

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of ZICOM ELECTRONIC SECURITY SYSTEMS LIMITED will be held on Tuesday, September 29, 2015, at 10:30 a.m., at M.I.G. Cricket Club, M.I.G. Colony, Bandra (East), Mumbai 400051, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015.
2. To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2015.
3. To appoint a Director in place of Mr. V. Raman Kumar (DIN: 00245022), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, and to fix their remuneration; and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT M/s. Shyam Malpani & Associates, Chartered Accountants, Mumbai, bearing Firm Registration No. 120438W, the retiring Statutory Auditors of the Company, be and are hereby re-appointed as the Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting, on a remuneration (including terms of payment) to be fixed by the Board of Directors / Audit Committee of the Company, plus service tax and such other tax(es), as may be applicable, and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company.”

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Ms. Kunjan Trivedi (DIN: 07131011) who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 26, 2015 in terms of Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company; and who holds the office up to the date of this Annual General Meeting, and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the approval granted by the Nomination and Remuneration Committee of Directors and the Board of Directors at their respective meetings held on March 20, 2015 and March 26, 2015; and subject to approval of the Central Government, if required; approval of Members of the Company be and is hereby accorded for appointment of Ms. Kunjan Trivedi (DIN: 07131011) as a Whole-time Director of the Company, designated as “Whole-time Director and Company Secretary” (she being already employed as a Company Secretary of the Company from August 2009 and Director of the Company as approved by the Members at Item No. 5 of this Notice) for a period of one year commencing from March 26, 2015 till March 25, 2016 on such terms and conditions; including the terms of her remuneration as set out herein below.

The terms of remuneration of Ms. Kunjan Trivedi as Whole-time Director during the period of her tenure, i.e. from March 26, 2015 to March 25, 2016, are as follows:

Salary, Other Perquisites / Benefits: The total annual value of which shall not exceed ₹ 1,500,000.

The above shall include all perquisites and benefits like contribution to provident fund, superannuation fund and

other retirement benefits, leave travel allowance, gratuity, provision of driver and mobile, medical allowance, incentives, bonus, etc. as may be permissible under rules of the Company, relevant provisions of the Companies Act, 2013 and Rules made thereunder, Schedule V to the Companies Act, 2013, and other applicable statutory provisions, rules, regulations and guidelines; and the same shall be valued accordingly. In addition, Ms. Kunjan Trivedi shall be entitled to reimbursement of entertainment, travelling and all other actual expenses incurred by her in the course of execution of her duties as a Whole-time Director.

RESOLVED FURTHER THAT subject to the above terms of remuneration, the terms and conditions of employment of Ms. Kunjan Trivedi, designated as “Whole-time Director and Company Secretary”, may be amended subject to necessary approvals and limits, if any, specified in the applicable provisions of the Companies Act, 2013, Rules made thereunder and Schedule V to the said Act, or any amendments thereto.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of Directors / Board of Directors after reviewing the performance of the Company and the Whole-time Director, may from time to time, during the aforesaid tenure of the Whole-time Director, decide on her increment within the limits of the overall remuneration specified above, and subject to the ceiling limits laid down under the provisions of the Companies Act, 2013, or any modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year of the Company during the said tenure of Ms. Kunjan Trivedi’s office as the Whole-time Director; the same remuneration, perquisites and benefits be paid to Ms. Kunjan Trivedi as the minimum remuneration during the aforesaid tenure of her office as Whole-time Director, subject to the ceiling limits specified under Schedule V to the Companies Act, 2013; and if the said remuneration is in excess of the ceiling prescribed, necessary approval of the Central Government be obtained, if required.

RESOLVED FURTHER THAT the Board / Committee of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider necessary, expedient or desirable in order to give effect to this resolution.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule V to the Companies Act, 2013, and pursuant to the approval of the Nomination and Remuneration Committee of Directors and the Board of Directors granted at their respective meetings held on February 10, 2015; and subject to approval of the Central Government, if required; approval of the Members of the Company be and is hereby accorded to the terms of remuneration payable to Mr. Pramoud Rao (DIN: 00010743) as the Managing Director of the Company as under, for the balance period of two years of his tenure i.e. from March 1, 2015 till February 28, 2017; and the said terms and conditions may be amended subject to necessary approvals; and the limits, if any, specified in the applicable provisions of the Companies Act, 2013; Rules made thereunder and Schedule V to the said Act, or any amendments thereto, and the limits laid down herein below.

