

Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	ZODIAC CLOTHING COMPANY LTD
2.	Name of the acquirer* (s)	SALMAN YUSUF NOORANI HOLDING EQUITY SHARES FOR AND ON BEHALF OF METROPOLITAN TRADING COMPANY, A PARTNERSHIP FIRM.
3.	Whether the acquirer(s) is/ are- promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	YES
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired*	MOHAMED YUSUF NOORANI ANEES YUSUF NOORANI HOLDING EQUITY SHARES FOR AND ON BEHALF OF METROPOLITAN TRADING COMPANY, A PARTNERSHIP FIRM.
	b. Proposed date of acquisition*	MARCH 4, 2013
	c. Number of shares to be acquired* from each person mentioned in 4(a) above	244170 EQUITY SHARES FROM MOHAMED YUSUF NOORANI AND 98850 EQUITY SHARES FROM ANEES YUSUF NOORANI, HELD BY THEM FOR AND ON BEHALF OF METROPOLITAN TRADING COMPANY, A PARTNERSHIP FIRM.
	d. Total shares to be acquired* as % of share capital of TC	343020 EQUITY SHARES i.e. 1.77%
	e. Price at which shares are proposed to be Acquired	OFF-MARKET TRANSFER WITHOUT ANY CONSIDERATION. THE SHARES BELONG TO METROPOLITAN TRADING CO., A PARTNERSHIP FIRM. THE SHARES HELD BY A PARTNERS MR. MOHAMED YUSUF NOORANI & MR ANEES YUSUF NOORANI, AS PARTNERS, BEING CHANGE IN THE NAME OF HOLDER OF THE SHARES TO OTHER PARTNER MR SALMAN YUSUF NOORANI TO BE HELD FOR AND ON BEHALF OF THE SAID FIRM.
	f. Rationale, if any, for the proposed transfer	THERE IS ONLY CHANGE OF NAMES OF HOLDERS AND NO ACQUISITION OR DISPOSAL OF SHARES IS INVOLVED, AS THE FIRM CONTINUES TO OWN THE SAID SHARES THROUGH ITS ONE OF THE PARTNERS.
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer* is exempted from making open offer	10(1)(a)(ii)#

6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.		NOT APPLICABLE AS INFREQUENTLY TRADED			
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8		PRICE IS NOT APPLICABLE SINCE NO CONSIDERATION IS INVOLVED. THERE IS ONLY CHANGE OF NAMES OF HOLDERS AND NO ACQUISITION OR DISPOSAL OF SHARES IS INVOLVED, AS THE FIRM CONTINUES TO OWN THE SAID SHARES THROUGH ITS ONE OF THE PARTNERS.			
8.	Declaration by the acquirer*, that the acquisition price would not be higher by more than 25% of the price computed in in point 6 or point 7 as applicable		NOT APPLICABLE AS NO CONSIDERATION IS INVOLVED. THERE IS ONLY CHANGE OF NAMES OF HOLDERS AND NO ACQUISITION OR DISPOSAL OF SHARES IS INVOLVED, AS THE FIRM CONTINUES TO OWN THE SAID SHARES THROUGH ITS ONE OF THE PARTNERS.			
9.	Declaration by the acquirer*, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)		YES			
10.	Declaration by the acquirer* that all the conditions Specified under regulation 10(1)(a) with respect to Exemptions have been duly complied with.		YES			
11.	Shareholding details		Before the proposed Transaction*		After the proposed Transaction*	
			No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
	a	Acquirer(s)* / PACs (other than sellers)(**)	— AS	PER	ANNEXURE A	—
	b	Seller (s) * #	— AS	PER	ANNEXURE B	—

Note:

There is only change of names of holders and no acquisition or disposal of shares is involved, as the firm continues to own the said shares through its one of the partners.

* Change in Name of the Holder

(**) Shareholding of each entity may 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:


Salman Yusuf Noorani

Date: February 21, 2013

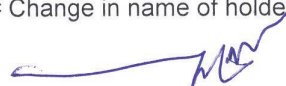
Place: Mumbai

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ANNEXURE A

Shareholding details	Before the proposed transaction		After the proposed transaction	
	No. of shares / voting rights	% w.r.t total share capital of TC	No. of shares / voting rights	% w.r.t total share capital of TC
a. Acquirer # and PACs (other than sellers)				
Acquirer:				
Salman Yusuf Noorani*	107184	0.55	450204	2.32
Total (i)	107184	0.55	450204	2.32
PAC (other than Transferors):				
Muna Noorani	75	0.00	75	0.00
Zehra Noorani	357	0.00	357	0.00
Musaed Noorani	75	0.00	75	0.00
Euro Global Holdings Pte. Ltd.	3154882	16.27	3154882	16.27
Asia Tangible Investments Pte. Ltd.	3154882	16.27	3154882	16.27
Miraj Marketing Company LLP	2317734	11.95	2317734	11.95
Kewal K Seth	281250	1.45	281250	1.45
Total (ii)	8909255	45.95	8909255	45.95
		0.00		
Total (i) + (ii)	9016439	46.50	9359459	48.27
Note:				
*Shareholding of Salman Yusuf Noorani(before the proposed transaction) includes:				
(a) 98850 equity shares held as Partner on behalf of Metropolitan Trading Company				
*Shareholding of Salman Yusuf Noorani(after the proposed transaction) includes:				
(a) 441870 equity shares held as Partner on behalf of Metropolitan Trading Company				

Change in name of holder.


Salman Yusuf Noorani

Date: February 21, 2013

Place: Mumbai

ANNEXURE B

Shareholding details	Before the proposed transaction		After the proposed transaction	
	No. of shares / voting rights	% w.r.t total share capital of TC	No. of shares / voting rights	% w.r.t total share capital of TC
b. Seller# Mohamed Yusuf Noorani* Anees Yusuf Noorani**	2371695 117915	12.23 0.61	2127525 19065	10.97 0.10
Total	2489610	12.84	2146590	11.07

Note:

* Shareholding of Mohamed Yusuf Noorani (before the proposed transaction)

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

* Shareholding of Mohamed Yusuf Noorani (after the proposed transaction) includes :

- (a) 18990 equity shares held as Trustee for and on behalf of Yusuf Noorani Family Trust
- (b) 8334 equity shares held as Trustee for and on behalf of Anees Yusuf Noorani Family Benefit Trust

** Shareholding of Anees Yusuf Noorani (before the proposed transaction) 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 Anees Yusuf Noorani (after the proposed transaction) includes:

- (a) 18990 equity shares held as Trustee for and on behalf of Anees Noorani Family Trust

Change in name of holder

Salman Yusuf Noorani

Date: February 21, 2013
Place: Mumbai