Feel Safe

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

February 12, 2014

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 February 3, 2014, 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, 2013, 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 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**

K Trivedi

Kunjan Trivedi
Company Secretary

Encl: as above

Zicom Electronic Security Systems Limited

Reg. Office: 501, Silver Metropolis, Western Express Highway, Goregaon East, Mumbai 400063.

PART I : STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2013

(₹ in Lakhs)

	Particulars	Quarter Ended 31/12/2013	Quarter Ended 30/09/2013	Quarter Ended 31/12/2012	Nine Months Ended 31/12/2013	Nine Months Ended 31/12/2012	Year Ended 31/03/2013
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	**Income from Operations**						
	(a) Net Sales / Income from Operations (Net of Excise Duty)	**8,093.51**	7,442.56	7,437.27	**21,792.32**	18,364.90	26,641.28
	(b) Other Operating Income	---	---	---	---	---	---
	Total Income from Operations (Net)	**8,093.51**	7,442.56	7,437.27	**21,792.32**	18,364.90	26,641.28
2	**Expenses**						
	(a) Cost of Materials consumed / Purchases of Stock-in-Trade	**6,788.53**	6,222.24	6,079.55	**18,854.64**	15,223.08	22,246.63
	(b) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	**(61.75)**	86.12	86.99	**(470.41)**	(100.24)	19.88
	(c) Employee Benefits Expense	**191.56**	192.01	173.76	**560.26**	529.97	708.45
	(d) Depreciation and Amortisation Expense	**193.52**	193.32	198.37	**584.07**	595.14	790.49
	(e) Other Expenses (Any item exceeding 10% of the total expenses relating to continuing operations to be shown separately)	**454.73**	279.46	415.68	**923.70**	809.47	1,141.22
	Total Expenses	**7,566.59**	6,973.15	6,954.35	**20,452.26**	17,057.42	24,906.67
3	**Profit / (Loss) from Operations before Other Income, Finance Costs and Exceptional Items (1-2)**	**526.92**	469.41	482.92	**1,340.06**	1,307.48	1,734.61
4	Other Income	**125.88**	144.26	36.78	**397.40**	166.92	486.48
5	**Profit / (Loss) from Ordinary Activities before Finance Costs and Exceptional Items (3 ± 4)**	**652.80**	613.67	519.70	**1,737.46**	1,474.40	2,221.09
6	Finance Costs	**362.72**	116.64	243.04	**590.32**	587.32	958.57
7	**Profit / (Loss) from Ordinary Activities after Finance Costs but before Exceptional Items (5 ± 6)**	**290.08**	497.03	276.66	**1,147.14**	887.08	1,262.52
8	Exceptional Items	---	---	---	---	---	---
9	**Profit / (Loss) from Ordinary Activities before Tax (7 ± 8)**	**290.08**	497.03	276.66	**1,147.14**	887.08	1,262.52
10	**Tax Expense**						
	Current Tax	**125.20**	193.10	93.80	**468.90**	156.00	252.70
	Deferred Tax	**(29.51)**	(31.85)	(4.66)	**(95.10)**	134.46	199.36
	Earlier Years	---	---	---	---	---	---
11	**Net Profit / (Loss) from Ordinary Activities after Tax (9 ± 10)**	**194.39**	335.78	187.52	**773.34**	596.62	810.46
12	Extraordinary Items (Net of Tax Expense ₹ __ Lakhs)	---	---	---	---	---	---
13	**Net Profit / (Loss) for the Period (11 ± 12)**	**194.39**	335.78	187.52	**773.34**	596.62	810.46
14	Paid-up Equity Share Capital (Face Value of the Share ₹ 10/-)	**1,759.98**	1,699.98	1,699.98	**1,759.98**	1,699.98	1,699.98
15	Reserve excluding Revaluation Reserves as per Balance Sheet of Previous Accounting Year	---	---	---	---	---	13,547.89
16 i	**Earnings Per Share (EPS) (before Extraordinary and Exceptional Items) (of ₹ 10/- each) (not annualised):**						
	(a) Basic	**1.13**	1.98	1.07	**4.53**	3.88	5.14
	(b) Diluted	**1.10**	1.91	0.98	**4.39**	3.75	5.01

Zicom Electronic Security Systems Limited

Reg. Office: 501, Silver Metropolis, Western Express Highway, Goregaon East, Mumbai 400063.

