add: Balance brought forward from the last year	8,143.56	9,707.71	6,473.12	8,018.46
Add / Less: Other Comprehensive Income / (Loss) for the year	-24.39	-24.39	91.16	91.16
Less: Impact of Change in accounting policy (Ind AS 116)	-	-	-	-
Add: Transfer from OCI to Retained Earnings on derecognition of Equity Instruments	-	-	-	-
Total amount available for appropriation	4,632.59	6,045.98	8,143.56	9,707.71
Appropriations:				
Dividends				
Balance in Retained Earnings	4,632.59	6,045.98	8,143.56	9,707.71

DIRECTORS' REPORT

To,
The Members,
Zodiac Clothing Company Limited.

The Board of Directors are pleased to present the Company's 40th Annual Report and the Company's Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended 31st March 2024.

1. BUSINESS:

During the financial year ended 31st March, 2024, the operational revenue of the Company on a Standalone basis was ₹14,412.19 Lakhs vs. ₹16,900.01 Lakhs in the previous year. Profit/(Loss) Before Tax and before exceptional items was ₹(3510.92) Lakhs vs. ₹(2385.26) Lakhs in the previous year, while the Net Profit/(Loss) after Tax for the Financial Year ended 31st March 2024 was ₹(3,486.58) Lakhs vs. ₹1,579.28 Lakhs in the previous year. The Total Comprehensive Profit/(Loss) for the year was ₹(3261.74) Lakhs vs. ₹1998.79 Lakhs in the previous year.

On a Consolidated basis the Operational revenue of the Company for the year was ₹14,580.49 Lakhs vs. 17,480.87 Lakhs in the previous year. The Consolidated Profit/(Loss) before Tax and before exceptional items was ₹(3627.79) Lakhs vs. ₹(2343.49) Lakhs in the previous year, the Net Profit/(Loss) after tax being ₹(3637.34) Lakhs vs. ₹1598.09 Lakhs in the previous year. The Consolidated Total Comprehensive Income/ (Loss) for the year was ₹(3,308.95) Lakhs vs. ₹2084.93 Lakhs in the previous year.

During the year under review, the Indian economy continued its trajectory of robust growth, further solidifying its position as the world's fastest-growing major economy. India's GDP expanded by an impressive 8.2% in FY 2023-24, up from 7% in the preceding year. Inflation moderated to 5.3%, reflecting the Reserve Bank of India's (RBI's) timely interventions. However, the year was not without challenges, including subdued rural consumption due to erratic weather patterns, affecting agricultural output and a decline in household savings, which exerted pressure on liquidity across the economy and adversely affected discretionary spending.

Looking ahead, India is expected to continue growing strongly, with the RBI projecting a GDP growth rate of 7.2% for the next financial year. The nation is progressing towards its goal of becoming the world's third-largest economy by 2027.

The year was characterized by resilience within the global economy. Despite the considerable challenges posed by geopolitical tensions and elevated borrowing costs, global economic activity demonstrated modest growth, countering predictions of recession. Looking forward, the global economic growth is expected to sustain despite ongoing geopolitical tensions, high interest rates, and potential inflationary pressures.

Clothing remains one of the most dynamic and

competitive sectors globally, characterized by rapid shifts in fashion trends, technological advancement and evolving consumer preferences. The global clothing market reached an estimated size of USD 1.7 trillion in 2023, reflecting a recovery from the pandemic's impact, but remains tempered by the challenges described above. The market is projected to grow at a 5% CAGR, crossing USD 2.3 trillion by 2030.

India continues to be one of the largest producers and exporters of textiles and clothing globally. The industry contributes approximately 2% to the country's GDP and accounts for about 7% of industrial output in value terms. Post-pandemic, there has been a discernible shift in consumer behaviour towards more sustainable and eco-friendly products. This trend is expected to continue, with consumers increasingly favouring brands that prioritize environmental and social responsibility. For Zodiac, having already advanced in sustainability with initiatives like GOTS-certified organic cotton and water-positive manufacturing, this shift offers an opportunity to enhance our offerings and expand our market presence. The net for the export business is being spread wider, with the addition of new markets and the Bangladesh initiative.

India's e-commerce sector is set for further impressive growth: Deloitte India has projected the online retail market size to reach USD 325 billion by 2030, up from USD 70 billion in 2022. This rapid growth is supported by significant investments and the increasing penetration of e-commerce in smaller cities. One caveat is the questionable impact of aggressive discounting by global majors to grab market share.

The company remains steadfast in executing its strategic roadmap, building on its strong foundations to enable future growth. During the year, the company launched two new product lines in its z3 range – four-way stretch 5 pocket trousers and Italian-inspired knitted shirts – both of which have been well received by the market. The company plans further new product introductions in the coming year.

Recognizing the shift towards online consumption, significant investments have been made to enhance our digital platforms, optimize the online portal, and utilize advanced analytics to predict consumer behaviour. As a result, the company's online business continues to grow remarkably and remains a key focus area for driving growth in the branded business. Social media campaigns and targeted online advertising are pivotal in our efforts to reach a broader audience and more effectively engage our customers. These initiatives are supplemented by efforts to enhance the retail experience, both through e-commerce and improved physical store presentations.

The company is set to commence operations at its new production facility in Bangladesh by the year's end. The company has also invested in a wholly-owned step-down subsidiary, Zela Technologies Inc., registered in Delaware, US. The goal of this initiative is to develop machine learning and other e-commerce tools to optimize Zodiac's digital business.

2. RESULTS OF OPERATIONS

Financial Results

(₹ in Lakhs)

	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from operations	14,412.19	16,900.01	14,580.49	17,480.87
Other Income	755.11	748.11	888.24	860.01
Total Income	15,167.3	17,648.12	15,468.73	18,340.88
Profit/(Loss) Before Exceptional Items and Tax	(3,510.92)	(2,385.26)	(3,627.79)	(2,343.49)
Exceptional Item	-	3,901.09	-	3,901.09
Profit/(Loss) Before Tax	(3,510.92)	1,515.83	(3,627.79)	1,557.60
Provision for Taxation:				
Current tax	-	-	4.26	-
Deferred tax Charge/(Credit)	(24.73)	(64.47)	(1.77)	(41.51)
Tax in respect of earlier years	0.39	1.02	7.06	1.02
Profit/(loss) after taxation	(3,486.58)	1,579.28	(3,637.34)	1,598.09
Other Comprehensive Income	224.84	419.51	328.39	486.84
Total Comprehensive Income/ (loss) for the year	(3,261.74)	1,998.79	(3,308.95)	2,084.93

3. SUBSIDIARY COMPANIES:

As on 31st March, 2024, the Company had one (1) subsidiary and Four (4) step-down subsidiaries. There are no Associate Companies within the meaning of Section 2(6) of the Companies Act, 2013 (“Act”). There has been no material change in the nature of the business of the subsidiaries.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company’s subsidiaries/ step-down subsidiaries in Form AOC-1 is attached as Annexure 3 to this report.

Pursuant to the provisions of Section 136 of the Act, the Standalone and Consolidated financial statements of the Company along with relevant documents and the financial statements of the subsidiaries/step-down subsidiaries, are available on the website of the Company at the link <https://www.zodiaconline.com/others>.

4. CONSOLIDATED FINANCIAL STATEMENTS:

In accordance with the requirements of Accounting Standards AS-21, a Report on the performance and financial position of all the companies subsidiaries/step-down subsidiaries are included in the Consolidated Financial Statement and their contribution to the overall performance of the Company, is provided in Form AOC - 1 and forms part of this Annual Report.

5. CREDIT RATING:

The Company shall initiate the process of credit rating based on the audited consolidated accounts for the FY 2023-24 and the same is expected to be completed by September 2024.

6. CAPEX:

During the year the Company has incurred a Capital expenditure of ₹1,098.59 Lakhs, primarily in state of the art production equipment, new stores and

information systems to sharpen our competitiveness.

7. LIQUIDITY:

The Debt Equity ratio as on 31st March, 2024 was 0.39 on a Standalone basis and 0.35 on a Consolidated basis.

The Cash and Bank balances/Cash equivalents along with liquid investments (free reserves on consolidated basis) were ₹2821.03 in March 2024, as against ₹4221.90 last year.

8. SHARE CAPITAL:

During the year under review, there has been no change in the paid- up share capital of the Company of 2,59,93,717 Equity Shares of ₹10/- each.

9. DIVIDEND:

The Board of Directors of your Company have not recommended any dividend for the Financial year 2023-24 (previous year - NIL)

10. CORPORATE GOVERNANCE:

The Company has complied with all the mandatory requirements regarding Corporate Governance as required under Regulations 17 to 27 and Schedule V of the SEBI LODR with the Stock Exchange(s). The report on Corporate Governance, Management Discussion and Analysis, as well as the Auditors Certificate on the compliance of Corporate Governance forms a part of the Annual Report. As required under Regulations 17(8) of Listing Regulations, the Managing Director and CFO have certified to the Board about compliance by the Company with the requirement of the said sub regulation for the financial year ended 31st March, 2024.

11. CONTRACTS AND ARRANGEMENT WITH RELATED PARTIES:

In line with the requirements of the Companies Act, 2013 and the amended SEBI LODR, the Company has a Policy on Related Party Transactions which

is also available on Company's website at the link <https://www.zodiaconline.com/codes-and-policies>. The Policy ensures that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

The Policy interalia deals with the review and approval of Material Related Party Transactions (MRPTs) keeping in view the potential or actual conflict of interest that may arise because of entering into these transactions. All Related Party Transactions are placed before the Audit Committee for review and prior approval (including omnibus approvals) and wherever applicable board/members approvals are obtained. Note no. 44 of the Standalone financial statements contained disclosures on related party transactions.

Disclosure on MRPT is given in Form AOC 2 (Annexure 4) as per Section 134(3)(h) read with Section 188(2) of the Companies Act, 2013. In terms of the amended SEBI LODR, the prior approval of the members is required to be obtained every year in respect of each MRPTs.

12. QUALITY:

The focus on productivity gains and consistent quality continues to be the cornerstone of the Company's philosophy. Quality, continuous innovation and pursuit of high value addition and cost control continue to drive the Company.

Zodiac is implementing cutting edge technology through a paperless floor management software which tracks quality on a live basis and helps the manufacturing lines take pre-emptive steps and thereby control down time and rejections. This is a SAAS based model uploaded in the cloud with automatic escalation up the matrix of the management in a manner that ensures every stakeholder participates in the process of making a high quality product.

13. BRAND BUILDING:

The Company continues to invest in building the strength of its 3 brands (Zodiac, Z3 and ZOD!), aspiring to get traction in sales in the present, as well as in the future.

Upgradation of quality to win customer loyalty is a continuously ongoing exercise, the objective being to get the customers delight at the price value relationship, with truly international quality and design at prices which are not exorbitant, even without any discounts.

14. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

(A) Conservation of Energy

i) The steps taken or impact on conservation of energy:

The Company having already achieved excellent

bench marks in conservation of energy, has invested in steam optimization projects for its process requirements, which has resulted in a drop in the consumption and the efficiency going up.

Conservation of energy continues to receive increased emphasis at all units of the Company. Energy audits and Inter-unit studies are carried out on a regular basis for analyzing and taking steps for reduction of energy consumption. We believe that conservation is a continuous effort and every day there is an opportunity to be better than the previous day this is what helps us to live up to the stringent standard we set for ourselves.

All machinery and equipment are being continuously serviced, updated and overhauled to maintain them in good and energy efficient condition. This resulted in consumption of lesser energy.

The company has achieved significant advancements in energy conservation by transitioning from the utilization of furnace oil and diesel to employing gas-fired steam & power generation. This makes the entire process of steam generation more efficient, resulting in reduced fuel wastage and a diminished need for transportation. In contrast to previous practices involving the transportation of furnace oil via tankers from distant states, the adoption of gas delivery through on-site pipelines from the central grid has proven to be remarkably cost-effective and environmentally beneficial, effectively lowering the carbon footprint. Moreover, this shift has eradicated fuel losses attributed to transportation and spillage, ultimately amplifying the yield per unit of expenditure.

Our Higg score speaks for itself 100/100 on the following evaluation parameters water/waste water / 90 + on energy.

(B) Pollution Control

The Company's zero liquid discharge plant for water treatment has resulted in the Company's dependency on outside water to almost nil.

With the increase in the catchment area for rain water harvesting, the surplus water generated is used to recharge the existing ground water sources and for maintaining the beautiful garden and flowering plants around the factory premises thereby creating a very pleasant atmosphere. The Company's continuous efforts have been recognized by the Pollution Control Board and the Company is being referred as a model factory by the Pollution Control Board.

It is the Company's continuous thrust in this area that has resulted in results which far exceed the industry norm. As a result of aggressively mapping the input parameters /processes & live balancing of the effluent treatment, the Company has been able to achieve a high level of efficiency.

With its energy-efficient design, the ZODIAC corporate office continues to use around 60 percent

less energy than a typical office of the same size.

(C) Technology, Absorption, Adaptations and Innovation:

(i) The efforts made towards technology absorption:

Continuing with its thrust on being energy efficient -the company has been investing in the process of changing over the boilers from diesel /furnace oil to gas fired -resulting in savings of fuel and making the process more cost effective .We are also optimizing the dye process house by bringing in more fully computerised automatic equipment to do the processing which will result in a further savings in chemicals and water -the next step is investment technology to monitor steam consumption and efficiency thereby making that next jump in our conservation efforts.

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution;

The Company continues to use the latest technologies for improving the productivity and quality of its services and products. The Company’s operations do not require significant import of technology. In addition to product development and raw material development which continue to be strengthened, Development activities on fashion designing are carried out on an on-going basis. Adopting technologies with state-of-art systems and machineries like PLM software, automated cutting machine, automated fabric inspection machines, etc., the quality of the products and efficiency of the systems have substantially improved. Applying these technologies has helped keep costs of production under control.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- Not Applicable

The Company continues to use the latest technologies for improving the productivity and quality of its services and products. The Company’s operations do not require significant import of technology.

(D) Foreign Exchange Earnings and Outgo:

(₹ in Lakhs)

Foreign exchange used and earned		2023-24	2022-23
a.	Foreign Exchange Earnings	7,992	9,934
b.	Foreign Exchange Outgo	2,857	2,581

15. CORPORATE SOCIAL RESPONSIBILITY:

Corporate Social Responsibility (CSR) is traditionally driven by a moral obligation and philanthropic spirit. The Company has a heritage of being engaged in such activities. The Company is committed to sustainability and all business decisions take in to account its social and

environmental impact.

As per the provisions of Section 135 of the Companies Act 2013, the Company has a CSR Committee, details of which are given in the Corporate Governance Report forming part of this report. The details of the Company’s CSR policy has been posted on the website of the Company at the link <https://www.zodiaconline.com/codes-and-policies>.

The Report on CSR activities as required under Companies (Corporate Social Responsibility) Rules, 2014 including a brief outline of the Company’s CSR Policy, total amount to be spent under CSR for the Financial Year, amount unspent and the reasons thereof are set out at Annexure 1 forming part of the report.

16. DIRECTORS & KEY MANAGERIAL PERSONNEL:

During the year under review, there were no changes in Directors/ Key Managerial Personnel of the Company.

However, based on the recommendation of NRC, the Board at its meeting held on 29th March, 2024, approved the below matters, subject to approval of the shareholders by way of postal ballot through remote e-voting:

1. Appointment of Mr. Mohamed Awais Jehangir Noorani (DIN: 00951424) as a Whole Time Director, to be re-designated as an Executive Director- Exports for a term of 3 years with effect from 1st April, 2024 till 31st March, 2027.
2. Appointment of Mr. Adnan Salman Noorani (DIN: 08689050) as a Whole Time Director to be designated as an Executive Director-Digital and the remuneration payable to him for a term of 3 years with effect from 1st April, 2024 till 31st March, 2027.

Notice of postal ballot dated 17th May, 2024, seeking approval, of the aforesaid matters, was sent to the Members, whose e-mail addresses were registered with the Company/Depositories.

In accordance with the provisions of Section 152 of the Companies Act 2013 and the Articles of Association of the Company, Mr. A. Y. Noorani, Chairman (Non-Executive Director) and Mr. S. Y. Noorani, Vice Chairman and Managing Director retire by rotation at the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment.

List of Key Managerial Personnel

Sr. No	Name of the person	Designation
1.	Mr. S. Y. Noorani	Vice Chairman & Managing Director
2.	Mr. B. Mahabala	V. P. Commercial & Chief Financial Officer
3.	Mr. Kumar Iyer	M. Legal & Company Secretary

EVALUATION OF PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

During the year, annual performance evaluation of the Board and Committees of the Board, individual Directors including the Chairman of the Company, was carried out as per the criteria and process approved by Nomination and Remuneration Committee, which is in line with the SEBI Guidance Note on Board Evaluation.

The Chairman and other members of the Board discussed upon the performance evaluation outcome and concluded that they were satisfied with the overall performance of the Board and Committees of the Board and Directors individually. The Board also assessed the fulfillment of the independence criteria as specified in Listing Regulations, by the Independent Directors of the Company and their independence from the management.

The performance evaluation of the Non-Independent Directors including the Chairman of the Company and performance of the Board as a whole was discussed at the separate meeting of the Independent Directors.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

In the opinion of the Board, the Independent Directors fulfil the conditions specified under the Act and Listing Regulations and are independent of the management. The Board skill/ expertise/ competencies matrix of all the Directors, including the Independent Directors is provided in the Corporate Governance Report forming part of this Annual Report.

FAMILIARISATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are posted on the website of the Company at the link <https://www.zodiaconline.com/codes-and-policies>.

17. NUMBER OF MEETINGS OF THE BOARD:

The Board of Directors of the Company met 5 (Five) times during the year under review. The dates of the Board meeting and the attendance of the Directors at the said meetings are provided in detail in the

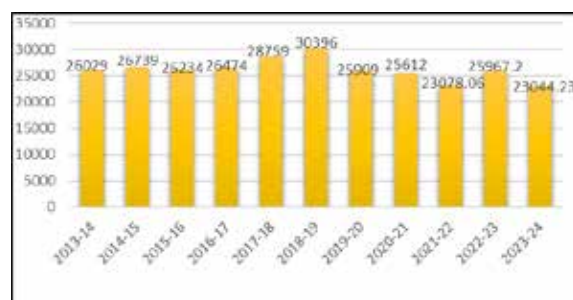
Corporate Governance Report, which forms a part of this Report.

18. DIRECTORS’ RESPONSIBILITY STATEMENT:

Your Directors state that:

- (i) In the preparation of the annual accounts for the year ended 31st March, 2024, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2024 and of the profit and loss of the Company for the year ended on that date;
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The Directors have prepared the annual accounts on a ‘going concern’ basis;
- (v) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and
- (vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

NET WORTH – CONSOLIDATED



19. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There are no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this Report.

20. POLICY ON DIRECTORS’ APPOINTMENT

AND REMUNERATION AND OTHER DETAILS:

The Company's policy on Board Diversity provides for an appropriate mix of diversity, skills, experience and expertise required on the Board and assesses the extent to which the required skills are represented on the Board including the criteria for determining qualifications, positive attributes and independence of a Director.

The Company has a Remuneration Policy to evaluate the performance of the members of the Board, to ensure remuneration to Directors, KMP and Senior Management involving a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals and to retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. The policy ensures that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and Senior Management of the quality required to run the Company successfully and the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

The Independent Directors have complied with the requirements of the Companies Act 2013 and Regulation 16 (b) of SEBI LODR on their independence. The Company has obtained certification of independence from the Independent Directors in accordance with Section 149(6) of the Companies Act, 2013.

The remuneration details of the Executive and Non-Executive Directors is disclosed in the Corporate Governance report which forms part of the Directors Report. The above policy has been posted on the website of the Company at the link <https://www.zodiaconline.com/codes-and-policies>.

21. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

The particulars of loans and investments have been disclosed in the financial statements. The Company has not given any guarantees.

22. HUMAN RESOURCE MANAGEMENT:

The Company recognizes the need for continuous growth and development of its employees to meet the challenges posed by the industry, besides fulfilling their own career path objectives. Consequently, the role of Human Resources continues to remain vital and strategic to the Company. Employee recruitment, training and development are a key focus area, with policies, processes and extensive use of technology to attract, retain and build on skills of high caliber employees. Industrial relations have continued to be harmonious throughout the year.

23. COMPLIANCE WITH THE CODE OF

CONDUCT:

The Code of Conduct adopted by the Company for its Board of Directors and Senior Management Personnel has been uploaded on the Company's website at the link <https://www.zodiaconline.com/codes-and-policies>.

The Declaration of the Compliance with the Code of Conduct has been received from all Board members and Senior Managerial Personnel. A certificate to this effect from Mr. S. Y. Noorani, Vice Chairman & Managing Director forms part of this report.

24. PUBLIC DEPOSITS:

During the Financial Year 2023-24, the Company did not invite or accept any deposits from the public under the provisions of Section 73 of the Companies Act, 2013.

25. COMPANY'S WEBSITE:

The Financial Statements, Annual Report, including Corporate Governance Report, Shareholding Pattern, etc., are displayed inter-se with the other information on the Company's website, viz. www.zodiaconline.com.

26. DONATIONS:

During the financial year, the Company has contributed ₹51,00,000 (Rupees Fifty-One Lakhs only) to various deserving causes.

27. INSURANCE:

All the properties/assets, including buildings, furniture/fixtures, etc. and insurable interests of the Company are adequately insured. The international debtors who avail of credit are also insured, despite their flawless record, as a measure of abundant caution.

28. AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act and the Rules framed thereunder, M/s MSKA & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W) have been appointed as statutory Auditors of the Company for a term of five (5) years to hold office from the conclusion of the 38th AGM till the conclusion of the 43rd AGM.

The Auditor's Report to the members for the financial year ended 31st March, 2024 year does not contain any qualification, reservation, adverse remark or disclaimer.

29. MAINTENANCE OF COST RECORDS BY THE COMPANY AS SPECIFIED BY THE CENTRAL GOVERNMENT:

Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products and accordingly, such accounts and records are made and maintained by the Company.

However, in terms of the Companies (Cost Records and Audit) Amendment Rules, 2014, the Company is not covered under the purview of Cost Audit from the F. Y. 2014-15 onwards.

30. SECRETARIAL AUDIT:

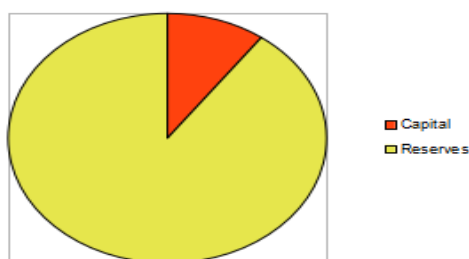
As per Section 204 of the Companies Act, 2013 and Rules made thereunder, the Company has appointed M/s. Robert Pavrey & Associates, Company Secretaries (CP No- 2928) to undertake the Secretarial Audit of the Company. The Secretarial Audit report is included as Annexure 2 and forms an integral part of this report.

The Secretarial Audit Report to the members for the year under review does not contain any qualification, reservation, adverse remark or disclaimer.

31. AUDIT COMMITTEE:

The details pertaining to the composition of Audit Committee are included in the Corporate Governance Report, which forms a part of this report.

32. DETAILS OF SHAREHOLDERS' FUNDS EMPLOYED FOR THE YEAR 2022-23 CONSOLIDATED:



33. RISK MANAGEMENT:

In line with the regulatory requirements, the Company has a Risk Management Policy to identify and assess the key risk areas, monitor and report the compliance and effectiveness of the same. The Risk Management Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

34. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/ revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal and operational audit is entrusted to M/s. M

J Mange & Associates. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides bench marking controls with best practices in the industry.

The Audit Committee actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust management information system, which is an integral part of the control mechanism.

The Audit Committee members, Statutory Auditors and the Business Heads are periodically apprised of the Internal Audit findings and corrective action taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

35. POLICY ON PREVENTION OF SEXUAL HARASSMENT :

The Company has in place an Anti-Sexual harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 & the Rules made thereunder. Internal Complaints Committee (ICC) has been set up to redress Complaints received regarding sexual harassment. All employees, permanent, contractual, temporary and trainees are covered under the policy. During the year under review, there were no complaints received under the said Act.

36. ANNUAL RETURN:

Pursuant to Section 92(3) read with section 134(3) (a) of the Companies Act, 2013, copies of the Annual Returns of the Company prepared in accordance with Section 92(1) of the Act read with Rule 11 of the Companies (Management and Administration) Rules, 2014 are placed on the website of the Company and is accessible at the web-link: <https://www.zodiaconline.com/annual-reports>.

37. SECRETARIAL STANDARDS:

The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India on Board and General Meeting.

38. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

The details pertaining to the establishment of Vigil Mechanism/ Whistle Blower Policy is included in the Corporate Governance Report, which forms part of this report.

39. INVESTOR EDUCATION AND PROTECTION FUND:

As per the provisions of Sections 124 and 125 of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules') all unpaid or unclaimed dividends and the respective shares thereof for the Financial Year upto 2015-16 have been transferred to the IEPF established by the Central Government within the stipulated time.

40. FRAUD REPORTING:

There was no fraud reported by the Auditors of the Company under Section 143 (12) of the Companies Act, 2013, to the Audit Committee or the Board of Directors during the year under review.

41. PARTICULARS OF EMPLOYEES:

The information required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial year 2023-24:

Non-executive directors*	Ratio to median remuneration
Mr. A. Y. Noorani	-
Mr. V. M. Apte	-
Mr. Y. P. Trivedi	-
Mr. S. R. Iyer	-
Dr. Naushad Forbes	-
Mr. Bernhard Steinruecke	-
Ms. Elizabeth Jane Hulse	-

***Note:**

The Chairman is not paid any remuneration nor sitting fees for attending Board and Committee Meetings. The Non-Executive Directors of the Company are paid only Sitting Fees for attending the Board and Committee Meetings of the Company, details of which are given in the Corporate Governance Report and are not entitled to any other remuneration.

Executive Director	Ratio to median remuneration
Mr. S. Y. Noorani	-

Note:

The ratio to median remuneration is nil for the F.Y. 2023-24 as Mr. S. Y. Noorani has voluntarily agreed to not receive remuneration.

- b. The percentage increase in remuneration of each Director, Chief Financial Officer, Company

Secretary in the Financial Year:

Directors, Chief Financial Officer and Company Secretary*	% Increase in remuneration in the financial year
Mr. V. M. Apte	-
Mr. Y. P. Trivedi	-
Mr. S. R. Iyer	-
Dr. Naushad Forbes	-
Mr. Bernhard Steinruecke	-
Ms. Elizabeth Jane Hulse	-
Mr. A. Y. Noorani	-
Mr. S. Y. Noorani	-
Mr. B. Mahabala (CFO)	-
Mr. Kumar Iyer (CS)	-

Note:

*The Chairman & Vice Chairman were not paid any remuneration nor sitting fees during FY 2023-24 for attending Board and Committee Meetings. The Non-Executive Directors of the Company were paid only Sitting Fees for attending the Board and Committee Meetings of the Company, details of which are given in the Corporate Governance Report and are not entitled to any other remuneration.

- c. The percentage increase in the median remuneration of employees in the financial year: 0.94% (as the median employee is a piece rated worker)
- d. The number of permanent employees on the rolls of Company: 1196 (as on 31st March, 2024)
- e. The average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
- f. The key parameters for any variable component of remuneration availed by the Directors: During the Financial Year 2023-24 no performance linked bonus or any other variable component of remuneration has been paid to the Executive Director of the Company.
- g. Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms that the remuneration is as per the remuneration policy of the Company.
- h. Information of top 10 employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the year ended March 31, 2024 is given below.

Sr. No	Name	Date of Birth	Designation	Remuneration* (₹)	Nature of Employment	Qualification and Experience	Date of joining	Last Employment	Percentage of Equity Shares held	Relative of any Director/ Manager of the Company
1	Mr. Imraan Surve	11-10-1968	VP-Marketing Zod, LFS & Z3	52,14,902	Contractual	B.A. (Hons.) Economics/ 32 years	18-12-2001	Contract Advertising Pvt. Ltd	0.02	-
2	Mr. B Mahabala	07-11-1951	V.P. Commercial & C.F.O	52,02,866	Permanent	M.com, MBA & Diploma in Cost & Management Accountancy/51 years	15-06-1984	Vulcan Engineers Limited	0.06	-
3	Ms. Behroze Daruwala	04-09-1950	VP – Fabrics & Merchandising	51,97,451	Permanent	B.A./ 52 years	30-05-1972	-	0.11	-
4	Mr. Awais Noorani	08-10-1975	VP – International Sales & Sourcing	51,72,050	Permanent	B.Com, MBA from IMD Switzerland/ 30years	01-12-2002	-	0.00	Son of Mr. A.Y. Noorani, Chairman and nephew of Mr. S. Y. Noorani, Vice Chairman and Managing Director
5	Mr. Vikram Puri	29-06-1976	Senior Product Manager	41,23,540	Permanent	B.Sc Physics/28 years	07-05-2002	Cotton Club Inc.	0.00	-
6	Mr. Rajendra Shenoy B	15-06-1965	GM Manufacturing	40,58,158	Permanent	B.Com, M. Com & L.L.B./31 years	16-10-2002	Arvind Mills Limited	0.00	-
7	Mr. Anand Pisharody	19-10-1957	VP - Manufacturing	37,83,063	Permanent	B.A./ 45 years	02-05-1986	Indian Molasses Company Limited	0.00	-
8	Mr. Vishal Chadha	17-11-1964	GM – Sales MBO	34,81,843	Permanent	B.A./ 35 years	22-07-2004	Johnson & Johnson Private Limited	0.01	-
9	Mr. Kumar Iyer	11-06-1964	GM Legal & Company Secretary	34,54,456	Permanent	M. Com, ACS/ 40 years	15-05-2014	Advani Hotels & Resorts (India) Limited	0.00	-
10	Mr. Rajesh Pan	30-08-1974	GM- Retail	33,24,482	Permanent	B.com/ 26 Years	04-09-2000	Weekends Division of Personality Limited		-

Disclosure Requirements:

As per SEBI LODR, the Corporate Governance Report with the Auditors' Certificate thereon and Management Discussion and Analysis are attached and the same forms a part of this report.

42. OTHER DISCLOSURES:

In terms of the applicable provisions of the Act and the SEBI Listing Regulations, your Company additionally discloses that, during the year under review:

- there was no change in the nature of business of the Company;
- it has not issued any shares with differential voting rights;
- it has not issued any sweat equity shares;
- no significant or material orders were passed by the regulators or courts or tribunals which impact the going concern status operations of your Company in future;
- it has not transferred any amount to the Reserves;
- it has not raised any funds through qualified institutions placement as per Regulation 32(7A) of the SEBI Listing Regulations;
- it does not engage in commodity hedging activities;
- it has not made application or no proceeding is pending under the Insolvency and Bankruptcy Code, 2016 and
- it has not made any one-time settlement for the loans taken from the Banks or Financial Institutions.

43. ACKNOWLEDGEMENT:

The Directors are grateful for the co-operation, support and assistance received from the customers, shareholders, the Government, other statutory bodies, Banks, Solicitors, Distributors, Suppliers and other business associates during these turbulent times.

The Directors also express their sincere appreciation of the employees at all levels for having risen to meet the several challenges encountered and look forward to their valuable support and commitment in the times ahead.

For and on behalf of the Board of Directors

Place: Mumbai

Date : 30th May, 2024

A. Y. NOORANI

Chairman

DIN: 00041686

ANNUAL REPORT ON CSR ACTIVITIES

1. A brief outline of the company's CSR policy:

The Company is committed to doing business with integrity and respect for the world around us. The Company's CSR policy is aimed at forming a dynamic relationship between the Company on the one hand and the society and the environment on the other. The Company has traditionally been driven by a moral obligation and philanthropic spirit and has a heritage of being engaged in such activities since inception. The Company is committed towards sustainability and all business decisions take into account its social and environmental impact.

For years now, the Company has been dedicated to provide quality products and to reduce energy use and increase efficiency. The projects undertaken/ programmes supported by the Company are within the broad framework of Schedule VI of the Companies Act, 2013. During the financial year 2023-24, despite of the Average Net profit for the purpose of computation of CSR being NIL, the Company has donated ₹51,00,000/- (Rupees Fifty- One Lakhs Only) to Tata Memorial Hospital.

2. The composition of the CSR committee:

Sr. No	Name of Director	Designation in the Committee	Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. V. M. Apte	Chairman	Independent Director	1	1
2.	Mr. A. Y. Noorani	Member	Non Executive - Non Independent Director	1	1
3.	Mr. S. Y. Noorani	Member	Executive Director- Managing Director	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company: <https://www.zodiaconline.com/codes-and-policies>
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report: Not Applicable)
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not Applicable
6. Average net profit of the Company for last three Financial Years for the purpose of computation of CSR (As per Section 135(5)): NIL
7. (a) Two percent of average net profit of the company as per section 135(5): NIL
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
(c) Amount required to be set off for the financial year, if any: NIL
(d) Total CSR obligation for the financial year (7a+7b-7c): NIL
8. (a) CSR amount spent or unspent for the financial year:

Amount Unspent (in Rs.)

Total Amount Spent for the Financial Year (in ₹)	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
	Amount	Date of Transfer			
	NIL	Not Applicable	-	NIL	Not Applicable

- (b) Details of CSR amount spent against ongoing projects for the financial year: NIL

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Ac	Local area (Yes/No)	Location of the project		Amount spend for the project (in ₹)	Mode of implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration No.
1.	Tata Memorial Hospital	Item No. (i): Promoting health care including preventive health care	Yes	Maharashtra	Mumbai	51,00,000/-	Yes	NA	NA

(d) Amount spent in Administrative Overheads: NIL

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹51,00,000/-

(g) Excess amount for set off, if any: NIL

Sr. No.	Particulars	Amount in ₹
1	Two percent of average net profit of the company as per section 135(5)	NIL
2	Total amount spent for the Financial Year	₹51,00,000/-
3	Excess amount spent for the financial year [(ii)-(i)]	NIL
4	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
5	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

9. (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): None

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Not Applicable

11. Specify the reason(s), if the company has failed to spend 2% of the average net profit as per Section 135(5): Not Applicable

V. M. Apte

Chairman, CSR Committee

A. Y. Noorani

Chairman

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]*

To,
The Members,
Zodiac Clothing Company Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Zodiac Clothing Company Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 ("**Audit Period**") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the Audit Period according to the provisions of:

- (i) The Companies Act, 2013 ('Act') and rules made thereunder; and
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(vi) Other applicable laws:

- (a) Factories Act, 1948;
- (b) Industries (Development and Regulation) Act, 1951;
- (c) Labour Laws and other identical laws related to the labour and employees appointed by the Company either on its payroll or on contractual basis;
- (d) Competition Act, 2002
- (e) Consumer Protection Act, 2019
- (f) Environmental Protection Act, 1986
- (g) The Hazardous Waste (Management & Handling and Transboundary Movement) Rules, 2008.
- (h) Boilers Act, 1923
- (i) Gas Cylinders Rules, 2004
- (j) Standards of Weights & Measures (Enforcement) Act, 1985
- (k) The Static & Mobile Pressure Vessels (Unfired) Rules, 2018
- (l) Foreign Trade (Development & Regulation) Act, 1992
- (m) The Legal Metrology Act, 2009
- (n) Trademark Act, 1999
- (o) Copyrights Act, 1957

We have relied on the representations made by the Company, its officers and reports of the statutory auditors for the systems and mechanism framed by the Company for compliances under other Acts, laws and regulations applicable to the Company.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above

We further report that, there were no events/ actions in pursuance of:

- (a) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 requiring compliance thereof by the Company during the Audit Period.
- (d) Securities and Exchange Board of India (Issue And Listing Of Non-Convertible Securities) Regulations, 2021.

requiring compliance thereof by the Company during the Audit Period.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of executive directors, non-executive directors and independent directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in

Place : Mumbai
Date : May 29, 2024

compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the board meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except for the Nomination and Remuneration Committee(NRC) meeting held on 29th March, 2024 which was held at shorter notice by duly obtaining the consents of members of NRC Committee and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the respective meetings of the Board or Committee thereof and no Director / Member dissented on the decisions taken at such Board / Committee Meetings. Further, in the minutes of the general meetings the number of votes cast against the resolutions has been recorded.

There are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, during the Audit Period, there were no specific events which had a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations and guidelines.

For **ROBERT PAVREY & ASSOCIATES LLP**
Company Secretaries

Prerana Jadhav
Partner

ACS No.: 34667 CP. No.: 14036
UDIN: A034667F000486021

This report is to be read with Annexure A which forms an integral part of this report.

To,

The Members

Zodiac Clothing Company Limited

Our report of even date is to be read along with this letter.

- Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
- The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **ROBERT PAVREY & ASSOCIATES LLP**
Company Secretaries

Prerana Jadhav
Partner
ACS No.: 34667 CP. No.: 14036
UDIN: A034667F000486021

Place : Mumbai

Date : May 29, 2024

Form AOC - 1

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES

Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

Sr. No.	Name of the Subsidiary Company	Reporting period	Reporting currency	Exchange Rate on last day of financial year	Share Capital	Reserves & surplus	Total Assets	Total Liabilities	Investments (excluding investment in subsidiaries)	Turnover	Profit/(Loss) before taxation	Provision for taxation	Profit / (Loss) after taxation	Proposed dividend	% of shareholding
1	Zodiac Clothing Co. S.A. - Switzerland	April to March	CHF	₹92.35660	2,50,000	71,077	3,33,935	3,33,935	-	-	5,439	-	5,439	-	100
2	Zodiac Clothing Co. (U.A.E.) LLC - U.A.E.	April to March	AED	₹22.688	3,00,000	1,24,86,000	1,41,49,601	1,41,49,601	43,1283	3,21,153	(90,389)	-	(90,389)	-	100
3	Zodiac Clothing Bangladesh Limited - Bangladesh	April, To March	TAKA	₹0.7511	13,19,94,500	(2,00,03,761)	12,70,35,746	12,70,35,746	-	-	(1,64,22,225)	2478	(1,64,24,703)	-	100
4	Zodiac Clothing Company INC - USA	April, To March	USD	83.3739	NIL	32,392	3,65,866	3,65,866	-	7,55,453	25,298	13199	12,099	-	NIL
5	Zeta Technologies, INC. Delaware, USA	April, To March	USD	83.3739	40	NIL	40	40	-	-	-	-	-	-	100

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:		
a)	Name(s) of the related party and nature of relationship	NIL (All contracts or arrangements or transactions with related parties are at arm's length basis)
b)	Nature of contracts / arrangements / transactions	
c)	Duration of the contracts / arrangements / transactions	
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions	
f)	Date(s) of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	

2. Details of material contracts or arrangements or transactions at arm's length basis:		
a)	Name(s) of the related party and nature of relationship	Zodiac Metropolitan Clothing GMBH ("ZMC GMBH"). ZMC GMBH is a company in which Mr. S.Y. Noorani and Mr.s Muna A. Noorani w/o Mr. A. Y. Noorani indirectly holds (through a holding company) 49% and 51% respectively of the share capital.
b)	Nature of contracts / arrangements / transactions	Exports made in European and U.K. territory.
c)	Duration of the contracts / arrangements / transactions	Recurring Transactions for a duration of five financial years commencing from financial year 2022-23 to financial year 2026-27.
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	As per commercial terms in line with business practices and comparable with unrelated parties
e)	Date(s) of approval by the Board	The Board of Directors approved transactions with ZMC GMBH on 30 th May, 2022 and shareholders also approved these transactions in the Annual General Meeting held on 29 th September, 2023.
f)	Amount paid as advances, if any	NIL

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2023 - 2024

Corporate Governance is a process that aims to meet stakeholders' aspirations and expectations. It is much more than complying with the legal and regulatory requirements. The cardinal principles such as independence, accountability, responsibility, transparency, fair and timely disclosures etc. serve as the means for implementing the philosophy of corporate governance. The Company's policies on Corporate Governance and compliance thereof in respect of specific areas for the year ended 31st March, 2024, as per the format prescribed by SEBI and as incorporated in Regulations 17 to 27 along with 34(3) and clause (b) to (i) and (t) of Sub-regulation 46(2) and Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") are set out below for the information of the members and investors of the Company.

I. Company's Philosophy on Corporate Governance

At Zodiac, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. Good Governance practices stem from the value system and philosophy of the organization. The Company's endeavor is to follow the spirit of good governance rather than mere compliance with the conditions specified by the regulatory authorities. The Board is collectively responsible for pursuing this purpose. The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has formulated, inter alia, various policy documents and introduced best practices of governance. For the Company, Corporate Governance is not a destination but a continuous journey that seeks to provide an enabling environment to harmonize the goals of maximizing stakeholders' value and maintaining a strong customer focus.

II. Board of Directors

Composition of the Board

The Board of Directors provides strategic direction and thrust to the operations of the Company. As on 31st March, 2024, the Board of the Company comprised of Eight Directors of which, the Chairman is a Non-Executive Director, Vice Chairman is an Executive Director and six are Independent Directors out of which one is a Woman Director. The number of Independent Directors on the Board is in conformity with the requirement of Regulation 17 of LODR. The members of the Board are professionals who are senior, competent, richly experienced and highly respected persons in their respective fields.

The composition of the Board, Directorship/ Committee positions in other Companies as on 31st March, 2024, number of meetings held and attended during the year are as follows:-

Name of the Director	Designation	Category of Directorship	Board Meeting during the year		Attendance at last AGM	Directorship	Directorship and Category of Directorship in other Listed Entities	Committee Memberships in other Public Companies	
			Held	Attended				Member	Chairperson
Mr. Yogendra Premkrishna Trivedi	Non-Executive Director	Independent Director	5	5	Yes	-	None	-	-
Mr. Subramaniam Ramachandran Iyer	Non-Executive Director	Independent Director	5	5	Yes	-	None	-	-
Mr. Bernhard Steinruecke	Non-Executive Director	Independent Director	5	5	Yes	-	None	-	-
Dr. Naushad Darius Forbes	Non-Executive Director	Independent Director	5	3	No	4	Bajaj Holdings & Investment Limited-Independent Director Bajaj Finance Limited-Independent Director Bajaj Finserv Limited-Independent Director Bajaj Auto Limited-Independent Director	5	2

Name of the Director	Designation	Category of Directorship	Board Meeting during the year		Attendance at last AGM	Directorship	Directorship and Category of Directorship in other Listed Entities	Committee Memberships in other Public Companies	
			Held	Attended				Member	Chairperson
Mr. Vaman Madhav Apte	Non-Executive Director	Independent Director	5	5	No	-	None	-	-
Ms. Elizabeth . Jane Hulse	Non-Executive Director	Independent Director	5	1	No	-	None	-	-
Mr. Anees Yusuf Noorani	Chairman	Promoter & Non Executive Director	5	5	Yes	-	None	-	-
Mr. Salman Yusuf Noorani	Vice Chairman & Managing Director	Promoter & Executive Director	5	5	Yes	-	None	-	-

Notes:

- (1) The Directorship, as mentioned above, do not include Directorship in Zodiac Clothing Company Limited, in Private Limited Companies, Unlisted Public Companies and Foreign Companies.
- (2) In accordance with Regulation 26 (1) of LODR, Memberships/Chairmanships of only Audit Committees and Stakeholders' Relationship Committees in all Public Limited Companies (excluding Zodiac Clothing Company Limited) have been considered.

At its meeting held on 29th March, 2024, the Board based on the recommendation of the Nomination and Remuneration Committee, approved, inter-alia,

- The appointment of Mr. Mohamed Awais Jehangir Noorani (DIN- 00951424) as the Whole- time Director, designated as Executive Director- Exports on the Board of the Company for a period of 3 years, with effect from 1st April, 2024 till 31st March, 2027
- The appointment of Mr. Adnan Salman Noorani (DIN- 08689050) as the Whole- time Director, designated as Executive Director- Digital on the Board of the Company for a period of 3 years, with effect from 1st April, 2024 till 31st March, 2027.

The Company has sought approval of the shareholders for the aforesaid matters by way of postal ballot through remote e-voting. Details of said Directors together with the outside directorships and committee positions held by them as on 1st April, 2024 is as under:

Name of the Directors	Designation and Category	Total Number of Directorships, Committee Chairmanships and Memberships of public limited companies, as on 1 st April, 2024			Directorships in other Listed entities alongwith the Category of Directorship
		Directorships	Committee Chairmanship	Committee Memberships	
Mr. Mohamed Awais Jehangir Noorani (DIN- 00951424)	Whole time director, designated as Executive director- Exports	None			
Mr. Adnan Salman Noorani (DIN- 08689050)	Whole time director, designated as Executive director- Digital	None			

Board Meetings

The Board Meetings are governed by a structured agenda. The agenda along with the detailed explanatory notes and supporting material are circulated well in advance before each meeting to all the Directors for facilitating effective discussion and decision-making. Considerable time is spent by the Directors on discussions and deliberations at the Board Meetings. The necessary quorum has been present at all the meetings.

During the Financial Year, a total of Five (5) Board Meetings were held i.e. on 30th May, 2023, 14th August, 2023, 07th November, 2023, 14th February, 2024 and 29th March, 2024.

In compliance with the requirements of Schedule IV of the Companies Act, 2013 read with Regulation 25 of the SEBI LODR, a separate meeting of the Independent Directors of the Company was held on 29th March, 2024 without the attendance of Non-Independent Directors and members of the Management of the Company.

