



AWAKE ALWAYS

February 11, 2021

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: Outcome of Board Meeting

Further to our letters dated February 4, 2021, intimating you of the Board Meeting to be held on February 10, 2021 and pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform the Exchange that the Board of Directors of the Company at its said meeting has, inter alia, approved the following matters:

1. Unaudited Financial Results of the Company, both standalone and consolidated, for the quarter and half year ended September 30, 2020 (as enclosed);
2. Limited Review Reports, on standalone and consolidated Unaudited Financial Results, for the quarter and half year ended September 30, 2020, issued by the Statutory Auditors of the Company (as enclosed);
3. Unaudited Financial Results of the Company, both standalone and consolidated, for the quarter and nine months ended December 31, 2020 (as enclosed); and
4. Limited Review Reports, on standalone and consolidated Unaudited Financial Results, for the quarter and nine months ended December 31, 2020, issued by the Statutory Auditors of the Company (as enclosed).

The Unaudited Financial Results alongwith Limited Review Reports are prepared in accordance with the provisions of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

Zicom Electronic Security Systems Ltd.

501, Silver Metropolis, Western Express Highway, Goregaon (E), Mumbai - 400 063.
Tel.: +91 22 6201 4290 | Fax.: +91 22 6201 4291 | www.zicom.com | Toll Free: 1-800-270-4567
CIN : L32109MH1994PLC083391



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The said Unaudited Financial Results, standalone and consolidated, are also made available on the websites of the Company viz. www.zicom.com and of the Stock Exchanges viz. www.bseindia.com and www.nseindia.com.

The Board Meeting concluded at 12:00 midnight (24:00 hours).

Kindly take the 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

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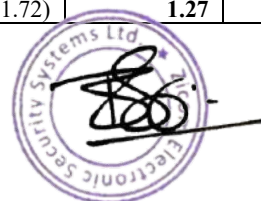


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PART I : STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2020

(Rs. in Lakhs)							
	Particulars	Quarter Ended 30/09/2020 (Unaudited)	Quarter Ended 30/06/2020 (Unaudited)	Quarter Ended 30/09/2019 (Unaudited)	Half Year Ended 30/09/2020 (Unaudited)	Half Year Ended 30/09/2019 (Unaudited)	Year Ended 31/03/2020 (Audited)
1	Income						
	(a) Revenue from Operations	41.65	6.45	40.39	48.13	107.30	234.72
	(b) Other Income	6.78	0.00	4.78	6.79	10.02	18.50
	Total Income	48.43	6.45	45.17	54.92	117.32	253.22
2	Expenses						
	(a) Cost of Materials consumed	---	---	---	---	---	---
	(b) Purchases of Stock-in-Trade	37.31	0.28	74.31	37.59	134.90	312.34
	(c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	2.30	0.00	6.37	2.30	161.62	344.54
	(d) Employee Benefits Expense	(7.31)	7.82	35.57	0.52	101.92	238.12
	(e) Finance Costs	(0.49)	0.01	(12.56)	(0.48)	(11.68)	3.58
	(f) Depreciation and Amortisation Expense	(3.70)	11.24	15.71	7.54	28.84	46.22
	(g) Other Expenses	45.96	17.45	130.68	63.41	144.14	2,215.88
	Total Expenses	74.07	36.79	250.08	110.88	559.74	3,160.68
3	Profit / (Loss) before Exceptional Items and Tax (1-2)	(25.64)	(30.32)	(204.91)	(55.96)	(442.42)	(2,907.46)
4	Exceptional Items	---	---	(332.90)	---	(332.90)	(332.90)
5	Profit / (Loss) Before Tax (3 ± 4)	(25.64)	(30.32)	(537.81)	(55.96)	(775.32)	(3,240.36)
6	Tax Expense						
	Current Tax	---	---	---	---	---	---
	Deferred Tax	(580.36)	---	173.64	(580.36)	12.93	249.25
	Earlier Year Tax	---	---	---	---	---	---
7	Profit / (Loss) for the period from continuing operations (5 ± 6)	554.72	(30.32)	(711.45)	524.40	(788.25)	(3,489.61)
8	Profit / (Loss) from discontinuing operations	---	---	---	---	---	---
9	Tax expense of discontinuing operations	---	---	---	---	---	---
10	Profit / (Loss) from discontinuing operations (after tax) (8 ± 9)	---	---	---	---	---	---
11	Profit / (Loss) for the Period (after tax) (7 ± 10)	554.72	(30.32)	(711.45)	524.40	(788.25)	(3,489.61)
12	Other Comprehensive Income (OCI)	---	---	---	---	---	---
13	Total Comprehensive Income (11+12)	554.72	(30.32)	(711.45)	524.40	(788.25)	(3,489.61)
14	Paid-up Equity Share Capital (Face value of Rs. 10/- each)	4,122.41	4,122.41	4,122.41	4,122.41	4,122.41	4,122.41
15	Earnings Per Share (EPS) (not annualised) (Face Value of Rs. 10/- each):						
	(a) Basic	1.35	(0.07)	(1.72)	1.27	(1.91)	(8.46)
	(b) Diluted	1.35	(0.07)	(1.72)	1.27	(1.91)	(8.46)





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Notes:

1. The above financial results of the Company for the quarter and half year ended September 30, 2020, have been reviewed by the Audit Committee on February 10, 2021 and approved by the Board at its meeting held on even date. The unaudited financial results for quarter and half year ended September 30, 2020 have been subjected to limited review by the Statutory Auditors in compliance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The above Unaudited Financial Results have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind-AS) prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable.
3. The format for above Unaudited Financial Results, as prescribed in SEBI's circular CIR/CFD/CMD/15/2015 dated 30th November, 2015, has been modified to comply with requirements of SEBI's circular dated July 5, 2016, Ind-AS and Schedule III to the Companies Act, 2013.
4. The Company has a single reportable business segment of "Security and Safety".
5. The Company has outstanding Term Loan and Working Capital Loan which has been classified as Non Performing Asset (NPA) as per Reserve Bank of India circular on assets classification. Accordingly, no interest has been provided on the same from the date of becoming NPA till September 30, 2020.

During the period under review, the Finance cost would have been higher by Rs. 720 lakhs for the quarter and Rs. 1,440.51 lakhs for the half year, if the Company had provided interest on accrual basis.

6. The Exceptional Item in the corresponding previous period and year amounting to Rs. 332.90 lakhs represents claim registered by Promoter Group Company towards invocation of shares owned by them and pledged with Bank as collateral security, calculated on the basis of price prevalent at date of pledge of shares. The said pledged shares were sold by the Bank for non-payment of loan facility resulting in loss to Promoter Group Company.
7. The Company is carrying high receivable balance of Rs. 198 lakhs and is confident of recovering the same.
8. Although the accumulated losses of the Company have reached to aggregate of Rs. 39,766 lakhs resulting in erosion of its Net Worth, the Company is still actively exploring for strategic / financial investor(s) with its business infrastructure and brand reputation for revival; and hence the accounts have been prepared on going concern basis.
9. The Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT), vide its Order dated 18th March, 2020 (received by the Interim Resolution Professional on 11th August, 2020) had directed the commencement of Corporate Insolvency Resolution Process (CIRP) in respect of one of its subsidiary viz. Zicom SaaS Private Limited under the provisions of Insolvency and Bankruptcy Code, 2016 (Code). The Company has an Investment of Rs. 2,500 lakhs in the said subsidiary company. The Resolution Plan for the said subsidiary company has been submitted by prospective Resolution Applicants and is pending approval from the Committee of Creditors. However, the management is confident of maintaining the value of the investment and brand value.





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10. The Novel Corona Virus (COVID-19) pandemic continues to spread across the globe, including India. In the month of March 2020, the COVID-19 outbreak was declared a global pandemic by the World Health Organization. COVID-19 has taken its toll on not just human life, but all businesses, industries and services. Various governments have introduced a variety of measures to contain the spread of the virus. The Central and State Governments and local bodies had announced various lock down measures which have had significant impact on all the activities across the nation. The Company at the time of approving the financial statements, made a detailed assessment of the possible impact of the pandemic relating to COVID-19 on the carrying amounts of assets / liabilities particularly, investments, receivables, advances, etc. based on internal and external source of information. Considering the current sub-dued operations of the Company, we don't foresee any material impact on the performance of the Company.
11. Balances under the heads Trade Receivables, Borrowings, Loans, Trade Payables, Other Current Assets and Other Current Liabilities are subject to confirmations from the respective parties and consequential reconciliation, the impact, if any, which may arise in future is presently unascertainable.
12. Previous period figures have been regrouped / rearranged wherever necessary to facilitate comparison.

For **Zicom Electronic Security Systems Ltd.**


Manohar Bidaye
Chairman

Place: Mumbai

Date: February 10, 2021



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Standalone Unaudited Statement of Assets and Liabilities as per Regulation 33(3)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for half year ended September 30, 2020

				(Rs. in Lakhs)	
Particulars				As at 30/09/2020	As at 31/03/2020
I			ASSETS		
	1		Non-Current Assets		
	(a)		Property, Plant and Equipment	1,352.51	1,359.35
	(b)		Capital Work-in-Progress	---	---
	(c)		Investment Property	---	---
	(d)		Goodwill	---	---
	(e)		Other Intangible Assets	0.27	0.97
	(f)		Intangible Assets under Development	---	---
	(g)		Biological Assets other than bearer Plants	---	---
	(h)		Investments accounted for using Equity Method	---	---
	(i)		Investments in Subsidiaries, Joint Ventures and Associates	2,500.00	2,500.00
	(j)		Financial Assets		
		(i)	Investments	0.25	0.25
		(ii)	Trade Receivables		
		(iii)	Loans	2.92	2.92
		(iv)	Other financial assets	---	---
	(k)		Income Tax Assets (Net)	---	---
	(l)		Other Non-Current Assets	---	---
			Total Non-Current Financial Assets	3,855.95	3,863.49
	2		Current Assets		
	(a)		Inventories	15.36	17.66
	(b)		Current Financial Asset	---	---
		(i)	Current Investments	---	---
		(ii)	Trade Receivables	216.69	215.74
		(iii)	Cash and Cash Equivalents	19.02	15.60
		(iv)	Bank balance other than Cash and Cash Equivalents	78.52	76.56
		(v)	Loans	0.54	75.53
		(vi)	Other Current Financial Assets	58.40	56.91
			Total Current Financial Assets	373.17	440.34
	(c)		Current Tax Assets (net)	---	---
	(d)		Other Current Assets	21.75	16.99
			Total Current Assets	410.28	474.98
			Non-Current Assets classified as held for sale	---	---
			Regulatory deferral account debit balances and related deferred tax Assets	---	---
			TOTAL ASSETS	4,266.23	4,338.46
II			EQUITY AND LIABILITIES		
			Equity		
	(a)		Equity Share Capital	4,122.41	4,122.41
	(b)		Other Equity	(19,317.42)	(19,841.83)
	(c)		Equity attributable to owners of parent	---	---
	(d)		Non-controlling interest	---	---
			Total Equity	(15,195.01)	(15,719.42)





