

ZYLOG SYSTEMS LIMITED

**Regd. Off. : 155, Thiruvalluvar Salai, Kumaran Nagar,
Sholinganallur, Chennai - 600119**

Tel : 044 - 49157000, Fax : 044 -49157009,

Website : www.zsl.com E-mail id :- secretarial@zsl.com

Corporate Identification Number : L30006TN1995PLC03161

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Extra Ordinary General Meeting of Shareholders of Zylog Systems Limited will be held on Wednesday, 30th March, 2016 at 11.00 A.M at Narada Gana Sabha (Mini Hall), No 314, T T K Road, Alwarpet, Chennai 600 018 to transact the following business:

ORDINARY RESOLUTIONS:

ITEM NO: 1: TO APPOINT MR. M.P MEHROTRA AS AN INDEPENDENT DIRECTOR

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

'RESOLVED THAT pursuant to the provisions of section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. M.P Mehrotra (DIN 00016768), who was appointed as Additional Director of the company with effect from 25th November, 2015 and who holds office upto the date of the ensuing General Meeting in terms of Section 161 (1) of the Act, in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as Independent Director of the company liable to hold office for term of five(5) consecutive years, not liable to retire by rotation."

ITEM NO: 2: TO APPOINT MR. KSM RAO AS AN INDEPENDENT DIRECTOR

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

'RESOLVED THAT pursuant to the provisions of section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. K S M Rao (DIN 02096588), who was appointed as Additional Director of the company with effect from 25th November, 2015 and who holds office upto the date of the ensuing General Meeting in terms of Section 161 (1) of the Act, in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as Independent Director of the company liable to hold office for term of five(5) consecutive years, not liable to retire by rotation."

ITEM NO: 3: TO APPOINT MR. KRISHNA KISHORE AS AN INDEPENDENT DIRECTOR

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

‘RESOLVED THAT pursuant to the provisions of section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Krishna Kishore (DIN 02285471), who was appointed as Additional Director of the company with effect from 25th November, 2015 and who holds office upto the date of the ensuing General Meeting in terms of Section 161 (1) of the Act, in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as Independent Director of the company liable to hold office for term of five(5) consecutive years, not liable to retire by rotation.”

ITEM NO: 4: TO APPOINT MR. SRIKANTH PARTHASARATHY AS AN INDEPENDENT DIRECTOR

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

RESOLVED THAT pursuant to the provisions of section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof read with Schedule VI of the Act, Mr. Srikanth Parthasarathy (DIN 00238506), who was appointed as Additional Director of the company with effect from 25th November, 2015 and who holds office upto the date of the ensuing General Meeting in terms of Section 161 (1) of the Act, in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as Independent Director of the company liable to hold office for term of five(5) consecutive years, not liable to retire by rotation.”

ITEM NO: 5: TO APPOINT MR. S.P SRIHARI AS AN INDEPENDENT DIRECTOR

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

RESOLVED THAT pursuant to the provisions of section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any modification(s) or re-enactment thereof read with Schedule VI of the Act, Mr. S.P Srihari (DIN 02481583), who was appointed as Additional Director of the company with effect from 25th November, 2015 and who holds office upto the

date of the ensuing General Meeting in terms of Section 161 (1) of the Act, in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as Independent Director of the company liable to hold office for term of five(5) consecutive years, not liable to retire by rotation.”

ITEM NO: 6: TO APPOINT MR. S. VIMALESH KUMAR AS AN INDEPENDENT DIRECTOR:

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

RESOLVED THAT pursuant to the provisions of section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. S. Vimallesh Kumar (DIN 05179741), who was appointed as Additional Director of the company with effect from 25th November, 2015 and who holds office upto the date of the ensuing General Meeting in terms of Section 161 (1) of the Act, in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as Independent Director of the company liable to hold office for term of five(5) consecutive years, not liable to retire by rotation.”

ITEM NO: 7: INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other rules framed thereunder, the authorized share capital of the Company be and is hereby increased from Rs. 40,00,00,000 (Rupees Forty Crores only) divided into 8,00,00,000 (Eight Crores) Equity Shares of Rs. 5/- each to Rs. 100,00,00,000 (Rupees One Hundred Crores only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 5/- each, by creation of additional 12,00,00,000 (Twelve Crores) Equity Shares of Rs. 5/- each.”

“RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to this resolution

ITEM NO: 8: AMENDMENT OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company be and is hereby substituted and read as under :-

The Authorized share capital of the Company is Rs. 100,00,00,000 (Rupees One Hundred Crores only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 5/- each with the rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide the shares in the capital for the time being in accordance with provisions of the Act and the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution.”

ITEM NO: 9 FURTHER ISSUE OF SECURITIES:

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

“RESOLVED THAT pursuant to the provisions of Section 62 (1)(c) and Section 42 and all other applicable provisions of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the “Companies Act”) read with Companies (Share Capital & Debentures) Rule, 2014, (“Rules”, the relevant provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time, (the “ICDR Regulations”), the provisions of the Foreign Exchange Management Act, 2000 (“FEMA”), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2010, the Foreign Exchange Management (Borrowing and Lending in Rupees) Regulations, 2009, Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2009, the Foreign Exchange Management (Borrowing or Lending in Foreign Exchange) Regulations, 2009 and Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 (the “1993 Scheme”) as amended from time to time and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time and issued by the Government of India (the “GOI”), the Reserve Bank of India (the “RBI”), the Foreign Investment Promotion Board (the “FIPB”), the Securities and Exchange Board of India (the “SEBI”), Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be applicable and the enabling provisions of the Listing Agreements entered into by the Company with the stock exchanges on which the Securities of the Company are listed (the “Listing Agreements”) and Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, FIPB,

SEBI, StockExchanges and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed/stipulated by any of them while granting such approvals, consents, permissions and sanctions which may be agreed/accepted to by the Board of Directors of the Company (hereinafter referred to as the "Board" which shall be deemed to include any committee thereof, constituted or to be constituted to exercise its powers), the Board may, in its absolute discretion, create, offer, issue and allot, in one or more tranches, in domestic and/or international markets, equity shares or warrants simultaneously with Non-Convertible Debentures (NCDs) / Partly Convertible Debentures (PCDs) and / Optionally Convertible Debentures (OCDs) and / Fully Convertible Debentures (FCDs) or Foreign Currency Convertible bonds ("FCCBs") or American Depositary Receipts/ Global Depositary Receipts convertible into equity shares of the Company including Convertible Bonds within India or such other securities exchangeable or convertible into equity shares of the Company (hereinafter referred to as "Securities"), for an aggregate amount not exceeding Rs.500 crore (Rupees Five Hundred Crore only), inclusive of such premium, as may be finalised by the Board, at such price being not less than the price determined in accordance with the applicable Guidelines/Regulations issued by SEBI or the Ministry of Finance or the RBI and such issue and allotment to be made on such terms and conditions as may be decided by the Board at the time of issue or allotment of the Securities.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a qualified institutions placement in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Specified Securities" within the meaning of SEBI ICDR Regulations), the Specified Securities, or any combination of Specified Securities as may be decided by the Board, issued for such purpose, shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations and the Specified Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the relevant date for the purpose of pricing of the Securities proposed to be issued in accordance with SEBI ICDR Regulations or the 1993 Scheme, shall be determined by the Board in compliance with applicable law, pursuant to the receipt of shareholders' approval in terms of Section 62 (1)(c) and Section 42 and other applicable provisions, if any, of the Companies Act and other applicable laws, regulations and guidelines in relation to the proposed issue of the Specified Securities, through a qualified institutions placement in accordance with Chapter VIII of the SEBI ICDR Regulations as amended from time to time or the proposed issue of other Securities in accordance with the 1993 Scheme as amended from time to time, as mentioned in the resolution above.

RESOLVED FURTHER THAT in the event that where Securities which are convertible into equity shares of the Company are issued under Chapter VIII of the SEBI ICDR Regulations or the 1993 Scheme, the relevant date for the purpose of pricing of the Securities, shall be the meeting in which the Board decides to open the issue of the Specified Securities subsequent to the receipt of

shareholders' approval in terms of Section 62 (1)(c) and Section 42 and all other applicable provisions of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act and other applicable laws, regulations and guidelines in relation to the proposed issue of Specified Securities by way of a qualified institutions placement in accordance with the SEBI ICDR Regulations or in accordance with the 1993 Scheme, and which shall be subject to any amendments to the SEBI ICDR Regulations or the 1993 Scheme as mentioned above OR the date on which the holder of such Specified Securities, which are convertible into or exchangeable with the equity shares, becomes entitled to apply for the equity shares against such Specified Securities.

