

**Statement of Consolidated Unaudited Results for the Quarter ended Jun 30, 2012**

| Sl No. | Particulars                                                                                                    | Quarter Ended    |                   |                  | Year Ended        |
|--------|----------------------------------------------------------------------------------------------------------------|------------------|-------------------|------------------|-------------------|
|        |                                                                                                                | June 30,<br>2012 | March 31,<br>2012 | June 30,<br>2011 | March 31,<br>2012 |
|        |                                                                                                                | (Unaudited)      | (Audited)         | (Unaudited)      | (Audited)         |
| 1      | <b>Income from operations</b>                                                                                  |                  |                   |                  |                   |
|        | (a) Net sales/income from operations                                                                           | 63,872.33        | 67,609.49         | 51,360.16        | 227,285.49        |
|        | (b) Other operating income                                                                                     | -                | -                 | -                | -                 |
|        | <b>Total income from operations (net)</b>                                                                      | <b>63,872.33</b> | <b>67,609.49</b>  | <b>51,360.16</b> | <b>227,285.49</b> |
| 2      | <b>Expenses</b>                                                                                                |                  |                   |                  |                   |
|        | (a) Employee benefits expense                                                                                  | 44,995.18        | 45,940.80         | 34,337.99        | 155,144.84        |
|        | (b) Other expenses                                                                                             | 8,933.86         | 6,905.83          | 8,306.10         | 30,369.28         |
|        | (c) Depreciation and amortisation expense                                                                      | 2,491.81         | 2,184.13          | 1,433.85         | 6,769.68          |
|        | <b>Total expenses</b>                                                                                          | <b>56,420.85</b> | <b>55,030.75</b>  | <b>44,077.94</b> | <b>192,283.80</b> |
| 3      | <b>Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)</b>          | <b>7,451.48</b>  | <b>12,578.74</b>  | <b>7,282.22</b>  | <b>35,001.69</b>  |
| 4      | Other income                                                                                                   | 1,447.14         | (2,587.70)        | 1,043.16         | 1,406.19          |
| 5      | <b>Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 + 4)</b>             | <b>8,898.62</b>  | <b>9,991.04</b>   | <b>8,325.38</b>  | <b>36,407.88</b>  |
| 6      | Finance costs                                                                                                  | 1,604.89         | 1,551.32          | 1,036.76         | 4,523.86          |
| 7      | <b>Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)</b>       | <b>7,293.73</b>  | <b>8,439.72</b>   | <b>7,288.63</b>  | <b>31,884.02</b>  |
| 8      | Exceptional items                                                                                              | (307.98)         | 56.41             | 1.12             | 56.41             |
| 9      | <b>Profit / (Loss) from ordinary activities before tax (7 - 8)</b>                                             | <b>7,601.71</b>  | <b>8,383.31</b>   | <b>7,287.51</b>  | <b>31,827.61</b>  |
| 10     | Tax expense                                                                                                    | 2,008.31         | 2,719.41          | 2,790.28         | 11,290.88         |
| 11     | <b>Net Profit / (Loss) from ordinary activities after tax (9 - 10)</b>                                         | <b>5,593.40</b>  | <b>5,663.90</b>   | <b>4,497.23</b>  | <b>20,536.73</b>  |
| 12     | Extraordinary items (net of tax expense)                                                                       | -                | -                 | -                | -                 |
| 13     | <b>Net Profit / (Loss) for the period (11 - 12)</b>                                                            | <b>5,593.40</b>  | <b>5,663.90</b>   | <b>4,497.23</b>  | <b>20,536.73</b>  |
| 14     | Share of profit / (loss) of associates                                                                         | -                | (79.69)           | -                | (96.83)           |
| 15     | <b>Net Profit / (Loss) after taxes, minority interest and share of profit / (loss) of associates (13 + 14)</b> | <b>5,593.40</b>  | <b>5,584.21</b>   | <b>4,497.23</b>  | <b>20,439.90</b>  |
| 16     | Paid-up equity share capital<br>(Face Value of Rs. 5/- each)                                                   | 1,644.64         | 1,644.64          | 1,644.64         | 1,644.64          |
| 17     | Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year                        | 95,520.15        | 89,255.65         | 73,471.42        | 89,255.65         |
| 18.i   | <b>Earnings per share (before extraordinary items) (of Rs. 5/- each) (not annualised):</b>                     |                  |                   |                  |                   |
|        | (a) Basic                                                                                                      | 17.00            | 16.98             | 13.67            | 62.14             |
|        | (b) Diluted                                                                                                    | 17.00            | 16.98             | 13.67            | 62.14             |
| 18.ii  | <b>Earnings per share (after extraordinary items) (of Rs. 5/- each) (not annualised):</b>                      |                  |                   |                  |                   |
|        | (a) Basic                                                                                                      | 17.00            | 16.98             | 13.67            | 62.14             |
|        | (b) Diluted                                                                                                    | 17.00            | 16.98             | 13.67            | 62.14             |

