Feel Safe

February 10, 2015

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 January 31, 2015, intimating you of the Board Meeting to be held today inter-alia for approval of Unaudited Financial Results of the Company for the quarter and nine months ended December 31, 2014, 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.

The Unaudited Financial Results are also made available on the websites of the Company viz. www.zicom.com and of the Stock Exchanges viz. www.bseindia.com and www.nseindia.com.

We further inform you that at the said Board Meeting, the Board has also approved the following:

1. Allotment of 10,50,000 Warrants, each Warrant carrying an entitlement to subscribe to one (1) Equity Share of Rs. 10/- each of the Company, on preferential basis for cash at a price Rs. 160/- per Share, i.e. at a premium of Rs. 150/- per Share, to the following Promoter Group Companies:

Sr. No.	Name of the Promoters	Maximum No. of Warrants to be allotted
1.	Baronet Properties & Investments Private Limited	5,25,000
2.	Coronet Properties & Investments Private Limited	5,25,000
	Total	**10,50,000**

ZICOM ELECTRONIC SECURITY SYSTEMS LTD.

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: 1-800-270-4567
CIN : L32109MH1994PLC083391

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The said allotment is being made in accordance with SEBI's Guidelines for Preferential Issue, i.e. Chapter VII of SEBI ICDR Regulations. The Face Value of the Warrants is equal to 25% of the offer price of the Resulting Equity Shares to which the warrant holders are entitled to subscribe, i.e. Rs. 40/- per Warrant. The Warrants including the Resulting Equity Shares shall be under lock-in as per SEBI Guidelines. Further, the warrant holders are entitled to exercise the rights attached to the Warrants, to subscribe to one (1) Equity Share, within 18 months from the date of their allotment.

2. Approval of remuneration payable to Mr. Pramoud Rao, Managing Director for the balance period of two years i.e. from March 1, 2015 till February 28, 2017.

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

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CIN : L32109MH1994PLC083391

FROM :ZICOM FAX NO. :42904291 10 Feb. 2015 2:00PM P2

Zicom Electronic Security Systems Limited

Reg Reg. Office: 501, Silver Metropolis, Western Express Highway, Goregaon East, Mumbai 400063.
Tel: +91 22 4290 4290; Fax: +91 22 4290 4291; Website: www.zicom.com; CIN: L32109MH1994PLC083391

PART I : STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2014

(Rs. in Lakhs)

	Particulars	Quarter Ended 31/12/2014 (Unaudited)	Quarter Ended 30/09/2014 (Unaudited)	Quarter Ended 31/12/2013 (Unaudited)	Nine Months Ended 31/12/2014 (Unaudited)	Nine Months Ended 31/12/2013 (Unaudited)	Year Ended 31/03/2014 (Audited)
1	**Income from Operations**						
	(a) Net Sales / Income from Operations (Net of Excise Duty)	9,702.16	9,051.40	8,093.51	26,531.96	21,792.32	32,306.34
	(b) Other Operating Income	---	---	---	---	---	---
	Total Income from Operations (Net)	9,702.16	9,051.40	8,093.51	26,531.96	21,792.32	32,306.34
2	**Expenses**						
	(a) Cost of Materials consumed / Purchases of Stock-in-Trade	8,531.63	7,830.24	6,788.53	22,947.34	18,854.64	28,377.70
	(b) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	(180.09)	(39.04)	(61.75)	(236.38)	(470.41)	(693.19)
	(c) Employee Benefits Expense	184.93	189.54	191.56	545.26	560.26	795.97
	(d) Depreciation and Amortisation Expense	171.70	159.85	193.52	512.42	584.07	774.64
	(e) Other Expenses (Any item exceeding 10% of the total expenses relating to continuing operations to be shown separately)	334.95	284.38	454.73	866.21	923.70	1,216.29
	Total Expenses	9,043.12	8,424.97	7,566.59	24,634.85	20,452.26	30,471.41
3	**Profit / (Loss) from Operations before Other Income, Finance Costs and Exceptional Items (1-2)**	659.04	626.43	526.92	1,897.11	1,340.06	1,834.93
4	Other Income	183.28	177.29	125.88	475.26	397.40	644.48
5	**Profit / (Loss) from Ordinary Activities before Finance Costs and Exceptional Items (3 + 4)**	842.32	803.72	652.80	2,372.37	1,737.46	2,479.41
6	Finance Costs	359.93	292.38	362.72	963.38	590.32	972.65
7	**Profit / (Loss) from Ordinary Activities after Finance Costs but before Exceptional Items (5 + 6)**	482.39	511.34	290.08	1,408.99	1,147.14	1,506.76
8	Exceptional Items	---	---	---	---	---	517.76
9	**Profit / (Loss) from Ordinary Activities before Tax (7 + 8)**	482.39	511.34	290.08	1,408.99	1,147.14	989.00
10	**Tax Expense**						
	Current Tax	198.60	195.60	125.20	567.30	468.90	271.40
	Deferred Tax	(31.89)	(29.71)	(29.51)	(106.44)	(95.10)	(97.69)
	Earlier Years	---	---	---	---	---	---
11	**Net Profit / (Loss) from Ordinary Activities after Tax (9 + 10)**	315.68	345.45	194.39	948.13	773.34	815.29
12	Extraordinary Items (Net of Tax Expense Rs. – Lakhs)	---	---	---	---	---	---
13	**Net Profit / (Loss) for the Period (11 + 12)**	315.68	345.45	194.39	948.13	773.34	815.29
14	Paid-up Equity Share Capital (Face Value of the Share Rs. 10/-)	1,759.98	1,759.98	1,759.98	1,759.98	1,759.98	1,759.98
15	Reserve excluding Revaluation Reserves as per Balance Sheet of Previous Accounting Year	---	---	---	---	---	14,579.18
16 i	**Earnings Per Share (EPS) (before Extraordinary and Exceptional Items) (of Rs. 10/- each) (not annualised):**						
	(a) Basic	1.79	1.96	1.13	5.39	4.53	7.75
	(b) Diluted	1.79	1.96	1.10	5.39	4.39	7.75

