



**Auditor's Report On Quarterly Consolidated Financial Results and Consolidated Year to
Date Results of the Company Pursuant to the Clause 41 of the Listing Agreement**

To

**The Board of Directors,
ZYLOG SYSTEMS LIMITED**

We have consolidated financial results of **ZYLOG SYSTEMS LIMITED** for the quarter ended 31st March 2015 and the consolidated year to date results for the period 1st April 2014 to 31st March 2015, attached herewith, being submitted by the company pursuant to the requirement of clause 41 of the Listing Agreement except for the disclosures regarding 'Public Shareholding' and Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. These consolidated quarterly financial results as well as the consolidated year to date financial results have been prepared by Zylog Systems Limited and are the responsibility of the company's management. Our responsibility is to express an opinion on these consolidated financial results based on our audit of such consolidated financial statements, which have been prepared in accordance with the accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

We did not audit the financial statements of one subsidiary (M/s. Zylog Systems Asia Pacific Pte Ltd) and two subsidiaries (Zylog BV Ltd & Zylog Systems (Europe) Limited) whose financial statements furnished by the management have been included in the consolidated quarterly financial results and consolidated year to date results, whose consolidated financial statements reflect total revenue of Rs. 9,454.76 lakhs for the year ended 31st March 2015 and in our opinion on the quarterly financial results and the year to date results, to the extent they have been derived from such financial statements.

Company is yet to deposit unpaid dividend Rs.14,20,40,520/-(including promoters).





IN our opinion and to the best of our information and according to the explanations given to us these Consolidated quarterly financial results as well as the consolidated year to date results:

- (i) include the quarterly financial results and year to date of the following entities (list of subsidiaries included in consolidation):
 - 1. Zylog Systems (India) Limited
 - 2. Algorithm Solution Private Limited
 - 3. Vishwa Vikas Services Limited
 - 4. Zylog Systems (Europe) Limited
 - 5. Zylog Systems BV Limited
 - 6. Zylog Systems Asia Pacific Pte Ltd.
- (ii) have been presented in accordance with the requirements of clause 41 of the Listing Agreement In this regard; and
- (iii) give a true and fair view of the consolidated net profit/loss and other financial information for the quarter ended 31st March 2015 as well as the consolidated year to date results for the period from 1st April 2014 to 31st March 2015.

Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the consolidated number of shares as well as percentage of shareholdings in respect of aggregate amount of consolidated public shareholdings, as furnished by the company in terms of clause 35 of the Listing Agreement and found the same to be correct.

Chennai – 600 017
Date: 29th May, 2015

For Ramadoss & Co.
Chartered Accountants
Firm Regn No 002879S

K Ramadoss

K. Ramadoss
Partner
Membership No.019176