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(Rs. in Lakhs)

Particulars			As at 30/09/2020	As at 31/03/2020
		Liabilities		
1		Non-Current Liabilities		
(a)		Non-current Financial Liabilities		
	(i)	Borrowings	---	---
	(ii)	Trade Payables	---	---
	(iii)	Other non-current financial liabilities	---	---
		Total Non-Current Financial Liabilities	---	---
(b)		Provisions	13.00	13.00
(c)		Deferred Tax Liabilities (net)	35.89	616.53
(d)		Deferred Government Grants	---	---
(e)		Other Non-Current Liabilities	2,200.69	2,074.86
		Total Non-Current Liabilities	2,249.58	2,704.39
2		Current Liabilities		
(a)		Current Financial Liabilities		
	(i)	Borrowings	12,752.11	12,752.69
	(ii)	Trade Payables	3,754.37	3,875.16
	(iii)	Other Current Financial Liabilities	---	---
		Total Current Financial Liabilities	16,506.48	16,627.85
(b)		Other Current Liabilities	663.20	681.96
(c)		Provisions	21.36	21.36
(d)		Current Tax Liabilities (Net)	20.60	22.32
(e)		Deferred Government Grants, current	---	---
		Total Current Liabilities	17,211.64	17,353.50
		Liabilities directly associated with assets in disposal group classified as held for sale	---	---
		Regulatory deferral account credit balances and related deferred tax liability	---	---
		Total Liabilities	19,461.22	20,057.88
		TOTAL EQUITY AND LIABILITIES	4,266.23	4,338.46

For Zicom Electronic Security Systems Ltd.


Manohar Bidaye
 Chairman

Place: Mumbai
 Date: February 10, 2021



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Standalone Unaudited Cash Flow Statement as per Regulation 33(3)(g) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for half year ended September 30, 2020

(Rs. in Lakhs)			
Particulars	Half Year Ended 30/09/2020		Half Year Ended 30/09/2019
A. Cash Flow From Operating Activities			
Net Profit / (Loss) Before Extraordinary Items and Tax		(55.95)	(442.41)
<i>Adjustments For:</i>			
Depreciation and Amortisation	7.54		28.84
Finance Costs	(0.48)		(11.68)
Interest Received	(1.97)		(2.19)
Sundry Balances Written Off / (Written Back)	(0.19)		(8.45)
Re-measurements of Defined Benefit Plans through OCI	---		1.86
Profit / (Loss) on Sale / Write off of Investment	---		(332.90)
Sub-Total		4.90	(324.53)
Operating Profit / (Loss) Before Working Capital Changes		(51.05)	(766.94)
<i>Changes in Working Capital:</i>			
<i>Adjustments for (Increase) / Decrease in Operating Assets:</i>			
Inventories	2.30		161.62
Trade Receivables	(0.76)		103.01
Other Current Assets	(4.76)		12.95
<i>Adjustments For Increase / (Decrease) in Operating Liabilities:</i>			
Trade Payables	(120.79)		(40.71)
Other Current Liabilities	(18.76)		752.39
Short-Term Provisions	125.84		0.33
Long-Term Provisions	---		(1.02)
Sub-Total		(16.94)	988.59
Cash Generated from Operations		(67.99)	221.65
Net Income Tax (Paid) / Refunds	(1.73)		(1.98)
Net Cash Flow From / (Used In) Operating Activities (A)		(69.72)	219.67
B. Cash Flow From Investing Activities			
Capital Expenditure on Fixed Assets	---		(0.22)
Short-Term Loans and Advances	73.49		1.95
Long-Term Loans and Advances	---		---
Interest Received	1.97		2.19
Net Cash Flow From / (Used In) Investing Activities (B)		75.46	3.91
C. Cash Flow From Financing Activities			
Net Increase / (Decrease) in Working Capital Borrowings	(0.58)		(239.11)
Finance Cost	0.48		11.68
Net Cash Flow From / (Used In) Financing Activities (C)		(0.10)	(227.43)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)		5.65	(3.85)
Cash and Cash Equivalents at the beginning of the Year		92.16	101.21
Cash and Cash Equivalents at the end of the Year		97.53	97.58

- The above Cash Flow Statement has been prepared under the Indirect Method set out in Indian Accounting Standard 7 (Ind AS-7) on the Statement of Cash Flow as notified under Companies (Accounts) Rules, 2015.
- Figures in brackets indicate Cash Outflow.

For Zicom Electronic Security Systems Ltd.


 Manoj K. Daye
 Chairman

Place: Mumbai
Date: February 10, 2021

Independent Auditor's Review Report on the Quarterly and Half yearly Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to,

The Board of Directors

Zicom Electronic Security Systems Limited

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of **Zicom Electronic Security Systems Limited** ("the Company") for the quarter and half year ended as on September 30th 2020 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued there under and other accounting principles generally accepted in India.

Our responsibility is to express a conclusion on the Statement based on our review

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Basis for Disclaimer of Conclusion

- 1) Refer Note No. 5 of Unaudited Standalone Financial Results of the Company which states that the Company has not provided for interest amounting to Rs 720 Lakhs and Rs 1440.51 Lakhs for the quarter and half year ended September 2020 respectively on its outstanding loans from Banks and Financial Institution as the management of the Company is in advanced negotiation with bankers for one time settlement (OTS) which is still not materialized, of its entire dues and therefore in the opinion of the management, liability as reflected in the financial statement is sufficient to meet proposed OTS. However, in the absence of OTS approval letter from each Lender confirming the final OTS amount we are unable to ascertain the extent of liability that may arise on the Company and whether the liability as reflected in the Standalone financial results are sufficient due to difficulty in predicting the outcome that may arise in future in estimating the potential impact. Further, since the said loans are NPA they are unconfirmed from the lenders.

- 2) Refer Note No. 9 of Unaudited Standalone Financial Results of the Company regarding the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) vide its order dated March 18, 2020 (received by the Interim Resolution Professional on 11th August, 2020) had directed the commencement of Corporate Insolvency Resolution Process (CIRP) in respect one of the subsidiary company of the Company being Zicom SaaS Private Limited Company under the provisions of Insolvency and Bankruptcy Code, 2016 (Code). The Company has an Investment of Rs 2500 Lakhs in the said subsidiary Company. We are unable to ascertain whether the said investment in subsidiary Company requires any diminution due to difficulty in predicting the outcome of the said IBC proceedings that may arise in future and in estimating the potential impact on the Unaudited Standalone Financial Results in the said respect.

Further the Company has also received an amount of Rs 2,151 Lakhs deposit for brand from the said subsidiary Company we are unable to ascertain due to difficulty in predicting the outcome that may arise in future and its impact on the Unaudited Standalone Financial Results that may arise that whether the said transaction of brand purchase would now be completed by the said subsidiary company as it is now under CRIP or the Company would have to refund the entire amount.

- 3) Refer Note No. 7 of Unaudited Standalone Financial Results of the Company regarding the Company during the quarter and half year under review has not made provision for doubtful trade receivables amounting to Rs 198 Lakhs as the management is hopeful of its recovery. However, we are unable to comment whether the said balance would be recoverable in view of the fact that its pending since long time and also majority of it are disputed by the parties due to various reasons and hence we cannot comment amount on amount recoverable from the said parties.
- 4) Refer Note No. 8 Unaudited Standalone Financial Results of the Company which states that the Company has been incurring constant losses, the Company's accumulated losses aggregate to Rs. 39,766 Lakhs resulting in complete erosion of its net worth. Further, as of that date, company's liabilities exceeded its assets. These factors along with other matters as set forth in said note raise substantial doubt about the company's ability to continue as a going concern in the foreseeable future. However, the company's Unaudited Standalone Financial Results has been prepared on going concern basis.
- 5) The Company during the quarter and half year under review has defaulted/ delayed in the payments as well as there has been defaults/ delay in filing of returns of statutory dues comprising of Goods and Service Tax (GST) further set off taken in books are ineligible in view of non- payment to vendors as well as non filing of return, Service Tax, Central Sales Tax, Value Added Tax, Professional Tax, Provident Fund, Employee State Insurance, Labour Welfare Fund, Tax Deduction at Source. Further due to the said non-payment and other irregularities Company has received various notices from statutory authorities having significant amount of Rs 5291 Lakhs which is Contingent Liability of the Company and hence we are unable to ascertain consequential impact of the same on the Unaudited Standalone Financial Results of the Company owing to penalties, prosecutions that may arise on account of such delay/defaults in statutory dues due to difficulty in predicting the outcome that may arise in future.

- 6) Refer Note No. 11 of Unaudited Standalone Financial Results of the Company which states that certain balances under the heads Trade Receivables, Borrowings, Loans, Trade Payables, Other Current Assets and Other Current Liabilities are subject to confirmations from the respective parties and consequential reconciliation, if any the impact of the same which may arise in future is presently unascertainable.

5. Disclaimer of Conclusion

Because of the significance of the matters described in para 4.1 to 4.6 above, we have not been able to obtain sufficient appropriate audit evidence as to whether the Statement has been prepared in accordance with the recognition and measurement principals laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India or state whether the statement has disclosed information required to be disclosed the information in terms of regulation 33 of the listing regulation, including the manner in which it is to be disclosed or that it contains any material misstatement.