ZICOM ELECTRONIC SECURITY SYSTEMS LTD.

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Zicom Electronic Security Systems Limited

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Tel: +91 22 4290 4290; Fax: +91 22 4290 4291; Website: www.zicom.com; CIN: L32109MH1994PLC083391

PART I : STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2014

(Rs. in Lakhs)

	Particulars	Quarter Ended 31/12/2014	Quarter Ended 30/09/2014	Quarter Ended 31/12/2013	Nine Months Ended 31/12/2014	Nine Months Ended 31/12/2013	Year Ended 31/03/2014
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
ii	**Earnings Per Share (EPS) (after Extraordinary and Exceptional Items) (of Rs. 10/- each) (not annualised):**						
	(a) Basic	1.79	1.96	1.13	5.39	4.53	4.74
	(b) Diluted	1.79	1.96	1.10	5.39	4.39	4.74

PART II : SELECT INFORMATION FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2014

	Particulars	Quarter Ended 31/12/2014	Quarter Ended 30/09/2014	Quarter Ended 31/12/2013	Nine Months Ended 31/12/2014	Nine Months Ended 31/12/2013	Year Ended 31/03/2014
A	**PARTICULARS OF SHAREHOLDING**						
1	Public Shareholding						
	- Number of Shares	1,33,62,806	1,33,62,806	1,33,62,806	1,33,62,806	1,33,62,806	1,33,62,806
	- Percentage of Shareholding	75.93	75.93	75.93	75.93	75.93	75.93
2	Promoters and Promoter Group Shareholding						
	a) Pledged / Encumbered						
	- Number of Shares	17,25,000	17,25,000	16,25,000	17,25,000	16,25,000	16,25,000
	- Percentage of Shares (as a % of the total shareholding of Promoter and Promoter Group)	40.71	40.71	38.35	40.71	38.35	38.35
	- Percentage of Shares (as a % of the total share capital of the Company)	9.80	9.80	9.23	9.80	9.23	9.23
	b) Non – Encumbered						
	- Number of Shares	25,12,023	25,12,023	26,12,023	25,12,023	26,12,023	26,12,023
	- Percentage of Shares (as a % of the total shareholding of the Promoter and Promoter Group)	59.29	59.29	61.65	59.29	61.65	61.65
	- Percentage of Shares (as a % of the total share capital of the Company)	14.27	14.27	14.84	14.27	14.84	14.84

	Particulars	Quarter Ended 31/12/2014
B	**INVESTOR COMPLAINTS**	
	Pending at the beginning of the Quarter	NIL
	Received during the Quarter	NIL
	Disposed of during the Quarter	NIL
	Remaining unresolved at the end of the Quarter	NIL

ZICOM ELECTRONIC SECURITY SYSTEMS LTD.

