Zicom Electronic Security Systems Ltd.
501, Silver Metropolis,
Western Express Highway,
Goregaon (E), Mumbai.- 400 063
Tel + 91 22 4290 4290
Fax + 91 22 4290 4291
www.zicom.com
Toll Free: 1-800-22-4567 / 1-800-270-4567

August 13, 2012

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: **Outcome of Board Meeting – Unaudited Financial Results**

Further to our letter dated August 3, 2012, intimating you of the Board Meeting to be held today, inter-alia for approval of Unaudited Financial Results of the Company for the quarter ended June 30, 2012, we enclose herewith the said Unaudited Financial Results, both, on standalone and consolidated basis, in the format prescribed under Clause 41 of the Listing Agreement.

Further, the said Unaudited Financial Results are also made available on the website of the Company viz. www.zicom.com.

Kindly take the above 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

Reg. Office: 501, Silver Metropolis, Western Express Highway, Goregaon East, Mumbai 400 063.

PART I : STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2012

(₹ in Lakhs)

	Particulars	Quarter Ended 30/06/2012 (Unaudited)	Quarter Ended 31/03/2012 (Unaudited)	Quarter Ended 30/06/2011 (Unaudited)	Year Ended 31/03/2012 (Audited)
1	**Income from Operations**				
	(a) Net Sales / Income from Operations (Net of Excise Duty)	**4,867.72**	7,014.05	4,265.99	21,941.59
	(b) Other Operating Income	---	---	---	---
	Total Income from Operations (Net)	**4,867.72**	7,014.05	4,265.99	21,941.59
2	**Expenses**				
	(a) Cost of Materials consumed / Purchase of Stock-in-Trade	**4,100.46**	5,847.25	3,301.86	18,463.05
	(b) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	**(145.27)**	(192.32)	17.58	(761.66)
	(c) Employee Benefits Expense	**161.46**	184.13	176.36	703.82
	(d) Depreciation and Amortisation Expense	**197.50**	280.68	297.86	1,179.69
	(e) Other Expenses (Any item exceeding 10% of the total expenses relating to continuing operations to be shown separately)	**184.93**	405.42	200.38	1,161.80
	Total Expenses	**4,499.08**	6,525.16	3,994.04	20,746.70
3	**Profit / (Loss) from Operations before Other Income, Finance Costs and Exceptional Items (1-2)**	**368.64**	488.89	271.95	1,194.89
4	Other Income	**79.29**	254.95	59.98	266.94
5	**Profit / (Loss) from Ordinary Activities before Finance Costs and Exceptional Items (3 ± 4)**	**447.93**	743.84	331.93	1,461.83
6	Finance Costs	**156.43**	544.23	206.71	737.28
7	**Profit / (Loss) from Ordinary Activities after Finance Costs but before Exceptional Items (5 ± 6)**	**291.50**	199.61	125.22	724.55
8	Exceptional Items	---	---	---	193.87
9	**Profit / (Loss) from Ordinary Activities before Tax (7 ± 8)**	**291.50**	199.61	125.22	530.68
10	**Tax Expense**				
	Current Tax	**29.70**	(10.35)	25.00	54.10
	Deferred Tax	**64.89**	86.16	12.27	146.37
	Earlier Years	---	(25.09)	---	(25.09)
11	**Net Profit / (Loss) from Ordinary Activities after Tax (9 ± 10)**	**196.91**	148.89	87.95	355.30
12	Extraordinary Items (Net of Tax Expense ₹ -- Lakhs)	---	---	---	---
13	**Net Profit / (Loss) for the Period (11 ± 12)**	**196.91**	148.89	87.95	355.30
14	Paid-up Equity Share Capital (Face Value of the Share ₹ 10/-)	**1,269.98**	1,269.98	1,269.98	1,269.98
15	Reserve excluding Revaluation Reserves as per Balance Sheet of Previous Accounting Year	---	---	---	11,476.49
16 i	**Earnings Per Share (EPS) (before Extraordinary and Exceptional Items) (of ₹ 10/- each) (not annualised):**				
	(a) Basic	**1.55**	2.69	0.69	4.32
	(b) Diluted	**1.55**	2.69	0.69	4.32

ZICOM ELECTRONIC SECURITY SYSTEMS LTD

Zicom Electronic Security Systems Limited

Reg. Office: 501, Silver Metropolis, Western Express Highway, Goregaon East, Mumbai 400 063.

