

Date :08.04.2016

To

Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001.

National Stock Exchange of India Limited,  
Exchange Plaza,  
Bandra Kurla Complex, Bandra (E),  
Mumbai 400 051.

Dear Sirs,

Sub: Outcome of the 20<sup>th</sup> Annual General Meeting

We wish to inform you that the 20<sup>th</sup> Annual General Meeting of the shareholders of our Company was held on 14<sup>th</sup> November, 2015 at Narada Gana Sabha (Mini Hall), No 314, Old No. 254, T T K Road, Alwarpet, Chennai 600 018.

The members of the Company approved the following business items as included in the Notice of the said AGM. The business items of the AGM were conducted through remote E-voting pursuant to section 108 of the Companies Act, 2013('ACT') Read with Rule 20 of Companies (Management and Administration) Rules, 2014. The company had also conducted poll at the venue of the AGM for the members who attended the AGM and had not casted their votes through remote E-voting. All the resolutions contained in the notice of the AGM were approved with requisite majority of members and accordingly all the resolutions are declared to be passed at the AGM held on 14<sup>th</sup> November, 2015.

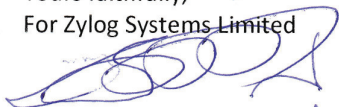
1. Adopted the financial statements along with the Audited Balance Sheet as at 31<sup>st</sup> March 2015 & the Profit & Loss Account for the year ended 31<sup>st</sup> March 2015.
2. Ratified the appointment of M/s. Ramadoss & Co, Chennai, as the Statutory Auditors of the Company for a period of one year.
3. Removed Mr. Ramanujam Sesharathnam who was designated as Managing Director and Chief Operating Officer of the company from the office of the Director of the Company.

A copy of the scrutinizers' report for the e-voting process and voting by poll at the Annual General Meeting held on 14<sup>th</sup> November 2015 is attached herewith.

This information may please be taken on record.

Thanking You.

Yours faithfully,  
For Zylog Systems Limited



Authorised Signatory



## CONSOLIDATED SCRUTINIZER'S REPORT

To  
Hon'ble Mr. Justice S. Rajeswaran  
Chairman of the Meeting  
**ZYLOG SYSTEMS LIMITED**  
No. 155, Thiruvalluvar Salai, Kumaran Nagar,  
Sholinganallur, Chennai – 600119

Dear Sir,

**SUB: SCRUTINIZER'S REPORT FOR 20<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF ZYLOG SYSTEMS LIMITED HELD ON SATURDAY, 14<sup>TH</sup> NOVEMBER, 2015 AT 10.35 A.M. AT MINI HALL, NARADA GANA SABHA, NO. 314, OLD NO. 254, TTK ROAD, CHENNAI – 600018.**

I, I B Harikrishna, Proprietor of IBH & Co, Practicing Company Secretaries, was appointed as Scrutinizer of **M/s. ZYLOG SYSTEMS LIMITED** for the purpose of scrutinizing the e-voting process and voting by poll pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('Rules') and in accordance with the Listing Agreement, in respect of resolutions mentioned in the Notice dated October 20, 2015 at Annual General Meeting ("AGM") of the Company held on November 14, 2015.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means i.e. by remote e-voting and voting by poll (Insta Poll) at the AGM for the resolutions contained in the Notice of the 20th AGM of the Equity Shareholders of the Company.

My responsibility as scrutinizer is restricted to ensure conduct of e-voting and poll in fair and transparent manner and to make a Scrutinizer's Report of the votes cast 'For' or 'Against' the resolutions stated in the Notice.

Report on Scrutiny:

1. Based on the information furnished by the Company, the company has completed the dispatch of Notice of 20th Annual General Meeting "Notice" setting out the business to be transacted thereat together with Annual Reports to its Members by email / post / courier alongwith details of the User Id and Passwords of e-voting process."
2. The Company has entered into an arrangement with Central Depository Services Limited ("CSDL"), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means to all the members who were eligible to take part in the remote e-voting at the following link ([https:// www.evotingindia.com](https://www.evotingindia.com)).