RESOLVED FURTHER THAT the consent of the Company be and is hereby granted in terms of section 180 and other applicable provisions, if any, of the Companies Act and subject to all necessary approvals to the Board to secure, if necessary, all or any of the Securities or Specified Securities to be issued, by the creation of a mortgage and/or charge on all or any of the Company's immovable, movable and/or intangible assets, both present and future in such form and manner and on such terms as may be deemed fit and appropriate by the Board.

RESOLVED FURTHER THAT the issue to the holders of the Securities or Specified Securities shall be, inter alia, subject to the following terms and conditions:

- i. the Securities or Specified Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- ii. the equity shares proposed to be issued through the qualified institutions placement in accordance with the SEBI ICDR Regulations or in the form of American Depositary Receipts including Convertible Bonds within India reflecting underlying equity shares of the Company or FCCBs convertible into equity shares of the Company, and allotment of equity shares upon conversion of any Securities referred to above, shall rank pari-passu with the then existing equity shares of the Company in all respects including dividend.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws, approvals, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed/stipulated in granting such approvals or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines, be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not

limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, execution of various transaction documents, creation of mortgage/charge in accordance with the provisions of Companies Act, in respect of any Securities as may be required either on pari-passu basis or otherwise as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities or Specified Securities and utilisation of the issue proceeds as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint such consultants, lead managers, underwriters, guarantors, depositories, custodians, registrars, share transfer agents, escrow banks, stabilizing agents, trustees, bankers, lawyers and any other advisors, professionals and intermediaries and all such agencies as may be involved or concerned in such offerings of Securities or Specified Securities and to remunerate them by way of commission, brokerage, fees or the like and to enter into and execute all contracts, agreements, arrangements/MoUs/documents with such agencies as may be required or desirable in connection with the issue of Securities including the listing of the Securities, if any, on any stock exchanges in India and outside India.

RESOLVED FURTHER THAT the Board be and is hereby authorised to form a committee or delegate all or any of its powers to any committee of directors of the Company to give effect to the aforesaid resolutions and is authorised to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Securities or Specified Securities including but not limited to:

- a. Approving the offer document and filing the same with any authority or persons as may be required;
- b. Approving the issue price, the number of Securities to be allotted, the basis of allocation and allotment of Securities;
- c. Affixing the Common Seal of the Company on any agreement(s)/document(s) as may be required to be executed in connection with the above, in the presence of any Director of the Company and persons authorised who shall sign the same in token thereof;
- d. Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of Securities by the Company;
- e. Seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in or outside India, and any other consents that may be required in connection with the issue and allotment of the Securities;

- f. Taking decision to open the issue, decide bid opening and closing date;
- g. Opening such bank accounts and demat accounts as may be required for the transaction(s);
- h. Do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transaction(s);
- i. Making all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;
- j. Making applications for listing of the Securities of the Company on one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s); and
- k. Authorising or delegating all or any of the powers herein above conferred to any or more persons, if need be”.

FOR AND ON BEHALF OF THE ZYLOG SYSTEMS LIMITED

Place : Chennai

Date : 13th February, 2016

DIRECTOR

ADMINISTRATOR

NOTES:

1. Member entitled to attend and vote at the Extra Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.

In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder

2. The cut-off date for determining voting rights for e-voting as well as voting at the EGM through ballot paper on resolutions listed for the Extra Ordinary General Meeting will be 22nd March, 2016.

3. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

5. Pursuant to Regulation 29 of the SEBI (Listing Obligation And Disclosure Requirement) Regulation, 2015 entered into with the Stock Exchanges and Sections 20, 101 and 136 of the Companies Act, 2013, electronic copy of this Notice inter-alia indicating the process and manner of e- voting along with Attendance Slip and proxy form are being sent by e- mail to those shareholders whose e-mail addresses have been made available to the Company/ Depository Participants unless any member has requested for a hard copy of the same.

6. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Extra Ordinary General Meeting.

7. Shareholders may note that the Notice to the Extra Ordinary General Meeting of the company will also be made available in the Company's website www.zsl.com. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Extra Ordinary General Meeting of the Company.

8. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 31 of the SEBI (Listing Obligation And Disclosure Requirement) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of EGM (“remote e –voting”) will be provided by Central Depository Services of India Limited (CDSL):

II. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

IV. The remote e -voting period commences on 26th March 2016 at (9.00 a.m.) and ends on 29th March, 2016 at (5.00 p.m.). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd March , 2016 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The instructions for shareholders voting electronically are as under:

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders.

(iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

DOB Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

- Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

9. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd March, 2016.

10. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice of EGM and holding shares as of the cut-off date 22nd March ,2016, may obtain the login ID and password by sending a request at evoting@cdslindia.com. However if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.

11. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut –off date only shall be entitled to avail the facility of remote e –voting as well as voting at the EGM through ballot paper.

12. Mr. I.B. Harikrishnan, Practising Company Secretary (Membership No. 5829) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

13. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those

members who are present at the EGM but have not cast their votes by availing the remote e – voting facility.

14. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e –voting in the presence of at least two witnesses not in the employment of the Company and shall make , not later than three days of the conclusion of EGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

15. The Results declared along with the report of the Scrutinizer shall be placed on the Company’s website www.zsl.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed.

**EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013)**

The following explanatory statement sets out all material facts relating to the business mentioned under item No. 1 to 9 of the accompanying Notice :

ITEM NO. 1

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 ('Act') proposing the candidatures of Mr. Mr.MP.Mehrotra (DIN 00016768) for the office of Independent Director of the Company. Mr.MP.Mehrotra is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given the consent to act as Director.

Section 149 of the Act inter alia stipulates the criteria of independence, if a Company proposes to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office a term of up to five consecutive years on the Board of a Company and he shall not be included in the total number of directors for retirement by rotation. Hence it has been decided by the Board to recommend the appointment of Mr. MP.Mehrotra for a period of five years for the approval of members of the Company.

About the Independent Director:

Mr. M.P. Mehrotra is a Commerce & Law graduate and a Fellow member of Institute of Chartered Accountants of India. He is founder partner of Mehrotra&Mehrotra, a firm of chartered accountants in existence for over 49 years. During this period, Mr. Mehrotra has supervised audits for a number of leading Indian conglomerates, companies, financial services entities and banks, including the Essar Group, ABG Group, SAIL, BHEL, NTPC, LIC, Punjab National Bank etc. He serves as Chairman of Superior Industrial Enterprises Limited. Mr. Mehrotra has been Director of KSL and Industries Ltd. since October 16, 2010. He has been Director of Asahi Fibres Ltd since March 18, 2010, Krishna Lifestyle Technologies Ltd. since March 17, 2010. Mr. Mehrotra serves on the Board of several well known Companies such as India Securities Ltd. (Essar Group), Dhampur Sugar Mills Ltd., Delton Cables Ltd., etc. He serves as Director at Baroda Pioneer Asset Management Company. He served as a Director of Jaybharat Textiles And Real Estate Limited from March 16, 2010 to July 16, 2012 and Additional Director of EskayKnIT India Ltd from March 16, 2010 to July 16, 2012. He served as Independent Director in Zylog Systems Limited during January to June 2013. He is a Member of PHD Chamber of Commerce Industry and ASSOCHAM

Declaration by Independent Director

Mr.MP.Mehrotra has given declaration to the Board that he meets the criteria of independence as provided under Section 149(6) & Schedule IV to the Companies Act, 2013. In the opinion of

the Board, the Director fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and are independent of the management.

Inspection by Members

The terms and conditions of appointment of aforesaid Independent Director are hosted on the website of the Company and would also be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day excluding Saturday.

Memorandum of Interest

Except Mr.MP.Mehrotra being the appointee, none of the other Director or Key Managerial Personnel of the Company or relatives is concerned or interested, financially or otherwise in the respective resolution

Keeping in view their vast expertise and knowledge, it will be in the interest of the Company that Mr.MP.Mehrotra is appointed as Independent Director.

The Board recommends the ordinary resolutions at item no 1

ITEM NO. 2

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 ('Act') proposing the candidature of Mr. K S M. Rao(DIN 02096588) for the office of Independent Director of the Company. Mr. K S M. Rao is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given the consent to act as Director.