6. Emphasis of Matter

- 1) Refer Note No. 10 of Unaudited Standalone Financial Results of the Company regarding management's current assessment of the Company's assets and liabilities in view of prevailing Covid-19 pandemic and nationwide lockdown and conclusion based on such assessment that the carrying value of the assets are recoverable and no uncertainty exists on meeting the liabilities in the foreseeable future. The impact of the global health pandemic may be different from that estimated as at the date of approval of these Unaudited Standalone Financial Results. Considering the continuing uncertainty, as explained, the management will continue to closely monitor any material changes to future economic conditions.
- 2) Refer Note No. 6 of Unaudited Standalone Financial Results of the Company regarding Central Bank of India in the earlier years had invoked shares of the Company pledged by promoter Group Company in respect of loan taken by the Company. As the said loan was Non performing Asset bank had invoked and sold 500,000 shares held by a promoter group Company and adjusted against outstanding loan balance of the Company. Balance payable to the promoter group Company on account of such invocation has been shown under the head borrowings from related party and impact of such invocation has disclosed under the head exceptional item amounting to Rs 333 Lakhs in the previous year.

Our opinion is not disclaimed in respect of matters described in Emphasis of matter.



For **S M M P & Associates**
Chartered Accountants
Firm Registration No. 120438W

Sonal Parekh

Partner

Membership No. 139852

UDIN : 21139852AAAADI3250



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PART I : STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2020

(Rs. in Lakhs)							
	Particulars	Quarter Ended 30/09/2020 (Unaudited)	Quarter Ended 30/06/2020 (Unaudited)	Quarter Ended 30/09/2019 (Unaudited)	Half Year Ended 30/09/2020 (Unaudited)	Half Year Ended 30/09/2019 (Unaudited)	Year Ended 31/03/2020 (Audited)
1	Income						
	(a) Revenue from Operations	702.91	670.43	856.84	1,373.34	1,785.78	6,599.59
	(b) Other Income	7.89	0.72	5.77	8.61	11.02	167.14
	Total Income	710.80	671.15	862.61	1,381.95	1,796.80	6,766.73
2	Expenses						
	(a) Cost of Materials consumed	---	---	---	---	---	---
	(b) Purchases of Stock-in-Trade	(179.17)	9.46	(1,742.32)	(169.71)	(1,484.98)	4,240.85
	(c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	346.84	0.00	2,293.29	346.84	2,448.54	344.54
	(d) Employee Benefits Expense	248.4	289.31	291.76	537.71	755.08	1,413.62
	(e) Finance Costs	3.41	3.44	1,221.63	6.84	2,359.40	1,166.38
	(f) Depreciation and Amortisation Expense	355.35	480.65	1,407.91	836.00	1,981.40	6,443.00
	(g) Other Expenses	117.17	429.46	3,334.55	546.63	3,819.62	8,703.63
	Total Expenses	892.00	1,212.32	6,806.82	2,104.31	9,879.06	22,312.02
3	Profit / (Loss) before Exceptional Items and Tax (1-2)	(181.20)	(541.17)	(5,944.21)	(722.36)	(8,082.26)	(15,545.29)
4	Exceptional Items	---	---	(332.90)	---	(332.90)	(332.90)
5	Profit / (Loss) Before Tax (3 ± 4)	(181.20)	(541.17)	(6,277.11)	(722.36)	(8,415.16)	(15,878.19)
6	Tax Expense						
	Current Tax	21.00	14.43	5.91	35.43	27.17	---
	Deferred Tax	(576.74)	(65.46)	374.39	(642.20)	(82.36)	215.63
	Earlier Years Tax	---	---	---	---	---	---
7	Profit / (Loss) for the period from continuing operations (5 ± 6)	374.54	(490.14)	(6,657.41)	(115.59)	(8,359.97)	(16,093.82)
8	Profit / (Loss) from discontinuing operations	---	---	---	---	---	---
9	Tax expense of discontinuing operations	---	---	---	---	---	---
10	Profit / (Loss) from discontinuing operations (after tax) (8 ± 9)	---	---	---	---	---	---
11	Profit / (Loss) for the Period (after tax) (7 ± 10)	374.54	(490.14)	(6,657.41)	(115.59)	(8,359.97)	(16,093.82)
12	Share of Profit / (Loss) of Associates	---	---	---	---	---	---
13	Non-controlling Interests	12.32	(29.05)	(230.81)	(16.73)	(325.46)	(191.98)
14	Profit / (Loss) for the Period (after Taxes, Minority Interest and Share of Profit / (Loss) of Associates) (11±12±13)	362.22	(461.09)	(6,426.60)	(98.86)	(8,034.51)	(15,901.84)
15	Other Comprehensive Income (OCI)	---	---	0.97	---	0.97	1.75
16	Total Comprehensive Income (14+15)	362.22	(461.09)	(6,425.63)	(98.86)	(8,033.54)	(15,900.09)
17	Paid-up Equity Share Capital (Face value of Rs. 10/- each)	4,122.41	4,122.41	4,122.41	4,122.41	4,122.41	4,122.41
18	Earnings Per Share (EPS) (not annualised) (Face Value of Rs. 10/- each):						
	(a) Basic	(0.88)	(1.12)	(15.59)	(0.24)	(19.49)	(38.57)
	(b) Diluted	(0.88)	(1.12)	(15.59)	(0.24)	(19.49)	(38.57)



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Notes:

1. The above financial results of the Company for the quarter and half year ended September 30, 2020, have been reviewed by the Audit Committee on February 10, 2021 and approved by the Board on even date. The unaudited financial results for quarter and half year ended September 30, 2020 have been subjected to limited review by the Statutory Auditors in compliance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on unaudited management drawn accounts of two Singapore subsidiary companies, the Management has drawn attention that these subsidiary companies have huge net capital deficit. The financial statements of these subsidiary companies have been prepared on a going concern basis as the holding company and related parties have undertaken to provide continuing financial support until such time the subsidiary companies are able to operate on its own financial resources.

2. The above Unaudited Financial Results have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind-AS) prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable.
3. The format for above Unaudited Financial Results, as prescribed in SEBI's circular CIR/CFD/CMD/15/2015 dated 30th November, 2015, has been modified to comply with requirements of SEBI's circular dated July 5, 2016, Ind-AS and Schedule III to the Companies Act, 2013.
4. The Company has a single reportable business segment of "Security and Safety".
5. The Company and its Indian subsidiary has outstanding Term Loan and Working Capital Loan which has been classified as Non Performing Asset (NPA) as per Reserve Bank of India circular on assets classification. Accordingly, no interest has been provided on the same from the date of becoming NPA till September 30, 2020.

During the period under review, the Finance cost would have been higher by Rs. 720 lakhs and Rs. 391 lakhs respectively for the quarter and Rs. 1,440.51 lakhs and Rs. 766.29 lakhs respectively for the half year, if the Company had provided interest on accrual basis.

6. The Exceptional Item in the corresponding previous period and year amounting to Rs. 332.90 lakhs represents claim registered by Promoter Group Company towards invocation of shares owned by them and pledged with Bank as collateral security, calculated on the basis of price prevalent at date of pledge of shares. The said pledged shares were sold by the Bank for non-payment of loan facility resulting in loss to Promoter Group Company.
7. The Company and its Indian subsidiary is carrying high receivable balance of Rs. 198 lakhs and Rs. 969.76 lakhs respectively and is confident of recovering the same.
8. Although the accumulated losses of the Company have reached to aggregate of Rs. 105,691 lakhs resulting in erosion of its Net Worth, the Company is still actively exploring for strategic / financial investor(s) with its business infrastructure and brand reputation for revival; and hence the accounts have been prepared on going concern basis.
9. During the period under review, one of the Indian subsidiary has capitalized old balances under CWIP consisting of stocks lying at various customer sites which were put to use time and again against replacement / upgradations to various client as a part of better service at client locations. However, the said has not been capitalized in previous years and now has been capitalized to an extent of Rs. 4,496.88 lakhs. Hence, the Indian subsidiary has decided to charge an accelerated depreciation to an extent of 95% of the total value of the said asset capitalized to reflect its true value.

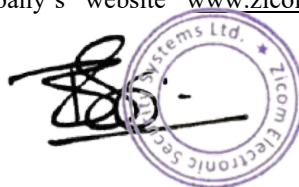




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10. The Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT), vide its Order dated 18th March, 2020 (received by the Interim Resolution Professional on 11th August, 2020) had directed the commencement of Corporate Insolvency Resolution Process (CIRP) in respect of one of its subsidiary viz. Zicom SaaS Private Limited under the provisions of Insolvency and Bankruptcy Code, 2016 (Code). The Company has an Investment of Rs. 2,500 lakhs in the said subsidiary company. The Resolution Plan for the said subsidiary company has been submitted by prospective Resolution Applicants and is pending approval from the Committee of Creditors. However, the management is confident of maintaining the value of the investment and brand value.
11. Balances under the heads Trade Receivables, Borrowings, Loans, Trade Payables, Other Current Assets and Other Current Liabilities are subject to confirmations from the respective parties and consequential reconciliation, the impact, if any, which may arise in future is presently unascertainable.
12. The Novel Corona Virus (COVID-19) pandemic continues to spread across the globe, including India. In the month of March 2020, the COVID-19 outbreak was declared a global pandemic by the World Health Organization. COVID-19 has taken its toll on not just human life, but all businesses, industries and services. Various governments have introduced a variety of measures to contain the spread of the virus. The Central and State Governments and local bodies had announced various lock down measures which have had significant impact on all the activities across the nation. The Company at the time of approving the financial statements, made a detailed assessment of the possible impact of the pandemic relating to COVID-19 on the carrying amounts of assets / liabilities particularly, investments, receivables, advances, etc. based on internal and external source of information. Considering the current sub-dued operations of the Company, we don't foresee any material impact on the performance of the Company.
13. In respect of one of the Indian subsidiary the balance appearing under the head Capital Work in Progress (CWIP) comprises Stocks which are available in warehouse - Rs. 450 lakhs and also other capital advance - Rs. 1,460 lakhs.
14. One of the Indian Subsidiary company has a Deferred Tax (Asset) balance of Rs. 1,018 lakhs. Despite the fact that the Subsidiary Company has incurred loss during the current year and is under Corporate Insolvency Resolution Process (CIRP), it is hopeful of utilizing the same.
15. Due to business challenges caused by embargo on Qatar by UAE and Saudi Arabia, the Company has temporarily suspended its operations in one of its subsidiary in Doha, Qatar and hence no revenue has been reported by the said subsidiary. The business of the Company at its subsidiary in Dubai, UAE is standstill and the Company is making efforts to recover its dues through legal process.
16. The Consolidated Financial Results for the quarter and half year consists unaudited financial results of the Company and its following subsidiaries:
 - (a) Zicom SaaS Private Limited
 - (b) Unisafe Fire Protection Specialists India Private Limited
 - (c) Unisafe Fire Protection Specialists Singapore Pte. Ltd., Singapore
 - (d) Zicom Security Projects Pte. Ltd., Singapore
 - (e) Unisafe Fire Protection Specialists LLC, Dubai, U.A.E. (Consolidated)
 - (f) Phoenix International WLL, Qatar
17. Previous period figures have been regrouped / rearranged wherever necessary to facilitate comparison.
18. The standalone results will be available on the Company's website www.zicom.com and Stock Exchanges websites www.bseindia.com and www.nseindia.com.





