BARONET PROPERTIES & INVESTMENTS PVT. LTD

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

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	**Zicom Electronic Security Systems Limited**		
2. 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**		
3. Whether the Acquirer belongs to Promoter / Promoter group	**Yes**		
4. 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**		
5. Details of the acquisition / disposal / holding of shares / voting rights / holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC
Before the acquisition / disposal under consideration, holding of:			
a) Shares carrying voting rights			
1. Baronet Properties & Investments Private Limited (Acquirer)	**12,35,652**	**7.27**	**7.02(*)**
2. Persons Acting in Concert (PAC) (as per Annexure I)	**24,01,371**	**14.13**	**13.64(*)**
b) Voting rights (VR) 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)			
1. Baronet Properties & Investments Private Limited (Acquirer)	**3,00,000**	**N.A.**	**1.70(*)**
2. Coronet Properties & Investments Private Limited (PAC)	**3,00,000**	**N.A.**	**1.70(*)**
Total (a+b+c)	**42,37,023**	**N.A.**	**24.06(*)**

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Details of acquisition / sale			
a) Shares carrying voting rights acquired / sold	**3,00,000**	**1.71(#)**	**1.70(@)**
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	**Nil**	**Nil**	**Nil**
Total (a+b+c)	**3,00,000**	**1.71 (#)**	**1.70 (@)**
After the acquisition / sale, holding of:			
a) Shares carrying voting rights			
1. Baronet Properties & Investments Private Limited (Acquirer)	**15,35,652**	**8.73(#)**	**8.72(@)**
2. Persons Acting in Concert (PAC) (as per Annexure II)	**27,01,371**	**15.35(#)**	**15.34(@)**
b) VRs 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) after acquisition	**Nil**	**Nil**	**Nil**
Total (a+b+c)	**42,37,023**	**N.A.**	**24.06(@)**
6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	**Upon exercise of option attached to the Warrants allotted on preferential basis, into equal number of Equity Shares.**		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable.	**December 2, 2013**		

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8. Equity share capital / total voting capital of the TC before the said acquisition / sale	**₹ 16,99,98,290/- comprised of 1,69,99,829 Equity Shares of ₹ 10/- each**
9. Equity share capital / total voting capital of the TC after the said acquisition / sale	**₹ 17,59,98,290/- comprised of 1,75,99,829 Equity Shares of ₹ 10/- each**
10. Total diluted share / voting capital of the TC after the said acquisition / sale	**₹ 17,61,15,290/- comprised of 1,76,11,529 Equity Shares of ₹ 10/- each** (@)

Note:

(*) Computation of % of total diluted share / voting capital under point no. 5 above i.e. "Before acquisition / disposal under consideration" has been made considering full conversion of total outstanding 6,00,000 Warrants allotted to Promoter Group Companies and outstanding 11,700 Stock Options into equal number of Equity Shares.

(#) Computation of % of total share / voting capital under point no. 5 above i.e. "Details of acquisition / sale" and "After acquisition / sale" has been made based on paid-up share capital after considering the allotment of 6,00,000 Equity Shares upon exercise of option attached to Warrants.

(@) Computation of % of total diluted share / voting capital under point no. 5 above i.e. "Details of acquisition / sale" and "After acquisition / sale" has been made considering full conversion of balance outstanding 11,700 Stock Options into equal number of Equity Shares.

For **Baronet Properties & Investments Private Limited**

Director

Place: Mumbai
Date: December 3, 2013

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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 / disposal under consideration, holding of:

Sr. No.	Name of the Person	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	12,35,652	7.27	7.02
	Total (A)	**12,35,652**	7.27	7.02
	PERSONS ACTING IN CONCERT			
1	Manohar Bidaye	4,30,100	2.53	2.44
2	Pramoud Vinayak Rao	4,98,600	2.93	2.83
3	Harish Nayak	75,100	0.44	0.43
4	Gauri P. Rao	4,000	0.02	0.02
5	Laxmi Harish Nayak	1,01,500	0.60	0.58
6	Coronet Properties & Investments Private Limited	10,86,286	6.39	6.17
7	Progressive Equifin Private Limited	1,45,264	0.85	0.82
8	Success Equifin Private Limited	60,521	0.36	0.34
	Total (B)	**24,01,371**	**14.12**	**13.63**
	Total (A) + (B)	**36,37,023**	**21.39**	**20.65**

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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 / sale, holding of:

Sr. No.	Name of the Person	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	8.73	8.72
	Total (A)	**15,35,652**	**8.73**	**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	7.87
7	Progressive Equifin Private Limited	1,45,264	0.82	0.82
8	Success Equifin Private Limited	60,521	0.34	0.34
	Total (B)	**27,01,371**	**15.34**	**15.34**
	Total (A) + (B)	**42,37,023**	**24.07**	**24.06**

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