AWAKE ALWAYS

September 30, 2019

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 of even date, informing you in brief about the Outcome of Annual General Meeting, we enclose herewith the proceedings of the 25th Annual General Meeting of the Company, held on September 30, 2019 at 3:30 p.m. at the Registered Office of the Company at 501, Silver Metropolis, Western Express Highway, Goregaon (E), Mumbai 400063, 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**



Pramoud Rao
Managing Director

Encl: as above

AWAKE ALWAYS

PROCEEDINGS OF THE 25TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF ZICOM ELECTRONIC SECURITY SYSTEMS LIMITED HELD ON MONDAY, THE 30TH DAY OF SEPTEMBER 2019 AT REGISTERED OFFICE AT 501, SILVER METROPOLIS, WESTERN EXPRESS HIGHWAY, GOREGAON (E), MUMBAI 400063, WHICH COMMENCED AT 3:30 P.M. AND CONCLUDED AT 4:30 P.M.

ATTENDANCE AT THE MEETING:

Directors' Present:

1. Mr. Manohar Bidaye – Chairman & Member & Chairman of Stakeholders Relationship Committee
2. Mr. Pramoud Rao – Managing Director & Member
3. Mr. K. D. Hodavdekar – Independent Director & Chairman of Audit & Nomination and Remuneration Committees

In Attendance:

Ms. Kshama Wazkar – Assistant Company Secretary

By Invitation:

Ms. Purvi Vasha – Scrutinizer for remote e-voting and physical ballot process for the 25th Annual General Meeting

RECORD OF PRESENCE OF QUORUM:

Members Present:

In Person: 32 Members, including 7 Representatives of Body Corporate for 11,27,823 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. Dhaval Mehta, Additional (Independent) Director. He then requested Mr. Manohar Bidaye, Chairman to take the Chair and preside over the Meeting.

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 1 proxy and 7 representations aggregating for 11,27,824 Equity Shares were received. 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, 2019 were available for inspection.

With the consent of the Members present, the Notice convening the Twenty Fifth 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, 2019 were taken as read.

The Chairman 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 when there are qualifications or adverse observations or comments in the Report.

Accordingly, the Chairman read the qualifications in the standalone and consolidated Audit Reports and drew the attention of the Members present to the explanations given by the Board of Directors in their Report on page no. 12 of the Annual Report 2018-19.

The Chairman further mentioned that since there were no qualifications, observations or comments in the Secretarial Audit Report, the same 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, 2019, in which he informed the Members about performance of the Company and various subsidiaries, in the financial year ended March 31, 2019.

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 25th Annual General Meeting.

The remote e-voting was kept open from 9:30 a.m. on September 27, 2019 till 5:00 p.m. on September 29, 2019.

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.

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.

AWAKE ALWAYS

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. However, as no queries were raised, the Chairman took-up the first agenda item.

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, 2019; and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019.	Ordinary
2.	Re-appointment of Mr. Manohar Bidaye (DIN: 00010699) as Director of the Company liable to retire by rotation.	Ordinary
3.	Appointment of Mr. Dhaval Mehta (DIN: 07501194) as an Independent Director of the Company for a period of two years upto March 7, 2021.	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**



Pramoud Rao
Managing Director