The terms of remuneration of the Managing Director for the balance two years’ period of his tenure, i.e. from March 1, 2015 to February 28, 2017, are as follows:

Salary & Grade: ₹ 600,000 per month in the grade of ₹ 500,000 – ₹ 800,000.

Commission: Such remuneration by way of commission in addition to the salary calculated at the rate not exceeding 2% p.a. of the net profit of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceiling stipulated in the Companies Act, 2013. However, in case of loss incurred by the Company or inadequate profit earned by it in any financial year, no commission shall be paid to the Managing Director, or his commission amount be restricted accordingly, as the case may be.

Other Perquisites / Benefits: Perquisites like contribution to provident fund, superannuation fund and other retirement benefits, encashment of leave, leave travel allowance, gratuity, provision of Company’s owned car with driver and telephone at residence and / or mobile, reimbursement of entertainment, travelling and all other actual expenses, etc. as may be permissible under rules of the Company, relevant provisions of the Companies Act, 2013 and Rules made thereunder, Schedule V to the Companies Act, 2013 and other applicable statutory provisions, rules, regulations and guidelines; and the same shall be valued accordingly.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of Directors / Board of Directors after reviewing the performance of the Company and the Managing Director, may from time to time during the aforesaid tenure of the Managing Director, decide on his increment within the limits of the salary grade specified above, and subject to the ceiling limits laid down aforesaid and under the provisions of the Companies Act, 2013, or any modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year of the Company during the said tenure of Mr. Pramoud Rao's office as the Managing Director; the same remuneration, perquisites and benefits be paid to Mr. Pramoud Rao as the minimum remuneration for the balance period of two years i.e. from March 1, 2015 till February 28, 2017, except that payment of commission to him be restricted suitably, in accordance with and subject to the ceiling limits specified under Schedule V to the Companies Act, 2013; and if the said remuneration is in excess of the ceiling prescribed, necessary approval of the Central Government be obtained, if required.

RESOLVED FURTHER THAT the Board / Committee of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider necessary, expedient or desirable in order to give effect to this resolution."

By Order of the Board of Directors

Kunjan Trivedi
Company Secretary

Place: Mumbai
Date: May 27, 2015

Registered Office:
501, Silver Metropolis,
Western Express Highway,
Goregaon (East), Mumbai 400063.

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF; AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE FORM OF PROXY FOR THE ANNUAL GENERAL MEETING IS ENCLOSED. PROXY IN ORDER TO BE VALID MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business to be transacted at the Meeting as mentioned at Item Nos. 5, 6 and 7 of the Notice is annexed herewith and forms part of this Notice.
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a duly certified true copy of the Board Resolution authorizing such representative to attend and vote on their behalf at the ensuing Annual General Meeting.
4. Members / Proxies should bring with them the attendance slip duly filled in for attending the Annual General Meeting and produce the same at the entrance of the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID for easy identification of attendance at the Meeting. They are also requested to bring their copy of Annual Report at the Meeting as no extra copy will be provided.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 22, 2015 to Tuesday, September 29, 2015 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.
6. Dividend, for the financial year ended March 31, 2015, as recommended by the Directors, if declared at the

Annual General Meeting, will be paid / dispatched on October 20, 2015 to those Members, whose names appear on the Register of Members of the Company at the close of business hours on September 21, 2015; and in case of shares held in dematerialized form, to those Members whose names appear as beneficial owners as at the close of business hours on September 21, 2015 as per details to be furnished by the Depositories, viz. National Securities Depository Limited and Central Depository Services (India) Limited and in case of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged (if any) with the Company on or before the close of business hours on September 21, 2015.

7. In order to protect the Members from fraudulent encashment of dividend demand drafts, the Members are requested to furnish their Bank Account Number, the name of the Bank and Branch where they would like to deposit the dividend demand drafts for encashment, whenever dividend is declared by the Company.

