

Date :31.03.2016

To

Bombay Stock Exchange Limited,
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.

National Stock Exchange of India Limited,
Exchange Plaza,
BandraKurla Complex, Bandra (E),
Mumbai 400 051.

Dear Sirs,

Sub: Outcome of the Extra-ordinary General Meeting-Reg.

As per the Court Order dated 08th January, 2016, Pursuant to the Regulation 30 of SEBI(Listing Obligation and Disclosure Requirement) Regulation, 2015, we wish to inform you that the Extra ordinary General Meeting of the shareholders of our Company was held on 30th March 2016 at Narada Gana Sabha (Mini Hall), No 314, T T K Road, Alwarpet, Chennai 600 018.

The members of the Company approved the following business items as included in the Notice of the said EGM. The business items of EGM were conducted through remote E-voting pursuant to section 108 of the Companies Act, 2013('ACT') Read with Rule 20 of Companies (Management and Administration) Rules, 2014. The company had also conducted poll at the venue of the EGM for the members who attended the EGM and had not casted their votes through remote E-voting. All the resolutions (Ordinary and Special) contained in the notice of EGM were approved with requisite majority of members and accordingly all the resolutions are declared to be passed at the EGM held on 30.03.2016.

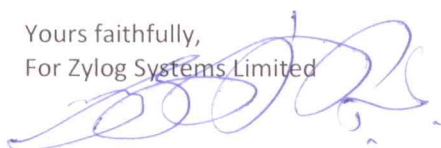
1. Appointed Mr. M.P Mehrotra as an Independent Director of the Company.
2. Appointed Mr.KSM Rao as an Independent Director of the Company.
3. Appointed Mr.Krishna Kishoreas an Independent Director of the Company.
4. Appointed Mr.Srikanth Parthasarathy as an Independent Director of the Company.
5. Appointed Mr.S P Sriharias an Independent Director of the Company.
6. Appointed Mr.S Vimalash Kumaras an Independent Director of the Company.
7. Increase in Authorized Share Capital of the Company.
8. Amendment of Memorandum of Association of the Company.
9. Further issue of Securities.

A copy of the scrutinizers' report for the e-voting process and voting by poll at the Extra-Ordinary General Meeting held on 30th March 2016 is attached herewith.

This information may please be taken on record.

Thanking You.

Yours faithfully,
For Zylog Systems Limited



Authorised Signatory



REPORT OF SCRUTINIZER

To
Hon'ble Mr. Justice S. Rajeswaran
Chairman of the Meeting
ZYLOG SYSTEMS LIMITED
No. 155, Thiruvalluvar Salai, Kumaran Nagar,
Sholinganallur, Chennai – 600119

I, I B Harikrishna, Company Secretary in Practice, having my office at No. 44/38, 1st Floor, Veerabadran Street, Nungambakkam, Chennai – 600034, appointed as the Scrutinizer of **M/s. ZYLOG SYSTEMS LIMITED** for the purpose of scrutinizing the e-voting process and voting by poll pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('Rules') and in accordance with the Listing Agreement, in respect of resolutions mentioned in the Notice dated February 13, 2016 at Extra Ordinary General Meeting ("EGM") of the Company held on March 30, 2016.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means i.e. by remote e-voting and voting by poll (Insta Poll) at the EGM for the resolutions contained in the Notice of the EGM of the Equity Shareholders of the Company.

My responsibility as scrutinizer is restricted to ensure conduct of e-voting and poll in fair and transparent manner and to make a Scrutinizer's Report of the votes cast 'For' or 'Against' the resolutions stated in the Notice and as **Appendix - A** to this report.

Report on Scrutiny:

As required by Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, I submit my report as under:

1. I declare and confirm that I am not in the employment of the Company and the Board is of opinion that I can conduct the poll and e-voting process in a fair and transparent manner.
2. I have given my consent to act as the scrutinizer for the e-voting and poll under reference.
3. Dispatch of the Notice, explanatory statement and communication for procedure for voting on resolution through voting by electronic means (e-voting) was made by the Company to the shareholders whose names appear on the Register of Shareholders/record of depositories as on March 22, 2016 by sending individual notices and by way of advertisement in newspapers and also by placing the notice in the website of the Company.





