CyberTech
Systems & Software Ltd.

25th ANNUAL REPORT 2019-2020

spatialitics™ Health

spatialitics™ Utilities

GeoShield™ REAL-TIME

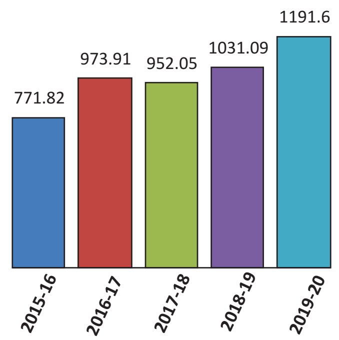
FINANCIAL HIGHLIGHTS

CONSOLIDATED ₹ in Millions

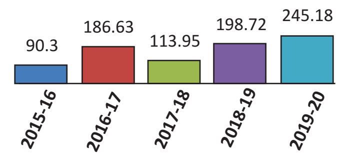
Financial Year	2015-16	2016-17	2017-18	2018-19	2019-20
Gross Revenue	771.82	973.91	952.05	1031.09	1191.6
EBIDTA	90.3	186.63	113.95	198.72	245.18
Net Worth	603.59	746.33	755.32	831.5	941.16
Dividend Rate	10%	10%	10%	10%	**10%***

* Subject to Shareholders' approval at the 25th AGM

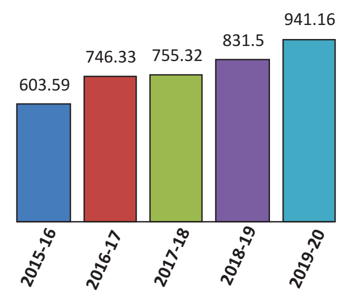
Consolidated Performance



Gross Revenue



EBITDA



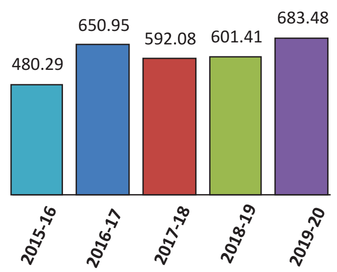
Net Worth

STANDALONE ₹ in Millions

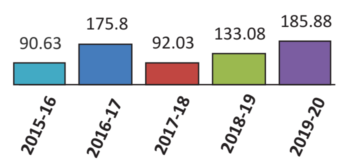
Financial Year	2015-16	2016-17	2017-18	2018-19	2019-20
Gross Revenue	480.29	650.95	592.08	601.41	683.48
EBIDTA	90.63	175.80	92.03	133.08	185.88
Net Worth	735.08	870.07	866.31	891.54	962.79
Dividend Rate	10%	10%	10%	10%	**10%***

* Subject to Shareholders' approval at the 25th AGM

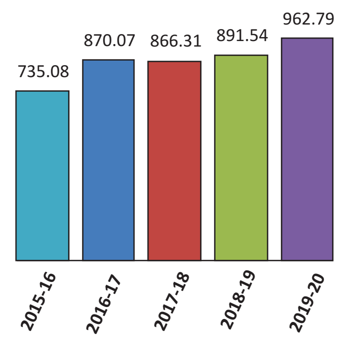
Standalone Performance



Gross Revenue



EBITDA



Net Worth

Corporate Information

Corporate Identity Number (CIN) L72100MH1995PLC084788

BOARD OF DIRECTORS

Chairman

Mr. Vish Tadimety	(Non – Executive)

Directors

Mr. Sudhir Joshi	(Independent)
Mr. M. P. Bharucha	(Independent)
Dr. N. L. Sarda	(Independent)
Dr. Shreepad Karmalkar	(Independent)
Ms. Angela C. Wilcox	(Independent)
Mr. Steven Jeske	(Non-Executive)
Mr. Ramasubramanian S.	(Executive)
Ms. Amogha Tadimety	(Non-Executive)

KEY MANAGERIAL PERSONNEL

Mr. Praveen Agarwal	(Chief Financial Officer)
Ms. Sarita Leelaramani	(Company Secretary)

AUDITORS

Bagaria & Co. LLP, Chartered Accountants
(Statutory Auditors)
Desai Associates, Chartered Accountants
(Internal Auditors)
S. Anantha & Ved LLP, Company Secretaries
(Secretarial Auditors)