Number of shares and convertible instruments held by Non- Executive Directors

The details of number of shares and convertible instruments held by Non- Executive Directors is provided below:

Name of the Non-Executive Director	Number of Equity Shares Held as on 31st March, 2024
Mr. Anees Yusuf Noorani	60,00,109
Mr. Vaman Madhav Apte	2,130
Mr. Subramaniam Ramachandran Iyer	3,375
Mr. Yogendra Premkrishna Trivedi	23,875
Mr. Bernhard Steinruecke	30,375
Dr. Naushad Forbes	71,714
Ms. Elizabeth Jane Hulse	-

Chart or a Matrix setting out the Skills/Expertise/Competencies of the Board of Directors:

The Board of Directors of the Company possess the requisite skills/expertise/competencies in the context of its businesses to function effectively. The core skills/expertise/competencies that are available with the Directors are as under:

Name of the Director	Designation of the Director	Skills / Expertise
Mr. Anees Yusuf Noorani	Chairman, Non-Executive Director	Industrialist with expertise in developing Clothing business and its overall operations. Presently overseeing the Corporate affairs and Finance function of the Company.
Mr. Salman Yusuf Noorani	Vice Chairman & Managing Director	Industrialist with expertise in setting up and up-gradation of manufacturing facilities. Presently overseeing the Company's operations, product design, manufacturing, sales and marketing.
Mr. Vaman Madhav Apte	Non-Executive, Independent Director	Industrialist with rich and varied experience in setting up and managing industries and also providing consultancy.
Mr. Bernhard Steinruecke	Non-Executive Independent Director	An eminent Banker with a law background and well versed with International business, banking and finance.
Ms. Elizabeth Jane Hulse	Non-Executive Independent Director	A veteran in Textile Designing and a trained weaver, Fabric Sourcing and Purchasing Brand and Product Management and Buying.
Mr. Subramaniam Ramachandran Iyer	Non-Executive Independent Director	An eminent Banker with vast knowledge and rich experience in Finance and Banking.
Dr. Naushad Forbes	Non-Executive Independent Director	An eminent industrialist with a doctorate degree in engineering from Stanford University and expertise in steam engineering, energy efficiency, technology and international business.
Mr. Yogendra Premkrishna Trivedi	Non-Executive Independent Director	An eminent lawyer with expertise in direct, indirect taxation and corporate laws.

Mr. Mohamed Awais Jehangir Noorani	Whole time director, Executive Director- Exports	He has experience of around of 29 years in the Clothing business and International sales and servicing.
Mr. Adnan Salman Noorani	Whole time director, Executive Director- Digital	He has nearly half a decade experience in product development related to contextual targeting, campaign optimisation, audience recommendations etc and building, growing, and managing a D2C Startup with a \$200M revenue.

Familiarization Programme for Board Members

The Company has put in place a system on an ongoing basis to familiarize the Independent Directors of their roles, rights, responsibilities, nature of industry in which the Company operates and the business model of the Company. Further the Chairman/ Vice Chairman/Managing Director has a one to one discussions with the newly appointed Director to familiarize them with the Company's operations. The familiarization programme for Independent Directors has been posted on the Company's website at www.zodiaconline.com and the web link for the same is <https://www.zodiaconline.com/codes-and-policies>.

Code of Conduct for Board of Directors and Senior Management Personnel:

The Company has adopted a Code of Conduct for Board of Directors and Senior Management Personnel ("the Code") as laid down by Regulation 26(3) of LODR. The duties of Independent Directors as laid down in Schedule IV of the Companies Act, 2013 are suitably incorporated in the Code as required under the Regulation 17 of LODR. The Code has been communicated to the Directors and the Senior Management Personnel. The Code has also been posted on the Company's website at www.zodiaconline.com and the web link for the same is <https://www.zodiaconline.com/codes-and-policies>. All Board members and senior management personnel have confirmed compliance with the Code for the year ended 31st March, 2024. The Annual Report contains a declaration to this effect signed by the Vice Chairman & Managing Director.

Detailed reasons for the resignation of an independent director who resigns before the expiry of his/ her tenure along with a confirmation by such director that there are no other material reasons other than those provided:

None of the Independent Directors have resigned during the Financial Year 2023-24.

Disclosure of relationships between Directors inter-se

Mr. A. Y. Noorani, Chairman & Non-Executive Director and Mr. S. Y. Noorani, Vice Chairman & Managing Director are Brothers. Mr. Mohamed Awais Jehangir Noorani is the son of Mr. A. Y. Noorani and nephew of Mr. S. Y. Noorani. Mr. Adnan Salman Noorani is the son of Mr. S. Y. Noorani and nephew of Mr. A. Y. Noorani. Other than the above, none of the Directors are related to any other Director of the Company.

Fulfilment of the independence criteria by the Independent Directors:

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Companies Act, 2013 along with rules framed thereunder. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are Independent of the management. In terms of Regulation 25(8) of SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Further, the Independent Directors have declared that they have complied with Rule 6(1) and (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Committees of Board:

The Company has constituted various Committees of the Board of Directors to focus on critical functions of the Company and also for smooth and efficient business operations viz., Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility (CSR) Committee, Risk Management Committee, Forex Committee, and Investment Committee. The Committees meet as and when necessary for deciding various matters and providing directions and authorizations to the management for its implementation.

Details on role and composition of these Committees, including number of meeting held during the F.Y. 2023-24 and the related attendance are provided below:

III. Audit Committee

(a) Constitution of Audit Committee:

The members of the Audit Committee as on 31st March, 2024 are Mr. S. R. Iyer, Mr. V. M. Apte and Mr. Y. P. Trivedi.

All the members of the Audit Committee are Non-Executive and Independent Directors. All the members possess sound knowledge of accounts, audit, financial management expertise, etc.

Mr. S. R. Iyer is the Chairman of the Audit Committee.

Mr. Kumar Iyer, Company Secretary acts as the Secretary to the Audit Committee.

The terms of reference of the Audit Committee are in line with Regulation 18 of LODR and Section 177 of the Companies Act, 2013. The Audit Committee, inter alia, provides reassurance to the Board on the existence of an effective internal control environment.

(b) Roles and Powers of the Audit Committee:

The brief description of the terms of reference of the Committee is as follows:

Powers

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Roles:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommending to the Board, the appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the Statutory Auditors.
4. Reviewing, with the management, the annual financial statements and the auditors report thereon before submission to the Board for approval, with particular reference to:
 - (a) Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) Significant adjustments made in the financial statements arising out of audit findings;
 - (e) Compliance with listing and other legal requirements relating to financial statements;
 - (f) Approval and Disclosure of any related party transactions;
 - (g) Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. To evaluate the internal financial controls and risk management systems;

12. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussing with internal auditors any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of Chief Financial Officer (CFO) (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee;
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding Rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
22. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
23. Such other functions as may be prescribed under the applicable laws and regulations.

The Audit Committee mandatorily reviews the following information:

- Management discussion and analysis of financial condition and results of operations;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.
- Statement of deviations:
 - (i) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (ii) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

(c) Meetings of Audit Committee:

The Meetings of Audit Committee are also attended by the Chairman, Managing Director, CFO, Statutory Auditors and Internal Auditors as special invitees.

During the Financial Year, a total of Eight (8) Audit Committee Meetings were held i.e. on 30th May, 2023, 28th June, 2023, 14th August, 2023, 04th October, 2023, 07th November, 2023, 27th December, 2023, 14th February, 2024 and 20th March, 2024.

The details of attendance of each member of the Audit Committee is given below:

Name	Designation	No. of meetings held	No. of meetings attended
Mr. S. R. Iyer	Chairman	8	8
Mr. Y. P. Trivedi	Member	8	8
Mr. V. M. Apte	Member	8	8

IV. Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee as on 31st March, 2024 are Mr. Y. P. Trivedi, Mr. V. M. Apte, Mr. S. R. Iyer and Dr. Naushad Forbes w. e. f 26th March, 2024.

All the members of the Nomination and Remuneration Committee are Non-Executive and Independent Directors.

Mr. Y. P. Trivedi is the Chairman of the Nomination and Remuneration Committee.

Mr. Kumar Iyer, Company Secretary acts as the Secretary to the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee is responsible to overview the process of evaluation of performance of the Board as a whole, Board Committees and the Directors individually.

The Committee's terms of reference include:

1. 1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel, Senior Management Personnel and other employees.
- 1A. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
3. Devising a policy on diversity of Board of Directors;
4. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
6. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

During the Financial Year, One (1) Nomination and Remuneration Committee Meeting was held i.e. on 29th March, 2024.

The details of attendance of each member of the Nomination and Remuneration Committee is as follows:

Name	Designation	No. of meetings held	No. of meetings attended
Mr. Y. P. Trivedi	Chairman	1	1
Mr. V. M. Apte	Member	1	1
Mr. S. R. Iyer	Member	1	1
Dr. Naushad Forbes	Member	1	1

V. Performance evaluation criteria for Independent Directors:

Based on the Criteria for evaluating the Performance of the Independent Directors as laid down by the Nomination and Remuneration Committee of the Company, the Performance evaluation of the Independent Directors for the financial year 2023-24 has been made by the Board of Directors at their meeting held on 29th March, 2024.

As a result, in the opinion of the Board, all the Independent Directors of the Company fulfill the conditions specified in the LODR and are independent of the management.

Remuneration Policy:

A. Remuneration to Managing Director:

The remuneration payable, if any to the Managing Director is subject to the limits laid down under Section 197 and Schedule V to the Companies Act, 2013, and in accordance with the terms of appointment approved by the members of the Company. The remuneration of the Managing Director is determined by the Nomination & Remuneration Committee. Mr. S. Y. Noorani

is entitled to a remuneration consisting of Salary, Company's contribution to Provident Fund, Performance linked Bonus, other perquisites including Company's Car with driver and allowances subject to the same not exceeding the limits as permissible under the Act, applicable from time to time.

The Managing Director is not entitled to any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

B. Executive Director:

Details of Remuneration paid to Executive Director for the Financial Year ended 31st March, 2024

Particulars	Mr. S. Y. Noorani, Vice Chairman & Managing Director
Term of Appointment	For a period of 3 years from 1 st March, 2023 to 28 th February, 2026.
Salary	Mr. S. Y. Noorani has voluntarily waived off his remuneration for F.Y. 2023-24 and accordingly, no remuneration has been paid/provided in the books for the F.Y. 2023-24.
Commission	-
Minimum Remuneration	In the event of absence or inadequacy of profit under the Act in any financial year, minimum remuneration shall be the same as remuneration paid, subject to the same not exceeding the limits prescribed under the Act.
Service Contract, Notice Period & Severance Fees	The Appointment is contractual and can be terminated by either of the parties by giving six months' notice or six months' salary in lieu thereof.
Stock option	None

C. Non-Executive Directors:

The Non-Executive Directors, except Mr. A. Y. Noorani, are being paid only sitting fees for attending the meetings of the Board or Committees thereof within the limits prescribed under the Companies Act 2013. Mr. A. Y. Noorani, Chairman and Non-Executive Director has voluntarily agreed to not take any sitting fees for attending any Board or Committee Meetings. Mr. A. Y. Noorani is entitled to a Commission of such amount not exceeding 5% (five per cent) of the Net Profits of the Company w.e.f. 1st April, 2017 as per the approval of the Members of the Company. The details of the sitting fees paid/payable to the Non-Executive Directors for the Financial Year 2023-24 are as under:

Name of Director	Sitting Fees paid/payable (in ₹)	Shares held as on 31 st March, 2024
Mr. A. Y. Noorani	Nil	60,00,109
Mr. Y. P. Trivedi	6,90,000	23,875
Mr. S. R. Iyer	7,30,000	3,375
Mr. V. M. Apte	7,30,000	2,130
Mr. Bernhard Steinruecke	2,90,000	30,375
Dr. Naushad Darius Forbes	1,90,000	71,714
Ms. Elizabeth Jane Hulse	50,000	-

The Sitting Fees paid is exclusive of GST paid thereon at the applicable rates.

D. Pecuniary relationship or transaction

Save and except for the shareholding of the Non-Executive and the Independent Directors (detailed herein above), there is no pecuniary or business relationship between the Non-Executive and the Independent Directors and the Company, except for the sitting fees paid for attending meetings of the Board / Committees as mentioned above.

The Shareholding of Mr. A. Y. Noorani, Non-Executive Director is as mentioned above and the related party transactions entered to by him with the company are given in Note No. 44 of the Standalone and Consolidated Financial Statements of the Company.

VI. Stakeholders' Relationship Committee

The Company has a Stakeholders' Relationship Committee to monitor and review investors' grievances, share transfers, etc. The members of the Stakeholders' Relationship Committee as on 31st March, 2024 are Mr. A. Y. Noorani, Mr. V. M. Apte and Mr. S. Y. Noorani.

Mr. A. Y. Noorani is the Chairman of the Stakeholders Relationship Committee.

Mr. Kumar Iyer, Company Secretary is the Compliance Officer.

During the year, only Seventeen shareholder complaints were received which were resolved fully to the satisfaction of the shareholders and reported to the Committee. There were no pending shareholder complaints as on 31st March, 2024.

During the Financial Year One (1) Stakeholders Relationship Committee Meeting was held i.e. on 07th March, 2024.

VII. Corporate Social Responsibility (CSR) Committee

The Company has a Corporate Social Responsibility Committee and the members of the said Committee as on 31st March, 2024 are Mr. V. M. Apte, Mr. A. Y. Noorani and Mr. S. Y. Noorani. Mr. V. M. Apte is the Chairman of the Corporate Social Responsibility Committee.

Mr. Kumar Iyer, Company Secretary acts as the Secretary to the Committee.

The Corporate Social Responsibility Committee recommends CSR initiatives and monitors the implementation of the same as per the Corporate Social Responsibility Policy as approved by the Board.

VIII. Risk Management Committee

The Risk Management Committee is responsible for monitoring and reviewing the risk management plans duly approved by the Board. The members of the Risk Management Committee are Mr. S. R. Iyer, Chairman, Mr. A. Y. Noorani and Mr. S. Y. Noorani.

Mr. Kumar Iyer, Company Secretary acts as the Secretary to the Committee.

During the Financial Year One (1) Risk Management Committee Meeting was held i.e. on 05th February, 2024.

Name	Designation	No. of meetings held	No. of meetings attended
Mr. S. R. Iyer	Chairman	1	1
Mr. A. Y. Noorani	Member	1	1
Mr. S. Y. Noorani	Member	1	1

IX. Forex Committee

The Forex Committee comprising of Mr. A. Y. Noorani, Chairman, Mr. S. Y. Noorani and Mr. Bernhard Steinruecke, is responsible for overseeing and implementing the Forex Hedging Policy approved by the Board.

Mr. Kumar Iyer, Company Secretary acts as the Secretary to the Committee.

X. Investment Committee

The Investment Committee comprises of Mr. A. Y. Noorani, Chairman, Mr. S. R. Iyer, and Mr. S. Y. Noorani.

Mr. Kumar Iyer, Company Secretary acts as the Secretary to the Committee.

XI. Subsidiary Companies

The following are the Company's Subsidiary / Step down Subsidiaries as on 31st March, 2024:

1. Zodiac Clothing Company S.A. (Switzerland) - Subsidiary;
2. Zodiac Clothing Company (U.A.E.) LLC - Step Down Subsidiary;
3. Zodiac Clothing Bangladesh Limited (Bangladesh) - Step Down Subsidiary;
4. Zodiac Clothing Company INC (USA) - Step Down Subsidiary;
5. Zela Technologies INC (USA) - Step Down Subsidiary w. e. f 28th February, 2024;

None of the above Companies are material subsidiaries as defined under Regulation 16 (c) of LODR. However, the Company has formulated the material subsidiary policy and uploaded on the website of the Company.

The Audit Committee reviews the financial statements of the subsidiaries, in particular the Investments made and significant transactions, if any, by the subsidiary Companies during every quarter.

The minutes of the Board Meeting/s of the Subsidiaries are periodically placed before the Board of Directors of the Company. The Management also brings to the attention of the Board periodically, the statement of significant transactions entered into by the subsidiaries, if any.

XII. Directors seeking appointment/ re-appointment

Mr. A.Y. Noorani, Chairman and Mr. S.Y. Noorani, Managing Director retire by rotation at the ensuing 40th Annual General Meeting and are eligible for re-appointment.

XIII. Particulars of Senior Management

The details of the Senior Management Personnel of the Company identified in accordance with the Act and Regulation 16(1) (d) of the Listing Regulations, as recommended by the Nomination & Remuneration Committee and approved by the Board, as on 31st March, 2024, are given below:

Sr. No.	Name	Designation
1.	Mr. Mohamed Awais Jehangir Noorani	Vice President– International Sales & Sourcing (Appointed as Executive Director- Exports w. e. f 1 st April, 2024)
2.	Mr. Bealthur Mahabala	Vice President– Commercial & C.F.O
3.	Mr. Behroze Nozer Daruwala	Vice President– Fabrics & Merchandising
4.	Mr. Anand Pisharody	Vice President– Manufacturing
5.	Mr. Imraan Surve	Vice President– Marketing Zod, LFS & Z3
6.	Mr. Kumar Iyer	Company Secretary & Compliance Officer
7.	Mr. Rajendra Shenoy	General Manager Manufacturing Plant

XIV. Disclosure of certain types of agreements binding listed entities

Information disclosed under clause 5A of paragraph A of Part A of Schedule III of these regulations: Not applicable during the year under review.

XV. Disclosure of commodity price risks and commodity hedging activities: Nil

XVI. Other Disclosures:

a. Details of Compliance with mandatory requirements and adoption of the non- mandatory requirements of this Regulation.

The Company has complied with all the mandatory requirements as stipulated in Schedule V of the LODR. The non-mandatory requirement as stipulated in Schedule V of LODR is being reviewed by the Board and adopted to the extent and in manner as stated under the appropriate headings in the Report on Corporate Governance.

b. Related Party Transactions

All transactions entered into with the related parties as defined under section 188 of the Companies Act 2013 and Regulation 23 and Schedule V of LODR during the Financial Year were in the ordinary course of business and on an arm's length basis. During the year the Company obtained shareholders' approval for materially significant transactions with a related party i.e. Zodiac Metropolitan Clothing GMBH. Related Party Transactions have been disclosed under the Note No. 43 of the notes forming part of the financial statements in accordance with Ind AS 24. A statement in summary form of transactions with related parties entered to in the ordinary course of business and on Arm's Length basis is periodically placed before the Audit Committee for review and approval.

As required under Regulation 23 of LODR, the Company has a policy on dealing with related party transactions. The policy is available on the website of the Company.

None of the transactions with related parties were in conflict with the interest of the Company. All transactions are in the normal course of business and have no potential conflict with the interests of the Company at large and are carried out on an arm's length basis.

c. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital market, during the last three years.

There were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any Statutory Authority for non-compliance of any matter related to the capital market during the last three years.

d. Code for Prohibition of Insider trading

In compliance with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Board of Directors of the Company have adopted a formal 'Code of conduct for Regulating, Monitoring and Reporting of Trading by Insiders' for prevention of Insider trading by the Directors and Designated Employees and their dependents and have also adopted the Procedure for enquiry in case of leak/suspected leak of Unpublished Price Sensitive Information Policy.

e. Whistle Blower Policy/Vigil Mechanism

Pursuant to section 177 (9) & (10) of the Companies Act, 2013 and Regulation 46 of LODR, the Company has a Whistle Blower Policy for Vigil Mechanism for Directors and employees to report to the management about unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards

against victimization of employees and Directors who use such mechanism and also provides for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the employees of the Company have been denied access to the Audit Committee. The said policy is disclosed on the website of the company viz: <https://www.zodiaconline.com/codes-and-policies>

f. Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the notes to the financial statements.

g. Web link where policy for determining ‘material’ subsidiaries is disclosed

The web link where the policy for determining ‘material’ subsidiaries is disclosed is <https://www.zodiaconline.com/codes-and-policies>

h. Web link where policy on dealing with Related Party Transactions

The web link where the policy on dealing with Related Party Transactions is disclosed is <https://www.zodiaconline.com/codes-and-policies>

i. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Number of complaints filed during the financial year 2023-24	Number of complaints disposed off during the Financial Year 2023-24	Number of complaints pending as on end of the Financial Year 2023-24
Nil	Nil	Nil

j. The following non-mandatory requirements under Part E of Schedule II of the Listing Regulations to the extent Company has adopted are mentioned below:

Discretionary Requirements:

- The Company maintains a separate office for the Non-Executive Chairman.
- The position of the Chairman and Managing Director are separate.
- The Auditors’ Opinion on the Financial Statements are Unmodified.
- The Internal Auditor reports directly to the Audit Committee of the Company.

k. Details of Total Fees for all services paid by Zodiac and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part.

The total fees paid to the Statutory Auditors are given in Note No. 36(i) to the Standalone Financial Statements.

l. Shareholder Information

A) General Body Meeting

1. Details of last three Annual General Meetings held:

FINANCIAL YEAR	DAY & DATE	TIME	VENUE
2020-2021	Wednesday, September 29, 2021	3.00 p.m.	Nyloc House, 254, D-2, Dr. Annie Besant Road, Worli, Mumbai – 400 030 (through video conferencing/other audio visual means)
2021-2022	Friday, September 30, 2022	3.00 p.m.	Nyloc House, 254, D-2, Dr. Annie Besant Road, Worli, Mumbai – 400 030 (through video conferencing/other audio visual means)
2022-2023	Friday, September 29, 2023	3.00 p.m.	Nyloc House, 254, D-2, Dr. Annie Besant Road, Worli, Mumbai – 400 030 (through video conferencing/other audio visual means)

2. Whether any Special Resolutions were passed in the previous three AGMs:

37th Annual General Meeting held on 29th September, 2021:

No special resolution was passed at this AGM:

38th Annual General Meeting held on 30th September, 2022:

At this meeting, the following two Special Resolutions were passed:

- i. Re-appointment of Mr. S. Y. Noorani (DIN: 00068423) as the Managing Director of the Company and approval of the remuneration payable to him.
- ii. Re-appointment of Dr. Naushad Darius Forbes (DIN: 00630825) aged 62 years, as an Independent Director of the Company.

39th Annual General Meeting held on 29th September, 2023:

No special resolution was passed at this AGM

Extra- Ordinary General Meeting:

There was no Extra Ordinary General Meeting held during the F.Y. 2023-24.

3. Postal Ballot :

Whether any special resolution passed through postal ballot:

During the year, the Company has not passed any special resolution through postal ballot:

Person who conducted the postal ballot exercise:

Not Applicable

Procedure for postal ballot:

The procedure for postal ballot is as per the provisions contained in this behalf in the Companies Act, 2013 and rules made thereunder namely "The Companies (Management and Administration) Rules, 2014" as amended from time to time read with circulars issued by Ministry of Corporate Affairs:

The details of the Resolutions proposed to be passed by Postal Ballot are as follows:

Sr. no.	Resolution	Type of resolution
1.	Appointment of Mr. Mohamed Awais Jehangir Noorani (DIN: 00951424) as the Whole-Time Director, Designated as Executive Director - Exports of the Company and the remuneration payable to him.	Special Resolution
2.	Appointment of Mr. Adnan Salman Noorani (DIN: 08689050) as the Whole-Time Director, Designated as Executive Director – Digital of the Company and the remuneration payable to him.	Special Resolution

XIV. Means of Communication:

a. Quarterly Results:

Published in the newspapers in terms of Regulation 33 of LODR.

b. Newspapers in which results are normally published in:

- i. Business Standard (English Newspaper All India Edition).
- ii. Lokmat (Marathi Newspaper - Mumbai Edition)

c. The Company's financial results and official press releases are displayed on the Company's website: www.zodiaconline.com

d. Any presentation made to the Investors and analysts are also posted on the Company's website viz. www.zodiaconline.com

e. During the year under review, no presentations were made to analysts.

XV. General Shareholder Information

a) Annual General Meeting for the financial year 2023-24:

Day & Date	Time	Venue
Friday, 27 th September, 2024	3.00 p.m.	Annual General Meeting through Video Conference/Other Audio-Visual Means (Deemed Venue for meeting - Nyloc House, 254, D2, Dr. Annie Besant Road, Mumbai - 400030.)

b) Financial Year 2024 - 2025 (tentative) Schedule of the Board Meetings:

First Quarter ended 30 th June 2024	: On or before 14 th August, 2024
Second Quarter ended 30 th September 2024	: On or before 14 th November, 2024
Third Quarter ended 31 st December 2024	: On or before 14 th February, 2025
Fourth Quarter ended 31 st March 2025	: On or before 30 th May, 2025

c) Dividend payment date:

The Board has not recommended any Dividend for the year under consideration.

d) Disclosure of details of Unclaimed Shares (under Schedule V of LODR):

In terms of Schedule V of LODR, the details of the Unclaimed Shares lying in the Unclaimed Share Suspense Account are as follows:

e) Disclosure of details of Unclaimed Shares (under Schedule V of LODR):

In terms of Schedule V of LODR, the details of the Unclaimed Shares lying in the Unclaimed Share Suspense Account are as follows:

Sr.No.	Particulars	No. of Shareholders	No. of Equity Shares
i	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Shares Suspense Account as on 1 st April, 2023	8	1600
ii	Number of shareholders who approached the Company for transfer of shares from the Unclaimed Shares Suspense Account during the year	0	0
iii	Number of shareholders to whom the shares were transferred from the Unclaimed Shares Suspense Account during the year	0	0
iv	Shares credited to the IEPF suspense account in terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 published on 5 th September, 2016,	1	200
v	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Shares Suspense Account as on 31 st March, 2024, whose voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.	7	1400

f) Listing on Stock Exchanges:

The Equity Shares of the Company continue to be listed at the following Stock Exchanges: -

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.

National Stock Exchange of India Ltd.

Phiroze Exchange Plaza, Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051.

Note:

Listing Fees have been paid to the aforesaid Stock Exchanges upto the F.Y. 2024-2025.

g) Stock Code / Symbol:

BSE Limited : 521163
National Stock Exchange of India Limited : ZODIACLOTH
ISIN : INE206B01013

h) Suspension from trading:

None of the Security/ies of the Company have been suspended from trading on any of the Stock Exchanges.

i) Dematerialisation of equity shares:

99.83 % of the total equity share capital are in dematerialised form with NSDL and CDSL.

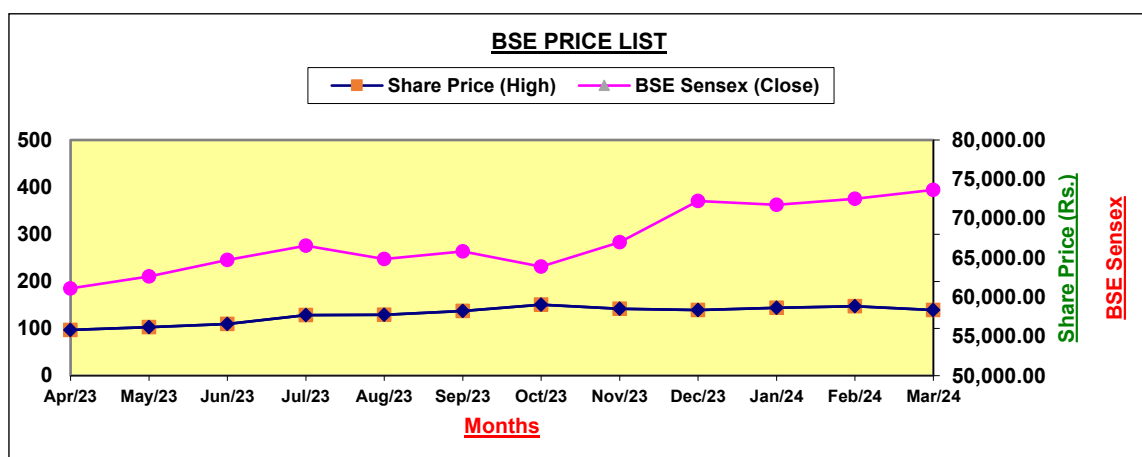
j) (i) Market Price Data:

The monthly high & low quotations of the Company's shares traded on BSE Limited and National Stock Exchange of India Limited during the financial year 2023-2024 are as under:

Months	BSE Limited		NSE India Limited	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2023	97.05	81.41	96.90	81.05
May 2023	102.90	94.60	103.90	94.10
June 2023	109.90	96.09	110	95.25
July 2023	128.60	98	128	98.05
August 2023	128.90	105.55	129.70	106.45
September 2023	137.15	111	137	110.25
October 2023	150.60	126.05	151	126.30
November 2023	142.05	125.30	142.80	125.20
December 2023	139.15	125.95	139.70	125.50
January 2024	144	123	144.50	125.65
February 2024	147.60	121.55	148	120.90
March 2024	139	105	139.50	104

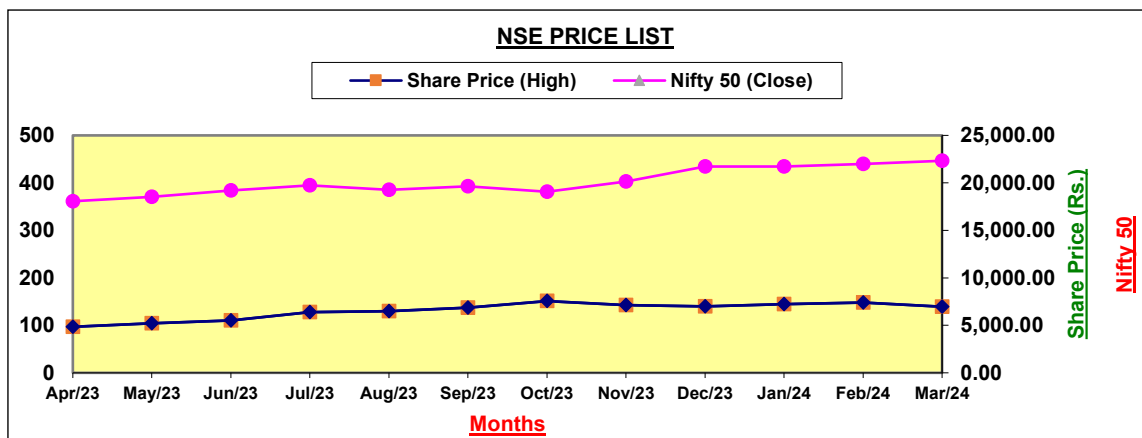
(ii) Performance of the Company's closing Share Price in comparison with BSE Sensex:

ZODIAC vs BSE SENSEX



(iii) Performance of the Company's closing Share Price in comparison with Nifty 50:

ZODIAC vs Nifty 50



k) Registrar & Share Transfer Agents

KFin Technologies Limited
Selenium Tower B, Plot 31 & 32,
Financial District, Nanakramguda,
Serilingampally Mandal,
Hyderabad - 500 032, Telangana.
Toll Free no.: 1800-309-4001

l) Share Transfer System

As mandated by SEBI, securities of the Company can be transferred / traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. During the year, the Company obtained, a certificate from a Company Secretary in Practice, certifying that all certificates for transfer, transmission, transposition, sub-division, consolidation, renewal, exchange and deletion of names were issued as required under Regulation 40(9) of the SEBI (LODR) Regulations 2015. The certificate was duly filed with the Stock Exchanges. The Stakeholders Relationship Committee meets as and when required to, inter alia, consider the issue of duplicate share certificates and attend to Shareholders' grievances, etc.

m) Distribution of shareholding as on 31st March, 2024

ZODIAC CLOTHING COMPANY LIMITED					
Distribution of Shareholding as on 31/03/2024					
Sr. No	Category (Shares)	No.of Shareholders	Percentage (%)	No.of Shares	% To Equity
1	1-500	9214	88.78	887634	3.41
2	501- 1000	509	4.90	413736	1.59
3	1001- 2000	281	2.71	429184	1.65
4	2001- 3000	110	1.06	269807	1.04
5	3001- 4000	57	0.55	205978	0.79
6	4001- 5000	47	0.45	222318	0.86
7	5001- 10000	83	0.80	596645	2.30
8	10001- 20000	31	0.30	397930	1.53
9	20001 and above	47	0.45	22570485	86.83
	TOTAL:	10,379	100	2,59,93,717	100

n) **Shareholding Pattern as on 31st March, 2024**

Sr. No	Particulars	Total Number of Shares	Percentage of Holding
(I)	(II)	(IV)	(VI)
(A)	PROMOTER HOLDING		
(1)	INDIAN	60,50,784	23.28
(2)	FOREIGN	1,25,09,948	48.12
	TOTAL (A)	1,85,60,732	71.40
(B)	PUBLIC SHAREHOLDING		
(1)	INSTITUTIONS	2,572	0.01
(2)	NON-INSTITUTIONS	74,30,413	28.59
	TOTAL (B)	74,32,985	28.60
	GRAND TOTAL (A+B) :	2,59,93,717	100

o) **Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on Equity.**

None

p) **Foreign exchange risk and hedging activities.**

The Company's hedging policy only allows for effective hedge relationships to be established. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Company enters into hedge relationships where the critical terms of hedging instrument match exactly with the terms of the hedged items, and so a qualitative assessment of effectiveness is performed. For full details Refer note no. 46 of the standalone financial statements of the Company

q) **The Details of Utilization of funds raised through Preferential Allotment as specified under Regulation 32 (7A) of LODR as on 31st March, 2024 is as below:**

Sr. no.	Particulars	Amount Received
1.	Amount received on issue of 12,34,186 equity shares of ₹10 each @ premium of ₹87.23 on 18 th February, 2023.	₹11,99,99,904.78
2.	TOTAL AMOUNT RECEIVED	₹11,99,99,904.78
3.	Amount used towards working capital requirements	₹11,99,99,904.78
4.	Balance unused amount invested in liquid fund/s (rounded off)	NIL

r) **Credit Rating**

The information pertaining to credit rating and changes therein during the year is as follows:

Facilities/Instruments	Date	Rating	Rating Action
Long term Bank Facilities	September 06, 2023	CARE BB+; Negative (Double B Plus; Outlook: Negative)	Reaffirmed; Outlook revised from Stable

s) **Liquidity**

The Company's Equity Shares are traded on Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited.

t) Plant Location

(I) Bangalore: –

1. Near Bagalur Cross, Air Force Station, P.O. Yelahanka, Bangalore - 560 063
2. No. 107 & 108, 4th 'C' Cross, 5th Block, Koramangala Industrial Layout, Bangalore - 560 095
3. No. 9B, 2nd Phase, Bommasandra Industrial Area, Hebbatgudi Village, Anekal Taluka Bangalore - 560 099

(II) Gujarat: –

1. A-1, 181 / 1, GIDC, Umbergaon, Valsad, Gujarat: 396171.
2. C/2 / 7, GIDC Industrial Area, Umbergaon, Valsad, Gujarat - 396 171.
3. Plot no. 411, Phase III, GIDC, Umbergaon, Valsad, Gujarat- 396171.

u) Address for Correspondence:

For Shares held in Physical form:

KFin Technologies Limited
Selenium Tower B, Plot 31 & 32, Financial District,
Nanakramguda, Serilingampally Mandal,
Hyderabad - 500 032, Telangana.
Toll Free no.: 1800-309-4001
Email: shyam.kumar@kfintech.com
Website: www.kfintech.com

For Shares held in Demat Form:

Investor's concerned Depository Participant(s) and/ or KFin Technologies Limited

For General Correspondence write to:

Mr. Kumar Iyer
G.M. Legal & Company Secretary
Zodiac Clothing Company Limited
Nyloc House, 254, D-2, Dr. Annie Besant Road, Worli, Mumbai 400 030.
e-mail: cosecy@zodiacmtc.com

v) Disclosure in relation to recommendation made by any Committee which was not accepted by the Board:

The Board has accepted all the recommendations by various committees of the Board during the financial year 31st March, 2024.

w) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount

During the FY 2023-24, the Company has not granted any Loans and advances in the nature of loans to firms/companies in which directors are interested.

x) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.

During the FY 2023-24, the Company does not have a material subsidiary.

y) Certificate from Company Secretary in Practice on Debarment or Disqualification of Directors

As required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company are debarred or disqualified from being appointed or continuing to act as director of the Company by the Board/Ministry of Corporate Affairs or any such Statutory Authority is attached as Annexure A to this Report

Place: Mumbai

Date: 30th May, 2024

A. Y. Noorani

Chairman

CEO AND CFO CERTIFICATION UNDER REGULATION 17(8) OF LODR

We, S. Y. Noorani, Vice Chairman & Managing Director and B. Mahabala, Chief Financial Officer (CFO) to the best of our knowledge and belief, certify that:

- (A) We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2024 of Zodiac Clothing Co. Ltd., and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (C) We accept responsibility for establishing and maintaining Internal Controls for the Financial Reporting and that we have evaluated the effectiveness of the Internal Control system of the Company pertaining to Financial Reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (D) We have indicated to the Auditors and the Audit Committee:
- (1) significant changes in Internal Control over Financial Reporting during the year,
 - (2) significant changes in accounting policies during the year if any, and that the same have been disclosed in the notes to the financial statements; and
 - (3) instances of significant fraud, if any, of which we have become aware and the Involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control System over Financial Reporting

S. Y. NOORANI

Vice Chairman & Managing Director
DIN: 00068423

B. MAHABALA

Chief Financial Officer (CFO)

Place : Mumbai

Date : 30th May, 2024

Annual Declaration by the Vice Chairman & Managing Director

I do hereby declare that pursuant to Schedule V (D) read with the Regulation 34 (3) of the SEBI LODR, all Board members and senior management personnel of the Company have affirmed with the Code of Conduct and Ethics for the year ended 31st March, 2024.

S.Y. NOORANI

Vice Chairman & Managing Director
DIN: 00068423

Independent Auditors' Certificate on Corporate Governance

To the Members of Zodiac Clothing Company Limited

We the Statutory Auditors of Zodiac Clothing Company Limited (the 'Company') have examined the compliance of conditions of Corporate Governance by the Company for the year ended March 31, 2024 as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D, E of schedule V of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015 ('the Regulations') and as amended from time to time.

Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on our examination of relevant records and information and according to the explanations given to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D, E of schedule V of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015, during the year ended March 31, 2024, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For MSKA & Associates

Chartered Accountants

Firm Registration No. 105047W

Ankush Agrawal

Partner

Membership No.159694

UDIN: 24159694BKFHTI1620

Place: Mumbai

Date: May 30, 2024

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Zodiac Clothing Company Limited
Nyloc House 254, D-2,
Dr. Annie Besant Road, Worli
Mumbai 400030

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Zodiac Clothing Company Limited having CIN L17100MH1984PLC033143 and having registered office at Nyloc House 254, D-2, Dr. Annie Besant Road, Worli, Mumbai-400030 Maharashtra, India (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Director's Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, We hereby certify that none of the directors on the board of the Company as stated below for the financial year ended on 31st March, 2024 has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Yogendra Premkrishna Trivedi	00001879	29/01/2000
2.	Vaman Madhav Apte	00003651	13/08/2019
3.	Anees Yusuf Noorani	00041686	14/06/1984
4.	Salman Yusuf Noorani	00068423	31/01/2009
5.	Subramaniam Ramachandran Iyer	00580437	22/06/2002
6.	Naushad Darius Forbes	00630825	29/03/2018
7.	Bernhard Steinruecke	01122939	28/11/1997
8.	Elizabeth Jane Hulse	07094093	11/02/2015

Ensuring the eligibility of for the appointment/continuity of every director on the board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **ROBERT PAVREY & ASSOCIATES LLP**
Company Secretaries

Place: Mumbai
Dated: May 29, 2024

Prerna Jadhav
Partner
ACS No. : 34667 CP. No. : 14036
UDIN: A034667F000486261

MANAGEMENT DISCUSSION AND ANALYSIS

1. OVERVIEW:

The financial year 2023-24 was characterized by resilience within the global economy. Despite the considerable challenges posed by geopolitical tensions and elevated borrowing costs, global economic activity demonstrated steady growth, defying forecasts of stagflation and recession. The global economy recorded growth at 3.2% in 2023 and is projected to maintain a similar pace in 2024 and 2025.

Key drivers of this growth globally include sustained household consumption, increased government expenditure and an unexpected rise in labour force participation. However, the global economic landscape remains fraught with complexities, persistent geopolitical conflicts, most notably the ongoing war in Ukraine and more recently the conflict in Gaza and Israel, have induced fluctuations in commodity prices and posed risks to financial stability. Meanwhile, Houthi rebel attacks on cargo ships and tankers in the Red Sea have caused freight rates to soar and nearly doubled transit times. Despite these adversities, central banks, especially the US Federal Reserve, have adeptly navigated an environment of high inflation and interest rates, with potential rate cuts anticipated in the latter part of 2024.

Against this backdrop, the Indian economy continued its trajectory of robust growth, further solidifying its position as the world's fastest-growing major economy. India's GDP expanded by an impressive 8.2% in FY 2023-24, up from 7% in the preceding year. This growth has been underpinned by sound policy measures, including substantial capital expenditure in infrastructure. The Government's emphasis on infrastructure development, coupled with a resurgence in private sector investment in key sectors such as steel, cement and oil and gas has provided a strong impetus to the economy.

Inflation in India moderated to 5.3% in FY 2023-24, down from the previous year's highs, reflecting the Reserve Bank of India's (RBI's) timely interventions. Nevertheless, the year was not without challenges, including subdued rural consumption due to erratic weather patterns affecting agricultural output and a decline in household savings, which exerted pressure on liquidity across the economy and adversely affected discretionary spending.

Looking ahead, the outlook for the global economy remains cautiously optimistic. While the immediate risks of a severe downturn have dissipated, ongoing geopolitical tensions, high interest rates and potential inflationary pressures continue to cast a shadow. For India, the focus will remain on sustaining its growth momentum, supported by continued infrastructure investment, technological advancements and expansion of the digital economy.

India is expected to maintain its robust growth trajectory, with the Reserve Bank of India projecting a GDP growth rate of 7.2% for the current financial year. As India progresses towards becoming the world's third-largest economy by 2027, the nation is well-positioned to leverage its strengths of a rising middle class and sound policy framework to navigate forthcoming challenges and seize emerging opportunities.

2. INDUSTRY STRUCTURE AND DEVELOPMENT:

The clothing industry remains one of the most dynamic and competitive sectors globally, characterized by rapid shifts in fashion trends, technological advancements and evolving consumer preferences. In recent years, the sector has witnessed significant changes driven by geopolitical tensions, economic uncertainties and the effects of the COVID-19 pandemic.

The global clothing market reached an estimated size of USD 1.7 trillion in 2023. Industry growth reflects a recovery from the pandemic's impact but remains tempered by ongoing challenges such as high borrowing costs and geopolitical tensions. Going forward, the market is projected to grow at a 5% CAGR and cross USD 2.3 trillion by 2030.

India remains one of the largest producers and exporters of textiles and clothing globally. The domestic textile and clothing industry contributes approximately 2% to the country's GDP and accounts for about 7% of industrial output in value terms. The sector is crucial from a gender-sensitive employment perspective, providing direct and indirect employment to millions, particularly in rural areas.

In FY 2023-24, India's clothing industry witnessed significant developments. The country's signing of Free Trade Agreements (FTAs) with the UAE and Australia is expected to boost exports to these markets. Furthermore, FTAs are currently under negotiation with the EU and UK, should these come to fruition, they could be transformative for India's textile and clothing industry. However, the timing and likelihood of their finalisation remain uncertain.

Technological advancements and the shift towards sustainable fashion are reshaping the industry. Companies are increasingly adopting digital platforms to engage directly with consumers, leveraging data analytics to predict trends and personalize offerings. Sustainability has emerged as a key focus, with many brands adopting eco-friendly practices in production.

Overall, the Indian clothing industry is well-positioned for growth, provided disposable incomes rise, shift to organised retail and increased urbanisation gathers further momentum for the domestic market will expand handsomely. Nevertheless, the industry must navigate challenges such as global competition, supply chain disruptions and evolving consumer preferences to sustain its momentum.

3. (A) OPPORTUNITIES

The global textile and clothing industry is undergoing a significant transformation, presenting numerous opportunities for growth and expansion. Post-pandemic, there has been a discernible shift in consumer behaviour towards more sustainable and eco-friendly products. This trend is anticipated to continue, with consumers increasingly favouring brands that prioritize environmental and social responsibility. For Zodiac, which has already made strides in sustainability through initiatives such as GOTS-certified organic cotton and water-positive manufacturing facilities, among others, this shift presents a unique opportunity to further differentiate our offerings and capture market share.

As one of the largest textile and clothing producers globally, India is well-positioned to capitalize on the ongoing geopolitical shifts in global supply chains, if India's manufacturing were to become robust and consequently increase productivity, making its labour cost more competitive. The recent signing of Free Trade Agreements (FTAs) with the UAE and Australia, along with ongoing negotiations with the EU and UK, are expected to open new markets for Indian exports, providing a significant boost to the industry.

The Indian market presents significant growth opportunities, driven by potentially rising disposable incomes, urbanization, and increased fashion consciousness. The market size is estimated at USD 102 billion in FY 2023 and is expected to grow to USD 180 billion by FY 2025 supported by higher discretionary spending going forward, improved product accessibility and the growing influence of e-commerce, particularly in tier-2 and tier-3 cities. Companies adept at leveraging data analytics, digital marketing and advanced manufacturing technologies will be well-positioned to capitalize on these trends, optimizing inventory management and offering personalized shopping experiences.

In conclusion, the Indian textile and clothing industry is poised to benefit from both global and domestic opportunities. By leveraging its strengths in manufacturing, sustainability, and technology, Zodiac is well-positioned to capture a larger share of the market, both in India and internationally. Your company's focus on innovation and sustainability will be key drivers of its growth in the coming years.

(B) THREATS:

The global textile and clothing industry faces several significant threats that could impede its growth and profitability in the coming years. These challenges are particularly pronounced against the backdrop of ongoing geopolitical tensions, economic uncertainties and rapid technological advancements that are reshaping the global landscape.

One of the most pressing threats is the volatility in raw material prices. In FY23, cotton prices soared and just as they began to stabilize, a linen crop failure in FY24 caused linen fabric prices to double. The ongoing conflict in Ukraine coupled with ensuing sanctions, has further exacerbated cost pressures by driving up energy prices as well as those of other essential inputs. These sharp fluctuations, fuelled by crop failures, climate change, geopolitical conflicts and supply chain disruptions, present formidable challenges.

Another critical threat is the increasing competition from low-cost manufacturing hubs such as Bangladesh, Vietnam and Cambodia. These countries have successfully captured market share from China by leveraging favourable trade agreements, lower production costs and higher productivity. India's relative lag in finalizing trade agreements with key markets like the EU and UK places its textile and clothing industry at a competitive disadvantage. Moreover, the appreciation of the Indian Rupee compared to currencies like the Bangladeshi Taka and the Vietnamese Dong further erodes the price competitiveness of Indian exports. Zodiac is addressing this by virtue of its upcoming production facility in Bangladesh.

