ZICOM

Feel Safe

September 7, 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: Notice of 22nd Annual General Meeting of the Company

In furtherance to our letter dated July 12, 2016 intimating details of the ensuing 22nd Annual General Meeting of the Company to be held on September 29, 2016, we submit herewith Notice of said Annual General Meeting as required under Regulation 30 of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015 for your ready reference and record.

Kindly acknowledge receipt of the same.

Thanking you,

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

K. Trivedi

Kunjan Trivedi
Company Secretary

Encl: as above

Notice

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of ZICOM ELECTRONIC SECURITY SYSTEMS LIMITED will be held on Thursday, 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, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
   a. the Audited Financial Statements of the Company for the financial year ended March 31, 2016, 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, 2016 and the report of Auditors thereon.
2. To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2016.
3. To appoint a Director in place of Mr. Manohar Bidaye (DIN: 00010699), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, and to fix their remuneration; and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, of the time being in force), M/s. S M M P & Associates, Chartered Accountants, Mumbai, (formerly known as Shyam Malpani & Associates, name and nomenclature changed effective July 22, 2016 to S M M P & Associates), bearing Firm Registration No. 120438W, be and are hereby appointed as the Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting, till the conclusion of the next Annual General Meeting, on a remuneration (including terms of payment) to be fixed by the Board of Directors / Audit Committee of the Company, plus service tax and such other tax(es), as may be applicable, and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS:

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sanjeev Dayal (DIN: 03490363) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective December 18, 2015 and who has submitted the declaration that he meets the criteria for independence as provided in Section 149(6) of the said Act, and who holds the office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013; and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company with effect from December 18, 2015 to March 31, 2018 and the term shall not be subject to retirement by rotation."
6. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. K. D. Hodavdekar (DIN: 00406556), whose period of office had expired on March 31, 2016 and who was appointed as an Additional Director by the Board of Directors effective April 1, 2016 and who holds the office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the said Act and who is eligible for re-appointment as an Independent Director of the Company for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company with effect from September 29, 2016 to September 28, 2021 and his term shall not be subject to retirement by rotation."
7. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prabhakar Dalal (DIN: 00544948), whose period of office had expired on June 26, 2016 and who was appointed as an

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Additional Director by the Board of Directors effective June 27, 2016 and who holds the office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the said Act and who is eligible for re-appointment as an Independent Director of the Company for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company with effect from September 29, 2016 to September 28, 2021 and his term shall not be subject to retirement by rotation."

By Order of the Board of Directors

Kunjan Trivedi
Company Secretary

Place: Mumbai
Date: August 12, 2016

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

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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 ANNUAL GENERAL MEETING IS ENCLOSED. PROXY IN ORDER TO BE VALID MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

   A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT 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 Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business to be transacted at the Meeting as mentioned at Item Nos. 5, 6 and 7 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 Annual General Meeting.
4. Members / Proxies should bring with them the attendance slip duly filled in for attending the Annual General 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 Annual Report at the Meeting as no extra copy will be provided. Only bonafide Members of the Company whose names appear on the Register of Members / Proxy holders, in possession of valid attendance slip duly filled and signed will be permitted to attend the Meeting. The Company reserves the right to take all steps as may be deemed necessary to restrict non-members from attending the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 22, 2016 to Thursday, September 29, 2016 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.
6. Dividend, for the financial year ended March 31, 2016, as recommended by the Directors, if declared at the Annual General Meeting, will be paid / dispatched on October 20, 2016 to those Members, whose names appear on the Register of Members of the Company at the close of business hours on

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September 21, 2016; and in case of shares held in dematerialized form, to those Members whose names appear as beneficial owners as at the close of business hours on September 21, 2016 as per details to be furnished by the Depositories, viz. National Securities Depository Limited and Central Depository Services (India) Limited and in case of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged (if any) with the Company on or before the close of business hours on September 21, 2016.

7. In order to protect the Members from fraudulent encashment of dividend demand drafts, the Members are requested to furnish their Bank Account Number, the name of the Bank and Branch where they would like to deposit the dividend demand drafts for encashment, whenever dividend is declared by the Company.

   These particulars will be printed on the dividend demand draft besides the name of the Members, so that these dividend demand drafts cannot be encashed by anyone other than the Member.