| Select Information for the Quarter ended June 30, 2012 |                                                                                            |               |              |              |              |
|--------------------------------------------------------|--------------------------------------------------------------------------------------------|---------------|--------------|--------------|--------------|
| Sl No                                                  | Particulars                                                                                | Quarter Ended |              | Year Ended   |              |
|                                                        |                                                                                            | Jun 30, 2012  | Mar 31, 2012 | Jun 30, 2011 | Mar 31, 2012 |
| <b>A</b>                                               | <b>PARTICULARS OF SHAREHOLDING</b>                                                         |               |              |              |              |
| 1                                                      | Public shareholding:                                                                       |               |              |              |              |
|                                                        | Number of shares                                                                           | 9613786       | 9616386      | 10413873     | 9616386      |
|                                                        | Percentage of shareholding                                                                 | 59.52%        | 58.47%       | 63.32%       | 58.47%       |
| 2                                                      | Promoters and Promoter Group Shareholding                                                  |               |              |              |              |
|                                                        | a) Pledged / Encumbered                                                                    |               |              |              |              |
|                                                        | Number of shares                                                                           | 3615107       | 3615107      | 2225788      | 3615107      |
|                                                        | Percentage of shares (as a % of the total shareholding of promoter and promoter group)     | 52.91%        | 52.93%       | 36.90%       | 52.93%       |
|                                                        | Percentage of shares (as a % of the total share capital of the company)                    | 21.98%        | 21.98%       | 13.53%       | 21.98%       |
|                                                        | b) Non - encumbered                                                                        |               |              |              |              |
|                                                        | Number of shares                                                                           | 3217527       | 3214927      | 3806759      | 3214927      |
|                                                        | Percentage of shares (as a % of the total shareholding of the Promoter and Promoter group) | 47.09%        | 47.07%       | 63.10%       | 47.07%       |
|                                                        | Percentage of shares (as a % of the total share capital of the company)                    | 19.56%        | 19.55%       | 23.15%       | 19.55%       |

| B | Particulars                                    | Quarter Ended Jun 30, 2012 |
|---|------------------------------------------------|----------------------------|
|   | INVESTORCOMPLAINTS                             |                            |
|   | Pending at the beginning of the quarter        | NIL                        |
|   | Received during the quarter                    | NIL                        |
|   | Disposed of during the quarter                 | NIL                        |
|   | Remaining unresolved at the end of the quarter | NIL                        |

**Notes:**

- The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its Meeting held on Aug 13, 2012
- Tax expenses comprise current tax and deferred tax.
- The company has split the par value of equity shares from Rs.10 to Rs.5/- as sanctioned by the resolution of share holder at Extra ordinary general meeting held on June 20, 2012 consequently the earnings per share is computed on the basis of Rs. 5/- per share and the earnings per share for the previous year has been reinstated.
- The company is engaged primarily in the business of Export of Software and IT related services and hence there is no separate reportable segment as per Accounting Standard (AS17: Segment reporting)
- Prior period figures are regrouped / reclassified, to confirm to the current period classification.

*₹ in lakhs*

| 6 | Statement of Standalone Financials | Quarter Ended |              | Year Ended   |              |
|---|------------------------------------|---------------|--------------|--------------|--------------|
|   |                                    | Jun 30, 2012  | Mar 31, 2012 | Jun 30, 2011 | Mar 31, 2012 |
|   | Income (Net Sales)                 | 36,510.44     | 39,518.75    | 25,448.03    | 1,21,876.16  |
|   | Profit before tax                  | 6,482.72      | 6,711.34     | 6,626.89     | 27,456.55    |
|   | Profit after tax                   | 4,858.97      | 4,439.14     | 4,119.08     | 17,388.62    |

- Investors desirous of viewing the standalone financials results can access the Company's website ([www.zsl.com](http://www.zsl.com)) or the websites of BSE ([www.bseindia.com](http://www.bseindia.com)) or NSE ([www.nse-india.com](http://www.nse-india.com))

For Zylog Systems Limited



Chairman &amp; CEO

 Place: Chennai  
 Date : Aug 13, 2012