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19. Standalone Details:

(Rs. in Lakhs)

Particulars	Quarter Ended 30/09/2020 (Unaudited)	Quarter Ended 30/06/2020 (Unaudited)	Quarter Ended 30/09/2019 (Unaudited)	Half Year Ended 30/09/2020 (Unaudited)	Half Year Ended 30/09/2019 (Unaudited)	Year Ended 31/03/2020 (Audited)
Turnover	41.65	6.45	40.39	48.13	107.30	234.72
Profit Before Tax	(25.64)	(30.32)	(537.81)	(55.96)	(775.32)	(3,240.37)
Profit After Tax and Extraordinary Items	554.72	(30.32)	(711.45)	524.40	(788.25)	(3,489.61)

For Zicom Electronic Security Systems Ltd.


Manohar Bidaye
 Chairman

Place: Mumbai
 Date: February 10, 2021

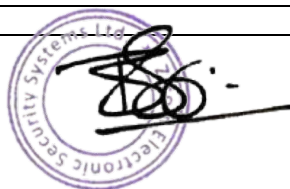


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Consolidated Unaudited Statement of Assets and Liabilities as per Regulation 33(3)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for half year ended September 30, 2020

			(Rs. in Lakhs)	
Particulars			As at 30/09/2020	As at 31/03/2020
I		ASSETS		
	1	Non-Current Assets		
	(a)	Property, Plant and Equipment	3,011.29	3,198.87
	(b)	Capital Work-in-Progress	76.75	181.95
	(c)	Investment Property	---	---
	(d)	Goodwill	484.36	989.77
	(e)	Other Intangible Assets	997.37	171.79
	(f)	Intangible Assets under Development	---	---
	(g)	Biological Assets other than bearer Plants	---	---
	(h)	Investments accounted for using Equity Method	---	---
	(i)	Investments in Subsidiaries, Joint Ventures and Associates	---	---
	(j)	Financial Assets	---	---
	(i)	Investments	0.25	0.25
	(ii)	Trade Receivables	---	---
	(iii)	Loans	155.39	230.38
	(iv)	Other financial assets	---	---
	(k)	Income Tax Assets (Net)	---	---
	(l)	Other Non-Current Assets	---	---
		Total Non-Current Financial Assets	4,725.41	4,773.01
	2	Current Assets		
	(a)	Inventories	666.67	683.36
	(b)	Current Financial Asset		
	(i)	Current Investments	---	---
	(ii)	Trade Receivables	17,236.81	17,237.94
	(iii)	Cash and Cash Equivalents	138.38	79.49
	(iv)	Bank balance other than Cash and Cash Equivalents	556.57	530.47
	(v)	Loans	---	---
	(vi)	Other Current Financial Assets	4,681.54	4,785.42
		Total Current Financial Assets	22,613.30	22,633.32
	(c)	Current Tax Assets (net)	---	---
	(d)	Other Current Assets	1,432.25	1,387.87
		Total Current Assets	24,712.22	24,704.55
		Non-Current Assets classified as held for sale	---	---
		Regulatory deferral account debit balances and related deferred tax Assets	---	---
		TOTAL ASSETS	29,437.63	29,477.56
II		EQUITY AND LIABILITIES		
		Equity		
	(a)	Equity Share Capital	4,122.41	4,122.41
	(b)	Other Equity	(87,882.39)	(88,059.43)
	(c)	Equity attributable to owners of parent	---	---
	(d)	Non-controlling interest	291.19	314.91
		Total Equity	(83,468.78)	(83,622.11)





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(Rs. in Lakhs)

Particulars			As at 30/09/2020	As at 31/03/2020
		Liabilities		
1		Non-Current Liabilities		
(a)		Non-current Financial Liabilities		
	(i)	Borrowings	13,432.37	13,756.24
	(ii)	Trade Payables	---	---
	(iii)	Other non-current financial liabilities	2,297.56	2,175.77
		Total Non-Current Financial Liabilities	15,729.93	15,932.01
(b)		Provisions	618.33	632.55
(c)		Deferred Tax Liabilities (net)	(982.32)	(190.34)
(d)		Deferred Government Grants	---	---
(e)		Other Non-Current Liabilities	---	---
		Total Non-Current Liabilities	15,365.95	16,374.22
2		Current Liabilities		
(a)		Current Financial Liabilities		
	(i)	Borrowings	75,168.23	76,462.00
	(ii)	Trade Payables	9,437.55	9,511.10
	(iii)	Other Current Financial Liabilities	---	---
		Total Current Financial Liabilities	84,605.78	85,973.10
(b)		Other Current Liabilities	12,888.58	10,706.61
(c)		Provisions	46.11	45.72
(d)		Current Tax Liabilities (Net)	---	---
(e)		Deferred Government Grants, current	---	---
		Total Current Liabilities	97,540.47	96,725.43
		Liabilities directly associated with assets in disposal group classified as held for sale	---	---
		Regulatory deferral account credit balances and related deferred tax liability	---	---
		Total Liabilities	112,906.42	1,13,099.65
		TOTAL EQUITY AND LIABILITIES	29,437.63	29,477.54

For Zicom Electronic Security Systems Ltd.


Manohar Bidaye
 Chairman

Place: Mumbai
 Date: February 10, 2021



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Consolidated Unaudited Cash Flow Statement as per Regulation 33(3)(g) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for half year ended September 30, 2020

Particulars	(Rs. in Lakhs)	
	Half Year Ended 30/09/2020	Half Year Ended 30/09/2019
A. Cash Flow From Operating Activities		
Net Profit / (Loss) Before Extraordinary Items and Tax	(722.38)	(8,415.16)
Adjustments For:		
Depreciation and Amortisation	836.00	1,981.40
(Profit) / Loss on Sale / Write Off of Assets	3,278.75	1.94
Finance Costs	6.84	2,359.40
Interest Received	(1.97)	(2.19)
Sundry Balances Written Off / Provision for Doubtful Debt	2.61	3,046.57
Exceptional item	---	(332.90)
Re-measurements of Defined Benefit Plans	---	0.97
Sub-Total	4,122.23	7,055.19
Operating Profit / (Loss) Before Working Capital Changes	3,399.86	(1,359.97)
Changes in Working Capital:		
Adjustments for (Increase) / Decrease in Operating Assets:		
Inventories	16.69	631.23
Trade Receivables	(1.87)	579.00
Other Financial Assets	103.88	(153.25)
Other Current Assets	30.33	6.00
Adjustments For Increase / (Decrease) in Operating Liabilities:		
Trade Payables	73.55	(129.99)
Other Current Liabilities	(2,190.98)	2,041.87
Other Long-Term Liabilities	121.78	582.68
Short-Term Provisions	(0.39)	4.13
Long-Term Provisions	(14.22)	30.15
Sub-Total	(1,861.23)	3,591.83
Cash Generated from Operations	1,538.63	2,231.86
Net Income Tax (Paid) / Refunds	(15.35)	(51.71)
Net Cash Flow From / (Used In) Operating Activities (A)	1,523.28	2,180.15
B. Cash Flow From Investing Activities		
Capital Expenditure on Fixed Assets including Capital Advances	(105.21)	45.83
Proceeds from Sale of Fixed Assets	---	0.50
Interest Received	1.97	2.19
Net Cash Flow From / (Used In) Investing Activities (B)	(103.23)	48.15



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(Rs. in Lakhs)

C. Cash Flow From Financing Activities			
Minority Interest	(6.98)	(1.42)	
Net Increase / (Decrease) in Working Capital Borrowings	(1,293.77)	72.81	
Net Increase / (Decrease) in Long-Term Borrowings	(323.87)	126.33	
Finance Cost	(6.84)	(2,359.40)	
Changes in Legal Reserve	296.40	---	
Net Cash Flow From / (Used In) Financing Activities (C)	(1,335.06)		(2,161.69)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	84.99		66.97
Cash and Cash Equivalents at the beginning of the Year	609.96		5,549.55
Cash and Cash Equivalents at the end of the Year	694.95		5,616.51

1. The above Cash Flow Statement has been prepared under the Indirect Method set out in Indian Accounting Standard 7 (Ind AS-7) on the Statement of Cash Flow as notified under Companies (Accounts) Rules, 2015.
2. Figures in brackets indicate Cash Outflow.

For Zicom Electronic Security Systems Ltd.


Manohar Bidaye
Chairman

Place: Mumbai
Date: February 10, 2021

Independent Auditor's Review Report on the Quarterly and Half yearly Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to,

The Board of Directors

Zicom Electronic Security Systems Limited

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of **Zicom Electronic Security Systems Limited** along with its subsidiaries together referred as ("the Group") for the quarter and half year ended on September 30th 2020 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued there under and other accounting principles generally accepted in India.

Our responsibility is to express a conclusion on the Statement based on our review

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Basis for Disclaimer of Conclusion

- 1) Refer Note No. 5 of Unaudited Consolidated Financial Results which states that the Holding Company as well as one of its Indian Subsidiary Company has not provided for interest amounting to Rs 720 Lakhs and Rs 391 Lakhs respectively for the quarter and Rs 1440.51 Lakhs and Rs 766.29 Lakhs respectively for half year ended on its outstanding loans from Banks and Financial Institution amounting to Rs 12,302 in respect of Holding Company and Rs 6,765 Lakhs in respect of Indian Subsidiary Company, as in respect of Holding Company the management is in advanced negotiation with bankers for one time settlement (OTS) However, the OTS is not yet materialized, of its entire dues and therefore in their opinion, liability as reflected in the financial statement is sufficient to meet proposed OTS and in respect of the Indian Subsidiary Company, subsequent to the end of the financial year, the said subsidiary

company is under Corporate Insolvency Resolution Process (CIRP) and Resolution Professional (RP) has been appointed and hence the said interest may not be payable.

However, in the absence of extension of OTS approval letter from each Lender we unable to ascertain the extent of liability that may arise. On account of the above we are unable to ascertain due to the difficulty in predicting the outcome that may arise in future and in estimating the potential impact on the Unaudited Consolidated Financial Results. Further, since the said loans are NPA balance and hence unconfirmed.

