ZICOM

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October 1, 2015

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

Fax No. 22723121 / 22721278

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.

Fax No. 26598237 / 26598238

Stock Code: ZICOM

Ref: ISIN INE 871B01014

Dear Sir / Madam,

Sub: Disclosure of Voting Results of the 21st Annual General Meeting of the Company held on September 29, 2015 as per the requirement of Clause 35A of the Equity Listing Agreement

Further to our letter dated September 29, 2015 informing you in brief about the Outcome of Annual General Meeting, we enclose herewith the disclosure pertaining to the combined voting results (i.e. results of remote e-voting together with that of poll) at the 21st Annual General Meeting of the Company held on Tuesday, September 29, 2015 in terms of Clause 35A of the Listing Agreement. We also enclose herewith the Consolidated Scrutinizer's Report on the remote e-voting and poll conducted at the 21st Annual General Meeting of the Company. In terms of the Scrutinizer's Report all the resolutions proposed at the 21st Annual General Meeting held on September 29, 2015 have been passed with requisite majority which please note.

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

Thanking you,

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

ZICOM ELECTRONIC SECURITY SYSTEMS LTD.

Kunjan Trivedi
Company Secretary

Encl: as above

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DISCLOSURE REGARDING VOTING RESULTS OF THE 21ST ANNUAL GENERAL MEETING (AGM) OF THE COMPANY AS PER CLAUSE 35A OF THE LISTING AGREEMENT

Name of the Company: Zicom Electronic Security Systems Limited

Date of the AGM: 29th September, 2015

Book Closure Date: 22nd September, 2015 to 29th September, 2015

Total number of shareholders on record date / date of book closure: 11,987

Total number of Shareholders present in the meeting either in person or through proxy:

Category	Number of Shareholders present in person (including Authorised Representative) or through Proxy
Promoters and Promoter Group	12
Public	43
Total	**55**

No. of Shareholders attended the meeting through Video Conferencing:

Category	
Promoters and Promoter Group	**No Video Conference facility was arranged**
Public	

* No voting through Postal Ballot was done.

ZICOM ELECTRONIC SECURITY SYSTEMS LTD.

Zicom Electronic Security Systems Ltd.
501, Silver Metropolis, Western Express Highway, Goregaon (E), Mumbai - 400 063.
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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Details of the Agenda and Voting Results:

RESOLUTION NO. 1:

Receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015.

Resolution required	Ordinary
Mode of Voting	e-Voting / Poll
Remark	Resolution was passed with requisite majority

Promoter / Public	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	4237523	4237523	100.00	4237523	Nil	100.00	0.00
Public - Institutional holders	224330	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	15737976	5346142	33.97	5346139	3	100.00	0.00
Total	20199829	9583665	47.44	9583662	3	100.00	0.00

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RESOLUTION NO. 2:

Declaration of dividend for the financial year ended March 31, 2015.

Resolution required	Ordinary
Mode of Voting	e-Voting / Poll
Remark	Resolution was passed with requisite majority

Promoter / Public	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	4237523	4237523	100.00	4237523	Nil	100.00	0.00
Public - Institutional holders	224330	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	15737976	5346142	33.97	5346139	3	100.00	0.00
Total	20199829	9583665	47.44	9583662	3	100.00	0.00

RESOLUTION NO. 3:

Appointment of Mr. V. Raman Kumar (DIN: 00245022), who retires by rotation and being eligible, offers himself re-appointment.

Resolution required	Ordinary
Mode of Voting	e-Voting / Poll
Remark	Resolution was passed with requisite majority

Promoter / Public	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	4237523	4237523	100.00	4237523	Nil	100.00	0.00
Public - Institutional holders	224330	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	15737976	5344542	33.96	5344539	3	100.00	0.00
Total	20199829	9582065	47.44	9582062	3	100.00	0.00

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RESOLUTION NO. 4:

Appointment of M/s. Shyam Malpani & Associates, Chartered Accountants, as the Auditors of the Company.

Resolution required	Ordinary
Mode of Voting	e-Voting / Poll
Remark	Resolution was passed with requisite majority

Promoter / Public	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	4237523	4237523	100.00	4237523	Nil	100.00	0.00
Public - Institutional holders	224330	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	15737976	5346142	33.97	5346139	3	100.00	0.00
Total	20199829	9583665	47.44	9583662	3	100.00	0.00

RESOLUTION NO. 5:

Appointment of Ms. Kunjan Trivedi (DIN: 07131011), as Director liable to retire by rotation.

