**MRS. SUDHA D. DUBASH**
89-B, Hasman
Bhulabhai Desai Road
Mumbai 400 026.
Tel.No.2363 0275

**Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Part A – Details of Acquisition**

| | | | |
|---|---|---|---|
| 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: **Mrs. Sudha Darab Dubash**<br>PAC: **1. Mr. Arvind Darab Dubash**<br>**2. Darab Dubash Private Limited** | | |
| Whether the Acquirer belongs to Promoter / Promoter group | **No** | | |
| 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 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 Acquirer alongwith PACs of:** | | | |
| a) Shares carrying voting rights | | | |
| 1. Mrs. Sudha Darab Dubash (Acquirer) | **15,000** | **0.09** | **0.08**(#) |
| 2. Mr. Arvind Darab Dubash (PAC) | **Nil** | **Nil** | **Nil** |
| 3. Darab Dubash Private Limited (PAC) | **35,000** | **0.19** | **0.19**(#) |
| b) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others) | **Nil** | **Nil** | **Nil** |
| c) Voting rights (VR) otherwise than by equity 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) | **50,000** | **0.28** | **0.27**(#) |

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| | | | |
|---|---|---|---|
| **Details of acquisition:** | | | |
| a) Shares carrying voting rights acquired | | | |
| 1. Mrs. Sudha Darab Dubash (Acquirer) | **6,50,000** | **3.22**(*) | **3.06**($) |
| 2. Mr. Arvind Darab Dubash (PAC) | **6,50,000** | **3.22** (*) | **3.06** ($) |
| 3. Darab Dubash Private Limited (PAC) | **Nil** | **Nil** | **Nil** |
| b) VRs acquired otherwise than by equity 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 | **Nil** | **Nil** | **Nil** |
| d) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others) | **Nil** | **Nil** | **Nil** |
| e) Total (a+b+c+d) | **13,00,000** | **6.44**(*) | **6.12**($) |
| **After the acquisition, holding of Acquirer alongwith PACs of:** | | | |
| a) Shares carrying voting rights | | | |
| 1. Mrs. Sudha Darab Dubash (Acquirer) | **6,65,000** | **3.29**(*) | **3.13**($) |
| 2. Mr. Arvind Darab Dubash (PAC) | **6,50,000** | **3.22**(*) | **3.06**($) |
| 3. Darab Dubash Private Limited (PAC) | **35,000** | **0.17**(*) | **0.16**($) |
| b) VRs otherwise than by equity 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) after acquisition | **Nil** | **Nil** | **Nil** |
| d) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others) | **Nil** | **Nil** | **Nil** |
| e) Total (a+b+c+d) | **13,50,000** | **6.68**(*) | **6.35**($) |
| Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer / encumbrance, etc). | **Preferential Allotment** | | |

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| | |
|---|---|
| Salient features of securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc. | **The Equity Shares acquired, shall rank pari passu in all respects with the existing equity shares of the Company, including for dividend entitlement** |
| Date of acquisition of / date of receipt of intimation of allotment of shares / VR / Warrants / convertible securities / any other instrument that entitles the Acquirer to receive shares in TC | **February 18, 2015** |
| Equity share capital / total voting capital of the TC before the said acquisition | **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 | **Rs. 20,19,98,290/- comprised of 2,01,99,829 Equity Shares of Rs. 10/- each**(*) |
| Total diluted share / voting capital of the TC after the said acquisition | **Rs. 21,24,98,290/- comprised of 2,12,49,829 Equity Shares of Rs. 10/- each** ($) |

**Note:**

(#) Computation of % of total diluted share / voting capital of the TC under "Before acquisition under consideration, holding of Acquirer alongwith PACs of" has been calculated assuming full conversion of 10,50,000 Warrants into equal number of Equity Shares, allotted to Promoters' Group Companies i.e. 1,86,49,829 Equity Shares of Rs. 10/- each amounting to Rs. 18,64,98,290/-.

(*) Computation of % of total share / voting capital under "Details of acquisition", "After acquisition, holding of Acquirer alongwith PACs of" and "Equity share capital / total voting capital of the TC after the said acquisition" has been calculated considering allotment of 26,00,000 Equity Shares (i.e. 13,00,000 Equity Shares to us and 13,00,000 Equity Shares to other non-promoters persons / entities).

($) Computation of % of total diluted share / voting capital of the TC under "Details of acquisition", "After acquisition, holding of Acquirer alongwith PACs of" and "Total diluted share / voting capital of the TC after the said acquisition" has been calculated considering allotment of 26,00,000 Equity Shares (i.e. 13,00,000 Equity Shares to us and 13,00,000 Equity Shares to other non-promoters persons / entities) and full conversion of 10,50,000 Warrants into equal number of Equity Shares, allotted to Promoters' Group Companies i.e. 2,12,49,829 Equity Shares of Rs. 10/- each amounting to Rs. 21,24,98,290/-.

**Sudha Darab Dubash**

Place: Mumbai
Date: February 19, 2015

**MRS. SUDHA D. DUBASH**
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**Sudha Darab Dubash**

Place: Mumbai

Date: February 19, 2015