FROM :ZICOM FAX NO. :42904291 10 Feb. 2015 2:01PM P4

Zicom Electronic Security Systems Limited

Reg Reg. Office: 501, Silver Metropolis, Western Express Highway, Goregaon East, Mumbai 400063.
Tel: +91 22 4290 4290; Fax: +91 22 4290 4291; Website: www.zicom.com; CIN: L32109MH1994PLC083391

Notes:

1. The above financial results of the Company for the quarter and nine months ended December 31, 2014, have been reviewed by the Audit Committee on February 10, 2015 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. As per the requirements of the Companies Act, 2013:

   a) the Company has re-assessed the remaining useful life of the fixed assets in accordance with the provisions of Schedule II of the Act as per the transitional provisions, the Company has adjusted a sum of Rs. 45.02 lakhs (net of deferred tax) from the opening balance of retained earnings.

   b) The Depreciation charged for the quarter would have been higher by Rs. 14.82 lakhs had the previous assessed useful life being continued.

3. The Shareholders of the Company at their Extraordinary General Meeting held on January 16, 2015 had approved issue and allotment of upto 26,00,000 Equity Shares on preferential / private placement basis to Non-Promoters persons / entities and 10,50,000 Warrants, carrying right to subscribe to equal number of Equity Shares, on preferential / private placement basis to Promoters' Group Companies. The issue price of the said Equity Shares / Resulting Equity Shares of Warrants is determined at Rs. 160/- per Share. The Board of Directors at its meeting held today, has allotted the said 10,50,000 Warrants to Promoters' Group Companies, whereas the 26,00,000 Equity Shares will be allotted within the prescribed timelines.

4. The Pledged / Encumbered Shares shown under Part II, are only towards collateral security for working capital facilities provided by the Bankers to the Company and its subsidiaries.

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

6. Previous quarter / nine months / year figures have been regrouped / rearranged wherever necessary.

For **Zicom Electronic Security Systems Ltd.**

Manohar Bidaye
Chairman

Place: Mumbai
Date: February 10, 2015

FROM :ZICOM FAX NO. :42904291 10 Feb. 2015 2:02PM P5

Zicom Electronic Security Systems Limited

Reg. Office: 501, Silver Metropolis, Western Express Highway, Goregaon East, Mumbai 400063.
Tel: +91 22 4290 4290; **Fax:** +91 22 4290 4291; **Website:** www.zicom.com; **CIN:** L32109MH1994PLC083391

PART I : STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2014

(Rs. in Lakhs)

