

20-Nov-2014

National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051.

Sub : 19th Annual General Meeting Of The Members Of Zylog Systems Limited Held At The Mini Hall, Narada Gana Saba, No: 314, TTK Road, Chennai 600018 On Wednesday, November 19, 2014 at 2:00 P.M. in the presence of Mr. Ram Sesharathnam, Managing Director & Mr. K .S. Subramanian Independent Director

The AGM was Chaired by Hon'ble Justice S. Rajeswaran, Former Judge, High Court, Madras, as per High Court Order on Company Application No:1076 of 2014 in Company Petition No:372 of 2013. Out of the total resolutions 1 to 12 (1 to 9 of the Original notice & 10 to 12 as per special notice from shareholders) only resolutions Nos.1, 2, 3, 4 & 10 relating to following items were transacted at the AGM as per the said Order of the High Court, Madras.

1. Adoption of Audited consolidated and standalone Accounts for the financial year ended 31st March 2014.
2. Appointment of Director in the place of Mr. K.S. Subramanian, who retires by rotation & being eligible, offers himself for re-appointment as an Independent Director.
3. Appointment of M/s. Ramadoss & Co., CA as statutory Auditors of the company to hold office until the conclusion of the 24th Annual General Meeting of the company.
4. Appointment of Mr. M. Gajanathan as an Independent Director of the company.
5. Removal of Mr. Sudharshan Venkatraman from the position of Director, Chairman and Chief Executive Officer of the company, in terms of Section 115 of the Companies Act, 2013 read with Cos. (Management & Administration) Rules, 2014

The Remaining resolutions No. 5 to 9 and 11 & 12 will be placed before the shareholders after obtaining the approval of the Official Liquidator as per the order of Hon'ble High Court dated 18th November 2014.

Accordingly the Scrutinizer appointed for the purpose of e-voting and voting by poll has submitted the results of the e-voting and poll only to item nos. 1 to 4 & 10 of the Notice of AGM and Special Notice .

The Chairman of the Annual General Meeting had declared that the resolution Nos. 1 to 4 & 10 were passed with requisite majority. The results of the e-voting and the poll conducted at the AGM is enclosed for your kind information and records.

Yours faithfully,
For Zylog Systems Limited



Ramanujam Sesharathnam
Managing Director

Encl : Report of the Scrutinizer on the results of E-voting and Poll