



Prerana Jadhav
Practicing Company Secretary

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**To,
The Members
Zodiac Clothing Company Limited**

Dear Sir/Madam,

Sub: Application for “In-principle approval” prior to issue and allotment of 12,34,186(Twelve Lakhs Thirty Four Thousand One Hundred and Eighty Six) Equity Shares on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

I, Prerana Jadhav, Practicing Company Secretary, have verified the relevant records and documents of Zodiac Clothing Company Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottee(s) have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) are promoter then none of entities in the promoter and promoter group entities have sold any equity share of the company during the 90 trading days preceding the relevant date.
- b) Mr. Anees Yusuf Noorani and Mr. Salman Yusuf Noorani does not hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.
- c) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from 06th January, 2023 till 90 trading days from the date of trading approval. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottee	DP ID *	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
Mr. Anees Yusuf Noorani	IN300011	11,40,927	27 th May, 2021	01 st June, 2024	-	-
	IN300011	15,51,148	30 th December, 2022	30 th August, 2023	-	-
	IN304295	2,07,824	30 th December, 2022	30 th August, 2023	-	-
Mr. Salman Yusuf Noorani	IN300011	11,40,927	27 th May, 2021	01 st June, 2024	-	-
	44500	40,07,155*	27 th December, 2022	30 th August, 2023	-	-
	IN300011	15,40,417	30 th December, 2022	30 th August, 2023	-	-





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	IN301549	9,85,901*	30 th December, 2022	30 th August, 2023	-	-
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(*) client id/ folio no in case allottee hold the securities in physical form

*Mr. Salman Yusuf Noorani jointly holds 49,93,056 equity shares of the Company with his brother Mr. Anees Yusuf Noorani as Executor to the Estate of Late Mr. Mohamed Yusuf Noorani.

d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.

e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.

f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company.”

g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2022-23 is less than 5% of the post issue fully diluted share capital of the issuer.

Place: Mumbai
Date: January 6, 2023

PRERANA JADHAV
Practicing Company Secretary
ACS No.: 34667 C.P. No.: 14036
UDIN: A034667D002898231