   The above mentioned details should be furnished by the first / sole holder, directly to their respective Depository Participant (DP) in respect of shares held in dematerialized form and in case of shares held in physical form to the Registrar & Share Transfer Agent of the Company viz. M/s. Bigshare Services Pvt. Ltd. at E-2, Ansa Industrial Estate, Saki-Vihar Road, Saki Naka, Andheri (East), Mumbai 400072.

8. Members holding shares in dematerialized form are requested to provide their latest bank account details (Core Banking Solutions Enabled account number, 9 digit MICR and 11 digit IFS Code) to their respective DP. Members holding shares in physical form are requested to provide their latest bank account details (Core Banking Solutions Enabled account number, 9 digit MICR and 11 digit IFS Code) alongwith their Folio No. to the Company's Registrar & Share Transfer Agent.

9. Members are requested to notify immediately any change in their residential status, address, signature and / or Bank details, in respect to their physical holdings, to the Registrar & Share Transfer Agent of the Company; and in case of shares held in dematerialized form, to their respective DP.

   The Company and / or its Registrar & Share Transfer Agent will not entertain any direct request from Members holding shares in dematerialized form, for change of address and contact details, transposition of names, deletion of name of deceased joint holder, change in the bank account details and such other updates which can be done only by the DP with whom the Members are having demat account. While making payment of Dividend, Registrar & Share Transfer Agent is obliged to use only the data provided by the DP, in case of such dematerialized shares.

10. **Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar & Share Transfer Agent for assistance in this regard.**

11. **Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.**

12. Non-Resident Indian Members are requested to inform about the following immediately to the Company or its Registrar & Share Transfer Agent or the concerned DP, as the case may be, immediately of:

    a. The change in the residential status on return to India for permanent settlement;

    b. The particulars of the NRE Account with a Bank in India, if not furnished earlier.

13. Members must quote their Folio No. / Client ID and DP ID and contact details such as e-mail address, contact no., etc. in all their correspondence with the Company / Registrar & Share Transfer Agent.

14. Members are informed that Securities and Exchange Board of India (SEBI), has mandated to quote Permanent Account Number (PAN) in all the transactions in the securities market, which includes transfer / transmission of securities. Therefore, for any transfer / transmission of shares, the transferee(s) / legal heirs(s) are required to furnish a copy of their PAN to the DP, if shares are held in dematerialized form or to the Registrar & Share Transfer Agent of the Company, if shares are held in physical form.

15. Pursuant to the provisions of Section 72 of the Companies Act, 2013, every Member(s) or joint holder(s) holding shares may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) or joint holder(s) holding shares in physical form may contact the Registrar & Share Transfer Agent and Member(s) or joint holder(s) holding shares in dematerialized form may contact their respective DP for availing this facility.

16. Pursuant to Section 205A of the Companies Act, 1956, the amount of dividend which remains unpaid / unclaimed for a period of seven years is to be compulsorily transferred to the "Investor Education and Protection Fund (IEPF)", constituted by the Central Government. Consequent to such transfer, Member(s) would not be able to claim any amount of dividend so transferred to IEPF in accordance with the aforesaid provisions. Member(s) who have not yet encashed their dividend is / are requested, in their own interest, to immediately write to the Registrar & Share Transfer Agent of the Company or to the Company, for claiming their outstanding dividend for the Financial Year 2008-09 (which is due for transfer to IEPF on October 3, 2016) and subsequent years. The dividend for the aforesaid year shall be paid only on receipt of request and satisfactory compliance of the requisite procedure. Member(s) may refer to point no. xvii under General Shareholders' Information in the Corporate Governance Report wherein details of transfer of unclaimed dividend to IEPF have been provided.

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The details of unpaid and unclaimed dividend lying with the Company as on September 29, 2015 (date of the last Annual General Meeting) has been uploaded on Company's website www.zicom.com in accordance with the requirements of relevant Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 and the same has also been uploaded on Ministry of Corporate Affairs website www.mca.gov.in.

17. All documents referred to in this Notice and Explanatory 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.
18. The Registers / records under the Companies Act, 2013, which are required to be made available for inspection at the Annual General Meeting will be made available accordingly.
19. Brief profiles of the Directors proposed to be re-appointed / appointed vide Item Nos. 3, 5, 6 and 7 of this Notice are as under:

i) **Mr. Manohar Bidaye** (DIN: 00010699), *M.Com.; LL.B. and C.S. (aged 52 years)*

Manohar Bidaye is the Chairman and co-founder of Zicom. He steers the organisation in its strategic vision to be one of the most admired organisations. He also oversees Zicom's forays into allied fields.