	Particulars	Quarter Ended 31/12/2014 (Unaudited)	Quarter Ended 30/09/2014 (Unaudited)	Quarter Ended 31/12/2013 (Unaudited)	Nine Months Ended 31/12/2014 (Unaudited)	Nine Months Ended 31/12/2013 (Unaudited)	Year Ended 31/03/2014 (Audited)
1	**Income from Operations**						
	(a) Net Sales / Income from Operations (Net of Excise Duty)	29,524.04	26,137.42	23,816.71	77,740.19	62,050.33	92,609.57
	(b) Other Operating Income	---	---	---	---	---	---
	Total Income from Operations (Net)	29,524.04	26,137.42	23,816.71	77,740.19	62,050.33	92,609.57
2	**Expenses**						
	(a) Cost of Materials consumed / Purchase of Stock-in-Trade	20,758.98	22,041.96	19,484.45	59,896.38	50,619.16	71,919.32
	(b) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	1,379.13	(2,146.70)	(1,303.45)	(1,424.52)	(2,980.19)	(708.56)
	(c) Employee Benefits Expense	2,088.46	1,835.70	1,477.93	5,684.72	4,061.46	6,170.33
	(d) Depreciation and Amortisation Expense	865.13	768.10	649.24	2,377.26	1,848.55	2,492.84
	(e) Other Expenses (Any item exceeding 10% of the total expenses relating to continuing operations to be shown separately)	1,643.61	1,166.21	1,257.59	3,692.32	2,940.98	4,384.70
	Total Expenses	26,735.31	23,665.27	21,565.76	70,226.16	56,489.96	84,258.63
3	**Profit / (Loss) from Operations before Other Income, Finance Costs and Exceptional Items (1-2)**	2,788.73	2,472.15	2,250.95	7,514.03	5,560.37	8,350.94
4	Other Income	28.41	30.77	21.60	79.30	56.28	253.19
5	**Profit / (Loss) from Ordinary Activities before Finance Costs and Exceptional Items (3 + 4)**	2,817.14	2,502.92	2,272.55	7,593.33	5,616.65	8,604.13
6	Finance Costs	1,503.77	958.98	958.30	3,665.42	2,274.37	3,493.51
7	**Profit / (Loss) from Ordinary Activities after Finance Costs but before Exceptional Items (5 + 6)**	1,313.37	1,543.94	1,314.25	3,927.91	3,342.28	5,110.62
8	Exceptional Items	---	---	---	---	---	459.55
9	**Profit / (Loss) from Ordinary Activities before Tax (7 + 8)**	1,313.37	1,543.94	1,314.25	3,927.91	3,342.28	4,651.07
10	**Tax Expense**						
	Current Tax	275.81	206.12	132.43	663.93	503.56	289.67
	Deferred Tax	(89.16)	(19.92)	(44.22)	(138.97)	(116.59)	(100.84)
	Earlier Years	---	---	---	---	---	---
11	**Net Profit / (Loss) from Ordinary Activities after Tax (9 + 10)**	1,126.72	1,357.74	1,226.04	3,402.95	2,955.31	4,462.24
12	Extraordinary Items (Net of Tax Expense Rs. — Lakhs)	---	---	---	---	---	---
13	**Net Profit / (Loss) for the Period (11 + 12)**	1,126.72	1,357.74	1,226.04	3,402.95	2,955.31	4,462.24
14	Share of Profit / (Loss) of Associates	---	---	---	---	---	---
15	Minority Interest	60.60	65.60	68.70	181.84	167.60	267.98
16	**Net Profit / (Loss) after Taxes, Minority Interest and Share of Profit / (Loss) of Associates (13+14+15)**	1,066.12	1,292.14	1,157.34	3,221.11	2,787.71	4,194.26
17	Paid-up Equity Share Capital (Face Value of the Share Rs. 10/-)	1,759.98	1,759.98	1,759.98	1,759.98	1,759.98	1,759.98
18	Reserve excluding Revaluation Reserves as per Balance Sheet of Previous Accounting Year	---	---	---	---	---	25,475.44

ZICOM ELECTRONIC SECURITY SYSTEMS LTD.

FROM :ZICOM FAX NO. :42904291 10 Feb. 2015 2:02PM P6

Zicom Electronic Security Systems Limited

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PART I : STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2014

(Rs. in Lakhs)

	Particulars	Quarter Ended 31/12/2014 (Unaudited)	Quarter Ended 30/09/2014 (Unaudited)	Quarter Ended 31/12/2013 (Unaudited)	Nine Months Ended 31/12/2014 (Unaudited)	Nine Months Ended 31/12/2013 (Unaudited)	Year Ended 31/03/2014 (Audited)
19 i	**Earnings Per Share (EPS) (before Extraordinary and Exceptional Items) (of Rs. 10/- each) (not annualised):**						
	(a) Basic	6.06	7.34	6.75	18.30	16.34	27.06
	(b) Diluted	6.06	7.34	6.34	18.30	15.60	27.06
ii	**Earnings Per Share (EPS) (after Extraordinary and Exceptional Items) (of Rs. 10/- each) (not annualised):**						
	(a) Basic	6.06	7.34	6.75	18.30	16.34	24.39
	(b) Diluted	6.06	7.34	6.34	18.30	15.60	24.39

PART II : SELECT INFORMATION FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2014

	Particulars	Quarter Ended 31/12/2014	Quarter Ended 30/09/2014	Quarter Ended 31/12/2013	Nine Months Ended 31/12/2014	Nine Months Ended 31/12/2013	Year Ended 31/03/2014
A	**PARTICULARS OF SHAREHOLDING**						
1	Public Shareholding						
	- Number of Shares	1,33,62,806	1,33,62,806	1,33,62,806	1,33,62,806	1,33,62,806	1,33,62,806
	- Percentage of Shareholding	75.93	75.93	75.93	75.93	75.93	75.93
2	Promoters and Promoter Group Shareholding						
	a) Pledged / Encumbered						
	- Number of Shares	17,25,000	17,25,000	16,25,000	17,25,000	16,25,000	16,25,000
	- Percentage of Shares (as a % of the total shareholding of Promoter and Promoter Group)	40.71	40.71	38.35	40.71	38.35	38.35
	- Percentage of Shares (as a % of the total share capital of the Company)	9.80	9.80	9.23	9.80	9.23	9.23
	b) Non – Encumbered						
	- Number of Shares	25,12,023	25,12,023	26,12,023	25,12,023	26,12,023	26,12,023
	- Percentage of Shares (as a % of the total shareholding of the Promoter and Promoter Group)	59.29	59.29	61.65	59.29	61.65	61.65
	- Percentage of Shares (as a % of the total share capital of the Company)	14.27	14.27	14.84	14.27	14.84	14.84