The industry also faces the persistent threat of evolving

consumer preferences and the rise of fast fashion, which demand agility and rapid turnaround times from manufacturers. The increasing penetration of e-commerce platforms has intensified competition, with many new entrants offering deep discounts and aggressively pricing their products to gain market share. This has put pressure on traditional brick-and-mortar retailers and established brands to innovate and adapt quickly or risk losing relevance.

Technological disruption is another area of concern. While technology offers numerous opportunities, it also poses risks for companies that are slow to adopt or invest in new digital tools and platforms. The growing importance of data analytics, AI-driven customer insights, and automation in manufacturing necessitates continuous upgrading of capabilities to remain competitive. Failure to do so could result in operational inefficiencies and lost market opportunities.

Sustainability, while presenting opportunities, also imposes challenges. Increasing regulatory scrutiny and consumer demand for eco-friendly products are compelling companies to adopt more sustainable practices. However, the transition to sustainable production can be costly and complex, requiring significant investment in new technologies and processes. Companies that are unable to meet these demands risk losing market share to more agile competitors who can deliver on sustainability promises.

The threat of further geopolitical instability, such as the potential for new conflicts or trade wars, also looms large. These risks could disrupt global supply chains, increase costs and create uncertainty in key markets, impacting both the availability of raw materials and the demand for finished products.

In the domestic market, the Indian clothing industry faces the challenge of slowing demand, exacerbated by erratic weather patterns and subdued agricultural growth. This has impacted mass consumption segments, particularly in rural areas, where spending has been weaker than expected. Additionally, inflationary pressures, though moderated in the past year, continue to pose a threat to consumer spending, particularly in lower-income segments.

Moreover, the Indian market grapples with regulatory challenges, including issues related to the Goods and Services Tax (GST) refunds, which have created severe liquidity pressures, particularly for MSMEs. The uncertainty surrounding future government policies and trade agreements adds to the complexity, making it difficult for companies to plan and execute long-term strategies effectively.

In summary, while the Indian textile and clothing industry has ample opportunities for growth, it also faces a range of significant threats that could impede its progress. Industry participants must navigate these challenges carefully, focusing on cost management, technological innovation and sustainability to mitigate risks and maintain their competitive edge.

4. SEGMENT / PRODUCT WISE PERFORMANCE:

The Company is exclusively engaged in the business of clothing and clothing accessories and in the context of the

Indian Accounting Standard (Ind AS 108) constitutes one single operating segment. The Company's three segment leading brands Zodiac, ZOD and z3 are well established and cater to diverse customer needs.

The geographical segment is identified and given below:

Year Ended 31st March, 2024 - On a Consolidated Basis
(Unit: ₹ lakhs)

Particulars	India	Rest of the World	Total
Segment Revenue (Net)	6,151.01	8,429.48	14,580.49
Carrying Cost of Segment Non-Current Asset	14,987.22	942.56	15,929.78

5. OUTLOOK:

Looking ahead, the global economy, while showing resilience in the face of significant headwinds, is expected to grow at a modest pace in 2024 and 2025. This growth will be supported by steady household consumption and increased government spending in advanced economies, tempered by high borrowing costs, geopolitical tensions and the lingering effects of the COVID-19 pandemic.

For India, the outlook remains cautiously optimistic. The country is expected to continue its trajectory as the world's fastest-growing major economy. This robust growth will be driven by strong infrastructure investment, a resurgence in private sector capital expenditure and a continued focus on manufacturing and exports.

Zodiac is well-positioned to leverage its strengths in manufacturing, sustainability and innovation to navigate the challenges and capitalize on the opportunities that lie ahead. The company's focus on expanding its digital presence, enhancing operational efficiency through technology and maintaining a strong commitment to sustainability will be critical to its success in both domestic and international markets.

The coming year is likely to see a continuation of the trends observed in FY 2023-24, with moderate global economic growth, persistent inflationary pressures and ongoing geopolitical risks. However, India's strong economic fundamentals, coupled with proactive government policies aimed at boosting infrastructure and manufacturing, may provide an impetus for growth in the textile and clothing industry. While the industry faces challenges, the outlook remains positive. By staying agile, investing in innovation, and focusing on sustainability, your company can not only weather the uncertainties but also thrive in the evolving global marketplace.

6. RISKS AND CONCERNS:

The Company has identified key risks to include fluctuation in raw material prices, weak demand, increased global and

local competition, currency fluctuations and sales channel disruptions. In addition, regulatory risks include changes in taxation regime, government policies with respect to textiles and clothing, pollution control, industrial relations issues & failure to comply with regulatory provisions. Rising interest rates and unwarranted blockage of funds in GST refunds are another significant risk. A Company-wide awareness of risk management policies and practices is being inculcated to mitigate the adverse effect of foreseeable risks on the operating results.

7. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company's internal control systems, which are supplemented by an exhaustive internal audit (by an independent audit firm reporting directly to the Audit Committee), which is regularly subjected to in-depth involvement of the management. Internal Audit covers the various functions, processes and other activities, including own retail operations of the Company. Transactions are authorised, recorded and reported accurately and subjected to audit as well. The system of internal controls also ensures that all assets are safeguarded, insured and protected against loss. The internal control systems are designed to ensure that the financial statements are prepared based on reliable information. The reports presented by internal auditors are reviewed by the audit committee on a routine basis. The committee makes note of the audit observations and takes corrective actions, if necessary. The committee maintains constant dialogue with statutory and internal auditors to make sure that internal control systems are operating effectively.

8. COMPANY'S FINANCIAL PERFORMANCE:

(₹ in lakhs)

	2023 - 24	2022 - 23
Total Revenue from Operations (Net)	14,412	16,900
PROFIT/(LOSS) BEFORE TAXATION	3,511	1,516
Provision for Taxation:		
Current Tax	-	-
Deferred tax Charge/(Credit)	(25)	(64)
Tax in respect of earlier years	0.39	1
PROFIT/(LOSS) AFTER TAXATION	(3,487)	1,579
Other Comprehensive Income / (Loss)	267	420
Total Comprehensive Income / (Loss) for the year	(3,261.74)	1,999

Operational Revenue & Profits:

EBIDTA decreased in March, 2024 due to the continued challenges arising out of the volatile macro-economic

environment, supply chain disruptions and geopolitical unrest most notably the ongoing war in Ukraine and the recent conflict in Gaza and Israel. Despite this, the Company continues to remain focused on executing its strategic roadmap, reducing expenses and building on the foundations that we have laid to spur our future growth.

The company continues its focus on expanding its digital presence and operational efficiency through technology, thereby substantially improving the company's sales through this channel.

Internationally, the Company expects to improve its revenue post commencement of manufacturing activities at our Bangladesh unit (expected before the end of the calendar year).

All this should result in increased EBITDA, going forward.

During the Year:

The Company is in compliance with the Code of Conduct for Prevention of Insider Trading formulated in terms of provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

During the year, 10 new Stores were opened (11 unviable stores closed - a net decrease 01 stores) with 85 stores at the end of the year.

9. HUMAN RESOURCES DEVELOPMENT / INDUSTRIAL RELATIONS:

The Company recognizes the need of continuous growth and development of its employees to meet the challenges posed by a rapidly growing consumer facing organization, besides fulfilling their own career path objectives. Consequently, the role of Human Resources continues to remain vital and strategic to the Company.

The Company considers its employees as the most important asset and integral to its competitive position. It has a well-designed HR policy that promotes a conducive work environment, inclusive growth, equal opportunities and competitiveness and aligns employees' goals with the organisation's growth vision. Its human resource division plays a crucial role to build a strong and talented workforce. It provides opportunities for professional and personal development and implements comprehensive employee engagement and development programmes to enhance the productivity and skills of its employees.

Most importantly, it places great emphasis on eliminating all forms of discrimination in terms of employment and professional activities (gender, age, race, political affiliation, religion, among others). It pays special attention to professional equality, gender equality, the employment of seniors and young people, the employment of people with disabilities.

Talent and culture are among the key building blocks in shaping us into a resilient and sustainable organization. We will continue to focus on defined strategic areas to leverage the potential of our human capital. As of 31st March, 2024, the Company's strength stood at 1196 employees.

Place: Mumbai
Date: 30th May, 2024

10. STANDALONE KEY FINANCIAL RATIOS:

Particulars	As at March 31, 2024	As at March 31, 2023	Detailed explanation (if change is 25% or more)
Debtors Turnover Ratio	6.12	9.39	The Change in ratio compared to previous year is due to decrease in sales and decrease in Trade receivables.
Inventory Turnover Ratio	1.02	1.10	-
Interest Coverage Ratio	-1.43	5.77	The Change in ratio compared to previous year is due to decrease in EBITDA.
Current Ratio	1.41	1.92	The Change in ratio compared to previous year is due to increase in Current liabilities.
Debt Equity Ratio	0.39	0.25	The Change in ratio compared to previous year is due to increase in Lease liabilities
EBITDA Margin	-6.68%	23.30%	The Change in ratio compared to previous year is due to loss in the year.
Operating Profit Margin	57.99%	55.64%	-
Net Profit Margin	-22.99%	8.95%	The Change in ratio compared to previous year is due to loss in the year.
Return on Net Worth	-4.02%	16%	The Change in ratio compared to previous year is due to loss in the year.
Return on Average Capital Employed	-9.20%	6.90%	The Change in ratio compared to previous year is due to loss in the year.

11. CAUTIONARY STATEMENT:

Statements in the report on Management Discussion and Analysis describing the Company's objectives, expectations or predictions may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could, however, differ materially from those express or implied. Important factors that could make a difference to the Company's operation include global demand-supply conditions, finished goods prices, raw materials cost and availability, changes in Government regulations and tax structure, economic development within India and the countries with which the Company has business contacts and other factors such as litigation and industrial relations in India, trade agreements, especially with the EU and the US.

The Company assumes no responsibility in respect of forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, Information or events.

A. Y. Noorani
Chairman

WHY ZODIAC MAKES THE BEST SHIRTS



A MASTERCLASS FOR THE DISCERNING FEW, WHO DEMAND ONLY THE BEST

Only The Finest Fabrics

We offer shirts in the finest, long staple, 2-ply Mercerized cotton, Egyptian Giza 86 cotton and pure linen woven from European flax.

Signature Trinity Buttons

Our premium range of shirts come with our trademark genuine Mother-Of-Pearl, 3-hole “Trinity” buttons.

Almost Invisible Stitching

An unmatched 21 stitches per inch for an almost invisible stitch line and maximum strength. Our buttonholes get 120 stitches per inch – almost double the industry standard.

Choice Of Cuffs

We offer single and double cuffs, both detailed with the finest German interlinings.

All our single cuff shirts come with 2 buttonholes to enable the use of cufflinks.

Range Of Collars

We offer Kent, Cutaway, Contrast, Button Down and the stylish Mandarin or Band collar as options.

Superior Fit

Our shirts have a deeper back yoke for a more comfortable drape.

We offer 3 fits to suit diverse body types - Classic, Tailored and Slim.

Z O D I A C

FINEST QUALITY CLOTHING

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INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ZODIAC CLOTHING COMPANY LIMITED

Report on the audit of the Standalone financial statements

Opinion

We have audited the accompanying Standalone Financial Statements of **Zodiac Clothing Company Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Standalone Financial Statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its loss and other comprehensive income, changes in equity and its cash flows for the year then ended.

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the year ended March 31, 2024. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr. No.	Key audit matter	How the key audit matter was addressed in our audit
1.	<p>Recoverability of deferred tax assets (Refer Note 38 to the Standalone Financial Statements)</p> <p>The carrying value of Deferred Tax Assets is 1,564.88 Lakhs as at March 31, 2024. Deferred tax assets are recognised on unabsorbed depreciation and other temporary differences as it is considered to be recoverable based on the Company's projected future taxable income, in line with Ind AS 12-Income Taxes.</p> <p>We considered this as a Key Audit Matter due to uncertainties and significant judgement required by the Management in preparation of projected future taxable income considering the future business plans and the underlying assumptions such as fair value of immovable properties, as also assessed by an external registered valuer. The Management has also engaged tax expert to assess utilization of available tax benefits in accordance with prevailing taxation laws.</p>	<p>We have performed audit procedures including the following:</p> <ul style="list-style-type: none"> • Obtained an understanding, evaluated and tested the design and operating effectiveness of key controls relating to recognition and assessment of deferred tax assets. • Reviewed the Company's accounting policy in respect of recognizing deferred tax asset on temporary differences, unabsorbed business loss and unabsorbed depreciation • Evaluated the judgements and assumptions made by the Management in determining the projected future taxable income for reasonableness. • Checked the mathematical accuracy of the underlying calculations of the projections. • Evaluated the competence, capabilities and objectivity of the external registered valuer engaged by the Management. • Verified the input data in the valuation report of immovable properties (such as description, area) with agreements and assessed the appropriateness of tax rate applied to the projected future taxable income. • Engaged with auditors' tax experts to assess utilization of available tax benefits against the projected future taxable income in accordance with prevailing taxation laws and consequential recognition of deferred tax assets • Performed sensitivity analyses on the projected taxable profits by varying key assumptions, within reasonably foreseeable range. • Reviewed the adequacy of disclosures made in the Standalone Financial Statements with regards to deferred taxes. <p>Based on the above procedures performed by us, the Management's assessment of recoverability of deferred tax assets was considered to be reasonable.</p>

Sr. No.	Key audit matter	How the key audit matter was addressed in our audit
2.	<p>Assessment of carrying value of property, plant and equipment and right of use assets (together referred as the “Assets”)</p> <p>(Refer to Notes 4(a) and 4(c) in the Standalone Financial Statements)</p> <p>The carrying value of Assets is 12,609.91 Lakhs as at March 31, 2024 which is significant to the balance sheet. The Management has assessed whether there are any indications for impairment of assets considering internal and external sources of information, as per Ind AS 36 Impairment of Assets. For the purposes of impairment testing, the carrying value of the cash generating unit (CGU) was compared to the recoverable amount of CGU. The Company has applied fair value less costs of disposal method in determining the recoverable value of CGU. In this connection, the Management has engaged an external registered valuer to determine the fair value of immovable properties and, the fair value of other assets were determined on the basis of management’s judgement and estimates.</p> <p>Based on the assessment, the Management has concluded that no impairment was required as of March 31, 2024.</p> <p>Considering significant carrying value of Assets, involvement of valuation expert, judgment and estimates made by Management, we have considered this as a Key Audit Matter.</p>	<p>We have performed audit procedures including the following:</p> <ul style="list-style-type: none"> • Obtained understanding, evaluated and tested the design and operating effectiveness of the Company’s relevant controls relating to impairment assessment including determining recoverable value of Assets. • Assessed whether the Company’s identification of CGU is appropriate. • Perused the report issued by the external professional valuer engaged by the management. • Evaluated the competence, capabilities and objectivity of the external registered valuer engaged by the Management for valuation of immovable properties. • Engaged auditors’ valuation experts to assess appropriateness of valuation methodology. • Verified the input data in the valuation report of immovable properties (such as description, area etc.) with the agreements. • Evaluated the reasonableness of assumptions applied by management, in determining the fair value of other assets. • Verified the mathematical accuracy of underlying calculations of recoverable amount and compared with the carrying value of Assets. • Performed sensitivity analysis over the key assumptions, to assess the potential impact on impairment results and the range of possible outcomes of recoverable value of Assets. <p>Based on the above procedures performed by us, we found the Management’s assessment of carrying value of Assets to be reasonable.</p>

Information Other than the Standalone Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Director’s Report including Annexure to Board’s Report but does not include the Standalone Financial Statements and our auditor’s report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the

preparation and presentation of the Standalone Financial Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, the Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Standalone Financial Statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matters stated in the paragraph 2 (h)(vi) below on reporting under Rule 11(g).
 - (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

- (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 2 (b) above on reporting under Section 143(3)(b) and paragraph 2 (h)(vi) below on reporting under Rule 11(g).
- (g) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer Note 40 to the Standalone Financial Statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv.
 1. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 2. The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding, whether recorded

in writing or otherwise, as on the date of this audit report, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

3. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material misstatement.

v. The Company has neither declared nor paid any dividend during the year.

vi.

1. Based on our examination, the Company has used an accounting software for maintaining its books of account relating to financial accounting for the year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has been enabled and operated throughout the year for all relevant transactions recorded in the accounting software. Further, during the course of our examination, we did not come across any instance of audit trail feature being tampered with.

2. Based on our examination, the Company has used an accounting software for maintaining its books of account relating to revenue accounting and other for the year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility, except that no audit trail feature was enabled at the database level in respect of the software to log any direct data changes throughout the year.

Further, the audit trail facility has been operated throughout the year for all relevant transactions recorded in the accounting software’s, except at the database level as stated para above, in respect of which the audit trail facility has not operated throughout the year for all relevant transactions recorded in this accounting software as it was not enabled.

Further, during the course of our examination, we did not come across any instance of audit trail feature being tampered with, post enablement of the audit trail facility.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 01, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

3. In our opinion, according to information, explanations given to us, the remuneration paid/provided by the Company to its directors is within the limits laid prescribed under Section 197 read with Schedule V of the Act and the rules thereunder.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Ankush Agrawal
Partner
Membership No. 159694
UDIN: 24159694BKFHTJ4997

Place: Mumbai
Date: May 30, 2024

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF ZODIAC CLOTHING COMPANY LIMITED

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
- Conclude on the appropriateness of managements and Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements

for the year ended March 31, 2024 and are therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration No. 105047W

Ankush Agrawal
Partner
Membership No.159694
UDIN: 24159694BKFHTJ4997

Place: Mumbai
Date: May 30, 2024

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF ZODIAC CLOTHING COMPANY LIMITED FOR THE YEAR ENDED MARCH 31, 2024

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

- i.(a) A. The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment, investment property and relevant details of right-of-use assets. Company and the nature of its assets. Pursuant to the programme, a portion of Property, plant and equipment have been physically verified by Management during the year. No material discrepancies were noticed on such verification.
- B. The Company has maintained proper records showing full particulars of intangible assets. (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company, except for the following:
- (b) Property, plant and equipment and right of use assets were physically verified by the management according to a phased programme designed to cover all items over a period of three years which, in our opinion, is reasonable having regard to the size of the

Description of property	Gross carrying value (₹ in lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in the name of the Company
Leasehold land (pertaining to factory at Umbergaon)	1.69	Merino Knitting Industries	None	Since August 2003	Acquired pursuant to scheme of amalgamation. As informed by Management, it has initiated the process of getting the name transferred in Company's name.

- (d) According to the information and explanations given to us, the Company has not revalued its property, plant and equipment (including right of use assets) and intangible assets during the year. Accordingly, the provisions stated under clause 3(i)(d) of the Order are not applicable to the Company. Financial statements, quarterly returns / statements filed with such Banks are in agreement with the books of account of the Company.
- (e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988, as amended and rules made thereunder. Accordingly, the provisions stated under clause 3(i)(e) of the Order are not applicable to the Company.
- iii.
- (a) The Company has granted interest free loans to ten employees. The Company has not made investments in nor provided any guarantee or security or granted loans/advances in nature of loans, secured/ unsecured, to companies or firms or Limited Liability Partnerships during the year.
- (b) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the terms and conditions in relation to grant of loans and investments made during the year, prima facie, are not prejudicial to the interest of the Company.
- (c) In case of the loans and advances in the nature of loan, schedule of repayment of principal have been stipulated and the borrowers have been regular in the repayment of the principal.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no amounts overdue for more than ninety days in respect of the loans granted to Other Parties.
- ii.
- (a) The inventory (excluding stocks with third parties) has been physically verified by the management during the year. In our opinion, the frequency of verification, coverage and procedure of such verification is reasonable. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- (b) During the year the Company has been sanctioned working capital limits in excess of ₹5 crores in aggregate from Banks on the basis of security of current assets. Based on the records examined by us in the normal course of audit of the Standalone

- (e) According to the information explanation provided to us, the loans or advances in the nature of loan granted has not fallen due during the year. Accordingly, the provisions stated under clause 3(iii)(e) of the Order are not applicable to the Company.
- (f) According to the information explanation provided to us, the Company has granted loans during the year. These have stipulated the schedule for repayment of principal. Hence, the requirements under paragraph 3(iii)(f) of the Order are not applicable to the Company.
- iv. According to the information and explanations given to us, there are no guarantees, and security in respect of which provisions of sections 185 and 186 of the Act is applicable and accordingly, the provisions stated under clause 3(iv) of the Order to that extent are not applicable to the Company. In respect of the loans and investments made by the Company, in our opinion the provisions of Section 185 and 186 of the Act have been complied with.
- v. According to the information and explanations given to us, the Company has neither accepted any deposits from the public nor any amounts which are deemed to be deposits, within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under. Accordingly, the provisions stated under clause 3(v) of the Order is not applicable to the Company. Also, there are no amounts outstanding as on March 31, 2024, which are in the nature of deposits.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant Rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Act and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii.
- (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income-tax, duty of customs, cess, and other statutory dues have generally been regularly deposited by the company with appropriate authorities in all cases during the year. There are no undisputed amounts payable in respect of Goods and Services tax, provident fund, employees' state insurance, income-tax, duty of customs, cess, and other statutory dues in arrears as at March 31, 2024, outstanding for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us and examination of records of the Company, details of statutory dues referred to in sub-clause (a) above, on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount Demanded (₹ In Lakhs)	Amount Paid (₹ In Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income tax Act, 1961	Income Tax	13.57	8.66	1997-98	High Court of Bombay
		67.17	66.43	1999-2000	Deputy commissioner of Income Tax
		1,536.96	1,230.19	2009-10, 2010-11, 2013-14 and 2014-15	Commissioner of Income Tax (Appeals)

- viii. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Income-tax Assessment of the Company. Accordingly, the provision stated under clause 3(viii) of the Order is not applicable to the Company.
- ix.
- (a) In our opinion and according to the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations provided to us, no money was raised by way of term loans. Accordingly, the provision stated under clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information explanation given to us and on an overall examination of the Standalone Financial Statements of the Company, we report that the Company has not taken any funds from an any entity or person on account of or to meet the obligations of its subsidiaries.

- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Accordingly, reporting under Clause 3(ix)(f) of the order is not applicable to the Company.
- x.
- (a) In our opinion and according to the information explanation given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated under clause 3(x)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partly, or optionally convertible debentures during the year. Accordingly, the provisions stated under clause 3(x)(b) of the Order are not applicable to the Company.
- xi.
- (a) Based on our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we report that no material fraud by the Company or on the Company has been noticed or reported during the year in the course of our audit.
- (b) Based on our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the provisions stated under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) As represented to us by the Management, there are no whistle-blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company. Accordingly, the provisions stated under clause 3(xii)(a) to (c) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable and details of such transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards. .
- xiv.
- (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till the date of our audit report, for the period under audit.
- xv. According to the information and explanations given to us, in our opinion, during the year, the Company has not entered into any non-cash transactions with directors or persons connected with its directors and accordingly, the reporting on compliance with the provisions of Section 192 of the Act in clause 3(xv) of the Order is not applicable to the Company.
- xvi.
- (a) The Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934 (2 of 1934) and accordingly, the provisions stated under clause 3(xvi)(a) of the Order are not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities during the year and accordingly, the provisions stated under clause 3(xvi)(b) of the Order are not applicable to the Company.
- (c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Accordingly, the provisions stated under clause 3(xvi)(c) of the Order are not applicable to the Company.
- (d) According to the information and explanations provided to us, the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any Core Investment Company. Accordingly, the provisions stated under clause 3(xvi)(d) of the order are not applicable to the Company.
- xvii. Based on the overall review of Standalone Financial Statements, the Company has incurred cash losses in the current financial year amounting to ₹1,547.17 Lacs but has not incurred any cash losses during the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, the provisions stated under clause 3(xviii) of the Order are not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios (as disclosed in note 49 to the Standalone Financial Statements), ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of

one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. According to the information and explanations given to us and based on our verification, provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said Clause has been included in the report.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Ankush Agrawal
Partner
Membership No.159694
UDIN: 24159694BKFHTJ4997

Place: Mumbai
Date: May 30, 2024

ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF ZODIAC CLOTHING COMPANY LIMITED

[Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Zodiac Clothing Company Limited on the Standalone Financial Statements for the year ended March 31, 2024]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Standalone Financial Statements of Zodiac Clothing Company Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Opinion

In our opinion, the Company has in all material respects, an adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at March 31, 2024, based on the internal control with reference to Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the

auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to Standalone Financial Statements.

Meaning of Internal Financial Controls With reference to Standalone Financial Statements

A company's internal financial control with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Standalone Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls With reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial control with reference to Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Ankush Agrawal
Partner
Membership No.159694
UDIN: 24159694BKFHTJ4997

Place: Mumbai
Date: May 30, 2024

ZODIAC CLOTHING COMPANY LIMITED
Standalone Balance Sheet as at March 31, 2024
(All amounts are in ₹ Lakhs, unless otherwise stated)

	Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
I	ASSETS			
1	Non-current assets			
	Property, plant and equipment	4(a)	8,417.92	8,430.87
	Right-of-use assets	4(c)	4,191.99	2,147.91
	Capital work-in-progress	4(b)	1.26	125.87
	Investment properties	5	1,068.48	726.84
	Intangible assets	6	113.81	137.19
	Financial assets			
	- Investments in subsidiary	7	65.91	65.91
	- Investments	8	4,287.94	5,174.03
	- Loans	9	10.09	8.43
	- Others financial assets	10	949.88	1,017.58
	Deferred tax assets (net)	38	1,564.88	1,564.88
	Non - Current tax assets (net)	38	1,074.90	1,158.93
	Other non-current assets	11	52.95	61.30
	Total Non - Current assets		21,800.01	20,619.74
2	Current assets			
	Inventories	12	5,946.41	5,901.72
	Financial assets			
	- Investments	13	2,068.18	3,164.08
	- Trade receivables	14	2,248.98	2,457.73
	- Cash and cash equivalents	15	89.10	57.66
	- Bank Balances other than cash and cash equivalents	16	1.87	37.74
	- Loans	17	5.36	3.49
	- Other financial assets	18	319.24	63.44
	Other current assets	19	2,882.39	2,822.60
	Total Current assets		13,561.53	14,508.46
3	Assets classified as held for sale	20	122.90	122.90
	TOTAL ASSETS		35,484.44	35,251.10
II	EQUITY AND LIABILITIES			
1	Equity			
	Equity share capital	21	2,599.37	2,599.37
	Other equity	22	19,730.26	22,992.00
	Total Equity		22,329.63	25,591.37
2	Liabilities			
	Non-current liabilities			
	Financial liabilities			
	- Borrowings	23	-	258.78
	- Lease liabilities	4(c)	3,466.43	1,757.56
	- Other financial liabilities	26	62.60	58.48
	Other non-current liabilities	27	15.82	19.03
	Total Non-current liabilities		3,544.85	2,093.85
	Current liabilities			
	Financial liabilities			
	- Borrowings	24	4,044.14	3,441.43
	- Lease liabilities	4(c)	1,092.91	960.82
	- Trade payables	25		
	- total outstanding dues of micro enterprises and small enterprises		7.37	12.40
	- total outstanding dues of creditors other than micro enterprises and small enterprises		3,457.55	2,287.25
	- Other financial liabilities	26	216.23	122.99
	Other current liabilities	27	716.82	688.20
	Provisions	28	74.94	52.79
	Total Current liabilities		9,609.96	7,565.88
	Total Liabilities		13,154.81	9,659.73
	TOTAL EQUITY AND LIABILITIES		35,484.44	35,251.10
	Significant Accounting Policies	2		

The accompanying notes (1 - 50) are an integral part of these standalone financial statements

As per our report of even date

For M S K A & Associates

Firm Registration Number: 105047W

Ankush Agrawal

Partner

Membership No. 159694

Mumbai

Date: May 30, 2024

For and on behalf of Board of Directors of

Zodiac Clothing Company Limited

CIN: L17100MH1984PLC033143

A. Y. NOORANI

Chairman

DIN: 00041608

S. Y. NOORANI

Vice Chairman & Managing Director

DIN: 00068423

B. MAHABALA

Chief Financial Officer

Mumbai

Date: May 30, 2024

KUMAR IYER

Company Secretary

ZODIAC CLOTHING COMPANY LIMITED
Standalone Statement of Profit and Loss for the year ended March 31, 2024
(All amounts are in ₹ Lakhs, unless otherwise stated)

	Particulars	Note No.	Year ended March 31, 2024	Year ended March 31, 2023
I	INCOME			
	Revenue from operations	29	14,412.19	16,900.01
	Other income	30	755.11	748.11
	Total Income		15,167.30	17,648.12
II	EXPENSES			
	Cost of materials consumed	31	6,057.29	6,398.03
	Purchases of stock-in-trade		199.87	240.03
	Changes in inventories of finished goods, stock-in-trade and work-in progress	32	(202.91)	858.94
	Employee benefits expense	33	4,182.04	3,979.24
	Finance costs	34	674.66	682.67
	Depreciation and amortisation expenses	35	1,874.00	1,740.24
	Other expenses	36	5,893.27	6,134.23
	Total expenses		18,678.22	20,033.38
III	Loss before exceptional item and tax		(3,510.92)	(2,385.26)
IV	Exceptional item	37	-	3,901.09
V	(Loss) / Profit before tax		(3,510.92)	1,515.83
VI	Tax expenses	38		
	Current tax		-	-
	Deferred tax credit		(24.73)	(64.47)
	Tax in respect of earlier years		0.39	1.02
	Total Tax expenses		(24.34)	(63.45)
VII	(Loss) / Profit for the year		(3,486.58)	1,579.28
VIII	Other Comprehensive Income			
	(i) Items that will not be reclassified subsequently to profit or loss			
	- Remeasurements of net defined benefit plans	42	(24.39)	91.16
	- Equity Instruments through Other Comprehensive Income		266.59	419.58
	- Income tax relating to above items		(22.68)	(71.55)
	(ii) Items that will be reclassified subsequently to profit or loss			
	- Net gains / (losses) on cash flow hedges		7.37	(27.26)
	- Income tax relating to above items		(2.05)	7.58
	Other Comprehensive Income for the year, net of tax		224.84	419.51
IX	Total Comprehensive (Loss) / Income for the year		(3,261.74)	1,998.79
X	(Loss) / Earnings per equity share of ₹10 each (INR)	41		
	Basic (₹)		(13.41)	6.34
	Diluted (₹)		(13.41)	6.34

The accompanying notes (1 - 50) are an integral part of these standalone financial statements

As per our report of even date

For M S K A & Associates

Firm Registration Number: 105047W

For and on behalf of Board of Directors of

Zodiac Clothing Company Limited

CIN: L17100MH1984PLC033143

A. Y. NOORANI

Chairman

DIN: 00041608

S. Y. NOORANI

Vice Chairman & Managing Director

DIN: 00068423

Ankush Agrawal

Partner

Membership No. 159694

Mumbai

Date: May 30, 2024

B. MAHABALA

Chief Financial Officer

Mumbai

Date: May 30, 2024

KUMAR IYER

Company Secretary

ZODIAC CLOTHING COMPANY LIMITED
Standalone Statement of Cash Flows for the year ended March 31, 2024
(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
CASH FLOW FROM OPERATING ACTIVITIES:		
Loss before exceptional item and tax	(3,510.92)	(2,385.26)
Adjustments for:		
Depreciation and amortization expenses	1,874.00	1,740.24
Finance cost	674.66	682.67
Net unrealised exchange gain on foreign currency translation / transaction	(31.55)	(64.09)
Dividend Income	(22.89)	(12.61)
Rent income	(351.11)	(308.96)
Unwinding of discount on security deposits	(47.24)	(46.05)
Interest income	(13.12)	(4.35)
Net gain/loss on fair value / sale of financial assets measured at fair value through profit or loss	(289.99)	(272.48)
Gain on termination / remeasurement / modification of lease contracts	-	(95.21)
Allowance for doubtful debts, loans and deposits	-	(15.00)
Bad debts, loans, advances, deposits etc. written off (net)	110.46	3.73
Net Loss on sale/discard of property, plant and equipment	52.68	111.37
Operating loss before working capital changes	(1,555.02)	(666.00)
Adjustments for:		
(Increase) / Decrease in trade and other receivables	(246.23)	294.09
(Increase) / Decrease in inventories	(44.69)	845.32
Increase / (Decrease) in trade and other payable	1,188.32	(546.32)
(Decrease) / Increase in provisions	(2.24)	48.00
Cash used in operating activities	(659.86)	(24.91)
Less: Direct taxes refund received / (paid) (net)	88.31	(79.80)
Net cash flows used in operating activities (A)	(571.55)	(104.71)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Inflows		
Sale proceeds of property, plant and equipment	-	15.13
Sale proceeds of investment property (net of incidental expenses)	-	4,272.17
Interest received	3.28	1.90
Rent received	351.11	300.35
Sale proceeds of non-current investments	1,308.42	327.05
Sale proceeds of current investments (net)	1,495.08	145.00
Dividend received	22.89	12.61
	3,180.78	5,074.21
Outflows		
Purchase of property, plant and equipment	(871.97)	(236.20)
Purchase of current investments	(204.25)	(3,110.90)
Investment in Term Deposits (net)	(3.41)	(80.23)
	(1,079.63)	(3,427.33)
Net cash generated from investing activities (B)	2,101.15	1,646.88
CASH FLOWS FROM FINANCING ACTIVITIES:		
Inflows		
Proceeds from issue of equity shares (including securities premium)	-	1,200.00
Proceeds from current borrowings	582.26	-
Proceeds towards loan from directors	39.00	911.75
	621.26	2,111.75
Outflows		
Repayment of non-current borrowings	(277.33)	(277.33)
Repayment of current borrowings (net)	-	(390.32)
Repayment of loan from directors	-	(1,290.00)
Payment of principal portion of lease liabilities	(1,171.90)	(1,009.58)
Interest paid on lease liabilities	(351.09)	(290.64)
Interest paid on others	(319.10)	(373.32)
	(2,119.42)	(3,631.19)
Net cash used in financing activities (C)	(1,498.16)	(1,519.44)
Net increase in cash and cash equivalents (A + B + C)	31.44	22.73
Add : Cash and cash equivalents at beginning of the year	57.66	34.93
Cash and cash equivalents at end of the year (refer note 15)	89.10	57.66

Non-cash financing and investing activities

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Acquisition of right-of-use assets	3,187.38	1,528.92

Cash and Cash equivalents (Refer Note 15) as per above comprises of the following

Particulars	As at March 31, 2024	As at March 31, 2023
Cash on hand	10.19	-
Balances with Banks	78.91	57.66
Total	89.10	57.66

Notes: The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.

The accompanying notes (1 - 50) are an integral part of these standalone financial statements

As per our report of even date

For M S K A & Associates

Chartered Accountants

Firm Registration Number: 105047W

Ankush Agrawal

Partner

Membership No. 159694

Mumbai

Date: May 30, 2024

70 ZODIAC

For and on behalf of Board of Directors

Zodiac Clothing Company Limited

CIN: L17100MH1984PLC033143

A. Y. NOORANI

Chairman

DIN: 00041608

B. MAHABALA

Chief Financial Officer

Mumbai

Date: May 30, 2024

S. Y. NOORANI

Vice Chairman and Managing Director

DIN: 00068423

KUMAR IYER

Company Secretary

ZODIAC CLOTHING COMPANY LIMITED

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

A. Equity Share Capital

Particulars	Notes	Amount
As at April 01, 2022		2,475.95
Changes in equity share capital	21	123.42
As at March 31, 2023		2,599.37
Changes in equity share capital	21	-
As at March 31, 2024		2,599.37

B. Other Equity

Particulars	Reserves and Surplus							Other Comprehensive Income (OCI)			Total
	Securities Premium	Amalgamation Reserve	State Cash Subsidy	Capital Redemption Reserve	General Reserves	Retained Earnings	FVOCI - Equity Instruments	Cash Flow Hedging Reserve			
Balance as at April 01, 2022	9,672.52	8.16	15.84	200.00	2,677.51	6,473.12	851.65	18.65	19,917.45		
Profit for the year	-	-	-	-	-	1,579.28	-	-	1,579.28		
Re-measurements of defined benefit obligation	-	-	-	-	-	91.16	-	-	91.16		
Changes in fair value of equity instruments through other Comprehensive Income (net of tax)	-	-	-	-	-	-	347.21	-	347.21		
Changes in the fair value of hedging instrument (net of tax)	-	-	-	-	-	-	-	(1.03)	(1.03)		
Reclassification to Statement of Profit and Loss (net of tax)	-	-	-	-	-	-	-	(18.65)	(18.65)		
Total Comprehensive Income for the year	-	-	-	-	-	1,670.44	347.21	(19.68)	1,997.97		
Transactions with owners in their capacity as owners:											
Premium Received on Issue of Equity Shares	1,076.58	-	-	-	-	-	-	-	1,076.58		
Balance as at March 31, 2023	10,749.10	8.16	15.84	200.00	2,677.51	8,143.56	1,198.86	(1.03)	22,992.00		
Loss for the year	-	-	-	-	-	(3,486.58)	-	-	(3,486.58)		
Re-measurements of defined benefit obligation	-	-	-	-	-	(24.39)	-	-	(24.39)		
Changes in fair value of equity instruments through other Comprehensive Income (net of tax)	-	-	-	-	-	-	243.91	-	243.91		
Changes in the fair value of hedging instrument (net of tax)	-	-	-	-	-	-	-	4.29	4.29		
Reclassification to Statement of Profit and Loss (net of tax)	-	-	-	-	-	-	-	1.03	1.03		
Total Comprehensive Loss for the year	-	-	-	-	-	(3,510.97)	243.91	5.32	(3,261.74)		
Balance as at March 31, 2024	10,749.10	8.16	15.84	200.00	2,677.51	4,632.59	1,442.77	4.29	19,730.26		

The accompanying notes (1 - 50) are an integral part of these standalone financial statements

As per our report of even date

For M S K A & Associates

Chartered Accountants

Firm Registration Number: 105047W

For and on behalf of Board of Directors

Zodiac Clothing Company Limited

CIN: L17100MH1984PLC033143

A. Y. NOORANI

Chairman

DIN: 00041608

B. MAHABALA

Chief Financial Officer

Mumbai

Date: May 30, 2024

S. Y. NOORANI

Vice Chairman and Managing Director

DIN: 00068423

KUMAR IYER

Company Secretary

Mumbai

Date: May 30, 2024

Ankush Agrawal

Partner

Membership No. 159694

Mumbai

Date: May 30, 2024



Tailored Fit

ZODIAC
FINEST QUALITY CLOTHING

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Barboni

Z O D I A C

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

1 Background and Operations

Zodiac Clothing Company Limited ('the Company') incorporated in India having registered office at Mumbai and manufacturing facilities at Bengaluru, Umbergaon and Mumbai. The Company deals in clothing and clothing accessories.

2 Basis of preparation and material accounting policies

(a) Basis of preparation of Standalone Financial Statements

(i) Compliance with Ind AS

The standalone financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') notified under section 133 of the Companies Act, 2013 (the 'Act') [Companies (Indian Accounting Standards) Rules, 2015 (as amended)], and other relevant provisions of the Act.

(ii) Going Concern Assessment

The Directors of the Company have assessed its liquidity position. The Board of Directors are confident of the Company's ability to meet its obligation atleast for the next twelve months from the balance sheet date. Accordingly, these financial statements have been prepared on going concern basis.

(iii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- 1) certain financial assets and liabilities (including derivative instruments) that are measured at fair value;
- 2) defined benefit plans - plan assets measured at fair value;

(iv) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

(v) Rounding off amounts

All amounts disclosed in the standalone financial statements and notes have been rounded off to the nearest lakhs, unless otherwise stated.

(b) Use of estimates and judgments

The estimates and judgments used in the preparation of the standalone financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the company believes to

be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised. The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

(c) Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

The Company depreciates its property, plant and equipment on a straight line method net of residual values over the useful life in the manner prescribed in Schedule II of the Act, and management believe that useful lives of assets are same as those prescribed in Schedule II of the Act, except for the following class of assets, useful life for which is based on a technical evaluation and taking into consideration nature of Company's business and past experience of usage of such assets:

Description of assets	Useful life followed by the Company	Useful life as prescribed under Schedule II
Buildings	31 Years	30 / 60 Years
Plant and equipment	21 Years *	15 Years *
Furniture and fixtures	16 Years	10 Years
Office equipments	21 Years	5 Years
Computer (including servers)	6 Years	3 - 6 Years
Electrical Installation	21 Years	10 Years

* Based on single shift

Leasehold improvements are depreciated over the shorter of their useful life or the lease term, unless the entity expects to use the assets beyond the lease term. Period of lease is either the primary lease period or where the Company as a lessee has the right of renewal of lease, and it is intended to renew for further periods, then such extended period.

The residual values are generally not more than 5% of the original cost of the asset.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

(d) Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is initially recognized at cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

Investment properties, net of residual value are depreciated using the straight-line method over their useful life in the manner prescribed in Schedule II of the Act, and management believe that useful lives of assets are same as those prescribed in Schedule II of the Act.

(e) Intangible assets

Computer software

Computer software are stated at cost, less accumulated amortisation and impairments, if any.

Amortisation method

The Company amortizes intangible assets using the straight-line method over following period:

Nature of intangible asset	Useful life
- Computer Software	6 Years

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

(f) Lease

As lessee

The Company's lease asset classes primarily consist of leases for Land and Buildings. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease

arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets. For these short term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight line basis over the term of the lease. Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs.

The lease liability is initially measured at the present value of the future lease payments and payments to be made under reasonably certain extension option are also included in measurement of liability. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term. The amount on remeasurement of lease liability is adjusted to the right of use asset and any remaining amount is recognised in statement of profit and loss.

Lease liability and ROU asset have been presented separately on the face of the Balance Sheet and lease payments have been classified as financing cash flows.

As lessor

Lease income from operating leases where the Company is a lessor is recognised as income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the excepted inflationary cost increases.

(g) Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, Bank overdrafts, deposits and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(h) Inventories

Inventories of Raw Materials, Work-in-Progress, Stock-in-trade, Stores and spares and Finished Goods

are stated 'at cost or net realisable value, whichever is lower'. Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formula used is 'First-in-First-Out', 'Weighted Average cost' or 'Specific Identification', as applicable.

Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be utilised are expected to be sold at or above cost.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated cost necessary to make the sale.

Slow-moving, non-moving and defective inventories are identified and wherever necessary, provision is made for such inventories considering various factors such as likely usage, obsolescence etc.

(i) Investment in subsidiary

Investment in subsidiary is recognised at cost (less, impairment, if any), as per Ind AS - 27 'Separate Financial Statements'.

(j) Investments and other financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

* those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and

* those measured at amortised cost.

The classification depends on the company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in the Statement of Profit and Loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

(ii) Recognition

Purchases and sales of financial assets are recognised on trade - date, being the date on which the Company commits to purchase or sale the financial asset.

(iii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through

profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through the Statement of Profit and Loss are expensed in the Statement of Profit and Loss.

Debt instruments:

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

* **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method.

* **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment losses, interest revenue which are recognised in the Statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to the Statement of Profit and Loss and recognised in other income/expense. Interest income from these financial assets is included in other income using the effective interest rate method.

* **Fair value through profit and loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through Statement of Profit and Loss. Interest income from these financial assets is included in other income.

Equity instruments:

The Company subsequently measures all equity investments at fair value. Where the Company has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the Statement of Profit and Loss. Dividends from such investments are recognised in the Statement of Profit and Loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised as other income in the Statement of profit or loss.

Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(iv) Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- (a) Financial assets that are measured at amortised cost e.g., loans, deposits and bank balance.
- (b) Trade receivables - The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, security like letters of credit, security deposit collected etc. and expectations about future cash flows.

(v) Derecognition

A financial asset is derecognised only when

- the Company has transferred the rights to receive the cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

(vi) Income recognition

Interest income

Interest income from debt instruments is recognised using the effective interest rate method.

Dividends

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established.

(k) Borrowings

Borrowings are initially recognised at net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

(l) Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense in Statement of Profit and loss.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events.

Contingent assets disclosed in respect of possible asset that may arise from past event and whose existence will be confirmed only by the occurrence or non occurrence of one or more uncertain future events.

(m) Revenue recognition

Sale of goods - Wholesale

Sales are recognised when the control of the goods has been transferred to customer which is generally on delivery of goods and there is no unfulfilled obligation that could affect the customer's acceptance of the product. Delivery occurs when the products have been shipped to the specific location, risk of obsolescence and loss have been transfer to customer and the Company has objective evidence that all criteria for the acceptance have been satisfied.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Sale of goods - Retail

The Company operates a chain of retail stores. Revenue from the sale of goods is recognised when the Company sells a product to the customer. Payment of transaction price is generally due immediately when the customer purchases the goods and takes delivery in store.

Sales return

Accumulated experience is used to estimate and provide for the sales return, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A refund liability (included in other current liabilities) is recognised for expected sales

return in relation to sales made until the end of the reporting period.

Service income

Sale of services - Revenue is recognised based on actual service provided at the end of the reporting period as proportion of total service to be provided.

Other operating revenue - Export incentives

Export incentives under various schemes of Government of India are accounted on accrual basis on the basis of exports made and when there is reasonable assurance that the Company will comply with the conditions and incentive will be received.

(n) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) Post-employment obligations

Defined Benefits Plan

Gratuity obligations

The liability or asset recognised in the balance sheet in respect of defined gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The net interest cost is calculated by actuary applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments as calculated by actuary are recognised immediately in the Statement of Profit and Loss as past service cost.

Defined Contribution Plans

The Company pays Provident Fund (PF) contributions, Employees State Insurance Scheme (ESIC) etc., to publicly administered funds as per

local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefits expense when they are due.

(iii) Other long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. An actuarial valuation is obtained at the end of reporting period. The present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method.