REGISTRAR & SHARE TRANSFER AGENT

M/s. Link Intime India Private Ltd.
C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083
T- 022-491 86000 | F - 022-491 86060
E-mail ID: mumbai@linkintime.co.in
Website: www.linkintime.co.in

REGISTERED OFFICE

'CyberTech House'
Plot No. B-63/64/65, MIDC, Road No. 21/34, Wagle Estate
Thane (W) - 400604
T- 022 - 2583 4643 | F- 022 2583 2574
E-mail ID: cssl.investors@cybertech.com
Website: www.cybertech.com

BRANCH OFFICE

CyberTech Systems & Software Ltd.
Lunkad Sky Vista, Unit No 701, 7th Floor, Viman Nagar
Pune – 411016.
E-mail ID: info@cybertech.com
Website: www.cybertech.com

SOLICITORS

M/s. Bharucha & Partners, Mumbai

LISTED AT

National Stock Exchange of India Ltd.
BSE Ltd.

BANKERS

Union Bank of India

WHOLLY OWNED SUBSIDIARIES

CyberTech Systems and Software Inc. USA
Corporate Office:
3800 Horizon Blvd, Suite #104,
Trevose, PA 19053, USA
E-mail ID: info@cybertech.com
Website: www.cybertech.com

Spatialitics LLC, USA
1301 West 22nd Street, Suite 308
Oak Brook, IL 60523, USA
E-mail ID: info@spatialitics.com
Website: www.spatialitics.com

Contents

Letter to Shareholders

Dear Fellow Shareholders,

The COVID-19 outbreak has pushed the world into an uncharted territory. Our hearts go to so many people who have lost their jobs and loved ones. Our prayers and commitment to assist all our fellow citizens is at the top of my mind. I am glad to report all CyberTech associates and clients are safe and everyone at CyberTech rose to assist the Company.

It is my pleasure to share my thoughts on the financial year 2020 performance. It was a strong financial year that observed robust top line as well as bottom line growth, mainly driven by our US business. Results for the year included Revenue of ₹ 119 crore, an increase of 16% over the previous year and PAT of ₹ 13.2 crore, an increase of 29% over the previous year. Growth was recognized in all areas.

Financial Highlights

Let me first share key financial highlights of FY20 with you:

- Our total revenue stood at ₹ 1,191.6 million in FY20 as against ₹ 1,031.1 million in FY19
- Our operating revenue stood at ₹ 1,128.2 million in FY20 as against ₹ 967.6 million in FY19 reflecting a growth of 16.6% in rupee terms. The growth was mainly driven by growth in US business which constitutes 92% of revenue
- Our reported EBITDA for FY20 was at ₹ 245.2 million (20.6% of total revenue) as against ₹ 198.7 million in FY19 (19.3% of total revenue) reflecting a growth of 23.4%
- Our total Comprehensive income for FY20 was ₹ 140.9 million as against ₹ 104.9 million in FY19 reflecting a growth of 34.3% over previous year
- We continue to have a strong balance sheet with reliable long term profit streams and no debt
- Our US based business maintained growth of 16% for the year primarily led by orders from both new and existing customers.

Business Matters

We continued to deepen in our strategic partnerships with esri® and also SAP® and Cisco®. I am pleased to announce that CyberTech is the First esri® Partner to be awarded the ArcGIS Cloud Service Specialty designation. This Specialty designation recognizes CyberTech's expertise, high standards and best practices for driving the esri Geospatial Cloud.

We also see opportunity as the world is moving towards digital infrastructure - the Cloud, and SaaS based apps. We continue to enjoy strong support for our Clients and we have an impeccable market reputation of the quality of our products and services. We have no borrowings and have a strong balance sheet.

On Spatialitics® front, we have made significant progress and released the Cloud ready version of our Public Safety product GeoShield®, which is being beta tested by our lighthouse partners. We have several US utilities companies who have showed their interest in our Spatialitics Utilities product suite. Spatialitics Health product suite is also gaining traction in current pandemic situation. As our Spatialitics® platform architecture evolves, older components became obsolete. We have made a conscious decision to recognize an impairment to the remaining original capital investment in our books. Also going forward we will reduce the capitalized investment. This has been reflected in our last quarter results with a reduction of capitalized intellectual property by approximately ₹ 5.4 crore.