Section 149 of the Act inter alia stipulates the criteria of independence, if a Company proposes to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office a term of up to five consecutive years on the Board of a Company and he shall not be included in the total number of directors for retirement by rotation. Thus it has been decided by the Board to recommend the appointment for a period of five years for the approval of members of the Company.

About the Independent Director:

Mr. K S M. Rao was associated with many reputed organisations as Alternative Vice Chairman for FEDAI, during the tenure at International Banking Division, Central Office, Member of the Working Group to review effect of Concurrent Audit in commercial banks , Member of the Advisory Group for sanctioning IDFC Fund and so on . Mr. Rao was a result oriented performer with our 35 years of varied experience with one of India's largest PSU Banks. His Domain Expertise was on Overall Banking and managed mainstream activities, viz. International Banking, Audit, Credit, Risk Management and Balance Sheet Management, along with various other exposures. Mr. Rao has People Management skills and very flexible in working within multi cultural environment.

Mr. Rao was the Chief Financial Officer of the bank and was the face of the Bank with the investment stakeholders, as well as the rating agencies and overall external banking environment. He has headed Specialised Branches of the Bank, in addition to normal retail branches and has vast experience in the Audit and Foreign Exchange front.

Mr. Rao was also awarded the "Super Achiever" of the Bank and was the visiting Faculty and delivered lectures at various institutes including Reserve Bank Training College. He has also imparted training to visiting officials of Vietnam Agricultural Bank on Audit and Inspection and Risk Based Supervision.

Declaration by Independent Director

Mr. K S M. Rao has given declaration to the Board that he meets the criteria of independence as provided under Section 149(6) & Schedule IV to the Companies Act, 2013. In the opinion of the Board, the Director fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and are independent of the management.

Inspection by Members

The terms and conditions of appointment of aforesaid Independent Director are hosted on the website of the Company and would also be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day excluding Saturday.

Memorandum of Interest

Except Mr. K S M. Rao being the appointee, none of the other Director or Key Managerial Personnel of the Company or relatives is concerned or interested, financially or otherwise in the respective resolution.

Keeping in view the vast expertise and knowledge, it will be in the interest of the Company that Mr. K S M. Rao is appointed as Independent Director.

The Board recommends the ordinary resolutions at item no 2

ITEM NO. 3

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 ('Act') proposing the candidatures of Mr. Krishna Kishore, (DIN 02285471) for the office of Independent Director of the Company. Mr. Krishna Kishore are not disqualified from being appointed as Director in terms of Section 164 of the Act and has given the consent to act as Director.

Section 149 of the Act inter alia stipulates the criteria of independence, if a Company proposes to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office a term of up to five consecutive years on the Board of a Company and he shall not be included in the total number of directors for retirement by rotation. Thus it has

been decided by the Board to recommend their appointment for a period of five years for the approval of members of the Company.

About the Independent Director:

Mr Krishna Kishore is a postgraduate in Business Administration from Australia with a demonstrated ability to build and manage teams that have consistently delivered very high and effective output along with entrepreneurial skill sets. He has 19 years of project management experience in creating infrastructure for telecom and broadcasting projects both in and outside India and significant exposure in the mining sector. He had served as a whole time Director for S-Tel, a c circle cellular company & Project Manager for Aircel companies owned by the Siva group.

Mr. Krishna Kishore serves as a Director for Asian Sky Entertainment, an entertainment based concern with satellite television operations, motion picture production and distribution, IP TV, DVoD, development of new entertainment technologies and distribution of filmed entertainment in 5 continents. He has vast experience in mining sector including mining & trading activities in various Major & Minor minerals.

Declaration by Independent Director

Mr.Krishna Kishore has given declaration to the Board that he meets the criteria of independence as provided under Section 149(6) & Schedule IV to the Companies Act, 2013. In the opinion of the Board, the Director fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and the independent of the management.

Inspection by Members

The terms and conditions of appointment of aforesaid Independent Director are hosted on the website of the Company and would also be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day excluding Saturday.

Memorandum of Interest

Except Mr.Krishna Kishore being the appointees, none of the other Directors or Key Managerial Personnel of the Company or relatives is concerned or interested, financially or otherwise in the respective resolution

Keeping in view the vast expertise and knowledge, it will be in the interest of the Company that Mr.Krishna Kishore is appointed as Independent Director.

