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December 23, 2014

The Manager
Listing Department,
National Stock Exchange of India Ltd.
'Exchange Plaza', C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Fax No. 26598237/26598238

Stock Code - ZICOM

Ref: ISIN INE 871B01014

Dear Sir/Madam,

Sub: **Notice of Extraordinary General Meeting**

As required under Clause 31 of the Listing Agreement, we enclose herewith six copies of Notice of Extraordinary General Meeting, which has been dispatched to all the Shareholders, for your reference & record.

As already informed to you vide our letter dated December 17, 2014, the said Extraordinary General Meeting is scheduled on Friday, January 16, 2015 at 10.30 a.m. at Mumbai Cricket Association Recreation Centre, RG – 2, G – Block, Near Laxmi Tower, Bandra Kurla Complex, Bandra (East), Mumbai 400051.

Kindly take on record and acknowledge receipt of the same.

Thanking you,

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

Kunjan Trivedi
Company Secretary

Encl: as above

Zicom Electronic Security Systems Limited

CIN: L32109MH1994PLC083391
Regd. Office: 501, Silver Metropolis, Western Express Highway, Goregaon (East), Mumbai 400063.
Tel.: 22 4290 4290 | Fax: 22 4290 4291 | Email: investors@zicom.com | Website: www.zicom.com

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NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of ZICOM ELECTRONIC SECURITY SYSTEMS LIMITED will be held on Friday, January 16, 2015, at 10:30 a.m., at Mumbai Cricket Association Recreation Centre, RG – 2, G – Block, Near Laxmi Tower, Bandra Kurla Complex, Bandra (East), Mumbai 400051, to transact the following business:

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

   "**RESOLVED THAT** pursuant to the applicable provisions of Foreign Exchange Management Act, 1999 ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended (the "FEMA Regulations") and all other applicable acts, laws, rules, regulations, circulars, directions, notifications, press releases, press notes and guidelines issued / to be issued from time to time by the Reserve Bank of India ("RBI") and / or other appropriate authorities (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such consents, approvals, permissions or sanctions as may be required from appropriate authorities under any legislations, rules, regulations and guidelines and also subject to such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals, consents, permissions or sanctions and as agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of Directors which the Board may have constituted or may hereinafter constitute to exercise its powers including powers conferred on the Board by this Resolution), consent and approval of the Members of the Company be and is hereby accorded for investments by Non-Residents Indians / Persons of Indian Origin ("NRIs / PIOs") in the Equity Capital or any other permitted securities of the Company, by way of purchase / acquisition from the market under the Portfolio Investment Scheme or any such other relevant and permitted scheme, on repatriation basis or otherwise, subject to the condition that all such investments, together with their existing holdings shall not exceed, in aggregate, 24% of the paid-up Equity Share Capital or 24% of the total paid-up value of each of other permissible securities of the Company.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and accepting / carrying out any alterations, modifications or variations to this Resolution as may be directed / suggested by such authorities / bodies and delegating all or any of the power conferred herein to any Committee or Directors of the Company."

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and other Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as "the Act") and in accordance with the applicable provisions of the rules, regulations, guidelines, notifications, circulars and clarifications issued by the Securities and Exchange Board of India ("SEBI") including SEBI's Preferential Issue Guidelines, i.e. Chapter VII of the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the "SEBI ICDR Regulations"), the Reserve Bank of India ("RBI"), applicable statutory provisions of Foreign Exchange Management Act, 1999 (the "FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended (the "FEMA Regulations") and rules, regulations, guidelines, notifications, circulars and clarifications made or issued thereunder; and other applicable statutory provisions, enabling provisions of the Memorandum and Articles of Association of the Company, Listing Agreement entered into with Stock Exchange(s) on which the securities of the Company are listed (collectively the "Stock Exchanges") and subject to such consents, approvals, permissions or sanctions as may be required from appropriate authorities under any legislations, rules, regulations and guidelines for the time being in force, and subject to such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals, consents, permissions or sanctions and as agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of Directors which the Board may have constituted or may hereinafter constitute to exercise its powers including powers conferred on the Board by this Resolution), consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, on preferential / private placement basis, through offer letter and / or such other documents / writings; upto 26,00,000 (Twenty Six Lakhs) Equity Shares ("Equity Shares") of Rs.10/- (Rupees Ten only) each of the Company for cash, at a price calculated in accordance with SEBI ICDR Regulations for preferential allotment and relevant guidelines under FEMA and of RBI (as may be applicable) for pricing of such issues, subject to a minimum price of Rs. 160/- (Rupees One Hundred Sixty only) per Equity Share ("Share Price"), i.e. at a premium of Rs. 150/- (Rupees One Hundred Fifty only) per Equity Share, to such persons / entities (collectively the "Proposed Allottees") in the proportion as is set out below, and on such other terms and conditions and in such manner as given herein below, in the annexed Statement pursuant to Section 102 of the Act, and as the Board may determine in its absolute discretion:

Sr. No.	Name of Proposed Allottees	Maximum No. of Equity Shares to be allotted
1.	Mr. Atim Kabra	10,40,850
2.	Frontline Strategy Limited	2,59,150
3.	Mr. Arvind Darab Dubash	6,50,000
4.	Mrs. Sudha Darab Dubash	6,50,000
	Total	**26,00,000**

RESOLVED FURTHER THAT the Equity Shares to be issued by the Company shall be on the following terms and conditions:

(1) the Equity Shares shall be governed by the applicable provisions of the Act, the Memorandum and Articles of Association of the Company and also the applicable guidelines issued by SEBI, RBI or any other appropriate authority as the case may be, or any modifications thereof;

(2) the Equity Shares on issue and allotment, shall rank pari passu in all respects with the existing equity shares of the Company, including for dividend entitlement;

(3) the relevant date for the purpose of determining the price of the Equity Shares in accordance with the SEBI ICDR Regulations be fixed as December 17, 2014, being thirty (30) days prior to the date of this Extraordinary General Meeting scheduled to be held on January 16, 2015;

(4) the Equity Shares and also the entire pre-preferential equity shares held, if any, by the Proposed Allottees, shall be subject to such lock-in as prescribed under the SEBI ICDR Regulations;

(5) the offer, issue and allotment of the Equity Shares shall be made at such time or times, as the Board or any duly authorized Committee of Directors may in its absolute discretion decide, but not later than fifteen (15) days from the date of passing of this Resolution, or within such extended time as any appropriate authority may prescribe or allow (subject to the provisions of the SEBI ICDR Regulations);

