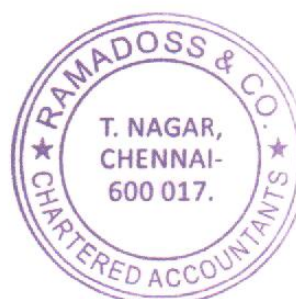


**Limited Review Report****Review Report to the Board of Directors of Zylog Systems Limited**

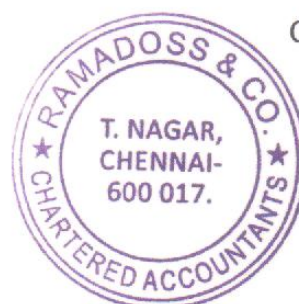
1. We have reviewed the accompanying statement of unaudited Consolidated Financial results of **M/s. Zylog Systems Limited** ("the Company") and its subsidiaries and associates (together the Group) for the quarter ended 31st December 2014, being submitted by the company pursuant to the requirement of clause 41 of the Listing agreement, except for the disclosures regarding 'Public Shareholding', 'Promoter and Promoter Group Share Holding' which have been traced from disclosures made by the management and have not been audited by us. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Engagements to Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and an analytical procedure applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. To the extent stated in paragraph 3(a) and 3(b) stated below We, M/s. Ramadoss & Co. did not review the consolidated financial results of certain component entities that comprise the Group and are included in the accompanying unaudited consolidated financial results.
 - a. We did not review the statement of unaudited financial results of certain subsidiaries, whose unaudited quarterly financial results reflect total revenue of Rs. 2,114.45 lakhs for the quarter ended 31st December 2014. These unaudited financial results and other financial information for the subsidiaries have been reviewed by the other auditors whose reports have been furnished to us, and our opinion on the quarterly financial results based solely on the reports of the other auditors.
 - b. The enclosed financial statement does not include one of the subsidiaries, Zylog (Canada) since we have been informed that they have not received the accounts from them and hence necessary adjustments have been made in the accounts.





- c. The comments/qualifications in the Auditors report for the year ended 31st March 2014 has not been partly rectified or satisfied to us till date by the company.
 - d. Advances include Rs. 188 lakhs receivable from Mr. Sudarshan Venkatraman, Ex-Director and Chairman of the Company.
 - e. The company has provided for Rs. 34,795.95 Lakhs as doubtful debts, being debts over a period of one year.
4. Based on our review conducted as above and on the consideration of reports of other auditors on the unaudited separate quarterly financial results and on the other financial information of the components, nothing has come to our attention that cause us to believe that the accompanying statement of unaudited consolidated financial results prepared in accordance with recognition and measurement principles laid down in Accounting Standard 25 Interim Financial reporting notified pursuant to the Companies (Accounting Standards) Rules, 2006, (as amended) and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

Chennai – 600 017
Date: 12th Feb, 2015



For Ramadoss & Co
Chartered Accountants
FR No.002879S

K Ramadoss

Partner
K. Ramadoss
M No: 019176