The Board recommends the ordinary resolutions at item no 3

ITEM NO.4

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 ('Act') proposing the candidatures of Mr.P.Srikanth, (DIN 00238506) for the office of Independent Director of the Company. Mr.P.Srikanth is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given the consent to act as Director.

Section 149 of the Act inter alia stipulates the criteria of independence, if a Company proposes to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office a term of upto five consecutive years on the Board of a Company and he shall not be included in the total number of directors for retirement by rotation. Hence it has been decided by the Board to recommend their appointment for a period of five years for the approval of members of the Company.

About the Independent Director:

Mr. P. Srikanth is a Commerce graduate, Certified Information Systems Auditor, Associate Member of Institute of Cost & Works Accountants of India, Fellow Member of Institute of Chartered Accountants of India. He specializes in delivering audit and tax compliance services to clients in an array of industries. He serves on the board of few mining companies. He has vast experience in financial management, technical accounting, financial reporting, and process management.

Declaration by Independent Director

Mr.P.Srikanth has given declaration to the Board that he meets the criteria of independence as provided under Section 149(6) & Schedule IV to the Companies Act, 2013. In the opinion of the Board, the Director fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and the independent of the management.

Inspection by Members

The terms and conditions of appointment of aforesaid Independent Director are hosted on the website of the Company and would also be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day excluding Saturday.

Memorandum of Interest

Except Mr.P.Srikanth being the appointee and Mr.S.P.Srihari who is relative of appointee, none of the other Directors or Key Managerial Personnel of the Company or relatives is concerned or interested, financially or otherwise in the respective resolution except

Keeping in view the vast expertise and knowledge, it will be in the interest of the Company that Mr.P.Srikanth is appointed as Independent Director.

The Board recommends the ordinary resolutions at item no 4.

ITEM NO.5

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 ('Act') proposing the candidatures of Mr.S.P.Srihari, (DIN 02481583) for the office of Independent Director of the Company. Mr.S.P.Srihari, is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given the consent to act as Director.

Section 149 of the Act inter alia stipulates the criteria of independence, if a Company proposes to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office a term of upto five consecutive years on the Board of a Company and he shall not be included in the total number of directors for retirement by rotation. Thus it has been decided by the Board to recommend their appointment for a period of five years for the approval of members of the Company.

About the Independent Director:

Mr SP Srihari is a science graduate with specialization in Mathematics and an Associate Member of Institute of Chartered Accountants of India. He is a Proactive decision maker, competent, diligent and detail-oriented professional having more than 20 years of professional experience. He has vast Finance and Business Management experience having worked with some reputed Companies like Sundaram Finance Services, GE Consumer Finance, RR Donnelly.. He is currently associated with a listed company in Bangalore in an advisory capacity. He is adept in working in high pressured environments with strict deadlines and multiple deliverables. He has demonstrated ability to motivate employees to maximize productivity through most effective use of manpower and available resources, Board communication and interpersonal skills.

Declaration by Independent Director

Mr.S.P.Srihari, have given declaration to the Board that he meets the criteria of independence as provided under Section 149(6) & Schedule IV to the Companies Act, 2013. In the opinion of the Board, the Director fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and the independent of the management.

Inspection by Members

The terms and conditions of appointment of aforesaid Independent Director are hosted on the website of the Company and would also be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day excluding Saturday.

Memorandum of Interest

Except Mr.S.P.Srihari being the appointee and Mr.P.Srikanth who is relative of appointee, none of the other Directors or Key Managerial Personnel of the Company or relatives is concerned or interested, financially or otherwise in the respective resolution

Keeping in view the vast expertise and knowledge, it will be in the interest of the Company that Mr.S.P.Srihari is appointed as Independent Director.

The Board recommends the ordinary resolutions at item no 5

ITEM NO. 6

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 ('Act') proposing the candidature of Mr.S.Vimalesh kumar, (DIN 05179741) for the office of Independent Director of the Company. Mr.S.Vimalesh kumar is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given the consent to act as Directors.

Section 149 of the Act inter alia stipulates the criteria of independence, if a Company proposes to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office a term of upto five consecutive years on the Board of a Company and he shall not be included in the total number of directors for retirement by rotation. Thus it has been decided by the Board to recommend the appointment for a period of five years for the approval of members of the Company.