We made significant progress in marketing our offerings. Our various products were exhibited at the esri® User Conference 2019, held in San Diego. It is my pleasure to announce that the Spatialitics Unity Engine has been listed in the SAP App Centre and the esri ArcGIS Marketplace. These listings should offer significant visibility for the product in the Utilities market.

Along with SAP® and esri® events, we have been participating in significant industry forums for vertical-wise targeted marketing. We participated in "Water / Wastewater Conference 2019" and "AWWA Wisconsin 2019 Annual Meeting and Expo" to exhibit our offerings for the Utilities sector.

It makes me feel proud in sharing with you that the Company has completed 25 years operations this year on January 19. Our associates and employees are our real strength. Our Executive leaders have grown with the company and are integral part of the CyberTech family. We have over 150 employees, who are with us for more than 5 years and over 50 employees, who are with us for more than 10 years.

We, as an organization, always strive to develop a trusted business partner relationship with our customers and help them in achieving sustainable business success. Our robust order book shows our progress in achieving this goal. Our Total Enterprise Lifecycle Value of our customers has grown significantly as most of our customers work with us for a long period of time.

As a company, we remain focused on following areas:

- Cashflow management and continuous cash generation from operations
- Supporting our customers through this pandemic
- SAP® S/4Hana and Cloud migration
- Delivery of esri® Managed Cloud Services
- Sales and marketing of Spatialitics Products through direct and through partner channels.

I would like to thank all our shareholders, customers and employees for reposing their trust and confidence in us. We are positioned to come out of this unprecedented situation stronger and deliver sustainable growth.

With regards,

Vish Tadimety
Chairman

Place : Trevose, PA, USA
Date : August 12, 2020

NOTICE

NOTICE is hereby given that the **Twenty-Fifth (25th)** Annual General Meeting **(AGM)** of the members of **CyberTech Systems and Software Limited ("the Company"/"CyberTech")** will be held on **Tuesday, September 29, 2020 at 04:30 P.M., through Video Conferencing** ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon and in this regard, to pass the following resolutions as **Ordinary Resolutions:**

   (a) ***"RESOLVED THAT*** *the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."*

   (b) ***"RESOLVED THAT*** *the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2020 and the reports of the Auditors thereon be and are hereby considered and adopted."*

2. To declare a dividend on Equity Shares for the Financial Year ended March 31, 2020 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT *a dividend at the rate of ₹1/- (Rupee One only) per Equity Share of ₹ 10/- (Rupees Ten only) each on 2,75,43,493 paid-up Equity Shares of the Company, as recommended by the Board of Directors of the Company, be and is hereby declared for payment for the Financial Year ended March 31, 2020, to those eligible shareholders as per the Book-closure of the Company kept for this purpose."*

3. To appoint Mr. Viswanath Tadimety (DIN: 00008106) who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT *pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Viswanath Tadimety (DIN: 00008106), (also known as Mr. Vish Tadimety) who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."*

By Order of the Board of Directors

sd/-

Sarita Leelaramani
Company Secretary and Compliance Officer
Membership No. A35587

Place : Thane
Date : August 12, 2020

Registered Office:
CyberTech House, Plot No. B-63/64/65
Road No. 21/34, J.B. Sawant Marg, MIDC
Wagle Estate, Thane (W) – 400 604
CIN: L72100MH1995PLC084788
Tel.: 91 22 25834643/44/45 Fax: 91 22 25832574
Website: www.cybertech.com
E-mail: cssl.investors@cybertech.com

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm and continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs **("MCA Circulars")** and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India **("SEBI Circular")** and in compliance with the provisions of the Companies Act, 2013 **("the Act")** and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations"),** the 25th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 25th AGM shall be Registered Office of the Company. Link Intime India Pvt. Ltd will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at end of the notice and is also available on the website of the Company at https://www.cybertech.com/investors/overview.aspx

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and **therefore the Proxy Form and Attendance Slip are not annexed to this Notice.**

3. Participation of members through VC/ OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act"). Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at cssl.investors@cybertech.com

4. The Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

   The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the e-voting website of Link Intime India Private Limited at https://instavote.linkintime.co.in.

