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September 30, 2016

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: Proceedings of Annual General Meeting (AGM)
Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Further to our letter dated September 29, 2016 informing you in brief about the Outcome of Annual General Meeting, we enclose herewith the proceedings of the 22nd Annual General Meeting of the Company, held on September 29, 2016 at 10:30 a.m. at M.I.G. Cricket Club, M.I.G. Colony, Ramakrishna Paramahans Marg, Bandra (East), Mumbai 400051, pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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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PROCEEDINGS OF THE 22ND ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF ZICOM ELECTRONIC SECURITY SYSTEMS LIMITED HELD ON THURSDAY, THE 29TH DAY OF SEPTEMBER 2016 AT M.I.G. CRICKET CLUB, M.I.G. COLONY, RAMAKRISHNA PARAMAHANS MARG, BANDRA (EAST), MUMBAI 400051, WHICH COMMENCED AT 10.30 A.M. AND CONCLUDED AT 11.30 A.M.

ATTENDANCE AT THE MEETING:

Directors' Present:

1. Mr. Manohar Bidaye – Chairman & Member
2. Mr. Pramoud Rao – Managing Director & Member
3. Mr. K. D. Hodavdekar – Director
4. Mr. Prabhakar Dalal – Director
5. Mr. Sanjeev Dayal – Director

In attendance:

Mr. Hemendra Paliwal – Chief Financial Officer
Ms. Kunjan Trivedi – Company Secretary

By Invitation:

Ms. Sonal Parekh – Representative of Statutory Auditors, M/s. S M M P & Associates
Mr. Ganesh Narayan – Secretarial Auditor for the financial year 2015-16
Ms. Purvi Vasha – Scrutinizer for remote e-voting and physical ballot process for the 22nd Annual General Meeting

RECORD OF PRESENCE OF QUORUM:

Members Present:

In Person: 44 Members
In Proxy: 4 Proxies represented 577,100 Equity Shares
In Representation: 8 representatives for 4,215,789 Equity Shares

Mr. Pramoud Rao, Managing Director of the Company greeted all the Members present and introduced the other Board Members sitting on the dias. He briefed the Members about Mr. Sanjeev Dayal, Additonal Director appointed by the Board, who was also present at the Meeting. He then requested Mr. Manohar Bidaye, Chairman to take the Chair and preside over the Meeting.

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The Members were informed that Mr. Mukul Desai, Chairman of the Audit Committee requested leave of absence and Mr. K. D. Hodavdekar, Independent Director and Member of the Audit Committee, appointed as Vice-Chairman of the Audit Committee by the Board of Directors, would act as the Chairman of the Audit Committee for this Annual General Meeting and shall reply to the queries raised by Members.

As the time was past 10.30 a.m., the Chairman ascertained that the necessary quorum was present; and declared the Meeting to order. He then commenced the proceedings as per the Companies Act, 2013 and Rules notified thereunder.

The Chairman announced that 8 representations and 4 valid proxies aggregating for 4,792,889 Equity Shares were received and the Register of Directors' and Key Managerial Personnel & their shareholding and Register of Contracts in which Directors are interested were placed before the Meeting and were available to the Members for inspection.

Also, the Report of the Auditors and the Secretarial Auditor for the financial year ended March 31, 2016 were available for inspection.

With the consent of the Members present, the Notice convening the Twenty Second Annual General Meeting together with the statement attached thereto, the Directors' Report alongwith its Annexure and the Audited Financial Statements; Standalone as well as Consolidated; of the Company for the year ended March 31, 2016 were taken as read.

The Chairman then informed the Members that as per the Companies Act, 2013, and applicable Secretarial Standard on General Meeting (SS 2) issued by the Institute of Company Secretaries of India, the Auditors Report and Secretarial Audit Report are required to be read only when there are qualifications or adverse observations or comments in the Report. He further mentioned that since there were no qualifications, observations or comments, the Auditors Report and Secretarial Audit Report would not be read out at the Meeting.

