Salman Noorani

Belmont
37-D Nepean Sea Road
Bombay 400 006

March 5, 2013

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, Salman Yusuf Noorani, Partner of Metropolitan Trading Company, a Partnership Firm registered under the Indian Partnership Act, 1932, having Registered Office at Nyloc House, 254, D-2, Dr. Annie Beseant Road, Worli, Mumbai – 400 030, have accepted 343020 equity shares of Rs. 10 each of the 'Zodiac Clothing Company Limited' on behalf of the Metropolitan Trading Company, without any consideration, by off-market transaction from the other two partners of Metropolitan Trading Company, Mr. Mohamed Yusuf Noorani (244170 equity shares) and Mr. Anees Yusuf Noorani (98850 equity shares) which were held by them for and on behalf of the Metropolitan Trading Company.

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

However, out of abundant precaution, assuming the above change of name is to be treated as acquisition or disposal of shares under SEBI (SAST) Regulations, 2011, please find enclosed the relevant filings under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011,

- You are requested to take the above on your record.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

Salman Yusuf Noorani
Partner
Metropolitan Trading Company

Cc: Company Secretary
Zodiac Clothing Company Limited
Nyloc House, 254, D-2, Dr. A.B Road
Worli, Mumbai 400 030
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)~~		SALMAN YUSUF NOORANI To hold for and on behalf of a partnership firm Metropolitan trading Company from another partners	
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.		2,44,170 Equity Shares from Mohamed Yusuf Noorani and 98,850 Equity Shares from Anees Yusuf Noorani, held by them for and on behalf of Metropolitan Trading Company, A Partnership Firm to another partner 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 regulation under which the Acquirer* is exempted from making open offer.		10(1)(a)(ii) of SEBI (Substantial Acquisition of shares and Takeovers) Regulation, 2011.	
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 FEBRUARY 25, 2013	
7.	Details of acquisition*		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~~	Mohamed Yusuf Noorani, Anees Yusuf Noorani	Mohamed Yusuf Noorani, Anees Yusuf Noorani
	b.	Date of acquisition*	March 4, 2013	March 4, 2013
	c.	Number of shares/ voting rights in respect of the acquisitions* from each person mentioned in 7(a) above	Mohamed Yusuf Noorani - 2,44,170 Equity Shares , Anees Yusuf Noorani – 98,850 Equity Shares	Mohamed Yusuf Noorani - 2,44,170 Equity Shares , Anees Yusuf Noorani – 98,850 Equity Shares
	d.	Total shares proposed to be acquired* / actually acquired* as a % of diluted share capital of TC	Total- 3,43,020 Equity Shares. 1.77% of Share Capital	Total- 3,43,020 Equity Shares. 1.77% of Share Capital

	e.	Price at which shares are proposed to be acquired* / actually acquired*	Off market transaction without any consideration		Off market transaction without any consideration	
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	Acquirer* Salman Yusuf Noorani**	1,07,184	0.55%	4,50,204	2.32%
	b	Each Seller* Mohamed Yusuf Noorani*** Anees Yusuf Noorani**** **TOTAL**	23,71,695 1,17,915 **24,89,610**	12.23% 0.61% **12.84%**	21,27,525 19,065 **21,46,590**	10.97% 0.10% **11.07%**

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

*****Pre-Transaction:*** *Shareholding of Salman Yusuf Noorani(pre-transaction) includes 98850 equity shares held as Partner on behalf of Metropolitan Trading Company.*

*****Post-Transaction:*** *Shareholding of Salman Yusuf Noorani (post-transaction) includes 441870 equity shares held as Partner on behalf of Metropolitan Trading Company.*

*** ***Pre-Transaction:*** *Shareholding of Mohamed Yusuf Noorani (pre-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

*** ***Post-Transaction:*** *Shareholding of Mohamed Yusuf Noorani (post-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

**** ***Pre-Transaction:*** *Shareholding of Anees Yusuf Noorani(pre-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

**** ***Post-Transaction:*** *Shareholding of Anees Yusuf Noorani(post-transaction) includes:*
(a) 18990 equity shares held as Trustee for and on behalf of Anees Noorani Family Trust

Signature:

Salman Yusuf Noorani
Partner
Metropolitan Trading Comany

Date: March 5, 2013
Place: Mumbai