

April 19, 2012

1. The National Stock Exchange of India Ltd.
Exchange Plaza
5th Floor, Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
2. The Bombay Stock Exchange Limited
Corporate Relationship Department
First Floor, New Trading Ring
Rotunda Building
P.J. Tower
Dalal Street
Mumbai.

Dear Sirs,

Sub : Report under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

I, Mohamed Yusuf Noorani, Promoter of Zodiac Clothing Company Limited, have acquired 6,80,247 equity shares of the Company, by way of gift from my sons, Mr. Anees Yusuf Noorani (2,91,634 equity shares) and Mr. Salman Yusuf Noorani (3,88,613 equity shares), who are also promoters of the Company.

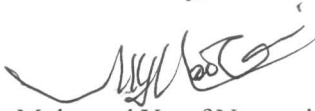
Pursuant to Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, I am forwarding herewith report in the prescribed format, which I trust you will find in order.

You are requested to take the above on your record.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,



Mohamed Yusuf Noorani

 Cc: Company Secretary
Zodiac Clothing Company Limited
10/76, Apte Properties
Off. Dr. E. Moses Road,
Worli, Mumbai 400 018

Encl: As above

Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	ZODIAC CLOTHING COMPANY LIMITED			
2.	Name of the acquirer (s)/ transferee as donee	MOHAMED YUSUF NOORANI			
3.	Name of the stock exchange where shares of the TC are listed	1. NATIONAL STOCK EXCHANGE OF INDIA LIMITED 2. BSE LIMITED			
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares. (BY WAY OF GIFT)	680247 EQUITY SHARES TRANSFERRED BY WAY OF GIFT FROM IMMEDIATE RELATIVES (SONS)			
5.	Relevant regulation under which the acquirer is exempted from making open offer.	10(1)(a)(i); BEING IMMEDIATE RELATIVES (SONS)			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	YES YES APRIL 9, 2012			
7.	Details of acquisition (BY WAY OF GIFT)	Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made	
	a. Name of the transferor / seller				
	b. Date of acquisition				
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above				
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	AS PER ANNEXURE A			
	e. Price at which shares are proposed to be acquired / actually acquired				
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a Each Acquirer / Transferee as Donee(*)	AS	PER	ANNEXURE	B
	b Each Seller / Transferor as Donor	AS	PER	ANNEXURE	C

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Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.



Signature:

Mohamed Yusuf Noorani

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Date: April 19, 2012

Place: Mumbai

ANNEXURE A

	7 Details of acquisition (by way of gift)	Disclosures required to be made under Regulation 10 (5)	Whether the disclosures under Regulation 10(5) are actually made
a.	Name of the transferor (as Donor) / seller Anees Yusuf Noorani Salman Yusuf Noorani	Yes	Yes
b.	Date of acquisition / gift 16-Apr-12	Yes	Yes
c.	Number of shares / voting rights in respect of the acquisitions (by way of Gift) from each persons mentioned in 7(a) above Anees Yusuf Noorani - 291634 equity shares, 1.51% Salman Yusuf Noorani - 388613 equity shares, 2.02% Total - 680247 equity shares, 3.53%	Yes	Yes
d.	Total shares proposed to be acquired / actually acquired (by way of gift) as a % of diluted share capital of TC	N.A	N.A
e.	Price at which shares are proposed to be acquired / actually acquired (by way of Gift) Transferred by way of gift. Hence, no price consideration	Yes	Yes

Signature:

Mohamed Yusuf Noorani

Date: April 19, 2012

Place: Mumbai

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ANNEXURE B

Shareholding details	Pre - transaction		Post - transaction	
	No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
a. Each Acquirer / Transferee as Donee Mohamed Yusuf Noorani*	1691448	8.78	2371695	12.31
Note: * Shareholding of Mohamed Yusuf Noorani includes: (a) 244170 equity shares held as Partner for and on behalf of Metropolitan Trading Company (b) 18990 equity shares held as Trustee for and on behalf of Yusuf Noorani Family Trust (c) 8334 equity shares held as Trustee for and on behalf of Anees Yusuf Noorani Family Benefit Trust				


Signature:

Mohamed Yusuf Noorani

Date: April 19, 2012

Place: Mumbai

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ANNEXURE C

Shareholding details	Pre - transaction		Post - transaction	
	No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
b. Each Seller / Transferor as Donor				
Anees Yusuf Noorani*	409549	2.13	117915	0.61
Salman Yusuf Noorani**	495797	2.57	107184	0.56
Total	905346	4.70	225099	1.17
Note:				
* Shareholding of Anees Yusuf Noorani includes:				
(a) 98850 equity shares held as Partner for and on behalf of Metropolitan Trading Company				
(b) 18990 equity shares held as Trustee for and on behalf of Anees Noorani Family Trust				
** Shareholding of Salman Yusuf Noorani includes:				
(a) 98850 equity shares held as Partner on behalf of Metropolitan Trading Company				

Signature: 

Mohamed Yusuf Noorani

Date: April 19, 2012

Place: Mumbai