The obligations are presented as current liabilities in the balance sheet, if the Company does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iv) Termination benefits

Termination benefits are payable when employment is terminated by the company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The company recognises termination benefits at the earlier of the following dates: (a) when the company can no longer withdraw the offer of those benefits; and (b) when the company recognises costs for structuring that is within the scope of Ind AS-37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

(o) Foreign currency transactions

(i) Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

(ii) Transactions and balances

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

(p) Derivative and hedging activities

Derivatives are only used for economic hedging purposes and not as speculative investments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated.

The Company designates their derivatives as hedges of foreign exchange risk associated with the cash flows of firm commitment transactions (sales orders/purchase orders) (cash flow hedges).

The Company documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items. The Company documents its risk management objectives and strategy for undertaking various hedge transactions at the inception of each hedge relationship.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than or equal to 12 months.

Cash flow hedges that qualify for hedge accounting –

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge.

When forward contracts are used to hedge forecast transactions, the Company designates them in entirety as the hedging instrument. Gains or losses relating to effective portion of fair value of forward contracts are recognised in the other comprehensive income in the cash flow hedging reserve within other equity.

When the option contracts are used to hedge forecast transactions, the Company designates only the intrinsic value of the option contract as the hedging instrument.

Amounts accumulated in equity are reclassified to statement of profit and loss in the periods when the hedged item affects profit or loss i.e. when the underlying sale or purchase transaction occurs.

The gain or loss relating to the ineffective portion is recognised immediately in the Statement of Profit and Loss.

Derivative Contracts other than cash flow hedges:

Derivative contracts which are not designated as cash flow hedges, are accounted for at fair value through profit or loss and are included in Statement of Profit and Loss.

(q) Income tax

The income tax expense for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the standalone financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(r) Earnings Per Share

Basic earnings per share

Basic earnings per share is calculated by dividing:
- the profit attributable to owners of the company

- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

The calculation of diluted earnings per share does not assume conversion, exercise, or other issue of potential ordinary shares that would have an antidilutive effect on earnings per share.

(s) Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker(CODM). The CODM, being the Managing Director assesses the financial performance and position of the Company and makes strategic decisions.

(t) Impairment of non-financial assets:

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(u) Dividend

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

(v) Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their

carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of de-recognition.

Non-current assets are not depreciated or amortised while they are classified as held for sale.

Non-current assets classified as held for sale are presented separately from the other assets in the balance sheet.

(w) Recent Accounting Pronouncements:

Standards issued but not yet effective:

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2024, MCA has not notified any new Standard or amended any existing standard which are applicable from April 1, 2024.

3 Critical estimates and judgements

The preparation of standalone financial statements requires the use of accounting estimates which by definition will seldom equal the actual results.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the standalone financial statements.

The areas involving critical estimates or judgement are:

- Estimation of Defined benefit obligation (Refer Note 42).
- Recoverability of deferred tax assets (Refer Note 38).
- Allowance for doubtful debts (Refer Note 14 and 46).
- Fair value of Investment properties (Refer Note 5)
- Direct tax litigations (Refer Note 40)
- Determination of lease term (Refer Note 4(c))
- Impairment of non-financial assets (Refer Note 2(u))
- Provision for Inventory Obsolescence (Refer Note 2(h) and 12)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

4(a) Property, Plant and Equipment

	Freehold Land	Buildings	Leasehold Improvement	Plant & Machinery	Furniture & fixtures	Vehicles	Office equipment	Computers	Electrical Installation	Total
Gross Carrying Amount										
Balance as at April 01, 2022	362.47	2,847.91	2,194.05	3,632.63	2,840.97	46.88	659.89	203.16	888.42	13,676.38
Additions	-	5.60	98.22	12.84	37.96	-	0.27	0.26	67.04	222.19
Disposals	-	-	269.15	187.29	352.30	-	10.34	59.04	108.12	986.24
Balance as at March 31, 2023	362.47	2,853.51	2,023.12	3,458.18	2,526.63	46.88	649.82	144.38	847.34	12,912.33
Additions	-	766.06	108.41	57.04	57.13	-	1.06	13.07	65.05	1,067.82
Reclassified to Investment Property (Refer Note 5)	-	410.23	-	-	-	-	-	-	-	410.23
Disposals	-	-	120.70	14.57	46.83	-	1.10	0.27	16.71	200.18
Balance as at March 31, 2024	362.47	3,209.34	2,010.83	3,500.65	2,536.93	46.88	649.78	157.18	895.68	13,369.74
Accumulated depreciation										
Balance as at April 01, 2022	-	397.56	1,137.88	1,184.08	1,235.18	36.83	206.64	162.93	251.66	4,612.76
Additions	-	63.03	108.55	191.78	216.88	-	35.57	9.49	46.97	672.27
Disposals	-	-	251.40	116.34	312.34	-	4.41	56.68	62.40	803.57
Balance as at March 31, 2023	-	460.59	995.03	1,259.52	1,139.72	36.83	237.80	115.74	236.23	4,481.46
Additions	-	62.48	108.94	191.99	210.49	-	35.99	9.49	48.49	667.87
Reclassified to Investment Property (Refer Note 5)	-	50.01	-	-	-	-	-	-	-	50.01
Disposals	-	-	89.14	11.49	44.46	-	0.47	0.27	1.67	147.50
Balance as at March 31, 2024	-	473.06	1,014.83	1,440.02	1,305.75	36.83	273.32	124.96	283.05	4,951.82
Carrying Amounts										
Balance as at March 31, 2023	362.47	2,392.92	1,028.09	2,198.66	1,386.91	10.05	412.02	28.64	611.11	8,430.87
Balance as at March 31, 2024	362.47	2,736.28	996.00	2,060.63	1,231.18	10.05	376.46	32.22	612.63	8,417.92



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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

4(b) Capital Work in Progress

Capital Work in Progress (CWIP) (Refer Note iv)	Opening carrying amount	Additions	Disposals	Assets classified as held for sale	Transfer	Closing carrying amount
For the year ended March 31, 2023	117.87	8.00	-	-	-	125.87
For the year ended March 31, 2024	125.87	-	-	1.98	122.63	1.26

Ageing of CWIP

Capital Work in Progress (CWIP) (Refer Note iv)	Less than one year	1 – 2 years	2 – 3 years	More than 3 years	Total
For the year ended March 31, 2023	122.64	-	-	3.23	125.87
For the year ended March 31, 2024	-	-	-	1.26	1.26

Notes:

- Refer Note 40(ii)(a) for disclosure of contractual commitments for acquisition of property, plant and equipment.
- Refer Note 39 for information on property, plant and equipment pledged as security by the Company.
- During the current year, a part of the building having carrying value of ₹360.22 Lakhs has been transferred to investment properties.
- Actual cost of capital projects in progress has not exceeded the estimated cost and the actual timelines for completion of projects has not exceeded the estimated timelines in respect of the amounts reported in 4(b), as at end of each reporting period. Accordingly, completion schedule is not presented. CWIP as at March 31, 2023 majorly comprises of costs directly attributable to a building. There are no projects which are suspended as on March 31, 2024 and March 31, 2023.

4(c) Right-of-use assets and leases

This note provides information for leases where the Company is a lessee. The Company leases Land and Building (retail stores, warehouse, offices, guest house etc.). Rental contracts are typically made for periods of 1 year to 9 years, but may have extension options as described in (iv) below.

(i) Amounts recognised in balance sheet		
The balance sheet shows the following amounts relating to leases:		
Particulars	As at March 31, 2024	As at March 31, 2023
Right of use assets		
- Leasehold Land	0.94	1.14
- Buildings	4,191.05	2,146.77
Total	4,191.99	2,147.91

Set out below are the carrying amounts of right of use assets recognised and movements during the year:			
Particulars	Lease hold Land *	Buildings	Total right of use assets
I. Gross carrying amount			
Balance as at April 01, 2022	2.54	7,772.84	7,775.38
Additions	-	1,528.92	1,528.92
Deductions on disposals	-	1,737.03	1,737.03
Balance as at March 31, 2023	2.54	7,564.73	7,567.27
Additions	-	3,187.38	3,187.38
Deductions on disposals	-	4,277.73	4,277.73
Balance as at March 31, 2024	2.54	6,474.38	6,476.92
II. Accumulated depreciation			
Balance as at April 1, 2022	1.20	5,875.48	5,876.68
Additions	0.20	980.61	980.81
Deductions on disposals	-	1,438.13	1,438.13
Balance as at March 31, 2023	1.40	5,417.96	5,419.36
Additions	0.20	1,136.44	1,136.64
Deductions on disposals	-	4,271.07	4,271.07
Balance as at March 31, 2024	1.60	2,283.33	2,284.93
Carrying amount			
Balance as at March 31, 2023	1.14	2,146.77	2,147.91
Balance as at March 31, 2024	0.94	4,191.05	4,191.99

* Refer note 49(n) for immovable properties not held in name of the Company.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

4(c) Right-of-use assets and leases (Contd...)

Particulars	As at March 31, 2024	As at March 31, 2023
Lease Liabilities		
Current	1,092.91	960.82
Non-Current	3,466.43	1,757.56
Total	4,559.34	2,718.38

(ii) Amounts recognised in the statement of profit and loss

The statement of profit and loss shows the following amount relating to lease:

Particulars	Note No.	Year Ended March 31, 2024	Year Ended March 31, 2023
Depreciation charge of Right-of-use assets			
- Leasehold Land	35	0.20	0.20
- Buildings	35	1,136.44	980.61
		1,136.64	980.81
Particulars		Year Ended March 31, 2024	Year Ended March 31, 2023
Gain on termination / remeasurement of lease contracts (included in other income)	30	-	95.21
Interest expense (included in finance costs)	34	351.09	290.64
Rent			
- Expense relating to short-term leases (included in other expenses)	36	428.50	463.10
- Expense relating to variable lease payments not included in lease liabilities	36	182.95	274.23
		611.45	737.33

The total cash outflow for leases for the year ended March 31, 2024 was ₹2,134.44 Lakhs (March 31, 2023 ₹2,037.55 Lakhs) (including short term and variable lease payments).

(iii) Variable Lease Payments

Certain property leases contain variable payment terms that are linked to sales generated from a store. For individual stores, up to 100% of lease payments are on the basis of variable payment terms with percentages ranging from 10% to 30% of sales. Variable payment terms are used for a variety of reasons, including minimising the fixed costs base for newly established stores. Variable lease payments that depend on sales are recognised in statement of profit or loss in the period in which the condition that triggers those payments occurs.

A 50% increase in sales across all stores in the company with such variable lease contracts would increase total lease payments by approximately ₹91.48 Lakhs (March 31, 2023 ₹137.12 Lakhs).

(iv) Extension and termination options

Extension and termination options are included in a number of property leases across the Company. These are used to maximise operational flexibility in terms of managing the assets used in the Company's operations. The majority of extension and termination options held are exercisable only by the Company and not by the respective lessor.

(v) Critical judgments in determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended.

For leases of retail stores, the Company considers factors such as historical lease durations, the costs and business disruption required to replace the leased asset.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

5. Investment Properties

	Land	Building	Total
Gross carrying amount			
Balance as at April 01, 2022	45.94	1,260.63	1,306.57
Additions	-	-	-
Deductions on disposals	45.94	411.22	457.16
Balance as at March 31, 2023	-	849.41	849.41
Additions	-	-	-
"Reclassified from Property, plant and equipment (Refer Note 4(a)(v))"	-	410.23	410.23
Deductions on disposals	-	-	-
Balance as at March 31, 2024	-	1,259.64	1,259.64
Accumulated depreciation			
Balance as at April 01, 2022	-	177.42	177.42
Additions	-	31.22	31.22
Deductions on disposals	-	86.08	86.08
Balance as at March 31, 2023	-	122.57	122.57
Additions	-	18.58	18.58
"Reclassified from Property, plant and equipment (Refer Note 4(a)(v))"	-	50.01	50.01
Deductions on disposals	-	-	-
Balance as at March 31, 2024	-	191.16	191.16
Net carrying amount			
Balance as at March 31, 2023	-	726.84	726.84
Balance as at March 31, 2024	-	1,068.48	1,068.48
Note:			

(i) Amounts recognised in statement of profit or loss for investment properties:

Particulars	As at March 31, 2024	As at March 31, 2023
Rental income derived from investment properties	342.11	302.21
Direct operating expenses (including repairs and maintenance) of investment properties	4.93	4.15
Income arising from investment properties before depreciation	337.18	298.06
Depreciation	18.58	31.22
Income arising from investment properties (Net)	318.60	266.84

(ii) Premises given on operating lease:

The Company has given certain investment properties on operating lease. These lease arrangements range for a period between 1 years to 9 years and include both cancellable and non-cancellable leases. Most of the leases are renewable for further period on mutually agreeable terms.

The total future minimum lease rentals receivable in respect of non-cancellable leases at the Balance Sheet date is as under

Particulars	As at March 31, 2024	As at March 31, 2023
For a period not later than one year	35.66	256.69
For a period later than one year and not later than five years	21.69	34.15
For a period later than five years	-	-

(iii) Fair value

Particulars	Investment Properties		
	Land	Building	Total
As at March 31, 2023	-	5,394.32	5,394.32
As at March 31, 2024	-	6,480.50	6,480.50

**Significant Estimates:
Estimation of fair value**

The Company obtains independent valuations for its investment properties at least annually. The best evidence of fair value is current prices in active market for similar properties.

The fair valuation of investment properties has been determined by registered independent valuers. The main inputs used are the prevailing market rates and recent sale of similar properties, etc. The fair value measurement is categorised in level 3 fair value hierarchy.

(iv) 'Refer note 49 (n) for immovable properties not held in name of the Company.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

6. Intangible assets

	Computer Software
Gross carrying amount	
Balance as at March 31, 2022	565.66
Additions	40.53
Disposals	-
Balance as at March 31, 2023	606.19
Additions	27.53
Disposals	-
Balance as at March 31, 2024	633.72
Accumulated amortisation	
Balance as at March 31, 2022	413.41
Additions	55.59
Disposals	-
Balance as at March 31, 2023	469.00
Additions	50.91
Disposals	-
Balance as at March 31, 2024	519.91
Net carrying amount	
Balance as at March 31, 2023	137.19
Balance as at March 31, 2024	113.81

7. Investments in Subsidiary

	As at March 31, 2024		As at March 31, 2023	
	No. of shares	Amount	No. of shares	Amount
Unquoted				
Equity instruments at cost				
Zodiac Clothing Company S.A., Switzerland (Equity Shares of CHF 1,000/- each)	250	65.91	250	65.91
Total		65.91		65.91
Aggregate value of unquoted investments		65.91		65.91

8. Non-current Investments

	As at March 31, 2024		As at March 31, 2023	
	No. of Shares / NCD / Units	Amount	No. of Shares / NCD / Units	Amount
A Investment in Equity Instruments				
Quoted				
At Fair value through Other Comprehensive Income				
Shoppers Stop Limited (Equity Shares of ₹ 5 each)	221,024	1,661.77	221,024	1,431.46
Aditya Birla Capital Limited (Equity Shares of ₹ 10 each)	138	0.24	138	0.21
Grasim Industries Limited (Equity Shares of ₹ 10 each)	99	2.27	99	1.62
Aditya Birla Fashion and Retail Limited (Equity Shares of ₹ 10 each)	343	0.70	343	0.74
Hindalco Industries Limited (Equity Shares of ₹ 1 each)	830	4.65	830	3.36
Coramandel International Limited (Equity Shares of ₹ 10 each)	108	1.16	108	0.95
Exide Industries Limited (Equity Shares of ₹ 10 each)	7	0.02	7	0.01
Indraprastha Medical Limited (Equity Shares of ₹ 10 each)	5,000	8.59	5,000	3.89
Karur Vysya Bank Limited (Equity Shares of ₹ 2 each)	32,733	59.79	32,733	34.11
Maan Aluminium Limited (Equity Shares of ₹ 10 each)	4,000	5.49	1,000	1.73
Spentex Industries Limited (Equity Shares of ₹ 10 each)	54	*	54	*
Total (A)		1,744.68		1,478.08

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

	As at March 31, 2023		As at March 31, 2022	
	No. of shares / NCD / units	Amount	No. of shares / NCD / units	Amount
B	<u>Investment in Non Convertible Debentures (NCD)</u>			
	Unquoted			
	At amortised cost			
	11.80 % I L & F S Transportation Networks Limited (NCDs of ₹100 each)	30 281.05	30	305.62
	Less: Impairment Loss	(281.05)		(305.62)
	Total (B)	-		-
C	<u>Investment in Venture capital funds</u>			
	Unquoted			
	At Fair value through Profit and Loss @			
	Faering Capital India Evolving Fund II (Units of ₹1,000/- each)	61,548 1,636.66	65,252	1,694.30
	Paragon Partners Growth Fund I (Units of ₹100/- each)	166,341 283.43	384,750	639.88
	Tata Capital Healthcare Fund (Units of ₹1 /- each)	2,00,00,000 22.00	2,00,00,000	36.00
	Tata Capital Growth Fund (Units of ₹1 /- each)	2,00,00,000 300.00	2,00,00,000	166.00
	Faering Capital India Evolving Fund (Units of ₹1,000/- each)	10,727 301.17	32,012	1,159.77
	Total (C)	2,543.26		3,695.95
	Total (A+B+C)	4,287.94		5,174.03
	Aggregate amount of quoted investments	1,744.68		1,478.08
	Aggregate Market Value of the quoted investments	1,744.68		1,478.08
	Aggregate amount of unquoted investments	2,824.31		4,001.57
	Aggregate amount of impairment in the value of investment	281.05		305.62

Note:

* Amount is below the rounding off norms adopted by the Company.

@ Investment in venture capital funds have been fair valued at closing Net Assets Value (NAV) / Fair Market Value (FMV).

Refer Note 45 for information about fair value measurement of investments and Note 40(ii)(b) for Investment Commitments related to Venture Capital funds.

9 Non-current loans

	As at March 31, 2024	As at March 31, 2023
Unsecured considered good		
Loans to employees	10.09	8.43
Total	10.09	8.43

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

10 Other non-current financial assets

	As at March 31, 2024	As at March 31, 2023
Security deposits	921.61	978.91
Less: Allowance for doubtful deposits	(42.00)	(42.00)
	879.61	936.91
Term deposits with banks	63.99	80.67
Interest accrued on above	6.28	-
Total	949.88	1,017.58
Note: Security Deposits (for premises taken on lease) includes amount paid to:		
(i) Firms in which Directors of the Company are partners		
Metropolitan Trading Company	33.00	33.00
Munraz Enterprises	10.00	10.00
Mustang Manufacturing Company	2.50	2.50

11 Other non-current assets

	As at March 31, 2024	As at March 31, 2023
Capital advances	4.67	10.79
Prepaid expenses	4.08	3.80
Balances with government authorities (including deposits) - Others	44.20	46.71
Total	52.95	61.30

12 Inventories

	As at March 31, 2024	As at March 31, 2023
(The mode of valuation of inventories has been stated in Note 2(h))		
Raw and Packing Materials [Includes Raw Material - In Transit ₹Nil, (As at March 31, 2023 ₹Nil)]	1,515.05	1,685.70
Work-in-progress	194.41	164.69
Finished goods	3,804.27	3,584.13
Stock-in-trade	316.76	363.71
Stores and Spares	115.92	103.49
Total	5,946.41	5,901.72

Inventory writedowns are accounted, considering the nature of inventory, ageing, liquidation plan and net realisable value. Write-downs of inventories amounted to ₹511.34 Lakhs for the year ended March 31, 2024 (₹371.70 Lakhs for year ended March 31, 2023). These writedowns were recognised as an expense and included in 'Cost of material consumed', 'changes in inventories of finished goods, stock-in-trade and work-in-progress', and 'consumption of stores and spares' in the Statement of Profit and Loss.

The management has carried out an assessment of carrying value of the inventories and basis such assessment which includes nature, condition, margins and liquidation plan, no further provision, over and above those already provided, is considered necessary.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

13 Current investments

	No. of Units	As at March 31, 2024	No. of Units	As at March 31, 2023
Investments in Mutual Funds				
Unquoted				
At Fair value through Profit and Loss				
HDFC Ultra Short Term Fund- Regular Growth (Units of ₹10/- each)	13,26,295	183.65	12,74,919	165.64
HDFC Ultra Short Term Fund- Dir-IDCW (Units of ₹10/- each)	4,637	0.47	4,314	0.44
HDFC Ultra Short Term Fund Direct Growth (Units of ₹10/- each)	53,26,600	750.45	1,46,22,640	1,916.43
HDFC Liquid-DP-Growth Option (Units of ₹10/- each)	23,897	1,133.61	24,452	1,081.57
Total		2,068.18		3,164.08
Aggregate amount of unquoted investments		2,068.18		3,164.08

Refer Note 45 for information about fair value measurement of investments.

14 Trade receivables

	As at March 31, 2024	As at March 31, 2023
Receivables from related parties (Refer Note 44)	506.34	512.48
Others	2,141.24	2,343.85
Less: Loss Allowances	(398.60)	(398.60)
Total	2,248.98	2,457.73
Note (a): Break-up of security details		
Trade receivables considered good - unsecured	2,248.98	2,457.73
Trade receivables - credit impaired - unsecured	398.60	398.60
Total	2,647.58	2,856.33
Less: Loss Allowances	(398.60)	(398.60)
Total Trade Receivables	2,248.98	2,457.73
Note (b): Amounts Receivable from firms in which Directors are partners		
Mashal Enterprises	0.72	5.95

Refer Note 46 for information about credit risk and market risk of trade receivables.

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Note (c): Ageing of trade receivables:

Unsecured Trade receivables	Not due	Outstanding for following periods from the due date					Total
		Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024							
(i) Undisputed - considered good	1,466.71	650.33	34.00	97.94	-	-	2,248.98
(ii) Undisputed - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed - credit impaired	-	-	-	-	-	-	-
(iv) Disputed - considered good	-	-	-	-	-	-	-
(v) Disputed - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed - credit impaired	-	-	-	-	-	398.60	398.60
Less: Loss Allowances							(398.60)
Total	1,466.71	650.33	34.00	97.94	-	398.60	2,248.98
As at March 31, 2023							
(i) Undisputed - considered good	1,381.16	932.29	26.45	113.23	4.60	-	2,457.73
(ii) Undisputed - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed - credit impaired	-	-	-	-	-	-	-
(iv) Disputed - considered good	-	-	-	-	-	-	-
(v) Disputed - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed - credit impaired	-	-	-	-	35.84	362.76	398.60
Less: Loss Allowances							(398.60)
Total	1,381.16	932.29	26.45	113.23	40.44	362.76	2,457.73

There are no unbilled receivables as at March 31, 2024 and March 31, 2023.

15 Cash and cash equivalents

	As at March 31, 2024	As at March 31, 2023
Cash on hand	10.19	-
Balances with Banks		
- In current accounts	78.91	57.66
Total	89.10	57.66

There are no repatriation restrictions with regard to cash and cash equivalents as at March 31, 2024 and previous year end.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

16 Bank balances other than cash and cash equivalents

	As at March 31, 2024	As at March 31, 2023
Term deposits with Banks	0.85	36.55
Less: Interest accrued (included in Note 18)	(0.85)	(1.96)
	-	34.59
Unclaimed dividends - Earmarked balances with banks	1.87	3.15
Total	1.87	37.74

17 Current loans

	As at March 31, 2024	As at March 31, 2023
Unsecured considered good		
Loans to employees	5.36	3.49
Total	5.36	3.49

18 Other current financial assets

	As at March 31, 2024	As at March 31, 2023
Security deposits	43.47	55.61
Other deposits	54.68	-
Interest accrued (refer note 16)	0.85	1.96
Derivative financial instruments	5.96	-
Advances recoverable from employees	30.15	-
Other advances	4.19	5.87
Advance for purchase of mutual fund #	179.94	-
Total	319.24	63.44

#This represents amount paid towards purchase of mutual fund and units allotted subsequent to March 31, 2024.

19 Other current assets

	As at March 31, 2024	As at March 31, 2023
Export benefits receivables	323.33	321.16
Excess contribution to gratuity fund (Refer Note 42)	-	56.40
Interest subvention receivable	1.23	1.11
Advances to suppliers	13.18	36.38
Prepaid expenses	66.12	58.55
Balances with government authorities - GST input credit receivable/refundable	2,478.53	2,318.00
Right to recover returned goods (Refer Note 27)	-	31.00
Total	2,882.39	2,822.60

20 Assets classified as held for sale

	As at March 31, 2024	As at March 31, 2023
Plant & Machinery *	122.90	122.90
Total	122.90	122.90

*Plant & Machinery identified as asset held for sale consist of one machinery which Company is in the process of sale after identifying suitable buyer.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

21 Equity share capital

	As at March 31, 2024	As at March 31, 2023
Authorised	3,400.00	3,400.00
3,40,00,000 [March 31, 2023: 3,40,00,000] Equity Shares of ₹ 10 each		
Issued, subscribed and fully paid up	2,599.37	2,599.37
2,59,93,717 [March 31, 2023: 2,59,93,717] Equity Shares of ₹ 10 each		
	2,599.37	2,599.37

Notes:

a) Reconciliation of number of shares:

	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
Equity Shares :				
Balance as at the beginning of the year	2,59,93,717	2,599.37	2,47,59,531	2,475.95
Issued during the year #	-	-	12,34,186	123.42
Balance as at the end of the year	2,59,93,717	2,599.37	2,59,93,717	2,599.37

b) Rights, preferences and restrictions attached to shares:

Equity shares: The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c) Details of shares held by each shareholder holding more than 5% shares in the Company:

	As at March 31, 2024		As at March 31, 2023	
	%	No. of shares	%	No. of shares
Salman Yusuf Noorani & Anees Yusuf Noorani @	-	-	19.21	49,93,056
Asia Tangible Investments Pte Limited	12.14	31,54,882	12.14	31,54,882
Euro Global Holdings Pte Limited	12.14	31,54,882	12.14	31,54,882
Anees Yusuf Noorani	23.08	60,00,109	13.53	35,16,992
Salman Yusuf Noorani	22.35	58,08,376	12.69	32,98,437

@ Salman Yusuf Noorani and Anees Yusuf Noorani jointly holds Nil (previous year - 49,93,056 equity shares) of the Company as Executors to the estate of Late Mr. Mohamed Yusuf Noorani.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

d) Details of shareholding of promoters:

	Year Ended March 31, 2024			Year Ended March 31, 2023		
	Number of Shares	% of total number of shares	% change during the year	Number of Shares	% of total number of shares	% change during the year
Late Mohamed Yusuf Noorani \$	2,32,875	0.90	-	2,32,875	0.90	-
Salman Yusuf Noorani & Anees Yusuf Noorani @	-	-	(19.21)	49,93,056	19.21	-
Salman Yusuf Noorani	58,08,376	22.35	9.66	32,98,437	12.69	18.71
Anees Yusuf Noorani	60,00,109	23.08	9.55	35,16,992	13.53	17.55
Euro Global Holdings Pte. Ltd.	31,54,882	12.14	-	31,54,882	12.14	-
Asia Tangible Investments Pte. Ltd.	31,54,882	12.14	-	31,54,882	12.14	-
Adnan Salman Noorani	2,00,000	0.77	-	2,00,000	0.77	-
Muna Anees Noorani	75	&	-	75	&	-
Zehra Salman Noorani	367	&	-	367	&	-
Musaed Anees Noorani	8,409	0.03	-	8,409	0.03	-
Awais Anees Noorani	75	&	-	75	&	-
Saniyya Anees Noorani	75	&	-	75	&	-
M Y Noorani 2007 Trust (Trustee - Anees Yusuf Noorani and Salman Yusuf Noorani)	607	&	-	607	&	-
Total	1,85,60,732	71.41	-	1,85,60,732	71.41	-

e) During the five years immediately preceding the reporting date, no shares have been bought back nor had the Company issued any bonus shares or any shares for consideration other than cash.

During the previous year, the Company has allotted 12,34,186 equity shares of ₹10 each at a premium of ₹87.23 per equity share on preferential basis to the following promoters of the Company.

	Year Ended March 31, 2023
Anees Yusuf Noorani	6,17,093
Salman Yusuf Noorani	6,17,093

@ Salman Yusuf Noorani and Anees Yusuf Noorani jointly holds Nil (previous year - 49,93,056 equity shares) of the Company as Executors to the estate of Late Mr. Mohamed Yusuf Noorani. & Percentages are below the rounding off norms adopted by the Company

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

22 Other Equity

	Reserves and Surplus						Other Comprehensive Income (OCI)			Total
	Securities Premium	Amalgamation Reserve	State Cash Subsidy	Capital Redemption Reserve	General Reserves	Retained Earnings	FVOCI - Equity Instruments	Cash Flow Hedging Reserve		
Balance as at April 01, 2022	9,672.52	8.16	15.84	200.00	2,677.51	6,473.12	851.65	18.65	19,917.45	
Profit for the year	-	-	-	-	-	1,579.28	-	-	1,579.28	
Re-measurements of defined benefit obligation	-	-	-	-	-	91.16	-	-	91.16	
Changes in fair value of equity instruments through other comprehensive income (net of tax)	-	-	-	-	-	-	347.21	-	347.21	
Changes in the fair value of hedging instrument (net of tax)	-	-	-	-	-	-	-	(1.03)	(1.03)	
Reclassification to Statement of Profit and Loss (net of tax)	-	-	-	-	-	-	-	(18.65)	(18.65)	
Total Comprehensive Income for the year	-	-	-	-	-	1,670.44	347.21	(19.68)	1,997.97	
Transactions with owners in their capacity as owners:										
On Issue of Equity Shares	1,076.58	-	-	-	-	-	-	-	1,076.58	
Balance as at March 31, 2023	10,749.10	8.16	15.84	200.00	2,677.51	8,143.56	1,198.86	(1.03)	22,992.00	
Loss for the year	-	-	-	-	-	(3,486.58)	-	-	(3,486.58)	
Re-measurements of defined benefit obligation	-	-	-	-	-	(24.39)	-	-	(24.39)	
Changes in fair value of equity instruments through other comprehensive income (net of tax)	-	-	-	-	-	-	243.91	-	243.91	
Changes in the fair value of hedging instrument (net of tax)	-	-	-	-	-	-	-	4.29	4.29	
Reclassification to Statement of Profit and Loss (net of tax)	-	-	-	-	-	-	-	1.03	1.03	
Total Comprehensive Loss for the year	-	-	-	-	-	(3,510.97)	243.91	5.32	(3,261.74)	
Balance as at March 31, 2024	10,749.10	8.16	15.84	200.00	2,677.51	4,632.59	1,442.77	4.29	19,730.26	

Purpose of Significant Reserves:

Retained Earnings

Retained Earnings are the Profits that the Company has earned till date, less any transfer to general reserve, dividends or other distribution paid to shareholders

Securities Premium

Securities premium is used to record the premium on issue of shares, which is to be utilised in accordance with the provisions of the Act.

Capital Redemption Reserve

Represent reserve created during redemption of Preference Shares and it is a non-distributable reserve, which is to be utilised in accordance with provision of the Act.

General Reserve

The general reserve is a free reserve, retained from Company's profits. The reserves can be utilised as per the provisions of the Companies Act, 2013.

FVOCI - Equity Instruments

The Company has elected to recognise changes in the fair value of investments in certain equity securities as other comprehensive income. These changes are accumulated within the FVOCI equity instruments reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are sold.

Cash Flow Hedging Reserve

The cumulative effective portion of gain or losses arising on changes in the fair value of hedging instruments designated as cash flow hedges are recognised in the other comprehensive income in the cash flow hedging reserve. Such changes recognised are reclassified to the statement of profit and loss when the hedged item affects the profit or loss.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

23 Non-current borrowings

	As at March 31, 2024	As at March 31, 2023
Secured		
Guaranteed Emergency Credit Line (GECL)	258.78	536.97
Total Non-current borrowings	258.78	536.97
Less: Current maturities of long term debt (included in Note 24)	(258.78)	(277.33)
Less: Interest accrued but not due on borrowings (included in Note 26)	-	(0.86)
Total Non-current borrowings (as per Balance Sheet)	-	258.78

Refer Note 46 for liquidity risk

Notes:

Nature of Security and terms of repayment:

- (i) The loan is secured against hypothecation of all current assets of the Company (Refer note 39).
- (ii) The loan carries an interest rate ranging from 8.25 % to 9.25 % p.a. (March 31, 2023: 8.25 % to 9.25% p.a.).
- (iii) The loan is repayable in 36 equated monthly instalments starting from the 13th month of their respective drawdown dates. Last installment is due on March 20, 2025.

24 Current Borrowings

	As at March 31, 2024	As at March 31, 2023
From Banks (Working Capital Loans):		
Secured		
In Indian Rupees		
- Rupee Packing Credit (RPC)	2,120.67	1,787.02
- Bank Overdraft	1,631.79	1,380.35
From Related Parties:		
Unsecured		
Loans from Directors (Refer Note 44)	39.00	-
Total Current borrowings	3,791.46	3,167.37
Less: Interest accrued but not due on borrowings (included in Note 26)	(6.10)	(3.27)
Current maturities of long term debt (Refer Note 23)	258.78	277.33
Total Current borrowings	4,044.14	3,441.43

Nature of Security and terms of repayment:

- (i) Current borrowings are secured against hypothecation of all current assets of the Company (Refer note 39).
- (ii) RPC is repayable within 180 days. Effective Interest rate ranging from 3.10% to 6.10% p.a. (March 31, 2023: 3.10% to 6.10% p.a.)
- (iii) Bank Overdraft carries rate of interest ranging from 9.10 % to 9.50% p.a. (March 31, 2023: 9.10 % to 9.50% p.a.)
- (iv) Loans from Directors carries rate of interest of 8% p.a.
- (v) Refer Note 46 for liquidity risk.
- (vi) The carrying amounts of financial and non financial assets as security for secured borrowings are disclosed in Note 39.

Net debt reconciliation	As at March 31, 2024	As at March 31, 2023
Cash and cash equivalents	89.10	57.66
Current Borrowings (including interest accrued but excluding current maturities of long term debt)	(3,791.46)	(3,167.37)
Non Current Borrowings (including interest accrued and current maturities of long term debt)	(258.78)	(536.97)
Lease liabilities	(4,559.34)	(2,718.38)
Net debt	(8,520.48)	(6,365.06)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Cash and Cash equivalents	Lease Liabilities	Non current borrowings (Including interest accrued)	Current borrowings (Including interest accrued)	Total
Net Debt as at April 01, 2022	34.93	(2,568.76)	(814.53)	(3,939.84)	(7,288.20)
Cash flows	22.73	1,009.58	277.33	768.57	2,078.21
Acquisitions - Leases	-	(1,528.92)	-	-	(1,528.92)
Termination - Leases	-	349.59	-	-	349.59
Interest expense	-	(270.51)	(61.44)	(324.88)	(656.83)
Interest paid	-	290.64	61.67	328.78	681.09
Net Debt as at March 31, 2023	57.66	(2,718.38)	(536.97)	(3,167.37)	(6,365.06)
Cash flows	31.44	1,171.90	277.33	(621.26)	859.41
Acquisitions - Leases	-	(3,012.86)	-	-	(3,012.86)
Termination - Leases	-	(6.66)	-	-	(6.66)
Interest expense	-	(351.09)	(36.34)	(280.04)	(667.47)
Interest paid	-	351.09	37.20	277.21	665.50
Net Debt as at March 31, 2024	89.10	(4,566.00)	(258.78)	(3,791.46)	(8,527.14)

25 Trade payables

	As at March 31, 2024	As at March 31, 2023
Trade payables		
- total outstanding dues of micro and small enterprises [Refer Note below]	7.37	12.40
- total outstanding dues of creditors other than micro and small enterprises		
- Payable to related parties [Refer Note 44]	426.54	249.95
- Others	3,031.01	2,037.30
Total	3,464.92	2,299.65

Refer Note 46 for information about liquidity risk and market risk of trade payables.

Aging of trade payables:

Particulars	Unbilled Dues	Outstanding for following years from due date of payment					Total
		Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024							
(i) MSME	-	2.62	4.75	-	-	-	7.37
(ii) Others	46.32	1,342.19	1,834.58	152.98	25.60	55.88	3,457.55
(iii) Disputed Dues - MSME	-	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-	-
Total	46.32	1,344.81	1,839.33	152.98	25.60	55.88	3,464.92
As at March 31, 2023							
(i) MSME	-	7.36	5.04	-	-	-	12.40
(ii) Others	129.07	968.66	1,041.20	119.20	14.75	14.36	2,287.25
(iii) Disputed Dues - MSME	-	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-	-
Total	129.07	976.02	1,046.24	119.20	14.75	14.36	2,299.65

There are no disputed trade payable.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

25 Trade payables (Contd...)

Notes:

The Company has certain dues to suppliers under Micro, small and Medium enterprises Development Act, 2006 ("MSMED Act"). The disclosure pursuant to the said MSMED Act are as follows:

	As at March 31, 2024	As at March 31, 2023
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	6.80	11.97
Interest thereon due to suppliers registered under the MSMED Act and remaining unpaid as at year end	0.57	0.43
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	39.90	56.57
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	0.65	1.46
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
Interest accrued and remaining unpaid at the end of each accounting year	0.37	0.43
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act	-	-

Note: The above is based on information available with the company regarding the registration status of the supplier as micro enterprises and small enterprises under MSMED Act.

26 Other financial liabilities

Other non-current financial liabilities

	As at March 31, 2024	As at March 31, 2023
Security deposits	62.60	58.48
Total	62.60	58.48
Other current financial liabilities	As at March 31, 2024	As at March 31, 2023
Interest accrued but not due on borrowings (refer note 23 and 24)	6.10	4.13
Unclaimed dividends [Refer Note below]	1.87	3.15
Derivative financial instruments	-	1.89
Capital creditors	208.26	113.82
Total	216.23	122.99

Notes: There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end.

27 Other liabilities

Other non-current liabilities	As at March 31, 2024	As at March 31, 2023
Deferred rent income	15.82	19.03
Total	15.82	19.03
Other current liabilities		
Contract liabilities - advance from customers *	112.72	26.92
Statutory dues payable	96.71	67.36
Employee benefits payable	504.18	528.71
Refund liabilities #	-	62.00
Deferred rent income	3.21	3.21
Total	716.82	688.20

* Contract liabilities reflect advance payments from customers. These are amounts received prior to transferring goods and services to the customer. The balance as at the beginning of the year is recognised as revenue during the year while the amount recognised as at the end of the year represents advance payments received during the respective year.

Where a customer has a right to return a product within a given period, the Company recognises a refund liability for the amount of consideration received for which the entity does not expect to be entitled ₹ nil (March 31, 2023 – ₹62 Lakhs). The Company also recognises a right to recover the returned goods measured by reference to the former carrying amount of the goods ₹ nil (March 31, 2023 – ₹31 Lakhs) (Refer Note 19). The costs to recover the products are not material because the customers usually return them in a saleable condition.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

28 Provisions

Non-current Provisions	As at March 31, 2024	As at March 31, 2023
Provision for employee benefits (Refer Note 42)		
- Compensated absences	52.79	95.95
- Gratuity	17.65	-
Total	74.94	52.79

29 Revenue from Operations

	Year Ended March 31, 2024	Year Ended March 31, 2023
Revenue from contracts with customers		
- Sale of Products	13,861.26	16,185.02
- Sale of Services (Freight and Insurance)	74.59	146.01
Other operating revenue		
- Export Incentives	472.19	562.25
- Process waste sale	4.15	6.73
Total	14,412.19	16,900.01

(i) There are no unsatisfied performance obligations resulting from Revenue from Contracts with Customers as at March 31, 2024 and March 31, 2023.

(ii) Reconciliation of revenue from contracts with customers recognised with contract price:	Year Ended March 31, 2024	Year Ended March 31, 2023
Contract price	14,139.27	17,027.34
Adjustments for:		
Refund liabilities		
- Discounts and Rebates	(43.34)	(232.48)
- Sales returns	(160.08)	(463.83)
Revenue from contract with customers	13,935.85	16,331.03

30 Other income

	Year Ended March 31, 2024	Year Ended March 31, 2023
Interest income		
- unwinding of discount on security deposit	47.24	46.05
- fixed deposits	7.31	3.16
- income tax refunds	4.67	0.71
- others	1.14	0.48
Dividend Income		
- financial assets measured at fair value through profit or loss	22.89	12.61
Rent income	351.11	308.96
Net gain on fair value / sale of financial assets measured at fair value through profit or loss *	289.99	272.48
Gain on termination / remeasurement / modification of lease contracts	-	95.21
Miscellaneous income	30.76	8.45
Total	755.11	748.11

* Includes unrealised fair value loss of ₹482.57 Lakhs for current year, (₹94.12 Lakhs unrealised fair value gain for year ended March 31, 2023)

31 Cost of materials consumed

	Year Ended March 31, 2024	Year Ended March 31, 2023
Raw and packing materials at the beginning of the year	1,686.18	1,665.04
Purchases	5,886.16	6,418.69
Less: Raw and packing materials at the end of the year	(1,515.05)	(1,685.70)
Total	6,057.29	6,398.03



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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

32 Changes in inventories of finished goods, stock-in-trade and work-in-progress

	Year Ended March 31, 2024	Year Ended March 31, 2023
Opening inventories		
Finished goods	3,584.13	4,265.90
Stock-in-trade	363.71	541.41
Work-in-progress	164.69	164.16
	4,112.53	4,971.47
Closing inventories		
Finished goods	3,804.27	3,584.13
Stock-in-trade	316.76	363.71
Work-in-progress	194.41	164.69
	4,315.44	4,112.53
Total	(202.91)	858.94

33 Employee benefits expense

	Year Ended March 31, 2024	Year Ended March 31, 2023
Salaries, wages, bonus etc.	3,741.83	3,553.39
Contribution to provident and other funds (Refer Note 42)	332.49	316.33
Gratuity Expenses (Refer Note 42)	53.15	61.09
Staff welfare expenses	54.57	48.43
Total	4,182.04	3,979.24

34 Finance costs

	Year Ended March 31, 2024	Year Ended March 31, 2023
Interest expense on:		
- Term Loans	36.34	61.44
- Current Borrowings	280.04	324.88
- Lease Payments	351.09	290.64
- Others	7.19	5.71
Total	674.66	682.67

35 Depreciation and amortization expense

	Year Ended March 31, 2024	Year Ended March 31, 2023
Depreciation on property, plant and equipment (Refer Note 4(a))	667.87	672.62
Depreciation on right-of-use assets (Refer Note 4(c))	1,136.64	980.81
Depreciation on investment properties (Refer Note 5)	18.58	31.22
Amortisation on intangible assets (Refer Note 6)	50.91	55.59
Total	1,874.00	1,740.24

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

36 Other expenses

	Year Ended March 31, 2024	Year Ended March 31, 2023
Consumption of stores and spares	117.83	139.06
Power and fuel	212.08	210.20
Job Work Charges	274.83	425.81
Insurance	101.91	88.47
Repairs to buildings	84.34	91.48
Repairs to machinery	16.56	14.07
Repairs and maintenance - Others	310.90	281.50
Rent	611.45	737.33
Electricity expenses	246.03	247.23
Retail store maintenance expenses	372.87	404.92
Rates and taxes	166.36	122.41
Advertisement and sales promotion	646.85	473.20
Commission to selling agents	613.28	662.42
Freight and forwarding	758.21	941.85
Trade mark fees	61.27	68.12
Legal and professional expenses	229.34	262.56
Payments to auditors (Refer Note (i) below)	22.15	23.40
Travelling and conveyance	334.64	282.99
Director fees	26.80	30.60
Donations	80.00	10.00
Expenditure incurred for Corporate Social Responsibility (Refer Note (ii) below)	51.00	52.00
Exchange Fluctuation - Others	25.08	109.36
Allowance for doubtful debts, loans, advances and deposits etc. (net)	-	(15.00)
Bad debts, loans, advances, deposits etc. written off	110.46	13.54
Net Loss on sale/discard of property, plant and equipment	52.68	110.96
Bank charges	121.62	129.05
Security Charges	102.83	99.69
Miscellaneous Expenses	141.90	126.81
Total	5,893.27	6,134.23

Notes:

(i) Payments to auditors:

	Year Ended March 31, 2024	Year Ended March 31, 2023
As auditor:		
Audit fees	13.00	13.00
Limited review fees	6.00	6.00
In other capacities:		
Certifications fees	1.00	1.64
Reimbursement of expenses	2.15	2.76
Total	22.15	23.40

(ii) Details of Corporate Social Responsibility (CSR) Expenditure:

	Year Ended March 31, 2024	Year Ended March 31, 2023
Amount required to be spent as per Section 135 of the Act *	-	-
Amount spent during the year on:		
(i) Construction / acquisition of an asset	-	-
(ii) On purpose other than (i) above	51.00	52.00
Total	51.00	52.00

* The Company did not have profits in immediately preceding three financial years and therefore there is no amount required to be spent as per Section 135(5) of the Act in current year and previous year.

(a) Nature of CSR activities - Amount contributed for promoting healthcare including preventive healthcare in both the years.

(b) Related Party transaction for CSR - Nil (Previous year - Nil).