(6) the price per Equity Share and / or if required their number shall be appropriately adjusted, subject to the provisions of the Act, FEMA and FEMA Regulations, SEBI ICDR Regulations and RBI Guidelines, and other applicable legislations, rules, regulations and guidelines; for corporate actions such as sub-division or consolidation of shares, bonus issue, rights issue, merger, demerger, sale / transfer of a division / undertaking or any such capital or corporate restructuring.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to take all necessary steps to settle any question, difficulty or doubt that may arise from time to time in regard to the offer, issue and allotment of the Equity Shares to the Proposed Allottees, their pricing and the relevant date for determining the pricing and listing of the Equity Shares and to do all the acts, deeds, matters and things and to finalise and to execute all necessary documents, papers, agreements, deeds, listing and other applications and writings as may be necessary, desirable or expedient as it may deem fit and in the interest of the Company, without being required to seek any further consent or approval of the Members of the Company, decide and approve the other terms and conditions of the issue of the said Equity Shares, or to modify any of them, or reducing the size of the issue or cancelling the issue, or utilization of the proceeds of the issue; subject however to compliance with the provisions of all applicable laws, guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this Resolution, to any Director(s) or any Committee of Directors or any other employee(s) or officer(s) or agent(s) of the Company (as it may consider appropriate) to give effect to this Resolution."

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and other Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as "the Act") and in accordance with the applicable provisions of the rules, regulations, guidelines, notifications, circulars and clarifications issued by the Securities and Exchange Board of India ("SEBI") including SEBI's Preferential Issue Guidelines, i.e. Chapter VII of the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the "SEBI ICDR Regulations") and enabling provisions of the Memorandum and Articles of Association of the Company, Listing Agreement entered into with Stock Exchange(s) on which the securities of the Company are listed (collectively the "Stock Exchanges") and subject to such consents, approvals, permissions or sanctions as may be required from appropriate authorities under any legislations, rules, regulations and guidelines for the time being in force, and subject to such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals, consents, permissions or sanctions and as agreed to by the Board of Directors of the Company (the "Board", which term shall be deemed to include any Committee of Directors which the Board may have constituted or may hereinafter constitute to exercise its powers including powers conferred on the Board by this Resolution), consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches, on preferential / private placement basis, through offer letter and / or such other documents / writings; upto 10,50,000 (Ten Lakhs Fifty Thousand) warrants (the "Warrants"), each Warrant carrying an entitlement to subscribe to one (1) Equity Share of the Company ("Resulting Equity Shares") of Rs. 10/- (Rupees Ten only) each at a price calculated in accordance with SEBI ICDR Regulations for preferential allotment, subject to a minimum price of Rs. 160/- (Rupees One Hundred Sixty only) per Equity Share ("Share Price"), i.e. at a premium of Rs. 150/- (Rupees One Hundred Fifty only) per Equity Share, to the following companies belonging to the Promoters' Group (the "Promoters") in the proportion as is set out below, and on such other terms and conditions and in such manner as given herein below, in the annexed Statement pursuant to Section 102 of the Act, and as the Board may determine in its absolute discretion:

Sr. No.	Name of the Promoters	Maximum No. of Warrants to be allotted
1.	Baronet Properties & Investments Private Limited	5,25,000
2.	Coronet Properties & Investments Private Limited	5,25,000
	Total	**10,50,000**

That is in aggregate upto 10,50,000 (Ten Lakhs Fifty Thousand) Equity Shares may be issued and allotted to the Promoters, on exercise of entitlement to acquire shares on surrender of the Warrants as above.

RESOLVED FURTHER THAT the said Warrants to be issued by the Company shall be on the following terms and conditions:

(1) the holder of each Warrant shall be entitled to subscribe to one (1) equity share of Rs. 10/- each of the Company (at its sole option) and in one or more tranches, at any time within a period of eighteen (18) months from the date of allotment of the said Warrants;

(2) an amount equivalent to twenty five percent (25%) of the Share Price shall be payable at the time of allotment of the Warrants towards face value of the Warrant i.e. Rs. 40/- (Rupees Forty only), which will be adjusted and appropriated against the share application money payable by the Promoters at the time of exercising the option to acquire one (1) Equity Share against each Warrant;

(3) the Promoters shall, at the time of exercise of option to acquire one (1) Equity Share of the Company against each Warrant held by it, pay the balance seventy five percent (75%) of the Share Price i.e. Rs. 120/- (Rupees One Hundred Twenty only);

(4) the Warrants shall have a tenure of eighteen (18) months from the date of their allotment. If the option to acquire Equity Share underlying the Warrant is not exercised by the Promoters within eighteen (18) months from the date of allotment of the Warrants or the Promoters have surrendered the Warrants to the Company before expiry of said eighteen (18) months period, then such Warrants shall stand cancelled and the amount per Warrant, as paid by the Promoters towards its face value shall be forfeited;

(5) the Warrants and the Resulting Equity Shares and also the entire pre-preferential Equity Shares held, if any, by the Promoters shall be subject to such lock-in as prescribed under the SEBI ICDR Regulations;

(6) each of the Warrants shall be independent of the other and shall form part of the same series, and shall be pari passu with each other in all respects;

(7) the Warrants by itself shall not give to the holder(s) thereof any rights of the shareholders of the Company.

RESOLVED FURTHER THAT:

(1) the issue of the Warrants, their surrender or cancellation as well as the issue of the Resulting Equity Shares shall be governed by the applicable provisions of the Act, the Memorandum and Articles of Association of the Company and also the applicable guidelines issued by SEBI or any other authority as the case may be, or any modifications thereof;

(2) the Resulting Equity Shares on their issue and allotment shall rank pari passu in all respects with the existing equity shares of the Company, including for dividend entitlement;

(3) the relevant date for the purpose of determining the price of the Warrants and the Resulting Equity Shares in accordance with the SEBI ICDR Regulations be fixed as December 17, 2014, being thirty (30) days prior to the date of this Extraordinary General Meeting scheduled to be held on January 16, 2015;

(4) the Board be and is hereby authorized to take all necessary steps and do all the acts, deeds, matters and things and to authorize execution of necessary documents, as it may deem expedient and in the interest of the Company, without being required to seek any further consent or approval of the Members of the Company, decide and approve the other terms and conditions of the issue of the Warrants to the Promoters, or relating to acquisition of the shares or reducing the size of the issue or cancelling the issue, or surrender of the Warrants, or utilization of the proceeds of the issue, subject however to compliance with the provisions of all applicable laws, guidelines, notifications, rules and regulations;

(5) the offer, issue and allotment of the Warrants, shall be made at such time or times as the Board or any duly authorised Committee of Directors may in its absolute discretion decide, but not later than fifteen (15) days from the date of this Resolution, or within such extended time as any of the appropriate authority may allow (subject to the provisions of the SEBI ICDR Regulations);