PART I : STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2013

(₹ in Lakhs)

	Particulars	Quarter Ended 31/12/2013	Quarter Ended 30/09/2013	Quarter Ended 31/12/2012	Nine Months Ended 31/12/2013	Nine Months Ended 31/12/2012	Year Ended 31/03/2013
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
ii	**Earnings Per Share (EPS) (after Extraordinary and Exceptional Items) (of ₹10/- each) (not annualised):**						
	(a) Basic	**1.13**	1.98	1.07	**4.53**	3.88	5.14
	(b) Diluted	**1.10**	1.91	0.98	**4.39**	3.75	5.01

PART II : SELECT INFORMATION FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2013

	Particulars	Quarter Ended 31/12/2013	Quarter Ended 30/09/2013	Quarter Ended 31/12/2012	Nine Months Ended 31/12/2013	Nine Months Ended 31/12/2012	Year Ended 31/03/2013
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**	78.60	78.60	**75.93**	78.60	78.60
2	Promoters and Promoter Group Shareholding						
	a) Pledged / Encumbered						
	- Number of Shares	**16,25,000**	16,25,000	2,00,000	**16,25,000**	2,00,000	7,00,000
	- Percentage of Shares (as a % of the total shareholding of Promoter and Promoter Group)	**38.35**	44.68	5.50	**38.35**	5.50	19.25
	- Percentage of Shares (as a % of the total share capital of the Company)	**9.23**	9.56	1.18	**9.23**	1.18	4.12
	b) Non – Encumbered						
	- Number of Shares	**26,12,023**	20,12,023	34,37,023	**26,12,023**	34,37,023	29,37,023
	- Percentage of Shares (as a % of the total shareholding of the Promoter and Promoter Group)	**61.65**	55.32	94.50	**61.65**	94.50	80.75
	- Percentage of Shares (as a % of the total share capital of the Company)	**14.84**	11.84	20.22	**14.84**	20.22	17.28

	Particulars	Quarter Ended 31/12/2013
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 400063.

Notes:

1. The above financial results of the Company for the quarter and nine months ended December 31, 2013, have been reviewed by the Audit Committee on February 12, 2014 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. During the quarter on December 2, 2013, the Company allotted 6,00,000 Equity Shares of ₹ 10/- each at a price of ₹ 46/- per Share to the holders of the Warrants (who are Promoter Group Companies), against exercise of options attached to the said 6,00,000 Warrants; in accordance with SEBI ICDR Regulations for Preferential Issues. As a result of which, there has been increase in Paid-up Capital by ₹ 60 lakhs i.e from ₹ 1,699.98 lakhs to ₹ 1,759.98 lakhs and in Securities Premium by ₹ 216 lakhs.

3. Pursuant to Clause 43 of the Listing Agreement, it is hereby stated that the Funds aggregating to ₹ 207 lakhs raised through preferential issue of Equity Shares upon conversion of Warrants have been utilized entirely for the purposes mentioned in the Explanatory Statement to the Notice dated May 17, 2012 for Postal Ballot.

4. The Profitability for the quarter and nine months under review is affected mainly due to one-time advertisement expense of ₹ 169 lakhs.

5. The Finance cost for the quarter and nine months under review is higher as compared to immediate previous quarter of the year under review, due to major variation in gain / loss in foreign exchange fluctuations.

6. The Earning Per Share (EPS) for the quarter and nine months under review are not comparable with the other results as the EPS for this period has been calculated based on enhanced paid-up share capital.

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

8. 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 12, 2014

Zicom Electronic Security Systems Limited

Reg. Office: 501, Silver Metropolis, Western Express Highway, Goregaon East, Mumbai 400063.