These particulars will be printed on the dividend demand draft besides the name of the Members, so that these dividend demand drafts cannot be encashed by anyone other than the Member.

The above mentioned details should be furnished by the first / sole holder, directly to their respective Depository Participant (DP) in respect of shares held in dematerialized form and in case of shares held in physical form to the Registrar & Share Transfer Agent of the Company viz. M/s. Bigshare Services Pvt. Ltd. at E-2, Ansa Industrial Estate, Saki-Vihar Road, Saki Naka, Andheri (East), Mumbai 400072.

8. Members holding shares in dematerialized form are requested to provide their latest bank account details (Core Banking Solutions Enabled account number, 9 digit MICR and 11 digit IFS Code) to their respective DP. Members holding shares in physical form are requested to provide their latest bank account details (Core Banking Solutions Enabled account number, 9 digit MICR and 11 digit IFS Code) along with their Folio No. to the Company's Registrar & Share Transfer Agent.
9. Members are requested to notify immediately any change in their residential status, address, signature and / or Bank details, in respect to their physical holdings, to the Registrar & Share Transfer Agent of the Company; and in case of shares held in dematerialized form, to their respective DP.

The Company and / or its Registrar & Share Transfer Agent will not entertain any direct request from Members holding

shares in dematerialized form, for change of address and contact details, transposition of names, deletion of name of deceased joint holder, change in the bank account details and such other updates which can be done only by the DP with whom the Members are having demat account. While making payment of Dividend, Registrar & Share Transfer Agent is obliged to use only the data provided by the DP, in case of such dematerialized shares.

10. **Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar & Share Transfer Agent for assistance in this regard.**
11. **Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.**
12. Members must quote their Folio No. / Client ID and DP ID and contact details such as e-mail address, contact no., etc. in all their correspondence with the Company / Registrar & Share Transfer Agent.
13. Members are informed that Securities and Exchange Board of India (SEBI), has mandated to quote Permanent Account Number (PAN) in all the transactions in the securities market, which includes transfer / transmission of securities. Therefore, for any transfer / transmission of shares, the transferee(s) / legal heirs(s) are required to furnish a copy of their PAN to the DP, if shares are held in dematerialized form or to the Registrar & Share Transfer Agent of the Company, if shares are held in physical form.
14. Pursuant to the provisions of Section 72 of the Companies Act, 2013, every Member(s) or joint holder(s) holding shares may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) or joint holder(s) holding shares in physical form may contact the Registrar & Share Transfer Agent and Member(s) or joint holder(s) holding shares in dematerialized form may contact their respective DP for availing this facility.
15. Pursuant to Section 205A of the Companies Act, 1956, the amount of dividend which remains unpaid / unclaimed for a period of seven years is to be compulsorily transferred to the "Investor Education and Protection Fund (IEPF)", constituted by the Central Government. Consequent to such transfer, Member(s) would not be able to claim any amount of dividend so transferred to IEPF in accordance with the

aforesaid provisions. Member(s) who have not yet encashed their dividend is / are requested, in their own interest, to immediately write to the Registrar & Share Transfer Agent of the Company or to the Company, for claiming their outstanding dividend for the Financial Year 2007-08 (which is due for transfer to IEPF on October 18, 2015) and subsequent years. The dividend for the aforesaid year shall be paid only on receipt of request and satisfactory compliance of the requisite procedure. Members may refer to point no. xvii under General Shareholders' Information in the Corporate Governance Report wherein details of transfer of unclaimed dividend to IEPF have been provided.

The details of unpaid and unclaimed dividend lying with the Company as on September 5, 2014 (date of the last Annual General Meeting) has been uploaded on Company's website www.zicom.com in accordance with the requirements of relevant Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 and the same has also been uploaded on Ministry of Corporate Affairs website www.mca.gov.in.