(6) the price per Warrant and the Resulting Equity Shares and / or if required their number shall be appropriately adjusted, subject to the provisions of the Act and SEBI ICDR Regulations, and other applicable legislations, rules, regulations and guidelines, for corporate actions such as sub-division or consolidation of shares, bonus issue, rights issue, merger, demerger, sale / transfer of division / undertaking, or any such capital or corporate restructuring; and

(7) for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or incidental to this Resolution and to settle any question, difficulty or doubt that may arise from time to time in regard to the offer, issue and allotment of the Warrants and the Resulting Equity Shares (as may be required), to the Promoters, their pricing and the relevant date for determining the pricing and listing and to do all the acts, deeds, matters and things and to finalize and to execute all necessary documents, papers, agreements, deeds, listing and other applications and writings as may be necessary, desirable or expedient as it may deem fit and in the interest of the Company, without being required to seek any further consent or approval of the Members of the Company, decide and approve the other terms and conditions of the issue of the said Warrants and the Resulting Equity Shares, or to modify any of them, or reducing the size of the issue or cancelling the issue or utilization of the proceeds of the issue; subject however to compliance with the provisions of all applicable laws, guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this Resolution, to any Director(s) or any Committee of Directors or any other employee(s) or officer(s) or agent(s) of the Company (as it may consider appropriate) to give effect to this Resolution."

By **Order of the Board of Directors**

Kunjan Trivedi
Company Secretary

Place: Mumbai

Date: December 17, 2014

Registered Office:
501, Silver Metropolis,
Western Express Highway,
Goregaon East, Mumbai 400063.

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF; AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING IS ENCLOSED. PROXY IN ORDER TO BE VALID MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

   A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The relative Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business to be transacted at the Meeting as mentioned at Item Nos. 1 to 3 of the Notice, is annexed herewith and forms part of this Notice.

3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a duly certified true copy of the Board Resolution authorizing such representative to attend and vote on their behalf at the ensuing Extraordinary General Meeting.

4. Members / Proxies should bring with them the attendance slip duly filled in for attending the Meeting and produce the same at the entrance of the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID for easy identification of attendance at the Meeting. They are also requested to bring their copy of Notice at the Meeting as no extra copy will be provided.

5. All documents referred to in this Notice and Statement annexed herewith are open for inspection by the Members at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m., upto the date of the Meeting and during the time of the Meeting.

6. In case of joint holder(s) attending the Meeting, only the joint holder higher in the order of names will be entitled to vote.

7. For the convenience of the Members, attendance slip and proxy form are enclosed to this Notice. Members / Proxy holders / Authorized Representatives are requested to fill in details and affix their signatures at the space provided therein and surrender the same at the venue of the Meeting. Proxy / Authorized Representatives of Members should state on their attendance slip as 'Proxy' or 'Authorized Representative' as the case may be.

8. **Voting through electronic means:**

   A. As per Clause 35B of the Listing Agreement read with provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Members, the facility to exercise their right to vote, for the business to be transacted, as mentioned in this Notice of the Extraordinary General Meeting, by electronic means. In this regard, the Company has appointed Central Depository Services Limited (CDSL) for providing e-voting facility. Accordingly, the Members (holding shares both in physical and dematerialized form as on the cut-off date mentioned herein below) are requested to exercise their vote for the business to be transacted in this Notice of the Extraordinary General Meeting by electronic means through the e-voting facility. It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility. A Member may avail of the facility at his / her / its discretion, as per the instructions provided herein.

      The instructions for e-voting are as under:

      (i) Log on to the e-voting website www.evotingindia.com.

      (ii) Click on "Shareholders" tab.

      (iii) Now, select "ZICOM ELECTRONIC SECURITY SYSTEMS LIMITED" from the drop down menu and click on "SUBMIT".

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	• Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the serial / sequence number (refer serial / sequence number printed on the name and address sticker) in the PAN field. • In case the serial / sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial / sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for Zicom Electronic Security Systems Limited on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.

B. The voting period begins on January 10, 2015 (9.30 a.m.) and ends on January 12, 2015 (6:00 p.m.). During this period Member's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of December 12, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

C. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

D. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

E. Mr. Sanjay Dholakia, Practising Company Secretary (Membership No. 2655), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

F. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

G. The Results shall be declared on or after the Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.zicom.com and on the website of CDSL within two (2) days of passing of the Resolution(s) at the Meeting of the Company and communicated to the Stock Exchanges.

9. The Members are hereby requested to register their e-mail address(es) and changes therein from time to time with the Company to facilitate easy paperless expeditious communication.

The following Statement, pursuant to Section 102 of the Companies Act, 2013 (the Act), sets out all material facts relating to the business mentioned at Item Nos. 1 to 3 of the accompanying Notice dated December 17, 2014.

Item No. 1:

In terms of Foreign Exchange Management Act, 1999 read with Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and Reserve Bank of India's Master Circular on Foreign Investment ("FEMA Regulations") in India as amended, Non-Residents Indians / Persons of Indian Origin ("NRIs / PIOs") can, in aggregate, hold upto 10% of paid-up capital of the Company. As per the Regulations, the limit of 10% may be increased upto 24% by the Company concerned by passing a Resolution by its Board of Directors followed by passing of a Special Resolution to that effect by the Members.

At present holding of NRIs / PIOs in the Company is about 6% of paid-up Equity Share Capital, which considering the increased interest for making investment in the equity shares of the Company by NRIs / PIOs may soon reach the prescribed ceiling of 10%. Therefore, to make more space for NRIs / PIOs to invest in the Equity Share Capital or any other permitted securities of the Company, it is proposed to increase the limit of NRIs / PIOs shareholding in the Company upto an aggregate limit of 24% of the paid-up Equity Share Capital or 24% of the total paid-up value of other permissible securities of the Company.

The Special Resolution set out at Item No. 1 of this Notice will also enable the NRIs / PIOs to acquire shares of the Company within proposed aggregate limit of 24% of paid-up Equity Share Capital and / or 24% of the total paid-up value of other permissible securities of the Company under the Portfolio Investment Scheme or any such other relevant and permitted scheme of the Reserve Bank of India.

Nature of concern or interest of Directors / Key Managerial Personnel and their relatives:

No Director, Key Managerial Personnel and their relatives who are resident Indians, is anyway concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1. However, in respect of NRIs / PIOs relatives of Director and Key Managerial Personnel, such Director, Key Managerial Personnel and their respective relatives may be deemed to be concerned or interested to the extent of benefit that they may derive by virtue of increase in limit of investment in the Company by NRIs / PIOs.

