

12th August, 2016

To The Secretary Bombay Stock Exchange Limited Phiroze Jee Jee Bhoy Towers Dalal Street, Mumbai 400 001	To The Manager, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051
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Sir,

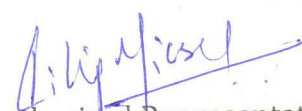
SUB: OUTCOME OF BOARD MEETING

This is to inform that the Meeting of the Board of Directors of the Company has held on Friday, at 2.30 PM, August 12, 2016 at the Registered Office of the Company.

1. Approved the Un-Audited Standalone and Consolidated Financials for the quarter ended 30th June 2016.
2. Accepted the Resignation of Mr. M Gajanathan, as Director of the Company with effect from 12.08.2016, due to his health issues as stated in resignation letter.
3. Approved to Seek approval from the Official Liquidator for
 - a. Induction of Women Director
 - b. Conducting the Annual General Meeting for the Company on or before 30th September, 2016

Request you to kindly take the above information on records.

Yours faithfully,
For **Zylog Systems Limited**


Authorised Representative
(Dilip R Misser)

Rs. In Lakhs

Statement of Standalone Unaudited Financials Results for the Quarter Ended 30th June 2016					
Sl No.	Particulars	Quarter Ended			Year Ended
		June 30,2016 (Unaudited)	March 31,2016 (Audited)	June 30,2015 (Unaudited)	March 31,2016 (Audited)
1	Income from operations				
	(a) Net sales/income from operations	2,658.94	3,598.25	3,195.35	13,940.84
	(b) Other operating income	-			
	Total income from operations (net)	2,658.94	3,598.25	3,195.35	13,940.84
2	Expenses				
	(a) Employee benefits expense	2,085.51	2,376.01	2,403.19	9,646.28
	(b) Other expenses	709.24	6,369.49	542.96	8,291.50
	(c) Depreciation and amortisation expense+	207.68	197.40	2,800.45	948.64
	Total expenses	3,002.43	8,942.90	5,746.59	18,886.43
3	Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	(343.49)	(5,344.65)	(2,551.24)	(4,945.58)
4	Other income	0.18	63.56	54.95	272.05
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 + 4)	(343.31)	(5,281.09)	(2,496.29)	(4,673.53)
6	Finance costs	3.78	20.90	19.59	49.83
7	Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)	(347.08)	(5,301.99)	(2,515.89)	(4,723.36)
8	Exceptional items	2.36	4,279.10	5,610.80	12,076.23
9	Profit / (Loss) from ordinary activities before tax (7 - 8)	(349.44)	(9,581.09)	(8,126.69)	(16,799.60)
10	Tax expense	45.08	423.58	(1,769.82)	(1,455.38)
11	Net Profit / (Loss) from ordinary activities after tax (9 - 10)	(394.53)	(10,004.67)	(6,356.87)	(15,344.22)
12	Extraordinary items				
13	Net Profit / (Loss) for the period (11 - 12)	(394.53)	(10,004.67)	(6,356.87)	(15,344.22)
14	Share of profit / (loss) of associates				
15	Net Profit / (Loss) after taxes and share of profit / (loss) of associates (13 + 14)	(394.53)	(10,004.67)	(6,356.87)	(15,344.22)
16	Paid-up equity share capital (Face Value of the Share shall be indicated)	2,949.64	2,949.64	2,949.64	2,949.64
17	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	(88,786.42)	(88,391.90)	(20,849.22)	(88,391.90)
18.i	Earnings per share (before extraordinary items) (of Rs. 5/- each) (not annualised):				
	(a) Basic	(0.67)	(16.96)	(10.78)	(26.01)
	(b) Diluted	(0.67)	(16.96)	(10.78)	(26.01)
18.ii	Earnings per share (after extraordinary items) (of Rs. 5/- each) (not annualised):				
	(a) Basic	(0.67)	(16.96)	(10.78)	(26.01)
	(b) Diluted	(0.67)	(16.96)	(10.78)	(26.01)

Notes :

- The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its Meeting held on 12-Aug-16.
- The company has not made provisions for interest for all the borrowings since the company could not obtain the confirmation of balance from the lenders.
- Other Expenses includes Rs. 2.49 Crores being on account of translation/conversion loss due to the foreign exchange fluctuation of subsidiaries/branch operations.
- The Company has unpaid Statutory dues pertaining to the period the company was under the erstwhile management. Presently the company has commenced the payment of current statutory dues in a phased manner.
- Previous period figures are regrouped / reclassified, to confirm to the current period classification.