16. All documents referred to in this Notice and Explanatory Statement annexed herewith are open for inspection by the Members at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m., upto the date of the Meeting and during the time of the Meeting.
17. The Registers / records under the Companies Act, 2013, which are required to be made available for inspection at the Annual General Meeting will be made available accordingly.
18. Brief profiles of the Directors proposed to be re-appointed / appointed vide Item Nos. 3 and 5 of this Notice are as under:

i) **Mr. V. Raman Kumar** (DIN: 00245022), *B.A. (Hons); M.A. and M.B.A. (Yale University) (aged 54 years)*

Mr. Venu Raman Kumar has been the founder, former Chairman / CEO and a member of the Board of Directors of MModal Inc (formerly CBay Systems) – a leading voice recognition, clinical documentation technology & services company (sold to One Equity Partner). He had taken the company from a start-up to become the world's largest provider of clinical documentation technology solutions to the US healthcare industry.

Mr. V. Raman Kumar did his B.A. (Hons.); M.A. from St. Stephen's College, New Delhi and Management from Yale University. He has over 27 years of experience in

managing public and private companies; starting his career in the Indian Revenue Service and then shifting to the private sector. He has won several awards and recognitions for his outstanding contribution to entrepreneurship and business leadership.

Mr. Kumar is an executive partner at Siris Capital, a private equity fund based out of New York, since January 2011. He is an active private investor investing across sectors, in India, US and the Middle East. He is currently the Chairman and Managing Director of Aeries group of companies.

ii) **Ms. Kunjan Trivedi** (DIN: 07131011), *B.Com; LL.B.; Company Secretary (aged 32 years)*

Ms. Kunjan Trivedi is a Company Secretary by profession and holds Bachelor's Degrees in Law and Commerce from University of Mumbai. She has been associated with Zicom Electronic Security Systems Limited for over 7 years. Having joined as a Management Trainee, Ms. Trivedi currently is the Whole-time Director and Company Secretary of Zicom. She is also a Compliance Officer of Zicom and heads the Secretarial and Legal Department of the Company.

Ms. Trivedi has wide professional experience that includes overseas acquisition, setting up joint ventures in India and abroad, setting up of subsidiaries in India and overseas, transfer of business undertakings, etc. She is also assisting in various legal matters of the Company.

Besides having knowledge and grip over the Statutes governing Corporates in India, Ms. Trivedi has sound knowledge of Corporate Laws prevailing in Singapore, United Arab Emirates (UAE) and Qatar.

Apart from her professional accomplishments, Ms. Trivedi carries with her abundance sense of responsibility and positive attitude.

Further details of these Directors, as required under Clause 49 of the Listing Agreement, are given in the Corporate Governance Report forming part of the Annual Report.

19. Members are requested to visit the website of the Company www.zicom.com for viewing the quarterly and annual financial results and other information on the Company. For investor-related queries, communication may be sent by an e-mail to investors@zicom.com.

20. Members are requested to send their queries, if any, relating to the accounts, to reach the Company's Registered Office at least 10 days before the Annual General Meeting, so that the information could be compiled in advance.
21. In case of joint holder(s) attending the Meeting, only the joint holder higher in the order of names will be entitled to vote.
22. For the convenience of the Members, attendance slip and proxy form are enclosed to this Notice. Members / Proxy holders / Authorized Representatives are requested to fill in details and affix their signatures at the space provided therein and surrender the attendance slip at the venue of the Meeting. Proxy / Authorized Representatives of Members should state on their attendance slip as 'Proxy' or 'Authorized Representative' as the case may be.
23. **Voting through electronic means:**
- A. As per Clause 35B of the Listing Agreement read with provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Members, the facility to exercise their right to vote, for the business to be transacted, as mentioned in this Notice of the Twenty First Annual General Meeting, by electronic means. In this regard, the Company has appointed Central Depository Services Limited (CDSL) for providing e-voting facility. Accordingly, the Members (holding shares both in physical and dematerialized form as on the cut-off date mentioned herein below) are requested to exercise their vote for the business to be transacted in this Notice of the Annual General Meeting by electronic means through the e-voting facility. It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility. A Member may avail of the facility at his / her / its discretion, as per the instructions provided herein.
- B. The Facility for voting shall also be made available at the Meeting either through electronic voting system or ballot or polling paper and Members, attending the Meeting, who have not cast their vote by remote e-voting shall be entitled to exercise their right at the Meeting.
- C. Members who have already cast their vote by means of remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their vote again at the Meeting. In case a Member who has already cast vote through remote e-voting also casts vote again at the Meeting, then vote cast through remote e-voting shall be considered.
- The instructions for e-voting are as under:**
- i. The voting period begins on September 26, 2015 (9.30 a.m.) and ends on September 28, 2015 (5.00 p.m.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 22, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. The Members who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
 - iii. The Members should log on to the e-voting website www.evotingindia.com.
 - iv. Click on "Shareholders" tab.
 - v. Now Enter your User ID
 - a. For CDSL: 16 digits Beneficiary ID
 - b. For NSDL: 8 character DP ID followed by 8 digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - vi. Next enter the Image Verification as displayed and Click on Login.
 - vii. If you are holding shares in dematerialized form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

