BARONET PROPERTIES & INVESTMENTS PVT. LTD

1901-1902-A Wing, Oberoi Gardens, Thakur Village, Kandivali (East), Mumbai – 400 101.
CIN: U67120MH1995PTC088865

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 Coronet 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 **Baronet Properties and Investments Private Limited**

Director

Encl: as above

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BARONET PROPERTIES & INVESTMENTS PVT. LTD

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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: **Baronet Properties & Investments Private Limited** 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** **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. Baronet Properties & Investments Private Limited (Acquirer)	**15,35,652**	**8.72**	**8.72(*)**
2. Persons Acting in Concert (PAC) (as per Annexure I)	**27,01,371**	**15.35**	**15.35(*)**
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. Baronet Properties & Investments Private Limited (Acquirer)	**5,25,000**	**N.A.**	**2.47($)**
2. Coronet Properties & Investments Private Limited (PAC)	**5,25,000**	**N.A.**	**2.47($)**
d) Shares encumbered / invoked / released by the acquirer	**Nil**	**Nil**	**Nil**
e) Total (a+b+c+/-d)	**10,50,000**	**N.A.**	**4.94($)**
After the acquisition / ~~sale~~, holding of:			
a) Shares carrying voting rights			
1. Baronet Properties & Investments Private Limited (Acquirer)	**15,35,652**	**8.72(*)**	**7.23($)**
2. Persons Acting in Concert (PAC) (as per Annexure II)	**27,01,371**	**15.35(*)**	**12.70($)**
b) Shares encumbered with the acquirer	**Nil**	**Nil**	**Nil**
c) VRs otherwise than by shares	**Nil**	**Nil**	**Nil**
d) Warrants / ~~convertible securities / any other instrument~~ that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition			
1. Baronet Properties & Investments Private Limited (Acquirer)	**5,25,000**	**N.A.**	**2.47($)**
2. Coronet 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) 1. Baronet Properties & Investments Private Limited (Acquirer) 2. Persons Acting in Concert (PAC) (as per Annexure II)	**20,60,652** **32,26,371**	**N.A.** **N.A.**	**9.70(\$)** **15.18(\$)**
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 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 **Baronet Properties & Investments Private Limited**

Director

Place: Mumbai
Date: February 12, 2015

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BARONET PROPERTIES & INVESTMENTS PVT. LTD
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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	Baronet Properties & Investments Private Limited	15,35,652	8.72	8.72
	Total (A)	**15,35,652**	**8.72**	**8.72**
	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	Coronet Properties & Investments Private Limited	13,86,286	7.88	7.88
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)	**27,01,371**	**15.35**	**15.35**
	Total (A) + (B)	**42,37,023**	**24.07**	**24.07**

BARONET PROPERTIES & INVESTMENTS PVT. LTD. MUMBAI

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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	Baronet Properties & Investments Private Limited	15,35,652	8.72	7.23
	Total (A)	**15,35,652**	**8.72**	**7.23**
	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	Coronet Properties & Investments Private Limited	13,86,286	7.88	6.52
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)	**27,01,371**	**15.35**	**12.70**
	Total (A) + (B)	**42,37,023**	**24.07**	**19.93**

BARONET PROPERTIES & INVESTMENTS PVT. LTD. MUMBAI

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