	Particulars	Quarter Ended 31/12/2014
B	**INVESTOR COMPLAINTS**	
	Pending at the beginning of the Quarter	NIL
	Received during the Quarter	NIL
	Disposed of during the Quarter	NIL
	Remaining unresolved at the end of the Quarter	NIL

ZICOM ELECTRONIC SECURITY SYSTEMS LTD.

FROM :ZICOM FAX NO. :42904291 10 FEB. 2015 2:03PM P7

Zicom Electronic Security Systems Limited

Reg. Office: 501, Silver Metropolis, Western Express Highway, Goregaon East, Mumbai 400063.
Tel: +91 22 4290 4290; **Fax:** +91 22 4290 4291; **Website:** www.zicom.com; **CIN:** L32109MH1994PLC083391

Notes:

1. The above financial results of the Company for the quarter and nine months ended December 31, 2014, have been reviewed by the Audit Committee on February 10, 2015 and approved by the Board at its meeting held on even date. The Statutory Auditors have conducted a limited review of the standalone unaudited financial results as per the Listing Agreement.

2. As per the requirements of the Companies Act, 2013:

   a) the Company has re-assessed the remaining useful life of the fixed assets in accordance with the provisions of Schedule II of the Act as per the transitional provisions, the Company has adjusted a sum of Rs. 45.02 lakhs (net of deferred tax) from the opening balance of retained earnings.

   b) The Depreciation charged for the quarter would have been higher by Rs. 14.82 lakhs had the previous assessed useful life being continued.

3. The Shareholders of the Company at their Extraordinary General Meeting held on January 16, 2015 had approved issue and allotment of upto 26,00,000 Equity Shares on preferential / private placement basis to Non-Promoters persons / entities and 10,50,000 Warrants, carrying right to subscribe to equal number of Equity Shares, on preferential / private placement basis to Promoters' Group Companies. The issue price of the said Equity Shares / Resulting Equity Shares of Warrants is determined at Rs. 160/- per Share. The Board of Directors at its meeting held today, has allotted the said 10,50,000 Warrants to Promoters' Group Companies, whereas the 26,00,000 Equity Shares will be allotted within the prescribed timelines.

4. The Pledged / Encumbered Shares shown under Part II, are only towards collateral security for working capital facilities provided by the Bankers to the Company and its subsidiaries.

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

6. The Consolidated Financial Results for the quarter and nine months consists unaudited financial results of the Company and its following subsidiaries:

   (a) Unisafe Fire Protection Specialists LLC, Dubai, U.A.E. (Consolidated)
   (b) Phoenix International WLL, Qatar
   (c) Zicom SaaS Private Limited
   (d) Unisafe Fire Protection Specialists India Private Limited
   (e) Unisafe Fire Protection Specialists Singapore Pte. Ltd., Singapore
   (f) Zicom Security Projects Pte. Ltd., Singapore

7. The standalone results will be available on the Company's website www.zicom.com and Stock Exchanges websites www.bseindia.com and www.nseindia.com.

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

9. Standalone Details:

(Rs. in Lakhs)

Particulars	Quarter Ended 31/12/2014	Quarter Ended 30/09/2014	Quarter Ended 31/12/2013	Nine Months Ended 31/12/2014	Nine Months Ended 31/12/2013	Year Ended 31/03/2014
Turnover	9,702.16	9,051.40	8,093.51	26,531.96	21,792.32	32,306.34
Profit Before Tax	482.39	511.34	290.08	1,408.99	1,147.14	989.00
Profit After Tax and Extraordinary Items	315.68	345.45	194.39	948.13	773.34	815.29

For **Zicom Electronic Security Systems Ltd.**

Manohar Bidaye
Chairman

Place: Mumbai
Date: February 10, 2015

FROM :ZICOM FAX NO. :42904291 10 Feb. 2015 2:04PM P8