The Board recommends the Special Resolution set forth in Item No. 1 for approval of the Members.

Item No. 2:

Section 62 of the Companies Act, 2013 read with the Rules made thereunder (hereinafter referred to as "the Act") inter alia provides for a company to obtain approval of its Members through special resolution if it is proposed to increase the subscribed capital by allotment of further shares on preferential / private placement basis. Further as per Chapter VII of the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the "SEBI ICDR Regulations") as well as in terms of Listing Agreement with the Stock Exchanges, similar requirement of obtaining shareholders' approval by special resolution is prescribed, if a listed company wants to issue and allot further shares on preferential / private placement basis.

The Special Resolution at Item No. 2 in this Notice proposes to offer, issue and allot equity shares of the Company on preferential / private placement basis, as more particularly mentioned in the said Resolution.

Accordingly, consent of the Members is being sought pursuant to the provisions of the Act, SEBI ICDR Regulations and the Listing Agreement and other applicable statutes, rules, regulations, guidelines, notifications and clarifications.

The Special Resolution proposed under Item No. 2 relates to the proposal by the Company to issue and allot upto 26,00,000 (Twenty Six Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company, at a minimum price of Rs. 160/- (Rupees One Hundred Sixty only) per Equity Share, i.e. at a premium of Rs. 150/- (Rupees One Hundred Fifty only) per Equity Share or the price calculated in accordance with SEBI ICDR Regulations, or the price as per the applicable guidelines of the Reserve Bank of India ("RBI") or other appropriate Authority for preferential issue and allotment of Equity Shares, whichever is higher, to the Proposed Allottees mentioned in this Resolution. The Equity Shares will be issued in accordance with and subject to SEBI ICDR Regulations, applicable statutory

provisions of Foreign Exchange Management Act, 1999 ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (the "FEMA Regulations") and other relevant rules, regulations, guidelines, notifications and clarifications of SEBI, RBI and other appropriate authorities.

The Equity Shares proposed to be allotted to the Proposed Allottees shall be locked-in for such period as is prescribed under the applicable provisions of SEBI ICDR Regulations.

The Company proposes the Special Resolution as mentioned at Item No. 2 in the accompanying Notice for approval of the Members.

The other disclosures in accordance with the Companies Act, 2013, the SEBI ICDR Regulations and other applicable provisions of law, in relation to the Special Resolution are as follows:

a) Objects of the Preferential Issue of Equity Shares:

The proceeds of the preferential issue, subject to all the applicable laws, are intended to be utilized by the Company for making investment in subsidiaries, for meeting the incremental and long term working capital requirements of the Company and its subsidiaries and control the debts of the Company and its subsidiaries.

b) Proposal of the Promoters / Directors / Key Management Personnel to subscribe to Equity Shares:

None of the Promoters / Directors / Key Management Personnel of the Company has intention or proposal to subscribe to any of the Equity Shares proposed to be issued under this Resolution. None of the Proposed Allottees belongs to any of the said categories.

The Proposed Allottees have conveyed in writing to the Company about their respective intention to subscribe to the Equity Shares proposed to be issued and allotted to them in the proportion mentioned in the proposed Resolution under this Item of the Notice. They have also undertaken to comply with the necessary requirements of the statutes, rules, regulations, guidelines, notifications and circulars that are applicable in this regard; and the directions and terms and conditions of approvals, consents and permissions that may be required in this regard from the appropriate authorities.

c) Shareholding Pattern before and after the issue and allotment of Equity Shares pursuant to Resolutions at Item Nos. 2 and 3 of the Notice (based on the Shareholding Pattern as on December 12, 2014) is as follows:

Shareholding Pattern				Before considering effect of increase in share capital under Resolutions at Item Nos. 2 and 3 of this Notice		After considering effect of increase in share capital under this Resolution, but before giving effect of increase in share capital under Resolution at Item No. 3 of this Notice		After considering effect of increase in share capital under Resolutions at Item Nos. 2 and 3 of this Notice	
			Category	**No. of Shares held**	**% of shareholding**	**No. of Shares held**	**% of shareholding**	**No. of Shares held**	**% of shareholding**
A.			**Promoters' holding**						
	1.		Promoters & Persons Acting in concert						
		a.	Indian Promoters						
			Individuals	9,32,700	5.30	9,32,700	4.62	9,32,700	4.39
			Bodies Corporate:						
			- **Baronet Properties & Investments Pvt. Ltd.** (Proposed Allottees under Resolution No. 3)	**15,35,652**	**8.73**	**15,35,652**	**7.60**	**20,60,652**	**9.70**
			- **Coronet Properties & Investments Pvt. Ltd.** (Proposed Allottees under Resolution No. 3)	**13,86,286**	**7.87**	**13,86,286**	**6.86**	**19,11,286**	**8.99**
			- Others	2,05,785	1.17	2,05,785	1.02	2,05,785	0.97
		b.	Foreign Promoters[#]	1,76,600	1.00	1,76,600	0.87	1,76,600	0.83
			Sub-Total A	**42,37,023**	**24.07**	**42,37,023**	**20.98**	**52,87,023**	**24.88**
B.			**Public Shareholding**						
	1.		Institutions **(B1)**	**5,78,672**	**3.29**	**5,78,672**	**2.86**	**5,78,672**	**2.72**
	2.		Non-Institutions						
		a.	Private Corporate Bodies[$]	32,92,681	18.71	32,92,681	16.30	32,92,681	15.50
		b.	Directors and Relatives*	4,40,714	2.50	4,40,714	2.18	4,40,714	2.07
		c.	Indian Public						
			i. Capital upto Rs. 1 lakh	33,01,871	18.76	33,01,871	16.35	33,01,871	15.54
			ii. Capital greater than Rs. 1 lakh						
			- **Arvind Darab Dubash** (Proposed Allottees under Resolution No. 2)	**0**	**0.00**	**6,50,000**	**3.22**	**6,50,000**	**3.06**
			- **Sudha Darab Dubash** (Proposed Allottees under Resolution No. 2)	**15,000**	**0.09**	**6,65,000**	**3.29**	**6,65,000**	**3.13**
			- Others	19,20,412	10.91	19,20,412	9.51	19,20,412	9.04
		d.	Any Other						
			i. NRI						
			- **Atim Kabra** (Proposed Allottees under Resolution No. 2)	**0**	**0.00**	**10,40,850**	**5.15**	**10,40,850**	**4.90**

