AWAKE ALWAYS

September 22, 2017

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

Stock Code: 531404

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

Stock Code: ZICOM

Ref: ISIN INE 871B01014

Dear Sir / Madam,

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

Further to our letter dated September 21, 2017 informing you in brief about the Outcome of Annual General Meeting, we enclose herewith the proceedings of the 23rd Annual General Meeting of the Company, held on September 21, 2017 at 3:30 p.m. at Residency Hotel, Suren Road, Andheri Kurla Road, Opp. Cine Magic, Near Magic Bricks W. E. Highway Metro Station, Andheri (E), Mumbai 400093, 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 23RD ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF ZICOM ELECTRONIC SECURITY SYSTEMS LIMITED HELD ON THURSDAY, THE 21ST DAY OF SEPTEMBER 2017 AT RESIDENCY HOTEL, SUREN ROAD, ANDHERI KURLA ROAD, OPP. CINE MAGIC, NEAR MAGIC BRICKS W. E. HIGHWAY METRO STATION, ANDHERI (E), MUMBAI 400093, WHICH COMMENCED AT 3:30 P.M. AND CONCLUDED AT 5:10 P.M.

ATTENDANCE AT THE MEETING:

Directors' Present:

1. Mr. Manohar Bidaye – Chairman & Member
2. Mr. Pramoud Rao – Managing Director & Member
3. Mr. Mukul Desai – Independent Director & Audit Committee Chairman
4. Ms. Tanvi Joshi – Additional Director

In Attendance:

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

By Invitation:

Mr. Ravishankar Dwarpu – Representative of Statutory Auditors, M/s. S M M P & Associates
Mr. Ganesh Narayan – Secretarial Auditor for the financial year 2016-17
Ms. Purvi Vasha – Scrutinizer for remote e-voting and physical ballot process for the 23rd Annual General Meeting

RECORD OF PRESENCE OF QUORUM:

Members Present:

In Person: 38 Members, including 7 Representatives of Body Corporate for 27,79,733 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 Ms. Tanvi Joshi, Additional Director and Mrs. Sharada Sundaram, Nominee Director, appointed by the Board. He then requested Mr. Manohar Bidaye, Chairman to take the Chair and preside over the Meeting.

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As the time was past 3:30 p.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 7 representations aggregating for 27,79,733 Equity Shares were received; and no proxies were received by the Company. The Chairman further announced that 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, 2017 were available for inspection.

With the consent of the Members present, the Notice convening the Twenty Third 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, 2017 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 Auditor's 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 performance made by the Company during the financial year ended March 31, 2017, in which he informed the Members about performance of the Company and various subsidiaries, in the financial year ended March 31, 2017.

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 23rd Annual General Meeting.

The remote e-voting was kept open from 9:30 a.m. on September 18, 2017 till 5:00 p.m. on September 20, 2017.

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 had 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, at the request of the Chairman, Ms. Purvi Vasha displayed the empty Ballot Box to all Members present at the Meeting and sealed the same.

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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 BSE 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. In response to the same, four Members raised various queries related to the operations and performance of the Company and its subsidiaries; general business and economic scenario in India and internationally, and their effects on the Company and its subsidiaries, and their future prospects. The Chairman satisfactorily replied to all of them.

Thereafter, 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, 2017; and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017.	Ordinary
2.	Re-appointment of Mr. Pramoud Rao (DIN: 00010743) as Director of the Company liable to retire by rotation.	Ordinary
3.	Appointment of M/s. S M M P & Associates, Chartered Accountants, Mumbai as Statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of 23rd AGM until the conclusion of 28th AGM.	Ordinary
4.	Appointment of Ms. Tanvi Joshi (DIN: 07703593) as a Director of the Company, liable to retire by rotation.	Ordinary

The Chairman requested the eligible 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

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