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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

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the Members of ZICOM ELECTRONIC SECURITY SYSTEMS LIMITED will be held on Friday, September 5, 2014, at 3.00 p.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 the Financial Statements of the Company for the financial year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date, and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2014.
3. To appoint a Director in place of Mr. Manohar Bidaye (DIN: 00010699), 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 pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and Clause 49 of the Listing Agreement, Mr. Prabhakar Dalal (DIN: 00544948), an Additional Director of the Company appointed by the Board of Directors, with effect from June 27, 2014, who has submitted the declaration that he meets the criteria for independence as provided in Section 149(6) of the said Act, and who holds the office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013; and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold the office upto June 26, 2016 AND THAT he shall not be liable to retire by rotation."
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and Clause 49 of the Listing Agreement, Mr. K. D. Hodavdekar (DIN: 00406556), a Director of the Company, liable to retire by rotation and whose term expires at this Annual General Meeting, who has submitted the declaration that he meets the criteria for independence as provided in Section 149(6) of the said Act; and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold the office upto March 31, 2016 AND THAT he shall not be liable to retire by rotation."
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and Clause 49 of the Listing Agreement,

Mr. Mukul Desai (DIN: 00015126), a Director of the Company liable to retire by rotation, who has submitted the declaration that he meets the criteria for independence as provided in Section 149(6) of the said Act; and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold the office upto March 31, 2019 AND THAT he shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and Clause 49 of the Listing Agreement, Mr. Vijay Kalantri (DIN: 00019510), a Director of the Company liable to retire by rotation, who has submitted the declaration that he meets the criteria for independence as provided in Section 149(6) of the said Act; and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold the office upto March 31, 2016 AND THAT he shall not be liable to retire by rotation."

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

"RESOLVED THAT in supersession of the earlier Ordinary Resolution passed by the Members under Section 293(1)(a) of the Companies Act, 1956, at their Extraordinary General Meeting held on March 11, 2011; and pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act' which expression shall include any statutory modification(s) or re-enactment(s) thereof for the time being in force), provisions of the other applicable statutes, laws, rules, regulations, guidelines and scheme, and subject to approval of appropriate Authorities, as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee of Directors for the time being authorized by the Board of Directors to exercise the powers conferred on the Board by this resolution) to mortgage and / or create charge, in addition to the mortgages / charges created / to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable, immovable or any other type and kinds of properties and assets and / or rights of the Company (whether tangible or intangible), in favour of the Lender(s) / Agent(s) and / or Trustee(s) or other appropriate authorities / persons, for securing the borrowings of the Company availed / to be availed in any form or manner, in foreign currency and / or rupee currency, by way of term loan and other loan(s), cash credit, overdraft, commercial papers, advances, deposits, bill discounting, deferred payment credits, guarantees, Debentures, Securities, Bonds or other debt instruments, external commercial borrowings (comprising Fully / Partly Convertible and / or Non-Convertible, with or without detachable or non-detachable Warrants and / or Secured Premium Notes and / or Floating Rates Notes / Bonds or other debt instruments), or by way of any other permitted mode of borrowings, whether convertible or not; issued / to be issued by the Company, from time to time, subject to the limits approved by the Members under Section 180(1)(c) of the Companies Act, 2013 and other time to time applicable provisions, if any, of the said Act; together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other moneys payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document(s) entered into / to be entered into between the Company and the Lender(s) / Agent(s) and / or Trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) and / or Trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s) / Agent(s) and / or Trustee(s) / other appropriate authorities / person(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required (including deciding the terms and conditions of securing the borrowings), to delegate all or any of the powers on it to any Committee of Directors, or any Director or any other Officer or Agent or Representative of the Company; and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, matter, difficulty or doubt that may arise in this regard."

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

"RESOLVED THAT in supersession of the Ordinary Resolution passed by the Members under Section 293(1)(d) of the Companies Act, 1956, through Postal Ballot, results of which were declared on April 30, 2007; and pursuant to provision of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act' which expression shall include any statutory modification(s) or re-enactment(s) thereof for the time being in force), provisions of the