- 2) Refer Note No. 7 of unaudited Consolidated Financial Results regarding the Holding Company as well as one of its Indian Subsidiary Company during the year under review has not made provision for doubtful trade receivables amounting to Rs 198 Lakhs and Rs 969.76 Lakhs as their respective management's are hopeful of its recovery. Further In respect of an Indian Subsidiary Company provision for doubtful advance given to supplier amounting to Rs 71 Lakhs as the management is hopeful of its performance in future. However, we are unable to comment whether the said balance would be recoverable/performance in view of the fact that its pending since long time and also majority of it are disputed by the parties due to various reasons and hence we cannot comment on amount recoverable/performance.
- 3) Refer Note No. 8 of Unaudited Consolidated Financial Results which states that the Group has been incurring constant losses, the Group's accumulated losses aggregate to Rs 105,691 Lakhs resulting in complete erosion of its net worth. Further, as of that date, company's liabilities exceeded its assets. These factors along with other matters as set forth in said note raise substantial doubt about the Group's ability to continue as a going concern in the foreseeable future. However, the Groups s financial Results have been prepared on going concern basis.
- 4) The Holding Company as well as its Indian Subsidiary Company during the quarter and half year end under review has defaulted/ delayed in the payments as well as there has been defaults/ delay in filing of returns of statutory dues comprising of Goods and Service Tax (GST), Service Tax, Central Sales Tax, Value Added Tax, Professional Tax, Provident Fund, Employee State Insurance, Labour Welfare Fund, Tax Deduction at Source. Further due to the said nonpayment and other irregularities Group has received various notices from statutory authorities having significant amount of Rs 5,291 Lakhs which is shown under the head Contingent Liabilities and hence we are unable to ascertain consequential impact of the same on the unaudited Consolidated financial Results and any penalties, prosecutions that may arise on the Company on account of such delay/defaults in statutory dues due to difficulty in predicting the outcome that may arise in future.
- 5) Refer Note No. 11 of unaudited Consolidated Financial Results which states that certain balances under the heads Trade Receivables, Borrowings, Loans, Trade Payables, Other Current Assets and Other Current Liabilities are subject to confirmations from the respective parties and consequential reconciliation, if any the impact of the same which may arise in future is presently unascertainable.
- 6) Refer Note No. 13 of unaudited Consolidated Financial Results in respect of one of the Indian Subsidiary Company which states that balance appearing under the head

Capital Work in Progress amounting (CWIP) comprises Stocks which are available in warehouse - Rs. 450 Lakhs and also other capital advance - Rs.1460 Lakhs. However, since the said Indian Subsidiary Company has gone into liquidation and Interim Resolution Professional has been appointed and in view of uncertainties about Company's future plan we are unable to comment whether the Company would be able to complete its ongoing agreements and arrangements under CWIP and hence they are unable to comment its impact on the financial Results.

- 7) Refer Note No. 9 of unaudited Consolidated Financial Results In respect of unaudited Consolidated Financial Results in respect of one of the Indian Subsidiary Company, during the previous year has capitalized old balances in Capital Work In Progress (CWIP) consisting of stocks lying in various customer sites which were used in earlier years against replacement/ up-gradations to various clients as a onsite service at client locations. The said CWIP has not been capitalized in earlier years to which it pertains; however, the same has been capitalized during immediately preceding previous year to an extent of Rs. 4,496.88 Lakhs. Further, the Said Subsidiary company has charged an accelerated depreciation to an extent of 95% of the total value of the said asset capitalized thereby a deprecation of Rs 4,272.04 Lakhs has been charged in profit and loss account on account of said capitalization. The subsidiary Company auditor's are unable to verify capitalization also charging accelerated depreciation and hence cannot comment on capitalizing the said assets as well as charging accelerated depreciation on it.
- 8) Refer Note No. 14 of unaudited Consolidated Financial Results in respect of one of the Indian Subsidiary Company regarding the Indian Subsidiary Company has a Deferred Tax Asset of Rs. 1018 Lakhs. Hence we are unable to comments whether they would be able to utilize the said asset in view of the fact that they are under Corporate Insolvency Resolution Process (CIRP) and Resolution Professional (RP) has been appointed.
- 9) Refer Note No. 15 of Audited Consolidated Financial Results which states that we have not received unaudited financials subject to limited review in respect of any of the subsidiary Companies whose accounts have been consolidated based on Management accounts there by Total Income of Rs 662 Lakhs for the quarter and Rs 1,327 Lakhs for half year ended, Total Loss of Rs 1,461 Lakhs for the half year ended,. We are unable to comments if the impact if any that would have arose if the said financial Results of the subsidiary Companies would have been audited.

5. Disclaimer of Conclusion

Because of the significance of the matters described in para 4.1 to 4.9 above, we have not been able to obtain sufficient appropriate audit evidence in respect of above as to whether the Statement has been prepared in accordance with the recognition and measurement principals laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India or state whether the statement has disclosed information required to be disclosed the information in terms of regulation 33 of the listing regulation, including the manner in which it is to be disclosed or that it contains any material misstatement.

6. Emphasis of Matter

- 1) Refer Note No. 10 of unaudited Consolidated Financial Results in respect of one of the Indian Subsidiary Company regarding the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) vide its order dated March 18, 2020 (received by the Interim Resolution Professional on 11th August, 2020) had directed the commencement of Corporate Insolvency Resolution Process (CIRP) in respect of the Indian Subsidiary Company under the provisions of Insolvency and Bankruptcy Code, 2016 (Code).

Thereafter, in accordance with Section 16 of the Code, the powers of Board of Directors stood suspended and Mr. Santanu T. Ray (Reg. No. IBBI/IPA-002/IP- N00360/2017-2018/ 11055) was appointed as the Interim Resolution Professional (IRP) and later was appointed as the Resolution Professional (RP) on September 17, 2020 for the management of the affairs of the Indian Subsidiary Company. In terms of the Section 25 of the Code, they continue to operate as a going concern and accordingly the Financial Results are presented on a going concern basis.

Further, Pursuant to admission of the Indian Subsidiary company petition u/s 7 of the Insolvency and Bankruptcy code, 2016 (IBC, 2016) by the Hon'ble NCLT, the Board of Directors i.e. Mr. Pramoud Rao and Mr. Manohar Bidaye are suspended as per the provisions of IBC, 2016 and the powers of the Board are now vested with the Resolution Professional i.e. Mr. Santanu T Ray vide letter dated December 15, 2020, has authorized the Suspended Directors, to sign the unaudited Financial Results of the said Indian Subsidiary Company for financial year ended September 30, 2020, being a period prior to initiation of CIRP.

- 2) Refer Note No. 12 of unaudited Consolidated Financial Results of the Group regarding management's current assessment of the Group's assets and liabilities in view of prevailing Covid-19 pandemic and nationwide lockdown and conclusion based on such assessment that the carrying value of the assets are recoverable and no uncertainty exists on meeting the liabilities in the foreseeable future. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial Results. Considering the continuing uncertainty, as explained, the management will continue to closely monitor any material changes to future economic conditions.
- 3) Refer Note No. 6 of unaudited Consolidated Financial Results in respect of holding Company regarding Central Bank of India in its previous year had invoked shares of the Company pledged by promoter Group Company in respect of loan taken by the Company. As the said loan was Non performing Asset bank had invoked and sold 500,000 shares held by a promoter group Company and adjusted against outstanding loan balance of the Holding Company. Balance payable to the promoter group Company on account of such invocation has been shown under the head borrowings from related party and impact of such invocation has disclosed under the head exceptional item amounting to Rs 333 Lakhs.



Our opinion is not disclaimed in respect of matters described in Emphasis of matter.



For **S M M P & Associates**
Chartered Accountants
Firm Registration No. 120438W

A handwritten signature in blue ink, appearing to read "S Parekh".

Sonal Parekh
Partner

Membership No. 139852
UDIN : 21139852AAAADK1254

Mumbai, dated 10th February 2021

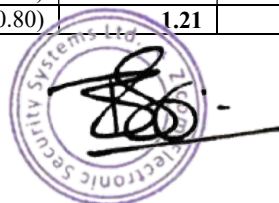


Zicom Electronic Security Systems Limited

Reg. Office: 501, Silver Metropolis, Western Express Highway, Goregaon East, Mumbai 400063.
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PART I : STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2020

(Rs. in Lakhs)							
	Particulars	Quarter Ended 31/12/2020	Quarter Ended 30/09/2020	Quarter Ended 31/12/2019	Nine Months Ended 31/12/2020	Nine Months Ended 31/12/2019	Year Ended 31/03/2020
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Income						
	(a) Revenue from Operations	72.32	41.65	94.84	120.45	202.14	234.72
	(b) Other Income	5.78	6.78	3.63	12.58	13.65	18.50
	Total Income	78.10	48.43	98.47	133.02	215.79	253.22
2	Expenses						
	(a) Cost of Materials consumed	---	---	---	---	---	---
	(b) Purchases of Stock-in-Trade	48.43	37.31	61.69	86.02	196.59	312.34
	(c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	3.01	2.30	189.24	5.30	350.87	344.54
	(d) Employee Benefits Expense	0.24	(7.31)	61.05	0.75	162.97	238.12
	(e) Finance Costs	0.76	(0.49)	21.79	0.28	10.11	3.58
	(f) Depreciation and Amortisation Expense	3.45	(3.70)	13.85	10.98	42.69	46.22
	(g) Other Expenses	52.48	45.96	81.88	115.89	226.02	2,215.88
	Total Expenses	108.37	74.07	429.50	219.23	989.25	3,160.68
3	Profit / (Loss) before Exceptional Items and Tax (1-2)	(30.27)	(25.64)	(331.03)	(86.21)	(773.46)	(2,907.46)
4	Exceptional Items	---	---	---	---	(332.90)	(332.90)
5	Profit / (Loss) Before Tax (3 + 4)	(30.27)	(25.64)	(331.03)	(86.21)	(1,106.36)	(3,240.36)
6	Tax Expense						
	Current Tax	---	---	---	---	---	---
	Deferred Tax	(3.10)	(580.36)	---	(583.45)	12.93	249.25
	Earlier Year Tax	---	---	---	---	---	---
7	Profit / (Loss) for the period from continuing operations (5 + 6)	(27.17)	554.72	(331.03)	497.25	(1,119.29)	(3,489.61)
8	Profit / (Loss) from discontinuing operations	---	---	---	---	---	---
9	Tax expense of discontinuing operations	---	---	---	---	---	---
10	Profit / (Loss) from discontinuing operations (after tax) (8 + 9)	---	---	---	---	---	---
11	Profit / (Loss) for the Period (after tax) (7 + 10)	(27.17)	554.72	(331.03)	497.25	(1,119.29)	(3,489.61)
12	Other Comprehensive Income (OCI)	---	---	---	---	---	---
13	Total Comprehensive Income (11+12)	(27.17)	554.72	(331.03)	497.25	(1,119.29)	(3,489.61)
14	Paid-up Equity Share Capital (Face value of Rs. 10/- each)	4,122.41	4,122.41	4,122.41	4,122.41	4,122.41	4,122.41
15	Earnings Per Share (EPS) (not annualised) (Face Value of Rs. 10/- each):						
	(a) Basic	(0.07)	1.35	(0.80)	1.21	(2.72)	(8.46)
	(b) Diluted	(0.07)	1.35	(0.80)	1.21	(2.72)	(8.46)





