



AWAKE ALWAYS

September 24, 2018

The Secretary / Corporate Relationship Dept.
The Bombay Stock Exchange Limited.
P.J. Towers,
Dalal Street, Fort,
Mumbai 400001.

The Manager
Listing Department,
National Stock Exchange of India Ltd.
'Exchange Plaza', C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai 400051.

Stock Code: 531404

Stock Code: ZICOM

Ref: ISIN INE 871B01014

Dear Sir / Madam,

Sub: Submission of Annual Report 2017-18

Ref: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Report 2017-18 approved and adopted at the 24th Annual General Meeting of the Company, held on September 24, 2018 at 3:30 p.m. at Hotel Suba Galaxy, N. S. Phadke Road, Off Western Express Highway, Andheri (E), Mumbai 400069.

Kindly take above on record and acknowledge receipt of the same.

Thanking you,

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

Kunjan Trivedi
Company Secretary

Encl: as above

Zicom Electronic Security Systems Ltd.

501, Silver Metropolis, Western Express Highway, Goregaon (E), Mumbai - 400 063.

Tel.: +91 22 4290 4290 | Fax.: +91 22 4290 4291 | www.zicom.com | Toll Free: 1-800-270-4567

CIN : L32109MH1994PLC083391



AWAKE ALWAYS

Zicom Electronic Security Systems Ltd.

ANNUAL REPORT

2017-18

TABLE OF CONTENTS

CORPORATE INFORMATION	1
CHAIRMAN'S COMMUNIQUE`	2
NOTICE	3
DIRECTORS' REPORT	9
CORPORATE GOVERNANCE REPORT	36
MANAGEMENT DISCUSSION AND ANALYSIS	54
STANDALONE FINANCIAL STATEMENTS	57
CONSOLIDATED FINANCIAL STATEMENTS	91

Forward-Looking Information

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward looking statements that set out anticipated results based on the managements plans and assumptions. We have tried wherever possible to identify such statements by using words such as anticipates, estimates, expects, projects, intends, plans, believes, and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.

CORPORATE INFORMATION

Board Of Directors

Mr. Manohar Bidaye
Chairman

Mr. Pramoud Rao
Managing Director

Mr. Mukul Desai
Independent Director

Mr. K. D. Hodavdekar
Independent Director

Mr. Prabhakar Dalal
Independent Director

Mr. Anil Khanna
Independent Director
(w.e.f. November 28, 2017)

Ms. Tanvi Joshi
Director

Mrs. Sharada Sundaram
Nominee Director
(w.e.f. April 17, 2017)

Mr. Sanjeev Dayal
Independent Director
(upto August 30, 2017)

Registered Office

501, Silver Metropolis,
Western Express Highway,
Goregaon East, Mumbai 400063.
Tel.: (022) 42904290
Fax: (022) 42904291
Email: investors@zicom.com
Website: www.zicom.com
CIN: L32109MH1994PLC083391

Registrar and Share Transfer Agent

Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis Apartments (next to Keys Hotel),
Marol Maroshi Road, Andheri East, Mumbai 400059.
Tel.: (022) 62638200
Fax: (022) 62638299
Email: investor@bigshareonline.com

Chief Financial Officer

Mr. Madan Kumar Chetlur

Company Secretary

Ms. Kunjan Trivedi

Statutory Auditors

S M M P & Associates, Chartered Accountants

Bankers

IDBI Bank Limited
Bank of Baroda
Union Bank of India
Central Bank of India
Allahabad Bank
The Saraswat Co-op Bank Ltd.

CHAIRMAN'S COMMUNIQUE`

Dear Shareholders,

India is moving higher in the global landscape and establishing itself as the sixth largest economy with GDP of more than USD 2.6 trillion. The various structural reforms initiated by the Government of India have renewed the confidence of global investors which is driving foreign direct investments. Reforms in the area of Insolvency Code and GST will go long way to make India leading growth engine of the world economy. While insolvency code will help bankers and corporates to resolve mounting debt burden with huge NPA, GST will bring fiscal sustainability by reducing the cost of compliance with multiple state tax systems and expanding tax base by bringing unorganised sector activity into organised sector. However liquidity situation in the economy is yet to improve

