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February 8, 2017

The Secretary / Corporate Relationship Dept.
The Bombay Stock Exchange Limited.
P.J. Towers,
Dalal Street, Fort,
Mumbai 400001.

Stock Code: 531404

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

Stock Code: ZICOM

Ref: ISIN INE 871B01014

Dear Sir / Madam,

Sub: Declaration of Voting Results of Postal Ballot

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Postal Ballot Notice dated December 30, 2016, we enclose herewith the disclosure pertaining to the combined voting results (i.e. results of Postal Ballot together with remote e-voting) alongwith the Consolidated Scrutinizer's Report issued by Ms. Purvi Vasha, Practicing Company Secretary. The results were declared by the Chairman at the Registered Office of the Company.

Further please note, in terms of the Scrutinizer's Report, all the three Special Resolutions mentioned in the Postal Ballot Notice have been approved by the Members with requisite majority. The said Special Resolutions are deemed to have been passed on February 6, 2017, being the last date specified by the Company for receipt of duly completed Postal Ballot Forms / e-voting.

Kindly take above on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For **Zicom Electronic Security Systems Limited**

K. Trivedi

Kunjan Trivedi
Company Secretary

Encl: as above

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DISCLOSURE REGARDING VOTING RESULTS OF THE POSTAL BALLOT OF THE COMPANY AS PER REGULATION 44(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Company	Zicom Electronic Security Systems Limited
~~Date of the AGM / EGM~~ **Three Special Resolutions passed through Postal Ballot**	February 6, 2017
Date of announcement of Postal Ballot Results	February 8, 2017
Total number of shareholders on record date	18311
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable

Details of the Agenda and Voting Results:

RESOLUTION NO. 1:

Increase in Authorized Share Capital of the Company and Alteration of Capital Clause in the Memorandum and Articles of Association of the Company.

Resolution required				Special				
Whether Promoter / Promoter group are interested in the agenda / resolution				No				
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	4237523	4237523	100.00	4237523	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	**4237523**	**4237523**	**100.00**	**4237523**	**0**	**100.00**	**0.00**
Public - Institutions	**E-Voting**	252396	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	**252396**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
Public – Non Institutions	**E-Voting**	15709910	11669	0.07	7819	3850	67.01	32.99
	Postal Ballot		1712821	10.90	1712302	2	99.97	0.00
	Total	**15709910**	**1724490**	**10.98**	**1720121**	**3852**	**99.75**	**0.22**
Total		**20199829**	**5962013**	**29.52**	**5957644**	**3852**	**99.93**	**0.06**

Zicom Electronic Security Systems Ltd.
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Tel.: +91 22 4290 4290 | Fax.: +91 22 4290 4291 | www.zicom.com | Toll Free: 1-800-270-4567
CIN : L32109MH1994PLC083391

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RESOLUTION NO. 2:

Conversion of Debt into Equity Shares of the Company.

Resolution required				Special				
Whether Promoter / Promoter group are interested in the agenda / resolution				No				
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	4237523	4237523	100.00	4237523	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	**4237523**	**4237523**	**100.00**	**4237523**	**0**	**100.00**	**0.00**
Public - Institutions	**E-Voting**	252396	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	**252396**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
Public – Non Institutions	**E-Voting**	15709910	11669	0.07	7719	3950	66.15	33.85
	Postal Ballot		1712821	10.90	1712302	2	99.97	0.00
	Total	**15709910**	**1724490**	**10.98**	**1720021**	**3952**	**99.74**	**0.23**
Total		**20199829**	**5962013**	**29.52**	**5957544**	**3952**	**99.93**	**0.07**

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RESOLUTION NO. 3:

Re-appointment of Mr. Pramoud Rao (DIN: 00010743) as Managing Director of the Company for a period of five years effective from March 1, 2017 till February 28, 2022, including the terms of his remuneration for a period of three years effective from March 1, 2017 till February 29, 2020.

Resolution required				Special				
Whether Promoter / Promoter group are interested in the agenda / resolution				Yes				
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	4237523	4237523	100.00	4237523	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	**4237523**	**4237523**	**100.00**	**4237523**	**0**	**100.00**	**0.00**
Public - Institutions	**E-Voting**	252396	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	**252396**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
Public – Non Institutions	**E-Voting**	15709910	11669	0.07	6819	4850	58.44	41.56
	Postal Ballot		1712821	10.90	1712302	2	99.97	0.00
	Total	**15709910**	**1724490**	**10.98**	**1719121**	**4852**	**99.69**	**0.28**
Total		**20199829**	**5962013**	**29.52**	**5956644**	**4852**	**99.91**	**0.08**

For **Zicom Electronic Security Systems Limited**

Manohar Bidaye
Chairman

Zicom Electronic Security Systems Ltd.

PURVI P. VASHA

Practising Company Secretary

B.com, ACS, LLB (Gen.)

Add: J-15, 2nd Floor, Mangal Kunj, S. V. Road, Borivali (West), Mumbai – 400 092.

Email:purvi.vasha@gmail.com Mobile: +9930963321

Date: February 07, 2017

To,
The Chairman,
Zicom Electronic Security Systems Limited (CIN: L32109MH1994PLC083391),
501, Silver Metropolis,
Western Express Highway,
Goregaon (East), Mumbai 400063.