Resolution required	Ordinary
Mode of Voting	e-Voting / Poll
Remark	Resolution was passed with requisite majority

Promoter / Public	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	4237523	4237523	100.00	4237523	Nil	100.00	0.00
Public - Institutional holders	224330	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	15737976	5344542	33.96	5344539	3	100.00	0.00
Total	20199829	9582065	47.44	9582062	3	100.00	0.00

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RESOLUTION NO. 6:

Appointment of Ms. Kunjan Trivedi (DIN: 07131011) as a Whole-time Director designated as "Whole-time Director and Company Secretary" for a period of 1 year commencing from March 26, 2015 and approve terms and conditions of her appointment, including the terms of her remuneration.

Resolution required	Special
Mode of Voting	e-Voting / Poll
Remark	Resolution was passed with requisite majority

Promoter / Public	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	4237523	4237523	100.00	4237523	Nil	100.00	0.00
Public - Institutional holders	224330	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	15737976	5344542	33.96	5344539	3	100.00	0.00
Total	20199829	9582065	47.44	9582062	3	100.00	0.00

RESOLUTION NO. 7:

Approval of terms of remuneration of Mr. Pramoud Rao (DIN: 00010743), Managing Director, for balance period of 2 years of his tenure, i.e. from March 1, 2015 till February 28, 2017.

Resolution required	Special
Mode of Voting	e-Voting / Poll
Remark	Resolution was passed with requisite majority

Promoter / Public	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	4237523	4237523	100.00	4237523	Nil	100.00	0.00
Public - Institutional holders	224330	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	15737976	5346042	33.97	5346039	3	100.00	0.00
Total	20199829	9583565	47.44	9583562	3	100.00	0.00

For Zicom Electronic Security Systems Limited

Kunjan Trivedi
Company Secretary

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

To,
Mr. Manohar Bidaye,
The Chairman,
Zicom Electronic Security Systems Limited,
501, Silver Metropolis,
Western Express Highway,
Goregaon (East),
Mumbai – 400 063.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by physical ballot forms, conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended at the Annual General Meeting of Zicom Electronic Security Systems Limited held on Tuesday, September 29, 2015, at 10.30 a.m.

I, Purvi P. Vasha, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Zicom Electronic Security Systems Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to scrutinize the remote e-voting process and physical ballot process at the Annual General Meeting of Zicom Electronic Security Systems Limited held on Tuesday, September 29, 2015, at 10.30 a.m.; and ascertaining the requisite majority on the said voting.

The management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the relevant Rules prescribed in this regard. My responsibility as a Scrutinizer for remote e-voting and physical ballot process is restricted to make a Scrutinizer's Report of the votes cast "In Favour" or "Against" the resolutions stated in the Notice, based on the reports generated from e-voting system provided by Central Depository Services Limited (CDSL), the Authorized agency to provide e-voting facility engaged by the Company and Physical Ballots provided at the Annual General Meeting by the Company/the Registrar, Bigshare Services Pvt. Ltd.

The Notice dated May 27, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Company had provided the e-voting facility offered by Central Depository Services Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company. The Company had also provided voting facility through ballot papers to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of September 22, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on September 26, 2015 at 9:30 a.m. (IST) and ended on September 28, 2015 at 5:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

Pvasha

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

After the closure of the voting at the Annual General Meeting, the ballot forms were duly opened in my presence and the voting was diligently scrutinized; and the shareholding was confirmed with the Register of Members / the List of Beneficiaries as on September 22, 2015, being cut off date, as provided to me by the Registrar & Transfer Agents of the Company. The report on voting done at the meeting was generated in my presence.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses, who are not in the employment of the Company.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services Limited (CDSL) e-voting system through Scrutinizer's Access provided to me for the purpose.

Based on the above, I now submit my Consolidated Report as under on the results of the remote e-voting and voting at the meeting in respect of the said Resolutions.