4. The shareholders were also provided the facility to cast their vote by electronic means (e- voting) through website [https:// www.evotingindia.com](https://www.evotingindia.com).
5. As prescribed under the Rules, **the e-voting period** remained open from **26th March 2016 (9.00 AM) to 29th March 2016 (5.00 PM)**.
6. At the end of remote e-voting period on **March 29, 2016 at 5:00 PM**, voting portal of CDSL was blocked forthwith and votes were unblocked on **30.03.2016 around 02:00 PM**.
7. Further, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", in electronic voting platform were downloaded from the e-voting website of CDSL (<https://www.evotingindia.com/>) for the purpose of my report after due verification of votes casted by the shareholders
8. After demand of the poll by the Chairman of the EGM at the EGM, a poll box was kept for polling were locked in my presence with due identification marks placed by me. The keys of the poll boxes were handed over to the Chairman of the EGM after locking them.
9. After completion of the poll at the EGM, the locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with Registrar & Transfer Agents.
10. The voting ballot papers for the poll conducted at the EGM and remote e- voting records were reconciled with the records maintained by M/s. Cameo Corporate Services Ltd, the Registrar and Transfer Agent (RTA) of the Company, and the authorizations/ proxies lodged with the RTA/Company.
11. I reviewed and scrutinized, **34 Poll Forms** from the shareholders at the venue of the meeting and **42 Folio/s Client IDs** exercised their voting through **e-voting**.
12. I have scrutinized the poll papers received and votes casted through e-voting and I have maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 and submit the results of poll and e-voting as detailed in **Appendix - B** attached to this report.
13. The Register, all other papers and relevant records relating to poll shall remain in our safe custody until the Chairman considers, approves and signs the Minutes and thereafter the same shall be handed over to the Company Secretary for safe keeping.





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14. You may accordingly declare the result of the Voting by Poll / Evoting.

Thank You,

Yours Sincerely,

For IBH & Co.

Company Secretaries


CS I B Harikrishna
Company Secretary in Practice and
Scrutinizer for Poll / E-Voting
CP No.: 5302



Place : Chennai

Date : 30/03/2016



Appendix – A

Resolutions as stated in the Notice calling the Extra Ordinary General Meeting for which voting was conducted through Poll / E-Voting

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

‘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 Mehotra (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

‘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

‘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

‘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

‘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

“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

“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

"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:

"RESOLVED THAT pursuant to 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 "1993Scheme") 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



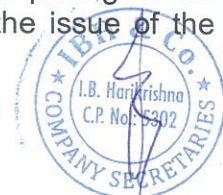


Company are listed (the "Listing Agreements") and Memorandum and Articles of Association of the Company, And subject to such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, FIPB, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary 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 Depository Receipts/ Global Depository 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.500crore (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 maybe 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 maybe 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 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);





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- 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".





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Appendix – B

Results voted through electronic voting system and Poll

1. CONSOLIDATED RESULTS OF VOTING THROUGH POLL AND EVOTING

- A. Number of members voted through electronic voting system and through Poll
- B. Number of Votes cast (Shares)
- C. % of total number of valid votes cast

Resolution No	Voted in favour of the resolution			Voted against the resolution			Invalid votes**	
	A	B	C	A	B	C	A	B
1	74	83,30,482	97.38	2	2,24,000	2.62	0	0
2	75	85,54,302	99.99	1	180	0.01	0	0
3	75	85,54,302	99.99	1	180	0.01	0	0
4	74	85,53,922	99.99	2	560	0.01	0	0
5	74	85,53,922	99.99	2	560	0.01	0	0
6	75	85,54,302	99.99	1	180	0.01	0	0





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7	73	83,27,678	97.35	3	2,26,804	2.65	0	0
8	73	83,27,678	97.35	3	2,26,804	2.65	0	0
9	72	83,27,668	97.35	4	2,26,814	2.65	0	0

2. BREAKUP OF RESULTS OF VOTING THRO POLL AND EVOTING RESPECTIVELY

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

	Remote E-Voting		Voting by Poll		Total	
	Number of members	Number of votes cast	Number of members	Number of votes cast	Number of Valid votes cast	% of total number of valid votes cast
Assent	40	24,94,648	34	58,35,834	74	97.38
Dissent	2	2,24,000	0	0	2	2.62
Invalid	Nil	Nil	Nil	Nil	NA	NA
Total	42	27,18,648	34	58,35,834	76	100

