

Corporate Governance Report

contents of the said website are updated from time to time.

Annual Report: Annual Report containing audited standalone and consolidated financial statements together with Directors' Report, Auditors' Report and other important information are circulated to Members and others entitled thereto. The Annual Report is displayed on the website of the Company.

Stock Exchange(s): The Company from time to time disseminates to the Stock Exchanges (i.e. BSE and NSE), wherein its equity shares are listed, all mandatory information and price sensitive / such other information, which in its opinion are material and / or have a bearing on its performance / operations and issues press releases,

wherever necessary, for the information of the public at large.

Members Correspondence: For the benefit of the Members, a separate email id has been created for Members correspondence viz. investors@zicom.com.

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Management Discussion and Analysis Report is attached to and forms part of the Directors' Report and includes discussion on various matters as specified under Schedule V (B) of the Listing Regulations.

GENERAL SHAREHOLDERS' INFORMATION

i.	25th Annual General Meeting	
	Venue	501, Silver Metropolis, Western Express Highway, Goregaon (East), Mumbai 400063
	Time	3.30 p.m.
	Day	Monday
	Date	September 30, 2019
ii.	Financial Calendar (tentative)	
	Audited Annual Results of previous year ended March 31, 2019	End of May 2019
	1 st quarter results for quarter ending June 2019	Second week of August 2019
	2 nd quarter results for quarter ending September 2019	Second week of November 2019
	3 rd quarter results for quarter ending December 2019	Second week of February 2020
	Last quarter results for quarter ending March 2020	End of May 2020
iii.	Financial year	April 1, 2019 to March 31, 2020
iv.	Book closure dates	Not Applicable
v.	Dividend payment / dispatch date for Financial Year 2018-19	Not Applicable
vi.	Listing of equity shares on Stock Exchanges	BSE Limited (BSE) P J Towers, Dalal Street, Fort, Mumbai 400001. National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400051.
vii.	Stock Codes	BSE: 531404 NSE: ZICOM
viii.	International Securities Identification Number (ISIN)	INE871B01014
ix.	Corporate Identity Number (CIN)	L32109MH1994PLC083391

i) The Company has paid the annual listing fees for the Financial Year 2018-19 to BSE Limited (BSE) and is in the process of paying to National Stock Exchange of India Limited (NSE).

ii) The Company has paid the annual custodial fees for the Financial Year 2018-19 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

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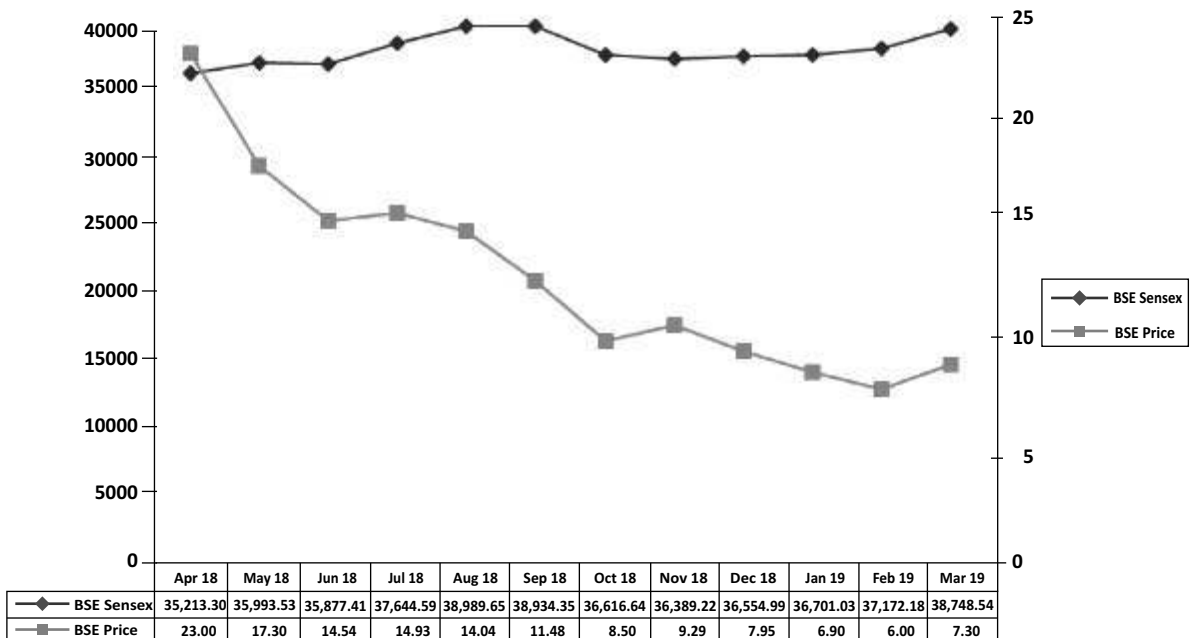
x. MARKET PRICE DATA for the Financial Year 2018-19