Shareholding Pattern				Before considering effect of increase in share capital under Resolutions at Item Nos. 2 and 3 of this Notice		After considering effect of increase in share capital under this Resolution, but before giving effect of increase in share capital under Resolution at Item No. 3 of this Notice		After considering effect of increase in share capital under Resolutions at Item Nos. 2 and 3 of this Notice	
			- Others	6,13,343	3.48	6,13,343	3.04	6,13,343	2.89
			ii. OCBs / Entity incorporated outside India (Foreign Investor)						
			- **Frontline Strategy Limited** (Proposed Allottees under Resolution No. 2)	**0**	**0.00**	**2,59,150**	**1.28**	**2,59,150**	**1.22**
			- Others	29,00,000	16.48	29,00,000	14.36	29,00,000	13.65
			iii. Clearing Member	1,15,453	0.66	1,15,453	0.57	1,15,453	0.54
			iv. Trusts	1,84,660	1.05	1,84,660	0.91	1,84,660	0.87
			Sub-Total B2	**1,27,84,134**	**72.64**	**1,53,84,134**	**76.16**	**1,53,84,134**	**72.40**
			Total Public Shareholding B = B1+B2	**1,33,62,806**	**75.93**	**1,59,62,806**	**79.02**	**1,59,62,806**	**75.12**
			TOTAL A+B	**1,75,99,829**	**100.00**	**2,01,99,829**	**100.00**	**2,12,49,829**	**100.00**

Shares held by Non-Resident Relatives of Promoters Directors are excluded from the NRI holdings and included in the Foreign Promoters.

$ Private Corporate Bodies includes 35,000 equity shares held by Darab Dubash Private Limited, in which the Proposed Allottees, Mr. Arvind Darab Dubash and Mrs. Sudha Darab Dubash, are Directors. In the said company, Mr. Arvind Darab Dubash, holds 50.02% as first jointholder and Mrs. Sudha Darab Dubash as third jointholder and besides, both the Proposed Allottees jointly are second / third jointholders for the balance 49.98%.

* Shares held by a Non-Resident Director is excluded from the NRI holdings and included in the Directors and Relatives.

Note:

1. The post-issue shareholding pattern in the above table is based on the assumption that the proposed issue of Equity Shares will be fully allotted.
2. It is further assumed that shareholding of the Company in all other categories will remain unchanged.
3. Effect of increase in share capital on account of exercise of options attached to 10,50,000 Warrants proposed to be issued vide Item No. 3 of this Notice has also been considered in the shareholding pattern in the above table.

d) Time within which the Equity Shares shall be Issued and Allotted:

The Equity Shares of the Company will be allotted, in dematerialized form or other permitted form, within fifteen (15) days from the date of passing of the proposed Special Resolution; provided that where the allotment is pending on account of pendency of any approval of such allotment by any regulatory authority including Government of India, SEBI or RBI, the allotment shall be completed within fifteen (15) days from the date of receipt of last of such approval, or within the extended time permitted by any appropriate authority.

e) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Name of the Proposed Allottees	Category / Class of Persons	No. of shares and percentage held by the Proposed Allottees prior to the date of this Notice		No. of shares and percentage of post preferential issue capital that may be held by the Proposed Allottees *(After considering allotment of 26,00,000 Equity Shares as proposed in this Resolution of this Notice)*		No. of shares and percentage of post preferential issue capital that may be held by the Proposed Allottees *(After considering allotment of 26,00,000 Equity Shares as proposed in this Resolution and 10,50,000 Resulting Equity Shares as proposed in the Resolution at Item No. 3 of this Notice)*	
		No. of Shares held	% of shareholding on the basis of number of shares	No. of Shares held	% of shareholding on the basis of number of shares	No. of Shares held	% of shareholding on the basis of number of shares
Mr. Atim Kabra	Non-Resident Indian (NRI)	0	0.00	10,40,850	5.15	10,40,850	4.90
Frontline Strategy Limited	OCBs / Entity incorporated outside India (Foreign Investor)	0	0.00	2,59,150	1.28	2,59,150	1.22
Mr. Arvind Darab Dubash	Resident Indian	0	0.00	6,50,000	3.22	6,50,000	3.06
Mrs. Sudha Darab Dubash	Resident Indian	15,000	0.09	6,65,000	3.29	6,65,000	3.13

As informed to the Company by the Proposed Allottees, Mr. Atim Kabra is a Non-Resident Indian and Founding Partner of Frontline Strategy Limited, which is a Private Limited Company incorporated and registered in Mauritius. The shareholding of Frontline Strategy Limited is 100% controlled by Mr. Atim Kabra directly and indirectly and therefore, the Equity Shares proposed to be issued and allotted to Frontline Strategy Limited will be directly and indirectly under the control of Mr. Atim Kabra.

Mr. Arvind Darab Dubash, a resident Businessman, is actively involved with the business of DBC Group and is a Director on Board of several DBC group companies. Mr. Dubash is well experienced in the Shipping and Logistics Industry.

Mrs. Sudha Darab Dubash, a resident, is an interior designer by profession and a sole proprietor of "Fabrics" which deals in furnishings, interior decorations and furniture manufacturing.

Note: The post preferential issue capital given above, are subject to the Note Nos. 1 to 3 given under point (c) (Shareholding Pattern) above.

f) Change in Control and Particulars of other preferential issues in a year:

As a consequence of the proposed issue of 26,00,000 Equity Shares to the Proposed Allottees, no change in control or management is envisaged. The Company has received declarations in writing from the Proposed Allottees to the effect that they do not have any intention to take control over the Company or its management.

The Company has made no issue or allotment of securities on preferential basis during the year, save and except the Preferential Issues as proposed by Item Nos. 2 and 3 of this Notice.

g) Pricing and Relevant Date:

The pricing of the Equity Shares to be issued and allotted in terms of this Resolution to the Proposed Allottees shall not be lower than the price determined in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009, and the applicable guidelines under the FEMA or of the Reserve Bank of India, subject to minimum of Rs. 160/- per Equity Share.

The relevant date for the purpose of determining the price of the Equity Shares in accordance with the SEBI ICDR Regulations is December 17, 2014, being thirty (30) days prior to the date of this Extraordinary General Meeting scheduled to be held on January 16, 2015.

h) Undertaking:

The Company undertakes that if required, the price shall be recomputed in terms of the provisions of the SEBI ICDR Regulations. If the amount payable upon re-computation of price is not paid within the stipulated times as mentioned in the SEBI ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

i) Statutory Auditors' Certificate:

Copy of the certificate from Statutory Auditors of the Company, certifying that the issue of Equity Shares is being made in accordance with the requirements of SEBI ICDR Regulations, shall be placed before the Members of the Company at the Extraordinary General Meeting; and will also be available for inspection by Members.

j) Lock-in:

(i) The Equity Shares allotted on preferential basis to the Proposed Allottees shall be subject to 'lock-in' as per SEBI ICDR Regulations (at present one (1) year lock-in from the date of trading approval is prescribed).