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Notes:

1. The above financial results of the Company for the quarter and nine months ended December 31, 2020, have been reviewed by the Audit Committee on February 10, 2021 and approved by the Board at its meeting held on even date. The unaudited financial results for quarter and nine months ended December 31, 2020 have been subjected to limited review by the Statutory Auditors in compliance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The above Unaudited Financial Results have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind-AS) prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable.
3. The format for above Unaudited Financial Results, as prescribed in SEBI's circular CIR/CFD/CMD/15/2015 dated 30th November, 2015, has been modified to comply with requirements of SEBI's circular dated July 5, 2016, Ind-AS and Schedule III to the Companies Act, 2013.
4. The Company has a single reportable business segment of "Security and Safety".
5. The Company has outstanding Term Loan and Working Capital Loan which has been classified as Non Performing Asset (NPA) as per Reserve Bank of India circular on assets classification. Accordingly, no interest has been provided on the same from the date of becoming NPA till December 31, 2020.

During the period under review, the Finance cost would have been higher by Rs. 720 lakhs for the quarter and Rs. 2,160.51 lakhs for the nine months, if the Company had provided interest on accrual basis.

6. The Exceptional Item in the corresponding previous nine months and year amounting to Rs. 332.90 lakhs represents claim registered by Promoter Group Company towards invocation of shares owned by them and pledged with Bank as collateral security, calculated on the basis of price prevalent at date of pledge of shares. The said pledged shares were sold by the Bank for non-payment of loan facility resulting in loss to Promoter Group Company.
7. The Company is carrying high receivable balance of Rs. 198 lakhs and is confident of recovering the same.
8. Although the accumulated losses of the Company have reached to aggregate of Rs. 39,793 lakhs resulting in erosion of its Net Worth, the Company is still actively exploring for strategic / financial investor(s) with its business infrastructure and brand reputation for revival; and hence the accounts have been prepared on going concern basis.
9. The Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT), vide its Order dated 18th March, 2020 (received by the Interim Resolution Professional on 11th August, 2020) had directed the commencement of Corporate Insolvency Resolution Process (CIRP) in respect of one of its subsidiary viz. Zicom SaaS Private Limited under the provisions of Insolvency and Bankruptcy Code, 2016 (Code). The Company has an Investment of Rs. 2,500 lakhs in the said subsidiary company. The Resolution Plan for the said subsidiary company has been submitted by prospective Resolution Applicants and is pending approval from the Committee of Creditors. However, the management is confident of maintaining the value of the investment and brand value.
10. The Novel Corona Virus (COVID-19) pandemic continues to spread across the globe, including India. In the month of March 2020, the COVID-19 outbreak was declared a global pandemic by the World Health Organization. COVID-19 has taken its toll on not just human life, but all businesses, industries and services. Various governments have introduced a variety of measures to contain the spread of the virus. The Central and State Governments and local bodies had announced various lock down measures which have had significant impact on all the activities across the nation. The Company at the time of approving the financial statements, made a detailed assessment of the possible impact of the pandemic relating to COVID-19 on the carrying amounts of assets / liabilities particularly, investments, receivables, advances, etc. based on internal and external source of information. Considering the current sub-optimal operations of the Company, we don't foresee any material impact on the performance of the Company.



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11. Balances under the heads Trade Receivables, Borrowings, Loans, Trade Payables, Other Current Assets and Other Current Liabilities are subject to confirmations from the respective parties and consequential reconciliation, the impact, if any, which may arise in future is presently unascertainable.
12. Previous period figures have been regrouped / rearranged wherever necessary to facilitate comparison.

For Zicom Electronic Security Systems Ltd.



Manohar Bidaye
Chairman

Place: Mumbai
Date: February 10, 2021

Independent Auditor's Review Report on the Quarterly and Nine Month Ended Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to,

The Board of Directors

Zicom Electronic Security Systems Limited

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of **Zicom Electronic Security Systems Limited** ("the Company") for the quarter and Nine Month ended as on December 31st 2020 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued there under and other accounting principles generally accepted in India.

Our responsibility is to express a conclusion on the Statement based on our review

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. **Basis for Disclaimer of Conclusion**
 - 1) Refer Note No. 5 of Unaudited Standalone Financial Results of the Company which states that the Company has not provided for interest amounting to Rs 720 Lakhs and Rs 2,160.51 Lakhs for the quarter and nine month ended December 2020 respectively on its outstanding loans from Banks and Financial Institution as the management of the Company is in advanced negotiation with bankers for one time settlement (OTS) which is still not materialized, of its entire dues and therefore in the opinion of the management, liability as reflected in the financial statement is sufficient to meet proposed OTS. However, in the absence of OTS approval letter from each Lender confirming the final OTS amount we are unable to ascertain the extent of liability that may arise on the Company and whether the liability as reflected in the Standalone financial results are sufficient due to difficulty in predicting the outcome that may arise in future in estimating the potential impact. Further, since the said loans are NPA they are unconfirmed from the lenders.

- 2) Refer Note No. 9 of Unaudited Standalone Financial Results of the Company regarding the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) vide its order dated March 18, 2020 (received by the Interim Resolution Professional on 11th August, 2020) had directed the commencement of Corporate Insolvency Resolution Process (CIRP) in respect one of the subsidiary company of the Company being Zicom SaaS Private Limited Company under the provisions of Insolvency and Bankruptcy Code, 2016 (Code). The Company has an Investment of Rs 2500 Lakhs in the said subsidiary Company. We are unable to ascertain whether the said investment in subsidiary Company requires any diminution due to difficulty in predicting the outcome of the said IBC proceedings that may arise in future and in estimating the potential impact on the Unaudited Standalone Financial Results in the said respect.

Further the Company has also received an amount of Rs 2,151 Lakhs deposit for brand from the said subsidiary Company we are unable to ascertain due to difficulty in predicting the outcome that may arise in future and its impact on the Unaudited Standalone Financial Results that may arise that whether the said transaction of brand purchase would now be completed by the said subsidiary company as it is now under CRIP or the Company would have to refund the entire amount.

- 3) Refer Note No. 7 of Unaudited Standalone Financial Results of the Company regarding the Company during the quarter and nine month under review has not made provision for doubtful trade receivables amounting to Rs 198 Lakhs as the management is hopeful of its recovery. However, we are unable to comment whether the said balance would be recoverable in view of the fact that its pending since long time and also majority of it are disputed by the parties due to various reasons and hence we cannot comment amount on amount recoverable from the said parties.
- 4) Refer Note No. 8 Unaudited Standalone Financial Results of the Company which states that the Company has been incurring constant losses, the Company's accumulated losses aggregate to Rs. 39,793 Lakhs resulting in complete erosion of its net worth. Further, as of that date, company's liabilities exceeded its assets. These factors along with other matters as set forth in said note raise substantial doubt about the company's ability to continue as a going concern in the foreseeable future. However, the company's Unaudited Standalone Financial Results has been prepared on going concern basis.
- 5) The Company during the quarter and nine month ended under review has defaulted/ delayed in the payments as well as there has been defaults/ delay in filing of returns of statutory dues comprising of Goods and Service Tax (GST) further set off taken in books are ineligible in view of non- payment to vendors as well as non filing of return, Service Tax, Central Sales Tax, Value Added Tax, Professional Tax, Provident Fund, Employee State Insurance, Labour Welfare Fund, Tax Deduction at Source. Further due to the said non-payment and other irregularities Company has received various notices from statutory authorities having significant amount of Rs 5291 Lakhs which is Contingent Liability of the Company and hence we are unable to ascertain consequential impact of the same on the Unaudited Standalone Financial Results of the Company owing to penalties, prosecutions that may arise on account of such delay/defaults in statutory dues due to difficulty in predicting the outcome that may arise in future.

- 6) Refer Note No. 11 of Unaudited Standalone Financial Results of the Company which states that certain balances under the heads Trade Receivables, Borrowings, Loans, Trade Payables, Other Current Assets and Other Current Liabilities are subject to confirmations from the respective parties and consequential reconciliation, if any the impact of the same which may arise in future is presently unascertainable.

5. Disclaimer of Conclusion

Because of the significance of the matters described in para 4.1 to 4.6 above, we have not been able to obtain sufficient appropriate audit evidence as to whether the Statement has been prepared in accordance with the recognition and measurement principals laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India or state whether the statement has disclosed information required to be disclosed the information in terms of regulation 33 of the listing regulation, including the manner in which it is to be disclosed or that it contains any material misstatement.

6. Emphasis of Matter

- 1) Refer Note No. 10 of Unaudited Standalone Financial Results of the Company regarding management's current assessment of the Company's assets and liabilities in view of prevailing Covid-19 pandemic and nationwide lockdown and conclusion based on such assessment that the carrying value of the assets are recoverable and no uncertainty exists on meeting the liabilities in the foreseeable future. The impact of the global health pandemic may be different from that estimated as at the date of approval of these Unaudited Standalone Financial Results. Considering the continuing uncertainty, as explained, the management will continue to closely monitor any material changes to future economic conditions.
- 2) Refer Note No. 6 of Unaudited Standalone Financial Results of the Company regarding Central Bank of India in the earlier years had invoked shares of the Company pledged by promoter Group Company in respect of loan taken by the Company. As the said loan was Non performing Asset bank had invoked and sold 500,000 shares held by a promoter group Company and adjusted against outstanding loan balance of the Company. Balance payable to the promoter group Company on account of such invocation has been shown under the head borrowings from related party and impact of such invocation has disclosed under the head exceptional item amounting to Rs 333 Lakhs in the previous year.