About the Independent Directors:

Mr. S. Vimalesh Kumar is a Commerce graduate. He has vast experience in process management , Statutory and Legal departments. Mr.Vimalesh serves as Director in many Boards . He specializes in delivering audit and tax compliance services to clients in an array of industries. He serves on the board of few mining companies. He has vast experience in financial management, technical accounting, financial reporting, and process management.

Declaration by Independent Directors

Mr.S.Vimalesh kumar have given declaration to the Board that he meets the criteria of independence as provided under Section 149(6) & Schedule IV to the Companies Act, 2013. In the opinion of the Board, Director fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and the independent of the management.

Inspection by Members

The terms and conditions of appointment of aforesaid Independent Directors are hosted on the website of the Company and would also be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day excluding Saturday.

Memorandum of Interest

Except Mr.S.Vimalesh Kumar being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the respective resolution

Keeping in view the vast expertise and knowledge, it will be in the interest of the Company that Mr.S.Vimalesh Kumar is appointed as Independent Directors.

The Board recommends the ordinary resolutions at item no 6

ITEM NO.7& 8

The Board of Directors of the Company is contemplating issue of certain Securities as referred to in Notice as resolution No. 9, which will result in increase in paid-up capital of the Company. Hence to accommodate the further issue of securities, the Board of Directors proposes to increase the authorised share capital of the Company. Therefore, it is proposed to increase authorised share capital from Rs. 40 Crores to Rs. 100 Crores. Pursuant to section 61(1) and other applicable provisions of the Companies Act, 2013, the consent of shareholders is required for increasing the authorised share capital of the Company. Hence the Board of Directors recommends the proposed resolution for your approval.

Consequent to increase in the authorised share capital, it is necessary to amend the existing capital clause of the Memorandum of Association of the Company.

Consequent to increase in authorized share capital of the Company, it is necessary to make amendments to the Memorandum of Association of the Company. The Copy of the Memorandum of Association along with the proposed amendments is available for inspection during the business hours of the Company.

The Board recommends the resolutions for approval of the shareholders.

None of the directors and key managerial personnel and the relatives is concerned or interested in the above referred resolutions.

ITEM NO.9

The resolution mentioned in Item 9 relates to a proposal by the Company to create, offer, issue and allot Securities through further public offerings, preferential allotments, qualified institutions placements, issuance of Foreign Currency Convertible Bonds, including Convertible Bonds issued within India American depository receipts/Global depository receipts and such other Securities in such manner as stated in the resolution. The Company intends to issue Securities for a value of up to Rs. 500 Crores [including premium]. Subject to applicable laws and regulations, the Company intends to use the net proceeds of the Issue primarily for making acquisition, expansion and modernization of existing facilities, repayment of existing debt, working capital requirements and general corporate purpose.

The Special Resolution also seeks to empower the board of directors to undertake a qualified institutions placement with qualified institutional buyers as defined by SEBI (ICDR) Regulations. The board of directors may in their discretion adopt this mechanism as prescribed under Chapter VIII of the SEBI (ICDR) Regulations for raising the funds for the expansion plans of the company, without the need for fresh approval from the shareholders.

In case of an issuance of Securities to qualified institutional buyers, whether or not such investors are existing members of the Company, through a qualified institutions placement under Chapter VIII of the SEBI (ICDR)

Regulations, the final price at which the Securities will be offered will be subject to investor response and prevailing market conditions, and computed in accordance with the relevant provisions of Chapter VIII of the SEBI (ICDR) Regulations.

The detailed terms and conditions of the issue as and when made will be determined by the Board of Directors in consultation with the merchant bankers, lead managers, advisors and other experts in accordance with the applicable provisions of law.

The Special Resolution seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies or otherwise as the Board in its absolute discretion deem fit.

The consent of the Shareholders is being sought pursuant to the provisions of Section 62(1)(c) and Section 42 of the Companies Act, 2013 and other applicable provisions and Companies (Share Capital & Debentures) Rules, 2014 of the Companies Act, 2013, and in terms of the provisions of the listing agreements executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed i.e. Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

Section 62(1)(c) of the Companies Act, 2013 provides, inter-alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in accordance with the Act unless the shareholders in a general meeting decide otherwise. The special resolution seeks the consent and authorization of the members to the Board to make the proposed issue of Securities and in the event it is decided to issue Securities convertible into Equity Shares, to issue to the holders of such convertible Securities in such manner and such number of Equity Shares on conversion as may be required to be issued in accordance with the terms of the issue.

