

ZODIAC

28th February, 2024

National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra East Mumbai - 400051 Scrip Code : ZODIACLOTH	BSE Limited, Corporate Relationship Department, First Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Mumbai - 400001 Scrip Code: 521163
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Sub: Acquisition of 100% stake in Zela Technologies INC a Delaware, USA Company

Ref: Disclosure pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

With reference to the captioned subject, we wish to inform that Zodiac Clothing Company SA, a wholly owned subsidiary of Zodiac Clothing Company Limited ("the Company") has acquired 100% equity stake in Zela Technologies, INC, Delaware, USA.

In this regard, please find enclosed herewith the disclosure containing the details pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 as Annexure I.

Date and Time of occurrence of event: 28th February, 2024 at 11:48 A.M.

This is for your information and records.

Thanking you,

Yours faithfully,

For Zodiac Clothing Company Limited

Kumar Iyer
Company Secretary
Membership No.: A9600

Encl: As above

ZODIAC CLOTHING COMPANY LTD.,

Nyloc House, 254, D-2, Dr. Annie Besant Road, Worli, Mumbai – 400 030. India.

Tel.: +91 22 6667 7000 Fax: +91 22 6667 7279 CIN: L17100MH1984PLC033143

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Annexure I

Sr. No.	Items for Disclosure	Description
1.	Name of the target entity, details in brief such as size, turnover etc.;	Zela Technologies, INC incorporated on 30 th March, 2023 in Delaware, USA having its registered address at Legalinc Corporate Services, Inc., 651n Broad St, Suite 201, in the City of Middletown, Zip code19709.
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	Yes, the transaction is a related party transaction since Zela Technologies INC was a 100% subsidiary of Bayesian Commerce Pte Ltd., which is fully owned by a relative of the promoters of Zodiac Clothing Company Ltd.
3.	Industry to which the entity being acquired belongs;	Technology and E-Commerce
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The Company intends to develop technology product and using them for tech driven D2C studio business within Zodiac by creating fashion brands in the international market.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	No
6.	Indicative time period for completion of the acquisition;	Completed
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash
8.	Cost of acquisition or the price at which the shares are acquired;	USD 40
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	Acquisition of 100% shareholding.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	The target company was incorporated on 30 th March, 2023 in Delaware, USA. As the Company is recently incorporated, other details are not applicable.

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