

15th March 2016

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

BSE Limited
Corporate Relationship Department
First Floor, New Trading Ring,
Rotunda Building, P.J. Tower,
Dalal Street,
Mumbai - 400001

Dear Sirs,

Sub : Intimation under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Attached please find the Disclosure under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in respect of 2317734 Equity Shares of Rs.10/- each of Zodiac Clothing Company Limited proposed to be acquired by us [(Mr.Mohamed Yusuf Noorani -1235370 Equity Shares), (Mr.Mohamed Anees Noorani-541182 Equity Shares) and (Mr.Salman Yusuf Noorani-541182 Equity Shares), Promoters] in terms of Regulation 10(1) (a) (ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 from Miraj Marketing Company LLP (a Promoter Group Company).

Request you to kindly take the same on record.

Thanking you,

Yours faithfully,



Mohamed Yusuf Noorani



Mohamed Anees Noorani



Salman Yusuf Noorani

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(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)	MR. MOHAMED YUSUF NOORANI MR. MOHAMED ANEES NOORANI MR. SALMAN YUSUF NOORANI
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	Miraj Marketing Company LLP
	b. Proposed date of acquisition	22 nd March, 2016
	c. Number of shares to be acquired from each person mentioned in 4(a) above	2317734 EQUITY SHARES
	d. Total shares to be acquired as % of share capital of TC	2317734 EQUITY SHARES i.e. 11.87%
	e. Price at which shares are proposed to be Acquired	At market price
	f. Rationale, if any, for the proposed transfer	Inter-Se Transfer between promoter and promoter group
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.	Rs.210.48/-
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable	I/We hereby confirm that the acquisition price would not be higher by more than 25% of the price computed in point 7 above.

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)	I/We hereby confirm that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding of the repealed Takeover Regulations 1997)			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	I/We hereby confirm that all the conditions specified under regulation 10(1)(a) with respect to exemptions have been duly complied with.			
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) and PACs (other than sellers)(*)	AS	PER	ANNEXURE	A ———
b	Seller (s)	AS	PER	ANNEXURE	B ———

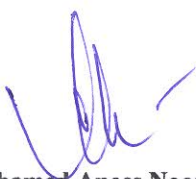
Note:

- (*) 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:



Mohamed Yusuf Noorani



Mohamed Anees Noorani



Salman Yusuf Noorani

Date: 15.03.2016

Place: Mumbai

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:				
Mohamed Yusuf Noorani*	2660103	13.63	3895473	19.96
Mohamed Anees Noorani**	24065	0.12	565247	2.89
Salman Yusuf Noorani	13334	0.07	554516	2.84
Total (i)	2697502	13.82	5015236	25.69
PAC (other than Sellers):				
Muna Noorani	75	0.00	75	0.00
Zehra Noorani	367	0.00	367	0.00
Musaed Noorani	75	0.00	75	0.00
Awais Anees Noorani	75	0.00	75	0.00
Saniyya Anees Noorani	75	0.00	75	0.00
Euro Global Holdings Pte. Ltd.	3154882	16.16	3154882	16.16
Asia Tangible Investments Pte. Ltd.	3154882	16.16	3154882	16.16
Kewal K Seth	281250	1.44	281250	1.44
Total (ii)	6591681	33.77	6591681	33.77
Total (i) + (ii)	9289183	47.58	11606917	59.46

* Shareholding of Mohamed Yusuf Noorani before and 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 Mohamed Anees Noorani before and after the proposed transaction includes
18990 equity shares held as Trustee for and on behalf of Anees Noorani Family Trust

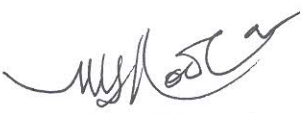
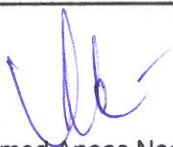

Mohamed Yusuf Noorani


Mohamed Anees Noorani


Salman Yusuf Noorani

Date: March 15, 2016
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 Miraj Marketing Company LLP	2317734	11.87	0	
				0
				0
Total	2317734	11.87	0	0.00
				0
<div style="display: flex; justify-content: space-around; align-items: flex-end;"> <div style="text-align: center;">  Mohamed Yusuf Noorani </div> <div style="text-align: center;">  Mohamed Anees Noorani </div> <div style="text-align: center;">  Salman Yusuf Noorani </div> </div> <p>Date: March 15 , 2016 Place: Mumbai</p>				