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

June 21, 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: **Declaration of Results of Postal Ballot**

Please refer to our letter dated May 25, 2012 submitting copies of the Notice of Postal Ballot. In furtherance to the same, the Chairman of the Company has declared the Results of the Postal Ballot at 4.00 p.m. today, based on the report submitted by the Scrutinizer. All the Special Resolutions mentioned in the said Notice have been passed by requisite majority of the shareholders. We enclose herewith the Results of the Postal Ballot, in the prescribed format, for your record.

Kindly acknowledge receipt.

Thanking you,

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

Kunjan Trivedi
Company Secretary

Encl: as above

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RESULTS OF POSTAL BALLOT

The Board of Directors of the Company at its meeting held on May 17, 2012, had proposed the following Special Resolutions for approval of the Shareholders through Postal Ballot. Accordingly, vide Postal Ballot Notice dated May 17, 2012, nine (9) Special Resolutions with their respective Explanatory Statement were sent to the Shareholders, alongwith a Postal Ballot Form and pre-paid self addressed business reply envelope, for their approval / consent. Mr. Ganesh Narayan, Practising Company Secretary, was appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The last date for receipt of the duly completed Postal Ballot Forms was fixed on Wednesday, June 20, 2012, till close of working hours of the Company, i.e. 6.00 p.m. The Scrutinizer has submitted his report on the Postal Ballot to the undersigned, based on which the undersigned has announced result of the Postal Ballot to the Shareholders on June 21, 2012 at 4.00 p.m. at the Registered Office of the Company. As per the said report, total 133 Postal Ballot Forms for 2968170 votes were received, out of which 18 Postal Ballot Forms for 10611 votes were found invalid and 115 Postal Ballot Forms for 2957559 votes were found to be valid. The said results are given below with item wise agenda:

Item No. 1: Special Resolution for making investments in Unisafe Fire Protection Specialists LLC, Dubai in excess of the limits specified u/s 372A of the Companies Act, 1956, subject to maximum ceiling of Rs. 500 crores:

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	2637023	2637023	100.00	2637023	0	100.00	0.00
Public–Institutional holders	814276	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	9248530	320536	3.47	314374	6162	98.08	1.92
Total	12699829	2957559	23.29	2951397	6162	99.79	0.21

Item No. 2: Special Resolution for making investments in Zicom SaaS Private Limited in excess of the limits specified u/s 372A of the Companies Act, 1956, subject to maximum ceiling of Rs. 100 crores:

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	2637023	2637023	100.00	2637023	0	100.00	0.00
Public–Institutional holders	814276	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	9248530	320536	3.47	314534	6002	98.13	1.87
Total	12699829	2957559	23.29	2951557	6002	99.80	0.20

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Item No. 3: Special Resolution for making investments in Unisafe Fire Protection Specialists India Private Limited in excess of the limits specified u/s 372A of the Companies Act, 1956, subject to maximum ceiling of Rs. 50 crores:

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	2637023	2637023	100	2637023	0	100.00	0.00
Public–Institutional holders	814276	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	9248530	320536	3.47	314574	5962	98.14	1.86
Total	12699829	2957559	23.29	2951597	5962	99.80	0.20

Item No. 4: Special Resolution for making investments in Institute of Advanced Security Training and Management Private Limited in excess of the limits specified u/s 372A of the Companies Act, 1956, subject to maximum ceiling of Rs. 50 crores:

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	2637023	2637023	100.00	2637023	0	100.00	0.00
Public–Institutional holders	814276	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	9248530	320536	3.47	314784	5752	98.21	1.79
Total	12699829	2957559	23.29	2951807	5752	99.81	0.19

Item No. 5: Special Resolution for making investments in Unisafe Fire Protection Specialists Singapore Pte. Ltd. and its subsidiaries in excess of the limits specified u/s 372A of the Companies Act, 1956, subject to maximum ceiling of Rs. 200 crores:

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	2637023	2637023	100.00	2637023	0	100.00	0.00
Public–Institutional holders	814276	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	9248530	320536	3.47	315434	5102	98.41	1.59
Total	12699829	2957559	23.29	2952457	5102	99.83	0.17

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Item No. 6: Special Resolution for making investments in Zicom Security Projects Pte. Ltd. in excess of the limits specified u/s 372A of the Companies Act, 1956, subject to maximum ceiling of Rs. 50 crores:

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	2637023	2637023	100.00	2637023	0	100.00	0.00
Public–Institutional holders	814276	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	9248530	320536	3.47	315884	4652	98.55	1.45
Total	12699829	2957559	23.29	2952907	4652	99.84	0.16

Item No. 7: Special Resolution for re-appointment of Mr. Pramoud Rao as Managing Director for 5 years from March 1, 2012 to February 28, 2017 and fixing his remuneration for 3 years ending February 28, 2015:

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	2637023	2637023	100.00	2637023	0	100.00	0.00
Public–Institutional holders	814276	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	9248530	320536	3.47	314984	5552	98.27	1.73
Total	12699829	2957559	23.29	2952007	5552	99.81	0.19

Item No. 8: Special Resolution pursuant to Section 81(1A) of the Companies Act, 1956 for issue and allotment upto 33,00,000 Equity Shares of Rs. 10/- each at a price of Rs. 46/- per share to non-promoter entities:

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	2637023	2637023	100.00	2637023	0	100.00	0.00
Public–Institutional holders	814276	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	9248530	320536	3.47	314684	5852	98.17	1.83
Total	12699829	2957559	23.29	2951707	5852	99.80	0.20

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Item No. 9: Special Resolution pursuant to Section 81(1A) of the Companies Act, 1956 for issue and allotment upto 16,00,000 Warrants carrying rights to subscribe to equal number of Equity Shares of Rs. 10/- each at a price of Rs. 46/- per share to Promoter Group Companies:

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	2637023	2637023	100.00	2637023	0	100.00	0.00
Public – Institutional holders	814276	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	9248530	320536	3.47	314824	5712	98.22	1.78
Total	12699829	2957559	23.29	2951847	5712	99.81	0.19

All the above Special Resolutions mentioned in the Postal Ballot Notice dated May 17, 2012 have therefore been approved by the Shareholders, with the requisite majority.

For **Zicom Electronic Security Systems Limited**

Manohar Bidaye
Chairman

Date: **June 21, 2012**
Place: **Mumbai**

HP Officejet 4300 series 4355 Personal Printer/Fax/Copier

Fax Log for
21 Jun 2012 18:07

Last Transaction

Date	Time	Type	Station ID	Duration	Pages	Result
21 Jun	18:03	Fax Sent	026598237	3:41	5	OK