He is a Masters in Commerce from University of Mumbai and a Senior Member of the Institute of Company Secretaries of India since 1989. He also has a Degree in General Law.

He successfully established himself as a Consultant in Corporate Laws and Finance. In 1994, he co-founded Zicom to venture into electronic security industry. It was his vision and able guidance that drove Zicom from the nascent stage of the industry to one of the leading electronic security solutions provider in India. With his vision and ambition, Zicom successfully ventured into fire security business in Gulf region, and today it is one of the most reputed fire security solutions providers in GCC Countries.

He is a proud recipient of the prestigious "Yashashree 2008" award given by the Maharashtra Times, in recognition and honour of his achievements across various industry segments and "Marathi Bhushan Udyog Award 2012" given by Marathi Vyapari Mitra Mandal.

ii) **Mr. Sanjeev Dayal** (DIN: 03490363), *Masters in Business Economics; B.Com. (aged 60 years)*

Mr. Sanjeev Dayal is a retired Director General of Police, Maharashtra. He served the post for over three years. Mr.Dayal joined the Indian Police Service in 1977. After completing his IPS training he was posted in several places in Maharashtra and also did a stint with Intelligence Bureau and the Special Protection Group. During his tenure in the Special Protection Group, Mr. Dayal was in-charge of its Technical Branch for five years and was responsible for evaluation of new technologies and products for induction into the Special Protection Group and for developing new products. This Branch was responsible for training of its personnel, acquisition and maintenance of equipment and conducting anti-sabotage checks and providing communications at Delhi and during tours of the Prime Minister and other SPG protectees in Delhi and abroad.

Mr. Dayal is a Bachelor in Commerce (Hon) and Masters in Business Economics from Delhi University and schooling from Delhi Public School, Delhi.

He has worked as an Additional Director General of Police (Law and Order), Maharashtra State, for four years and also served as Commissioner of Police, Mumbai, from June 2010 to February 2011. During these years he has helped then Director General of Police to conceptualize Force One and Maharashtra State Security Corporation and the Special Action Group. He has been engaged with IIT in evaluating technology for induction for commercial use. He was an active Member of the CETIS, a Committee set up by Technology Department in partnership with IIT Mumbai for developing technology for use in Security.

He has been awarded with Indian Police Medal for meritorious service in 1994; President's Police Medal for distinguished service in 2003 and Director General's insignia for meritorious service in 1992.

iii) **Mr. K. D. Hodavdekar** (DIN: 00406556), *C.A.I.I.B.; LL.B.; M.Com. (aged 65 years)*

Mr. K. D. Hodavdekar, a Certified Associate of Indian Institute of Bankers and holder of Masters Degree in Commerce and Bachelors Degree in Law from the University of Mumbai, is a Veteran Banker with more than 33 years experience in varied areas of Banking, Finance and management. He retired from IDBI Bank Ltd. in March 2011 as Chief General Manager. Prior to that, he was appointed as Chief General Manager in-charge of United Western Bank's Strategic Business Unit (SBU). Under his able leadership and guidance, the operations of the business unit turned around in 3 months due to aggressive resolution of bad loans and other strategies. The SBU was re-organised and merged with IDBI Bank in a shortest possible time.

During the span of his successful career, he has achieved many milestones. He led and guided his team in various capacities. His specialisation inter alia includes project appraisal, project monitoring, corporate investments and resolution and management of NPAs. He has been IDBI Bank's Nominee Director on the Board of many IDBI Bank assisted companies. He has been Nominee on various committees. He was appointed as a member of Core Group of Corporate Debt Restructuring, Credit Committee, Audit Committee, etc. He has attended many national level and international training programs, seminars as participant and faculty.

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iv) **Mr. Prabhakar Dalal** (DIN: 00544948), *C.A.I.I.B.; P.G.D.F.E.R.M.; P.G.D.S.L.; LL.B.; M.Com. (aged 62 years)*

Mr. Prabhakar Dalal is a highly experienced banker in commercial and development banking, with extensive international exposure. He joined Export-Import Bank of India (EXIM Bank), premier all-India financial institution, wholly owned by the Government of India, at its inception and was an integral part of institutional development and business expansion journey of EXIM Bank for over 31 years. He worked as an Executive Director of EXIM Bank for over 3 years and upon superannuation, he served as the Senior Advisor of the Bank.