For Zylog Systems Limited



Hon'ble Justice Mr. S. Rajeswaran (Retd)

Place : Chennai

PART II					
Statement of Standalone Unaudited Financials Results for the Quarter Ended 30th June 2016					
Sl No.	Particulars	Quarter Ended			Year Ended
		June 30,2016 (Unaudited)	March 31,2016 (Audited)	June 30,2015 (Unaudited)	March 31,2016 (Audited)
A	PARTICULARS OF SHAREHOLDING				
1	Public shareholding:				
	Number of shares	57,335,995	57,335,995	57,335,995	57,335,995
	Percentage of shareholding	97.19	97.19	97.19	97.19
2	Promoters and Promoter Group Shareholding				
	a) Pledged / Encumbered	1,356,737	1,356,737	1,356,737	1,356,737
	Number of shares	1,656,885	1,656,885	1,656,885	1,656,885
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	81.88	81.88	81.88	81.88
	Percentage of shares (as a % of the total share capital of the company)	2.81	2.81	2.81	2.81
	b) Non - encumbered				
	Number of shares	300,148	300,148	300,148	300,148
	Percentage of shares (as a % of the total shareholding of the Promoter and Promoter group)	18.12	18.12	18.12	18.12
	Percentage of shares (as a % of the total share capital of the company)	0.51	0.51	0.51	0.51

B	Particulars	30th June 2016
	INVESTOR COMPLAINTS	
	Pending at the beginning of the quarter	42
	Received during the quarter	1
	Disposed of during the quarter	1
	Remaining unresolved at the end of the quarter	42

For Zylog Systems Limited



Hon'ble Justice Mr. S. Rajeswara
Administrator

Place : Chennai
Date : 12-Aug-16

Rs. in Lakhs except per share data

Statement of Consolidated Financial Results for the Quarter and 3 months ended Jun 30, 2016					
Sl No.	Particulars	Quarter Ended		Year Ended	
		Jun 30, 2016	Mar 31, 2016	Jun 30, 2015	Mar 31, 2016
		(Unaudited)	(Audited)	(Unaudited)	(Audited)
1	Income from operations				
	(a) Net sales/income from operations	4,668.84	6,013.61	5,562.24	22,880.02
	(b) Other operating income	0.00	0.00	0.00	0.00
	Total income from operations (net)	4,668.84	6,013.61	5,562.24	22,880.02
2	Expenses				
	(a) Employee benefits expense	3,836.14	4,121.45	4,452.77	16,657.41
	(b) Other expenses	998.19	3,431.16	733.45	6,270.16
	(c) Depreciation and amortisation expense	265.39	159.58	3,117.25	1,655.73
	Total expenses	5,099.72	7,712.19	8,303.47	24,583.30
3	Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	-430.88	-1,698.58	-2,741.23	-1,703.28
4	Other income	7.09	-465.75	160.13	301.39
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 + 4)	-423.79	-2,164.33	-2,581.10	-1,401.89
6	Finance costs	3.78	20.90	19.60	49.83
7	Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)	-427.57	-2,185.23	-2,600.70	-1,451.72
8	Exceptional items	-9.89	-3,301.53	5,956.17	20,660.84
9	Profit / (Loss) from ordinary activities before tax (7 - 8)	-417.68	1,116.30	-8,556.87	-22,112.56
10	Tax expense	57.73	448.72	-1,858.58	-2,608.04
11	Net Profit / (Loss) from ordinary activities after tax (9 - 10)	-475.41	667.58	-6,698.29	-19,504.52
12	Extraordinary items (net of tax expense)	0.00	0.00	0.00	0.00
13	Net Profit / (Loss) for the period (11 - 12)	-475.41	667.58	-6,698.29	-19,504.52
14	Share of profit / (loss) of associates	0.00	0.00	0.00	0.00
15	Net Profit / (Loss) after taxes, minority interest and share of profit / (loss) of associates (13 + 14)	-475.41	667.58	-6,698.29	-19,504.52
16	Paid-up equity share capital (Face Value of Rs. 5/- each)	2,949.64	2,949.64	2,949.64	2,949.64
17	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	-98,641.83	-98,240.87	-27,417.86	-98,240.87
18.i	Earnings per share (before extraordinary items) (of Rs. 5/- each) (not annualised):				
	(a) Basic	-0.81	1.13	-11.35	-33.06
	(b) Diluted	-0.81	1.13	-11.35	-33.06
18.ii	Earnings per share (after extraordinary items) (of Rs.5/- each) (not annualised):				
	(a) Basic	-0.81	1.13	-11.35	-33.06
	(b) Diluted	-0.81	1.13	-11.35	-33.06

Notes :