viii. If you are a first time user, follow the steps given below:

| For Members holding shares in Dematerialized Form and Physical Form | |
|--|--|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order of login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the Depository or Company please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (v). |

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN of <ZICOM ELECTRONIC SECURITY SYSTEMS LIMITED> on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. **Note for Non-Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The

Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

xx. In case of any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under Help Section or write an email to helpdesk.evoting@cdslindia.com.

D. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date of September 22, 2015.

E. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

F. In case of Joint Holders, attending the Meeting only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

G. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

H. Ms. Purvi Vasha, Practising Company Secretary (Membership No. 14069) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

I. The Scrutinizer shall, immediately upon conclusion of voting at the General Meeting, would count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in employment of the Company and make not later than three days of conclusion of the Meeting, a Consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the

Chairman or a person authorised by him in writing who shall counter sign the same; and announce the results on the voting.

J. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.zicom.com and on the website of CDSL www.evotingindia.com immediately after the results are declared. The Company shall simultaneously forward the results to BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), where the shares of the Company are listed.

24. In order to communicate speedily and effectively the important and relevant information and events, the Members are hereby requested to register their e-mail address(es) and changes therein from time to time, through any of the following manner:

i) **Company’s Website:** By visiting the website www.zicom.com and following link on the Home Page → Investors Relations → Go Green

ii) **Email Intimation:** By sending an email to investors@zicom.com and mentioning the Name(s) and Folio Number / Client ID and DP ID

iii) **To the Company:** By a written communication addressed to the Company Secretary at the Registered Office of the Company

Upon registration of the e-mail address(es) by the Members, the Company will send them Notices, Annual Report and other documents and communications meant for Members via electronic mode / e-mail.

Further, the communications / documents will also be made available on the Company’s website www.zicom.com for download by the Members.

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 (the Act), sets out all material facts relating to the business mentioned at Item Nos. 5 to 7 of the accompanying Notice dated May 27, 2015.

Item No. 5:

Ms. Kunjan Trivedi (DIN: 07131011) was appointed as an Additional Director with effect from March 26, 2015 by the Board of Directors at its meeting held on the same date. In terms of Section 161 of the Companies Act, 2013 ("the Act"), she holds the office upto the date of this Annual General Meeting. The Company has received requisite notice from a Member under Section 160 of the Act proposing her candidature to the office of Director. Her appointment on the Board has enabled the Company to meet the requirement of Clause 49 (II) (A) of the Listing Agreement with Stock Exchanges to have a woman Director on its Board.

Ms. Trivedi is a Company Secretary by profession and holds Bachelor's Degrees in Law and Commerce from University of Mumbai. She has been associated with Zicom Electronic Security Systems Limited for over 7 years. Having joined as a Management Trainee, Ms. Trivedi is the Company Secretary and Compliance Officer of Zicom and heads the Secretarial and Legal Department of the Company and with her induction of the Board effective March 26, 2015 she has been appointed as a "Whole-time Director and Company Secretary".

Ms. Trivedi has wide professional experience that includes overseas acquisition, setting up joint ventures in India and abroad, setting up of subsidiaries in India and overseas, transfer of business undertakings, etc.

Besides having knowledge and grip over the Statutes governing Corporates in India, Ms. Trivedi has sound knowledge of Corporate Laws prevailing in Singapore, United Arab Emirates (UAE) and Qatar.

Ms. Kunjan Trivedi and her relatives are interested in her appointment as proposed under Item No. 5. Except them, no other Director, Key Managerial Personnel or their relatives, are anyway interested or concerned in the said Resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 5 of the Notice for your approval.