other applicable statutes, laws, rules, regulations, guidelines and scheme, and subject to approval of appropriate Authorities, as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee of Directors for the time being authorized by the Board of Directors to exercise the powers conferred on the Board by this resolution), to borrow and raise money from time to time, from any one or more Banks, Individuals, Persons, Firms, Bodies Corporate or Financial Institutions, Mutual Funds, Foreign Bankers, Foreign Financial Institutions, Foreign Institutional Investors, Overseas Corporate Bodies, Overseas Mutual Funds, Pension Funds, Gratuity Funds, Hedge Funds, or any other Funds, Trusts, Institutions, Bodies, entities or persons, whether incorporated or not and whether Indian and Foreign, and whether by way of cash credit, term loans, advances, commercial papers, deposits, loans or bill discounting, deferred payment credits, guarantees, issue of debentures, Bonds or other debt instruments, external commercial borrowings (comprising Fully / Partly Convertible and / or Non-Convertible, with or without detachable or non-detachable Warrants and / or Secured Premium Notes and / or Floating Rate Notes / Bonds or other debt instruments) or by way of any other permitted mode of borrowings, whether convertible or not; and whether unsecured or secured by mortgage, charge, hypothecation, lien, pledge or any other kind of security created on the assets and / or properties of the Company, or of any other person(s) or individual(s), whether immovable or movable, tangible or intangible, or stock-in-trade (including raw materials, spare parts and components in stock or in transit and work-in-progress), or by any kind of guarantees and all or any of the undertakings of the Company or of any other person(s) or individual(s), notwithstanding that the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up share capital of the Company and its free reserves, so that the total amount up to which the moneys may be borrowed by the Company and outstanding at any time shall not exceed the sum of ₹ 500,00,00,000/- (Rupees Five Hundred Crores only), exclusive of interest and other charges on such borrowings AND THAT the Board of Directors be and is hereby further authorised to execute such debenture trust deeds and / or mortgage, charge, hypothecation, lien, guarantees / assurance deeds and other deeds, promissory notes, deposit receipts, loan or security documents, agreements, instruments, receipts or writings containing such conditions and covenants as the Directors may think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to finalise, settle and execute such documents and deeds, writings, papers, agreements as may be required (including deciding the terms and conditions of the borrowings and utilization of the funds so borrowed), to delegate all or any of the powers conferred on it to any Committee of Directors or any Director or any other officer(s) or agent or representative of the Company; and to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, proper or desirable, and to settle any or all questions / matters that may arise in this regard."

By Order of the Board of Directors

Kunjan Trivedi
Company Secretary

Place: Mumbai
Date: June 27, 2014

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 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN (10) 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 to 10 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 Thursday, August 28, 2014 to Friday, September 5, 2014 (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 year ended March 31, 2014, as recommended by the Directors, if declared at the Annual General Meeting, will be paid / dispatched on September 18, 2014 to those Members, whose names appear on the Register of Members of the Company at the close of business hours on August 27, 2014; 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 August 27, 2014 as per details to be furnished by the Depositories, viz. National Securities Depository Limited and Central Depository Services (India) Limited.
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, Sakivihar 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) alongwith 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 to their respective DP, in case of shares held in dematerialized form.

The Company and / or its Registrar and Share Transfer Agent will not entertain any direct request from Members holding shares in dematerialized form, for change of address & 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 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.
12. 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.
13. 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.

14. Pursuant to Section 205A read with Section 205C of the Companies Act, 1956, the amount of dividend which remains unpaid / unclaimed for a period of seven (7) 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 2006-07 (which is due for transfer to IEPF on November 2, 2014) and subsequent years. The dividend for the aforesaid years shall be paid only on receipt of request and satisfactory compliance of the requisite procedure.

The details of unpaid and unclaimed dividend lying with the Company as on August 30, 2013 (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.

15. 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.
16. 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.
17. Brief profiles of the Directors proposed to be re-appointed / appointed vide Item Nos. 3, 5, 6, 7 and 8 of this Notice are as under:

i) Mr. Manohar Bidaye (DIN: 00010699), M.Com.; LL.B. and C.S. (aged 50 years)

Manohar Bidaye is the Chairman and co-founder of Zicom. He steers the organisation in its strategic vision to be one of the most admired organisations. He also oversees Zicom's forays into allied fields.

He is a Masters in Commerce from University of Mumbai and a senior Member of the Institute of Company Secretaries of India since 1989. He also has a Degree in General Law.

He successfully established himself as a Consultant in Corporate Laws and Finance. In 1994, he co-founded Zicom to venture into electronic security industry. It was his vision and able guidance that drove Zicom from the nascent stage of the industry to one of the leading electronic security solutions provider in India. With his vision and ambition, Zicom successfully ventured into fire security business in Gulf region, and today it is one of the most reputed fire security solutions providers in GCC Countries.