5. The Members may join the 25th AGM through VC/ OAVM Facility by following the procedure mentioned in **point no. 33** below in the Notice which shall be kept open for the Members from 4:15 P.M. IST i.e. 15 (fifteen) minutes before the time scheduled to start the 25th AGM and the Company may close the window for joining the VC/OAVM Facility 15 (fifteen) minutes after the scheduled time to start the 25th AGM. Members may note that the VC/ OAVM Facility, allows participation of at least 1,000 Members on a *'first come first served'* basis. The large Shareholders (i.e. shareholders holding 2% or more), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. can attend the 25th AGM without any restriction.

6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. Tuesday, September 22, 2020.

7. Since the 25th AGM will be held through VC/OAVM Facility, the **Route Map is not annexed** in this Notice.

8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company/Registrar and Share Transfer Agent, Link Intime India Private Limited.

9. In terms of the applicable provisions of the Act and Rules thereto, the Company has obtained e-mail addresses of its Members and have given an advance opportunity to every Member to register their e-mail address and changes therein from time to time with the Company for service of communications/ documents (including Notice of General Meetings, Audited Financial Statements, Boards' Report, Auditors' Report and all other documents) through electronic mode.

   Although, the Company has given opportunity for registration of e-mail addresses and has already obtained e-mail addresses from some of its Members, Members who have not registered their E-mail address so far are requested to register their e-mail for receiving all communications including Annual Report, Notices and Circulars etc. from the Company electronically. Members can do this by updating their email addresses with their depository participants.

10. Members must quote their Folio No. /16 Digit Demat Account No. and contact details such as e-mail address, contact no. etc. in all their correspondence with the Company/Registrar and Share Transfer Agent.

11. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent.

12. In terms of Section 152 of the Companies Act, 2013, Mr. Vish Tadimety (DIN: 00008106), retires by rotation at the Meeting and being eligible, offers himself for re-appointment. Details of Director retiring by rotation as required pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is provided under Note No. 31 below.

13. If the Dividend, as recommended by the Board of Directors, is approved at the Annual General Meeting, payment of such dividend will be made on or before Monday, October 26, 2020 as under:

    i. To all Beneficial Owners in respect of shares held in the dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of the business hours on Tuesday, September 22, 2020.

    ii. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Tuesday, September 22, 2020, whose name will appear on the Company's Register of Members on Wednesday, September 23, 2020.

    iii. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with our Registrar & Share Transfer Agents Link Intime India Ltd. (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

    iv. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to rnt.helpdesk@linkintime.co.in with 'CyberTech Systems & Software Ltd.', in subject line along with 16 digit Demat A/c no. or Folio no. in case of Physical shares. Shareholders are requested to note that, **in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.**

    v. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to rnt.helpdesk@linkintime.co.in with 'CyberTech Systems & Software Ltd.', in subject line along with 16 digit Demat A/c no. or Folio no. in case of Physical shares. The aforesaid declarations and documents need to be submitted by the shareholders.

    vi. For more details relating to deduction of tax on dividend kindly refer page no. 211

14. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members holding shares in physical form and desirous of making nomination in respect of their shareholding in the Company are requested to submit details to the Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, Mumbai, in the prescribed Form SH – 13. Members holding shares in demat form may contact their respective DP for recording of nomination.

15. SEBI vide its Press Release dated March 27, 2019, has mandated that transfer of securities shall only be in dematerialized form, from April 01, 2019 onwards except in case of transmission or transposition of securities. Accordingly, shareholders are requested to dematerialize their shares held in physical form to enable smooth transfer of securities in real time.

16. Please note that pursuant to aforesaid SEBI notification in point no. 15, Link Intime India Pvt. Ltd., our Registrar and Transfer Agent and Company will not accept any request for transfer of shares in physical form. This restriction shall not be applicable to the request received for transmission or transposition of physical shares unless SEBI notifies anything in contrary thereto.

17. Members desirous of holding shares in physical form are requested to advise any change in their registered address or Bank particulars, to the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, Mumbai, quoting the name of the Company and their folio number. Members holding shares in electronic form are requested to intimate about change of address or bank particulars to their respective Depository Participant and not to the Company. All the Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

18. In case of joint holders attending the meeting the Members whose name appears as the first holders in the order of names as per the register of Members of the Company will be entitled to vote.