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot

The Board of Directors of Zicom Electronic Security Systems Limited("the Company") at its meeting held on December30, 2016,had appointed me as "Scrutinizer" for voting by Postal Ballot (for both Postal Ballot Forms and E-voting process),to be carried out by the Company pursuant to Section 108 and 110 of the Companies Act 2013('the Act'),read with the Companies(Management and Administration) Rules ('the Rules')and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,in respect of items of resolutions seeking members' approval as under:

i) Special Resolution approving Increase in Authorized Share Capital of the Company and Alteration of Capital Clause in the Memorandum and Articles of Association of the Company;

ii) Special Resolution approving Conversion of Debt into Equity Shares of the Company;

iii) Special Resolution approving Re-appointment of Mr. Pramoud Rao (DIN: 00010743) as Managing Director of the Company

All the above resolutions are herein after collectively referred to as the "Resolutions".

I HEREBY SUBMIT MY REPORT AS UNDER:

1. The Company had on January 07, 2017, completed dispatch of the Postal Ballot Notice, along with Explanatory Statement and the Postal Ballot Forms through Courier, together with details of electronic voting to those Members, whose names appeared in the Register of Members /Records of Depositories as onDecember30, 2016.

2. The Company had made arrangement with Central Depository Services Limited (CDSL) for providing electronic voting facilities to all the Members, who were eligible to take part in the voting process.

PURVI P. VASHA
Practising Company Secretary
B.com, ACS, LLB (Gen.)
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3. The particulars of all Postal Ballot Forms received from/ details of electronic votes casted by Members have been entered in separate Registers maintained for the purpose.

4. All Postal Ballot Forms received / electronic votes casted upto5:00p.m. on Monday, February 06, 2017 were considered for my scrutiny. For electronic voting, I have relied on the data of voting made available to me on the CDSL portal for the same.

5. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means and voting by Postal Ballot Forms on the Resolutions contained in the Notice of the Postal Ballot. My responsibility as a Scrutinizer for the voting is restricted to make a Scrutinizer's Report of the votes cast in "for" or "against" the resolutions stated in the said Postal Ballot notice through Postal Ballot Forms and based on the reports generated from the e-voting system provided by CDSL, the authorized agency to provide e-voting facilities, as well as the relevant data provided to me by the Company and the Registrar & Transfer Agent of the Company, viz. Bigshare Services Private Limited.

6. Summary of the Postal Ballot Forms / Electronic Votes received is as under:

Resolution No. 1: Special Resolution:

Increase in Authorized Share Capital of the Company and Alteration of Capital Clause in the Memorandum and Articles of Association of the Company:

(i) Total Votes Cast:

Type of Voting	Number of members Voted	Number of shares held	Number of votes cast by them
E-voting	32	4249192	4249192
Ballot	43	1712821	1712821
Total	**75**	**5962013**	**5962013**

(ii) Voted **in favour** of the resolution:

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	31	4245342	99.91%
Ballot	38	1712302	100.00%
Total	**69**	**5957644**	**99.94%**

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Practising Company Secretary
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(iii)Voted **against** the resolution:

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	3850	0.09%
Ballot	1	2	0.00%
Total	**2**	**3852**	**0.06%**

(iv)**Invalid** votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot *	4	517

Note:
* Includes total four invalid cases, one on account of unsigned postal ballot form; and three on account of signature difference.

Resolution No. 2: Special Resolution:

Conversion of Debt into Equity Shares of the Company:

(i) Total Votes Cast:

Type of Voting	Number of members Voted	Number of shares held	Number of votes cast by them
E-voting	32	4249192	4249192
Ballot	43	1712821	1712821
Total	**75**	**5962013**	**5962013**

(ii) Voted **in favour** of the resolution:

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	30	4245242	99.91%
Ballot	38	1712302	100%
Total	**68**	**5957544**	**99.93%**

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(iii)Voted **against** the resolution:

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	3950	0.09%
Ballot	1	2	0.00%
Total	**3**	**3952**	**0.07%**

(iv)**Invalid** votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot *	4	517

Note:
* Includes total four invalid cases, one on account of unsigned postal ballot form; and three on account of signature difference.

Resolution No. 3: Special Resolution:

Re-appointment of Mr. Pramoud Rao (DIN:00010743) as the Managing Director for a period of five years and the terms of his remuneration for a period of three years, both w.e.f. March 1, 2017.

(i) Total Votes Cast:

Type of Voting	Number of members Voted	Number of shares held	Number of votes cast by them
E-voting	32	4249192	4249192
Ballot	43	1712821	1712821
Total	**75**	**5962013**	**5962013**

(ii) Voted **in favour** of the resolution:

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	29	4244342	99.89%
Ballot	38	1712302	100%
Total	**67**	**5956644**	**99.92%**

PURVI P. VASHA
Practising Company Secretary
B.com, ACS, LLB (Gen.)
Add: J-15, 2nd Floor, Mangal Kunj, S. V. Road, Borivali (West), Mumbai – 400 092.
Email:purvi.vasha@gmail.com Mobile: +9930963321

(iii)Voted **against** the resolution:

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	3	4850	0.11%
Ballot	1	2	0.00%
Total	**4**	**4852**	**0.08%**

(iv)**Invalid** votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot *	4	517

Note:
*Includes total four invalid cases, one on account of unsigned postal ballot form; and three on account of signature difference.

7. You may accordingly declare the result of the Postal Ballot exercise.

8. Register of Postal Ballot, Postal Ballot (physical), reports on e-voting generated from the system provided by CDSL, and all other relevant records of voting process given / provided / maintained in electronic mode will remain in my custody until the Chairman considers, approves and signs the minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Yours Sincerely,

Purvi P. Vasha-Scrutinizer
Practising Company Secretary
ACS No. 17123
C.P. No. 14069.

For Zicom Electronic Security Systems Limited

Manohar Bidaye
Chairman