He is a proud recipient of the prestigious "Yashashree 2008" award given by the Maharashtra Times, in recognition and honour of his achievements across various industry segments and "Marathi Bhushan Udyog Award 2012" given by Marathi Vyapari Mitra Mandal.

ii) Mr. Prabhakar Dalal (DIN: 00544948), C.A.I.I.B.; P.G.D.F.E.R.M.; LL.B.; M.Com. (aged 60 years)

Mr. Prabhakar Dalal is a highly experienced banker in commercial and development banking, with extensive international exposure. He joined Export-Import Bank of India (EXIM Bank), premier all-India financial institution, wholly owned by the Government of India, at its inception and was an integral part of institutional development and business expansion journey of EXIM Bank for over 31 years. He worked as an Executive Director of EXIM Bank for over 3 years and upon superannuation, he served as the Senior Advisor of the Bank.

He has over 37 years of rich and varied experience as Bank Officer, including extensive international exposure. His core competencies includes corporate term loans and working capital finance, international trade and overseas projects finance, human resources management and institutional and international relations. He has strong execution capabilities and is adept at innovation, product development, team building and leadership. He served as Branch Manager of UCO Bank, at the age of 25, and has several achievements to his credit during his long career, which includes setting up and heading export Lines of Credit (LOC) Department in EXIM Bank, which grew exponentially. He was also involved in the launch of Buyer's Credit-NEIA program of EXIM Bank. He has also served as EXIM Bank's Resident Representative for Africa and has learnt French and German languages.

Mr. Prabhakar Dalal has a Post Graduate Degree in Commerce (M.Com.); a Degree in Law (LL.B.) and a Certificate in Banking (C.A.I.I.B.). He also holds a Post Graduate Diploma in Foreign Exchange & Risk Management (P.G.D.F.E.R.M.) and is a Fellow of the Indian Institute of Banking & Finance (F.I.I.B.F.). He has led EXIM Bank's consulting teams to SAARC Development Fund and to Nigerian Exim Bank. He has chaired / lectured at various national and international seminars. Mr. Dalal has served / been serving as Nominee Director on the Boards of several companies in pharmaceuticals, textiles, engineering and finance sectors.

iii) Mr. K. D. Hodavdekar (DIN: 00406556), C.A.I.I.B; LL.B.; M.Com. (aged 62 years)

Mr. K. D. Hodavdekar, a Certified Associate of Indian Institute of Bankers and holder of Masters Degree in Commerce and Bachelors Degree in Law from the University of Mumbai, is a Veteran Banker with more than 33 years experience in varied areas of Banking, Finance and management. He retired from IDBI Bank Ltd. in March 2011 as Chief General Manager. Prior to that, he was appointed as Chief General Manager in-charge of United Western Bank's Strategic Business Unit (SBU). Under his able leadership and guidance, the operations of the business unit turned around in 3 months due to aggressive resolution of bad loans and other strategies. The SBU was reorganised and merged with IDBI Bank in a shortest possible time.

During the span of his successful career, he has achieved many milestones. He led and guided his team in various capacities. His specialisation inter alia includes project appraisal, project monitoring, corporate investments and resolution and management of NPAs. He has been IDBI Bank's Nominee Director on the Board of many IDBI Bank assisted companies. He has been Nominee on various committees. He was appointed as a member of Core Group of Corporate Debt Restructuring, Credit Committee, Audit Committee etc. He has attended many national level and international training programs, seminars as participant and faculty.

iv) Mr. Mukul Desai (DIN: 00015126), B.Com.; C.A. (aged 58 years)

Mr. Mukul Desai has been on the Board of Directors of Zicom since 1996 and is also the Chairman of the Audit Committee. He is a Practicing Chartered Accountant since 1982 and has varied experience in the field of Audits & Taxation and developed expertise in Corporate Law matters, Direct and Indirect Taxation Laws, Corporate Finance Structuring, etc.

At present, Partner of M/s. Sundarlal Desai and Kanodia, Chartered Accountants, he is responsible for looking after the overall conduct of audits and representations before tax authorities.

v) Mr. Vijay Kalantri (DIN: 00019510), G.C.D. and Diploma in Textile (aged 65 years)

Mr. Vijay Kalantri, is Government Commercial Diploma and Textile Diploma holder from Sasmira. He is an industrialist and has over 40 years of experience in industry in textiles, leasing finance and infrastructure development.