PART I : STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2012

(₹ in Lakhs)

	Particulars	Quarter Ended 30/06/2012	Quarter Ended 31/03/2012	Quarter Ended 30/06/2011	Year Ended 31/03/2012
		Unaudited	(Refer Note No. 2)	Unaudited	(Audited)
ii	**Earnings Per Share (EPS) (after Extraordinary and Exceptional Items) (of ₹10/- each) (not annualised):**				
	(a) Basic	**1.55**	1.17	0.69	2.80
	(b) Diluted	**1.55**	1.17	0.69	2.80

PART II : SELECT INFORMATION FOR THE QUARTER ENDED JUNE 30, 2012

	Particulars	Quarter Ended 30/06/2012	Quarter Ended 31/03/2012	Quarter Ended 30/06/2011	Year Ended 31/03/2012
A	**PARTICULARS OF SHAREHOLDING**				
1	Public shareholding				
	- Number of shares	**1,00,62,806**	1,00,62,806	1,01,17,479	1,00,62,806
	- Percentage of shareholding	79.24	79.24	79.67	79.24
2	Promoters and Promoter Group Shareholding				
	a) Pledged / Encumbered				
	- Number of Shares	2,00,000	2,00,000	2,00,000	2,00,000
	- Percentage of Shares (as a % of the total shareholding of Promoter and Promoter Group)	**7.58**	7.58	7.74	7.58
	- Percentage of Shares (as a % of the total share capital of the Company)	**1.57**	1.57	1.57	1.57
	b) Non – Encumbered				
	- Number of Shares	**24,37,023**	24,37,023	23,82,350	24,37,023
	- Percentage of Shares (as a % of the total shareholding of the Promoter and Promoter Group)	**92.42**	92.42	92.26	92.42
	- Percentage of Shares (as a % of the total share capital of the Company)	**19.19**	19.19	18.76	19.19

	Particulars	Quarter Ended 30/06/2012
B	**INVESTOR COMPLAINTS**	
	Pending at the beginning of the Quarter	**NIL**
	Received during the Quarter	**1**
	Disposed of during the Quarter	**1**
	Remaining unresolved at the end of the Quarter	**NIL**



Zicom Electronic Security Systems Limited

Reg. Office: 501, Silver Metropolis, Western Express Highway, Goregaon East, Mumbai 400 063.

Notes:

1. The above financial results of the Company for the quarter ended June 30, 2012, have been reviewed by the Audit Committee on August 13, 2012 and approved by the Board at its meeting held on even date. The Statutory Auditors have conducted the limited review of the results as per the Listing Agreement.

2. In July 2012, the Company made a preferential issues of 33,00,000 Equity Shares of ₹ 10/- each, for cash, at a premium of ₹ 36/- per Share, to foreign entities; and 16,00,000 Warrants, each Warrant carrying an entitlement to subscribe to one (1) Equity Share of ₹ 10/- each, for cash, at a premium of ₹ 36/- per Share, to Promoter Group Companies. Further, 10,00,000 Equity Shares have been allotted upon exercise of options attached to equal number of Warrants. As a result of which, there has been increase in Paid-up Capital by ₹ 430 lakhs and in Securities Premium by ₹ 1,548 lakhs.

3. During the quarter, the Company alongwith it's wholly owned subsidiary viz. Unisafe Fire Protection Specialists Singapore Pte. Ltd. has acquired total 49% stake (5% by the Company and 44% by the subsidiary), and 95% economic interest in Phoenix International WLL, a Qatar based Limited Liability Company, at a valuation of USD 15 million, making Phoenix International WLL a step-down subsidiary of the Company.

4. As a result of appreciation of US Dollar, there is a remarkable increase in material costs as compared to corresponding quarter of previous year. Also, there is a foreign exchange gain of ₹ 90.58 lakhs on Financial Assets, which is reflected in Finance Cost.

5. Diluted EPS includes provision for conversion of ESOPs and is not considered being anti-dilutive in nature.

6. The Company has a single reportable business segment of "Security and Safety".

7. Previous quarter / year figures have been regrouped / rearranged wherever necessary.

For **Zicom Electronic Security Systems Ltd.**

Manohar Bidaye
Chairman

Place: Mumbai
Date: August 13, 2012

Zicom Electronic Security Systems Limited

Reg. Office: 501, Silver Metropolis, Western Express Highway, Goregaon East, Mumbai 400 063.