Mr. Dalal has over 37 years of rich and varied experience as Bank Officer, including extensive international exposure. His core competencies include corporate term loans and working capital finance, international trade and overseas projects finance, human resources management and institutional and international relations. He has strong execution capabilities and is adept at innovation, product development, team building and leadership.

He served as Branch Manager of UCO Bank, at the age of 25, and has several achievements to his credit during his long career, which includes setting up and heading export Lines of Credit (LOC) Department in EXIM Bank, which grew exponentially. He has chaired / lectured at various national and international seminars and has served / is been serving as Nominee / Independent Director on the Boards of several companies in pharmaceuticals, textiles, engineering and finance sectors.

Further details of these Directors, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are given in the Corporate Governance Report forming part of the Annual Report.

20. Members are requested to visit the website of the Company www.zicom.com for viewing the quarterly and annual financial results and other information on the Company. For investor-related queries, communication may be sent by an e-mail to investors@zicom.com.
21. Members are requested to send their queries, if any, relating to the accounts, to reach the Company's Registered Office atleast ten days before the Annual General Meeting, so that the information could be compiled in advance.
22. In case of joint holder(s) attending the Meeting, only the joint holder higher in the order of names will be entitled to vote.
23. 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 attendance slip 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.
24. Voting through electronic means:
    A. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Twenty Second Annual 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 Annual 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.
    B. The Facility for voting shall be made available at the Meeting either through electronic voting system or ballot or polling paper and the Members attending the Meeting who have not cast their vote by remote e-voting shall be entitled to exercise their right at the Meeting.
    C. Members who have already cast their vote by means of remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their vote again at the Meeting. In case a Member who has already cast vote through remote e-voting also casts vote again at the Meeting, then vote cast through remote e-voting shall be considered.

The instructions for e-voting are as under:

i. The voting period begins on September 26, 2016 (9.30 a.m.) and ends on September 28, 2016 (5.00 p.m.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
ii. The Members who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
iii. The Members should log on to the e-voting website www.evotingindia.com.
iv. Click on "Shareholders" tab.
v. 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.

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vi. Next enter the Image Verification as displayed and Click on Login.

vii. If you are holding shares in dematerialized 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.

viii. If you are a first time user, follow the steps given below:

For Members holding shares in Dematerialized 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 sequence number (refer serial no. printed on the name and address sticker) in the PAN field. • In case the 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. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order of login. • If both the details are not recorded with the Depository or Company please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (v).

ix. After entering these details appropriately, click on "SUBMIT" tab.

x. 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.

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

xii. Click on the EVSN of <ZICOM ELECTRONIC SECURITY SYSTEMS LIMITED> on which you choose to vote.

xiii. 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.

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

xv. 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.

xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

xix. Shareholders can also cast their vote using CDSL's mobile App m-Voting available for android based mobiles. The m-Voting App can be downloaded from Google Play Store. Apple and Windows phone users can download the App from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile App while voting on your mobile.

xx. **Note for Non – Individual Shareholders and Custodians**

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

xxi. In case of 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.

xxii. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for

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e-voting i.e. September 23, 2016, he / she may obtain the User Id and Password in the manner as mentioned in (i) to (xxi) above.

D. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date of September 23, 2016.

E. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

F. In case of Joint Holders, attending the Meeting only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

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

H. Ms. Purvi Vasha, Practising Company Secretary (Membership No. 14069) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

I. The Scrutinizer shall, immediately upon conclusion of voting at the General Meeting, would count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in employment of the Company and make not later than three days of conclusion of the Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall counter sign the same; and announce the results on the voting.

J. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.zicom.com and on the website of CDSL www.evotingindia.com immediately after the results are declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.

25. In order to communicate speedily and effectively the important and relevant information and events, the Members are hereby requested to register their e-mail address(es) and changes therein from time to time, through any of the following manner:

a. **Company's Website:** By visiting the website www.zicom.com and following link on the Home Page → Investors Relations → Go Green

b. **Email Intimation:** By sending an email to investors@ zicom.com and mentioning the Name(s) and Folio Number/ Client ID and DP ID

c. **To the Company:** By a written communication addressed to the Company Secretary at the Registered Office of the Company

Upon registration of the e mail address(es) by the Members the Company will send them Notices, Annual Report and other documents and communications meant for Members via electronic mode/ e-mail.

