



Scrutinizer Report
M/s. ZYLOG SYSTEMS LIMITED

To
The Chairman of 19th Annual General Meeting
Zylog Systems Limited
155, ThiruvalluvarSalai,
Kumaran Nagar, Sholinganallur,
Chennai – 600119

Respected Sir,

Sub: Passing of Resolutions through Electronic Voting – Reg.

In terms of Clause 35B of the Listing Agreement and provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 (ix) of Companies (Management & Administration) Rules, 2014 (the Rules), I was appointed as Scrutinizer by the Company on 14th August 2014 to the e-voting process for passing the resolutions in items numbers 1 to 9 of the Annual General Meeting Notice dated **14th August, 2014**.

Further, I was informed that the Company had received Special Notices from its members pursuant to Section 115 of the Companies Act, 2013 read with related rules. As it appears from the notice, resolutions were proposed at this annual general meeting (to be convened) of the Company for removing Mr. Sudarshan Venkatraman as Director of the Company and for appointment of Mr. P.Ramarathinamas Independent Director and Mr. Srikanth Gopalan as Whole Time Director of the Company pursuant to the provisions of Companies Act, 2013 read with related rules.



On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on 17.10.2014 the Cut-off date for the purpose of E-Voting, the Company informed completed dispatch of the Notice of E-Voting by Registered post to 14039 Members in physical form on 25th October, 2014.

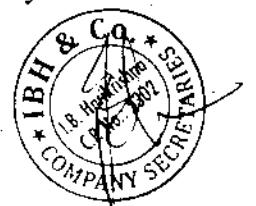
In terms of the aforesaid Notice and the Special Notice received by the Company, E-Voting was open for three days from **09.00 a.m. on Thursday, 06th November, 2014 to till 06.00 p.m. of Saturday 08th November, 2014** and members were required to cast their votes electronically conveying their Assent or Dissent in respect of the Ordinary/Special Resolutions as contained in Annual General Meeting notice dated 14th August, 2014 and the resolutions mentioned in the Special notice on e-Voting platform provided by Central Depository Service (India) Limited (CDSL).

As required in the Rules, I unlocked the E-Voting on the platform provided by CDSL after the completion of E-Voting process in the presence of Mr. K Sridhar & Ms.Smrithi Gunan.

Based on the results made available to me, Members have casted their votes on the E-Voting platform and I have annexed with this Report, the details and analysis of the E-voting Results for each of Twelve items.

Whereas I was further informed that an Interim Injunction to the Company Petition No.372 of 2013 was sought by Mr. Sudarshan Venkatraman for restraining the Company from proceeding with the AGM of the Company. The said matter was heard before the Hon'ble High Court, Madras and the Hon'ble High Court has ordered that the Court deems it fit to permit the AGM to be held on 19.11.2014 to consider item no:1 to 4 & 10 viz:

1. Adoption of Accounts
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
4. Appointment of Mr.M.Gajanathan as an Independent Director of the company



5. Removal of the applicant (Mr.Sudharshan Venkatraman) from the director of the company, in terms of Section 115 of the Companies Act, 2013 read with Cos. (Management & Administration) Rules, 2014

Further the Order stated that Hon'ble Mr.Justice S. Rajeswaran, Former Judge, High Court, Madras will be the Chairman of the meeting to be held on 19.11.2014.

Thus pursuant to the above stated Order passed by the Hon'ble High Court, Madras, am restricting my report on the evoting results only to the item nos. 1 to 4 & 10 of the Notice of AGM and Special Notice as voted by the shareholders in the electronic platform .

Yours Sincerely,

For IBH & Co.,

Company Secretaries



CS I B Harikrishna

Practicing Company Secretary

CP No: 5302

Dated 18.11.2014 at Chennai

ZYLOG SYSTEMS LIMITED 19th ANNUAL GENERAL MEETING E-VOTING RESULTS
FOR ITEM NO. 1,2,3, 4 & 10 PURSUANT TO THE HON'BLE HIGH COURT ORDER DATED 18TH NOVEMBER, 2014
IN COMPANY APPLICATION NO. 1076 OF 2014 IN COMPANY PETITION NO.372 OF 2013

Results for Resolution 1

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

TYPE OF RESOLUTION: Ordinary

	Number of E-Votes	Number of votes contained in E-Votes	Percentage of Total Votes
Total Voted	31	8049926	100%
Assent	16	5983687	74.33%
Dissent	15	2066239	25.67%

2 Shareholders holding 3,06,800 Shares had not casted their vote by E-Voting for the above resolution

Results for Resolution 2

SUBJECT: 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

TYPE OF RESOLUTION: Ordinary

	Number of E-Votes	Number of votes contained in E-Votes	Percentage of Total Votes
Total Voted	32	8241326	100%
Assent	19	6177771	74.96%
Dissent	13	2063555	25.04%

1 Shareholder holding 1,15,400 Shares had not casted their votes by E-Voting for the above resolution



ZYLOG SYSTEMS LIMITED 19th ANNUAL GENERAL MEETING E-VOTING RESULTS
FOR ITEM NO. 1,2,3, 4 & 10 PURSUANT TO THE HON'BLE HIGH COURT ORDER DATED 18TH NOVEMBER, 2014
IN COMPANY APPLICATION NO. 1076 OF 2014 IN COMPANY PETITION NO.372 OF 2013

Results for Resolution 3

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

TYPE OF RESOLUTION: Ordinary

Particulars	Number of E-Votes	Number of votes cast/abstained in E-Votes	Percentage of Total Votes
Total Voted	31	8049926	100%
Assent	19	5999808	74.53%
Dissent	12	2050118	25.46%

2 Shareholders holding 3,06,800 Shares had not casted their vote by E-Voting for the above resolution

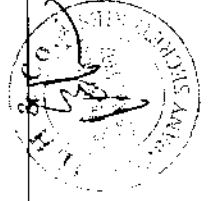
Results for Resolution 4

SUBJECT: 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

TYPE OF RESOLUTION: Ordinary

Particulars	Number of E-Votes	Number of votes cast/abstained in E-Votes	Percentage of Total Votes
Total Voted	32	8241326	100%
Assent	16	5983518	72.60%
Dissent	16	2257808	27.40%

1 Shareholder holding 1,15,400 Shares had not casted their votes by E-Voting for the above resolution



ZYLOG SYSTEMS LIMITED 19th ANNUAL GENERAL MEETING E-VOTING RESULTS
FOR ITEM NO. 1,2,3, 4 & 10 PURSUANT TO THE HON'BLE HIGH COURT ORDER DATED 18TH NOVEMBER, 2014
IN COMPANY APPLICATION NO. 1076 OF 2014 IN COMPANY PETITION NO.372 OF 2013

Results for Resolution 10

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

TYPE OF RESOLUTION: Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total Votes
Total Voted	30	3573326	100%
Assent	28	3559849	99.62%
Dissent	2	13477	0.38%

3 Shareholders holding 47,83,400 Shares had not casted their vote by E-Voting for the above resolution