(ii) The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the relevant date upto a period of six months from the date of trading approval as per SEBI ICDR Regulations.

The Company confirms that the proposed preferential allotment is in compliance with its conditions of continuous listing.

The Special Resolution, if passed, will have the effect of allowing the Board to create, offer, issue and allot the said 26,00,000 Equity Shares as proposed in the Resolution.

The Board at its meeting held on December 17, 2014 has approved the issue and allotment of Equity Shares on preferential basis in the manner stated hereinabove.

Nature of concern or interest of Directors / Key Managerial Personnel and their relatives:

No Director, Key Managerial Personnel and their relatives, is anyway concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2.

The Board recommends the Special Resolution set forth in Item No. 2 for approval of the Members.

Item No. 3:

Section 62 of the Companies Act, 2013 read with the Rules made thereunder (hereinafter referred to as "the Act") inter alia provides for a company to obtain approval of its Members through special resolution if it is proposed to increase the subscribed capital by allotment of further shares on preferential / private placement basis. Further as per Chapter VII of the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the "SEBI ICDR Regulations") as well as in terms of the Listing Agreement with the Stock Exchanges, similar requirement of obtaining shareholders' approval by special resolution is prescribed, if a listed company wants to issue and allot further shares on preferential / private placement basis.

The Special Resolution at Item No. 3 in the Notice proposes to offer, issue and allot 10,50,000 Warrants carrying rights to subscribe to equal number of Equity Shares of the Company on preferential / private placement basis, as more particularly mentioned in the said Resolution.

Accordingly, consent of the Members is being sought pursuant to the provisions of the Act, SEBI ICDR Regulations and the Listing Agreement and other applicable statutes, rules, regulations, guidelines, notifications and clarifications.

The Special Resolution proposed under Item No. 3 relates to the proposal by the Company to issue and allot upto 10,50,000 (Ten Lakhs Fifty Thousand) Warrants carrying rights to subscribe to equal number of Equity Shares of the Company of Rs. 10/- (Rupees Ten only) each, at a minimum price of Rs. 160/- (Rupees One Hundred Sixty only) per Equity Share, i.e. at a premium of Rs. 150/- (Rupees One Hundred Fifty only) per Equity Share or the price calculated in accordance with SEBI ICDR Regulations for preferential allotment, whichever is higher, to the companies belonging to the Promoters' Group ("Promoters") as mentioned in this Resolution. Such issue and allotment of the Warrants shall be made at a price calculated at 25% of the price of the shares to which the warrant holder shall be entitled to acquire, i.e. each Warrant shall have minimum of face value / price of Rs. 40/- (Rupees Forty only), which shall be adjusted against the share application money payable by the Promoters while exercising option to subscribe to one Equity Share against each Warrant. In all, total 10,50,000 (Ten Lakhs Fifty Thousand) Equity Shares may be allotted against the proposed 10,50,000 (Ten Lakhs Fifty Thousand) Warrants to be issued.

The Warrants and the Resulting Equity Shares proposed to be allotted to the Promoters upon exercise of options attached to each Warrant shall be locked-in for such period as is prescribed under the applicable provisions of SEBI ICDR Regulations.

The Company proposes the Special Resolution as mentioned at Item No. 3 in the accompanying Notice for approval of the Members.

The other disclosures in accordance with the Companies Act, 2013, the SEBI ICDR Regulations and other applicable provisions of law, in relation to the Special Resolution are as follows:

a) Objects of the Preferential Issue of Warrants:

The proceeds of the preferential issue, subject to all the applicable laws, are intended to be utilized by the Company for making investment in subsidiaries, for meeting the incremental and long term working capital requirements of the Company and its subsidiaries and control the debts of the Company and its subsidiaries.

b) Proposal of the Promoters / Directors / Key Management Personnel to subscribe to Equity Shares:

The following two companies ("the Proposed Allottees" belonging to the Promoters / Directors of the Company, viz. Mr. Manohar Bidaye, Chairman and Mr. Pramoud Rao, Managing Director of this Company, who are also the Directors and shareholders to the extent of 50% shares in each of the Proposed Allottees), have conveyed to the Company in writing of their respective intention to acquire Warrants of the Company on preferential basis as proposed under Resolution at Item No. 3 above:

Sr. No.	Particulars of the Proposed Allottees / Promoters	Maximum No. of Warrants to be issued
1.	Baronet Properties & Investments Private Limited	5,25,000
2.	Coronet Properties & Investments Private Limited	5,25,000
	Total	**10,50,000**

c) Shareholding Pattern before and after the issue and allotment of Equity Shares pursuant to the Resolutions at Item Nos. 2 and 3 of the Notice (based on the Shareholding Pattern as on December 12, 2014) is as follows:

Shareholding Pattern				Before considering effect of increase in share capital under Resolutions at Item Nos. 2 and 3 of this Notice		After considering effect of increase in share capital under Resolution at Item No. 2 above, but before giving effect of increase in share capital under Resolution at Item No. 3 of this Notice		After considering effect of increase in share capital under Resolutions at Item Nos. 2 and 3 of this Notice	
			Category	**No. of Shares held**	**% of shareholding**	**No. of Shares held**	**% of shareholding**	**No. of Shares held**	**% of shareholding**
A.			**Promoters' holding**						
	1.		Promoters & Persons Acting in concert						
		a.	Indian Promoters						
			Individuals	9,32,700	5.30	9,32,700	4.62	9,32,700	4.39
			Bodies Corporate:						
			- **Baronet Properties & Investments Pvt. Ltd.** (Proposed Allottees under Resolution No. 3)	**15,35,652**	**8.73**	**15,35,652**	**7.60**	**20,60,652**	**9.70**
			- **Coronet Properties & Investments Pvt. Ltd.** (Proposed Allottees under Resolution No. 3)	**13,86,286**	**7.87**	**13,86,286**	**6.86**	**19,11,286**	**8.99**
			- Others	2,05,785	1.17	2,05,785	1.02	2,05,785	0.97
		b.	Foreign Promoters[#]	1,76,600	1.00	1,76,600	0.87	1,76,600	0.83
			Sub-Total A	**42,37,023**	**24.07**	**42,37,023**	**20.98**	**52,87,023**	**24.88**
B.			**Public Shareholding**						
	1.		Institutions **(B1)**	**5,78,672**	**3.29**	**5,78,672**	**2.86**	**5,78,672**	**2.72**
	2.		Non-Institutions						
		a.	Private Corporate Bodies[$]	32,92,681	18.71	32,92,681	16.30	32,92,681	15.50
		b.	Directors and Relatives*	4,40,714	2.50	4,40,714	2.18	4,40,714	2.07
		c.	Indian Public						
			i. Capital upto Rs. 1 lakh	33,01,871	18.76	33,01,871	16.35	33,01,871	15.54
			ii. Capital greater than Rs. 1 lakh						
			- **Arvind Darab Dubash** (Proposed Allottees under Resolution No. 2)	**0**	**0.00**	**6,50,000**	**3.22**	**6,50,000**	**3.06**
			- **Sudha Darab Dubash** (Proposed Allottees under Resolution No. 2)	**15,000**	**0.09**	**6,65,000**	**3.29**	**6,65,000**	**3.13**
			- Others	19,20,412	10.91	19,20,412	9.51	19,20,412	9.04
		d.	Any Other						
			i. NRI						
			- **Atim Kabra** (Proposed Allottees under Resolution No. 2)	**0**	**0.00**	**10,40,850**	**5.15**	**10,40,850**	**4.90**
			- Others	6,13,343	3.48	6,13,343	3.04	6,13,343	2.89