The Board of Directors believe that the issue of Securities to investors who are/ are not Shareholders of the Company is in the interest of the Company and therefore recommends the resolution for your approval.

None of the directors and key managerial personnel and their relatives is in any way concerned or interested in the above referred Resolutions.

FOR AND ON BEHALF OF THE ZYLOG SYSTEMS LIMITED

Place : Chennai

Date : 13th February, 2016

DIRECTOR ADMINISTRATOR

DISCLOSURE AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION, 2015 IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY

Name of the Director & DIN	Mr.MP.Mehrotra (DIN 00016768)
Date of Birth	26 th September, 1940
Date of Appointment	25 th November, 2015
Qualification	Commerce & Law graduate and a Fellow member of Institute of Chartered Accountants of India
Expertise in Specific-Functional/Area	Audited for a number of leading Indian conglomerates, companies, financial services entities and banks,
List of other Companies in which Directorship	Stated below
Shareholding	Nil
Relationship with Directors	Not related to any other director of Zylog Systems Limited

List of other Companies in which Directorship

S.No	Name of the Company	Designation
1	DHAMPUR SUGAR MILLS LIMITED	Director
2	V L S FINANCE LIMITED	Director
3	SOUTH ASIAN ENTERPRISES LIMITED	Additional Director
4	DELTON CABLES LIMITED	Director
5	GOL OFFSHORE LIMITED	Director

Name of the Director & DIN	K S M. Rao(DIN 02096588)
Date of Birth	01 st August, 1947
Date of Appointment	25 th November, 2015
Qualification	Commerce & Law Graduate, CAIIB And AIB From London
Expertise in Specific-Functional/Area	Vast expertise in business groups as well as operation groups, acquired over the years by heading large Zonal areas of the Bank
List of other Companies in which Directorship	RAVI KUMAR DISTILLERIES LIMITED
Shareholding	Nil
Relationship with Directors	Not related to any other director of Zylog Systems Limited

Name of the Director & DIN	KRISHNA KISHORE
Date of Birth	05 th March, 1971
Date of Appointment	25 th November, 2015
Qualification	Postgraduate in Business Administration from Australia
Expertise in Specific-Functional/Area	Infrastructure for telecom and broadcasting
List of other Companies in which Directorship	NIL
Shareholding	Nil
Relationship with Directors	Not related to any other director of Zylog Systems Limited

Name of the Director & DIN	Mr.P.Srikanth,(DIN 00238506)
Date of Birth	27 th July 1970
Date of Appointment	25 th November, 2016
Qualification	A Commerce graduate, Certified Information Systems Auditor, Associate Member of Institute of Cost & Works Accountants of India, Fellow Member of Institute of Chartered Accountants of India
Expertise in Specific-Functional/Area	Specializes in delivering audit and tax compliance services to clients in an array of industries
List of other Companies in which Directorship	Nil
Shareholding	Nil
Relationship with Directors	Except Mr.S.P.Srihari, he is not related to any other Director of Zylog Systems Limited

Name of the Director & DIN	Mr.S.P.Srihari, (DIN 02481583)
Date of Birth	30 th November, 1970
Date of Appointment	25 th November, 2015
Qualification	Science graduate with specialization in Mathematics and an Associate Member of Institute of Chartered Accountants of India
Expertise in Specific-Functional/Area	Finance and Business Management
List of other Companies in which Directorship	NIL
Shareholding	10,000 shares of the Company
Relationship with Directors	Except Mr.P.Srikanth, he is not related to any other director of Zylog Systems Limited

Name of the Director & DIN	Mr.S.Vimalesh Kumar, (DIN 05179741)
Date of Birth	29 th September, 1970
Date of Appointment	25 th November, 2015
Qualification	COMMERCE GRADUATE
Expertise in Specific-Functional/Area	financial management, technical accounting, financial reporting, process management , Statutory and Legal departments
List of other Companies in which Directorship	NIL
Shareholding	Nil
Relationship with Directors	Not related to any other Director of Zylog Systems Limited

FOR AND ON BEHALF OF THE ZYLOG SYSTEMS LIMITED

Place : Chennai

Date : 13th February, 2016

DIRECTOR

ADMINISTRATOR