Further, the communications / documents will also be made available on the Company's website www.zicom.com for download by the Members.

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 (the Act), sets out all material facts relating to the business mentioned at Item Nos. 5 to 7 of the accompanying Notice dated August 12, 2016.

Item No. 5:

Pursuant to Section 161 of the Companies Act, 2013, read with Article 114 of the Articles of Association of the Company, the Board, at its meeting held on December 18, 2015, appointed Mr. Sanjeev Dayal (DIN: 03490363) as an Additional Director of the Company, effective that date, in the capacity of an Independent Director.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Sanjeev Dayal will hold the office upto the date of the ensuing Annual General Meeting. The Company has received notice in writing, under the provisions of Section 160 of the Companies Act, 2013, from a Member alongwith the deposit of Rs.100,000 proposing the candidature of Mr. Sanjeev Dayal for appointment as Independent Director as per the provisions of Sections 149 and 152 of the Companies Act, 2013. He will also be an Independent Director under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received from Mr. Sanjeev Dayal - (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013; and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks approval of the Members for the appointment of Mr. Sanjeev Dayal as an Independent Director of the Company, not liable to retire by rotation, upto March 31, 2018 pursuant to Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder.

In the opinion of the Board of Directors, Mr. Sanjeev Dayal fulfills the conditions for his appointment as an Independent Director, specified in the Act, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Sanjeev Dayal is independent of the Management.

A brief resume of Mr. Sanjeev Dayal, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in para II (F) of the Corporate Governance Report forming part of the Annual Report.

Notice

A copy of the draft letter of appointment of Mr. Sanjeev Dayal as an Independent Director setting out the terms and conditions is available for inspection, without any fee, by the Members at the Company's Registered Office, on working days during the normal business hours, upto the date of the Meeting.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Sanjeev Dayal as an Independent Director.

Mr. Sanjeev Dayal is interested in the proposed resolution for his appointment as an Independent Director to the extent of the Fees, and other permitted payments and benefits which he may get in his capacity as an Independent Director of the Company. Except him and his relatives, no other Director, Key Managerial Personnel or their relatives, are interested or concerned, financially or otherwise, in the Resolution set out at Item No. 5.

The Board recommends the Ordinary Resolution as set out at Item No. 5 of the Notice for your approval.

Item Nos. 6 and 7:

Mr. K. D. Hodavdekar and Mr. Prabhakar Dalal were appointed as Independent Directors pursuant to the approval of the Members of the Company through resolutions passed at the Annual General Meeting held on September 5, 2014. As per the said resolutions, the term of appointment of both these Independent Directors expired on March 31, 2016 and June 26, 2016, respectively.

The Board of Directors of the Company at their meetings held on March 31, 2016 and June 24, 2016, appointed Mr. K. D. Hodavdekar and Mr. Prabhakar Dalal, respectively, as Additional Directors of the Company effective April 1, 2016 and June 27, 2016, respectively, to hold the office until the date of this Annual General Meeting. The Board of Directors of the Company, at their aforesaid meetings, also proposed appointments of Mr. K. D. Hodavdekar and Mr. Prabhakar Dalal as Independent Directors for a second term, in accordance with provisions of Section 149 of Companies Act, 2013, based on their skills, experience, knowledge and performance evaluation. The re-appointments are subject to the approval of the Members at this Annual General Meeting by way of Special Resolutions.

Pursuant to the provision of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's Report.

In terms of Section 160 of the Companies Act, 2013, the Company has received notices in writing from Members alongwith the deposit of Rs. 100,000 each proposing the candidature of Mr. K. D. Hodavdekar and Mr. Prabhakar Dalal for re-appointment as Independent Directors as per the provisions of Sections 149 and 152 of the Companies Act, 2013.

Except Mr. K. D. Hodavdekar and Mr. Prabhakar Dalal and their relatives, no other Director, Key Managerial Personnel or their relatives, are anyway interested or concerned, financially or otherwise, in the Special Resolutions set out at Item Nos. 6 and 7.

The Board recommends the Special Resolutions set out at Item Nos. 6 and 7 of the Notice for your approval.

By Order of the Board of Directors

Kunjan Trivedi
Company Secretary

Place: Mumbai
Date: August 12, 2016

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