BARONET PROPERTIES & INVESTMENTS PVT. LTD

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

July 16, 2012

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

Dear Sir / Madam,

Sub: **Disclosure under Regulation 13(4A) of SEBI (Prohibition of Insider Trading) Regulations, 1992**

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

Pursuant to the provisions of Regulation 13(4A) of SEBI (Prohibition of Insider Trading) Regulations, 1992, enclosed herewith is the copy of Disclosure, in the prescribed format, in connection with allotment of 16,00,000 Warrants (8,00,000 to our Company and 8,00,000 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).

Further, this Form be considered as being also filed by Mr. Manohar Bidaye and Mr. Pramoud Rao, the Directors and Shareholders of our Company, who equally (i.e. 50% each) holds shares of our Company, and who are also the Promoters and Directors of 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 Disclosure and acknowledge receipt.

Thanking you,

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

Director

Encl: as above

FROM :ZICOM FAX NO. :42904291 16 Jul. 2012 7:24PM P2

FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13(4), 13(4A) and 13(6)]

Details of change in shareholding or voting rights held by Director or Officer and his dependants or Promoter or Person who is part of Promoter Group of a listed company

Name, PAN No. & Address of Promoter/Person who is part of Promoter Group/Director/Officer	No. & % of shares/voting rights held by the Promoter / Person who is part of Promoter Group / Director/Officer (Pre acquisition)	Date of receipt of allotment advice/ acquisition / sale of shares/voting rights	Date of intimation to company	Mode of acquisition (market purchase/public/rights/preferential offer, etc.)/sale	No. & % of shares/ voting rights post acquisition/ sale	Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value (Rs.)
Baronet Properties and Investments Private Limited PAN: AAACB4730H Address: 1901 / 1902, A Wing, Oberoi Gardens, Thakur Village, Kandivali East, Mumbai 400101.	7,30,652 (4.57%)*	October 20, 2011[$]	July 16, 2012	Market Purchase	7,35,652 (4.60%)*	Kotak Securities Limited SEBI Reg. no: INE 010808153 Trading member code no. WDVR2[$]	BSE[$]	2,500[$] (0.02%)*	₹ 1,02,436/-[$]	-	-
						SEBI Reg. no: INE 230808130 Trading member code no. WDVR2[$]	NSE[$]	2,500[$] (0.02%)*	₹ 1,02,523/-[$]		
	N.A.	July 13, 2012	July 16, 2012	Preferential Offer	15,35,652 (8.73%)[#]	N.A.	N.A.	8,00,000[@]	₹ 92,00,000/-**	-	-

Note:

[@] This Form is being filed in respect of allotment of 8,00,000 Warrants, carrying right to subscribe to equal number of Equity Shares, made on July 13, 2012 to our Company, on preferential basis by Zicom Electronic Security Systems Limited (Zicom). However, the percentage of shares / voting rights acquired cannot be computed, as our Company will acquire equal number of Equity Shares against the said Warrants at a future date.

* The percentage of shares / voting rights prior to acquisition and the percentage of shares / voting rights after acquisition are based on the revised Paid-up Capital after allotment of 33,00,000 (29,00,000 + 4,00,000) Equity Shares to Aark Singapore Pte. Ltd. and Mr. V. Raman Kumar respectively, made on same day i.e. July 13, 2012; but before the conversion of the Warrants.

[$] The acquisition of 5,000 shares is intimated now, as the change had not exceeded ₹ 5,00,000/- in value or 25,000 shares or 1% of the total shareholding / voting rights since our last disclosure dated October 21, 2011 and November 19, 2011.

[#] Shareholding subsequent to acquisition has been computed after considering conversion of total 16,00,000 Warrants (8,00,000 to our Company and 8,00,000 to Coronet Properties and Investments Private Limited, another Promoter Group Company and PAC) into equal number of Equity Shares.

** Buy Value of the 8,00,000 Warrants calculated @ ₹ 11.50 per Warrant, which is 25% of the Face Value of the equal number of Equity Shares to be acquired against the said Warrants. Buy Value of the said 8,00,000 Shares, when applied and allotted would in aggregate be ₹ 3,68,00,000/-, calculated @ ₹ 46/- per Share. The difference between the Face Value of the Warrant and the Face Value of the Share i.e. ₹ 34.50 (₹ 46 – ₹ 11.50) per Share aggregating to ₹ 2,76,00,000/- on the said 8,00,000 Shares towards their buy value would be paid by us at the time of acquisition of the Shares.

This Form be considered as being also filed by Mr. Manohar Bidaye and Mr. Pramoud Rao, the Directors and Shareholders of our Company, who equally (i.e. 50% each) holds Shares of the Company, and who are also the Promoters and Directors of Zicom.

For Baronet Properties and Investments Private Limited

Pramoud Rao

Director

Manohar Bidaye

Pramoud Rao

Pramoud Rao