37 Exceptional Item

	Year Ended March 31, 2024	Year Ended March 31, 2023
Gain on Sale of Investment Properties (Net of Expenses) (Refer Note Below)	-	3,901.09
Total	-	3,901.09

Note: During the year ended March 31, 2023, the Company vide sale agreement dated February 07, 2023 has disposed off its Investment property situated at Plot No. 9, Part of Doddenakkundi I Phase Industrial Area, Bangalore together with structure standing thereon to a non-related party for a total consideration of ₹4,315.00 Lakhs, the net gain on sale of ₹3,901.09 Lakhs is recognised as exceptional item.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

38 Taxes

i) Tax expense recognised in the Standalone Statement of Profit and Loss:

	Year Ended March 31, 2024	Year Ended March 31, 2023
Current tax		
Expense for the year	-	-
Total current tax (A)	-	-
Deferred tax		
Deferred tax credit	(24.73)	(64.47)
Total deferred tax credit (B)	(24.73)	(64.47)
Total tax expense for the year (C) = (A + B)	(24.73)	(64.47)
Tax in respect of earlier years (D)	0.39	1.02
Total tax expense (C + D)	(24.34)	(63.45)

ii) A reconciliation of the income tax expenses to the amount computed by

	Year Ended March 31, 2024	Year Ended March 31, 2023
Profit/ (Loss) before tax	(3,510.92)	1,515.83
Less: Set off Unabsorbed Depreciation	-	1,159.96
	(3,510.92)	355.87
Enacted income tax rate in India	27.82%	27.82%
Tax expenses at enacted income tax rate	(976.74)	99.00
Tax effect of the amounts which are not deductible/(taxable) in calculating taxable income		
Permanent Disallowance	93.29	88.57
Additional deduction for House Property Income under Income Tax	(28.81)	(25.25)
Differential tax rate in respect of income from capital gains	24.71	(247.31)
Deferred tax assets not recognised on business losses	581.87	-
Deferred tax assets not recognised on unabsorbed depreciation	195.78	-
Gratuity disallowed	15.05	-
Others	70.12	20.52
Total Tax Expenses	(24.73)	(64.47)

iii) Tax Assets

	As at March 31, 2024	As at March 31, 2023
Non-Current Tax Assets (net of provision of ₹2,762.57 Lakhs (As at March 31, 2023 ₹2,762.57 Lakhs))	1,074.90	1,158.93
Total	1,074.90	1,158.93

iv) The movement in deferred tax assets and liabilities during the year ended March 31, 2024 and March 31, 2023:

	As at April 01, 2022	Credit/ (charge) in statement of Profit and Loss	Credit/ (charge) in Other Com- prehensive Income	As at March 31, 2023	Credit/ (charge) in statement of Profit and Loss	Credit/ (charge) in Other Com- prehensive Income	As at March 31, 2024
Deferred tax assets/(liabilities)							
Provision for employee benefits	26.69	(3.77)	-	22.92	(11.90)	-	11.02
Loss allowance	129.47	(6.90)	-	122.57	-	-	122.57
Property, plant and equipment and intangible assets	(426.41)	98.24	-	(328.17)	126.25	-	(201.92)
Lease Liabilities and Right-of-use assets	186.41	(27.70)	-	158.71	(56.51)	-	102.20
Unabsorbed Depreciation	2,021.28	(322.70)	-	1,698.58	(147.09)	-	1,551.49
Business Losses	69.87	(46.86)	-	23.01	(23.01)	-	-
Others	(442.43)	374.17	(64.47)	(132.73)	136.99	(24.73)	(20.48)
Total	1,564.88	64.47	(64.47)	1,564.88	24.73	(24.73)	1,564.88

Significant Estimates: Based on the future business plans and the underlying assumptions such as fair value of immovable properties, as also assessed by an external registered valuer, the company has estimated that the future taxable income will be sufficient to absorb carried forward unabsorbed depreciation, which management believes is probable, accordingly the Company has recognized deferred tax asset on aforesaid unabsorbed depreciation. However, deferred tax on carried forward unabsorbed depreciation and business losses as detailed below has not been considered for recognition of deferred tax asset. Further, deferred tax asset on business losses has been recognised to the extent of deferred tax liabilities.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

38 Taxes (Contd...)

Assessment Year (A.Y.)	Business Loss			Unabsorbed Depreciation		
	As at March 31, 2024	As at March 31, 2023	Loss Carried forward for upto A.Y.	As at March 31, 2024	As at March 31, 2023	Loss Carried forward for upto A.Y.
2016 - 17	-	-	2024-25	-	34.00	} No Expiry
2017 - 18	1,064.52	1,064.52	2025-26	1,056.74	1,224.55	
2018 - 19	1,836.69	1,890.73	2026-27	1,166.48	1,166.48	
2019 - 20	457.88	515.46	2027-28	1,056.32	1,056.32	
2020 - 21	1,879.04	2,052.63	2028-29	981.42	983.87	
2021 - 22	3,000.44	3,000.44	2029-30	871.83	871.83	
2022- 23	2,025.65	2,243.96	2030-31	787.00	768.57	
2023- 24	-	-		-	-	
2024- 25	2,008.84	-	2032-33	703.78	-	
Less - Deferred tax recognized	-	-		(5,591.59)	(6,105.62)	
Unrecognized Amount	12,273.06	10,767.74		1,031.98	-	

39 Assets pledged as securities

The carrying amounts of assets pledged as security for current and non-current borrowings are:

	As at March 31, 2024	As at March 31, 2023
Floating Charge		
Current Assets		
Financial Assets		
- Investments	2,068.18	3,164.08
- Trade receivables *	1,742.64	1,945.25
- Cash and cash equivalents	89.10	57.66
- Bank Balances other than cash and cash equivalents #	-	34.59
- Loans	5.36	3.49
- Others financial assets	319.24	63.44
	4,224.52	5,268.51
Non Financial Assets		
- Inventories	5,946.41	5,901.72
- Other current assets	2,882.39	2,822.60
	8,828.80	8,724.32
Total assets	13,053.32	13,992.83

* Trade Receivables represent receivables excluding related parties trade receivables as per the terms of security.

Excludes Unclaimed dividends - Earmarked balances with banks.

40 Contingent liabilities, Contingent assets and commitments (to the extent not provided for):

	As at March 31, 2024	As at March 31, 2023
i Contingent Liabilities		
Claims against the company not acknowledged as debts in respect of:		
Income Tax matters (including TDS matters)	1,146.26	1,352.10
Others matters	-	1.29

Significant Estimates: The Company has litigations in respect of certain Income tax matters. The management does assessment of all outstanding matters and wherever required, further obtains legal advices including those relating to interpretation of law. Based on such assessment, it concludes whether a provision should be recognised or a disclosure should be made.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

		As at March 31, 2024	As at March 31, 2023
ii	Commitments		
(a)	Capital Commitments		
	Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:		
	Property, plant and equipment	4.67	10.79
	Less: Capital advances (Refer Note 11)	(4.67)	(10.79)
	Net Capital commitments *	-	-
(b)	Investment Commitments related to Venture Capital funds		
	Investment Commitments related to Venture Capital funds	35.93	35.93

Investment commitment: Contribution is to be made on “as needed” basis pursuant to drawdown notices issued by the respective funds over commitment period.

Miraj Marketing Company LLP (MMLP) vide Deed of Adherence (DOA) dated October 31, 2020 and January 30, 2021 executed in favour of Faering Capital India Evolving Fund II and the Company, has acquired Investment Commitment of class A units of Faering Capital India Evolving Fund amounting to ₹298.80 Lakhs from the Company and pursuant to which the Company is no longer committed for investment commitment to the extent of ₹298.80 lakhs.

41 Earnings per share

		Year ended March 31, 2024	Year ended March 31, 2023
Basic & Diluted			
(Loss) / Profit for the year (₹ in lakhs)	(A)	(3,486.58)	1,579.28
Weighted average number of equity shares outstanding (nos)	(B)	2,59,93,717	2,49,01,547
Basic and Diluted (Loss) / Earning Per Share (₹)	(A / B)	(13.41)	6.34
Nominal value per equity shares (in ₹)		10	10

42 Post retirement benefit plans

I. Defined Benefit Plan - Gratuity:

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service, subject to a ceiling of ₹20 Lakhs. The gratuity plan is a funded plan and the Company makes contributions to recognised funds in India.

As per Actuarial Valuation as on March 31, 2024 and March 31, 2023, amounts recognised in the Standalone financial statements in respect of Employee Benefits Scheme:

A. Amount recognised in the Balance Sheet

	As at March 31, 2024	As at March 31, 2023
Present value of plan liabilities	959.86	891.45
Fair value of plan assets	(942.21)	(947.86)
Net plan liability / (Net plan surplus)	17.65	(56.41)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

B Movement in plan assets and liabilities

	Year ended March 31, 2024			Year ended March 31, 2023		
	Plan Assets	Plan Liabilities	Net	Plan Assets	Plan Liabilities	Net
As at 1st April	947.86	891.45	56.41	976.63	952.59	24.04
Current service cost	-	57.35	(57.35)	-	62.76	(62.76)
Interest cost	-	66.51	(66.51)	-	66.30	(66.30)
Interest income	70.71	-	70.71	67.97	-	67.97
Actuarial (gain)/loss arising from changes in financial assumptions	-	14.77	(14.77)	-	(28.71)	28.71
Actuarial (gain)/loss arising from experience adjustments	-	9.19	(9.19)	-	(65.51)	65.51
Return on plan assets excluding actual return of plan assets	(0.43)	-	(0.43)	(3.05)	-	(3.05)
Employer contributions	3.48	-	3.48	2.29	-	2.29
Benefit payments	(79.41)	(79.41)	-	(95.98)	(95.98)	-
As at 31st March	942.21	959.86	(17.65)	947.86	891.45	56.41

The liabilities are split between different categories of plan participants as follows:

	As at March 31, 2024	As at March 31, 2023
Active members (in nos.)	1196	1161
Retired Members (in nos.)	39	55
The weighted average duration of the defined benefit obligations	8 years	8 years
Expected contribution to the Fund in next year (₹ in lakhs)	76.9	0.95

C Standalone Statement of Profit and Loss

	Year ended March 31, 2024	Year ended March 31, 2023
Employee Benefits Expense:		
Current service cost	57.35	62.76
Net Interest income	(4.20)	(1.67)
Amount recognised in Standalone Statement of Profit and Loss	53.15	61.09
Remeasurements of the net defined benefits liability:		
Actuarial gains arising from changes in financial assumptions	14.77	(28.71)
Experience gains	9.19	(65.51)
Return on plan assets excluding actual return on plan assets	0.43	3.05
Amount recognised in Other Comprehensive Income - loss/ (gain)	24.39	(91.17)

Total impact of remeasurement of net defined benefit plan expense recognised through other comprehensive Income as at March 31, 2024 and included in Retained earnings is ₹24.39 lakhs (Previous Year: ₹3.32 Lakhs)

D Assets

	Gratuity	
	As at March 31, 2024	As at March 31, 2023
Insurer managed Fund	942.21	947.86
Total	942.21	947.86

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

E Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

Financial Assumptions	As at March 31, 2024	As at March 31, 2023
	Discount rate	7.20%
Salary Escalation Rate *	5.00%	5.00%
Expected Return on Plan Assets	7.20%	7.46%
Attrition Rate	For service period 5 years and below 10% to 25% p.a. For service period of 5 years and above 1% to 7% p.a.	For service period 5 years and below 10% to 25% p.a. For service period of 5 years and above 1% to 7% p.a.

* Taking into account inflation, seniority, promotion and other relevant factors.

Demographic Assumptions

Mortality in Service : Indian Assured Lives Mortality (2012-14) Urban table Indian Assured Lives Mortality (2012-14) Urban table

F Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

	Change in assumption	As at March 31, 2024		As at March 31, 2023	
		Increase in assumption having an impact on present value of plan liability	Decrease in assumption having an impact on present value of plan liability	Increase in assumption having an impact on present value of plan liability	Decrease in assumption having an impact on present value of plan liability
Discount rate	1%	(54.38)	61.41	(52.45)	59.27
Salary Escalation Rate	1%	58.53	(52.84)	57.06	(51.75)
Attrition Rate	1%	9.09	(10.19)	9.89	(11.07)

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous year.

G. The defined benefit obligations (undiscounted) shall mature after the end of reporting period is as follows:

	As at March 31, 2024	As at March 31, 2023
1st Following Year	129.26	79.06
2nd Following Year	76.15	107.85
3rd Following Year	81.56	91.33
4th Following Year	107.44	69.24
5th Following Year	127.29	99.52
Sum of Years 6 to 10	433.23	455.71
Thereafter	717.07	718.78

H. Risk Exposure - Asset Volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk derivatives to minimize risk to an acceptable level.

II. Compensated absences

The compensated absences obligations cover the Company's liability for leave, which is actuarially valued at each year end by applying the assumptions referred in 'E' above.

The amount of the provision of ₹57.29 lakhs (as at March 31, 2023: ₹52.79 lakhs) is presented as current, since the Company does not have an unconditional right to defer settlement of these obligations.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

III. Details of Defined Contribution Plan

The Company also has certain defined contribution plans. Contributions are made to provident and other funds in India for employees as per regulations. The contributions are made to registered provident fund, ESIC, etc. which are administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contribution plan are ₹332.49 lakhs (Previous year ₹316.33 lakhs) in the Standalone Statement of Profit and Loss.

43 In accordance with Accounting Standard Ind AS 108 'Operating Segment', segment information has been given in the consolidated financial statements of Zodiac Clothing Company Limited, and therefore, no separate disclosure on segment information is given in these standalone financial statements.

44 Related Party Disclosures under IND AS 24

1. Relationships:

Entities where control exists:

(a) Subsidiary Companies (including step down subsidiaries):

		Ownership Interest	
		March 31, 2024	March 31, 2023
(i) Zodiac Clothing Company S. A.	Switzerland	100	100
(ii) Zodiac Clothing Co (U.A.E.) LLC * (Subsidiary of (i) above)	UAE	100	100
(iii) Zela Technologies Inc (Subsidiary of (i) above) (w.e.f. February 28, 2024)	USA	100	NA
(iv) Zodiac Clothing Bangladesh Limited (Subsidiary of (ii) above)	Bangladesh	100	100
(v) Zodiac Clothing Company INC.(Subsidiary of (ii) above)	USA	100	100

Other related parties:

(b) Key Management Personnel:

Mr. A. Y. Noorani	Non Executive Director
Mr. S. Y. Noorani	Managing Director
Mr. V. M. Apte	Independent Director
Mr. Y. P. Trivedi	Independent Director
Mr. S. R. Iyer	Independent Director
Mr. Bernhard Steinruecke	Independent Director
Ms. Elizabeth Jane Hulse	Independent Director
Mr. Naushad Forbes	Independent Director

(c) Relatives of key management personnel with whom the transactions have taken place:

Mr. Awais A. Noorani	Son of Mr. A. Y. Noorani
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(d) Enterprises over which key management personnel and / or their relatives are able to exercise significant influence and with whom transactions have taken place:

Zodiac Metropolitan Clothing Gmbh	Germany
Metropolitan Trading Company	India
Montage Corporation	India
Munraz Enterprises	India
Muštang Manufacturing Company	India
Mashal Enterprises	India
Miraj Marketing Company LLP	India

(e) Trust

Zodiac Clothing Co. Ltd. EMPL GGCA Scheme

* The shareholders of the company are Mrs. Muna Mahmood Mohd. Mahmoud (51%) and M/s. Zodiac Clothing Co S.A. (49%). As per the mutual agreement between the shareholders, Mrs. Muna Mahmood Mohd. Mahmoud is holding 51% shares for and on behalf of M/s. Zodiac Clothing Co S.A. who is the beneficial owner.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

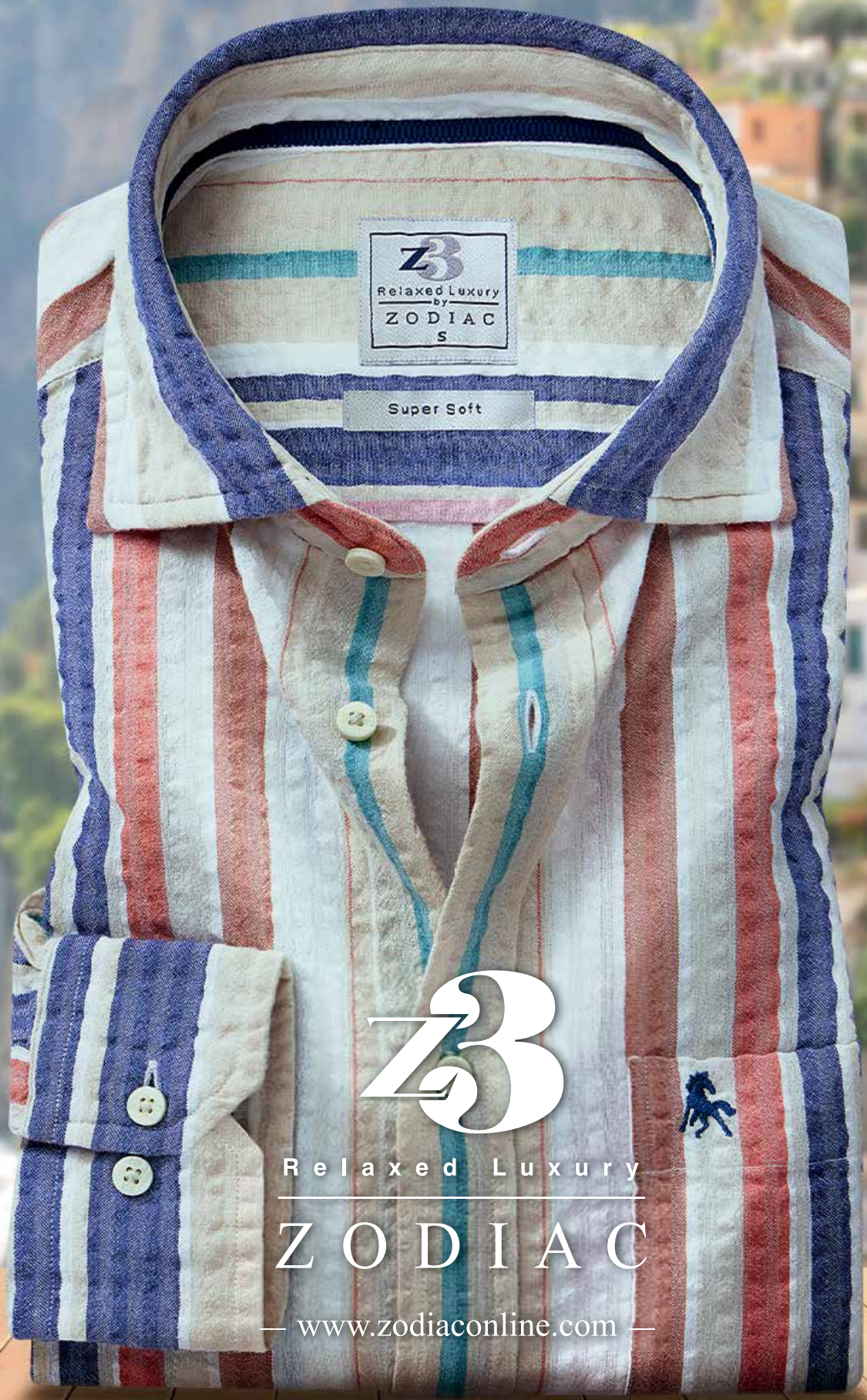
(All amounts are in ₹ Lakhs, unless otherwise stated)

44 Related Party Disclosures under IND AS 24 (Contd....)

2. Transactions carried out with related parties referred in 1 above, in ordinary course of business:

Nature of transactions	Related Parties										
	Referred in 1(a) above		Referred in 1(b) above		Referred in 1(c) above		Referred in 1(d) above		Referred in 1(e) above		
	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2024	Year ended March 31, 2023	
Revenue from contracts with customers											
Sale of Goods and Services	529.43	1,368.09	-	-	-	-	831.70	1,771.11	-	-	-
Other Income											
Rent	-	-	-	-	-	-	9.00	6.75	-	-	-
Dividend Income	-	-	-	-	-	-	-	-	-	-	-
Employees benefit expenses *											
Interest Expense	-	-	-	-	49.10	47.92	-	-	-	-	-
Other Expenses											
Rent	-	-	1.33	45.15	-	-	-	-	-	-	-
Commission to selling agents	-	-	22.34	23.25	-	-	109.54	118.97	-	-	-
Director Fees	-	-	-	-	-	-	151.73	161.79	-	-	-
Trade Mark Fees	-	-	26.80	30.60	-	-	-	-	-	-	-
Others											
Reimbursement of Expenses from Mashal Enterprises	3.16	-	-	-	-	-	6.79	6.58	-	-	-
Metropolitan Trading Company	-	-	-	-	-	-	6,78,521.00	6,57,624.00	-	-	-
Zodiac Metropolitan Clothing GmbH	-	-	-	-	-	-	-	-	-	-	-
Zodiac Clothing Bangladesh Limited	1,81,358.00	-	-	-	-	-	-	-	-	-	-
Zodiac Clothing Company INC	1,35,000.00	-	-	-	-	-	4.67	4.67	-	-	-
Reimbursement of Expenses to	-	-	-	-	-	-	-	-	-	-	-
Purchase of Property Plant & Equipment											
Gratuity Fund contribution	-	-	-	-	-	-	-	-	-	-	-
Loan Received	-	-	39.00	911.75	-	-	-	-	3.48	2.29	-
Loan Repaid	-	-	-	1,290.00	-	-	-	-	-	-	-
Issue of Share Capital (including securities premium)	-	1,200.00	-	-	-	-	-	-	-	-	-

* This aforesaid amount does not include amount in respect of gratuity and compensated absences as the same is not determinable on individual basis and hence considered for disclosure on payment basis.



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3. Balances with related parties referred in 1 above, in ordinary course of business:

Nature of transactions	Related Parties					
	Referred in I(a) above		Referred in I(b) above		Referred in I(d) above	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Outstandings:						
Current Borrowings	-	-	39.00	-	-	-
Trade Payables	42.42	42.42	40.16	19.81	343.96	187.72
Mr. A. Y. Noorani - Payable for Rent			16,18,362	6,35,218		
Mr. S. Y. Noorani - Payable for Rent			20,10,452	8,03,857		
Mr. M. Y. Noorani - Payable for Rent						
Metropolitan Trading Company					2,30,79,368	1,27,29,682
Munraz Enterprises					68,56,990	45,17,338
Miraj Marketing LLP					32,91,562	6,44,156
Zodiac Metropolitan Clothing Gmbh						
Zodiac Clothing Co (U.A.E.) LLC.						
MONTAGE CORPORATION		42,41,677				
MUSTANG MFG CO.						
Zodiac Clothing Company INC.						
Director Sitting Fees			3,87,000	5,42,000		
Mashal Enterprises						
Other Current Liabilities						
- Employee benefits payable						
Mr. S. Y. Noorani - Remuneration payable			81.06	81.06		
- Contract Liabilities - Advance from customers						
Zodiac Clothing Company INC.	28.40		81,06,000	81,06,000		
Other Current Financial Liabilities						
- Interest accrued but not due						
Other Non Current financial asset						
(Security Deposit given)			1.07	-	45.50	45.50
Trade Receivables						
Zodiac Clothing Co (U.A.E.) LLC	114.26	124.57				
Zodiac Clothing Company INC.	1,12,44,503	1,12,46,340			392.08	387.91
Zodiac Metropolitan Clothing Gmbh		12,10,689				
Zodiac Clothing Bangladesh Limited						
Onward LLC					3,91,35,773	3,81,95,546
Mashal Enterprises	1,81,358				72,422	5,95,142

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

44 Related Party Disclosures under IND AS 24 (Contd....)

4. Disclosure in respect of material transactions with related parties during the year (included in 2 above)

	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from contracts with customers:		
- Zodiac Clothing Co (U.A.E.) LLC	68.37	349.72
- Zodiac Clothing Company INC.	461.06	1,018.36
- Zodiac Metropolitan Clothing Gmbh	778.87	1,719.51
- Mashal Enterprises	52.83	51.60
Other Income:		
Rent		
- Metropolitan Trading Company	9.00	6.75
Dividend Income		
- Zodiac Clothing Company S.A.	-	-
Expenses:		
Employees benefit expenses		
- Mr. Awais A. Noorani	49.10	47.92
Interest expense		
- Mr. A. Y. Noorani	0.67	21.61
- Mr. S. Y. Noorani	0.67	23.55
Rent Expense		
- Metropolitan Trading Company	87.06	93.54
-Mustang Manufacturing Company	4.13	7.08
- Munraz Enterprises	17.34	17.34
-Montage Corporation	1.01	1.01
-Mr. A. Y. Noorani	11.17	-
-Mr. S. Y. Noorani	11.17	-
Commission to selling agents		
- Zodiac Metropolitan Clothing Gmbh	151.73	161.79
Director Fees		
- Mr. V. M. Apte	7.30	8.30
- Mr. Y. P. Trivedi	6.90	7.90
- Mr. S. R. Iyer	7.30	8.30
- Mr. Bernhard Steunruecke	2.90	3.90
-Mr. Naushad Forbes	1.90	1.70
-Ms. Elizabeth Jane Hulse	0.50	0.50
Trade Mark Fees		
- Metropolitan Trading Company	61.27	68.12
Others		
Reimbursement of Expenses from		
- Zodiac Clothing Company INC.	1.35	-
- Zodiac Clothing Bangladesh Limited	1.81	-
- Mashal Enterprises	6.79	6.58
Reimbursement of Expenses to		
- Munraz Enterprises	4.67	4.67
Gratuity Fund contribution		
- Zodiac Clothing Co. Ltd. EMPL GGCA Scheme	3.48	2.29
Loan Received		
- Mr. A. Y. Noorani	19.50	554.25
- Mr. S. Y. Noorani	19.50	357.50
Loan Repaid		
- Mr. A. Y. Noorani	-	682.50
- Mr. S. Y. Noorani	-	607.50
"Issue of Share Capital (including securities premium)"		
- Mr. A. Y. Noorani	-	600.00
- Mr. S. Y. Noorani	-	600.00

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

44 Related Party Disclosures under IND AS 24 (Contd....)

5. Disclosure in respect of material Outstanding balances with related parties as at year end (included in 3 above)

	As at March 31, 2024	As at March 31, 2023
Outstandings:		
Current Borrowings		
- Mr. A. Y. Noorani	19.50	-
- Mr. S. Y. Noorani	19.50	-
Trade Payables		
- Zodiac Clothing Co (U.A.E.) LLC.	42.42	42.42
- Zodiac Metropolitan Clothing Gmbh	32.92	6.44
- Metropolitan Trading Company	230.79	127.30
- Munraz Enterprises	68.57	45.17
-Montage Corporation	2.70	2.03
-Mustang Manufacturing Company.	8.98	6.78
- Mr. A. Y. Noorani - Payable for Rent	16.18	6.35
- Mr. S. Y. Noorani - Payable for Rent	20.10	8.04
- Zodiac Clothing Company INC.	-	-
- Director Sitting Fees	3.87	5.42
"Other Current Liabilities		
- Employee benefits payable"		
- Mr. S. Y. Noorani - Remuneration	81.06	81.06
"Other Current Financial Liabilities		
- Interest accrued but not due"		
- Mr. A. Y. Noorani - Payable for Interest	0.47	-
- Mr. S. Y. Noorani - Payable for Interest	0.60	-
Security Deposit		
- Metropolitan Trading Company	33.00	33.00
- Munraz Enterprises	10.00	10.00
- Mustang Manufacturing company	2.50	2.50
Trade Receivables		
- Zodiac Clothing Co (U.A.E.) LLC.	112.45	-
- Zodiac Clothing Bangladesh Limited	1.81	-
- Zodiac Metropolitan Clothing Gmbh	391.36	381.96
- Zodiac Clothing Company INC.	-	12.11
- Mashal Enterprises	0.72	5.95

Terms and Conditions:

Transactions were done in ordinary course of business and on normal terms and conditions.

Outstanding balances are unsecured and repayable in cash.

Refer Note 40(ii)(b) in respect of transfer of Investment commitment by the Company to a related party.

45 Fair Value Measurement:

(i) Financial Instrument by category and hierarchy.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of trade receivables, cash and cash equivalents, other bank balances, other current financial assets, current loans, trade payables and other current financial liabilities approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The fair values for loans (security deposits) were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk. The interest rate on term deposits is at the prevailing market rates. Accordingly, fair value of such instrument is not materially different from their carrying amounts.

The interest rate on borrowing is at the prevailing market rates. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
(All amounts are in ₹ Lakhs, unless otherwise stated)

Financial Assets and Liabilities as at March 31, 2024	Non Current	Current	Total	Fair Value through Profit and Loss			Fair Value through OCI			Carried at amortised cost	Total Amount
				Level 1	Level 2	Level 3	Total	Level 1	Level 2		
Financial Assets											
Investments											
- Equity instruments *	1,744.68	-	1,744.68	-	-	-	1,744.68	-	-	-	1,744.68
- Mutual funds	-	2,068.18	2,068.18	2,068.18	-	-	-	-	-	-	2,068.18
- Venture capital fund	2,543.26	-	2,543.26	-	-	2,543.26	-	-	-	-	2,543.26
	4,287.94	2,068.18	6,356.12	2,068.18	-	2,543.26	1,744.68	-	-	-	6,356.12
Other Assets											
- Loans to Employees	10.09	5.36	15.45	-	-	-	-	-	-	15.45	15.45
- Derivative financial instruments	-	5.96	5.96	-	1.67	-	-	4.29	-	-	5.96
- Other Financial Assets	949.88	313.28	1,263.16	-	-	-	-	-	-	1,263.16	1,263.16
- Trade receivable	-	2,248.98	2,248.98	-	-	-	-	-	-	2,248.98	2,248.98
- Cash and Cash equivalents	-	89.10	89.10	-	-	-	-	-	-	89.10	89.10
- Bank Balances other than cash and cash equivalents	-	1.87	1.87	-	-	-	-	-	-	1.87	1.87
	959.97	2,664.55	3,624.52	-	1.67	-	-	4.29	-	3,618.56	3,624.52
Financial Liabilities											
- Borrowings	-	4,044.14	4,044.14	-	-	-	-	-	-	4,044.14	4,044.14
- Other Financial Liabilities	62.60	216.23	278.83	-	-	-	-	-	-	278.83	278.83
- Trade Payables	-	3,464.92	3,464.92	-	-	-	-	-	-	3,464.92	3,464.92
	62.60	7,725.29	7,787.89	-	-	-	-	-	-	7,787.89	7,787.89

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Financial Assets and Liabilities as at March 31, 2023	Non Current	Current	Total	Fair Value through Profit and Loss			Fair Value through OCI			Carried at amortised cost	Total Amount
				Level 1	Level 2	Level 3	Total	Level 1	Level 2		
Financial Assets											
Investments											
- Equity instruments *	1,478.08	-	1,478.08	-	-	-	-	1,478.08	-	-	1,478.08
- Mutual funds	-	3,164.08	3,164.08	3,164.08	-	-	-	-	-	-	3,164.08
- Venture capital fund	3,695.95	-	3,695.95	-	3,695.95	-	-	-	-	-	3,695.95
	5,174.03	3,164.08	8,338.11	3,164.08	-	3,695.95	-	1,478.08	-	-	8,338.11
Other Assets											
- Loans to Employees	8.43	3.49	11.92	-	-	-	-	-	11.92	-	11.92
- Derivative financial instruments	-	-	-	-	-	-	-	-	-	-	-
- Other Financial Assets	1,017.58	63.44	1,081.02	-	-	-	-	-	1,081.02	-	1,081.02
- Trade receivable	-	2457.73	2,457.73	-	-	-	-	-	2,457.73	-	2,457.73
- Cash and Cash equivalents	-	57.66	57.66	-	-	-	-	-	57.66	-	57.66
- Bank Balances other than cash and cash equivalents	-	37.74	37.74	-	-	-	-	-	37.74	-	37.74
	1,026.01	2,620.06	3,646.07	-	-	-	-	-	3,646.07	-	3,646.07
Financial Liabilities											
- Borrowings	258.78	3,441.43	3,700.21	-	-	-	-	-	3,700.21	-	3,700.21
- Derivative financial instruments	-	1.89	1.89	-	0.86	-	-	1.03	-	-	1.89
- Other Financial Liabilities	58.48	121.1	179.58	-	-	-	-	-	179.58	-	179.58
- Trade Payables	-	2,299.65	2,299.65	-	-	-	-	-	2,299.65	-	2,299.65
	317.26	5,864.07	6,181.33	-	0.86	-	-	1.03	6,179.44	1.03	6,181.33

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

(iii) Fair value of financial assets and liabilities measured at amortised cost:

Foreign currency	As at March 31, 2024		As at March 31, 2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets				
- Loans to Employees	15.45	14.17	11.92	10.94
- Security Deposits	923.08	1,066.45	992.52	1,014.02
Total	938.53	1,080.62	1,004.44	1,024.96

* The above disclosure excludes non-current investment in subsidiary that is accounted at cost and hence not considered.

(ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices for quoted shares and mutual funds
- the fair value of forward exchange contracts is determined using forward exchange rates at the balance sheet date
- net asset value ('NAV') / fair market value ('FMV') are determined based on audited financial statements / valuation reports / NAV / FMV provided by fund manager
- the fair value of remaining financial instrument is determined using discounted cash flow analysis.

(iii) Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 items for the periods ended March 31, 2024 and March 31, 2023:

	Venture Capital Fund*
As at April 01, 2022	3,784.00
Acquisitions	-
Disposal	(327.05)
Gain recognised in statement of profit and loss	239.00
As at March 31, 2023 (Refer note 8)	3,695.95
Acquisitions	
Disposal	(1,244.30)
Gain recognised in statement of profit and loss	91.61
As at March 31, 2024 (Refer note 8)	2,543.26

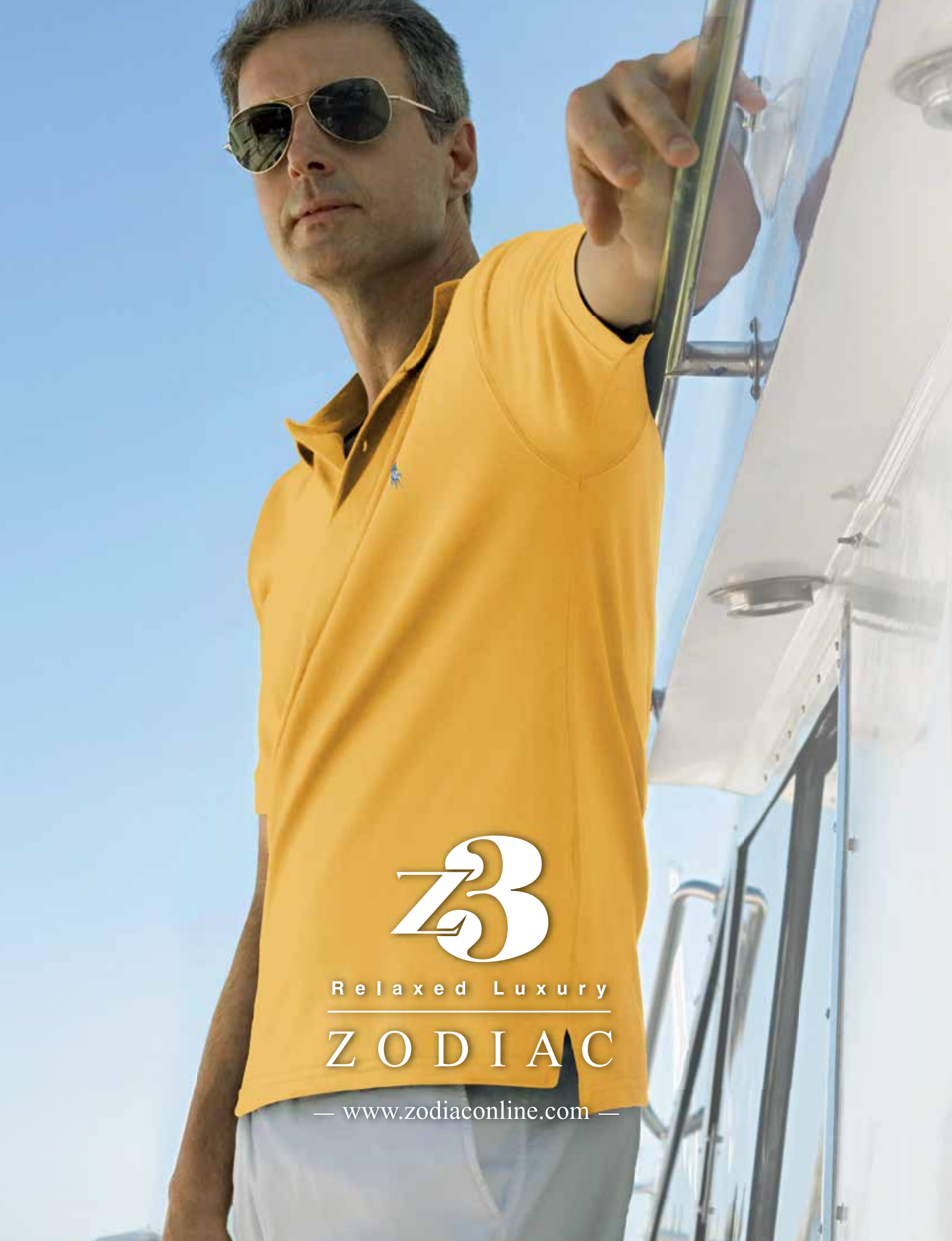
*The Company has invested in following funds and these funds have been further invested into various companies.

1. Faering Capital India Evolving Fund
2. Paragon Partners Growth Fund - I
3. Faering Capital India Evolving Fund II
4. Tata Capital Growth Fund
5. Tata Capital Healthcare Fund

The Company has considered fair market values based on audited financial statement and/or valuation reports and/or NAV / FMV statements provided by venture capital fund.

Investment commitment in respect of venture capital funds are on "as needed" basis and will be at face value.

[Refer Note 40(ii)(b)]



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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

46 Financial Risk Management:

Financial risk management objectives and policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Management.

(A) Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments, future committed transactions, foreign currency receivables, payables, borrowings etc.

The Company manages market risk through its finance department (headed by CFO), which evaluates and exercises independent control over the entire process of market risk management. The finance department recommend risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures like foreign exchange forward contracts, option contracts, borrowing strategies and ensuring compliance with market risk limits and policies.

Market Risk- Interest rate risk.

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio, which could vary on either side based on current interest rates scenario.

According to the Company interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Exposure to interest rate risk

Particulars	As at March 31, 2024	As at March 31, 2023
Total Borrowings	4,044.14	3,700.21
% of Borrowings out of above bearing variable rate of interest	93.60%	85.51%

Interest rate sensitivity

A change of 50 bps in interest rates would have following Impact on Profit / loss before tax

Particulars	2023-2024	2022-2023
50 bp increase- increase in loss *	18.93	15.82
50 bp decrease- decrease in loss *	(18.93)	(15.82)

* Sensitivity is calculated based on the assumption that amount outstanding as at reporting dates were utilised for the whole financial year.

Market Risk- Foreign currency risk

The Company operates internationally and portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales, purchases etc. in various foreign currencies.

The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies, including the use of derivatives like foreign exchange forward contracts and option contracts to hedge exposure to foreign currency risk.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Derivative instruments and unhedged foreign currency exposure

(a) Derivative outstanding as at the reporting date

(Foreign Currency in Lakhs)

Foreign currency	As at March 31, 2024		As at March 31, 2023	
	Sell Contract	Buy Contract	Sell Contract	Buy Contract
Forward Contracts USD	69.55	-	53.06	-
Forward Contracts EURO	6.37	-	7.01	-
Forward Contracts GBP	6.13	-	3.69	-

Derivative financial instruments such as foreign exchange forward and option contracts are used for hedging purposes and not as trading or speculative instruments. The Company designates these hedging instruments as cash flow hedges to hedge foreign currency risk in cash flow from firm commitment (sales order/purchase order).

(b) Particulars of unhedged foreign currency exposures as at the reporting date

(Foreign Currency in Lakhs)

Particulars	As at March 31, 2024			As at March 31, 2023		
	USD	EURO	GBP	USD	EURO	GBP
Trade payables	4.83	-	-	2.09	-	-

(Foreign Currency in Lakhs)

Particulars	As at March 31, 2024			As at March 31, 2023		
	USD	EURO	GBP	USD	EURO	GBP
Trade Receivables	14.09	5.95	3.80	16.75	6.35	3.99

Foreign Currency Risk Sensitivity

A change of 5% in Foreign currency would have following Impact on loss before tax

Particulars	2023-24		2022-23	
	5% Increase	5% decrease	5% Increase	5% decrease
USD	(38.60)	38.60	(60.18)	60.18
EURO	(26.84)	26.84	(26.20)	26.20
GBP	(20.01)	20.01	(20.29)	20.29
Increase / (decrease) in loss	(85.45)	85.45	(106.67)	106.67

Market Risk- Price Risk

(a) Exposure

The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet at fair value through Other Comprehensive Income. To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio. Diversification of portfolio is done in accordance with limits set by the Company.

(b) Sensitivity

(i) The table below summarises the impact of increases/decreases of the BSE index on the Company's equity and other comprehensive income for the year arising from portfolio of investment in equity shares of listed companies. The analysis is based on the assumption that the index has increased by 10 % or decreased by 10 % with all other variables held constant, and that all the Company's equity instruments moved in line with the index.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Impact on Other Comprehensive Income	
	March 31, 2024	March 31, 2023
BSE Sensex 30- Increase 10%	174.47	147.81
BSE Sensex 30- Decrease 10%	(174.47)	(147.81)

Above referred sensitivity pertains to quoted equity investment (Refer Note 8). Other Comprehensive Income for the year would increase/ (decrease) as a result of gains/losses on equity securities as at fair value through Other Comprehensive Income.

(ii) The table below summarises the impact of increases/decreases in the net asset value (NAV) / fair market value (FMV) of Company's investment in venture capital fund units and statement of profit and loss for the year arising from portfolio of investment in venture capital funds. The analysis is based on the assumption that the NAV / FMV has increased by 10% or decreased by 10% with all other variables held constant, and that all the Company's venture capital funds moved in same direction.

Particulars	Impact on loss before tax*	
	March 31, 2024	March 31, 2023
- Increase 10%	254.33	369.60
- Decrease 10%	(254.33)	(369.60)

*Loss before tax would change as a result of gain/loss on financial instruments classified as at fair value through profit and loss.

(iii) The table below summarises the impact of increases/decreases in the net asset value (NAV) of Company's investment in mutual fund units and statement of profit and loss for the year arising from portfolio of investment in mutual funds. The analysis is based on the assumption that the NAV has increased by 10% or decreased by 10% with all other variables held constant, and that all the Company's mutual funds moved in same direction.

Particulars	Impact on loss before tax*	
	March 31, 2024	March 31, 2023
- Increase 10%	206.82	316.41
- Decrease 10%	(206.82)	(316.41)

*Loss before tax would change as a result of gain/loss on financial instruments classified as at fair value through profit and loss.

(B) Credit risk

Credit risk is the risk of incurring a loss that may arise from a borrower or debtor failing to make required payments. Credit risk arises mainly from trade receivables, cash and cash equivalents, deposit with banks, derivative financial instruments, investments, loan to employee and security deposits. The Company manages and analyses the credit risk for each of its new customers before standard payment and delivery terms and conditions are offered.

Credit risk on cash and cash equivalents, deposit with banks, derivative financial instruments and investment is limited as Company generally deals with banks and financial institutions with high credit ratings assigned by credit rating agencies. Investments primarily include investment in liquid mutual and accredited venture fund.

While loans and security deposits for rental premises are subjected to the impairment requirement of Ind AS 109, the identified impairment loss was immaterial.

(i) Credit risk management:

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instrument, which requires expected lifetime losses to be recognised from initial recognition of the receivables. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

Sale to retail customers are required to be settled in cash or using major cards, mitigating credit risk. There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors or regions.

In respect of sales to export customers, there are no past history of losses, thus the identified expected credit loss was immaterial.

Credit risk for domestic trade receivable is managed by the Company through credit approvals, establishing credit limits and periodic monitoring of the creditworthiness of its customers to which the Company grants credit terms in the normal course of business.

Loss allowance for expected credit losses

The Company provides for expected credit loss on trade receivables under simplified approach

As at March 31, 2024

Ageing	Total
Gross carrying amount	457.56
Expected Credit loss - measured at life -time expected credit loss	398.60
Carrying amount of trade receivables (net of impairment)	58.96

As at March 31, 2023

Ageing	Total
Gross carrying amount	448.05
Expected Credit loss - measured at life -time expected credit loss	398.60
Carrying amount of trade receivables (net of impairment)	49.45

Reconciliation of loss allowance – Trade receivables

Particulars	As at March 31, 2024	As at March 31, 2023
Opening provision	398.60	413.60
Add:- Additional provision made	-	(15.00)
Closing provisions	398.60	398.60

No Significant changes in estimation techniques or assumptions were made during the year.

Significant estimates and judgements:

Impairment of financial assets

The impairment provision for financial assets disclosed above are based on assumptions about the risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

(C) Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company's finance department maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows.

(i) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	As at March 31, 2024	As at March 31, 2023
Floating Rate		
Expiring within one year (Current Borrowing facilities)	1,259.74	1,835.90
Expiring beyond one year (bank loans)	-	-

The bank loan facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the non-continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time.