Shareholding Pattern				Before considering effect of increase in share capital under Resolutions at Item Nos. 2 and 3 of this Notice		After considering effect of increase in share capital under Resolution at Item No. 2 above, but before giving effect of increase in share capital under Resolution at Item No. 3 of this Notice		After considering effect of increase in share capital under Resolutions at Item Nos. 2 and 3 of this Notice	
			ii. OCBs / Entity incorporated outside India (Foreign Investor)						
			- **Frontline Strategy Limited** (Proposed Allottees under Resolution No. 2)	**0**	**0.00**	**2,59,150**	**1.28**	**2,59,150**	**1.22**
			- Others	29,00,000	16.48	29,00,000	14.36	29,00,000	13.65
			iii. Clearing Member	1,15,453	0.66	1,15,453	0.57	1,15,453	0.54
			iv. Trusts	1,84,660	1.05	1,84,660	0.91	1,84,660	0.87
			Sub-Total B2	**1,27,84,134**	**72.64**	**1,53,84,134**	**76.16**	**1,53,84,134**	**72.40**
			Total Public Shareholding B = B1+B2	**1,33,62,806**	**75.93**	**1,59,62,806**	**79.02**	**1,59,62,806**	**75.12**
			TOTAL A+B	**1,75,99,829**	**100.00**	**2,01,99,829**	**100.00**	**2,12,49,829**	**100.00**

[#] Shares held by Non-Resident Relatives of Promoters Directors are excluded from the NRI holdings and included in the Foreign Promoters.

[$] Private Corporate Bodies includes 35,000 equity shares held by Darab Dubash Private Limited, in which the Proposed Allottees, Mr. Arvind Darab Dubash and Mrs. Sudha Darab Dubash, are Directors. In the said company, Mr. Arvind Darab Dubash, holds 50.02% as first jointholder and Mrs. Sudha Darab Dubash as third jointholder and besides, both the Proposed Allottees jointly are second / third jointholders for the balance 49.98%.

* Shares held by a Non-Resident Director is excluded from the NRI holdings and included in the Directors and Relatives.

Note:

1. The post-issue shareholding pattern in the above table is based on the assumption that full allotment will be made of the proposed issue of Equity Shares under Resolution at Item No. 2 and Warrants and Resulting Equity Shares under this Resolution.
2. It is further assumed that shareholding of the Company in all other categories will remain unchanged.

d) Time within which the Warrants and the Resulting Equity Shares shall be Issued and Allotted:

The Warrants of the Company will be allotted, in dematerialized form or other permitted form, within fifteen (15) days from the date of passing of the proposed Special Resolution; provided that where the allotment is pending on account of pendency of any approval of such allotment by any regulatory authority including Government of India or SEBI, the allotment shall be completed within fifteen (15) days from the date of receipt of last of such approval, or within the extended time permitted by any appropriate authority.

The Resulting Equity Shares may be issued and allotted to the Warrant holders in one or more tranches at any time after allotment of the said Warrants, upon exercise of entitlement attached to the said Warrants, but before expiry of the period of 18 months from the date of allotment of the said Warrants.

e) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Name of the Promoter / Proposed Allottees	Category / Class of Persons	No. of shares and percentage held by the Proposed Allottees prior to the date of this Notice		No. of shares and percentage of post preferential issue capital that may be held by the Proposed Allottees *(After considering allotment of 26,00,000 Equity Shares as proposed under Resolution at Item No. 2 of this Notice)*		No. of shares and percentage of post preferential issue capital that may be held by the Proposed Allottees *(After considering allotment of 26,00,000 Equity Shares as proposed under Resolution at Item No. 2 and 10,50,000 Resulting Equity Shares as proposed under this Resolution of the Notice)*	
		No. of Shares held	% of shareholding on the basis of number of shares	No. of Shares held	% of shareholding on the basis of number of shares	No. of Shares held	% of shareholding on the basis of number of shares
Baronet Properties & Investments Private Limited	Indian Bodies Corporate belonging to Promoter Group	15,35,652	8.73	15,35,652	7.60	20,60,652	9.70
Coronet Properties & Investments Private Limited	Indian Bodies Corporate belonging to Promoter Group	13,86,286	7.87	13,86,286	6.86	19,11,286	8.99

The Proposed Allottees are the companies belonging to the Promoters / Directors of the Company, viz. Mr. Manohar Bidaye, Chairman and Mr. Pramoud Rao, Managing Director of this Company, who are also the Directors and shareholders to the extent of 50% shares in each of the Proposed Allottees, and therefore the Warrants and Resulting Equity Shares proposed to be issued and allotted to Proposed Allottees will be directly / indirectly under the control of Mr. Manohar Bidaye and Mr. Pramoud Rao.

Note: The post preferential issue capital given above, are subject to the Note Nos. 1 and 2 given under point (c) (Shareholding Pattern) above.

f) Change in Control and Particulars of other preferential issues in a year:

The issue and allotment of 10,50,000 Warrants and Resulting Equity Shares as proposed under this Resolution are to the Promoter Group Companies; and hence will not result in any change in control or management.

The Company has made no issue or allotment of securities on preferential basis during the year, save and except the Preferential Issues as proposed by Item Nos. 2 and 3 of this Notice.

g) Pricing and Relevant Date:

The pricing of the proposed Resulting Equity Shares to be allotted to the Promoters upon exercise of options attached to the Warrants shall not be lower than the price determined in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009, subject to minimum of Rs. 160/- per Equity Share. Accordingly, the issue and allotment of the Warrants shall be made at a price calculated at 25% of the price of the shares to which the warrant holder shall be entitled to acquire, i.e. each Warrant shall have minimum of face value / price of Rs. 40/- (Rupees Forty only).

