

14th March, 2012

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

The Bombay Stock Exchange Ltd  
Corporate Relationship Dept.  
First Floor  
P.J. Tower  
Dalal Street  
Mumbai

Dear Sirs,

Sub : Declaration under Regulation 29(2) of SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011.

We, Promoters of Zodiac Clothing Company Limited have acquired the equity shares of the Company.

Pursuant to Regulation 29(2) of SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011, we are forwarding disclosure in prescribed format which we trust you will find in order.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,



M.Y.Noorani



A.Y.Noorani



S.Y.Noorani

cc : Compliance Officer.

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 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|                                                                                                                                                                          |                                                                      |                                                         |                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------|
| 1. Name of the Target Company (TC)                                                                                                                                       | Zodiac Clothing Company Limited                                      |                                                         |                                                          |
| 2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                         | Mohamed Yusuf Noorani<br>Anees Yusuf Noorani<br>Salman Yusuf Noorani |                                                         |                                                          |
| 3. Whether the acquirer belongs to Promoter/Promoter group                                                                                                               | Yes                                                                  |                                                         |                                                          |
| 4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                    | National Stock Exchange of India Limited<br>BSE Limited              |                                                         |                                                          |
| 5. Details of the acquisition/ disposal/ holding of share/voting rights/holding of the Acquirer and PAC                                                                  | Number                                                               | % w.r.t. total share/voting capital wherever applicable | % w.r.t. total diluted share/voting capital of the TC(*) |
| Before the acquisition/disposal under consideration, holding of:                                                                                                         |                                                                      |                                                         |                                                          |
| a) Shares carrying voting rights                                                                                                                                         |                                                                      |                                                         |                                                          |
| Mohamed Yusuf Noorani                                                                                                                                                    | 11,46,806#                                                           | 5.95%                                                   | -                                                        |
| Anees Yusuf Noorani                                                                                                                                                      | 19,065#                                                              | 0.098%                                                  | -                                                        |
| Salman Yusuf Noorani                                                                                                                                                     | 1,05,313#                                                            | 0.55%                                                   | -                                                        |
| b) Voting rights (VR) otherwise than by shares                                                                                                                           | -                                                                    | -                                                       | -                                                        |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | -                                                                    | -                                                       | -                                                        |
| <b>Total (a+b+c)</b>                                                                                                                                                     | <b>12,71,184</b>                                                     | <b>6.60%</b>                                            | <b>-</b>                                                 |
| Details of acquisition / sale:                                                                                                                                           |                                                                      |                                                         |                                                          |
| a) Shares carrying voting rights acquired/ sold                                                                                                                          |                                                                      |                                                         |                                                          |
| Mohamed Yusuf Noorani                                                                                                                                                    | 3,00,472                                                             | 1.56%                                                   | -                                                        |
| Anees Yusuf Noorani                                                                                                                                                      | 2,91,634                                                             | 1.51%                                                   | -                                                        |
| Salman Yusuf Noorani                                                                                                                                                     | 2,91,634                                                             | 1.51%                                                   | -                                                        |
| b) VRs acquired /sold otherwise than by shares                                                                                                                           | -                                                                    | -                                                       | -                                                        |
| c) Warrants/convertible securities/any other instrument                                                                                                                  | -                                                                    | -                                                       | -                                                        |

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| that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold                                                             |                                                 |               |          |
| <b>Total (a+b+c)</b>                                                                                                                                                                       | <b>8,83,740</b>                                 | <b>4.58%</b>  | <b>-</b> |
| After the acquisition / sale, holding of:                                                                                                                                                  |                                                 |               |          |
| a) Shares carrying voting rights                                                                                                                                                           |                                                 |               |          |
| Mohamed Yusuf Noorani                                                                                                                                                                      | 1447278**                                       | 7.51%         | -        |
| Anees Yusuf Noorani                                                                                                                                                                        | 310699**                                        | 1.61%         | -        |
| Salman Yusuf Noorani                                                                                                                                                                       | 396947**                                        | 2.06%         | -        |
| b) VRs otherwise than by shares                                                                                                                                                            | -                                               | -             | -        |
| c) Warrant/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition. | -                                               | -             | -        |
| <b>Total (a+b+c)</b>                                                                                                                                                                       | <b>2154924</b>                                  | <b>11.18%</b> | <b>-</b> |
| 6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).                                              | Open Market                                     |               |          |
| 7. Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable.                                                                 | 13.03.2012                                      |               |          |
| 8. Equity share capital / total voting capital of the TC before the said acquisition / sale                                                                                                | Paid-up equity share capital: Rs. 192,702,980/- |               |          |
| 9. Equity share capital/ total voting capital of the TC after the said acquisition / sale                                                                                                  | Paid-up equity share capital: Rs. 192,702,980/- |               |          |
| 10. Total diluted share/voting capital of the TC after the said acquisition/sale.                                                                                                          | N.A.                                            |               |          |

(\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Note:  
# Excluding 1325610 equity shares held as partners on behalf of Metropolitan Trading Company, a partnership firm registered under the Indian Partnership Act, 1932 as under:

| Name of the acquirer  | Equity Shares held | Percentage (%) |
|-----------------------|--------------------|----------------|
| Mohamed Yusuf Noorani | 7,32,510           | 3.80           |
| Anees Yusuf Noorani   | 2,96,550           | 1.54           |
| Salman Yusuf Noorani  | 2,96,550           | 1.54           |
| <b>Total</b>          | <b>13,25,610</b>   | <b>6.88</b>    |

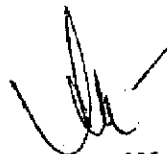
\*\*Excluding 441870 equity shares held as partners on behalf of Metropolitan Trading Company, a partnership firm registered under the Indian Partnership Act, 1932 as under:

| Name of the acquirer  | Equity Shares held | Percentage (%) |
|-----------------------|--------------------|----------------|
| Mohamed Yusuf Noorani | 2,44,170           | 1.27           |
| Anees Yusuf Noorani   | 98,850             | 0.51           |
| Salman Yusuf Noorani  | 98,850             | 0.51           |
| <b>Total</b>          | <b>4,41,870</b>    | <b>2.29</b>    |

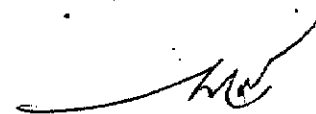
Signature of the acquirer(s) and PAC :



Mohamed Yusuf Noorani



Anees Yusuf Noorani



Salman Yusuf Noorani

Place: Mumbai  
Date: 14.03.2012