(ii) Maturity patterns of borrowings

Particulars	As at March 31, 2024				As at March 31, 2023			
	0-1 years	1-5 years	beyond 5 years	Total	0-1 years	1-5 years	beyond 5 years	Total
Non current borrowings (Including current maturity of long term debt)	258.78	-	-	258.78	277.33	258.78	-	536.11
Current borrowings	3,785.36	-	-	3,785.36	3,164.10	-	-	3,164.10
Total	4,044.14	-	-	4,044.14	3,441.43	258.78	-	3,700.21

Maturity patterns of Financial Liabilities - other than borrowings

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

As at March 31, 2024	0 - 3 months	3 - 6 months	6 - 12 months	beyond 12 months	Total
Trade Payable	2,975.07	131.63	358.22	-	3,464.92
Lease Liabilities	287.27	279.39	526.25	3,466.43	4,559.34
Other Financial Liabilities	129.90	73.2	1.07	74.65	278.82
Total	3,392.24	484.22	885.54	3,541.08	8,303.08

As at March 31, 2023	0 - 3 months	3 - 6 months	6 - 12 months	beyond 12 months	Total
Trade Payable	1,481.88	423.46	246.00	148.31	2,299.65
Lease Liabilities	348.14	203.52	409.16	1,757.55	2,718.38
Other Financial Liabilities	119.84	-	3.15	58.48	181.47
Total	1,949.86	626.98	658.31	1,964.34	5,199.50

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

46 Financial risk management (contd.)

Impact of Hedging Activities

(a) Disclosure of effects of hedge accounting on financial position:

Cash flow hedge of Foreign exchange risk as at March 31, 2024:

Particulars	Nominal value	Carrying amount of hedging instrument	Hedge ratio*	Changes in fair value of hedging instrument	Change in the value of hedged item used as a basis for recognising hedge effectiveness
Foreign exchange forward contracts - SELL	7,019.22	5.96	1:1	5.96	5.96

Cash flow hedge of Foreign exchange risk as at March 31, 2023:

Particulars	Nominal value	Carrying amount of hedging instrument	Hedge ratio*	Changes in fair value of hedging instrument	Change in the value of hedged item used as a basis for recognising hedge effectiveness
Foreign exchange forward contracts - SELL	5,310.00	(1.41)	1:1	(1.41)	(1.41)

(b) Disclosure of effects of hedge accounting on financial performance:

Cash flow hedge March 31, 2024

Particulars	Change in the value of the hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in statement of profit and loss	Amount reclassified from cash flow hedging reserve to statement of profit and loss	Line item affected in the statement of profit and loss because of the reclassification
Foreign exchange risk	5.96	-	-	Revenue
	5.96	-	-	

Cash flow hedge March 31, 2023

Particulars	Change in the value of the hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in statement of profit and loss	Amount reclassified from cash flow hedging reserve to statement of profit and loss	Line item affected in the statement of profit and loss because of the reclassification
Foreign exchange risk	(1.41)		(25.84)	Revenue
	(1.41)		(25.84)	

Amount in bracket represents expense/ loss

* The foreign exchange forward contracts and option contract are denominated in the same currency as the firm commitment (sales order/purchase orders), therefore the hedge ratio is 1:1.

The Company's hedging policy only allows for effective hedge relationships to be established. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Company enters into hedge relationships where the critical terms of hedging instrument match exactly with the terms of the hedged items, and so a qualitative assessment of effectiveness is performed.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Movements in cash flow hedging reserve

Derivative Instrument	Foreign exchange forward contracts - SELL	Foreign exchange forward contracts - BUY	Foreign exchange options	Total
Balance – As at April 01, 2022	18.65	-	-	18.65
Change in fair value of foreign exchange forward contract	(1.41)	-	-	(1.41)
Change in intrinsic value of foreign currency options	-	-	-	-
Amount reclassified to profit or loss	(25.84)	-	-	(25.84)
Deferred tax relating to the above (net)	7.57	-	-	7.57
Balance – As at March 31, 2023	(1.03)	-	-	(1.03)
Change in fair value of foreign exchange forward contract	5.96	-	-	5.96
Change in intrinsic value of foreign currency options	-	-	-	-
Amount reclassified to profit or loss	1.41	-	-	1.41
Deferred tax relating to the above (net)	(2.05)	-	-	(2.05)
Balance – As at March 31, 2024	4.29	-	-	4.29

Amount in bracket represents expense/ loss

47 Capital Management:

The Company aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to the shareholders.

The capital structure of the Company is based on management’s judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company’s policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The Company’s management monitors the return on capital as well as the level of dividends to shareholders.

48 (a) The Code on Social Security, 2020 (‘Code’) relating to employee benefits received Presidential assent in September 2020. However, the date on which the Code will come into effect has not yet been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

(b) No Significant Subsequent events have been observed which may require an adjustments to the standalone financial statements.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

49 Additional Regulatory Information as required by Schedule III:

a) Analytical Ratios:

Sr. No.	Ratio	Numerator	Denominator	March 31, 2024	March 31, 2023	% Variance
(i)	Current ratio	Total current assets	Total current liabilities	1.41	1.92	-26%
(ii)	Debt-Equity ratio (in times)	Total Debt (Non Current and Current- Borrowings and Lease Liabilities)	Total equity	0.39	0.25	54%
(iii)	Debt Service Coverage ratio	Earning for Debt Service = Loss for the year + Depreciation and ammortisation expenses + Finance cost	Debt service = Finance cost + Principal repayment of lease liabilities and non-current borrowing	(0.46)	1.64	-128%
(iv)	Return on Equity ratio (%)	Profit / (Loss) for the year	Average shareholder's equity	-14.55%	6.58%	-321%
(v)	Inventory turnover ratio	Cost of goods sold= Cost of materials consumed + Purchases of stock-in-trade + Changes in inventories of finished goods, stock-in-trade and work-in progress	Average inventories	1.02	1.10	-7%
(vi)	Trade Receivables turnover ratio	Revenue from operations (excluding export incentives)	Average trade receivables	5.92	9.08	-35%
(vii)	Trade payables turnover ratio	Purchase of Raw Materials+ Purchases of stock-in-trade+ Other expenses	Average trade payables	4.16	5.00	-17%
(viii)	Net capital turnover ratio	Revenue from operations	Average working capital	2.65	3.34	-21%
(ix)	Net profit ratio (%)	Profit / (Loss) for the year	Total Income	-22.99%	8.95%	-357%
(x)	Return on capital employed (%)	Earning before interest and taxes	Capital employed = Tangible Net Worth (Total equity) + Total Debt	-9.20%	6.90%	-233%
(xi)	Return on investment (%)	Net gain on fair value / sale of financial assets measured at fair value through profit or loss + Equity Instruments through Other Comprehensive Income	Average investments (Non-current and Current)	7.58%	10.37%	-27%

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Reasons for variance of more than 25% in above ratios -

Sr. No.	Ratio	Reasons for the Variances
(a)(1)	Current ratio	The Change in ratio compared to previous year is due to increase in Current liabilities.
(a)(2)	Debt-Equity ratio	The Change in ratio compared to previous year is due to increase in Lease liabilities.
(a)(3)	Debt Service Coverage ratio	Earnings for debt service changed due to increase in loss in current year as compared to previous year.
(a)(4)	Return on Equity ratio	The Change in ratio compared to previous year is due to loss in the year.
(a)(5)	Trade receivables turnover ratio	The Change in ratio compared to previous year is due to decrease in sales and increase in Trade receivables.
(a)(6)	Net profit ratio	The Change in ratio compared to previous year is due to loss in the year.
(a)(7)	Return on capital employed	The Change in ratio compared to previous year is due to loss in the year.
(a)(8)	Return on investment	Due to change in market condition returns on investments in venture funds and equity instruments.

b) Details of benami property held:

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

c) Borrowing secured against current assets:

The Company has borrowings from banks on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts.

d) Wilful defaulter:

Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

e) Relationship with struck off companies:

The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

f) Compliance with number of layers of companies:

The Company has complied with the number of layers prescribed under the Companies Act, 2013.

g) "Compliance with approved scheme(s) of arrangements:

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year."

h) Utilisation of borrowed funds and share premium:

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(i). directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(ii). provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(i). directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii). provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

i) Undisclosed income:

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

j) Details of crypto currency or virtual currency:

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

k) Valuation of PPE, intangible asset and investment property:

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

l) Registration of charges or satisfaction with Registrar of Companies:

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

m) Utilisation of borrowings availed from banks and financial institutions:

The borrowings obtained by the Company from banks and financial institutions have been applied for the purposes for which such loans were taken.

n) Title deeds of immovable properties not held in name of the Company:

The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), are held in the name of the Company except given below -

Description of Property	Gross Carrying Value	Held in the name of *	Whether Promoter, Director or their relative or employee	Period held	Reason for not being in the Company's name
Leasehold land (pertaining to factory at Umbergaon)	1.69	Merino Knitting Industries	None	Since August 2003	Acquired pursuant to scheme of amalgamation. Management has initiated the process of getting the name transferred in Company's name

o) The Company's international transactions and domestic transactions with related parties are at arm's length as per the independent accountants report for the year ended 31 March 2023. Management believes that the Group's international transactions and domestic transactions with related parties for the year ended 31 March 2024 and post 31 March 2024 continue to be at arm's length and that the transfer pricing legislation will not have any impact on these financial statements, particularly on amount of tax expense and that of provision for taxation.

50 These standalone financial statements were authorised for issue by the directors on May 30, 2024.

As per our report of even date

For M S K A & Associates

Firm Registration Number: 105047W

Ankush Agrawal

Partner

Membership No. 159694

Mumbai

Date: May 30, 2024

For and on behalf of Board of Directors of

Zodiac Clothing Company Limited

CIN: L17100MH1984PLC033143

A. Y. NOORANI

Chairman

DIN: 00041608

S. Y. NOORANI

Vice Chairman and Managing Director

DIN: 00068423

B. MAHABALA

Chief Financial Officer

KUMAR IYER

Company Secretary

Mumbai

Date: May 30, 2024



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INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ZODIAC CLOTHING COMPANY LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of **Zodiac Clothing Company Limited** (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company, and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2024, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of reports of other auditors on separate financial statements and on the other financial information of subsidiaries, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2024, of its consolidated loss and other comprehensive income,

consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements in terms of the Code of Ethics issued by Institute of Chartered Accountant of India ("ICAI"), and the relevant provisions of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and on consideration of audit reports of other auditors referred to in paragraph (a) and (b) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements for the year ended March 31, 2024. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

Sr. No.	Key audit matter	How the key audit matter was addressed in our audit
1.	<p>Assessment of recoverability of Deferred Tax Assets (Refer to Note 38 in the Consolidated Financial Statements) The carrying value of Deferred Tax Assets is 1,564.88 Lakhs as at March 31, 2024. Deferred tax assets are recognised on unabsorbed depreciation and other temporary differences as it is considered to be recoverable based on the Company's projected future taxable income, in line with Ind AS 12-Income Taxes.</p> <p>We considered this as a Key Audit Matter due to uncertainties and significant judgement required by the Management in preparation of projected future taxable income considering the future business plans and the underlying assumptions such as fair value of immovable properties, as also assessed by an external registered valuer. The Management has also engaged tax expert to assess utilization of available tax benefits in accordance with prevailing taxation laws.</p>	<p>We have performed audit procedures including the following: Obtained an understanding, evaluated and tested the design and operating effectiveness of key controls relating to recognition and assessment of deferred tax assets.</p> <ul style="list-style-type: none"> • Reviewed the Company's accounting policy in respect of recognizing deferred tax asset on temporary differences, unabsorbed business loss and unabsorbed depreciation • Evaluated the judgements and assumptions made by the Management in determining the projected future taxable income for reasonableness. • Checked the mathematical accuracy of the underlying calculations of the projections. • Evaluated the competence, capabilities and objectivity of the external registered valuer engaged by the Management. • Verified the input data in the valuation report of immovable properties (such as description, area) with agreements and assessed the appropriateness of tax rate applied to the projected future taxable income. • Engaged with auditors' tax experts to assess utilization of available tax benefits against the projected future taxable income in accordance with prevailing taxation laws and consequential recognition of deferred tax assets • Performed sensitivity analyses on the projected taxable profits by varying key assumptions, within reasonably foreseeable range. • Reviewed the adequacy of disclosures made in the consolidated financial statements with regards to deferred taxes. <p>Based on the above procedures performed by us, the Management's assessment of recoverability of deferred tax assets was considered to be reasonable.</p>

Sr. No.	Key audit matter	How the key audit matter was addressed in our audit
2.	<p>Assessment of carrying value of property, plant and equipment, right of use assets (together referred as the “Assets”)</p> <p>(Refer to Notes 4(a) and 4(c) in the Consolidated Financial Statements)</p> <p>The carrying value of Assets is 12,722.55 Lakhs as at March 31, 2024 which is significant to the balance sheet. The Management has assessed whether there are any indications for impairment of assets considering internal and external sources of information, as per Ind AS 36 Impairment of Assets.</p> <p>For the purposes of impairment testing, the carrying value of the cash generating unit (CGU) was compared to the recoverable amount of CGU. The Company has applied fair value less costs of disposal method in determining the recoverable value of CGU. In this connection, the Management has engaged an external registered valuer to determine the fair value of immovable properties and, the fair value of other assets were determined on the basis of management’s judgement and estimates.</p> <p>Based on the assessment, the Management has concluded that no impairment was required as of March 31, 2024. Considering significant carrying value of Assets, involvement of valuation expert, judgment and estimates made by Management, we have considered this as a Key Audit Matter.</p>	<p>We have performed audit procedures including the following:</p> <ul style="list-style-type: none"> • Obtained understanding, evaluated and tested the design and operating effectiveness of the Group’s relevant controls relating to impairment assessment including determining recoverable value of Assets. • Assessed whether the Company’s identification of CGU is appropriate. • Perused the report issued by the external professional valuer engaged by the management. • Evaluated the competence, capabilities and objectivity of the external registered valuer engaged by the Management for valuation of immovable properties. • Engaged auditors’ valuation experts to assess appropriateness of valuation methodology. • Verified the input data in the valuation report of immovable properties (such as description, area etc.) with the agreements. • Evaluated the reasonableness of assumptions applied by management, in determining the fair value of other assets. • Verified the mathematical accuracy of underlying calculations of recoverable amount and compared with the carrying value of Assets. • Performed sensitivity analysis over the key assumptions, to assess the potential impact on impairment results and the range of possible outcomes of recoverable value of Assets. <p>Based on the above procedures performed by us, we found the Management’s assessment of carrying value of Assets to be reasonable.</p>

Information Other than the Consolidated Financial Statements and Auditor’s Report Thereon

The Holding Company’s Board of Directors is responsible for the other information. The other information comprises the information included in Management Discussion and Analysis, Board’s Report including Annexures to Board’s report but does not include the Consolidated Financial Statements and our auditor’s report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company’s Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group

are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance,

but is not a guarantee that an audit conducted in accordance with Standards on Auditing (“SAs”) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

We give in “Annexure A” a detailed description of Auditor’s responsibilities for Audit of the Consolidated Financial Statements.

Other Matters

- a. We did not audit the financial statements of four subsidiaries, located outside India, whose financial statements reflect total assets of ₹4,576.64 lakhs as at March 31, 2024, total revenues of ₹697.72 lakhs and net cash outflow amounting to ₹336.39 lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors. All of these subsidiaries are located outside India whose financial statements have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company’s management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company’s management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.
- b. We did not audit the financial statements of one subsidiary, located outside India, whose financial statements reflect total assets of ₹0.03 lakhs as at March 31, 2024, total revenues of ₹Nil lakhs and net cash flows amounting to ₹Nil lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to

us by the Management, these financial statements are not material to the Group.

Our opinion on the Consolidated Financial Statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matters stated in the paragraph 1 (h) (vi) below on reporting under Rule 11(g).
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
 - (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group companies is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 1 (b) above on reporting under Section 143(3)(b) and paragraph 1 (h)(vi) below on reporting under Rule 11(g).
 - (g) With respect to the adequacy of internal financial controls with reference to Consolidated Financial Statements of the Group and the operating effectiveness of such controls, refer to our separate report in “Annexure B”.
 - (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditor’s) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 40 to the Consolidated Financial Statements.
- ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.
- iv.
 - (1) The Management of the Holding Company whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company to or in any other person(s) or entity(ies), including foreign entities with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that such parties shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (2) The Management of the Holding Company whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, no funds have been received by the Holding Company from any person(s) or entity(ies), including foreign entities with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Holding Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (3) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and according to the information and explanations provided to us by the Management of the Holding Company in this regard, nothing has come to our or other auditors’ notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.
- v. The Holding Company has neither declared nor paid any dividend during the year.
- vi. Reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable to all subsidiaries of the Holding Company in consideration which are incorporated outside India.

Based on our examination, the Holding Company has used an accounting software for maintaining its books of account for the year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility, except that no audit trail feature was enabled at the database level in respect of the software to log any direct data changes throughout the year.

Further, the audit trail feature has been operated throughout the year for all relevant transactions recorded in the accounting software, except for the software at the database level as stated above, in respect of which the audit trail feature has not operated throughout the year for all the relevant transactions recorded in this accounting software during the year ended March 31, 2024.

Further, during the course of our examination, we did not come across any instance of audit trail feature being tampered with, post enablement of the audit trail facility.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 01, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

2. In our opinion, according to information, explanations given to us, the remuneration paid by the Holding Company, to its directors is within the limits laid prescribed under Section 197 of the Act and the rules thereunder except in case of four subsidiaries, as the provisions of the aforesaid section is not applicable to subsidiary companies incorporated outside India.
3. According to the information and explanations given to us and based on the CARO reports issued by us for the Holding Company included in the Consolidated Financial Statements of the Group to which reporting under CARO is applicable, we report that there are no Qualifications/adverse remarks. Reporting under CARO is not applicable to subsidiaries in consideration which is incorporated outside India.

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration No. 105047W

Ankush Agrawal
Partner
Membership No.159694
UDIN: 24159694BKFHTK6099

Place: Mumbai
Date: May 30, 2024

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF ZODIAC CLOTHING COMPANY LIMITED

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to Consolidated Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management and Board of Directors.
- Conclude on the appropriateness of the managements and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion

on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements for the year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration No. 105047W

Ankush Agrawal
Partner
Membership No.159694
UDIN: 24159694BKFHTK6099

Place: Mumbai
Date: May 30, 2024

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF ZODIAC CLOTHING COMPANY LIMITED

[Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Zodiac Clothing Company Limited on the Consolidated Financial Statements for the year ended March 31, 2024]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls reference to Consolidated Financial Statements of Zodiac Clothing Company Limited (hereinafter referred to as "the Holding Company") which includes the internal financial controls over financial reporting of the Holding Company's as of that date. Since all the subsidiaries are incorporated outside India, the reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is not applicable to them.

In our opinion, and to the best of our information and according to the explanations given to us, the Holding Company have in all material respects, an adequate internal financial controls with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at March 31, 2024, based on the internal financial controls with reference to Consolidated Financial Statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the ICAI").

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company is responsible for establishing and maintaining internal financial controls based on the internal control with reference to Consolidated Financial Statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated Financial Statements of the Holding Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls

with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to Consolidated Financial Statements of the Holding Company.

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

A company's internal financial control with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated Financial Statements.

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Consolidated Financial Statements to future periods are subject to the risk that the internal financial control with reference to Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration No. 105047W

Ankush Agrawal
Partner
Membership No.159694
UDIN: 24159694BKFHTK6099
Place: Mumbai
Date: May 30, 2024

ZODIAC CLOTHING COMPANY LIMITED
Consolidated Balance Sheet as at March 31, 2024
(All amounts are in ₹ Lakhs, unless otherwise stated)

	Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
I	ASSETS			
1	Non-current assets			
	Property, plant and equipment	4(a)	8,530.56	8,566.69
	Right-of-use assets	4(c)	4,191.99	2,147.91
	Capital work - in - progress	4(b)	596.28	302.10
	Investment properties	5	1,068.48	726.84
	Intangible assets	6	113.81	137.19
	Financial assets			
	- Investments	7	4,385.79	5,231.09
	- Loans	8	1,035.60	977.89
	- Others financial assets	9	978.27	1,038.96
	Deferred tax assets (net)	38	1,564.88	1,564.88
	Non - Current tax assets (net)	38	1,074.90	1,158.93
	Other non - current assets	10	353.76	391.76
	Total non-current assets		23,894.32	22,244.24
2	Current assets			
	Inventories	11	5,974.01	5,943.68
	Financial assets			
	- Investments	12	2,068.17	3,164.08
	- Trade receivables	13	2,108.37	2,491.99
	- Cash and cash equivalents	14	752.86	1,057.81
	- Bank Balances other than cash and cash equivalents	15	1.87	37.74
	- Loans	16	5.85	3.96
	- Others financial assets	17	338.13	82.79
	Other current assets	18	2,980.97	2,939.79
	Total current assets		14,230.23	15,721.84
3	Assets classified as held for sale	19	122.90	122.90
	TOTAL ASSETS		38,247.45	38,088.98
II	EQUITY AND LIABILITIES			
1	Equity			
	Equity share capital	20	2,599.37	2,599.37
	Other equity	21	22,009.74	25,318.69
	Total Equity		24,609.11	27,918.06
2	Liabilities			
	Non-current liabilities			
	Financial liabilities			
	- Borrowings	22	-	258.78
	- Lease Liabilities	4(c)	3,466.43	1,757.56
	- Other financial liabilities	25	62.60	58.48
	Provisions	26	12.32	11.25
	Deferred tax liabilities	38	474.93	451.97
	Other non-current liabilities	28	15.82	19.03
	Total non-current liabilities		4,032.10	2,557.07
	Current liabilities			
	Financial liabilities			
	- Borrowings	23	4,044.14	3,441.43
	- Lease Liabilities	4(c)	1,092.91	960.82
	- Trade payables	24		
	- total outstanding dues of micro enterprises and small enterprises		7.37	12.40
	- total outstanding dues of creditors other than micro enterprises and small enterprises		3,412.74	2,327.47
	- Other financial liabilities	25	220.72	127.35
	Provisions	26	76.20	55.50
	Current tax liabilities (net)	27	4.29	-
	Other current liabilities	28	747.87	688.88
	Total Current liabilities		9,606.24	7,613.85
	Total liabilities		13,638.34	10,170.92
	TOTAL EQUITY AND LIABILITIES		38,247.45	38,088.98

The accompanying notes (1 - 52) are an integral part of these consolidated financial statements

As per our report of even date

For M S K A & Associates

Firm Registration Number: 105047W

Ankush Agrawal

Partner

Membership No. 159694

Mumbai

Date: May 30, 2024

For and on behalf of Board of Directors of

Zodiac Clothing Company Limited

CIN: L17100MH1984PLC033143

A. Y. NOORANI

Chairman

DIN: 00041608

B. MAHABALA

Chief Financial Officer

Mumbai

Date: May 30, 2024

S. Y. NOORANI

Vice Chairman & Managing Director

DIN: 00068423

KUMAR IYER

Company Secretary

ZODIAC CLOTHING COMPANY LIMITED
Consolidated Statement of Profit and Loss for the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

	Particulars	Note No.	Year ended March 31, 2024	Year ended March 31, 2023
I	INCOME			
	Revenue from operations	29	14,580.49	17,480.87
	Other income	30	888.24	860.01
	Total Income		15,468.73	18,340.88
II	EXPENSES			
	Cost of materials consumed	31	6,057.29	6,398.03
	Purchases of stock-in-trade		315.61	509.56
	Changes in inventories of finished goods, stock-in-trade and work-in progress	32	(188.55)	1,049.28
	Employee benefit expenses	33	4,208.53	4,011.29
	Finance costs	34	674.66	682.67
	Depreciation and amortisation expenses	35	1,902.26	1,770.27
	Other expenses	36	6,126.72	6,263.27
	Total expenses		19,096.52	20,684.37
III	Loss before exceptional Item and tax		(3,627.79)	(2,343.49)
IV	Exceptional Item	37	-	3,901.09
V	(Loss) / Profit before tax		(3,627.79)	1,557.60
VI	Tax expenses	38		
	Current tax		4.26	-
	Deferred tax		(1.77)	(41.51)
	Tax in respect of earlier years		7.06	1.02
	Total Tax expenses		9.55	(40.49)
VII	(Loss) / Profit for the year		(3,637.34)	1,598.09
VIII	Other Comprehensive Income			
	(i) Items that will not be reclassified subsequently to profit or loss			
	- Remeasurements of net defined benefit plans	42	(24.39)	91.16
	- Equity Instruments through Other Comprehensive Income		266.59	419.58
	- Income tax relating to above items		(22.68)	(71.55)
	(ii) Items that will be reclassified subsequently to profit or loss			
	- Debt Instruments through Other Comprehensive Income		38.32	(20.27)
	- Net gains/(losses) on cash flow hedges		7.37	(27.26)
	- Exchange differences on translation of foreign operations		65.23	87.60
	- Income tax relating to above items		(2.05)	7.58
	Other Comprehensive Income for the year, net of tax		328.39	486.84
IX	Total Comprehensive (Loss) / Income for the year		(3,308.95)	2,084.93
X	(Loss) / Income attributable to:			
	Owners of the Company		(3,637.34)	1,598.09
	Non Controlling Interest		-	-
XI	Other comprehensive income attributable to:			
	Owners of the Company		328.39	486.84
	Non Controlling Interest		-	-
X	Total comprehensive (loss) / income attributable to:			
	Owners of the Company		(3,308.95)	2,084.93
	Non Controlling Interest		-	-
XI	(Loss) / Earnings per equity share of ₹10 each (INR)	41		
	Basic (₹)		(13.99)	6.42
	Diluted (₹)		(13.99)	6.42

The accompanying notes (1 - 52) are an integral part of these consolidated financial statements

As per our report of even date

For M S K A & Associates

Firm Registration Number: 105047W

Ankush Agrawal

Partner

Membership No. 159694

For and on behalf of Board of Directors of

Zodiac Clothing Company Limited

CIN: L17100MH1984PLC033143

A. Y. NOORANI

Chairman

DIN: 00041608

S. Y. NOORANI

Vice Chairman & Managing Director

DIN: 00068423

B. MAHABALA

Chief Financial Officer

KUMAR IYER

Company Secretary

Mumbai

Date: May 30, 2024

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Mumbai

Date: May 30, 2024

ZODIAC CLOTHING COMPANY LIMITED

Statement of Consolidated Cash Flows for the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
CASH FLOW FROM OPERATING ACTIVITIES:		
Loss before exceptional item and tax	(3,627.79)	(2,343.49)
Adjustments for:		
Depreciation and amortisation expenses	1,902.26	1,770.27
Finance costs	674.66	682.67
Net unrealised exchange gain on foreign currency translation / transaction	(31.55)	(64.09)
Dividend Income	(22.89)	(12.61)
Rent income	(351.11)	(308.96)
Unwinding of discount on security deposits	(47.24)	(46.05)
Interest income	(13.12)	(4.35)
Net gain on fair value / sale of financial assets measured at fair value through profit or loss	(289.99)	(272.48)
Allowance for doubtful debts, loans and deposits	-	(15.00)
Bad debts, loans, advances, deposits etc. written off	119.75	4.55
Gain on termination / remeasurement / modification of lease contracts	-	(95.21)
Net Loss on sale/discard of property, plant and equipment	52.68	111.40
Operating loss before working capital changes	(1,634.34)	(593.35)
Adjustments for:		
(Increase) / Decrease in trade and other receivables	(96.17)	346.27
(Increase) / Decrease in inventories	(30.33)	984.27
Increase / (Decrease) in trade and other payables	1,135.05	(588.06)
(Decrease) / Increase in provisions	(2.62)	52.16
Cash (used in) / generated from operating activities	(628.41)	201.29
Less: Direct taxes refunds received / (paid) (net)	81.67	(79.80)
Net cash (used in) / generated from operating activities (A)	(546.74)	121.49
CASH FLOW FROM INVESTING ACTIVITIES:		
Inflows		
Sale proceeds of property, plant and equipment	-	15.08
Sale proceeds of investment property (net of incidental expenses)	-	4,272.17
Interest received	4.11	1.61
Rent received	351.11	300.35
Sale proceeds of non-current investments	1,308.42	327.05
Sale proceeds of current investments (Net)	1,495.08	145.00
Dividend received	22.89	12.61
Loan received back	-	194.31
	3,181.61	5,268.18
Outflows		
Purchase of property, plant and equipment/other intangible assets	(1,251.11)	(511.38)
Purchase of current investments (Net)	(204.24)	(3,111.07)
Loans given (Net)	(37.58)	-
Investment in Term Deposits (Net)	51.27	(80.23)
	(1,441.66)	(3,702.68)
Net cash generated from investing activities (B)	1,739.95	1,565.50
CASH FLOW FROM FINANCING ACTIVITIES:		
Inflows		
Proceeds from issue of equity shares (including securities premium)	-	1,200.00
Proceeds from current borrowings	582.26	-
Proceeds towards loan from directors	39.00	911.75
	621.26	2,111.75
Outflows		
Repayment of non-current borrowings	(277.33)	(277.33)
Repayment of current borrowings (net)	-	(390.21)
Repayment of loan from directors	-	(1,290.00)
Payment of Principal portion of lease liabilities	(1,171.90)	(1,009.58)
Interest paid on lease liabilities	(351.09)	(290.64)
Interest paid on others	(319.10)	(376.14)
	(2,119.42)	(3,633.90)
Net cash used in financing activities (C)	(1,498.16)	(1,522.15)
Net (decrease) / increase in cash and cash equivalents (A+B+C)	(304.95)	164.84
Add : Cash and cash equivalents at beginning of the year	1,057.81	892.97
Cash and cash equivalents at end of the year (refer note 14)	752.86	1,057.81

Non-cash financing and investing activities

Particulars	Year Ended 31 st March, 2024	Year Ended 31 st March, 2023
Acquisition of right-of-use assets	3,187.38	1,528.92

Cash and cash equivalents (refer note 14) as per above comprises of the following

Particulars	As at March 31, 2024	As at March 31, 2023
Cash on hand	13.68	0.05
Balances with Banks	739.18	1,057.76
Total	752.86	1,057.81

Notes: The above Statement of Consolidated Cash Flows has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) Statement of Cash Flows.

The accompanying notes (1 - 52) are an integral part of these consolidated financial statements

As per our report of even date

For M S K A & Associates

Firm Registration Number: 105047W

Ankush Agrawal

Partner

Membership No. 159694

Mumbai

Date: May 30, 2024

For and on behalf of Board of Directors of

Zodiac Clothing Company Limited

CIN: L17100MH1984PLC033143

A. Y. NOORANI

Chairman

DIN: 00041608

B. MAHABALA

Chief Financial Officer

Mumbai

Date: May 30, 2024

S. Y. NOORANI

Vice Chairman & Managing Director

DIN: 00068423

KUMAR IYER

Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

A. Equity Share Capital

	Notes	Amount
As at April 1, 2022		2,475.95
Changes in equity share capital	20	123.42
As at March 31, 2023		2,599.37
Changes in equity share capital	20	-
As at March 31, 2024		2,599.37

B. Other Equity

Particulars	Reserves and Surplus				Other Comprehensive Income (OCI)				Total			
	Securities Premium	Amalgamation Reserves	State Cash Subsidy	Capital Redemption Reserve	Statutory Reserve	General Reserves	Retained Earnings	FVOCI - Equity Instruments		FVOCI - Debt Instruments	Cash Flow Hedging Reserve	Foreign Currency Translation Reserve
As at April 1, 2022	9,672.52	8.16	15.84	200.00	17.98	2,693.15	8,018.46	851.65	(32.04)	18.65	693.77	22,158.14
Profit for the year	-	-	-	-	-	-	1,598.09	-	-	-	-	1,598.09
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	-	-	-	-	86.75
Remeasurement of defined benefit obligation	-	-	-	-	-	-	91.16	-	-	-	-	91.16
Changes in fair value of equity instruments through other Comprehensive income (net of tax)	-	-	-	-	-	-	-	348.03	-	-	-	348.03
Changes in fair value of Debt instruments through other Comprehensive income (net of tax)	-	-	-	-	-	-	-	-	(20.27)	-	-	(20.27)
Changes in the fair value of hedging instrument (net of tax)	-	-	-	-	-	-	-	-	-	34.94	-	34.94
Reclassification to Statement of Profit and Loss (net of tax)	-	-	-	-	-	-	-	-	-	(54.62)	-	(54.62)
Total Comprehensive Income for the year	-	-	-	-	-	-	1,689.25	348.03	(20.27)	(19.68)	86.75	2,083.97
Transactions with owners in their capacity as owners:	1,076.58	-	-	-	-	-	-	-	-	-	-	1,076.58
Premium Received on Issue of Equity Shares	1,076.58	-	-	-	-	-	-	-	-	-	-	1,076.58
Balance as at March 31, 2023	10,749.10	8.16	15.84	200.00	17.98	2,693.15	9,707.71	1,199.68	(52.31)	(1.03)	780.52	25,318.69
Loss for the year	-	-	-	-	-	-	(3,637.34)	-	-	-	-	(3,637.34)
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	-	-	-	-	65.23
Remeasurement of defined benefit obligation	-	-	-	-	-	-	(24.39)	-	-	-	-	(24.39)
Changes in fair value of equity instruments through other Comprehensive income (net of tax)	-	-	-	-	-	-	-	243.91	-	-	-	243.91
Changes in fair value of Debt instruments through other Comprehensive income (net of tax)	-	-	-	-	-	-	-	-	38.32	-	-	38.32
Changes in the fair value of hedging instrument (net of tax)	-	-	-	-	-	-	-	-	-	(14.36)	-	(14.36)
Reclassification to Statement of Profit and Loss (net of tax)	-	-	-	-	-	-	-	-	-	19.68	-	19.68
Total Comprehensive Loss for the year	-	-	-	-	-	-	(3,661.73)	243.91	38.32	5.32	65.23	(3,308.95)
Balance as at March 31, 2024	10,749.10	8.16	15.84	200.00	17.98	2,693.15	6,045.98	1,443.59	(13.99)	4.29	845.75	22,009.74

The accompanying notes (1 - 52) are an integral part of these consolidated financial statements

As per our report of even date

For M S K A & Associates
Firm Registration Number: 105047W

For and on behalf of Board of Directors
Zodiac Clothing Company Limited
CIN: L17100MH1984PLC033143

A. Y. NOORANI
Chairman
DIN: 00041608

S. Y. NOORANI
Vice Chairman &
Managing Director
DIN: 00068423

Ankush Agrawal
Partner
Membership No. 159694

B. MAHABAL A
Chief Financial Officer
Mumbai

KUMAR IYER
Company Secretary

Mumbai
Date: May 30, 2024

Mumbai
Date: May 30, 2024

1 Background and Operations

Zodiac Clothing Company Limited ('the Company') incorporated in India and its subsidiary and step down subsidiaries together constitutes the Zodiac Group ('the Group'), which mainly deals in clothing and clothing accessories.

2 Basis of preparation and material accounting policies

(a) Basis of preparation of consolidated Financial Statements

(i) Compliance with Ind AS

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') notified under section 133 of the Companies Act, 2013 (the 'Act') [Companies (Indian Accounting Standards) Rules, 2015 (as amended)], and other relevant provisions of the Act.

(ii) Going Concern Assessment

The Directors of the Company have assessed its liquidity position. The Board of Directors are confident of the Group's ability to meet its obligation at least for the next twelve months from the balance sheet date. Accordingly, these financial statements have been prepared on going concern basis.

(iii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- 1) certain financial assets and liabilities (including derivative instruments) that are measured at fair value;
- 2) defined benefit plans - plan assets measured at fair value;

(iv) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

All amounts disclosed in the consolidated financial statements and notes have been rounded off to the nearest lakhs, unless otherwise stated.

(v) Rounding off amounts

All amounts disclosed in the standalone financial statements and notes have been rounded off to the nearest lakhs, unless otherwise stated.

(b) Principles of consolidation

Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together

like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

(c) Use of estimates and judgments

The estimates and judgments used in the preparation of the consolidated financial statements are continuously evaluated by the Group and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Group believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognized in the period in which the results are known/materialized. The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

(d) Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

The Group depreciates its property, plant and equipment in respect of Zodiac Clothing Company Limited, India on a straight line method net of residual values over the useful life in the manner prescribed in Schedule II of the Act, and management believe that useful lives of assets are same as those prescribed in Schedule II of the Act, except for the following class of assets, useful life for which is based on a technical evaluation, taking into consideration nature of Group's business and past experience of usage of such assets:

Description of asset	Useful life followed by the Group
Buildings	31 Years
Plant and equipment	21 Years*
Furniture and fixtures	16 Years
Office equipment's	21 Years
Computer (including servers)	6 Years
Electrical Installation	21 Years

* Based on single shift

In respect of **Zodiac Clothing Company (U.A.E.)**

LLC., UAE, the useful life are as follows:

Description of asset	Useful life
Factory Building	- 10 Years
Plant and equipment	- 8 Years
Furniture and fixtures	- 10 Years
Vehicles	- 5 Years

The residual values are generally not more than 5% of the original cost of the asset.

Leasehold improvements are depreciated over the shorter of their useful life or the lease term, unless the entity expects to use the assets beyond the lease term. Period of lease is either the primary lease period or where the Group as a lessee has the right of renewal of lease, and it is intended to renew for further periods, then such extended period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

(e) Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is initially recognized at cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

Investment properties, net of residual value are depreciated using the straight-line method over their useful life in the manner prescribed in Schedule II of the Act, and management believe that useful lives of assets are same as those prescribed in Schedule II of the Act.

(f) Intangible assets

Computer software

Computer software are stated at cost, less accumulated amortization and impairments, if any.

Amortisation method

The Group amortizes intangible assets using the straight-line method over following period:

Nature of intangible asset	Useful life
- Computer Software	6 Years

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are

included in the Statement of Profit and Loss.

(g) Lease

As lessee

The Group's lease asset classes primarily consist of leases for Land and Buildings. The Group assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets. For these short term and leases of low value assets, the Group recognizes the lease payments as an operating expense on a straight line basis over the term of the lease. Variable lease payments that depend on sales are recognized in profit or loss in the period in which the condition that triggers those payments occurs.

The lease liability is initially measured at the present value of the future lease payments and payments to be made under reasonably certain extension option are also included in measurement of liability. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term. The amount on remeasurement of lease liability is adjusted to the right of use asset and any remaining amount is recognized in statement of profit and loss.

Lease liability and ROU asset have been presented separately on the face of the Balance Sheet and lease payments have been classified as financing cash flows.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Variable Lease Payments

Certain property leases contain variable payment terms

that are linked to sales generated from a store. For individual stores, up to 100% of lease payments are on the basis of variable payment terms with percentages ranging from 10% to 30% of sales. Variable payment terms are used for a variety of reasons, including minimising the fixed costs base for newly established stores, etc.. Variable lease payments that depend on sales are recognised in statement of profit or loss in the period in which the condition that triggers those payments occurs.

Variable lease payments that depend on sales are recognized in profit or loss in the period in which the condition that triggers those payments occurs.

As lessor

Lease income from operating leases where the Group is a lessor is recognized as income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

(h) Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, Bank overdrafts, deposits and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(i) Inventories

Inventories of Raw Materials, Work-in-Progress, Stock-in-trade, Stores and spares and Finished Goods are stated 'at cost or net realizable value, whichever is lower'. Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formula used is 'First-in-First-Out', 'Weighted Average cost' or 'Specific Identification', as applicable.

Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be utilized are expected to be sold at or above cost.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated cost necessary to make the sale.

Slow-moving, non-moving & defective inventories are identified and wherever necessary, provision is made for such inventories considering various factors such as likely usage, obsolescence etc.

The inventories resulting from intra-group transactions have been stated at cost after deducting unrealized profit on such transactions.

(j) Investments and other financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

* those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and

* those measured at amortized cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in the Statement of Profit and Loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

(ii) Recognition

Purchases and sales of financial assets are recognized on trade - date, being the date on which the Group commits to purchase or sale the financial asset.

(iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through the Statement of Profit and Loss are expensed in the Statement of Profit and Loss.

Debt instruments:

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

* **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in other income using the effective interest rate method.

* **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are

taken through OCI, except for the recognition of impairment losses, interest revenue which are recognized in the Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to the Statement of Profit and Loss and recognized in other income/expense. Interest income from these financial assets is included in other income using the effective interest rate method.

* **Fair value through profit and loss:** Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through Statement of Profit and Loss. Interest income from these financial assets is included in other income.

Equity instruments:

The Group subsequently measures all equity investments at fair value. Where the Group has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the Statement of Profit and Loss. Dividends from such investments are recognized in the Statement of Profit and Loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognized as other income in the Statement of profit or loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(iv) Impairment of financial assets

In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- (a) Financial assets are measured at amortized cost e.g., loans, deposits and bank balance.
- (b) Trade receivables - The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, security like letters of credit, security deposit collected etc. and expectations about future cash flows.

(v) Derecognition

A financial asset is derecognized only when
- the Group has transferred the rights to receive the

cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

(vi) Income recognition

Interest income

Interest income from debt instruments is recognized using the effective interest rate method.

Dividends

Dividends are recognized in the Statement of Profit and Loss only when the right to receive payment is established.

(k) Borrowings

Borrowings are initially recognized at net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

(l) Provisions, contingent liabilities and contingent assets

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense in Statement of Profit and loss.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events.

Contingent assets disclosed in respect of possible asset that may arise from past event and whose existence will be confirmed only by the occurrence or non occurrence of one or more uncertain future events.

(m) Revenue recognition

Sale of goods - Wholesale

Sales are recognized when the control of the goods has been transferred to customer which is generally on delivery of goods and there is no unfulfilled obligation that could affect the customer's acceptance of the product. Delivery occurs when the products have been shipped to the specific location, risk of obsolescence and loss have been transfer to customer and the Group has objective evidence that all criteria for the acceptance have been satisfied. A receivable is recognized when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Sale of goods - Retail

The Group operates a chain of retail stores. Revenue from the sale of goods is recognized when the Group entity sells a product to the customer. Payment of transaction price is generally due immediately when the customer purchases the goods and takes delivery in store.

Sales return

Accumulated experience is used to estimate and provide for the sales return, using the expected value method, and revenue is only recognized to the extent that it is highly probable that a significant reversal will not occur. A refund liability (included in other current liabilities) is recognized for expected sales return in relation to sales made until the end of the reporting period.

Service income

Sale of services - Revenue is recognized based on actual service provided at the end of the reporting period as proportion of total service to be provided.

Other operating revenue - Export incentives

Export incentives under various schemes of Government of India are accounted on accrual basis on the basis of exports made and when there is reasonable assurance that the Group entity will comply with the conditions and incentive will be received.

(n) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) Post-employment obligations

Defined Benefits Plan

Gratuity obligations

The liability or asset recognized in the balance sheet in respect of defined gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The net interest cost is calculated by actuary applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments as calculated by actuary are recognized immediately in the Statement of Profit and Loss as past service cost.

Defined Contribution Plans

The Group pays Provident Fund (PF) contributions, Employees State Insurance Scheme (ESIC) etc., to publicly administered funds as per local regulations. The Group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefits expense when they are due.

(iii) Other long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. An actuarial valuation is obtained at the end of reporting period. The present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method.

The obligations are presented as current liabilities in the balance sheet if the Group does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iv) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the Group recognizes costs for restructuring that is within the scope of Ind AS-37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

(o) Foreign currency transactions

(i) Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is Group's functional and presentation currency.

(ii) Transactions and balances

Transactions in foreign currencies are recognized at the prevailing exchange rates on the transaction dates. Realized gains and losses on settlement of foreign currency transactions are recognized in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognized in the Statement of Profit and Loss.

(iii) Group Companies

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet
- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- all resulting exchange differences are recognized in other comprehensive income.
- When a foreign operation is sold, the associated exchange differences are reclassified to statement of profit and loss, as a part of gain or loss on sale.

(p) Derivative and hedging activities

Derivatives are only used for economic hedging purposes and not as speculative investments. Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated.

The Group designates their derivatives as hedges of foreign exchange risk associated with the cash flows of firm commitment transactions (sales orders/purchase orders) (cash flow hedges).

The Group documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items. The Group documents its risk management objectives and strategy for undertaking various hedge transactions at the inception of each hedge relationship.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than or equal to 12 months.

Cash flow hedges that qualify for hedge accounting –

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge.

When forward contracts are used to hedge forecast transactions, the Group designates them in entirety as the hedging instrument. Gains or losses relating to effective portion of fair value of forward contracts are recognized in the other comprehensive income in the cash flow hedging reserve within other equity.

When the option contracts are used to hedge forecast transactions, the Group designates only the intrinsic value of the option contract as the hedging instrument.

“Amounts accumulated in equity are reclassified to statement of profit and loss in the periods when the hedged item affects profit or loss i.e. when the underlying sales or purchase transaction occurs. The gain or loss relating to the ineffective portion is recognized immediately in the Statement of Profit and Loss.”

Derivative Contracts other than cash flow hedges:

Derivative contracts which are not designated as cash flow hedges, are accounted for at fair value through profit or loss and are included in Statement of Profit and Loss.

(q) Income tax

The income tax expense for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the Group has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

(r) Earnings Per Share

Basic earnings per share

Basic earnings per share is calculated by dividing:
 - the profit attributable to owners of the Group
 - by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:
 - the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
 - the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares. The calculation of diluted earnings per share does not assume conversion, exercise, or other issue of potential ordinary shares that would have an antidilutive effect on earnings per share.

(s) Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker(CODM). The CODM, being the Managing Director of the Company, assesses the financial performance and position of the Group and makes strategic decisions.

(t) Impairment of non-financial assets:

Intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(u) Dividend

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before the

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

end of the reporting period but not distributed at the end of the reporting period.

(v) Recent Accounting Pronouncements:

Standards issued but not yet effective:

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2024, MCA has not notified any new Standard or amended any existing standard which are applicable from April 1, 2024.

3 Critical estimates and judgements

The preparation of consolidated financial statements requires the use of accounting estimates which by definition will seldom equal the actual results.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and items which are more likely to be materially adjusted due to

estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the consolidated financial statements.

