



IBH & Co
Company Secretaries

44/38, Veerabadran Street, 1st Floor
Nungambakkam, Chennai - 600034
Tele: 91-44-42139464
Email: info@akshayacs.com

REPORT OF SCRUTINIZER

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)
Of the Companies (Management and Administration) Rules, 2014]*

To
Hon'ble Mr. Justice S. Rajeswaran
Court appointed Chairman of the Annual General Meeting
Zylog Systems Limited
155, Thiruvalluvar Salai,
Kumaran Nagar,
Sholinganallur,
Chennai 600119

Meeting : 19th Annual General Meeting of the Members
Date and Time : Wednesday 19th November, 2014 at 2.00 P.M at
Mini Hall, Narada Gana Sabha, No 314, Old No 254,
TTK Road, Chennai – 600018

Dear Sir,

I, I B Harikrishna, Practising Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the resolution(s) mentioned in the Notice of AGM dated 14th August 2014, at the meeting of the members of M/s. Zylog Systems Limited (Company), held on Wednesday 19th November, 2014 at Mini Hall, Narada Gana Sabha, No 314, Old No 254 TTK Road, Chennai – 600 018, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. 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.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is Annexed Resolution wise.





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5. Soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Company.
6. The poll papers and all other relevant records have been handed over to the Company for safe keeping.

Yours faithfully,


CS I B Harikrishna
Scrutinizer

Date: 19.11.2014

Place: Chennai



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Resolution – 01 (Ordinary Resolution)

Adoption of Financial Statements for the Year ended 31st March 2014

(i) Voted in favour of the resolution:

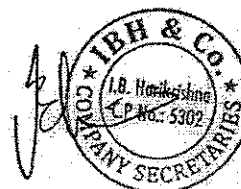
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	553,721.00	98.25

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	9,868.00	1.75

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	3,000





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Resolution – 02 (Ordinary Resolution)

Appointment of Director in place of Mr. K.S. Subramanian who retires by rotation and, being eligible, offers himself for re-appointment as an Independent Director of the Company not liable to retire by rotation for a term of three consecutive years

(i) Voted in favour of the resolution:

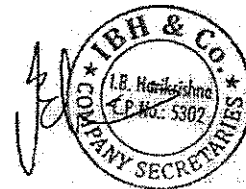
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	560,948.00	99.53

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	2,641.00	0.47

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	3,000





REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)
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Resolution – 03 (Ordinary Resolution)

Appointment of M/s. Ramadoss & Co Chartered Accountants as auditor of the Company

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	561,323.00	99.60

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	2,261.00	0.40

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	3,000





REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)
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Resolution- 04 (Ordinary Resolution)

Appointment of Mr. M. Gajhanathan as an Independent Director of the Company not liable to retire by rotation for a term of three consecutive years

(i) Voted in favour of the resolution:

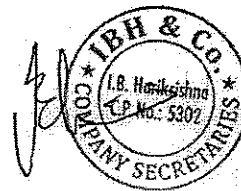
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	560,948.00	99.53

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	2,641.00	0.47

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	3,000





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Resolution – 10 (Ordinary Resolution)

Removal of Mr. Sudarshan Venkatraman who is designated as Chairman and Chief Executive Office

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	5,145,843.00	99.81

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	9,746.00	0.19

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	3,000