3. The Shareholders holding shares as on the "cut off" date being 06<sup>th</sup> November, 2015 were entitled to vote on the proposed resolution.
4. As prescribed under the Rules, the e-voting period remained open from 11<sup>th</sup> November 2015 (12.00 PM) to 13<sup>th</sup> November 2015 (5.00 PM).
5. At the end of remote e-voting period on November 13, 2015 at 5:00 PM, voting portal of CDSL was blocked forthwith and votes were unblocked on 14.07.2015 around 02:00 PM, in the presence of two witnesses, Mr. K Sridhar and Mr. Dilip Misser, who are not in the employment of the Company.
6. Further, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", in electronic voting platform were downloaded from the e-voting website of CDSL (<https://www.evotingindia.com/>) for the purpose of my report after due verification of votes casted by the shareholders.
7. After demand of the poll by the Chairman of the AGM at the AGM, a poll box was kept for polling were locked in my presence with due identification marks placed by me. The keys of the poll boxes were handed over to the Chairman of the AGM after locking them.
8. After completion of the poll at the AGM, 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.
9. The voting ballot papers for the poll conducted at the AGM and remote e-voting records were reconciled with the records maintained by M/s. Cameo Corporate Services Ltd, the Registrar and Transfer Agent (RTA) of the Company, and the authorizations/ proxies lodged with the RTA/Company.
10. I found 5 (five) poll papers which were defective and invalid.
11. The result of the Poll is as under.

**CONSOLIDATED REPORT ON RESULT OF VOTING THROUGH ELECTRONIC MEANS AND VOTING BY POLL IS AS UNDER:**

**RESOLUTION - 01 (ORDINARY RESOLUTION)**

To receive, consider and adopt the Financial Statement along with the audited Balance Sheet at 31st March 2015, the Profit And Loss Account for the year ended on that date and the Report of the Board of Directors and the Auditors thereon.





Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	24	26	4	3	5	0
Number of Votes Cast by Members	58,67,194	21,26,524	560	2,37,437	2,053	0
% of total number of valid votes cast	99.96	89.96	0.01	10.04	0.03	0

**CONSOLIDATED RESULT ON VOTING OF ITEM NO: 1:**

Percentage of Votes in Favour - 97.08%  
Percentage of Votes Against - 2.89%

**RESOLUTION - 02 (ORDINARY RESOLUTION)**

**“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act 2013, read with Companies (Audit And Auditors) Rules 2014 the appointment of M/s. Ramadoss & Co Chartered Accountants, Chennai (Firm Registration No. 02879S) as the Statutory Auditors of the Company vide Approval of the Shareholders of the Company at the Annual General Meeting of the Company held on 19th November 2014 for a period of 5 Years be and is hereby ratified to hold Office from the conclusion of this Annual General Meeting till the conclusion of Next Annual General Meeting for a period of 1 Year and their appointment be at a remuneration to be decided by the Board of Directors of the Company in consultation with the Auditors plus applicable service tax and re-imbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”**

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of	24	27	4	2	5	0



Members voted (in person or by proxy)						
Number of Votes Cast by Members	58,67,194	21,39,961	560	2,24,000	2,053	0
% of total number of valid votes cast	99.96	90.52	0.01	9.48	0.03	0

**CONSOLIDATED RESULT ON VOTING OF ITEM NO: 2:**

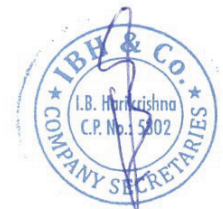
Percentage of Votes in Favour - 97.25%  
Percentage of Votes Against - 2.73%

**RESOLUTION - 03 (ORDINARY RESOLUTION)**

**“RESOLVED THAT pursuant to Section 169 of the Companies Act, 2013 read with Cos (Appt. and Qualification of Directors) Rule, 2014, Mr. Ramanujam Sesharathnam who is designated as Managing Director and Chief Operating Officer of the Company be and is hereby removed from the office of Director of the Company and the same shall not be filled”.**

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	17	10	11	17	5	0
Number of Votes Cast by Members	57,29,401	11,231	1,38,353	23,06,693	2,053	0
% of total number of valid votes cast	97.61	0.48	2.36	99.52	0.03	0

# 2 Shareholder abstained from voting holding 46,037 shares.





**CONSOLIDATED RESULT ON VOTING OF ITEM NO: 3:**

Percentage of Votes in Favour - 70.11 %  
Percentage of Votes Against - 29.86%

12. It is to be noted that the 'shareholders abstained from voting on specific resolutions under remote e-voting were not considered.
13. Based on the voting reported in the above tables, all resolutions are passed with requisite majority. We request the Chairman of the 20<sup>th</sup> AGM to announce the results accordingly.
14. Soft copy of the list of equity shareholders who voted 'FOR', "AGAINST" for each resolution has been emailed to the Company.
15. The electronic data and all other relevant records relating to the e-voting including the poll papers is under my safe custody and will be handed over to the Company secretary of the Company for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours Sincerely,

**For IBH & Co.,  
Company Secretaries**



**CS I B Harikrishna**  
**Practicing Company Secretary**  
**FCS No: 5829**  
**CP No: 5302**

Dated 14.11.2015 at Chennai