The areas involving critical estimates or judgement are:

- Estimation of Defined benefit obligation (Refer Note 42)
- Recoverability of deferred tax assets (Refer Note 38)
- Allowance for doubtful debts (Refer Note 13 and 47)
- Fair value of Investment properties (Refer Note 5)
- Direct tax litigations (Refer Note 40)
- Determination of lease term (Refer Note 4(c))
- Impairment of non-financial assets (Refer Note 2(u))
- Provision for Inventory Obsolescence (Refer Note 2(i) and 11)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

4(a) Property, Plant and Equipment

	Freehold Land	Buildings	Leasehold Improvement	Plant & Machinery	Furniture & fixtures	Vehicles	Office equipment	Computer	Electrical Installation	Total
Gross Carrying Amount										
Balance as at April 1, 2022	362.47	3,015.27	2,194.27	3,661.91	2,813.68	58.32	659.89	203.16	888.42	13,857.39
Additions	-	5.60	98.22	12.84	38.11	-	0.27	0.26	67.04	222.34
Disposals	-	-	269.15	187.29	352.30	-	10.34	59.04	108.12	986.24
Reclassified to CWIP	-	-	-	288.16	-	-	-	-	-	288.16
Currency Alignment	-	63.69	-	1.88	3.89	2.34	-	-	-	71.81
Balance as at March 31, 2023	362.47	3,084.56	2,023.34	3,201.18	2,503.38	60.66	649.82	144.38	847.34	12,877.14
Additions	-	766.06	108.41	57.04	57.13	-	1.06	13.07	65.05	1,067.82
Reclassified to Investment Property (Refer Note 5)	-	410.23	-	-	-	-	-	-	-	410.23
Disposals	-	-	120.70	14.57	46.83	-	1.10	0.27	16.71	200.18
Currency Alignment	-	101.94	-	3.12	6.21	3.88	-	-	-	115.15
Balance as at March 31, 2024	362.47	3,542.33	2,011.05	3,246.77	2,519.89	64.54	649.78	157.18	895.68	13,449.70
Accumulated depreciation										
Balance as at April 1, 2022	-	408.25	1,137.24	1,166.99	1,200.36	48.51	206.64	162.93	251.66	4,582.58
Additions	-	90.05	108.55	191.78	219.89	-	35.57	9.49	46.97	702.30
Disposals	-	-	251.40	116.34	312.34	-	4.41	56.68	62.40	803.57
Reclassified to CWIP	-	-	-	232.11	-	-	-	-	-	232.11
Currency Alignment	-	53.79	-	1.88	3.23	2.34	-	-	-	61.25
Balance as at March 31, 2023	-	552.09	994.39	1,012.20	1,111.14	50.85	237.80	115.74	236.23	4,310.45
Additions	-	88.57	108.94	191.99	212.66	-	35.99	9.49	48.49	696.13
Reclassified to Investment Property (Refer Note 5)	-	50.01	-	-	-	-	-	-	-	50.01
Disposals	-	-	89.14	11.49	44.46	-	0.47	0.27	1.67	147.50
Currency Alignment	-	97.29	-	3.12	5.78	3.88	-	-	-	110.07
Balance as at March 31, 2024	-	687.94	1,014.19	1,195.82	1,285.12	54.73	273.32	124.96	283.05	4,919.14
Carrying amount										
Balance as at March 31, 2023	362.47	2,532.47	1,028.95	2,188.98	1,392.24	9.81	412.02	28.64	611.11	8,566.69
Balance as at March 31, 2024	362.47	2,854.39	996.86	2,050.95	1,234.77	9.81	376.46	32.22	612.63	8,530.56

4(b) Capital Work in Progress

Capital Work in Progress (Refer Note iv)	Opening carrying amount	Additions	Disposals	Transfer	Closing carrying amount
For the year ended March 31, 2023	261.86	59.15	-	18.91	302.10
For the year ended March 31, 2024	302.10	420.97	-	126.79	596.28
Aging of CWIP					
Project in Progress	Less than one year	1 – 2 years	2 – 3 years	More than 3 years	Total
For the year ended March 31, 2023	175.97	-	-	126.13	302.10
For the year ended March 31, 2024	420.97	174.05	-	1.26	596.28

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

4(b) Capital Work in Progress (Contd...)

Completion schedule for CWIP whose completion is overdue:

Project in Progress (Bangladesh Factory)	To be completed in				Total
	Less than one year	1 – 2 years	2 – 3 years	More than 3 years	
For the year ended March 31, 2023	122.90	-	-	-	122.90
For the year ended March 31, 2024	-	122.90			122.90

Notes:

- (i) Refer Note 40(ii)(a) for disclosure of contractual commitments for acquisition of property, plant and equipment.
- (ii) Refer Note 39 for information on property, plant and equipment pledged as security by the Group.
- (iii) In case of Zodiac Clothing Company (U.A.E.) LLC, Factory building (carrying value of ₹112.64 Lakhs (Previous year ₹135.82 Lakhs)) is constructed on leasehold land which is in name of U.A.E. national shareholder.
- (iv) Aging of CWIP and Completion schedule for CWIP - Balance as at March 31, 2024 and March 31, 2023 do not include projects in progress as well as projects temporarily suspended. CWIP as at March 31, 2024 and March 31, 2023 majorly comprises of building.
- (v) Refer note 51 (n) for immovable properties not held in name of the Group.

4(c) Right-of-use assets and leases

This note provides information for leases where the Group is a lessee. The Group leases Land and Building (retail stores, warehouse, offices, guest house etc.). Rental contracts are typically made for periods of 1 year to 9 years, but may have extension options as described in (iv) below.

(i) Amounts recognised in balance sheet		
The balance sheet shows the following amounts relating to leases:		
Particulars	As at March 31, 2024	As at March 31, 2023
Right of use assets		
- Leasehold Land	0.94	1.14
- Buildings	4,191.05	2,146.77
Total	4,191.99	2,147.91

Set out below are the carrying amounts of right of use assets recognised and movements during the year:			
Particulars	Lease hold Land	Buildings	Total right of use assets
I. Gross carrying amount			
Balance as at April 1, 2022	2.54	7,772.84	7,775.38
Additions	-	1,528.92	1,528.92
Deductions on disposals	-	1,737.03	1,737.03
Balance as at March 31, 2023	2.54	7,564.73	7,567.27
Additions	-	3,187.38	3,187.38
Deductions on disposals	-	4,277.73	4,277.73
Balance as at March 31, 2024	2.54	6,474.38	6,476.92
II. Accumulated depreciation			
Balance as at April 1, 2022	1.20	5,875.48	5,876.68
Depreciation expense for the year	0.20	980.61	980.81
Deductions on disposals	-	1,438.13	1,438.13
Balance as at March 31, 2023	1.40	5,417.96	5,419.36
Depreciation expense for the year	0.20	1,136.44	1,136.64
Deductions on disposals	-	4,271.07	4,271.07
Balance as at March 31, 2024	1.60	2,283.33	2,284.93
Carrying amount			
Balance as at March 31, 2023	1.14	2,146.77	2,147.91
Balance as at March 31, 2024	0.94	4,191.05	4,191.99

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

4(c) Leases (Contd...)

Particulars	As at March 31, 2024	As at March 31, 2023
Lease Liabilities		
Current	1,092.91	960.82
Non-Current	3,466.43	1,757.56
Total	4,559.34	2,718.38

(ii) Amounts recognised in the statement of profit and loss

Particulars	Note No.	Year Ended March 31, 2024	Year Ended March 31, 2023
Depreciation charge of Right-of-use assets			
- Leasehold Land	35	0.20	0.20
- Buildings	35	1,136.44	980.61
		1,136.64	980.81
Gain on termination / remeasurement of lease contracts (included in other income)	30	-	95.21
Interest expense (included in finance costs)	34	351.09	290.64
Rent			
- Expense relating to short-term leases (included in other expenses)	36	428.50	463.10
- Expense relating to variable lease payments not included in lease liabilities	36	182.95	274.23
		611.45	737.33

The total cash outflow for leases for the year ended March 31, 2024 was ₹2,134.44 Lakhs (March 31, 2023 ₹2,037.55 Lakhs) (including short term and variable lease payments).

(iii) Variable Lease Payments

Certain property leases contain variable payment terms that are linked to sales generate from a store. For individual stores, up to 100% of lease payments are on the basis of variable payment terms with percentages ranging from 10% to 30% of sales. Variable payment terms are used for a variety of reasons, including minimising the fixed costs base for newly established stores , re-evaluation done post Covid-19 etc. Variable lease payments that depend on sales are recognised in statement of profit or loss in the period in which the condition that triggers those payments occurs.

A 50% increase in sales across all stores in the company with such variable lease contracts would increase total lease payments by approximately ₹91.48 Lakhs (March 31, 2023 ₹137.12 Lakhs).

(iv) Extension and termination options

Extension and termination options are included in a number of property leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

(v) Critical judgments in determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended.

For leases of retail stores, the Group considers factors such as historical lease durations and the costs and business disruption required to replace the leased asset.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

5. Investment Properties

Particulars	Land	Building	Total
Gross carrying amount			
Balance as at April 1, 2022	45.94	1,260.63	1,306.57
Additions	-	-	-
Deductions on disposals	45.94	411.22	457.16
Balance as at March 31, 2023	-	849.41	849.41
Additions	-	-	-
Reclassified from Property, plant and equipment (Refer Note 4(a)(v))	-	410.23	410.23
Deductions on disposals	-	-	-
Balance as at March 31, 2024	-	1,259.64	1,259.64
Accumulated depreciation			
Balance as at April 1, 2022	-	177.42	177.42
Additions	-	31.22	31.22
Deductions on disposals	-	86.08	86.08
Balance as at March 31, 2023	-	122.57	122.57
Additions	-	18.58	18.58
Reclassified from Property, plant and equipment (Refer Note 4(a)(v))	-	50.01	50.01
Deductions on disposals	-	-	-
Balance as at March 31, 2024	-	191.16	191.16
Net carrying amount			
Balance as at March 31, 2023	-	726.84	726.84
Balance as at March 31, 2024	-	1,068.48	1,068.48

Notes:

(i) Amounts recognised in statement of profit or loss for investment properties:

Particulars	As at March 31, 2024	As at March 31, 2023
Rental income derived from investment properties	351.11	302.21
Direct operating expenses (including repairs and maintenance) of investment properties	4.93	4.15
Income arising from investment properties before depreciation	346.18	298.06
Depreciation	18.58	31.22
Income arising from investment properties (Net)	327.60	266.84

(ii) Premises given on operating lease:

The Group has given certain investment properties on operating lease. These lease arrangements range for a period between 1 year to 9 years and include both cancellable and non-cancellable leases. Most of the leases are renewable for further period on mutually agreeable terms.

The total future minimum lease rentals receivable in respect of non-cancellable leases at the Balance Sheet date is as under:

Particulars	As at March 31, 2024	As at March 31, 2023
For a period not later than one year	35.66	256.69
For a period later than one year and not later than five years	21.69	34.15
For a period later than five years	-	-

(iii) Fair value

Particulars	Investment Properties		
	Land	Building	Total
As at March 31, 2023	-	5,394.32	5,394.32
As at March 31, 2024	-	6,480.50	6,480.50

Significant Estimates:

Estimation of fair value

The Group obtains independent valuations for its investment properties at least annually. The best evidence of fair value is current prices in active market for similar properties.

The fair valuation of investment properties has been determined by registered independent valuers as defined under Companies Act, 2013. The main inputs used are the prevailing market rates and recent sale of similar properties, etc. The fair value measurement is categorised in level 3 fair value hierarchy.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

6 Intangible assets

	Computer Software
Gross carrying amount	
Balance as at April 01, 2022	565.66
Additions	40.53
Disposals	-
Balance as at March 31, 2023	606.19
Additions	27.53
Disposals	-
Balance as at March 31, 2024	633.72
Accumulated amortisation	
Balance as at April 01, 2022	413.41
Additions	55.59
Disposals	-
Balance as at March 31, 2023	469.00
Additions	50.91
Disposals	-
Balance as at March 31, 2024	519.91
Net carrying amount	
Balance as at March 31, 2023	137.19
Balance as at March 31, 2024	113.81

7 Non-current Investments

	As at March 31, 2024		As at March 31, 2023	
	No. of Shares / NCD / Units	Amount	No. of Shares / NCD / Units	Amount
A	<u>Investment in Equity Instruments</u>			
	Quoted			
	At Fair value through Other Comprehensive Income			
	Shoppers Stop Limited (Equity Shares of ₹5 each)	221,024 1,662.00	221,024	1,431.46
	Aditya Birla Capital Limited (Equity Shares of ₹10 each)	138 0.36	138	0.21
	Grasim Industries Limited (Equity Shares of ₹10 each)	99 2.27	99	1.62
	Aditya Birla Fashion and Retail Limited (Equity Shares of ₹10 each)	343 0.70	343	0.74
	Hindalco Industries Limited (Equity Shares of ₹1 each)	830 4.65	830	3.36
	Coramandel International Limited (Equity Shares of ₹10 each)	108 0.83	108	0.95
	Exide Industries Limited (Equity Shares of ₹10 each)	7 -	7	0.01
	Indraprastha Medical Limited (Equity Shares of ₹10 each)	5,000 8.59	5,000	3.89
	Karur Vysya Bank Limited (Equity Shares of ₹2 each)	32,733 59.79	32,733	34.11
	Maan Aluminium Limited (Equity Shares of ₹10 each)	4,000 5.49	1,000	1.73
	Spentex Industries Limited (Equity Shares of ₹10 each)	54 *	54	*
	Total (A)	1,744.68		1,478.08
B	<u>Investment in Debentures and Bonds</u>			
	Unquoted			
	At amortised cost			
	11.80 % I L & F S Transportation Networks Limited (NCDs of ₹100 each)	30 281.05	30	305.62
	Less: Impairment Loss	(281.05)		(305.62)
	At Fair value through Other Comprehensive Income			
	Quoted			
	6 3/4% Bonds Sri Lanka 2018/ 18- APR- 2028 (Bond of USD 200,000)	1 97.85	1	57.06
	Total (B)	97.85		57.06

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

7 Non-current Investments

	As at March 31, 2024		As at March 31, 2023	
	No. of shares / NCD / units	Amount	No. of shares / NCD / units	Amount
C Investment in Venture capital funds				
Unquoted				
At Fair value through Profit and Loss @				
Faering Capital India Evolving Fund II (Units of ₹1000/- each)	61,548	1,636.66	65,252	1,694.30
Paragon Partners Growth Fund – I (Units of ₹100/- each)	1,66,341	283.43	384,750	639.88
Tata Capital Healthcare Fund (Units @ ₹1 /- each)	2,00,00,000	22.00	2,00,00,000	36.00
Tata Capital Growth Fund (Units @ ₹1 /- each)	2,00,00,000	300.00	2,00,00,000	166.00
Faering Capital India Evolving Fund (Units of ₹1000/- each)	10,727	301.17	32,012	1,159.77
Total (C)		2,543.26		3,695.95
Total (A+B+C)		4,385.79		5,231.09
Aggregate amount of quoted investments		1,744.68		1,478.08
Aggregate Market Value of the quoted investments		1,744.68		1,478.08
Aggregate amount of unquoted investments		2,824.31		4,001.57
Aggregate amount of impairment in the value of investment		281.05		305.62

Note:

* Amount is below the rounding off norms adopted by the Group.

@ Investment in venture capital funds have been fair valued at closing Net Assets Value (NAV) / Fair Market Value (FMV).

Refer Note 47 for information about fair value measurement of investments and Note 40(ii)(b) for Investment Commitments related to Venture Capital funds.

8 Non-current loans

	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good		
Loans to related parties (Refer Note 46)	1,007.04	969.46
Loans to employees	10.09	8.43
Loans to others	18.47	-
Total	1,035.60	977.89

9 Other non-current financial assets

	As at March 31, 2024	As at March 31, 2023
Security Deposits	950.00	1,000.29
Less: Allowance for doubtful deposits	(42.00)	(42.00)
	908.00	958.29
Term deposits with banks	63.99	80.67
Interest Accrued on investments	6.28	-
Total	978.27	1,038.96
Note: Break-up of security details		
Loans considered good - unsecured	950.00	1,000.29
Loans - credit impaired	42.00	42.00
Total	992.00	1,042.29
Less: Allowance for doubtful deposits	(42.00)	(42.00)
Total Non-current loans	950.00	1,000.29

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

10 Other non-current assets

	As at March 31, 2024	As at March 31, 2023
Capital advances	4.67	10.79
Prepaid expenses	4.08	3.80
Balances with government authorities (including deposits) - Others	44.20	46.71
Advance for factory construction and commercial work	300.81	330.46
Total	353.76	391.76

11 Inventories

	As at March 31, 2024	As at March 31, 2023
(The mode of valuation of inventories has been stated in Note 2(i))		
Raw and Packing Materials [Includes Raw Material - In Transit ₹ nil, (As at March 31, 2023 ₹ nil)]	1,515.05	1,685.70
Work-in-progress	194.41	164.69
Finished goods	3,804.27	3,584.13
Stock-in-trade	344.36	405.67
Stores and Spares	115.92	103.49
Total	5,974.01	5,943.68

Inventory writedowns are accounted, considering the nature of inventory, ageing, liquidation plan and net realisable value. Writedowns of inventories amounted to ₹511.34 Lakhs for the year ended March 31, 2024 (₹371.70 Lakhs for year ended March 31, 2023). These writedowns were recognised as an expense and included in ‘Cost of material consumed’, ‘changes in inventories of finished goods, stock-in-trade and work-in-progress’, and ‘consumption of stores and spares’ in the Statement of Profit and Loss.

The management has carried out an assessment of carrying value of the inventories and basis such assessment which includes nature, condition, margins and liquidation plan, no further provision, over and above those already provided, is considered necessary.

12 Current investments

	As at March 31, 2024		As at March 31, 2023	
	No. of Units	Amount	No. of Units	Amount
<u>Investments in Mutual Funds</u>				
Unquoted				
At Fair value through Profit and Loss				
HDFC Ultra Short Term Fund- Regular Growth (Units of ₹ 10/- each)	13,26,295	183.65	12,74,919	165.64
HDFC Ultra Short Term Fund- Dir-IDCW (Units of ₹ 10/- each)	4,637	0.46	4,314	0.44
HDFC Ultra Short Term Fund Direct Growth (Units of ₹ 10/- each)	53,26,600	750.45	1,46,22,640	1,916.43
HDFC Liquid-DP-Growth Option (Units of ₹ 10/- each)	23,897	1,133.61	24,452	1,081.57
Total		2,068.17		3,164.08
Aggregate amount of unquoted investments		2,068.17		3,164.08

Refer Note 47 for information about fair value measurement of investments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

13 Trade receivables

	As at March 31, 2024	As at March 31, 2023
Receivables from related parties (Refer Note 46)	392.08	387.91
Others	2,114.89	2,502.68
Less: Loss allowances	(398.60)	(398.60)
Total	2,108.37	2,491.99

Note (a): Break-up of security details

Trade receivables considered good - unsecured	2,108.37	2,491.99
Trade receivables - credit impaired - unsecured	398.60	398.60
Total	2,506.97	2,890.59
Less: Loss allowances	(398.60)	(398.60)
Total Trade Receivables	2,108.37	2,491.99

Refer Note 48 for information about credit risk and market risk of trade receivables.

Note (b): Ageing of trade receivables

Unsecured Trade receivables	Not due	Outstanding for following periods from the due date					Total
		Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024							
(i) Undisputed - considered good	1,326.10	650.33	34.00	97.94	-	-	2,108.37
(ii) Undisputed - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed - credit impaired	-	-	-	-	-	-	-
(iv) Disputed - considered good	-	-	-	-	-	-	-
(v) Disputed - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed - credit impaired	-	-	-	-	-	398.60	398.60
Less: Loss allowances							(398.60)
Total	1,326.10	650.33	34.00	97.94	-	398.60	2,108.37
As at March 31, 2023							
(i) Undisputed - considered good	1,381.16	966.54	26.45	113.23	4.60	0.00	2,491.99
(ii) Undisputed - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed - credit impaired	-	-	-	-	-	-	-
(iv) Disputed - considered good	-	-	-	-	-	-	-
(v) Disputed - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed - credit impaired	-	-	-	-	35.84	362.76	398.60
Less: Loss allowances							(398.60)
Total	1,381.16	966.54	26.45	113.23	40.44	362.77	2,491.99

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

14 Cash and cash equivalents

	As at March 31, 2024	As at March 31, 2023
Cash on hand	13.68	0.05
Balances with Banks		
- In current accounts	739.18	1,057.76
Total	752.86	1,057.81

There are no repatriation restrictions with regard to cash and cash equivalents as at March 31, 2024 and previous year end.

15 Bank Balances other than cash and cash equivalents

	As at March 31, 2024	As at March 31, 2023
Term deposits with Banks	0.85	36.55
Less: Interest accrued (included in Note 17)	(0.85)	(1.96)
	-	34.59
Unclaimed dividends - Earmarked balances with banks	1.87	3.15
Total	1.87	37.74

16 Current loans

	As at March 31, 2024	As at March 31, 2023
Unsecured considered good		
Loans to related parties (Refer Note 46)	0.49	0.47
Loans to employees	5.36	3.49
Total	5.85	3.96

17 Other current financial assets

	As at March 31, 2024	As at March 31, 2023
Security Deposits	43.47	55.61
Other deposits	54.68	-
Advances recoverable from employees	30.15	-
Interest accrued	4.95	6.89
Derivative financial instruments	5.96	-
Receivable on account of sale of subsidiary	-	-
Others advances	18.98	20.29
Advance for purchase of mutual fund #	179.94	-
Total	338.13	82.79

This represents amount paid towards purchase of mutual fund and units allotted subsequent to March 31, 2024.

18 Other current assets

	As at March 31, 2024	As at March 31, 2023
Export Benefits receivables	323.33	321.16
Excess Contribution to gratuity fund (Refer Note 42)	-	56.40
Interest subsidy receivable	1.23	1.11
Advances to Suppliers	69.10	68.47
Prepaid expenses	73.76	66.31
Balances with government authorities - GST Input credit receivable/refundable	2,478.53	2,318.00
Right to recover returned goods	-	31.00
Other advances	35.02	77.34
Total	2,980.97	2,939.79

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

19 Assets classified as held for sale

	As at March 31, 2024	As at March 31, 2023
Plant & Machinery *	122.90	122.90
Total	122.90	122.90

*Plant & Machinery identified as asset held for sale consist of one machinery which Group is in the process of sale after identifying suitable buyer.

20 Equity share capital

	As at March 31, 2024	As at March 31, 2023
Authorised 3,40,00,000 [March 31, 2023: 3,40,00,000] Equity Shares of ₹ 10 each	3,400.00	3,400.00
Issued, subscribed and fully paid up 2,59,93,717 [March 31, 2023: 2,59,93,717] Equity Shares of ₹ 10 each	2,599.37	2,599.37
	2,599.37	2,599.37

Notes:				
a) Reconciliation of number of shares:				
	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
Equity Shares :				
Balance as at the beginning of the year	2,59,93,717	2,599.37	2,47,59,531	2,475.95
Issued during the year #	-	-	12,34,186	123.42
Balance as at the end of the year	2,59,93,717	2,599.37	2,59,93,717	2,599.37
b) Rights, preferences and restrictions attached to shares:				
Equity shares: The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.				

	As at March 31, 2024		As at March 31, 2023	
	%	No. of shares	%	No. of shares
c) Details of shares held by each shareholder holding more than 5% shares in the Company:				
Salman Yusuf Noorani & Anees Yusuf Noorani @	-	-	19.21	49,93,056
Asia Tangible Investments Pte Limited	12.14	31,54,882	12.14	31,54,882
Euro Global Holdings Pte Limited	12.14	31,54,882	12.14	31,54,882
Anees Yusuf Noorani	23.08	60,00,109	13.53	35,16,992
Salman Yusuf Noorani	22.35	58,08,376	12.69	32,98,437

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

20 Equity share capital (Contd....)**d) Details of shareholding of promoters:**

Name of the Promoter	Year Ended March 31, 2024			Year Ended March 31, 2023		
	Number of Shares	% of total number of shares	% change during the year	Number of Shares	% of total number of shares	% change during the year
Late Mohamed Yusuf Noorani	232,875	0.90	-	232,875	0.90	-
Salman Yusuf Noorani & Anees Yusuf Noorani @	-	-	(19.21)	4,993,056	19.21	-
Salman Yusuf Noorani	5,808,376	22.35	9.66	3,298,437	12.69	18.71
Anees Yusuf Noorani	6,000,109	23.08	9.55	3,516,992	13.53	17.55
Euro Global Holdings Pte. Ltd.	3,154,882	12.14	-	3,154,882	12.14	-
Asia Tangible Investments Pte. Ltd.	3,154,882	12.14	-	3,154,882	12.14	-
Adnan Salman Noorani	200,000	0.77	-	200,000	0.77	-
Muna Anees Noorani	75	&	-	75	&	-
Zehra Salman Noorani	367	&	-	367	&	-
Musaed Anees Noorani	8,409	0.03	-	8,409	0.03	-
Awais Anees Noorani	75	&	-	75	&	-
Saniyya Anees Noorani	75	&	-	75	&	-
M Y Noorani 2007 Trust (Trustee - Anees Yusuf Noorani and Salman Yusuf Noorani)	607	&	-	607	&	-
Total	18,560,732	71.41		18,560,732	71.41	

e) During the five years immediately preceding the reporting date, no shares have been bought back nor had the Company issued any bonus shares or any shares for consideration other than cash.

During the previous year, the Company has allotted 12,34,186 equity shares of ₹10 each at a premium of ₹87.23 per equity share on preferential basis to the following promoters of the Company

	Year Ended March 31, 2023
Anees Yusuf Noorani	617,093
Salman Yusuf Noorani	617,093

@ Salman Yusuf Noorani and Anees Yusuf Noorani jointly holds 49,93,056 equity shares of the Company as Executors to the estate of Late Mr. Mohamed Yusuf Noorani.

& Percentages are below the rounding off norms adopted by the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

21 Other Equity

	Reserves and Surplus						Other Comprehensive Income (OCI)				Total	
	Securities Premium Reserve	Amalgamation Reserves	State Cash Subsidy	Capital Redemption Reserve	Statutory Reserve	General Reserves	Retained Earnings	FVOCI - Equity Instruments	FVOCI - Debt Instruments	Cash Flow Hedging Reserve		Foreign Currency Translation Reserve
Balance as at April 1, 2022	9,672.52	8.16	15.84	200.00	17.98	2,693.15	8,018.46	851.65	(32.04)	18.65	693.77	22,158.14
Profit for the year	-	-	-	-	-	-	1,598.09	-	-	-	-	1,598.09
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	-	-	-	86.75	86.75
Remeasurement of defined benefit obligation	-	-	-	-	-	-	91.16	-	-	-	-	91.16
Changes in fair value of equity instruments through other Comprehensive income (net of tax)	-	-	-	-	-	-	-	348.03	-	-	-	348.03
Debt instruments through other comprehensive income, net of tax	-	-	-	-	-	-	-	-	(20.27)	-	-	(20.27)
Changes in the fair value of hedging instrument (net of tax)	-	-	-	-	-	-	-	-	-	34.94	-	34.94
Reclassification to Statement of Profit and Loss (net of tax)	-	-	-	-	-	-	-	-	-	(54.62)	-	(54.62)
Total Comprehensive Income for the year	-	-	-	-	-	-	1,689.25	348.03	(20.27)	(19.68)	86.75	2,083.97
Transactions with owners in their capacity as owners:												
On Issue of Equity Shares	1,076.58	-	-	-	-	-	-	-	-	-	-	1,076.58
Balance as at March 31, 2023	10,749.10	8.16	15.84	200.00	17.98	2,693.15	9,707.71	1,199.68	(52.31)	(1.03)	780.52	25,318.69
Loss for the year	-	-	-	-	-	-	(3,637.34)	-	-	-	-	(3,637.34)
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	-	-	-	65.23	65.23
Remeasurement of defined benefit obligation	-	-	-	-	-	-	(24.39)	-	-	-	-	(24.39)
Changes in fair value of equity instruments through other Comprehensive income (net of tax)	-	-	-	-	-	-	-	243.91	-	-	-	243.91
Debt instruments through other comprehensive income, net of tax	-	-	-	-	-	-	-	-	38.32	-	-	38.32
Changes in the fair value of hedging instrument (net of tax)	-	-	-	-	-	-	-	-	-	(14.36)	-	(14.36)
Reclassification to Statement of Profit and Loss (net of tax)	-	-	-	-	-	-	-	-	-	19.68	-	19.68
Total Comprehensive Loss for the year	-	-	-	-	-	-	(3,661.73)	243.91	38.32	5.32	65.23	(3,308.95)
Balance as at March 31, 2024	10,749.10	8.16	15.84	200.00	17.98	2,693.15	6,045.98	1,443.59	(13.99)	4.29	845.75	22,009.74

Purpose of Significant Reserves:

Retained Earnings

Retained Earnings are the Profits that the Company has earned till date, less any transfer to general reserve, dividends or other distribution paid to shareholders.

Securities Premium

Securities premium is used to record the premium on issue of shares, which is to be utilised in accordance with the provisions of the Act.

Capital Redemption Reserve

Represent reserve created during redemption of Preference Shares and it is a non-distributable reserve, which is to be utilised in accordance with provision of the Act.

Statutory Reserve

Statutory Reserve is created by allocating 10% of the net profit of the subsidiary - Zodiac Clothing Company (U.A.E.) LLC as required by Article 103 of the UAE Commercial Companies Law No. 2 of 2015 concerning commercial companies in the UAE. The subsidiary discontinued such annual transfers as this reserve totals 50% of the paid up share capital. The reserve is not available for distribution except as provided in the Federal Law.

General Reserve

The general reserve is a free reserve, retained from Group's profits. The reserves can be utilised as per the provisions of the Companies Act, 2013.

FVOCI - Equity Instruments

The Group has elected to recognise changes in the fair value of investments in certain equity securities as other comprehensive income. These changes are accumulated within the FVOCI equity instruments reserve within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are sold.

FVOCI - Debt Instruments

The Group has elected to recognise changes in the fair value of investments in certain debt securities as other comprehensive income. These changes are accumulated within the FVOCI debt instruments reserve within equity. The Group transfers amounts from this reserve to retained earnings when the relevant debt securities are sold.

Cash Flow Hedging Reserve

The cumulative effective portion of gain or losses arising on changes in the fair value of hedging instruments designated as cash flow hedges are recognised in cash flow hedge reserve. Such changes recognised are reclassified to the statement of profit and loss when the hedged item affects the profit or loss.

Foreign Currency Translation Reserve

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve with equity. The cumulative amount is reclassified to statement of profit and loss when the net investment is disposed-off.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

22 Non-current borrowings

	As at March 31, 2024	As at March 31, 2023
Secured		
Guaranteed Emergency Credit Line (GECL)	258.78	536.97
Total Non-current borrowings	258.78	536.97
Less: Current maturities of long term debt (included in Note 23)	(258.78)	(277.33)
Less: Interest accrued but not due on borrowings (included in Note 25)	-	(0.86)
Total Non-current borrowings (as per Balance Sheet)	-	258.78

Refer Note 48 for liquidity risk

Notes:

Nature of Security and terms of repayment:

- (i) The loan is secured against hypothecation of all current assets of the Company (Refer note 39).
- (ii) The loan carries an interest rate ranging from 8.25 % to 9.25 % p.a. (March 31, 2023: 8.25 % to 9.25% p.a.)
- (iii) The loan is repayable in 36 equated monthly instalments starting from the 13th month of their respective drawdown dates. Last installment is due on March 20, 2025.

23 Current Borrowings

	As at March 31, 2023	As at March 31, 2022
From banks (Working Capital Loans):		
Secured		
- Rupee Packing Credit (RPC)	2,120.67	1,787.02
- Bank Overdraft	1,631.79	1,380.35
From Related Parties:		
Unsecured		
- Loans from Directors	39.00	-
Total Current borrowings	3,791.46	3,167.37
Less: Interest accrued but not due on borrowings (included in Note 25)	(6.10)	(3.27)
Current maturities of long term debt (Refer Note 22)	258.78	277.33
Total Current borrowings	4,044.14	3,441.43

Nature of Security and terms of repayment:

- (i) Current borrowings are secured against hypothecation of all current assets of the Company (Refer note 39).
- (ii) RPC is repayable within 180 days. Effective Interest rate ranging from 3.10% to 6.10% p.a. (March 31, 2023: 3.10% to 6.10% p.a.)
- (iii) Bank Overdraft carries rate of interest ranging from 9.10 % to 9.50% p.a. (March 31, 2023: 9.10 % to 9.50% p.a.)
- (iv) Loans from Directors carries rate of interest of 8% p.a.
- (v) Refer Note 48 for liquidity risk
- (vi) The carrying amounts of financial and non financial assets as security for secured borrowings are disclosed in Note 39.

Net debt reconciliation	As at March 31, 2024	As at March 31, 2023
Cash and cash equivalents	752.86	1,057.81
Current Borrowings (including interest accrued but excluding current maturities of long term debt)	(3,791.46)	(3,167.37)
Non Current Borrowings (including interest accrued and current maturities of long term debt)	(258.78)	(536.97)
Lease liabilities	(4,559.34)	(2,718.38)
Net debt	(7,856.72)	(5,364.91)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

	Cash and Cash equivalents	Lease Liabilities	Non current borrowings (Including interest accrued)	Current borrowings (Including interest accrued)	Total
Net Debt as at April 1, 2022	892.97	(2,568.76)	(814.53)	(3,939.84)	(6,430.16)
Cash flows	164.84	1,009.58	277.33	768.57	2,220.32
Acquisitions - Leases	-	(1,528.92)	-	-	(1,528.92)
Termination - Leases	-	349.59	-	-	349.59
Interest expense	-	(270.51)	(61.44)	(324.88)	(656.83)
Interest paid	-	290.64	61.67	328.78	681.09
Net Debt as at March 31, 2023	1,057.81	(2,718.38)	(536.97)	(3,167.37)	(5,364.91)
Cash flows	(304.95)	1,171.90	277.33	(621.26)	523.02
Acquisitions - Leases	-	(3,012.86)	-	-	(3,012.86)
Termination - Leases	-	-	-	-	-
Interest expense	-	(351.09)	(36.34)	(280.04)	(667.47)
Interest paid	-	351.09	37.20	277.21	665.50
Net Debt as at March 31, 2024	752.86	(4,559.34)	(258.78)	(3,791.46)	(7,856.72)

24 Trade payables

	As at March 31, 2024	As at March 31, 2023
Trade payables		
- total outstanding dues of micro and small enterprises (MSME) [Refer Note below]	7.37	12.40
- total outstanding dues of creditors other than micro and small enterprises		
- Payable to related parties [Refer Note 46]	384.12	207.53
- Others	3,028.62	2,119.94
Total	3,420.11	2,339.87

Refer Note 47 for information about liquidity risk and market risk of trade payables.

Aging of trade payables:

Particulars	Unbilled Dues	Not due	Outstanding for following years from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024							
(i) MSME	-	2.62	4.75	-	-	-	7.37
(ii) Others	46.32	1,356.18	1,838.32	90.44	25.60	55.88	3,412.74
(iii) Disputed Dues- MSME	-	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-	-
Total	46.32	1,358.80	1,843.07	90.44	25.60	55.88	3,420.11
As at March 31, 2023							
(i) MSME	-	7.36	5.04	-	-	-	12.40
(ii) Others	129.06	968.68	1,081.40	119.20	14.75	14.38	2,327.47
(iii) Disputed Dues- MSME	-	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-	-
Total	129.06	976.04	1,086.44	119.20	14.75	14.38	2,339.87

Notes:

The Group has certain dues to suppliers under Micro, small and Medium enterprises Development Act, 2006 ("MSMED Act"). The disclosure pursuant to the said MSMED Act are as follows:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

	As at March 31, 2024	As at March 31, 2023
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	6.80	11.97
Interest thereon due to suppliers registered under the MSMED Act and remaining unpaid as at year end	0.57	0.43
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	39.90	56.57
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	0.65	1.46
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
Interest accrued and remaining unpaid at the end of each accounting year	0.37	0.43
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act	-	-

Note: The above is based on information available with the company regarding the registration status of the supplier as micro enterprises and small enterprises under MSMED Act.

25 Other financial liabilities

Other non-current financial liabilities

	As at March 31, 2024	As at March 31, 2023
Security deposits	62.60	58.48
Total	62.60	58.48

Other current financial liabilities

	As at March 31, 2024	As at March 31, 2023
Interest accrued but not due on borrowings (Refer Note 22 and 23)	6.10	4.13
Unclaimed dividends [Refer Note below]	1.87	3.15
Derivative financial instruments	-	1.89
Capital Creditors	208.26	113.82
Other payables	4.49	4.36
Total	220.72	127.35

Notes:

There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end.

26 Provisions

Non-current Provisions	As at March 31, 2024	As at March 31, 2023
Provision for employee benefits		
- Staff end of service gratuity	12.26	11.25
- Others	0.06	-
Total	12.32	11.25
Current Provisions	As at March 31, 2024	As at March 31, 2023
Provision for employee benefits		
- Compensated absences (Refer Note 42)	57.44	55.07
- Gratuity (Refer Note 42)	17.65	-
- Staff end of service gratuity	1.01	-
- Others	0.10	0.43
Total	76.20	55.50

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

27 Current tax liabilities

	As at March 31, 2024	As at March 31, 2023
Current tax liabilities (net)	4.29	-
Total	4.29	-

28 Other liabilities

Other non-current liabilities	As at March 31, 2024	As at March 31, 2023
Deferred rent income	15.82	19.03
Total	15.82	19.03
Other current liabilities	As at March 31, 2023	As at March 31, 2022
Contract liabilities - advance from customers *	112.72	26.92
Statutory dues payable	107.79	67.36
Employee benefits payable	505.68	529.39
Refund liabilities #	-	62.00
Deferred Rent Income	21.68	3.21
Total	747.87	688.88

* Contract liabilities reflect advance payments from customers. These are amounts received prior to transferring goods and services to the customer. The balance as at the beginning of the year is recognised as revenue during the year while the amount recognised as at the end of the year represents advance payments received during the respective year.

Where a customer has a right to return a product within a given period, the Company recognises a refund liability for the amount of consideration received for which the entity does not expect to be entitled ₹ nil (March 31, 2023 – ₹ 62 Lakhs). The Company also recognises a right to recover the returned goods measured by reference to the former carrying amount of the goods ₹ nil (March 31, 2023 – ₹ 31 Lakhs) (Refer Note 18). The costs to recover the products are not material because the customers usually return them in a saleable condition.

29 Revenue from Operations

	Year Ended March 31, 2024	Year ended March 31, 2023
Revenue from contracts with customers		
- Sale of Products	14,077.49	16,854.99
- Sale of Services (Freight and Insurance)	26.66	56.90
Other operating revenue		
- Export Incentives	472.19	562.25
- Process waste sale	4.15	6.73
Total	14,580.49	17,480.87

(i) There are no unsatisfied performance obligations resulting from Revenue from Contracts with Customers as at March 31, 2024 and March 31, 2023.

(ii) Reconciliation of revenue from contracts with customers recognised with contract price:

	Year Ended March 31, 2024	Year ended March 31, 2023
Contract price	14,307.57	17,608.20
Adjustments for:		
- Discounts and Rebates	(43.34)	(232.48)
- Sales returns	(160.08)	(463.83)
Revenue from contract with customers	14,104.15	16,911.89

30 Other income

	Year Ended March 31, 2024	Year ended March 31, 2023
Interest income		
- unwinding of discount on security deposit	47.24	46.05
- fixed deposits	7.31	3.16
- income tax refunds	4.67	0.71
- others	1.14	0.48

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

30 Other income (Contd....)

Dividend Income		
- financial assets measured at fair value through profit or loss	22.89	12.61
Rent income	351.11	308.96
Net gain on fair value / sale of financial assets measured at fair value through profit or loss *	289.99	272.48
Net gain / (loss) on foreign currency transactions and translation	1.99	0.07
Gain on termination / remeasurement / of lease contracts	-	95.21
Miscellaneous income	161.90	120.28
Total	888.24	860.01

* Includes unrealised fair value loss of ₹ 482.57 Lakhs, (₹ 94.12 Lakhs unrealised fair value gain for year ended March 31, 2023)

31 Cost of materials consumed

	Year Ended March 31, 2024	Year ended March 31, 2023
Raw and packing materials at the beginning of the year	1,686.18	1,665.04
Purchases	5,886.16	6,418.69
Less: Raw and packing materials at the end of the year	(1,515.05)	(1,685.70)
Total	6,057.29	6,398.03

32 Changes in inventories of finished goods, stock-in-trade and work-in-progress

	Year Ended March 31, 2024	Year ended March 31, 2023
Opening inventories		
Finished goods	3,584.13	4,265.90
Stock-in-trade	405.67	773.71
Work-in-progress	164.69	164.16
	4,154.49	5,203.77
Closing inventories		
Finished goods	3,804.27	3,584.13
Stock-in-trade	344.36	405.67
Work-in-progress	194.41	164.69
	4,343.04	4,154.49
Total	(188.55)	1,049.28

33 Employee benefits expense

	Year Ended March 31, 2024	Year Ended March 31, 2023
Salaries, wages, bonus etc.	3,761.97	3,577.19
Contribution to provident and other funds (Refer Note 42)	332.49	316.33
Gratuity Expenses (Refer Note 42)	53.15	61.03
Staff welfare expenses	60.92	56.74
Total	4,208.53	4,011.29

34 Finance costs

	Year Ended March 31, 2024	Year ended March 31, 2023
Interest expense on:		
- Term Loans	36.34	61.44
- Current Borrowings	280.04	324.88
- Lease Payments	351.09	290.64
- Others	7.19	5.71
Total	674.66	682.67

35 Depreciation and amortization expense

	Year Ended March 31, 2024	Year Ended March 31, 2023
Depreciation on property, plant and equipment (Refer Note 4(a))	696.13	702.65
Depreciation on right-of-use assets (Refer Note 4(c))	1,136.64	980.81
Depreciation on investment properties (Refer Note 5)	18.58	31.22
Amortisation on intangible assets (Refer Note 6)	50.91	55.59
Total	1,902.26	1,770.27

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

36 Other expenses

	Year Ended March 31, 2024	Year ended March 31, 2023
Consumption of stores and spares	117.83	139.06
Power and fuel	212.68	210.20
Job Work Charges	276.53	425.81
Insurance	105.33	92.21
Repairs to buildings	84.48	91.48
Repairs to machinery	16.56	14.07
Repairs and Maintenance - Others	310.95	281.59
Rent	710.72	738.16
Electricity Expenses	246.63	247.23
Retail store maintenance expenses	372.87	404.92
Rates and Taxes	175.82	131.16
Advertisement and sales promotion	647.36	477.76
Commission to selling agents	613.28	662.42
Freight and forwarding	764.68	970.81
Trade Mark Fees	64.90	68.12
Legal and Professional Expenses	313.36	348.50
Travelling and Conveyance	350.76	288.93
Director Fees	26.80	30.60
Donations	91.49	10.00
Expenditure incurred for Corporate Social Responsibility	51.00	52.00
Exchange Fluctuation - Others	28.16	113.90
Allowance for doubtful debts, loans, advances and deposits etc. (net)	-	(15.00)
Bad debts, loans, advances and deposits etc. written off	119.75	13.54
Net Loss on sale/discard of property, plant and equipment	52.68	110.96
Bank Charges	124.20	135.69
Security Charges	102.83	99.69
Miscellaneous Expenses	145.07	129.27
Total	6,126.72	6,263.27

37 Exceptional Item

	Year Ended March 31, 2024	Year ended March 31, 2023
Gain on Sale of Investment Properties (Net of Expenses) (Refer Note Below)	-	3,901.09
Total	-	3,901.09

Note: During the year ended March 31, 2023, the Company vide sale agreement dated February 07, 2023 has disposed off its Investment property situated at Plot No. 9, Part of Doddenakkundi I Phase Industrial Area, Bangalore together with structure standing thereon to a non-related party for a total consideration of ₹4,315 Lakhs, the net gain on sale of ₹3,901.09 Lakhs is recognised as exceptional item.

38 Taxes

i) Tax expense recognised in the Statement of Profit and Loss:

	Year Ended March 31, 2024	Year Ended March 31, 2023
Current tax		
Expense for the year	4.26	-
Total current tax (A)	4.26	-
Deferred tax		
Deferred tax credit	(1.77)	(41.51)
Total deferred tax credit (B)	(1.77)	(41.51)
Total tax expense for the year (C) = (A + B)	2.49	(41.51)
Tax in respect of earlier years (D)	7.06	1.02
Total tax credit (C + D)	9.55	(40.49)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

38 Taxes (Contd....)

ii) A reconciliation of the income tax expenses to the amount computed

	Year Ended March 31, 2024	Year Ended March 31, 2023
(Loss) / Profit before tax	(3,627.79)	1,557.60
Less: Set off Unabsorbed Depreciation	-	1,159.96
	(3,627.79)	397.64
Enacted income tax rate in India	27.82%	27.82%
Tax expenses at enacted income tax rate	(1,009.25)	110.62
Tax effect of the amounts which are not deductible/(taxable) in calculating taxable income		
Permanent Disallowance	93.29	88.57
Additional deduction for House Property Income under Income Tax	(28.81)	(25.25)
Differential tax rate in respect of income from capital gains	24.71	(247.31)
Deferred tax assets not recognised on business losses	581.87	-
Foreign Entities with no tax / differential tax	54.76	-
Deferred tax assets recognised on unabsorbed depreciation	195.78	-
Gratuity disallowed	15.05	-
Others	70.11	31.86
Total Tax Expenses	(2.49)	(41.51)

iii) Tax Assets

	As at March 31, 2024	As at March 31, 2023
Non-Current Tax Assets (net of provision of ₹2,762.57 Lakhs (As at March 31, 2023 ₹2,762.57 Lakhs))	1,074.90	1,158.93
Total	1,074.90	1,158.93

iv) The movement in deferred tax assets and liabilities during the year ended March 31, 2023 and March 31, 2024:

	As at April 01, 2022	Credit/ (charge) in statement of Profit and Loss	Credit/ (charge) in Other Com- prehensive Income	As at March 31, 2023	Credit/(charge) in statement of Profit and Loss	Credit/ (charge) in Other Compre- hensive Income	As at March 31, 2024
Deferred tax assets (net)							
Provision for employee benefits	26.69	(3.77)	-	22.92	(11.90)	-	11.02
Provision for doubtful debts and advances	129.47	(6.90)	-	122.57	-	-	122.57
Property, plant and equipment and intangible assets	(426.64)	98.24	-	(328.40)	126.25	-	(202.15)
Lease Liabilities and Right-of-use assets	186.41	(27.70)	-	158.71	(56.51)	-	102.20
Unabsorbed Depreciation	2,021.28	(322.70)	-	1,698.58	(147.09)	-	1,551.49
Business Losses	69.87	(46.86)	-	23.01	(23.01)	-	-
Others	(442.20)	374.16	(64.47)	(132.51)	136.99	(24.73)	(20.25)
Total	1,564.88	64.47	(64.47)	1,564.88	24.73	(24.73)	1,564.88
	As at April 1, 2022	Credit/ (charge) in statement of Profit and Loss	Credit/ (charge) in Other Com- prehensive Income	As at March 31, 2023	Credit/(charge) in statement of Profit and Loss	Credit/ (charge) in Other Compre- hensive Income	As at March 31, 2024
Deferred tax liabilities							
Undistributed reserves of subsidiaries	(429.01)	(22.96)	-	(451.97)	(22.96)	-	(474.93)
Total	(429.01)	(22.96)	-	(451.97)	(22.96)	-	(474.93)

Significant Estimates: Based on the future business plans and the underlying assumptions such as fair value of immovable properties, as also assessed by an external registered valuer, the company has estimated that the future taxable income will be sufficient to absorb carried forward unabsorbed depreciation, which management believes is probable, accordingly the Group has recognized deferred tax asset on aforesaid unabsorbed depreciation. However, deferred tax on carried forward unabsorbed depreciation and business losses as detailed below has not been considered for recognition of deferred tax asset. Further, deferred tax asset on business losses has been recognised to the extent of deferred tax liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Assessment Year (A.Y.)	Business Loss			Unabsorbed Depreciation		
	As at March 31, 2024	As at March 31, 2023	Loss Carried forward for upto A.Y.	As at March 31, 2024	As at March 31, 2023	Loss Carried forward for upto A.Y.
2016 - 17	-	-	2024-25	-	34.00	No Expiry
2017 - 18	1,064.52	1,064.52	2025-26	1,056.74	1,224.55	
2018 - 19	1,836.69	1,890.73	2026-27	1,166.48	1,166.48	
2019 - 20	457.88	515.46	2027-28	1,056.32	1,056.32	
2020 - 21	1,879.04	2,052.63	2028-29	981.42	983.87	
2021 - 22	3,000.44	3,000.44	2029-30	871.83	871.83	
2022 - 23	2,025.65	2,243.96	2030-31	787.00	768.57	
2023-24	-	-		-	-	
2024-25	2,008.84	-	2032-33	703.78	-	
Less - Deferred tax recognized	-	-		(5,591.59)	(6,105.62)	
Unrecognized Amount	12,273.06	10,767.74		1,031.98	-	

39 Assets pledged as securities

The carrying amounts of assets pledged as security for current and non-current borrowings are:

(excludes balances of subsidiaries since not pledged)

	As at March 31, 2024	As at March 31, 2023
Floating Charge		
Current Assets		
Financial Assets		
- Investments	2,068.18	3,164.08
- Trade receivables *	1,744.45	1,951.16
- Cash and cash equivalents	89.10	57.66
- Bank Balances other than cash and cash equivalents #	-	34.59
- Loans	5.36	3.49
- Others financial assets	272.71	62.54
	<u>4,179.80</u>	<u>5,273.52</u>
Non Financial Assets		
- Inventories	5,946.41	5,901.72
- Other current assets	2,882.39	2,822.31
	<u>8,828.80</u>	<u>8,724.03</u>
Total assets	13,008.60	13,997.55

* Trade Receivables represent receivables excluding related parties trade receivables as per the terms of the security.