PART I : STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2013

(₹ in Lakhs)

	Particulars	Quarter Ended 31/12/2013	Quarter Ended 30/09/2013	Quarter Ended 31/12/2012	Nine Months Ended 31/12/2013	Nine Months Ended 31/12/2012	Year Ended 31/03/2013
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	**Income from Operations**						
	(a) Net Sales / Income from Operations (Net of Excise Duty)	**23,816.71**	21,054.74	20,224.11	**62,050.33**	48,355.39	69,129.55
	(b) Other Operating Income	---	---	---	---	---	---
	Total Income from Operations (Net)	**23,816.71**	21,054.74	20,224.11	**62,050.33**	48,355.39	69,129.55
2	**Expenses**						
	(a) Cost of Materials consumed / Purchase of Stock-in-Trade	**19,484.45**	16,799.39	15,295.04	**50,619.16**	37,809.87	54,437.45
	(b) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	**(1,303.45)**	(584.49)	957.79	**(2,980.19)**	778.45	(26.59)
	(c) Employee Benefits Expense	**1,477.93**	1,421.19	915.05	**4,061.46**	2,565.74	3,739.08
	(d) Depreciation and Amortisation Expense	**649.24**	619.38	490.31	**1,848.55**	1,294.02	1,807.76
	(e) Other Expenses (Any item exceeding 10% of the total expenses relating to continuing operations to be shown separately)	**1,257.59**	945.49	923.49	**2,940.98**	2,025.95	2,725.22
	Total Expenses	**21,565.76**	19,200.96	18,581.68	**56,489.96**	44,474.03	62,682.92
3	**Profit / (Loss) from Operations before Other Income, Finance Costs and Exceptional Items (1-2)**	**2,250.95**	1,853.78	1,642.43	**5,560.37**	3,881.36	6,446.63
4	Other Income	**21.60**	17.06	36.48	**56.28**	171.77	231.04
5	**Profit / (Loss) from Ordinary Activities before Finance Costs and Exceptional Items (3 ± 4)**	**2,272.55**	1,870.84	1,678.91	**5,616.65**	4,053.13	6,677.67
6	Finance Costs	**958.30**	764.32	688.03	**2,274.37**	1,719.10	2,518.36
7	**Profit / (Loss) from Ordinary Activities after Finance Costs but before Exceptional Items (5 ± 6)**	**1,314.25**	1,106.52	990.88	**3,342.28**	2,334.03	4,159.31
8	Exceptional Items	---	---	---	---	---	---
9	**Profit / (Loss) from Ordinary Activities before Tax (7 ± 8)**	**1,314.25**	1,106.52	990.88	**3,342.28**	2,334.03	4,159.31
10	**Tax Expense**						
	Current Tax	**132.43**	208.45	93.80	**503.56**	156.00	260.78
	Deferred Tax	**(44.22)**	(36.24)	(73.86)	**(116.59)**	(34.26)	208.86
	Earlier Years	---	---	---	---	---	---
11	**Net Profit / (Loss) from Ordinary Activities after Tax (9 ± 10)**	**1,226.04**	934.31	970.94	**2,955.31**	2,212.29	3,689.67
12	Extraordinary Items (Net of Tax Expense ₹ __ Lakhs)	---	---	---	---	---	---
13	**Net Profit / (Loss) for the Period (11 ± 12)**	**1,226.04**	934.31	970.94	**2,955.31**	2,212.29	3,689.67
14	Share of Profit / (Loss) of Associates	---	---	---	---	---	---
15	Minority Interest	**68.70**	54.71	176.71	**167.60**	424.81	657.67
16	**Net Profit / (Loss) after Taxes, Minority Interest and Share of Profit / (Loss) of Associates (13±14±15)**	**1,157.34**	879.60	794.23	**2,787.71**	1,787.48	3,032.00
17	Paid-up Equity Share Capital (Face Value of the Share ₹ 10/-)	**1,759.98**	1,699.98	1,699.98	**1,759.98**	1,699.98	1,699.98
18	Reserve excluding Revaluation Reserves as per Balance Sheet of Previous Accounting Year	---	---	---	---	---	22,452.85



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, 2013

(₹ in Lakhs)

	Particulars	Quarter Ended 31/12/2013	Quarter Ended 30/09/2013	Quarter Ended 31/12/2012	Nine Months Ended 31/12/2013	Nine Months Ended 31/12/2012	Year Ended 31/03/2013
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
19 i	**Earnings Per Share (EPS) (before Extraordinary and Exceptional Items) (of ₹ 10/- each) (not annualised):**						
	(a) Basic	**6.75**	5.17	4.80	**16.34**	11.63	19.23
	(b) Diluted	**6.34**	4.99	4.52	**15.60**	11.24	18.73
ii	**Earnings Per Share (EPS) (after Extraordinary and Exceptional Items) (of ₹10/- each) (not annualised):**						
	(a) Basic	**6.75**	5.17	4.80	**16.34**	11.63	19.23
	(b) Diluted	**6.34**	4.99	4.52	**15.60**	11.24	18.73