With all positive developments happening around us we are still saddened with legacy issues caused by geo-political situation in the Middle East and delay in finding solution to debt resolution of Zicom Group. As I had mentioned in my previous year's speech, the business of the Parent Company got affected due to change in the policy of the Government caused by Make in India Initiative. As Parent Company is working under the constraint of NPA guidelines of RBI we are facing several restrictions on utilisation of proceeds of business. The need of hour is to quickly move to manufacturing activity to avail the benefits of low tax rate. The distribution business of security equipment's of Parent Company is moving into commodity zone. Entry of number of Chinese Companies in the Indian market has expedited this situation. Due to the intense competition and price conscious behaviour of channel partners the margins on the security equipment's and products can now be compared with margins on other electronic hardware like laptop, computer, servers etc. We see strong case to relook at this business again and to see whether Zicom can venture into other related/unrelated business to bring glory back to the stakeholders. We will appraise the stakeholders on these new ideas from time to time. To resolve the debt situation we are discussing with the bankers to accept One Time Settlement of Debts to reflect its diminished enterprise value.

Zicom SaaS continue to maintain its position by holding value for the stakeholders. During the year under review, Zicom SaaS succeeded in renewing its major contracts with the customers. The Company succeeded in registering marginal growth in its Enterprise and MYCS segments. During the year the Company has added couple of large clients to its portfolio which will help to drive the growth in future. On the technology side the Company has introduced street smart service to monitor the safety and performance of vehicles in India. The Company is undergoing trials with couple of large fleet operators to penetrate this service in Indian market. We are sure going forward, Zicom SaaS will offer various new services. As informed during our quarterly results, Zicom SaaS Lenders mainly bankers have entered into One Time Settlement (OTS) contracts with the Company. Although there was a delay in settlement, we are confident of making payment under OTS during the current financial year.

Phoenix International, Doha, Qatar, subsidiary of Zicom has stopped executing its projects due to severe economic crisis caused by embargo on Qatar initiated by UAE & Kingdom of Saudi Arabia. Most of the projects in Qatar are standstill as there is no road connectivity due to geo-political situation. Almost 90% of the employees have been expatriated with settlements and the Company is working with local partners and bankers to bail out the Company.

Unisafe Fire Protection Specialists L.L.C., Dubai another large subsidiary of Zicom has also been impacted adversely due to non-revival of UAE economy since last 3 years. Unisafe has put in place all contingency plans to reduce its employee strength substantially and its infrastructure in small emirates.

To infuse resources in the Group for its revival, the management is working relentlessly with prospective investors to work out various model of investments which includes hiving off certain businesses.

Team Zicom is working passionately together in this difficult circumstances to keep the business and its value intact.

On behalf of the entire Zicom team, I'm sincerely thankful to all stakeholders and well-wishers for sticking with us through a challenging year. With your support, we are confident of scaling new heights in the coming years.

Manohar Bidaye
Chairman

Notice

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of ZICOM ELECTRONIC SECURITY SYSTEMS LIMITED will be held on Monday, September 24, 2018, at 3:30 p.m., at Hotel Suba Galaxy, N. S. Phadke Road, Off Western Express Highway, Andheri (E), Mumbai 400 069, 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, 2018, 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, 2018 together with the report of Auditors thereon.

and in this regard, pass the following resolutions as **Ordinary Resolutions**:

- a. **"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- b. **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and the Report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."
2. To appoint Mr. Manohar Bidaye (DIN: 00010699), who retires by rotation, as a Director and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Manohar Bidaye (DIN: 00010699), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

SPECIAL BUSINESS:

3. **Appointment of Mr. Anil Khanna as an Independent Director**

To consider and if thought fit, to pass 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, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Anil Khanna (DIN: 00199924), an Additional Director of the Company appointed by the Board of Directors, with effect from November 28, 2017, 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; be and is hereby appointed as an Independent Director of the Company, to hold the office for a period of two years commencing November 28, 2017 to November 27, 2019 AND THAT he shall not be liable to retire by rotation."

By Order of the Board of Directors

Kunjan Trivedi
Company Secretary

Place: Mumbai
Date: May 29, 2018

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

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 No. 3 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. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting is done away with vide Notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of

Notice

appointment of Auditors, who were appointed in the Annual General Meeting held on September 21, 2017.

