

CONSOLIDATED RESULTS OF E-VOTING & POLL AT AGM OF ZYLOG SYSTEMS LIMITED HELD ON ADJOURNED AGM ON 17TH DECEMBER, 2014

Item No.5- Special Resolution: Resolution passed under Section 180(1) (C) of the Companies Act 2013 for borrowing limits of the company

Particulars	Number of		Total	Number of Votes contained in			Percentage
	Polling Papers	E- Voting		Polling papers	E-Votes	Total	
Assent	23	17	40	1592360	5997124	7589484	78.71
Dissent	Nil	14	14	Nil	2052802	2052802	21.29
Total	23	31	54	1592360	8049926	9642286	100.00

Accordingly, out of the 9642286 E-Votes and Ballot Forms polled; 7589484 **Votes** were cast Assenting to the Special Resolution constituting 78.71% of the votes polled; 2052802 votes were cast DISSENTING to the Special Resolution constituting 21.29 % of the votes polled on the Special Resolution.

Thus, the Special resolution as contained in item No.5 is passed with requisite majority.

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Item No.6- Special Resolution: Resolution passed under Section 180(1) (a) of the Companies Act 2013 for Creation of Charge and Mortgage

Particulars	Number of		Total	Number of Votes contained in			Percentage
	Polling Papers	E- Voting		Polling papers	E-Votes	Total	
Assent	23	16	39	1592360	5997114	7589474	78.71
Dissent	Nil	14	14	Nil	2052802	2052802	21.29
Total	23	30	53	1592360	8049916	9642276	100.00

Accordingly, out of the 9642276 E-Votes and Ballot Forms polled; 7589474 **Votes** were cast Assenting to the Special Resolution constituting 78.71% of the votes polled; 2052802 votes were cast DISSENTING to the Special Resolution constituting 21.29 % of the votes polled on the Special Resolution.

Thus, the Special resolution as contained in item No.6 is passed with requisite majority.

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Item No.7- Ordinary Resolution: Resolution passed under section 61(1) (a) and other applicable provisions of the Companies Act, 2013 for Increase in authorized Share Capital of the Company

Particulars	Number of		Total	Number of Votes contained in			Percentage
	Polling Papers	E- Voting		Polling papers	E-Votes	Total	
Assent	23	16	39	1592360	5984177	7576537	78.58
Dissent	Nil	14	14	Nil	2065739	2065739	21.42
Total	23	30	53	1592360	8049916	9642276	100.00

Accordingly, out of the 9642276 E-Votes and Ballot Forms polled; 7576537 **Votes** were cast Assenting to the Ordinary Resolution constituting 78.58% of the votes polled; 2065739 votes were cast DISSENTING to the Ordinary Resolution constituting 21.42 % of the votes polled on the ordinary Resolution.

Thus, the Ordinary resolution as contained in item No.7 is passed with requisite majority.

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Item No.8-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

Particulars	Number of		Total	Number of Votes contained in			Percentage
	Polling Papers	E- Voting		Polling papers	E-Votes	Total	
Assent	23	18	41	1592360	5986371	7578731	78.60
Dissent	Nil	13	13	Nil	2063555	2063555	21.40
Total	23	31	54	1592360	8049926	9642286	100.00

Accordingly, out of the 9642286 E-Votes and Ballot Forms polled; 7578731 **Votes** were cast Assenting to the Special Resolution constituting 78.60% of the votes polled; 2063555 votes were cast DISSENTING to the Special Resolution constituting 21.40 % of the votes polled on the Special Resolution.

Thus, the Special resolution as contained in item No.8 is passed with requisite majority.

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Item No.9-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

Particulars	Number of		Total	Number of Votes contained in			Percentage
	Polling Papers	E- Voting		Polling papers	E-Votes	Total	
Assent	23	16	39	1592360	5984177	7576537	78.58
Dissent	Nil	14	14	Nil	2065739	2065739	21.42
Total	23	30	53	1592360	8049916	9642276	100.00

Accordingly, out of the 9642276 E-Votes and Ballot Forms polled; 7576537 **Votes** were cast Assenting to the Special Resolution constituting 78.58% of the votes polled; 2065739 votes were cast DISSENTING to the Special Resolution constituting 21.42 % of the votes polled on the Special Resolution.

Thus, the Special resolution as contained in item No.9 is passed with requisite majority.