PART II : SELECT INFORMATION FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2013

	Particulars	Quarter Ended 31/12/2013	Quarter Ended 30/09/2013	Quarter Ended 31/12/2012	Nine Months Ended 31/12/2013	Nine Months Ended 31/12/2012	Year Ended 31/03/2013
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**	78.60	78.60	**75.93**	78.60	78.60
2	Promoters and Promoter Group Shareholding						
	a) Pledged / Encumbered						
	- Number of Shares	**16,25,000**	16,25,000	2,00,000	**16,25,000**	2,00,000	7,00,000
	- Percentage of Shares (as a % of the total shareholding of Promoter and Promoter Group)	**38.35**	44.68	5.50	**38.35**	5.50	19.25
	- Percentage of Shares (as a % of the total share capital of the Company)	**9.23**	9.56	1.18	**9.23**	1.18	4.12
	b) Non – Encumbered						
	- Number of Shares	**26,12,023**	20,12,023	34,37,023	**26,12,023**	34,37,023	29,37,023
	- Percentage of Shares (as a % of the total shareholding of the Promoter and Promoter Group)	**61.65**	55.32	94.50	**61.65**	94.50	80.75
	- Percentage of Shares (as a % of the total share capital of the Company)	**14.84**	11.84	20.22	**14.84**	20.22	17.28

	Particulars	Quarter Ended 31/12/2013
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 400063.

Notes:

1. The above financial results of the Company for the quarter and nine months ended December 31, 2013, have been reviewed by the Audit Committee on February 12, 2014 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. During the quarter on December 2, 2013, the Company allotted 6,00,000 Equity Shares of ₹ 10/- each at a price of ₹ 46/- per Share to the holders of the Warrants (who are Promoter Group Companies), against exercise of options attached to the said 6,00,000 Warrants; in accordance with SEBI ICDR Regulations for Preferential Issues. As a result of which, there has been increase in Paid-up Capital by ₹ 60 lakhs i.e from ₹ 1,699.98 lakhs to ₹ 1,759.98 lakhs and in Securities Premium by ₹ 216 lakhs.

3. Pursuant to Clause 43 of the Listing Agreement, it is hereby stated that the Funds aggregating to ₹ 207 lakhs raised through preferential issue of Equity Shares upon conversion of Warrants have been utilized entirely for the purposes mentioned in the Explanatory Statement to the Notice dated May 17, 2012 for Postal Ballot.

4. The Profitability for the quarter and nine months under review is affected mainly due to one-time advertisement expense of ₹ 169 lakhs.

5. The Finance cost for the quarter and nine months under review is higher as compared to immediate previous quarter of the year under review, due to major variation in gain / loss in foreign exchange fluctuations.

6. The Earning Per Share (EPS) for the quarter and nine months under review are not comparable with the other results as the EPS for this period has been calculated based on enhanced paid-up share capital.

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

8. 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) 2020 Imaging India Limited (formerly known as Zicom CNA Automation Limited)
   (f) Unisafe Fire Protection Specialists Singapore Pte. Ltd., Singapore
   (g) Zicom Security Projects Pte. Ltd., Singapore

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

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

11. Standalone Details:

(₹ in Lakhs)

Particulars	Quarter Ended 31/12/2013	Quarter Ended 30/09/2013	Quarter Ended 31/12/2012	Nine Months Ended 31/12/2013	Nine Months Ended 31/12/2012	Year Ended 31/03/2013
Turnover	**8,093.51**	7,442.56	7,437.27	**21,792.32**	18,364.90	26,641.28
Profit Before Tax	**290.08**	497.03	276.66	**1,147.14**	887.08	1,262.52
Profit After Tax and Extraordinary Items	**194.39**	335.78	187.52	**773.34**	596.62	810.46

For **Zicom Electronic Security Systems Ltd.**

Manohar Bidaye
Chairman

Place: Mumbai
Date: February 12, 2014