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

	Remote E-Voting		Voting by Poll		Total	
	Number of members	Number of votes cast	Number of members	Number of votes cast	Number of Valid votes cast	% of total number of valid votes cast
Assent	41	27,18,468	34	58,35,834	75	99.99
Dissent	1	180	0	0	1	0.01
Invalid	Nil	Nil	Nil	Nil	NA	NA
Total	42	27,18,648	34	58,35,834	76	100





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

	Remote E-Voting		Voting by Poll		Total	
	Number of members	Number of votes cast	Number of members	Number of votes cast	Number of Valid votes cast	% of total number of valid votes cast
Assent	41	27,18,468	34	58,35,834	75	99.99
Dissent	1	180	0	0	1	0.01
Invalid	Nil	Nil	Nil	Nil	NA	NA
Total	42	27,18,648	34	58,35,834	76	100

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

	Remote E-Voting		Voting by Poll		Total	
	Number of members	Number of votes cast	Number of members	Number of votes cast	Number of Valid votes cast	% of total number of valid votes cast
Assent	41	27,18,468	33	58,35,454	74	99.99
Dissent	1	180	1	380	2	0.01
Invalid	Nil	Nil	Nil	Nil	NA	NA
Total	42	27,18,648	34	58,35,834	76	100

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

	Remote E-Voting		Voting by Poll		Total	
	Number of members	Number of votes cast	Number of members	Number of votes cast	Number of Valid votes cast	% of total number of valid votes cast
Assent	41	27,18,468	33	58,35,454	74	99.99
Dissent	1	180	1	380	2	0.01
Invalid	Nil	Nil	Nil	Nil	NA	NA
Total	42	27,18,648	34	58,35,834	76	100





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

	Remote E-Voting		Voting by Poll		Total	
	Number of members	Number of votes cast	Number of members	Number of votes cast	Number of Valid votes cast	% of total number of valid votes cast
Assent	41	27,18,468	34	58,35,834	75	99.99
Dissent	1	180	0	0	1	0.01
Invalid	Nil	Nil	Nil	Nil	NA	NA
Total	42	27,18,648	34	58,35,834	76	100

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

	Remote E-Voting		Voting by Poll		Total	
	Number of members	Number of votes cast	Number of members	Number of votes cast	Number of Valid votes cast	% of total number of valid votes cast
Assent	39	24,91,844	34	58,35,834	73	97.35
Dissent	3	2,26,804	0	0	3	2.65
Invalid	Nil	Nil	Nil	Nil	NA	NA
Total	42	27,18,648	34	58,35,834	76	100

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

	Remote E-Voting		Voting by Poll		Total	
	Number of members	Number of votes cast	Number of members	Number of votes cast	Number of Valid votes cast	% of total number of valid votes cast
Assent	39	24,91,844	34	58,35,834	73	97.35
Dissent	3	2,26,804	0	0	3	2.65
Invalid	Nil	Nil	Nil	Nil	NA	NA
Total	42	27,18,648	34	58,35,834	76	100





IBH & Co
Company Secretaries

44/38, Veerabadran Street, 1st Floor,
Nungambakkam, Chennai - 600034,
Tel - 044 42139464,
E-Mail: hari@akshayacs.com

ITEM NO: 9 FURTHER ISSUE OF SECURITIES

	Remote E-Voting		Voting by Poll		Total	
	Number of members	Number of votes cast	Number of members	Number of votes cast	Number of Valid votes cast	% of total number of valid votes cast
Assent	38	24,91,834	34	58,35,834	72	97.35
Dissent	4	2,26,814	0	0	4	2.65
Invalid	Nil	Nil	Nil	Nil	NA	NA
Total	42	27,18,648	34	58,35,834	76	100

For IBH & Co.

Company Secretaries



CS I B Harikrishna

Company Secretary in Practice and

Scrutinizer for Poll / E-Voting

CP No.: 5302

Place : Chennai

Date : 30/03/2016