He is Chairman & Managing Director of Dighi Port Ltd. He is the President of All India Association of Industries. He has also served as a member of various committees of Reserve Bank of India such as Standing Committee of Small Scale Industries, Exchange Control Committee, All India Export Advisory Committee and was also a member of Steel Consumer Council, Bombay Stock Exchange Derivatives Council Board, Advisory Board of Corporate Governance Committee of SEBI and Central Council of Customs and Excise.

He was on the national advisory board of Small Industries Development Bank of India and Employees State Insurance Corporation. He also served as Director of many institutions such as the Maharashtra Small Scale Industries Development Corporation Limited, Dena Bank and Canara Bank. He has been honoured with various prestigious awards by Institutions and Organisations representing industry, government bodies and socio-economic institutions. He is also a recipient of Commander Cross of the Order of Merit, the highest civilian award by the Government of Poland.

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.

18. 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.
19. Members are requested to send their queries, if any, relating to the accounts, to reach the Company's Registered Office atleast 10 days before the Annual General Meeting, so that the information could be compiled in advance.
20. In case of joint holder(s) attending the Meeting, only the joint holder higher in the order of names will be entitled to vote.
21. 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 same 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.
22. **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 Twentieth 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.

The instructions for e-voting are as under:

- i. Open your web browser, during the voting period from August 30, 2014 (9.30 a.m.) to September 1, 2014 (6.00 p.m.), and log on to the e-voting website www.evotingindia.com.
- ii. Click on "Shareholders" tab.
- iii. Select the "ZICOM ELECTRONIC SECURITY SYSTEMS LIMITED" from the drop down menu and click on "SUBMIT".
- iv. 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.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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.
- vii. If you are a first time user, then 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 last 8 digits of their Demat account / Folio number in the PAN field.● In case the Folio 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 Folio number 100 then enter RA00000100 in the PAN field. |
| DOB | <p>Enter the Date of Birth as recorded in your Demat account or in the Company records for the said Demat account or Folio in dd/mm/yyyy format.</p> |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your Demat account or in the Company records for the said Demat account or Folio.</p> <ul style="list-style-type: none">● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field. |

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in dematerialized 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN of <ZICOM ELECTRONIC SECURITY SYSTEMS LIMITED> on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and signature of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a Compliance User who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xix. In case of any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <https://www.evotingindia.co.in> under Help Section or write an email to helpdesk.evoting@cdslindia.com.
- B. The e-voting period commences on August 30, 2014 (9.30 a.m.) and ends on September 1, 2014 (6.00 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: August 1, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- C. 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 August 1, 2014.
- D. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- E. Mr. Sanjay Dholakia, Practising Company Secretary (Membership No. 2655) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- F. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- G. The Results shall be declared on or after the Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.zicom.com and on the website of CDSL within two (2) days of passing of the Resolution(s) at the Meeting of the Company and communicated to the Stock Exchanges.
23. 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 Member(s), 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.

By Order of the Board of Directors

Kunjan Trivedi
Company Secretary

Place: Mumbai
Date: June 27, 2014

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

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 10 of the accompanying Notice dated June 27, 2014.

Item No. 5:

Pursuant to the provisions of Section 161 of the Companies Act, 2013, read with Article 114 of the Articles of Association of the Company, the Board, at its meeting held on June 27, 2014, appointed Mr. Prabhakar Dalal (DIN: 00544948) as an Additional Director, effective that date, categorized as an Independent Director.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Prabhakar Dalal will hold the office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a Member alongwith the deposit of ₹ 100,000/- proposing the candidature of Mr. Prabhakar Dalal for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. He will also be an Independent Director under Clause 49 of the Listing Agreement with the Stock Exchanges.

The Company has received from Mr. Prabhakar Dalal - (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013; and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks approval of the Members for the appointment of Mr. Prabhakar Dalal as an Independent Director of the Company, not liable to retire by rotation, upto June 26, 2016 pursuant to Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder.

In the opinion of the Board of Directors, Mr. Prabhakar Dalal fulfills the conditions for his appointment as an Independent Director, specified in the Act, Rules made thereunder and Clause 49 of the Listing Agreement. Mr. Prabhakar Dalal is independent of the Management.

A brief resume of Mr. Prabhakar Dalal, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

A copy of the draft letter of appointment of Mr. Prabhakar Dalal as an Independent Director setting out the terms and conditions is available for inspection without any fee by the Members at the Company's Registered Office, on working days during the normal business hours, upto the date of the Meeting.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Prabhakar Dalal as an Independent Director.