- The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its Meeting held on 12-Aug-16.
- The company has not made provisions for interest for all the borrowings since the company could not obtain the confirmation of balance from the lenders.
- Other Expenses includes Rs. 2.49 Crores being on account of translation/conversion loss due to the foreign exchange fluctuation of subsidiaries/branch operations.
- The Company has unpaid Statutory dues during the period the company was under the erstwhile management. Presently the company has commenced the payment of current statutory dues in a phased manner.
- The Company is engaged primarily in the business of Exports of Software and IT related services and hence there is no separate reportable segment as per Accounting Standard (AS:17 Segment Reporting).
- Previous period figures are regrouped / reclassified, to confirm to the current period classification

For Zylog Systems Limited



 Hon'ble Justice Mr. S. Rajeswaran (Retd.)
 Administrator

 Place : Chennai
 Date : 12-Aug-16

Select Information for the Quarter and 3 months ended Jun 30, 2016					
Sl No	Particulars	Quarter Ended			Year Ended
		Jun 30, 2016	Mar 31, 2016	Jun 30, 2015	Mar 31, 2015
A	PARTICULARS OF SHAREHOLDING				
1	Public shareholding:				
	Number of shares	57,335,955	57,335,955	57,335,955	57,335,955
	Percentage of shareholding	97.19	97.19	97.19	97.19
2	Promoters and Promoter Group Shareholding				
	a) Pledged / Encumbered				
	Number of shares	1,356,737	1,356,737	1,356,737	1,356,737
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	81.88	81.88	81.88	81.88
	Percentage of shares (as a % of the total share capital of the company)	2.30	2.30	2.30	2.30
	b) Non - encumbered				
	Number of shares	300,148	300,148	300,148	300,148
	Percentage of shares (as a % of the total shareholding of the Promoter and Promoter group)	18.11	18.11	18.11	18.11
	Percentage of shares (as a % of the total share capital of the company)	0.51	0.51	0.51	0.51

B	Particulars	30-Jun-16
	INVESTOR COMPLAINTS:	
	Pending at the beginning of the quarter	42
	Received during the quarter	1
	Disposed of during the quarter	1
	Remaining unresolved at the end of the quarter	42

Notes :

- The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its Meeting held on
- The Company is engaged primarily in the business of Exports of Software and IT related services and hence there is no separate reportable segment as per Accounting Standard (AS:17 Segment Reporting).
- The above financial results for the quarter and year ended 30 Jun 2016 under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Previous period figures are regrouped / reclassified, to confirm to the current period classification

5	Statement of Standalone Financials	Quarter Ended			Year Ended
		Jun 30, 2016	Mar 31, 2016	Jun 30, 2015	Mar 31, 2015
	Particulars	Unaudited	Audited	Unaudited	Audited
	Income (Net Sales)	2,658.94	3,598.25	3,195.35	13,940.84
	Profit before tax	(349.44)	(9,581.09)	(8,126.69)	(16,799.60)
	Profit after tax	(394.53)	(10,004.67)	(6,356.87)	(15,344.22)

Place : Chennai
Date : 12-Aug-16

For Zylog Systems Limited

Hon'ble Justice Mr. S. Rajeswaran (Retd.)
Administrator



CHARTERED ACCOUNTANT

T.R. Sarathy

Chartered Accountant

6, Sapthagiri Colony,

Ashok Nagar,

Chennai 600 083.

Ph: 9381735153

Email: sarathy20260@gmail.com

Limited Review Report

Review Report to the Board of Directors of Zylog Systems Limited

1. We have reviewed the accompanying statement of unaudited Consolidated Financial results of M/s. Zylog Systems Limited ("the Company") and its subsidiaries (together the Group) for the quarter ended 30th June 2016, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2016, except for the disclosures regarding 'Public Shareholding', 'Promoter and Promoter Group Share Holding' which have been traced from disclosures made by the management and have not been audited by us. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Engagements to Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and an analytical procedure applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. To the extent stated in paragraph 3(a) stated below. We did not review the consolidated financial results of certain component entities that comprise the Group and are included in the accompanying unaudited consolidated financial results.

We did not review the statement of the unaudited financial results of all subsidiaries and one branch, whose unaudited quarterly financial results reflect to the total revenue of Rs. 42.22 crs for the quarter ended 30th June 2016. These financial statements and other financial information have not been audited by us and we relied upon the financial statements furnished to us and our opinion on the combined financial statements to the extent is based on the Financial Statements given to us.





CHARTERED ACCOUNTANT

T.R. Sarathy

Chartered Accountant

6, Sapthagiri Colony,

Ashok Nagar,

Chennai 600 083.

Ph: 9381735153

Email: sarathy20260@gmail.com

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

Place: Chennai
Date: 12th August 2016


T. R. Sarathy
Chartered Accountant
Membership No. 025982