PART I : STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2012

(₹ in Lakhs)

	Particulars	Quarter Ended 30/06/2012 (Unaudited)	Quarter Ended 31/03/2012 (Unaudited)	Quarter Ended 30/06/2011 (Unaudited)	Year Ended 31/03/2012 (Audited)
1	**Income from Operations**				
	(a) Net Sales / Income from Operations (Net of Excise Duty)	11,537.54	15,753.44	8,699.51	48,405.04
	(b) Other Operating Income	---	---	---	---
	Total Income from Operations (Net)	11,537.54	15,753.44	8,699.51	48,405.04
2	**Expenses**				
	(a) Cost of Materials consumed / Purchase of Stock-in-Trade	8,984.17	12,984.67	6,743.90	39,649.87
	(b) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	85.37	(278.85)	(86.17)	(877.10)
	(c) Employee Benefits Expense	735.04	803.66	566.88	2,583.87
	(d) Depreciation and Amortisation Expense	332.32	356.47	357.12	1,432.74
	(e) Other Expenses (Any item exceeding 10% of the total expenses relating to continuing operations to be shown separately)	451.87	743.73	345.60	2,000.43
	Total Expenses	10,588.77	14,609.68	7,927.33	44,789.81
3	**Profit / (Loss) from Operations before Other Income, Finance Costs and Exceptional Items (1-2)**	948.77	1,143.76	772.18	3,615.23
4	Other Income	53.07	137.45	60.14	156.73
5	**Profit / (Loss) from Ordinary Activities before Finance Costs and Exceptional Items (3 ± 4)**	1,001.84	1,281.21	832.32	3,771.96
6	Finance Costs	412.89	639.16	362.18	1,386.11
7	**Profit / (Loss) from Ordinary Activities after Finance Costs but before Exceptional Items (5 ± 6)**	588.95	642.05	470.14	2,385.85
8	Exceptional Items	---	---	---	193.87
9	**Profit / (Loss) from Ordinary Activities before Tax (7 ± 8)**	588.95	642.05	470.14	2,191.98
10	**Tax Expense**				
	Current Tax	29.70	(10.35)	25.00	54.10
	Deferred Tax	16.87	15.62	9.84	60.56
	Earlier Years	---	(25.09)	---	(25.09)
11	**Net Profit / (Loss) from Ordinary Activities after Tax (9 ± 10)**	542.38	661.87	435.30	2,102.41
12	Extraordinary Items (Net of Tax Expense ₹ ___ Lakhs)	---	---	---	---
13	**Net Profit / (Loss) for the Period (11 ± 12)**	542.38	661.87	435.30	2,102.41
14	Share of Profit / (Loss) of Associates	---	---	---	---
15	Minority Interest	109.56	140.34	79.12	418.39
16	**Net Profit / (Loss) after Taxes, Minority Interest and Share of Profit / (Loss) of Associates (13±14±15)**	432.82	521.53	356.18	1,684.02
17	Paid-up Equity Share Capital (Face Value of the Share ₹ 10/-)	1,269.98	1,269.98	1,269.98	1,269.98
18	Reserve excluding Revaluation Reserves as per Balance Sheet of Previous Accounting Year	---	---	---	17,581.77

ZICOM ELECTRONIC SECURITY SYSTEMS LTD.

Zicom Electronic Security Systems Limited

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PART I : STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2012

(₹ in Lakhs)

	Particulars	Quarter Ended 30/06/2012 (Unaudited)	Quarter Ended 31/03/2012 (Unaudited)	Quarter Ended 30/06/2011 (Unaudited)	Year Ended 31/03/2012 (Audited)
19 i	**Earnings Per Share (EPS) (before Extraordinary and Exceptional Items) (of ₹ 10/- each) (not annualised):**				
	(a) Basic	3.41	5.64	2.80	14.79
	(b) Diluted	3.41	5.64	2.80	14.79
ii	**Earnings Per Share (EPS) (after Extraordinary and Exceptional Items) (of ₹ 10/- each) (not annualised):**				
	(a) Basic	3.41	4.11	2.80	13.26
	(b) Diluted	3.41	4.11	2.80	13.26