The relevant date for the purpose of determining the price of the Warrants and the Resulting Equity Shares in accordance with the SEBI ICDR Regulations is December 17, 2014, being thirty (30) days prior to the date of this Extraordinary General Meeting scheduled to be held on January 16, 2015.

h) Undertaking:

The Company undertakes that if required, the price shall be recomputed in terms of the provisions of the SEBI ICDR Regulations. If the amount payable upon re-computation of price is not paid within the stipulated times as mentioned in the SEBI ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the Promoters.

i) Statutory Auditors' Certificate:

Copy of the certificate from Statutory Auditors of the Company, certifying that the issue of Warrants and the Resulting Equity Shares is being made in accordance with the requirements of SEBI ICDR Regulations shall be placed before the Members of the Company at the Extraordinary General Meeting; and will also be available for inspection by Members.

j) Lock-in:

(i) The Warrants and Resulting Equity Shares allotted on preferential basis to the Promoters shall be subject to 'lock-in' as per SEBI ICDR Regulations (at present three (3) years lock-in from the date of trading approval is prescribed for equity shares).

(ii) The entire pre-preferential allotment shareholding of the Promoters, if any, shall be locked-in from the relevant date upto a period of six months from the date of trading approval as per SEBI ICDR Regulations.

The Company confirms that the proposed preferential allotment is in compliance with its conditions of continuous listing.

The Special Resolution, if passed, will have the effect of allowing the Board to create, offer, issue and allot the said 10,50,000 Warrants and the equal number of Resulting Equity Shares as proposed in the Resolution.

The Board at its meeting held on December 17, 2014 has approved the issue and allotment of Warrants and Resulting Equity Shares on preferential basis in the manner stated hereinabove.

Nature of concern or interest of Directors / Key Managerial Personnel and their relatives:

Mr. Manohar Bidaye and Mr. Pramoud Rao, who are the Directors and shareholders of the Proposed Allottees, both holding 50% each of the Equity Capital in each of the Proposed Allottees companies; and both of whom are also Promoters / Directors of this Company, are therefore interested in the Special Resolution under Item No. 3 to the extent of the number of Warrants and the Resulting Equity Shares proposed to be issued and allotted to the Proposed Allottees.

Besides above, no Director, Key Managerial Personnel and their relatives, is anyway concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3.

The Board recommends the Special Resolution set forth in Item No. 3 for approval of the Members.

By **Order of the Board of Directors**

Kunjan Trivedi
Company Secretary

Place: Mumbai

Date: December 17, 2014

Registered Office:
501, Silver Metropolis,
Western Express Highway,
Goregaon East, Mumbai 400063.

Zicom Electronic Security Systems Limited

CIN: L32109MH1994PLC083391
Regd. Office: 501, Silver Metropolis, Western Express Highway, Goregaon (East), Mumbai 400063.
Tel.: 22 4290 4290 | Fax: 22 4290 4291 | Email: investors@zicom.com | Website: www.zicom.com

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):
Registered Address:
E-mail Id:
Folio No / Client Id*:
DP ID*:

* Applicable for Members holding shares in electronic form.

I / We, being the Member(s) of _____ equity shares of the above named Company, hereby appoint

Name: _____ E-mail Id: _____

Address: _____

_____

Signature: _____

or failing him / her

Name: _____ E-mail Id: _____

Address: _____

_____

Signature: _____

or failing him / her

Name: _____ E-mail Id: _____

Address: _____

_____

Signature: _____

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as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on Friday, January 16, 2015 at 10:30 a.m. at Mumbai Cricket Association Recreation Centre, RG – 2, G – Block, Near Laxmi Tower, Bandra Kurla Complex, Bandra (East), Mumbai 400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote *(Optional see Note 4)*	
		For	Against
1.	Special Resolution to increase the limit of Investments in the Company's shares and securities by Non-Resident Indian (NRIs) / Persons of Indian Origin (PIOs) upto 24% of paid-up share capital / value of other permissible securities of the Company.		
2.	Special Resolution under Section 62 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, read with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for issue and allotment of upto 26,00,000 Equity Shares on preferential basis to Non-Promoter entities / persons as per details specified in the Resolution.		
3.	Special Resolution under Section 62 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, read with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for issue and allotment of upto 10,50,000 Warrants, carrying right to subscribe to equal number of Equity Shares, on preferential basis to Promoters' Group Companies as per details specified in the Resolution.		

Signed this _____ day of _____ 20_____ .

Affix Revenue Stamp

_____
Signature of Member(s)

_____
Signature of Proxy holder(s)

Note:

1. **This Proxy Form, in order to be effective, should be duly completed, stamped, signed and deposited, at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. **A Proxy need not be a Member of the Company.**
3. **For the Resolutions and Statement pursuant to Section 102 of the Companies Act, 2013, please refer to the Notice of the Extraordinary General Meeting.**
4. **A Member can vote physically at the Meeting, either personally or through proxy, provided he / she has not voted electronically. It is optional to indicate your preference. Please put 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all of the Resolutions, your Proxy will be entitled to vote in the manner as he / she may deem appropriate.**

Zicom Electronic Security Systems Limited

CIN: L32109MH1994PLC083391
Regd. Office: 501, Silver Metropolis, Western Express Highway, Goregaon (East), Mumbai 400063.
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ATTENDANCE SLIP

Folio No.: No. of Shares:

*DP ID / Client ID:

Name:

Address:

I / We hereby certify that I am / we are a Member / Proxy for the Member of the Company.

I / We hereby record my / our presence at the Extraordinary General Meeting of the Company to be held at Mumbai Cricket Association Recreation Centre, RG – 2, G – Block, Near Laxmi Tower, Bandra Kurla Complex, Bandra (East), Mumbai 400051, on Friday, January 16, 2015, at 10:30 a.m.

…… ……

Name of attending Member / Proxy
(IN BLOCK LETTERS)

Signature of Member / Proxy
(To be signed at the time of handing over this Slip)

NOTES:

- Please fill in this Attendance Slip and hand it over at the entrance of the meeting hall.
- No additional / duplicate Attendance Slip will be issued at the meeting hall.
- Member / Proxy are requested to bring their copy of the Notice to the Meeting.

*Applicable for investors holding shares in electronic form.



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If undelivered, please return to :

Zicom Electronic Security Systems Limited

501, Silver Metropolis, Western Express Highway,
Goregaon East, Mumbai 400063.