Our opinion is not disclaimed in respect of matters described in Emphasis of matter.



For **S M M P & Associates**
Chartered Accountants
Firm Registration No. 120438W

Sonal Parekh

Partner

Membership No. 139852
UDIN : 21139852AAAADJ4447



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PART I : STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2020

(Rs. in Lakhs)							
	Particulars	Quarter Ended 31/12/2020	Quarter Ended 30/09/2020	Quarter Ended 31/12/2019	Nine Months Ended 31/12/2020	Nine Months Ended 31/12/2019	Year Ended 31/03/2020
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Income						
	(a) Revenue from Operations	613.68	702.91	1,940.65	1,987.02	5,821.94	6,599.59
	(b) Other Income	5.78	7.89	4.89	14.39	14.66	167.14
	Total Income	619.46	710.79	1,945.54	2,001.41	5,836.60	6,766.73
2	Expenses						
	(a) Cost of Materials consumed	---	---	---	---	---	---
	(b) Purchases of Stock-in-Trade	432.80	(179.17)	1,366.25	263.09	4,098.74	4,240.85
	(c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	(341.54)	346.84	116.96	5.30	350.87	344.54
	(d) Employee Benefits Expense	272.13	248.4	485.67	809.84	1,457.01	1,413.62
	(e) Finance Costs	0.84	3.40	376.57	7.68	1,129.70	1,166.38
	(f) Depreciation and Amortisation Expense	(131.20)	355.35	585.34	704.80	1,756.02	6,443.00
	(g) Other Expenses	1,429.43	117.17	1,011.81	1,976.06	2,585.44	8,703.63
	Total Expenses	1,662.46	892.00	3,942.60	3,766.77	11,377.78	22,312.02
3	Profit / (Loss) before Exceptional Items and Tax (1-2)	(1,043.00)	(181.21)	(1,997.06)	(1,765.36)	(5,541.18)	(15,545.29)
4	Exceptional Items	---	---	---	---	(332.90)	(332.90)
5	Profit / (Loss) Before Tax (3 ± 4)	(1,043.00)	(181.21)	(1,997.06)	(1,765.36)	(5,874.08)	(15,878.19)
6	Tax Expense						
	Current Tax	(35.43)	21.00	40.59	---	13.42	---
	Deferred Tax	(97.12)	(576.74)	(188.42)	(739.32)	(106.06)	215.63
	Earlier Years Tax	---	---	---	---	---	---
7	Profit / (Loss) for the period from continuing operations (5 ± 6)	(910.45)	374.53	(1,849.23)	(1,026.04)	(5,781.44)	(16,093.82)
8	Profit / (Loss) from discontinuing operations	---	---	---	---	---	---
9	Tax expense of discontinuing operations	---	---	---	---	---	---
10	Profit / (Loss) from discontinuing operations (after tax) (8 ± 9)	---	---	---	---	---	---
11	Profit / (Loss) for the Period (after tax) (7 ± 10)	(910.45)	374.53	(1,849.23)	(1,026.04)	(5,781.44)	(16,093.82)
12	Share of Profit / (Loss) of Associates	---	---	---	---	---	---
13	Non-controlling Interests	(15.50)	12.32	(89.35)	(32.23)	(236.11)	(191.98)
14	Profit / (Loss) for the Period (after Taxes, Minority Interest and Share of Profit / (Loss) of Associates) (11±12±13)	(894.95)	362.21	(1,759.88)	(993.81)	(5,545.33)	(15,901.84)
15	Other Comprehensive Income (OCI)	---	---	1.97	---	2.94	1.75
16	Total Comprehensive Income (14+15)	(894.95)	362.21	(1,757.91)	(993.81)	(5,542.39)	(15,900.09)
17	Paid-up Equity Share Capital (Face value of Rs. 10/- each)	4,122.41	4,122.41	4,122.41	4,122.41	4,122.41	4,122.41
18	Earnings Per Share (EPS) (not annualised) (Face Value of Rs. 10/- each):						
	(a) Basic	(0.22)	(0.88)	(4.26)	(2.41)	(13.44)	(38.57)
	(b) Diluted	(0.22)	(0.88)	(4.26)	(2.41)	(13.44)	(38.57)



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Notes:

1. The above financial results of the Company for the quarter and nine months ended December 31, 2020, have been reviewed by the Audit Committee on February 10, 2021 and approved by the Board on even date. The unaudited financial results for quarter and nine months ended December 31, 2020 have been subjected to limited review by the Statutory Auditors in compliance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on unaudited management drawn accounts of two Singapore subsidiary companies, the Management has drawn attention that these subsidiary companies have huge net capital deficit. The financial statements of these subsidiary companies have been prepared on a going concern basis as the holding company and related parties have undertaken to provide continuing financial support until such time the subsidiary companies are able to operate on its own financial resources.

2. The above Unaudited Financial Results have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind-AS) prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable.
3. The format for above Unaudited Financial Results, as prescribed in SEBI's circular CIR/CFD/CMD/15/2015 dated 30th November, 2015, has been modified to comply with requirements of SEBI's circular dated July 5, 2016, Ind-AS and Schedule III to the Companies Act, 2013.
4. The Company has a single reportable business segment of "Security and Safety".
5. The Company and its Indian subsidiary has outstanding Term Loan and Working Capital which has been classified as Non Performing Asset (NPA) as per Reserve Bank of India circular on assets classification. Accordingly, no interest has been provided on the same from the date of becoming NPA till December 31, 2020.

During the period under review, the Finance cost would have been higher by Rs. 720 lakhs and Rs. 375 lakhs respectively for the quarter and Rs. 2,160.51 lakhs and Rs. 1,141.29 lakhs respectively for the nine months if the Company had provided interest on accrual basis.

6. The Exceptional Item in the corresponding nine months and previous year amounting to Rs. 332.90 lakhs represents claim registered by Promoter Group Company towards invocation of shares owned by them and pledged with Bank as collateral security, calculated on the basis of price prevalent at date of pledge of shares. The said pledged shares were sold by the Bank for non-payment of loan facility resulting in loss to Promoter Group Company.
7. The Company and its Indian subsidiary is carrying high receivable balance of Rs. 198 lakhs and Rs. 969.76 lakhs respectively and is confident of recovering the same.
8. Although the accumulated losses of the Company have reached to aggregate of Rs. 105,691 lakhs resulting in erosion of its Net Worth, the Company is still actively exploring for strategic / financial investor(s) with its business infrastructure and brand reputation for revival; and hence the accounts have been prepared on going concern basis.
9. During the period under review, one of the Indian subsidiary has capitalized old balances under CWIP consisting of stocks lying at various customer sites which were put to use time and again against replacement / upgradations to various client as a part of better service at client locations. However, the said has not been capitalized in previous years and now has been capitalized to an extent of Rs. 4,496.88 lakhs. Hence, the Indian subsidiary has decided to charge an accelerated depreciation to an extent of 95% of the total value of the said asset capitalized to reflect its true value.





Zicom Electronic Security Systems Limited

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10. The Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT), vide its Order dated 18th March, 2020 (received by the Interim Resolution Professional on 11th August, 2020) had directed the commencement of Corporate Insolvency Resolution Process (CIRP) in respect of one of its subsidiary viz. Zicom SaaS Private Limited under the provisions of Insolvency and Bankruptcy Code, 2016 (Code). The Company has an Investment of Rs. 2,500 lakhs in the said subsidiary company. The Resolution Plan for the said subsidiary company has been submitted by prospective Resolution Applicants and is pending approval from the Committee of Creditors. However, the management is confident of maintaining the value of the investment and brand value.
11. Balances under the heads Trade Receivables, Borrowings, Loans, Trade Payables, Other Current Assets and Other Current Liabilities are subject to confirmations from the respective parties and consequential reconciliation, the impact, if any, which may arise in future is presently unascertainable.
12. The Novel Corona Virus (COVID-19) pandemic continues to spread across the globe, including India. In the month of March 2020, the COVID-19 outbreak was declared a global pandemic by the World Health Organization. COVID-19 has taken its toll on not just human life, but all businesses, industries and services. Various governments have introduced a variety of measures to contain the spread of the virus. The Central and State Governments and local bodies had announced various lock down measures which have had significant impact on all the activities across the nation. The Company at the time of approving the financial statements, made a detailed assessment of the possible impact of the pandemic relating to COVID-19 on the carrying amounts of assets / liabilities particularly, investments, receivables, advances, etc. based on internal and external source of information. Considering the current sub-dued operations of the Company, we don't foresee any material impact on the performance of the Company.
13. In respect of one of the Indian subsidiary the balance appearing under the head Capital Work in Progress (CWIP) comprises Stocks which are available in warehouse - Rs. 450 lakhs and also other capital advance - Rs. 1,460 lakhs.
14. One of the Indian Subsidiary company has a Deferred Tax (Asset) balance of Rs. 1,018 lakhs. Despite the fact that the Subsidiary Company has incurred loss during the current year and is under Corporate Insolvency Resolution Process (CIRP), it is hopeful of utilizing the same.
15. Due to business challenges caused by embargo on Qatar by UAE and Saudi Arabia, the Company has temporarily suspended its operations in one of its subsidiary in Doha, Qatar and hence no revenue has been reported by the said subsidiary. The business of the Company at its subsidiary in Dubai, UAE is standstill and the Company is making efforts to recover its dues through legal process.
16. The Consolidated Financial Results for the quarter and nine months consists unaudited financial results of the Company and its following subsidiaries:
 - (a) Zicom SaaS Private Limited
 - (b) Unisafe Fire Protection Specialists India Private Limited
 - (c) Unisafe Fire Protection Specialists Singapore Pte. Ltd., Singapore
 - (d) Zicom Security Projects Pte. Ltd., Singapore
 - (e) Unisafe Fire Protection Specialists LLC, Dubai, U.A.E. (Consolidated)
 - (f) Phoenix International WLL, Qatar
17. Previous period figures have been regrouped / rearranged wherever necessary to facilitate comparison.
18. The standalone results will be available on the Company's website www.zicom.com and Stock Exchanges websites www.bseindia.com and www.nseindia.com.