19. Members desiring any information on the Accounts of the Company are requested to write/fax to the Company at cssl.investors@cybertech.com / 022 -25834643 at least 10 days in advance so as to enable the Company to keep the information ready.

20. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 and the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 will be available for inspection in electronic mode. Members can inspect the same by sending an e-mail to at cssl.investors@cybertech.com.

21. In all correspondence with the Company or with its Registrar & Share Transfer Agent, members are requested to quote their folio number, and in case the shares are held in dematerialized form, they must quote their Client ID Number and DPID Number.

22. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from September 23, 2020 to September 29, 2020 (both days inclusive) for the purpose of 25th AGM and dividend.

23. Members may also note that the Notice of the 25th AGM and the Annual Report 2019-20 is available on the Company's website: http://www.cybertech.com/investors/ overview.aspx.

24. Transfer of unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

    Pursuant to Section 125 and other applicable provisions, if any, of the Companies Act, 2013, all unclaimed/unpaid dividends, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company have been transferred to the IEPF established by the Central Government.

    No claim shall lie against the IEPF or the Company for the amounts so transferred, nor shall any payment be made in respect of such claim.

25. Members who have not yet encashed their dividend warrant(s) pertaining to the Dividend for the Financial Year 2013-14, onwards are requested to make their claims without any delay to Company or Link Intime India Pvt. Ltd. It may be noted that the unclaimed Final Dividend for the Financial Year 2012-13 declared by the Company on September 30, 2013 can be claimed by the shareholders by September 30, 2020.

26. The Investors, who have not yet encashed / claimed the Dividend, are requested to encash/claim the Dividend by corresponding with the Registrar and Share Transfer Agents and Company Secretary. Members are requested to note that dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will in terms of Section 124 of the Companies Act, 2013, be transferred to the "Investor Education and Protection Fund"(IEPF). The details of unclaimed/unpaid dividend are placed on the website of the Company http://www.cybertech.com/investors/overview.aspx.

27. Investors holding the shares in physical form should provide the National Electronic Clearing Service (NECS) mandate to the Company's R&TA and investors holding the shares in demat form should ensure that correct and updated particulars of their bank account are available with the Depository Participant (DP). This would facilitate in receiving direct credits of dividends, refunds etc., from Company and avoid postal delays and loss in transit. Investors must update their new bank account numbers allotted after implementation of Core Banking Solution (CBS) to the Company's R&TA in case of shares held in physical form and to the DP in case of shares held in demat form.

28. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Link Intime India Pvt. Ltd./Depositories.

29. In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is pleased to provide its Members the facility to cast their votes either for or against each resolutions set forth in the Notice of the 25th AGM using electronic voting system ('remote e-voting') and e-voting (during the 25th AGM), provided by Link Intime India Private Limited ("Link Intime") and the business may be transacted through such voting.

    Only those Members who will be present in the 25th AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the 25th AGM.

    The voting period begins on Saturday, September 26, 2020 (9.00 AM IST) and ends on Monday, September 28, 2020 (5.00 PM IST). During this period, Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Tuesday, September 22, 2020 may cast their votes electronically. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of 25th AGM and holds shares as of the cut-off date i.e. August 28, 2020, may obtain the login ID and password by sending a request at rnt.helpdesk@linkintime.co.in. However, if a Member is already registered with Link Intime for e-voting, then he/she can use existing user id and password/PIN for casting the vote.

30. The Designated Partner(s) of M/s. S. Anantha & Ved LLP (LLP IN : AAH-8229) Practicing Company Secretaries, Mumbai have been severally appointed as the Scrutinizers for the 25th AGM of the Company, to scrutinize the remote e-voting process and voting through VC at the 25th AGM in a fair and transparent manner

    The Scrutinizer shall, immediately after the conclusion of voting at the 25th AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the 25th AGM, prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or to the Executive Director of the Company, who shall countersign the same. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company (www.cybertech.com). The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the 25th AGM i.e. September 29, 2020.