Item No. 6:

The Nomination and Remuneration Committee of Directors and

the Board of Directors of the Company at their respective meetings held on March 20, 2015 and March 26, 2015 have, subject to the approval of Members, appointed Ms. Kunjan Trivedi (DIN: 07131011), as a Whole-time Director of the Company, to be designated as "Whole-time Director and Company Secretary", for a period of one year from March 26, 2015 till March 25, 2016 on the terms and conditions, including the terms of her remuneration as recommended by Nomination and Remuneration Committee of Directors and approved by the Board.

It is proposed to seek approval of Members for appointment of Ms. Kunjan Trivedi on the terms and conditions including remuneration, as are given in the Special Resolution at Item No. 6 of this Notice. The same are in accordance with applicable provisions of the Companies Act, 2013 and Rules made thereunder.

Ms. Kunjan Trivedi satisfies all the conditions set out in Part I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for her appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Ms. Kunjan Trivedi and her relatives are interested in the Special Resolution set out at Item No. 6 of the Notice pertaining to her appointment and remuneration payable to her, to the extent of the remuneration and benefits that she may get as a result of her appointment as Whole-time Director and Company Secretary as proposed. Ms. Kunjan Trivedi and her relatives do not hold any shares in the Company.

Except the above, no other Director, Key Managerial Personnel or their relatives, are anyway interested or concerned in the Resolution set out at Item No. 6.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for your approval.

Item No. 7:

Pursuant to the resolution passed by the Members through Postal Ballot, results of which were declared on June 21, 2012, Mr. Pramoud Rao (DIN: 00010743) was re-appointed as Managing Director of the Company for a period of five years w.e.f. March 1, 2012, i.e. upto February 28, 2017. The terms of his remuneration were fixed for a period of three years i.e. from March 1, 2012 till February 28, 2015, in accordance with the applicable provisions of the Companies Act, 1956 read with Schedule XIII thereto.

As the term of remuneration of Mr. Pramoud Rao as the Managing Director, fixed for a period of three years i.e. from March 1, 2012 till February 28, 2015, had expired on February 28, 2015; the

Nomination and Remuneration Committee of Directors and the Board of Directors of the Company at their respective meetings held on February 10, 2015, have approved the payment of remuneration to Mr. Pramoud Rao for the balance term of his tenure i.e. from March 1, 2015 to February 28, 2017 at the same rate which he was drawing for the earlier three years of his present tenure as the Managing Director, and payment of the same remuneration to him (except payment of commission to be restricted suitably) as the minimum remuneration in case of loss or inadequacy of profit in any financial year during the said balance tenure of his term as the Managing Director, subject to the applicable provisions of the Companies Act, 2013 read with Schedule V to the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force); and also subject to the approval of the Members and the Central Government (if required).

The terms of remuneration of Mr. Pramoud Rao as Managing Director for the balance term of his tenure i.e. from March 1, 2015 to February 28, 2017 proposed for your approval, are as given in the Special Resolution at Item No. 7 of this Notice.

The Nomination and Remuneration Committee of Directors / Board of Directors after reviewing the performance of the Company and the Managing Director may decide on the increment(s) to the Managing Director within the limits of the

salary grade specified above, subject to the ceiling limits laid down aforesaid and under the provisions of the Companies Act, 2013 and Rules thereon, or any modification(s) or re-enactment(s) thereof.

Mr. Pramoud Rao and his relatives are interested in the proposed resolution upto the extent of the remuneration, perquisites and benefits that he will receive as the Managing Director as mentioned therein. Except for them, no other Director, Key Managerial Personnel or their relatives, are anyway interested or concerned in the Resolution set out at Item No. 7.

The Board recommends the Special Resolution as set out at Item No. 7 of the Notice for your approval.

By Order of the Board of Directors

Kunjan Trivedi
Company Secretary

Place: Mumbai
Date: May 27, 2015

Registered Office:
501, Silver Metropolis,
Western Express Highway,
Goregaon (East), Mumbai 400063.



ZICOM ELECTRONIC SECURITY SYSTEMS LIMITED

CIN: L32109MH1994PLC083391

Regd. Office: 501, Silver Metropolis, Western Express Highway, Goregaon (East), Mumbai 400063.