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19. Standalone Details:

(Rs. in Lakhs)

Particulars	Quarter Ended 31/12/2020 (Unaudited)	Quarter Ended 30/09/2020 (Unaudited)	Quarter Ended 31/12/2019 (Unaudited)	Nine Months Ended 31/12/2020 (Unaudited)	Nine Months Ended 31/12/2019 (Unaudited)	Year Ended 31/03/2020 (Audited)
Turnover	72.32	41.65	94.84	120.45	202.14	234.72
Profit Before Tax	(30.27)	(25.64)	(331.03)	(86.21)	(1,106.36)	(3,240.36)
Profit After Tax and Extraordinary Items	(27.17)	554.72	(331.03)	497.25	(1,119.29)	(3,489.61)

For Zicom Electronic Security Systems Ltd.


Mahesh Bidaye
Chairman

Place: Mumbai
Date: February 10, 2021

Independent Auditor's Review Report on the Quarterly and Nine month Ended Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to,

The Board of Directors

Zicom Electronic Security Systems Limited

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of **Zicom Electronic Security Systems Limited** along with its subsidiaries together referred as ("the Group") for the quarter and Nine Month ended on December 31st 2020 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued there under and other accounting principles generally accepted in India.

Our responsibility is to express a conclusion on the Statement based on our review

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Basis for Disclaimer of Conclusion

- 1) Refer Note No. 5 of Unaudited Consolidated Financial Results which states that the Holding Company as well as one of its Indian Subsidiary Company has not provided for interest amounting to Rs 720 Lakhs and Rs 375 Lakhs respectively for the quarter and Rs 2,160.51 Lakhs and Rs 1,141.29 Lakhs respectively for nine month ended on its outstanding loans from Banks and Financial Institution amounting to Rs 12,302 in respect of Holding Company and Rs 6,765 Lakhs in respect of Indian Subsidiary Company, as in respect of Holding Company the management is in advanced negotiation with bankers for one time settlement (OTS) However, the OTS is not yet materialized, of its entire dues and therefore in their opinion, liability as reflected in the financial statement is sufficient to meet proposed OTS and in respect of the Indian Subsidiary Company, subsequent to the end of the financial year, the said subsidiary

company is under Corporate Insolvency Resolution Process (CIRP) and Resolution Professional (RP) has been appointed and hence the said interest may not be payable.

However, in the absence of extension of OTS approval letter from each Lender we unable to ascertain the extent of liability that may arise. On account of the above we are unable to ascertain due to the difficulty in predicting the outcome that may arise in future and in estimating the potential impact on the Unaudited Consolidated Financial Results. Further, since the said loans are NPA balance and hence unconfirmed.

- 2) Refer Note No. 7 of unaudited Consolidated Financial Results regarding the Holding Company as well as one of its Indian Subsidiary Company during the year under review has not made provision for doubtful trade receivables amounting to Rs 198 Lakhs and Rs 969.76 Lakhs as their respective management's are hopeful of its recovery. Further In respect of an Indian Subsidiary Company provision for doubtful advance given to supplier amounting to Rs 71 Lakhs as the management is hopeful of its performance in future. However, we are unable to comment whether the said balance would be recoverable/performance in view of the fact that its pending since long time and also majority of it are disputed by the parties due to various reasons and hence we cannot comment on amount recoverable/performance.
- 3) Refer Note No. 8 of Unaudited Consolidated Financial Results which states that the Group has been incurring constant losses, the Group's accumulated losses aggregate to Rs 105,691 Lakhs resulting in complete erosion of its net worth. Further, as of that date, company's liabilities exceeded its assets. These factors along with other matters as set forth in said note raise substantial doubt about the Group's ability to continue as a going concern in the foreseeable future. However, the Groups s financial Results have been prepared on going concern basis.
- 4) The Holding Company as well as its Indian Subsidiary Company during the quarter and nine month end under review has defaulted/ delayed in the payments as well as there has been defaults/ delay in filing of returns of statutory dues comprising of Goods and Service Tax (GST), Service Tax, Central Sales Tax, Value Added Tax, Professional Tax, Provident Fund, Employee State Insurance, Labour Welfare Fund, Tax Deduction at Source. Further due to the said nonpayment and other irregularities Group has received various notices from statutory authorities having significant amount of Rs 5,291 Lakhs which is shown under the head Contingent Liabilities and hence we are unable to ascertain consequential impact of the same on the unaudited Consolidated financial Results and any penalties, prosecutions that may arise on the Company on account of such delay/defaults in statutory dues due to difficulty in predicting the outcome that may arise in future.
- 5) Refer Note No. 11 of unaudited Consolidated Financial Results which states that certain balances under the heads Trade Receivables, Borrowings, Loans, Trade Payables, Other Current Assets and Other Current Liabilities are subject to confirmations from the respective parties and consequential reconciliation, if any the impact of the same which may arise in future is presently unascertainable.
- 6) Refer Note No. 13 of unaudited Consolidated Financial Results in respect of one of the Indian Subsidiary Company which states that balance appearing under the head

Capital Work in Progress amounting (CWIP) comprises Stocks which are available in warehouse - Rs. 450 Lakhs and also other capital advance - Rs.1460 Lakhs. However, since the said Indian Subsidiary Company has gone into liquidation and Interim Resolution Professional has been appointed and in view of uncertainties about Company's future plan we are unable to comment whether the Company would be able to complete its ongoing agreements and arrangements under CWIP and hence they are unable to comment its impact on the financial Results.

- 7) Refer Note No. 9 of unaudited Consolidated Financial Results In respect of unaudited Consolidated Financial Results in respect of one of the Indian Subsidiary Company, during the previous year has capitalized old balances in Capital Work In Progress (CWIP) consisting of stocks lying in various customer sites which were used in earlier years against replacement/ up-gradations to various clients as a onsite service at client locations. The said CWIP has not been capitalized in earlier years to which it pertains; however, the same has been capitalized during immediately preceding previous year to an extent of Rs. 4,496.88 Lakhs. Further, the Said Subsidiary company has charged an accelerated depreciation to an extent of 95% of the total value of the said asset capitalized thereby a deprecation of Rs 4,272.04 Lakhs has been charged in profit and loss account on account of said capitalization. The subsidiary Company auditor's are unable to verify capitalization also charging accelerated depreciation and hence cannot comment on capitalizing the said assets as well as charging accelerated depreciation on it.
- 8) Refer Note No. 14 of unaudited Consolidated Financial Results in respect of one of the Indian Subsidiary Company regarding the Indian Subsidiary Company has a Deferred Tax Asset of Rs. 1018 Lakhs. Hence we are unable to comments whether they would be able to utilize the said asset in view of the fact that they are under Corporate Insolvency Resolution Process (CIRP) and Resolution Professional (RP) has been appointed.
- 9) Refer Note No. 15 of Audited Consolidated Financial Results which states that we have not received unaudited financials subject to limited review in respect of any of the subsidiary Companies whose accounts have been consolidated based on Management accounts there by Total Income of Rs 541 Lakhs for the quarter and Rs 1,868 Lakhs for nine month ended, Total Loss of Rs 1491 Lakhs for the nine month ended,. We are unable to comments if the impact if any that would have arose if the said financial Results of the subsidiary Companies would have been audited.

5. Disclaimer of Conclusion

Because of the significance of the matters described in para 4.1 to 4.9 above, we have not been able to obtain sufficient appropriate audit evidence in respect of above as to whether the Statement has been prepared in accordance with the recognition and measurement principals laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India or state whether the statement has disclosed information required to be disclosed the information in terms of regulation 33 of the listing regulation, including the manner in which it is to be disclosed or that it contains any material misstatement.

6. Emphasis of Matter

- 1) Refer Note No. 10 of unaudited Consolidated Financial Results in respect of one of the Indian Subsidiary Company regarding the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) vide its order dated March 18, 2020 (received by the Interim Resolution Professional on 11th August, 2020) had directed the commencement of Corporate Insolvency Resolution Process (CIRP) in respect of the Indian Subsidiary Company under the provisions of Insolvency and Bankruptcy Code, 2016 (Code).

Thereafter, in accordance with Section 16 of the Code, the powers of Board of Directors stood suspended and Mr. Santanu T. Ray (Reg. No. IBBI/IPA-002/IP- N00360/2017-2018/ 11055) was appointed as the Interim Resolution Professional (IRP) and later was appointed as the Resolution Professional (RP) on September 17, 2020 for the management of the affairs of the Indian Subsidiary Company. In terms of the Section 25 of the Code, they continue to operate as a going concern and accordingly the Financial Results are presented on a going concern basis.

Further, Pursuant to admission of the Indian Subsidiary company petition u/s 7 of the Insolvency and Bankruptcy code, 2016 (IBC, 2016) by the Hon'ble NCLT, the Board of Directors i.e. Mr. Pramoud Rao and Mr. Manohar Bidaye are suspended as per the provisions of IBC, 2016 and the powers of the Board are now vested with the Resolution Professional i.e. Mr. Santanu T Ray vide letter dated December 15, 2020, has authorized the Suspended Directors, to sign the unaudited Financial Results of the said Indian Subsidiary Company for financial year ended September 30, 2020, being a period prior to initiation of CIRP.

- 2) Refer Note No. 12 of unaudited Consolidated Financial Results of the Group regarding management's current assessment of the Group's assets and liabilities in view of prevailing Covid-19 pandemic and nationwide lockdown and conclusion based on such assessment that the carrying value of the assets are recoverable and no uncertainty exists on meeting the liabilities in the foreseeable future. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial Results. Considering the continuing uncertainty, as explained, the management will continue to closely monitor any material changes to future economic conditions.
- 3) Refer Note No. 6 of unaudited Consolidated Financial Results in respect of holding Company regarding Central Bank of India in its previous year had invoked shares of the Company pledged by promoter Group Company in respect of loan taken by the Company. As the said loan was Non performing Asset bank had invoked and sold 500,000 shares held by a promoter group Company and adjusted against outstanding loan balance of the Holding Company. Balance payable to the promoter group Company on account of such invocation has been shown under the head borrowings from related party and impact of such invocation has disclosed under the head exceptional item amounting to Rs 333 Lakhs.



Our opinion is not disclaimed in respect of matters described in Emphasis of matter.



For **S M M P & Associates**
Chartered Accountants
Firm Registration No. 120438W

A handwritten signature in blue ink, appearing to read 'S Parekh'.

Sonal Parekh
Partner

Membership No. 139852
UDIN : 21139852AAAADL4107

Mumbai, dated 10th February 2021