



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

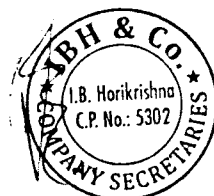
Meeting : 19th Annual General Meeting of the Members of
Adjourned Meeting

Date and Time : Wednesday 17th December, 2014 at 11.00 A.M at
155, Thiruvalluvar Salai, Kumaran Nagar, Sholinganallur,
Chennai 600119

Dear Sir,

I, I B Harikrishna, Practising Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the resolution(s) No 5 to 9 as mentioned in the Notice of AGM dated 14th August 2014, at the adjourned annual general meeting of the members of M/s. Zylog Systems Limited (Company), held on Wednesday 17th December, 2014 at 155, Thiruvalluvar Salai, Kumaran Nagar, Sholinganallur, Chennai 600119, 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. I did not find any poll papers invalid
4. The result of the Poll is Annexed Resolution wise.



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,

For IBH & Co

Company Secretaries


CS I B Harikrishna
Company Secretary
Scrutinizer



Date: 17.12.2014

Place: Chennai

Resolution – 05 (Special Resolution)

Resolution under Section 180(1) (C) of the Companies Act 2013 for borrowing limits of the company

(i) Voted in favour of the resolution:

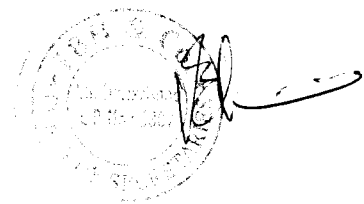
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	15,92,360	100%

(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
Nil	Nil	Nil

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



Resolution – 06 (Special Resolution)

Resolution under Section 180(1) (a) of the Companies Act 2013 for Creation of Charge and Mortgage

(i) Voted in favour of the resolution:

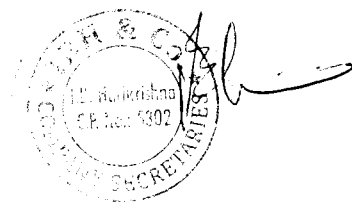
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	15,92,360	100%

(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
Nil	Nil	Nil

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



Resolution – 07 (Ordinary Resolution)

Resolution under section 61(1)(a) and other applicable provisions of the Companies Act, 2013 for Increase in authorized Share Capital of the Company

(i) Voted in favour of the resolution:

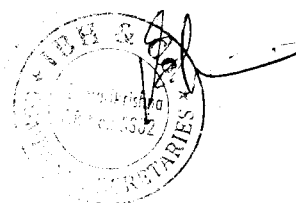
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	15,92,360	100%

(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
Nil	Nil	Nil

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



Resolution – 08 (Special Resolution)

Amendment in Clause V of the Memorandum of Association of the Company pursuant to section 13 read with section 61 and other applicable provision of the Companies Act, 2013

(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
23	15,92,360	100%

(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
Nil	Nil	Nil

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



A handwritten signature in black ink is written over a circular official stamp. The stamp contains the text "SECRETARIES" at the bottom and "CP No. 5399" in the center. The signature is written in a cursive style.

Resolution – 09 (Special Resolution)

Further Issue of Securities pursuant to section 62(1) (c) and section 42 and all other applicable provision of the Companies Act, 2013

(i) Voted in favour of the resolution:

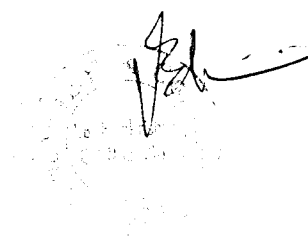
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	15,92,360	100%

(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
Nil	Nil	Nil

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

A handwritten signature in black ink is written over a circular, faint stamp. The signature appears to be 'V. K. ...'.