Excludes Unclaimed dividends - Earmarked balances with banks.

40 Contingent liabilities, Contingent assets and commitments (to the extent not provided for)

	As at March 31, 2024	As at March 31, 2023
i) Contingent Liabilities		
Claims against the Group not acknowledged as debts in respect of:		
Income Tax matters (including TDS matters)	1,146.26	1,352.10
Others matters	-	1.29
Significant Estimates: The Group has litigations in respect of certain Income tax matters. The management does assessment of all outstanding matters and wherever required further obtains legal advice including those relating to interpretation of law. Based on such assessment, it concludes whether a provision should be recognised or a disclosure should be made.		
	<u>As at March 31, 2024</u>	<u>As at March 31, 2023</u>
ii) Commitments		
(a) Capital Commitments		
Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:		
Property, plant and equipment	4.67	10.79
Less: Capital advances (Refer Note 10)	(4.67)	(10.79)
Net Capital commitments	<u>-</u>	<u>-</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

(b) Investment Commitments related to Venture Capital funds

	As at March 31, 2024	As at March 31, 2023
Investment Commitments related to Venture Capital funds	35.93	35.93

Investment commitment: contribution is to be made on “as needed” basis pursuant to drawdown notices issued by the respective funds over commitment period.

Miraj Marketing Company LLP (MMLP) vide Deed of Adherence (DOA) dated October 31, 2020 and January 30, 2021 executed in favour of Faering Capital India Evolving Fund II and the Company, has acquired Investment Commitment of class A units of Faering Capital India Evolving Fund amounting to ₹298.80 Lakhs from the Group and pursuant to which the Company is no longer committed for investment commitment to the extent of ₹298.80 lakhs.

41 Earnings per share

		Year ended March 31, 2024	Year ended March 31, 2023
Basic & Diluted			
(Loss) / Profit for the year (₹ in lakhs)	(A)	(3,637.34)	1,598.09
Weighted average number of equity shares outstanding (nos)	(B)	2,59,93,717	2,49,01,547
Basic and Diluted (Loss) / Earning Per Share (₹)	(A / B)	(13.99)	6.42
Nominal value per equity shares (in ₹)		10	10

42 Post retirement benefit plans

I. Defined Benefit Plan - Gratuity:

The Group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service, subject to a ceiling of ₹20 Lakhs. The gratuity plan is a funded plan and the Group makes contributions to recognised funds in India.

As per Actuarial Valuation as on March 31, 2024 and March 31, 2023, amounts recognised in the Consolidated financial statements in respect of Employee Benefits Scheme:

A. Amount recognised in the Balance Sheet

	As at March 31, 2024	As at March 31, 2023
Present value of plan liabilities	959.86	891.45
Fair value of plan assets	(942.21)	(947.86)
(Net plan surplus) / Net plan liability	17.65	(56.41)

B. Movement in plan assets and liabilities

	Year ended March 31, 2024			Year ended March 31, 2023		
	Plan Assets	Plan Liabilities	Net	Plan Assets	Plan Liabilities	Net
As at 1st April	947.86	891.45	56.41	976.63	952.59	24.04
Current service cost	-	57.35	(57.35)	-	62.76	(62.76)
Interest cost	-	66.51	(66.51)	-	66.30	(66.30)
Interest income	70.71	-	70.71	67.97	-	67.97
Actuarial (gain)/loss arising from changes in demographic assumptions	-	-	-	-	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	-	14.77	(14.77)	-	(28.71)	28.71
Actuarial (gain)/loss arising from experience adjustments	-	9.19	(9.19)	-	(65.51)	65.51
Return on plan assets excluding actual return of plan assets	(0.43)	-	(0.43)	(3.05)	-	(3.05)
Employer contributions	3.48	-	3.48	2.29	-	2.29
Benefit payments	(79.41)	(79.41)	-	(95.98)	(95.98)	-
As at 31st March	942.21	959.86	(17.65)	947.86	891.45	56.41

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

The liabilities are split between different categories of plan participants as follows:

	As at March 31, 2024	As at March 31, 2023
Active members (in nos.)	1,196	1,161
Retired Members (in nos.)	39	55
The weighted average duration of the defined benefit obligations	8 years	8 years
Expected contribution to the Fund in next year.	76.90	0.95

C. Consolidated Statement of Profit and Loss

	Year ended March 31, 2024	Year ended March 31, 2023
Employee Benefits Expense:		
Current service cost	57.35	62.76
Net Interest income	(4.20)	(1.67)
Amount recognised in Consolidated Statement of Profit and Loss	53.15	61.09
Remeasurements of the net defined benefits liability:		
Actuarial gains arising from changes in financial assumptions	14.77	(28.71)
Experience gains	9.19	(65.51)
Return on plan assets excluding actual return on plan assets	0.43	3.05
Amount recognised in Other Comprehensive Income - loss/ (gain)	24.39	(91.16)

Total impact of remeasurement of net defined benefit plan expense recognised through other comprehensive Income as at March 31, 2024 and included in Retained earnings is ₹24.39 lakhs (Previous Year: ₹3.32 Lakhs)

D. Assets

	Gratuity	
	As at March 31, 2024	As at March 31, 2023
Insurer managed Fund	942.21	947.86
Total	942.21	947.86

E. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

	As at March 31, 2024	As at March 31, 2023
Financial Assumptions		
Discount rate	7.20%	7.46%
Salary Escalation Rate *	5.00%	5.00%
Expected Return on Plan Assets	7.20%	7.46%
Attrition Rate	"For service period 5 years and below 10% to 25% p.a. For service period of 5 years and above 1% to 7% p.a."	"For service period 5 years and below 10% to 25% p.a. For service period of 5 years and above 1% to 7% p.a."

* Taking into account inflation, seniority, promotion and other relevant factors.

Demographic Assumptions

Mortality in Service : Indian Assured Lives Mortality (2012-14) Urban table Indian Assured Lives Mortality (2012-14) Urban table

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

F. Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

	Change in assumption	As at March 31, 2024		Change in assumption	As at March 31, 2023	
		Increase in assumption having an impact on present value of plan liability	Decrease in assumption having an impact on present value of plan liability		Increase in assumption having an impact on present value of plan liability	Decrease in assumption having an impact on present value of plan liability
Discount rate	1%	(54.38)	61.41	1%	(52.45)	59.27
Salary Escalation Rate	1%	58.53	(52.84)	1%	57.06	(51.75)
Attrition Rate	1%	9.09	(10.19)	1%	9.89	(11.07)

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous year.

G. The defined benefit obligations shall mature after the end of reporting period is as follows:

	As at March 31, 2024	As at March 31, 2023
1st Following Year	129.26	79.06
2nd Following Year	76.15	107.85
3rd Following Year	81.56	91.33
4th Following Year	107.44	69.24
5th Following Year	127.29	99.52
Sum of Years 6 to 10	433.23	455.71
Thereafter	717.07	718.78

H. Risk Exposure - Asset Volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk derivatives to minimize risk to an acceptable level.

II. Compensated absences

The compensated absences obligations for employees in India cover the Group's liability for leave, which is actuarially valued at each year end by applying the assumptions referred in 'E' above.

The amount of the provision of ₹57.44 lakhs (as at March 31, 2023: ₹55.07 lakhs) is presented as current, since the Company does not have an unconditional right to defer settlement of these obligations.

III. Details of Defined Contribution Plan

The Company also has certain defined contribution plans. Contributions are made to provident and other funds in India for employees as per regulations. The contributions are made to registered provident fund, ESIC, etc. which are administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contribution plan are ₹332.49 lakhs (Previous year ₹316.33 lakhs) in the Statement of Profit and Loss.

43 Interest in Other entities

The Consolidated Financial Statements present the Consolidated Accounts of Zodiac Clothing Company Limited with its following Subsidiary and step down subsidiaries:

Name of the Subsidiary and step down subsidiaries:	Country of Incorporation	Proportion of Ownership of Interest	
		As at March 31, 2024	As at March 31, 2023
a) Zodiac Clothing Co. S.A.	Switzerland	100%	100%
b) Zodiac Clothing Co. (UAE) LLC.	UAE **	100%	100%
c) Zodiac Clothing Bangladesh Limited	Bangladesh	100%	100%
d) Zodiac Clothing Company INC	USA	100%	100%
e) Zela Technologies INC (from February 28, 2024)	USA	100%	NA

** shareholders of this subsidiary are Mrs. Muna Mahmood Mohd. Mahmoud (51%) and M/s. Zodiac Clothing Co S.A. (49%). As per the mutual agreement between the shareholders, Mrs. Muna Mahmood Mohd. Mahmoud is holding 51% shares for and on behalf of M/s. Zodiac Clothing Co S.A. who is the beneficial owner.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

44 For Disclosures mandated by Schedule III of Companies Act 2013, by way of additional information, refer below:

Name of the Entities	2022-23							
	Net Assets i.e. total assets minus total liabilities		Share in profit (loss)		Share in other Comprehensive Income		Share in total Comprehensive Income	
	As a % of consolidated net assets	Amount	As a % of consolidated Profit / (Loss)	Amount	As a % of consolidated Profit / (Loss)	Amount	As a % of consolidated Profit / (Loss)	Amount
Parent:								
- Indian								
Parent:								
- Foreign								
Zodiac Clothing Co. S.A.	91.67%	25,591.37	98.83%	1,579.28	86.17%	419.51	95.87%	1998.79
Zodiac Clothing Co. (UAE) LLC.	1.02%	283.48	(0.19%)	(3.07)	0.00%	-	(0.15%)	(3.07)
Zodiac Clothing Bangladesh Limited	9.94%	2,775.27	(0.67%)	(10.78)	(4.16%)	(20.27)	(1.49%)	(31.05)
Zodiac Clothing Company INC	0.52%	146.20	(0.58%)	(9.21)	0.00%	-	(0.44%)	(9.21)
	0.06%	16.67	1.95%	31.18	0.00%	-	1.50%	31.18
	(3.21%)	(894.95)	0.66%	10.59	17.99%	87.60	4.71%	98.19
Intercompany Elimination & Consolidation Adjustments	100.00%	27,918.04	100.00%	1,597.99	100.00%	486.84	100.00%	2,084.83
Total	-	-	-	-	-	-	-	-
Non Controlling Interest in subsidiaries								
Grand Total		27,918.04		1,597.99		486.84		2,084.83

Name of the Entities	2023-24							
	Net Assets i.e. total assets minus total liabilities		Share in profit (loss)		Share in other Comprehensive Income		Share in total Comprehensive Income	
	As a % of consolidated net assets	Amount	As a % of consolidated Profit / (Loss)	Amount	As a % of consolidated Profit / (Loss)	Amount	As a % of consolidated Profit / (Loss)	Amount
Parent:								
- Indian								
Parent:								
- Foreign								
Zodiac Clothing Co. (UAE) LLC.	90.74%	22,329.63	95.86%	(3,486.58)	68.47%	224.84	98.57%	(3,261.74)
Zodiac Clothing Co. S.A.	1.19%	294.02	(0.14%)	5.07	1.67%	5.47	(0.32%)	10.54
Zodiac Clothing Co. (UAE) LLC.	10.98%	2,702.26	0.56%	(20.39)	(16.02%)	(52.62)	2.21%	(73.01)
Zodiac Clothing Bangladesh Limited	3.42%	841.19	3.34%	(121.32)	(2.83%)	(9.29)	3.95%	(130.61)
Zodiac Clothing Company INC.	0.11%	26.99	(0.29%)	10.57	(0.07%)	(0.24)	(0.31%)	10.33
Zela Technologies INC. (from February 28, 2024)	0.00%	0.03	-	-	-	-	-	-
	(6.44%)	(1,585.01)	0.67%	(24.69)	48.78%	160.23	(4.10%)	135.54
Intercompany Elimination & Consolidation Adjustments	100.00%	24,609.11	100.00%	(3,637.34)	100.00%	328.39	100.00%	(3,308.95)
Total	-	-	-	-	-	-	-	-
Non Controlling Interest in subsidiaries								
Grand Total		24,609.11		(3,637.34)		328.39		(3,308.95)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

45 Segment Information:

Business Segment

Identification of Segments:

The chief operational decision maker (Managing Director) monitors the operating results of its Business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements, Operating segment have been identified on the basis of nature of products and other quantitative criteria specified in the Ind AS 108.

(i) **The Group's business operations falls within a single primary business segment of 'clothing and clothing accessories'. Accordingly, the Group operation is a single segment in terms of its products.**

(ii) Entity wide disclosure

(a) Information about products and services - The Company's products falls under single product category i.e; clothing and clothing accessories.

(b) Information in respect of geographical area -

Particulars	India		Rest of the world		Total	
	Current year	Previous year	Current year	Previous year	Current year	Previous year
Segment Revenue *	6,151.01	6,190.09	8,429.48	11,290.78	14,580.49	17,480.87
Carrying cost of segment Non Current assets**@	14,987.22	12,854.82	942.56	699.50	15,929.78	13,554.32

* Based on location of Customers

** Based on location of Assets

@ Excluding Financial Assets and deferred tax asset.

(c) Information about major customers - Revenues of approximately ₹1,380.37 Lakhs (Previous year ₹1,913.37 Lakhs) were derived from a single external customer.

46 Related Party Disclosures under IND AS 24

1. Relationships:

(a) Key Management Personnel:

Mr. A. Y. Noorani	Non Executive Director
Mr. S. Y. Noorani	Managing Director
Mr. V. M. Apte	Independent Director
Mr. Y. P. Trivedi	Independent Director
Mr. S. R. Iyer	Independent Director
Mr. Bernhard Steinruecke	Independent Director
Ms. Elizabeth Jane Hulse	Independent Director
Mr. Naushad Forbes	Independent Director

(b) Relatives of key management personnel with whom the transactions have taken place:

Mr. Awais A. Noorani	Son of Mr. A. Y. Noorani
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(c) Enterprises over which key management personnel and / or their relatives are able to exercise significant influence and with whom transactions have taken place:

Zodiac Metropolitan Clothing Gmbh	Germany
Metropolitan Trading Company	India
Montage Corporation	India
Munraz Enterprises	India
Mustang Manufacturing Company	India
Mashal Enterprises	India
Miraj Marketing Company LLP	India

(d) Trust

Zodiac Clothing Co. Ltd. EMPL GGCA Scheme

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

46 Related Party Disclosures under IND AS 24 (Contd....)

2. Transactions carried out with related parties referred in 1 above, in ordinary course of business:

Nature of transactions	Related Parties							
	Referred in 1(a) above		Referred in 1(b) above		Referred in 1(c) above		Referred in 1(d) above	
	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from contracts with customers	-	-	-	-	831.70	1,771.11	-	-
Sale of Goods	-	-	-	-	-	-	-	-
Other Income	-	-	-	-	9.00	6.75	-	-
Rent	-	-	-	-	-	-	-	-
Expenses	-	-	49.10	47.92	-	-	-	-
Employees benefit expenses*	1.33	45.15	-	-	-	-	-	-
Interest Expense	22.34	23.25	-	-	109.54	118.97	-	-
Other Expenses	26.80	30.60	-	-	151.73	161.79	-	-
Rent	-	-	-	-	61.27	68.12	-	-
Commission to selling agents	-	-	-	-	-	-	-	-
Director Fees	-	-	-	-	-	-	-	-
Trade Mark Fees	-	-	-	-	-	-	-	-
Purchase of Stores and spares	-	-	-	-	-	-	-	-
Repairs to machinery	-	-	-	-	-	-	-	-
Miscellaneous Expenses	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-
Reimbursement of Expenses from	-	-	-	-	6.79	6.58	-	-
Reimbursement of Expenses to	-	-	-	-	4.67	4.67	-	-
Gratuity Fund contribution	-	-	-	-	-	-	3.48	2.29
Loan to related parties	-	-	-	-	-	-	-	-
Loan given	-	-	-	-	-	-	-	-
Loan repaid back	39.00	911.75	-	-	-	27.09	-	-
Loan Received	-	1,290.00	-	-	-	220.94	-	-
Loan Repaid	-	1,200.00	-	-	-	-	-	-
Issue of Equity Shares (including securities premium)	-	-	-	-	-	-	-	-

* This aforesaid amount does not include amount in respect of gratuity and compensated absences as the same is not determinable on individual basis and hence considered for disclosure on payment basis.

3. Balances with related parties referred in 1 above, in ordinary course of business:

Nature of transactions	Related Parties			
	Referred in 1(a) above		Referred in 1(c) above	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Outstandings:	-	-	-	-
Current borrowings	39.00	-	-	-
Trade Payables	40.16	19.81	343.96	187.72
Other Current Liabilities	-	-	-	-
- Employee benefits payable	81.06	81.06	-	-
Other Current Financial Liabilities	-	-	-	-
- Interest accrued but not due	1.07	-	45.50	45.50
Loans (Security Deposit given)	-	-	1,007.03	-
Loans to related parties	-	-	-	-
Due from related party	-	-	392.08	-
Trade Receivables	-	-	-	387.91

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

46 Related Party Disclosures under IND AS 24 (Contd....)

4.	Disclosure in respect of material transactions with related parties during the year (included in 2 above)	Year ended March 31, 2024	Year ended March 31, 2023
	Revenue from contracts with customers:		
	- Zodiac Metropolitan Clothing Gmbh	778.87	1,719.51
	- Mashal Enterprises	52.83	51.60
	Other Income:		
	Rent		
	- Metropolitan Trading Company	9.00	6.75
	Expenses:		
	Employees benefit expenses		
	- Mr. Awais A. Noorani	49.10	47.92
	Interest expense		
	- Mr. A. Y. Noorani	0.67	21.61
	- Mr. S. Y. Noorani	0.67	23.55
	Rent		
	- Metropolitan Trading Company	87.06	93.54
	- Munraz Enterprises	17.34	17.34
	- Mustang Manufacturing Company	4.13	7.08
	- Montage Corporation	1.01	1.01
	- Mr. A. Y. Noorani	11.17	11.63
	- Mr. S. Y. Noorani	11.17	11.63
	Commission to selling agents		
	- Zodiac Metropolitan Clothing Gmbh	151.73	161.79
	Director Fees (including service tax)		
	- Mr. V. M. Apte	7.30	8.30
	- Mr. Y. P. Trivedi	6.90	7.90
	- Mr. S. R. Iyer	7.30	8.30
	- Naushad Forbes	1.90	1.70
	- Ms. Elizabeth Jane Hulse	0.50	0.50
	- Mr. Bernhard Steunruecke	2.90	3.90
	Trade Mark Fees		
	- Metropolitan Trading Company	61.27	68.12
	Miscellaneous Expenses		
	Others		
	Reimbursement of Expenses from		
	- Mashal Enterprises	6.79	6.58
	Reimbursement of Expenses to		
	- Munraz Enterprises	4.67	4.67
	Paid to Trust		
	- Zodiac Clothing Co. Ltd. EMPL GGCA Scheme	3.48	2.29
	Loan to related parties:		
	Loan given		
	- Onward LLC	-	27.09
	- Zodiac Metropolitan Clothing Gmbh		
	Loan received back		
	- Zodiac Metropolitan Clothing Gmbh	-	220.94
	Loan Received		
	- Mr. A. Y. Noorani	19.50	554.25
	- Mr. S. Y. Noorani	19.50	357.5
	Loan Repaid		
	- Mr. A. Y. Noorani	-	682.50
	- Mr. S. Y. Noorani	-	607.50
	Issue of Equity Shares (including securities premium)		
	- Mr. A. Y. Noorani	-	600.00
	- Mr. S. Y. Noorani	-	600.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

46 Related Party Disclosures under IND AS 24 (Contd....)

5. Disclosure in respect of material Outstanding balances with related parties as at year end (included in 3 above)	As at March 31, 2024	As at March 31, 2023
Outstandings:		
Current borrowings		
- Mr. A. Y. Noorani	19.50	-
- Mr. S. Y. Noorani	19.50	-
Trade Payables		
- Zodiac Metropolitan Clothing Gmbh	32.92	6.44
- Metropolitan Trading Company	230.79	127.30
- Munraz Enterprises	68.57	45.17
- Montage Corporation	2.70	2.03
- Mustang Manufacturing Company	8.98	6.78
- Director Sitting Fees	3.87	5.42
- Mr. A. Y. Noorani - Payable for Rent	16.18	6.35
- Mr. S. Y. Noorani - Payable for Rent	20.10	8.04
Other Current Liabilities - Employee benefits payable		
- Mr. S. Y. Noorani - Remuneration	81.06	81.06
Other Current Financial Liabilities - Interest accrued but not due		
- Mr. A. Y. Noorani	0.47	-
- Mr. S. Y. Noorani	0.60	-
Security Deposit		
- Metropolitan Trading Company	33.00	33.00
- Munraz Enterprises	10.00	10.00
- Mustang Manufacturing company	2.50	2.50
Loans to related parties		
- Onward LLC	485.80	-
- Zodiac Metropolitan Clothing Gmbh	521.23	-
Trade Receivables		
- Zodiac Metropolitan Clothing Gmbh	391.36	381.96
- Mashal Enterprises	0.72	5.95

Terms and Conditions:

Transactions were done in ordinary course of business and on normal terms and conditions.

Outstanding balances are unsecured and repayable in cash.

Refer Note 40(ii)(b) in respect of transfer of Investment commitment by the Group to a related party.

47 Fair Value Measurement:

(i) Financial Instrument by category and hierarchy.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of trade receivables, cash and cash equivalents, other bank balances, current loans, other current financial assets, trade payables and other current financial liabilities approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The fair values for security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The interest rate on term deposits is at the prevailing market rates. Accordingly, fair value of such instrument is not materially different from their carrying amounts.

The interest rate on borrowing is at the prevailing market rates. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
(All amounts are in ₹ Lakhs, unless otherwise stated)

Financial Assets and Liabilities as at March 31, 2024	Non Current	Current	Total	Fair Value through Profit and Loss			Fair Value through OCI			Carried at amortised cost	Total Amount
				Level 1	Level 2	Level 3	Total	Level 1	Level 2		
Financial Assets											
Investments											
- Equity instruments	1,744.68	-	1,744.68	-	-	-	-	1,744.68	-	-	1,744.68
- Bonds	97.85	-	97.85	-	-	-	-	97.85	-	-	97.85
- Mutual funds	-	2,068.17	2,068.17	2,068.17	-	-	-	-	-	-	2,068.17
- Venture capital fund	2,543.26	-	2,543.26	-	2,543.26	-	-	-	-	-	2,543.26
	4,385.79	2,068.17	6,453.96	2,068.17	-	2,543.26	-	1,744.68	97.85	-	6,453.96
Other Assets											
- Loans to Employees	10.09	5.36	15.45	-	-	-	-	-	-	15.45	15.45
- Derivative financial instruments	-	5.96	5.96	-	1.67	-	-	-	4.29	-	5.96
- Loans to related parties	1,007.04	-	1,007.04	-	-	-	-	-	-	1,007.04	1,007.04
- Other Financial Assets	978.27	23.93	1,002.20	-	-	-	-	-	-	1,002.20	1,002.20
- Trade receivable	-	2,108.37	2,108.37	-	-	-	-	-	-	2,108.37	2,108.37
- Cash and Cash equivalents	-	752.86	752.86	-	-	-	-	-	-	752.86	752.86
- Bank Balances other than cash and cash equivalents	-	1.87	1.87	-	-	-	-	-	-	1.87	1.87
	1,995.40	2,898.35	4,893.75	-	1.67	-	-	-	4.29	4,887.79	4,893.75
Financial Liabilities											
- Borrowings	-	4,044.14	4,044.14	-	-	-	-	-	-	4,044.14	4,044.14
- Other Financial Liabilities	62.60	220.72	283.32	-	-	-	-	-	-	283.32	283.32
- Trade Payables	-	3,420.11	3,420.11	-	-	-	-	-	-	3,420.11	3,420.11
	62.60	7,684.97	7,747.57	-	-	-	-	-	-	7,747.57	7,747.57

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
(All amounts are in ₹ Lakhs, unless otherwise stated)

Financial Assets and Liabilities as at March 31, 2023	Non Current	Current	Total	Fair Value through Profit and Loss			Fair Value through OCI			Carried at amortised cost	Total Amount
				Level 1	Level 2	Level 3	Total	Level 1	Level 2		
Financial Assets											
Investments											
- Equity instruments	1,478.08	-	1,478.08	-	-	-	-	1,478.08	-	-	1,478.08
- Bonds	57.06	-	57.06	-	-	-	-	57.06	-	-	57.06
- Mutual funds	-	3,164.08	3,164.08	3,164.08	-	-	-	3,164.08	-	-	3,164.08
- Venture capital fund	3,695.95	-	3,695.95	-	3,695.95	-	-	3,695.95	-	-	3,695.95
	5,231.09	3,164.08	8,395.17	3,164.08	-	3,695.95	-	1,478.08	57.06	-	8,395.17
Other Assets											
- Loans to Employees	8.43	3.49	11.92	-	-	-	-	-	11.92	-	11.92
- Loans to related parties	969.46	-	969.46	-	-	-	-	-	969.46	-	969.46
- Other Financial Assets	1,038.96	27.18	1,066.14	-	-	-	-	-	1,066.14	-	1,066.14
- Trade receivable	-	2,491.99	2,491.99	-	-	-	-	-	2,491.99	-	2,491.99
- Cash and Cash equivalents	-	1,057.81	1,057.81	-	-	-	-	-	1,057.81	-	1,057.81
- Bank Balances other than cash and cash equivalents"	-	37.74	37.74	-	-	-	-	-	37.74	-	37.74
	2,016.85	3,618.21	5,635.06	-	-	-	-	-	5,635.06	-	5,635.06
Financial Liabilities											
- Borrowings	258.78	3,441.43	3,700.21	-	-	-	-	-	3,700.21	-	3,700.21
- Derivative Financial instruments	-	1.89	1.89	-	0.86	-	-	-	1.03	-	1.89
- Other Financial Liabilities	58.48	127.35	185.83	-	-	-	-	-	185.83	-	185.83
- Trade Payables	-	2,339.87	2,339.87	-	-	-	-	-	2,339.87	-	2,339.87
	317.26	5,910.54	6,227.80	-	0.86	-	-	-	1.03	-	6,225.91
											1.03
											6,227.80

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

(ii) Fair value of financial assets and liabilities measured at amortised cost:

Foreign currency	As at March 31, 2024		As at March 31, 2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets				
- Loans to Employees	15.45	14.17	11.92	10.57
- Security Deposits	951.47	1,094.84	1013.9	1035.39
Total	966.92	1,109.01	1,025.82	1,045.96

(iii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices for quoted shares and mutual funds
- the fair value of forward exchange contracts is determined using forward exchange rates at the balance sheet date
- net asset value ('NAV') / fair market value ('FMV') are determined based on audited financial statements / valuation reports / NAV / FMV provided by fund manager
- the fair value of remaining financial instrument is determined using discounted cash flow analysis.

(iv) Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 items for the periods ended March 31, 2024 and March 31, 2023:

	Venture Capital Fund*
As at April 01, 2022	3,784.00
Acquisitions	-
Disposal	(327.05)
Gain recognised in statement of profit and loss	239.00
As at March 31, 2023	3,695.95
Acquisitions	-
Disposal	(1,244.30)
Gain recognised in statement of profit and loss	91.61
As at March 31, 2024	2,543.26

*The Group has invested in following funds and these funds have been further invested into various companies.

1. Faering Capital India Evolving Fund
2. Paragon Partners Growth Fund - I
3. Faering Capital India Evolving Fund II
4. Tata Capital Growth Fund
5. Tata Capital Healthcare Fund

The Group has considered fair market values based on audited financial statement and/or valuation reports and/or NAV / FMV statements provided by venture capital fund.

Investment commitment in respect of venture capital funds are on "as needed" basis and will be at face value. [Refer Note 40(ii)(b)]

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

48 Financial Risk Management:

Financial risk management objectives and policies

The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Group's financial risk management policy is set by the Management.

(A) Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments, future committed transactions, foreign currency receivables, payables, borrowings etc.

The Group manages market risk through its finance department (headed by CFO), which evaluates and exercises independent control over the entire process of market risk management. The finance department recommend risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures like foreign exchange forward contracts, option contracts, borrowing strategies and ensuring compliance with market risk limits and policies.

Market Risk- Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Group's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio, which could vary on either side based on current interest rates scenario.

According to the Group interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Exposure to interest rate risk

Particulars	As at March 31, 2024	As at March 31, 2023
Total Borrowings	4,044.14	3,700.21
% of Borrowings out of above bearing variable rate of interest	93.60%	85.51%

Interest rate sensitivity

A change of 50 bps in interest rates would have following Impact on loss before tax

Particulars	2023-2024	2022-2023
50 bp increase- increase in loss *	18.93	15.82
50 bp decrease- decrease in loss *	(18.93)	(15.82)

* Sensitivity is calculated based on the assumption that amount outstanding as at reporting dates were utilised for the whole financial year.

Market Risk- Foreign currency risk

The Group operates internationally and portion of the business is transacted in several currencies and consequently the Group is exposed to foreign exchange risk through its sales, purchases etc. in various foreign currencies.

The Group evaluates exchange rate exposure arising from foreign currency transactions and the Group follows established risk management policies, including the use of derivatives like foreign exchange forward contracts and option contracts to hedge exposure to foreign currency risk.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Derivative instruments and unhedged foreign currency exposure

(a) Derivative outstanding as at the reporting date

(Foreign Currency in Lakhs)

Foreign currency	As at March 31, 2024		As at March 31, 2023	
	Sell Contract	Buy Contract	Sell Contract	Buy Contract
Forward Contracts USD	69.55	-	53.06	-
Forward Contracts EURO	6.37	-	7.01	-
Forward Contracts GBP	6.13	-	3.69	-

Derivative financial instruments such as foreign exchange forward and option contracts are used for hedging purposes and not as trading or speculative instruments. The Group designates these hedging instruments as cash flow hedges to hedge foreign currency risk in cash flow from firm commitment (sales order/purchase orders).

(b) Particulars of unhedged foreign currency exposures as at the reporting date

(Foreign Currency in Lakhs)

Particulars	As at March 31, 2024			As at March 31, 2023		
	USD	EURO	GBP	USD	EURO	GBP
Trade payables	4.83	-	-	2.09	-	-

(Foreign Currency in Lakhs)

Particulars	As at March 31, 2024			As at March 31, 2023		
	USD	EURO	GBP	USD	EURO	GBP
Trade Receivables	14.09	5.95	3.80	16.75	6.35	3.99

Foreign Currency Risk Sensitivity

A change of 5% in Foreign currency would have following Impact on loss before tax

Particulars	2023-24		2022-23	
	5% Increase	5% decrease	5% Increase	5% decrease
USD	(38.60)	38.60	(60.18)	60.18
EURO	(26.84)	26.84	(26.20)	26.20
GBP	(20.01)	20.01	(20.28)	20.28
Increase / (decrease) in loss	(85.45)	85.45	(106.66)	106.66

Market Risk- Price Risk

(a) Exposure

The Group's exposure to equity securities price risk arises from investments held by the Group and classified in the balance sheet at fair value through Other Comprehensive Income. To manage its price risk arising from investments in equity securities, the Group diversifies its portfolio. Diversification of portfolio is done in accordance with limits set by the Group.

(b) Sensitivity

(i) The table below summarises the impact of increases/decreases of the BSE index on the Group's equity and other comprehensive income for the year arising from portfolio of investment in equity shares of listed companies. The analysis is based on the assumption that the index has increased by 10 % or decreased by 10 % with all other variables held constant, and that all the Group's equity instruments moved in line with the index.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Impact on other comprehensive income	
	March 31, 2024	March 31, 2023
BSE Sensex 30- Increase 10%	174.47	147.81
BSE Sensex 30- Decrease 10%	(174.47)	(147.81)

Above referred sensitivity pertains to quoted equity investment (Refer Note 8). Other Comprehensive Income for the year would increase/ (decrease) as a result of gains/losses on equity securities as at fair value through Other Comprehensive Income.

(ii) The table below summarises the impact of increases/decreases in the net asset value (NAV) / fair market value (FMV) of Company's investment in venture capital fund units and statement of profit and loss for the year arising from portfolio of investment in venture capital funds. The analysis is based on the assumption that the NAV / FMV has increased by 10% or decreased by 10% with all other variables held constant, and that all the Company's venture capital funds moved in same direction.

Particulars	Impact on loss before tax*	
	March 31, 2024	March 31, 2023
- Increase 10%	254.33	369.60
- Decrease 10%	(254.33)	(369.60)

*Loss before tax would change as a result of gain/loss on financial instruments classified as at fair value through profit and loss.

(iii) The table below summarises the impact of increases/decreases in the net asset value (NAV) of Company's investment in mutual fund units and statement of profit and loss for the year arising from portfolio of investment in mutual funds. The analysis is based on the assumption that the NAV has increased by 10% or decreased by 10% with all other variables held constant, and that all the Company's mutual funds moved in same direction.

Particulars	Impact on loss before tax*	
	March 31, 2024	March 31, 2023
- Increase 10%	206.82	316.41
- Decrease 10%	(206.82)	(316.41)

*Loss before tax would change as a result of gain/loss on financial instruments classified as at fair value through profit and loss.

(iv) The table below summarises the impact of increases/decreases in the market value of Group's investment in bonds and statement of profit and loss for the year arising from portfolio of investment in bonds. The analysis is based on the assumption that the market value has increased by 10% or decreased by 10% with all other variables held constant.

Particulars	Impact on loss before tax*	
	March 31, 2024	March 31, 2023
- Increase 10%	9.79	5.71
- Decrease 10%	(9.79)	(5.71)

*Loss before tax would change as a result of gain/loss on financial instruments classified as at fair value through profit and loss.

(B) Credit risk

Credit risk is the risk of incurring a loss that may arise from a borrower or debtor failing to make required payments. Credit risk arises mainly from trade receivables, cash and cash equivalents, deposit with banks, derivative financial instruments, investments, loan to employee and security deposits. The Group manages and analyses the credit risk for each of its new customers before standard payment and delivery terms and conditions are offered.

Credit risk on cash and cash equivalents, deposit with banks, derivative financial instruments and investment is limited as Group generally deals with banks and financial institutions with high credit ratings assigned by credit rating agencies. Investments primarily include investment in liquid mutual and accredited venture fund.

While loans and security deposits for rental premises, loan to related parties and loan to employees are subjected to the impairment requirement of Ind AS 109, the identified impairment loss was immaterial.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

(i) Credit risk management:

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. For trade receivables, the Group applies the simplified approach permitted by Ind AS 109 Financial Instrument, which requires expected lifetime losses to be recognised from initial recognition of the receivables. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward looking information.

Sale to retail customers are required to be settled in cash or using major cards, mitigating credit risk. There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors or regions.

In respect of sales to export customers (including sales done by subsidiary), there are no past history of losses, thus the identified expected credit loss was immaterial.

Credit risk for domestic trade receivable is managed by the Group through credit approvals, establishing credit limits and periodic monitoring of the creditworthiness of its customers to which the Group grants credit terms in the normal course of business.

Less allowance for expected Credit Losses**The Group provides for expected credit loss on trade receivables under simplified approach****As at March 31, 2024**

Ageing	Total
Gross carrying amount	457.56
Expected Credit loss - measured at life -time expected credit loss	398.60
Carrying amount of trade receivables (net of impairment)	58.96

As at March 31, 2023

Ageing	Total
Gross carrying amount	448.05
Expected Credit loss - measured at life -time expected credit loss	398.60
Carrying amount of trade receivables (net of impairment)	49.45

Reconciliation of loss allowance – Trade receivables

Particulars	As at March 31, 2024	As at March 31, 2023
Opening provision	398.60	413.60
Add:- Additional provision made	-	(15.00)
Closing provisions	398.60	398.60

No Significant changes in estimation techniques or assumptions were made during the year.

Significant estimates and judgements:**Impairment of financial assets**

The impairment provision for financial assets disclosed above are based on assumptions about the risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

(C) Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Group's finance department maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Group's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows.

(i) Financing arrangements

The Group had access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	As at March 31, 2024	As at March 31, 2023
Floating Rate		
Expiring within one year (Current Borrowing facilities)	1,259.37	1,835.90
Expiring beyond one year (bank loans)	-	-

The bank loan facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the non-continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time.

ii) Maturity patterns of borrowings

Particulars	As at March 31, 2024				As at March 31, 2023			
	0-1 years	1-5 years	beyond 5 years	Total	0-1 years	1-5 years	beyond 5 years	Total
Non current borrowings (Including current maturity of long term debt)	258.78	-	-	258.78	277.33	258.78	-	536.11
Current borrowings	3,785.36	-	-	3,785.36	3,164.10	-	-	3,164.10
Total	4,044.14	-	-	4,044.14	3,441.43	258.78	-	3,700.21

Maturity patterns of Financial Liabilities - other than borrowings

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments -

As at March 31, 2024	0 - 3 months	3 - 6 months	6 - 12 months	beyond 12 months	Total
Trade Payable	2,930.26	131.63	358.22	-	3,420.11
Lease Liabilities	287.27	279.39	526.25	3,466.43	4,559.34
Other Financial Liabilities	146.45	73.20	1.07	62.60	283.32
Total	3,363.98	484.22	885.54	3,529.03	8,262.77

As at March 31, 2023	0 - 3 months	3 - 6 months	6 - 12 months	beyond 12 months	Total
Trade Payable	1,522.08	423.46	246.00	148.33	2,339.87
Lease Liabilities	348.14	203.52	409.16	1,757.55	2,718.38
Other Financial Liabilities	124.50	-	3.15	58.48	186.13
Total	1,994.72	626.98	658.31	1,964.36	5,244.38

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

48 Financial risk management (contd.)

Impact of Hedging Activities

(a) Disclosure of effects of hedge accounting on financial position:

Cash flow hedge of Foreign exchange risk as at March 31, 2024:

Particulars	Nominal value	Carrying amount of hedging instrument	Hedge ratio*	Changes in fair value of hedging instrument	Change in the value of hedged item used as a basis for recognising hedge effectiveness
Foreign exchange forward contracts - SELL	7,019.22	5.96	1:1	5.96	5.96

Cash flow hedge of Foreign exchange risk as at March 31, 2023:

Particulars	Nominal value	Carrying amount of hedging instrument	Hedge ratio*	Changes in fair value of hedging instrument	Change in the value of hedged item used as a basis for recognising hedge effectiveness
Foreign exchange forward contracts - SELL	5,310.00	(1.41)	1:1	(1.41)	(1.41)

(b) Disclosure of effects of hedge accounting on financial performance:

Cash flow hedge March 31, 2024

Particulars	Change in the value of the hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in statement of profit and loss	Amount reclassified from cash flow hedging reserve to statement of profit and loss	Line item affected in the statement of profit and loss because of the reclassification
Foreign exchange risk	5.96	-	1.41	Revenue
	5.96	-	1.41	

Cash flow hedge March 31, 2023

Particulars	Change in the value of the hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in statement of profit and loss	Amount reclassified from cash flow hedging reserve to statement of profit and loss	Line item affected in the statement of profit and loss because of the reclassification
Foreign exchange risk	(1.41)	-	(25.84)	Revenue
	(1.41)	-	(25.84)	

Amount in bracket represents expense/ loss

* The foreign exchange forward contracts and option contract are denominated in the same currency as the firm commitment (sales order/purchase orders), therefore the hedge ratio is 1:1.

The Group's hedging policy only allows for effective hedge relationships to be established. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Group enters into hedge relationships where the critical terms of hedging instrument match exactly with the terms of the hedged items, and so a qualitative assessment of effectiveness is performed.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

48 Financial Risk Management (contd.)**Movements in cash flow hedging reserve**

Derivative Instrument	Foreign exchange forward contracts - SELL	Foreign exchange forward contracts - BUY	Foreign exchange options	Total
Balance – As at April 1, 2022	18.65	-	-	18.65
Change in fair value of foreign exchange forward contract	(1.41)	-	-	(1.41)
Change in intrinsic value of foreign currency options	-	-	-	-
Amount reclassified to profit or loss	(25.84)	-	-	(25.84)
Deferred tax relating to the above (net)	7.57	-	-	7.57
Balance – As at March 31, 2023	(1.03)	-	-	(1.03)
Change in fair value of foreign exchange forward contract	5.96	-	-	5.96
Change in intrinsic value of foreign currency options	-	-	-	-
Amount reclassified to profit or loss	1.41	-	-	1.41
Deferred tax relating to the above (net)	(2.05)	-	-	(2.05)
Balance – As at March 31, 2024	4.29	-	-	4.29

Amount in bracket represents expense/ loss

49 Capital Management

The Group aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to the shareholders.

The capital structure of the Group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The Group's management monitors the return on capital as well as the level of dividends to shareholders.

50 (a) The Code on Social Security, 2020 ('Code') relating to employee benefits received Presidential assent in September 2020. However, the date on which the Code will come into effect has not yet been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

(b) No Significant Subsequent events have been observed which may require an adjustments to the consolidated financial statements.

51 Additional Regulatory Information and Disclosures as required by Schedule III:

a) Details of benami property held:

No proceedings have been initiated on or are pending against the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

b) Borrowing secured against current assets:

Parent Company has borrowings from banks on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Parent Company with banks are in agreement with the books of accounts.

c) Wilful defaulter:

Group has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

d) Relationship with struck off companies:

The Group has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

e) Compliance with number of layers of companies:

The Group has complied with the number of layers prescribed under the Companies Act, 2013.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

f) Compliance with approved scheme(s) of arrangements:

The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

g) Registration of charges or satisfaction with Registrar of Companies:

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

h) Utilisation of borrowed funds and share premium:

The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(i). directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(ii). provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(i). directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii). provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

i) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

j) Details of crypto currency or virtual currency:

The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.

k) Valuation of PP&E, intangible asset and investment property:

The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

l) Utilisation of borrowings availed from banks and financial institutions:

The borrowings obtained by the Parent Company from banks and financial institutions have been applied for the purposes for which such loans were taken.

m) The Company's international transactions and domestic transactions with related parties are at arm's length as per the independent accountants report for the year ended 31 March 2022. Management believes that the Group's international transactions and domestic transactions with related parties for the year ended 31 March 2023 and post 31 March 2023 continue to be at arm's length and that the transfer pricing legislation will not have any impact on these financial statements, particularly on amount of tax expense and that of provision for taxation.

n) Following disclosures are not applicable for consolidated financial statements as per Schedule III:

(a) Title deeds of immovable properties

(b) Accounting ratios

o) Previous year figures have been regrouped/ reclassified to confirm presentation as per Ind AS and as required by Schedule III of the Act.

52 These consolidated financial statements were authorised for issue by the directors on May 30, 2024.

As per our attached report of even date

For M S K A & Associates

Firm Registration Number: 105047W

Ankush Agrawal

Partner

Membership No. 159694

Mumbai

Date: May 30, 2024

For and on behalf of the Board of Directors of

Zodiac Clothing Company Limited

CIN: L17100MH1984PLC033143

A. Y. NOORANI

Chairman

DIN: 00041608

B. MAHABALA

Chief Financial Officer

Mumbai

Date: May 30, 2024

S. Y. NOORANI

Vice Chairman & Managing Director

DIN: 00068423

KUMAR IYER

Company Secretary