Mr. Prabhakar Dalal is interested in the proposed resolution for his appointment as an Independent Director to the extent of the Fees, and other permitted payments and benefits which he may get in his capacity as an Independent Director of the Company. Except him, no other Director, Key Managerial Personnel or their relatives, are interested or concerned, financially or otherwise, in the Resolution set out at Item No. 5.

The Board recommends the Resolution set forth in Item No. 5 for approval of the Members.

Item No. 6:

Mr. K. D. Hodavdekar (DIN: 00406556) is a Non-Executive (Independent) Director of the Company. He joined the Board of Directors in August 2011. Mr. K. D. Hodavdekar retires by rotation at the ensuing Annual General Meeting under provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions, if any, of the Companies Act, 2013, Mr. K. D. Hodavdekar being eligible and seeking re-appointment, is proposed to be appointed as an Independent Director, not liable to retire by rotation.

The Company has received a notice in writing from a Member alongwith the deposit of ₹ 100,000/- proposing the candidature of Mr. K. D. Hodavdekar for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. He will also be an Independent Director under Clause 49 of the Listing Agreement with the Stock Exchanges.

The Company has received from Mr. K. D. Hodavdekar - (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013; and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks approval of the Members for the appointment of Mr. K. D. Hodavdekar as an Independent Director of the Company, not liable to retire by rotation, upto March 31, 2016 pursuant to Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder.

In the opinion of the Board of Directors, Mr. K. D. Hodavdekar fulfills the conditions for his appointment as an Independent Director, specified in the Act, Rules made thereunder and Clause 49 of the Listing Agreement. Mr. K. D. Hodavdekar is independent of the Management.

A brief resume of Mr. K. D. Hodavdekar, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

A copy of the draft letter of appointment of Mr. K. D. Hodavdekar as an Independent Director setting out the terms and conditions is available for inspection without any fee by the Members at the Company's Registered Office, on working days during the normal business hours, upto the date of the Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. K. D. Hodavdekar as an Independent Director.

Mr. K. D. Hodavdekar is interested in the proposed resolution for his appointment as an Independent Director to the extent of the Fees, and other permitted payments and benefits which he may get in his capacity as an Independent Director of the Company. Except him, no other Director, Key Managerial Personnel or their relatives, are interested or concerned, financially or otherwise, in the Resolution set out at Item No. 6.

The Board recommends the Resolution set forth in Item No. 6 for approval of the Members.

Item No. 7:

Mr. Mukul Desai (DIN: 00015126) is a Non-Executive (Independent) Director of the Company. He joined the Board of Directors in April 1996. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Mukul Desai being eligible, is proposed to be appointed as an Independent Director, not liable to retire by rotation.

The Company has received a notice in writing, from a Member alongwith the deposit of ₹ 100,000/- proposing the candidature of Mr. Mukul Desai for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. He will also be an Independent Director under Clause 49 of the Listing Agreement with the Stock Exchanges.

The Company has received from Mr. Mukul Desai - (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013; and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks approval of the Members for the appointment of Mr. Mukul Desai as an Independent Director of the Company, not liable to retire by rotation, upto March 31, 2019 pursuant to Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder.

In the opinion of the Board of Directors, Mr. Mukul Desai fulfills the conditions for his appointment as an Independent Director, specified in the Act, Rules made thereunder and Clause 49 of the Listing Agreement. Mr. Mukul Desai is independent of the Management.

A brief resume of Mr. Mukul Desai, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

A copy of the draft letter of appointment of Mr. Mukul Desai as an Independent Director setting out the terms and conditions is available for inspection without any fee by the Members at the Company's Registered Office, on working days during the normal business hours, upto the date of the Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Mukul Desai as an Independent Director.

Mr. Mukul Desai is interested in the proposed resolution for his appointment as an Independent Director to the extent of the Fees, and other permitted payments and benefits which he may get in his capacity as an Independent Director of the Company. Except him, no other Director, Key Managerial Personnel or their relatives, are interested or concerned, financially or otherwise, in the Resolution set out at Item No. 7.

The Board recommends the Resolution set forth in Item No. 7 for approval of the Members.

Item No. 8:

Mr. Vijay Kalantri (DIN: 00019510) is a Non-Executive (Independent) Director of the Company. He joined the Board of Directors in December 2003. In terms of Section 149 and any other applicable provisions, if any, of the Companies Act, 2013, Mr. Vijay Kalantri being eligible, is proposed to be appointed as an Independent Director, not liable to retire by rotation.