Tel.: 22 4290 4290, Fax: 22 4290 4291, Email: investors@zicom.com, Website: www.zicom.com



Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

21st Annual General Meeting (AGM) - September 29, 2015

Name of the Member(s): _____

Registered Address: _____

_____ E-mail Id: _____

Folio No. / Client ID*: _____ DP ID*: _____

I / We, being the Member(s) of _____ equity shares of the above named Company, hereby appoint

Name: _____ E-mail Id: _____

Address: _____

Signature: _____

or failing him / her

Name: _____ E-mail Id: _____

Address: _____

Signature: _____

or failing him / her

Name: _____ E-mail Id: _____

Address: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twenty First Annual General Meeting of the Company, to be held on Tuesday, September 29, 2015 at 10:30 a.m. at M.I.G. Cricket Club, M.I.G. Colony, Bandra (East), Mumbai 400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolution | Vote (Optional see Note 4) | |
|--------------------------|--|-------------------------------|---------|
| | | For | Against |
| ORDINARY BUSINESS | | | |
| 1 | Ordinary Resolution to consider and adopt: a. Financial Statements of the Company, including the audited Balance Sheet, the Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 | | |
| 2 | Ordinary Resolution to declare Dividend for the financial year ended March 31, 2015 | | |
| 3 | Ordinary Resolution to appoint a Director in place of Mr. V. Raman Kumar, who retires by rotation and being eligible, offers himself for re-appointment | | |
| 4 | Ordinary Resolution to appoint M/s. Shyam Malpani & Associates, Chartered Accountants, as the Auditors of the Company | | |
| SPECIAL BUSINESS | | | |
| 5 | Ordinary Resolution to appoint Ms. Kunjan Trivedi as Director liable to retire by rotation | | |
| 6 | Special Resolution to approve appointment of Ms. Kunjan Trivedi as a Whole-time Director designated as "Whole-time Director and Company Secretary" for a period of 1 year commencing from March 26, 2015 and approve terms and conditions of her appointment, including the terms of her remuneration | | |
| 7 | Special Resolution to approve the terms of remuneration of Mr. Pramoud Rao, Managing Director, for balance period of 2 years of his tenure, i.e. from March 1, 2015 till February 28, 2017 | | |

Signed this _____ day of _____ 2015.

Signature of Member(s)

Signature of Proxy holder(s)

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

- Note:**
1. This Proxy form, in order to be effective, should be duly stamped, completed, signed and deposited, at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 2. A Proxy need not be a Member of the Company.
 3. For the Resolutions and Explanatory Statement, please refer to the Notice of the Twenty First Annual General Meeting.
 4. It is optional to indicate your preference. Please put 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all of the Resolutions, your Proxy will be entitled to vote in the manner as he / she may deem appropriate.

* Applicable for Members holding shares in electronic form.



ZICOM ELECTRONIC SECURITY SYSTEMS LIMITED

CIN: L32109MH1994PLC083391

Regd. Office: 501, Silver Metropolis, Western Express Highway, Goregaon (East), Mumbai 400063.

Tel.: 22 4290 4290, Fax: 22 4290 4291, Email: investors@zicom.com, Website: www.zicom.com



Feel Safe

ATTENDANCE SLIP

21st Annual General Meeting (AGM) - September 29, 2015

Folio No.:

No. of Shares:

*DP ID / Client ID:

Name:

Address:

I / We hereby certify that I am / we are a Member / Proxy for the Member of the Company.

I / We hereby record my / our presence at the Twenty First Annual General Meeting of the Company held on Tuesday, September 29, 2015, at 10.30 a.m. at M.I.G. Cricket Club, M.I.G. Colony, Bandra (East), Mumbai 400051.

.....
Name of attending Member / Proxy
(IN BLOCK LETTERS)

.....
Signature of Member / Proxy
(To be signed at the time of handing over this Slip)

NOTES:

- Please fill in this Attendance Slip and hand it over at the entrance of the meeting hall.
- No additional / duplicate Attendance Slip will be issued at the meeting hall.
- Member / Proxy are requested to bring their copies of the Annual Report to the Meeting.

* Applicable for investors holding shares in electronic form.