The Chairman then addressed the Members present, on the progress made by the Company during the financial year ended March 31, 2016, in which he informed the Members about performance of the Company and various subsidiaries, in the financial year ended March 31, 2016.

The Chairman informed the Members that in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided to its Members, facility to exercise their vote by electronic means through remote e-voting services provided by Central Depository Services (India) Limited (CDSL), on all the items of business as contained in the Notice convening this 22nd Annual General Meeting.

The remote e-voting was kept open from 9:30 a.m. on September 26, 2016 till 5:00 p.m. on September 28, 2016.

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The Chairman further informed that the Company has also arranged for voting through physical Ballot Forms, which were distributed at the beginning of the Meeting, for all the Members who had not cast their votes through remote e-voting facility provided by the Company, and has appointed Ms. Purvi Vasha, Company Secretary in Practice, as a Scrutinizer for Scrutiny of votes cast through remote e-voting and physical Ballot process at the Meeting in a fair and transparent manner. Thereafter, Ms. Purvi Vasha displayed the empty Ballot Box to all Members present at the Meeting and sealed the same.

He further stated that at the end of the discussion on the Resolutions proposed, voting through physical Ballot Forms would be allowed only to those Members who were present at the Meeting and had not cast their votes through remote e-voting facility.

Further the Chairman stated that the combined results of remote e-voting and poll would be declared by the Chairman within the prescribed timelines. The results to be declared for each Resolution would indicate the votes cast through Poll and remote e-voting and would be immediately intimated to Bombay Stock Exchange Limited and National Stock Exchange of India Limited. Upon intimation to Stock Exchanges, the results would also be uploaded on the website of the Company along with the Combined Report of Scrutinizer for remote e-voting and poll. The results shall also be uploaded on the website of CDSL.

The Chairman then briefly explained each of the items on the agenda, including the objective and implications thereof, wherever necessary. The Members were invited to come forward with their queries, if any.

The following resolutions were considered at the AGM:

Sr. No.	Items	Resolution
1.	Adoption of Audited Financial Statements; the Report of the Board of Directors and Auditors for the financial year ended March 31, 2016; and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016	Ordinary
2.	Declaration of Dividend of Re. 0.50 (Paise Fifty only) per Equity Share of Rs. 10/- (Rupees Ten only) each (i.e. @ 5%)	Ordinary
3.	Re-appointment of Mr. Manohar Bidaye (DIN: 00010699) as Director of the Company liable to retire by rotation	Ordinary
4.	Appointment of M/s. S M M P & Associates, Chartered Accountants, Mumbai as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM.	Ordinary
5.	Appointment of Mr. Sanjeev Dayal (DIN: 03490363) as an Independent Director of the Company, not liable to retire by rotation, upto March 31, 2018.	Ordinary
6.	Re-appointment of Mr. K. D. Hodavdekar (DIN: 00406556) as an Independent Director of the Company, not liable to retire by rotation, upto September 28, 2021.	Special
7.	Re-appointment of Mr. Prabhakar Dalal (DIN: 00544948) as an Independent Director of the Company, not liable to retire by rotation, upto September 28, 2021.	Special

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With respect to the Item no. 2 of the Notice of AGM relating to declaration of Dividend, the Chairman informed the Members that a letter has been received from Company's Bankers advising the Company to conserve the resources and not to declare / pay dividend for FY 2015-16. Accordingly, the Chairman appealed the Members to consider this advice and cast their votes on the resolution relating to declaration of dividend.

The Chairman requested the Members to vote on the Resolutions through Ballot Forms and on completion of the Ballot process, the meeting was concluded with a vote of thanks to the Chair.

For **Zicom Electronic Security Systems Limited**

K Trivedi

Kunjan Trivedi
Company Secretary

ZICOM ELECTRONIC SECURITY SYSTEMS LTD.

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