Month	BSE			NSE		
	Share Price		No. of Shares Traded	Share Price		No. of Shares Traded
	High (₹)	Low (₹)		High (₹)	Low (₹)	
April 2018	23.00	15.30	1,234,332	22.45	15.15	4,169,384
May 2018	17.30	13.55	196,220	17.20	13.50	826,453
June 2018	14.54	10.05	163,637	14.40	10.80	683,927
July 2018	14.93	9.30	582,730	14.70	10.15	3,264,535
August 2018	14.04	11.10	155,760	14.00	11.05	966,940
September 2018	11.48	7.00	173,547	11.45	7.20	933,318
October 2018	8.50	6.40	80,342	8.70	6.40	616,776
November 2018	9.29	7.67	84,550	9.20	7.40	525,838
December 2018	7.95	6.30	116,296	8.05	6.40	680,619
January 2019	6.90	5.05	64,957	6.80	5.20	481,835
February 2019	6.00	3.85	164,036	5.65	3.65	822,584
March 2019	7.30	4.43	417,963	7.30	4.40	1,803,393

Source: Websites of the respective Stock Exchange

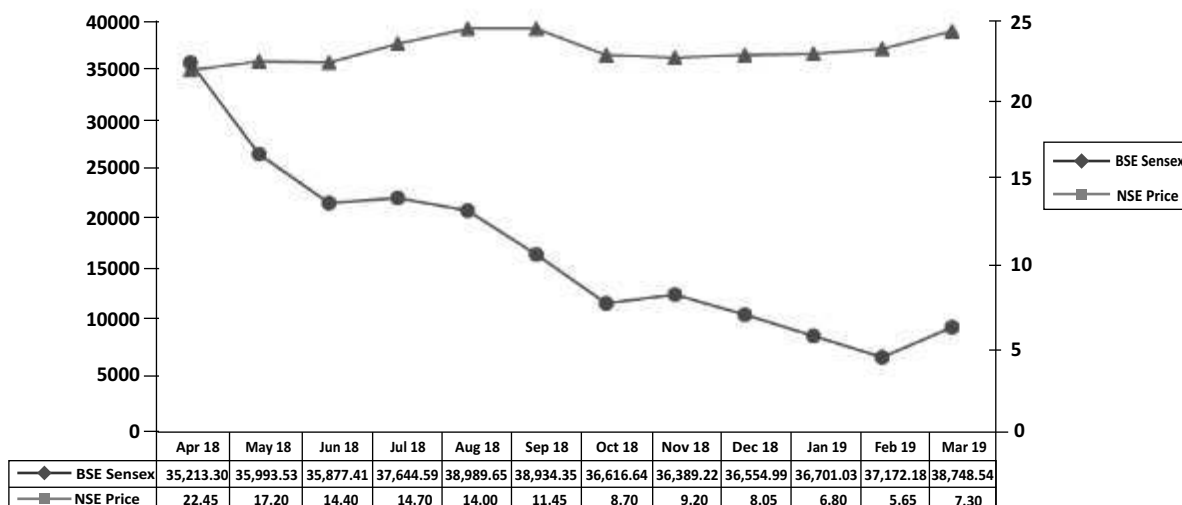
Performance in comparison to broad based indices

BSE price



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NSE price



xi. 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

xii. Compliance Officer

Ms. Kunjan Trivedi

Company Secretary

501, Silver Metropolis, Western Express Highway,

Goregaon (East), Mumbai 400063.

Tel: (022) 4290 4290 **Fax:** (022) 4290 4291

Email: investors@zicom.com

xiii. Share Transfer System

Shares lodged for transfer at the Registrar and Transfer Agent address are normally processed within prescribed time from the date of lodgement, if the documents are complete in all respects.

Pursuant to Regulation 40(10) of the Listing Regulations, certificates, on half-yearly basis, have been issued by a Company Secretary-in-Practice for due compliance of share certificate issue for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies.

Pursuant to Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996, Company Secretary-in-Practice carry-out, on quarterly basis, Reconciliation of Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The audit confirms that the total issued / paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held in NSDL and CDSL). It also confirms that whether the de-mat receipts duly lodged are processed and released within the specified period, and that the Register of Members is duly updated.

Trading in equity shares of the Company is permitted only in dematerialised form. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly the Company / its Registrar and Share Transfer Agent has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.

