# CORONET PROPERTIES & INVESTMENTS PVT. LTD

1901-1902-A Wing, Oberoi Gardens, Thakur Village, Kandivali (East), Mumbai – 400 101
CIN: U45200MH1995PTC088863

February 12, 2015

The Manager
Listing Department,
**National Stock Exchange of India Ltd.**
'Exchange Plaza', C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051.

Fax No. 26598237 / 26598238

**Stock Code - ZICOM**

**Ref: ISIN INE 871B01014**

Dear Sir / Madam,

Sub: **Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for Zicom Electronic Security Systems Limited**

Ref: **ISIN: INE 871B01014**
**Stock Code: 531404**

Pursuant to the provisions of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, enclosed herewith is the copy of Disclosure, in the prescribed format, in connection with allotment of 10,50,000 Warrants (5,25,000 to our Company and 5,25,000 to Baronet Properties and Investments Private Limited, another Promoter Group Company and PAC), carrying right to subscribe to equal number of Equity Shares, on preferential basis by Zicom Electronic Security Systems Limited (Zicom).

This is for your reference and record.

We hereby comply with the requirement of disclosing the said information within the prescribed time limit.

Kindly take note of the above Disclosures and acknowledge receipt.

Thanking you,

Yours faithfully,
For **Coronet Properties and Investments Private Limited**

**Director**

Encl: as above

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## Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| Name of the Target Company (TC) | **Zicom Electronic Security Systems Limited** | | |
|---|---|---|---|
| Name(s) of the Acquirer and Persons Acting in Concert (PAC) with the Acquirer | Acquirer: **Coronet Properties & Investments Private Limited**<br>PAC: **As per Annexure I & II** | | |
| Whether the Acquirer belongs to Promoter / Promoter group | **Yes** | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | **Bombay Stock Exchange Limited**<br>**The National Stock Exchange of India Limited** | | |
| Details of the acquisition / ~~disposal~~ as follows | Number | % w.r.t. total share / voting capital wherever applicable | % w.r.t. total diluted share / voting capital of the TC |
| **Before the acquisition under consideration, holding of:** | | | |
| a) Shares carrying voting rights | | | |
| 1. Coronet Properties & Investments Private Limited (Acquirer) | **13,86,286** | **7.88** | **7.88 (*)** |
| 2. Persons Acting in Concert (PAC) (as per Annexure I) | **28,50,737** | **16.19** | **16.19 (*)** |
| b) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others) | **Nil** | **Nil** | **Nil** |
| c) Voting rights (VR) otherwise than by shares | **Nil** | **Nil** | **Nil** |
| d) Warrants ~~/ convertible securities / any other instrument~~ that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | **Nil** | **Nil** | **Nil** |
| e) Total (a+b+c+/-d) | **42,37,023** | **24.07** | **24.07(*)** |



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| | | | |
|---|---|---|---|
| **Details of acquisition ~~/ sale~~:** | | | |
| a) Shares carrying voting rights acquired / sold | **Nil** | **Nil** | **Nil** |
| b) VRs acquired / sold otherwise than by shares | **Nil** | **Nil** | **Nil** |
| 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) acquired ~~/ sold~~ | | | |
| 1. Coronet Properties & Investments Private Limited (Acquirer) | **5,25,000** | **N.A.** | **2.47($)** |
| 2. Baronet Properties & Investments Private Limited (PAC) | **5,25,000** | **N.A.** | **2.47($)** |
| d) Shares encumbered / invoked / released by the acquirer | **Nil** | **Nil** | **Nil** |
| e) Total (a+b+c+/-d) | **10,50,000** | **N.A.** | **4.94($)** |
| **After the acquisition ~~/ sale~~, holding of:** | | | |
| a) Shares carrying voting rights | | | |
| 1. Coronet Properties & Investments Private Limited (Acquirer) | **13,86,286** | **7.88(*)** | **6.52($)** |
| 2. Persons Acting in Concert (PAC) (as per Annexure II) | **28,50,737** | **16.19(*)** | **13.41($)** |
| b) Shares encumbered with the acquirer | **Nil** | **Nil** | **Nil** |
| c) VRs otherwise than by shares | **Nil** | **Nil** | **Nil** |
| d) Warrants ~~/ convertible securities / any other instrument~~ that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | | | |
| 1. Coronet Properties & Investments Private Limited (Acquirer) | **5,25,000** | **N.A.** | **2.47($)** |
| 2. Baronet Properties & Investments Private Limited [Persons Acting in Concert (PAC)] | **5,25,000** | **N.A.** | **2.47($)** |

