



**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|   |   |  |  |
|---|---|--|--|
| 1. Name of the Target Company (TC)  | Zylog Systems Limited   |  |  |
| 2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer  | Acquirer: JM Financial Products Limited<br>PAC: JM Financial Services Private Limited |  |  |
| 3. Whether the acquirer belongs to Promoter/Promoter Group  | No  |  |  |
| 4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed   | BSE Limited<br>National Stock Exchange of India Limited                               |  |  |
| 5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC  | Number  | % w.r.t total share/voting capital wherever applicable (#) | % w.r.t total diluted share/voting capital of the TC (*) (#) |
| <u>Before the acquisition/disposal under consideration, holding of:</u>   |   |  |  |
| a) Shares carrying voting rights  |   |  |  |
| (1) JM Financial Products Limited   | 13,93,619 <sup>a</sup>  | 8.47%  | 8.47%  |
| (2) JM Financial Services Pvt Ltd   | 52,423 <sup>b</sup>   | 0.32%  | 0.32%  |
| b) <del>Voting rights (VR) otherwise than by shares</del>   | -   | -  | -  |
| c) <del>Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)</del> | -   | -  | -  |
| <b>Total (a+b+c)</b>  | <b>14,46,042</b>  | <b>8.79%</b>   | <b>8.79%</b>   |
| <u>Details of acquisition/(sale)</u>  |   |  |  |
| a) Shares carrying voting rights acquired/(sold) <sup>c</sup>   |   |  |  |
| (1) JM Financial Products Limited   | (1,71,874)  | (1.04%)  | (1.04%)  |
| (2) JM Financial Services Pvt Ltd   | (48,903)  | (0.30%)  | (0.30%)  |
| b) <del>VRs acquired /sold otherwise than by shares</del>   |   |  |  |
| c) <del>Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)</del> |   |  |  |
| <b>Total (a+b+c)</b>  | <b>(2,20,777)</b>   | <b>(1.34%)</b>   | <b>(1.34%)</b>   |

10/10



| <u>After the acquisition/sale, holding of :</u>  |  |              |              |
|--|--|--------------|--------------|
| a) Shares carrying voting rights   |  |              |              |
| (1) JM Financial Products Limited  | 12,21,745 <sup>d</sup>   | 7.43%        | 7.43%        |
| (2) JM Financial Services Pvt Ltd  | 3,520 <sup>c</sup>   | 0.02%        | 0.02%        |
| b) <del>VRs otherwise than by shares</del>   | -  | -            | -            |
| c) <del>Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.</del> | -  | -            | -            |
| <b>Total (a+b+c)</b>   | <b>12,25,265</b>   | <b>7.45%</b> | <b>7.45%</b> |
| 6. Mode of acquisition / sale (e.g. open market / off- market / public issue / rights issue / preferential allotment / inter-se transfer etc).   | <b>Off market</b>  |              |              |
| 7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable  | <b>Release of encumbrance on shares resulting in aggregation of more than 2% on January 17, 2012</b> |              |              |
| 8. Equity share capital / total voting capital of the TC before the said acquisition / sale (#)  | <b>1,64,46,420 Equity Shares</b>   |              |              |
| 9. Equity share capital/total voting capital of the TC after the said acquisition /sale (#)  | <b>1,64,46,420 Equity Shares</b>   |              |              |
| 10. Total diluted share/voting capital of the TC after the said acquisition/sale.<br>(*) (#)   | <b>1,64,46,420 Equity Shares</b>   |              |              |

(\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(#) The total shares/voting capital and the total diluted shares/voting capital of the TC has been derived from the latest shareholding pattern of TC available on the website of the National Stock Exchange of India Limited (i.e. [www.nseindia.com](http://www.nseindia.com)).

a. These shares are held as collateral to secure the loan sanctioned/given to the borrower(s), as on November 30, 2011.

b. These shares are held as margin from the client(s), as on November 30, 2011.

c. The disclosure of release of encumbrance on shares(net) on 2,20,777 shares representing 1.34% is made since the release of encumbrance (gross) between December 1, 2011 and January 17, 2012 on 3,70,902 shares representing 2.26% exceeds the 2% threshold limit prescribed under Regulation 29(2) of SEBI(SAST) Regulations, 2011. During the period between December 1, 2011 and January 17, 2012, there was a creation of encumbrance (gross) on 150,125 shares representing 0.91%.

d. These shares are held as collateral to secure the loan sanctioned/given to the borrower(s), as on January 17,2012.

e. These shares are held as margin from the client(s), as on January 17,2012.

for JM Financial Products Limited

*Ankur Shah*  
**Ankur Shah**

Company Secretary

Place: Mumbai

Date: January 19, 2012