5. Mr. Manohar Bidaye is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. Except for Mr. Bidaye, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of the Notice.
6. 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. Only bonafide Members of the Company whose names appear on the Register of Members / Proxy holders, in possession of valid attendance slip duly filled and signed will be permitted to attend the Meeting. The Company reserves the right to take all steps as may be deemed necessary to restrict non-members from attending the Meeting.
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 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments (next to Keys Hotel), Marol Maroshi Road, Andheri East, Mumbai 400059.
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 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. **SEBI has decided that securities of listed companies can be transferred only in dematerialized form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form.**
12. **Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.**
13. Non-Resident Indian Members are requested to inform about the following immediately to the Company or its Registrar & Share Transfer Agent or the concerned DP, as the case may be, immediately of:
 - a. The change in the residential status on return to India for permanent settlement;
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. 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.
15. 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.
16. Members holding shares in physical form:
 - a. are required to submit their Permanent Account Number (PAN) and bank account details to the Company / Registrar & Share Transfer Agent, if not registered with the Company as mandated by SEBI.

Notice

- b. are advised to register the nomination in respect of their shareholding in the Company.
 - c. are requested to register / update their e-mail address with the Company / Registrar & Share Transfer Agent for receiving all communications from the Company electronically.
17. Members holding shares in electronic form:
- a. are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
 - b. are advised to contact their respective DPs for registering the nomination.
 - c. are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
18. Pursuant to Section 124 of the Companies Act, 2013, 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.
- 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 2010-11 (which is due for transfer to IEPF on October 20, 2018) and subsequent years. The dividend for the aforesaid year shall be paid only on receipt of request and satisfactory compliance of the requisite procedure. Member(s) 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 21, 2017 (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.
- Further, pursuant to the provisions of Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares on which dividend has been unclaimed for seven consecutive years or more are required to be transferred to IEPF. In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the duly signed Form IEPF-5 to the Company along with the requisite documents enumerated in the Form IEPF- 5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
19. 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.
20. 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.
21. Brief profiles of the Directors proposed to be re-appointed / appointed vide Item Nos. 2 and 3 of this Notice are as under:
- i) **Mr. Manohar Bidaye** (DIN: 00010699), M.Com.; LL.B. (Gen.) and C.S. (aged 54 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. Anil Khanna** (DIN: 00199924), Commerce Graduate; F.C.A. (aged 59 years)
- Mr. Anil Khanna is a Commerce Graduate with Honors from Meerut University. He is a Fellow Member of the Institute of Chartered Accountants of India and is in Practice since 1991, specializing in business management and statutory compliance services, joint ventures, auditing, International taxation, etc. especially in the field of Oil & Exploration related services. He is on the Board of many companies. Prior to starting practice, he had worked with Sedco Forex, a subsidiary of Schlumberger; Rolv Berg Drive A/s, engaged in Marine & Diving Services in India; Price Waterhouse & Co, Chartered Accountants; A. F. Ferguson & Co, Chartered Accountants; and National Organic Chemicals India Ltd. on various position.
- Further details of these Directors, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements)

Notice

Regulations, 2015, are given in the Corporate Governance Report forming part of the Annual Report.

22. 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.
23. Members are requested to send their queries, if any, relating to the accounts, to reach the Company's Registered Office at least ten days before the Annual General Meeting, so that the information could be compiled in advance.
24. In case of joint holder(s) attending the Meeting, only the joint holder higher in the order of names will be entitled to vote.
25. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. 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.
26. **Voting through electronic means:**

- A. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Fourth 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 be made available at the Meeting either through electronic voting system or ballot or polling paper and the 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 21, 2018 (9:30 a.m.) and ends on September 23, 2018 (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 14, 2018, 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA000000001 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 to 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.

Notice

- 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
 - xix. **Shareholders can also cast their vote using CDSL's mobile App m-Voting available for android based mobiles. The m-Voting App can be downloaded from Google Play Store. Apple and Windows phone users can download the App from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile App while voting on your mobile.**
 - xx. **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.
 - xxi. In case of any queries, grievances 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.
 - xxii. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting i.e. September 14, 2018, he / she may obtain the User Id and Password in the manner as mentioned in (i) to (xxi) above.
- In case of Members receiving the physical copy:**
1. Please follow all steps from Sl. No. (i) to Sl. No. (xx) above to cast vote.
 2. The voting period begins on September 21, 2018 (9:30 a.m.) and ends on September 23, 2018 (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 14, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 3. In case of any queries, grievances 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 14, 2018.
 - 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