Resolution No. 1:

Ordinary Resolution to receive, consider and adopt:

a) **Audited Financial Statements of the Company, for the financial year ended March 31, 2015, together with the reports of the Board of Directors and Auditors thereon; and**
b) **The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015.**

(i) 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	46	6127478	63.94%
Ballot	17	3456184	36.06%
Total	63	9583662	100.00%

(ii) 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	3	0.00%
Ballot	0	0	0.00%
Total	2	3	0.00%

(iii) **Invalid** votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NA
Ballot	5	189105

Vasha

PURVI P. VASHA
Practising Company Secretary
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Resolution No. 2:

Ordinary Resolution to Declare Dividend for the financial year ended March 31, 2015:

(i) 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	46	6127478	63.94%
Ballot	17	3456184	36.06%
Total	63	9583662	100.00%

(ii) 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	3	0.00%
Ballot	0	0	0.00%
Total	2	3	0.00%

(iii) **Invalid** votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NA
Ballot	5	189105

Resolution No. 3:

Ordinary Resolution to appoint a Director in place of Mr. V. Raman Kumar (DIN: 00245022) who retires by rotation and being eligible offers himself for re-appointment:

(i) 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	44	6125878	63.93%
Ballot	17	3456184	36.07%
Total	61	9582062	100%

(ii) 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	3	0.00%
Ballot	0	0	0.00%
Total	2	3	0.00%

Vasha

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Practising Company Secretary
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Email:purvi.vasha@gmail.com Mobile: +9930963321

(iii) **Invalid** votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NA
Ballot	5	189105

Resolution No. 4:

Ordinary Resolution to appoint M/s Shyam Malpani & Associates, Chartered Accountants, as the Auditors of the Company.

(i) 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	46	6127478	63.94%
Ballot	17	3456184	36.06%
Total	63	9583662	100.00%

(ii) 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	3	0.00%
Ballot	0	0	0.00%
Total	2	3	0.00%

(iii) **Invalid** votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NA
Ballot	5	189105

Resolution No. 5:

Ordinary Resolution to appoint Ms. Kunjan Trivedi (DIN: 07131011) as Director liable to retire by rotation.

(i) 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	44	6125878	63.93%
Ballot	17	3456184	36.07%
Total	61	9582062	100%

Pvasha

PURVI P. VASHA
Practising Company Secretary
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(ii) 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	3	0.00%
Ballot	0	0	0.00%
Total	2	3	0.00%

(iii) **Invalid** votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NA
Ballot	5	189105

Resolution No. 6:

Special Resolution to approve appointment of Ms. Kunjan Trivedi (DIN: 07131011) as a Whole-time Director designated as "Whole-time Director and Company Secretary" for a period of 1 year commencing from March 26, 2015 and approve terms and conditions of her appointment, including the terms of her remuneration.

(i) 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	44	6125878	63.93%
Ballot	17	3456184	36.07%
Total	61	9582062	100%

(ii) 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	3	0.00%
Ballot	0	0	0
Total	2	3	0.00%

(iii) **Invalid** votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NA
Ballot	5	189105

PURVI P. VASHA
Practising Company Secretary
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Resolution No. 7:

'Special Resolution to approve the terms of remuneration of Mr. Pramoud Rao (DIN: 00010743), Managing Director, for balance period of 2 years of his tenure i.e. from March 1, 2015 till February 28, 2017.

(i) 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	45	6127378	63.94%
Ballot	17	3456184	36.06%
Total	62	9583562	100%

(ii) 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	3	0.00%
Ballot	0	0	0
Total	2	3	0.00%

(iii) **Invalid** votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NA
Ballot	5	189105

Note: The break-up of Invalid Voting is as under:

a) Voting by 1 Shareholder holding 5 Shares was considered invalid for the reason "Signature Differs".

b) Voting by 4 Shareholders holding 1,89,100 Shares was considered invalid for the reason "Duplicate Voting".

c) 2 Shareholders holding total 1600 Equity Shares have refrained from voting for Resolution No. 3, 5 & 6. 1 Shareholder holding 100 Shares has refrained from voting for Resolution No. 7. Their shareholding is not being considered for the respective resolution on which they have not voted.

The Register and all other papers and relevant records containing details of the Equity Shareholders who voted "IN FAVOUR" or "AGAINST" and those whose votes were declared invalid for each resolution on the voting shall remain in my safe custody until the Chairman approves and signs the Minutes of the aforesaid Annual General Meeting, and the same would thereafter be handed over to the Company Secretary.

PURVI P. VASHA

Practising Company Secretary

B.com, ACS, LLB (Gen.)

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

The above mentioned resolutions are deemed to be passed as on 21st Annual General Meeting of the Company, i.e. September 29, 2015.

Thanking you,

Yours Sincerely,

Purvi P. Vasha
Practicing Company Secretary

ACS No. 17123
C.P. No. 14069

Counter Signed By:
For Zicom Electronic Security Systems Limited

Mr. Manohar Bidaye
Chairman

Zicom Electronic Security Systems Ltd.

Date: September 30, 2015
Place: Mumbai