PART II : SELECT INFORMATION FOR THE QUARTER ENDED JUNE 30, 2012

	Particulars	Quarter Ended 30/06/2012	Quarter Ended 31/03/2012	Quarter Ended 30/06/2011	Year Ended 31/03/2012
A	**PARTICULARS OF SHAREHOLDING**				
1	Public Shareholding				
	- Number of shares	1,00,62,806	1,00,62,806	1,01,17,479	1,00,62,806
	- Percentage of shareholding	79.24	79.24	79.67	79.24
2	Promoters and Promoter Group Shareholding				
	a) Pledged / Encumbered				
	- Number of Shares	2,00,000	2,00,000	2,00,000	2,00,000
	- Percentage of Shares (as a % of the total shareholding of Promoter and Promoter Group)	7.58	7.58	7.74	7.58
	- Percentage of Shares (as a % of the total share capital of the Company)	1.57	1.57	1.57	1.57
	b) Non - Encumbered				
	- Number of Shares	24,37,023	24,37,023	23,82,350	24,37,023
	- Percentage of Shares (as a % of the total shareholding of the Promoter and Promoter Group)	92.42	92.42	92.26	92.42
	- Percentage of Shares (as a % of the total share capital of the Company)	19.19	19.19	18.76	19.19

	Particulars	Quarter Ended 30/06/2012
B	**INVESTOR COMPLAINTS**	
	Pending at the beginning of the Quarter	NIL
	Received during the Quarter	1
	Disposed of during the Quarter	1
	Remaining unresolved at the end of the Quarter	NIL

ZICOM ELECTRONIC SECURITY SYSTEMS LTD.

Zicom Electronic Security Systems Limited

Reg. Office: 501, Silver Metropolis, Western Express Highway, Goregaon East, Mumbai 400 063.

Notes:

1. The above financial results of the Company, on consolidated basis, for the quarter ended June 30, 2012, have been reviewed by the Audit Committee on August 13, 2012 and approved by the Board at its meeting held on even date. The Statutory Auditors have conducted a limited review of the standalone financial results as per the Listing Agreement.

2. In July 2012, the Company made a preferential issues of 33,00,000 Equity Shares of ₹ 10/- each, for cash, at a premium of ₹ 36/- per Share, to foreign entities; and 16,00,000 Warrants, each Warrant carrying an entitlement to subscribe to one (1) Equity Share of ₹ 10/- each, for cash, at a premium of ₹ 36/- per Share, to Promoter Group Companies. Further, 10,00,000 Equity Shares have been allotted upon exercise of options attached to equal number of Warrants. As a result of which, there has been increase in Paid-up Capital by ₹ 430 lakhs and in Securities Premium by ₹ 1,548 lakhs.

3. During the quarter, the Company alongwith it's wholly owned subsidiary viz. Unisafe Fire Protection Specialists Singapore Pte. Ltd. has acquired total 49% stake (5% by the Company and 44% by the subsidiary), and 95% economic interest in Phoenix International WLL, a Qatar based Limited Liability Company, at a valuation of USD 15 million, making Phoenix International WLL a step-down subsidiary of the Company w.e.f. June 1, 2012. The results for quarter under review include pro-rata working of the said step-down subsidiary.

4. Diluted EPS includes provision for conversion of ESOPs and is not considered being anti-dilutive in nature.

5. The Company has a single reportable business segment of "Security and Safety".

6. The Consolidated Financial Results for the year consists audited financial results of the Company and its following subsidiaries:
   (a) Unisafe Fire Protection Specialists LLC, Dubai, U.A.E. (Consolidated)
   (b) Zicom SaaS Private Limited
   (c) Unisafe Fire Protection Specialists India Private Limited
   (d) Unisafe Fire Protection Specialists Singapore Pte. Ltd., Singapore
   (e) Phoenix International WLL, Qatar
   (f) Zicom Projects Pte. Ltd., Singapore
   (g) Zicom CNA Automation Limited

7. The standalone results will be available on the Company's website www.zicom.com.

8. Previous quarter / year figures have been regrouped / rearranged wherever necessary.

9. Standalone Details: (₹ in Lakhs)

Particulars	Quarter Ended 30/06/2012	Quarter Ended 31/03/2012	Quarter Ended 30/06/2011	Year Ended 31/03/2012
Turnover	4,867.72	7,014.05	4,265.99	21,941.59
Profit Before Tax	291.50	199.61	125.22	530.68
Profit After Tax and Extraordinary Items	196.91	148.89	87.95	355.30

For **Zicom Electronic Security Systems Ltd.**

Manohar Bidaye
Chairman

Place: Mumbai
Date: August 13, 2012

SENDING REPORT

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