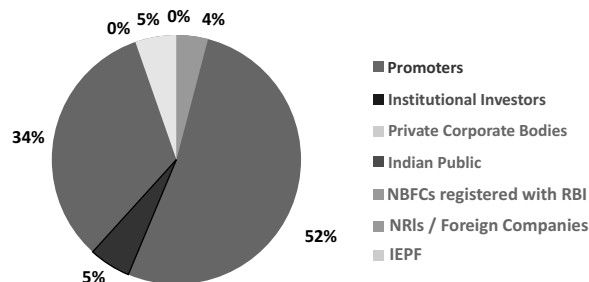
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xiv. Distribution of Shareholding as on March 31, 2019

No. of shares	Total holders	% of total holders	Total holding in shares	% of total capital
1 - 500	14,142	75.28	23,347,760	5.66
501 - 1000	2,103	11.20	17,691,480	4.29
1001 - 2000	1,191	6.34	18,494,350	4.49
2001 - 3000	464	2.47	12,027,470	2.92
3001 - 4000	235	1.25	8,383,560	2.03
4001 - 5000	162	0.86	7,652,730	1.86
5001 - 10000	269	1.43	19,668,340	4.77
10001 - 999999999	219	1.17	304,975,720	73.98
Total	18,785	100.00	412,241,410	100.00

xv. Shareholding Pattern as on March 31, 2019

Category	No. of Shares	%
Promoters	1,807,423	4.38
Institutional Investors	21,413,747	51.94
Private Corporate Bodies	2,124,372	5.15
Indian Public	13,932,238	33.80
NBFCs registered with RBI	400	0.00
NRIs / Foreign Companies	1,891,399	4.60
IEPF	54,562	0.13
Total	41,224,141	100.00



xvi. Dematerialisation of shares and liquidity as on March 31, 2019

Physical shares	:	102,846 (0.25%)
De-materialised shares	:	41,121,295 (99.75%)
Total shares	:	41,224,141 (100.00%)

Out of the above de-mat shares, 33,525,099 (81.53%) are held through National Securities Depository Limited and 75,96,196 (18.47%) are held through Central Depository Securities (India) Limited.

Your Company's Equity Shares are widely held and actively traded on BSE and NSE.

xvii. Transfer of Unclaimed Dividend to Investor Education & Protection Fund (IEPF)

Pursuant to Section 124 of the Companies Act, 2013, dividends that are unpaid / unclaimed for a period of seven years from the date they became due for payment are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Given below are the dates of declaration of dividend and corresponding last dates when unpaid / unclaimed dividends are due for transfer to IEPF:

Financial Year	Date of Declaration	Last Date for claiming dividend
2011-12	24-08-2012	29-09-2019
2012-13	30-08-2013	04-10-2020
2013-14	05-09-2014	10-10-2021
2014-15	29-09-2015	03-11-2022

During the year under review, an amount of ₹ 264,501/- pertaining to unpaid dividend for the financial year 2010-11 has been transferred to IEPF on November 13, 2018.

The Shareholders who have so far not encashed their dividend demand drafts / cheques are requested to write to the Company / Registrar & Share Transfer Agent to claim the same, to avoid transfer to IEPF. Shareholders are advised that no claims shall lie against IEPF or the Company for the amounts of dividend so transferred to IEPF.

The details of unpaid and unclaimed dividend lying with the Company as on September 24, 2018 (date of last Annual General Meeting) has been uploaded on Company's website (www.zicom.com) in accordance with the requirements of

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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.

The voting rights on the shares transferred to IEPF Authority shall remain frozen till the rightful owner claims the shares. 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.

xviii. Outstanding ADR / GDR / Warrants / any Convertible Instruments

During the year under review, the Company did not issue any ADRs/GDRs. No Bonds were outstanding as on March 31, 2019.

There are no Stock Options outstanding as on March 31, 2019.

xix. Plant Location and Registered Office address

The Company does not have any Plant.

Registered Office address:

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

xx. Address for correspondence

All correspondence by Members should be made to the Registrar and Transfer Agent or Registered Office of the Company as stated above. In case of Members holding shares in demat form are requested to intimate change in certain specific personal information like address, PAN, etc., to their Depository Participant. Others can send their correspondence to the Registered Office of the Company or communicate to the Company on investors@zicom.com.

Other information for correspondence

Telephone no. : (022) 4290 4290

Fax no. : (022) 4290 4291

Website : www.zicom.com

xxi. Credit Rating:

During the year under review, the Company has not obtained any credit ratings, as the Company has no debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad.

For and on behalf of the Board of Directors

Manohar Bidaye

Chairman

Place: Mumbai

Date: August 14, 2019

Registered Office:

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