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| | | | |
|---|---|---|---|
| e) Total (a+b+c+d)<br>1. Coronet Properties & Investments Private Limited (Acquirer)<br>2. Persons Acting in Concert (PAC) (as per Annexure II) | **19,11,286**<br>**33,75,737** | **N.A.**<br>**N.A.** | **8.99(\$)**<br>**15.89(\$)** |
| Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer, etc). | **Allotment of Warrants on preferential basis, each Warrant carrying an entitlement to subscribe to one Equity Share of the Company.** | | |
| Date of acquisition ~~/ sale of shares / VR~~ or date of receipt of intimation of allotment of shares, whichever is applicable | **February 10, 2015** | | |
| Equity share capital / total voting capital of the TC before the said acquisition ~~/ sale~~ | **Rs. 17,59,98,290/- comprised of 1,75,99,829 Equity Shares of Rs. 10/- each** | | |
| Equity share capital / total voting capital of the TC after the said acquisition ~~/ sale~~ | **Rs. 17,59,98,290/- comprised of 1,75,99,829 Equity Shares of Rs. 10/- each** | | |
| Total diluted share / voting capital of the TC after the said acquisition ~~/ sale~~ | **Rs. 21,24,98,290/- comprised of 2,12,49,829 Equity Shares of Rs. 10/- each (\$)** | | |

**Note:**

(*) As there are no instruments pending conversion, the computation of % of total diluted share / voting capital under "Before acquisition / disposal under consideration" is same as the computation of % of total share / voting capital of the Company.

(\$) Computation of % of total diluted share / voting capital of TC above i.e. "Details of acquisition / sale", "After acquisition / sale" and "Total diluted share / voting capital of the TC after the said acquisition" has been calculated considering allotment of 26,00,000 Equity Shares to Non-Promoters Persons / Entities and full conversion of 10,50,000 Warrants into equal number of Equity Shares i.e. 2,12,49,829 Equity Shares of Rs. 10/- each amounting to Rs. 21,24,98,290/-.

For **Coronet Properties & Investments Private Limited**

**Director**

Place: Mumbai
Date: February 12, 2015

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## ANNEXURE I

**Annexure to the information under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**List of Name of Acquirer and Persons Acting in Concert (PAC) before the acquisition under consideration, holding of:**

| Sr. No. | Name of the Person | Details of Shares held | | |
|---|---|---|---|---|
| | | Number of shares | % w.r.t. total share / voting capital wherever applicable | % of total diluted share / voting capital of TC(*) |
| | **ACQUIRER** | | | |
| 1 | Coronet Properties & Investments Private Limited | 13,86,286 | 7.88 | 7.88 |
| | **Total (A)** | **13,86,286** | **7.88** | **7.88** |
| | **PERSONS ACTING IN CONCERT** | | | |
| 1 | Manohar Bidaye | 4,30,100 | 2.44 | 2.44 |
| 2 | Pramoud Vinayak Rao | 4,98,600 | 2.83 | 2.83 |
| 3 | Harish Nayak | 75,100 | 0.43 | 0.43 |
| 4 | Gauri P. Rao | 4,000 | 0.02 | 0.02 |
| 5 | Laxmi Harish Nayak | 1,01,500 | 0.58 | 0.58 |
| 6 | Baronet Properties & Investments Private Limited | 15,35,652 | 8.72 | 8.72 |
| 7 | Progressive Equifin Private Limited | 1,45,264 | 0.83 | 0.83 |
| 8 | Success Equifin Private Limited | 60,521 | 0.34 | 0.34 |
| | **Total (B)** | **28,50,737** | **16.19** | **16.19** |
| | **Total (A) + (B)** | **42,37,023** | **24.07** | **24.07** |

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## ANNEXURE II

**Annexure to the information under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**List of Name of Acquirer and Persons Acting in Concert (PAC) after the acquisition under consideration, holding of:**

| Sr. No. | Name of the Person | Details of Shares held | | |
|---|---|---|---|---|
| | | Number of shares | % w.r.t. total share / voting capital wherever applicable(*) | % of total diluted share / voting capital of TC($) |
| | **ACQUIRER** | | | |
| 1 | Coronet Properties & Investments Private Limited | 13,86,286 | 7.88 | 6.52 |
| | **Total (A)** | **13,86,286** | **7.88** | **6.52** |
| | **PERSONS ACTING IN CONCERT** | | | |
| 1 | Manohar Bidaye | 4,30,100 | 2.44 | 2.02 |
| 2 | Pramoud Vinayak Rao | 4,98,600 | 2.83 | 2.35 |
| 3 | Harish Nayak | 75,100 | 0.43 | 0.35 |
| 4 | Gauri P. Rao | 4,000 | 0.02 | 0.02 |
| 5 | Laxmi Harish Nayak | 1,01,500 | 0.58 | 0.48 |
| 6 | Baronet Properties & Investments Private Limited | 15,35,652 | 8.73 | 7.23 |
| 7 | Progressive Equifin Private Limited | 1,45,264 | 0.83 | 0.68 |
| 8 | Success Equifin Private Limited | 60,521 | 0.34 | 0.28 |
| | **Total (B)** | **28,50,737** | **16.19** | **13.41** |
| | **Total (A) + (B)** | **42,37,023** | **24.07** | **19.93** |