31. Information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) with respect to the Director, seeking appointment/re-appointment is as under:

Name of the Director	**Mr. Vish Tadimety** (DIN: 00008106)
Date of Birth	October 5, 1962
Age	58
Date of Appointment in current designation	May 23, 1995
Date of First appointment on the Board of the Company	May 23, 1995
Terms & Conditions of Appointment/ re-appointment	Chairman and Non–Executive promoter Director of the Company liable to retire by rotation.
Brief Resume of the Director	Mr. Vish Tadimety is the Chairman and co-founder of CyberTech, He has successfully founded several companies including CyberTech Europe, Corliant and Spatialitics, LLC. In 2000, He along with Steve Jeske co-founded Corliant Inc. with seed Capital from Cisco Systems, Great Hill Partners and JMI Equity. Corliant designed next generation IP networks for telecom and enterprise clients. Corliant was acquired by Accenture and he was the Global Managing Director of Accenture Cisco Solutions Unit. He has extensive experience as a IT turnaround specialist; and in raising capital from public markets, strategic investors and venture funds. He holds an advanced degree in Electrical Engineering from the Indian Institute of Technology, Madras, India and has completed Columbia Business School Executive education program in Management Essentials.
Qualification	M. Tech from Indian Institute of Technology-Madras
Nature of expertise/Experience	Technical knowhow, operations, Strategy, Finance and Business Development
No. of shares held in the Company as on March 31, 2020	57,32,189
Directorships (Excluding alternate directorship, foreign companies and companies under Section 8 of the Companies Act, 2013)	CyberTech Systems & Software Limited
Chairman/Member of the committees of the Board of Directors of the Listed Entity(s) as on March 31, 2020	CyberTech Systems & Software Limited Member of Nomination & Remuneration Committee and Corporate Social Responsibility Committee
Number of Board Meeting attended during the year*	Four (4)
Inter se relationship between the Directors	Ms. Amogha Tadimety, Non-Executive Director of the Company is the Daughter of Mr. Vish Tadimety, Chairman and Non-Executive Director of the Company.
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24, dated 20/06/18	Mr. Vish Tadimety is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

*Attendance includes in person and/or through audio visual means.

32. M/s. Bagaria & Co. LLP, Chartered Accountants (Firm Registration No. 113447W/W-100019), were appointed as the Statutory Auditor of the Company to hold the office for a period of five (5) consecutive years commencing from the conclusion of the 22nd Annual General Meeting held on September 28, 2017, subject to ratification by the members at every Annual General Meeting. Further, pursuant to the notification of Section 40 of the Companies (Amendment) Act, 2017, with effect from May 7, 2018, the requirement of ratification of the Statutory Auditors by the members is no longer required. Taking into consideration this amendment, the annual ratification is not sought till the expiry of the term of the Statutory Auditors i.e. till the conclusion of 27th AGM of the Company.

33. Shareholders are requested to go through the following instructions carefully to attend and vote at the AGM held through VC :

    A. Instructions for remote e-voting

    B. Procedure for Annual General Meeting through (VC) InstaMeet

    C. Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet

    D. Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet

A. INSTRUCTIONS FOR REMOTE E-VOTING

1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in

Those who are first time users of LIIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

▶ Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

A. User ID: Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in CDSL demat account shall provide either 'C' or 'D', above
- Shareholders/ members holding shares in NSDL demat account shall provide 'D', above
- Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click "confirm" (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIIPL: https://instavote.linkintime.co.in, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under **'SHARE HOLDER'** tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'.**
4. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
7. After selecting the desired option i.e. favour / against, click on **'Submit'.** A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes',** else to change your vote, click on **'No'** and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'.** They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.
9. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat account.

If you have forgotten the password:

- o Click on **'Login'** under **'SHAREHOLDER'** tab and further Click **'forgot password?'**
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'.**

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at **https://instavote.linkintime.co.in,** under Help section or send an email to **enotices@linkintime.co.in** or contact on: - Tel: 022 –4918 6000.

B. PROCEDURE FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH (VC) INSTAMEET:

1. Open the internet browser and launch the URL: https://instameet.linkintime.co.in

▶ Select the **"Company"** and **'Event Date'** and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

C. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

D. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH (VC) INSTAMEET:

- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at cssl.investors@cybertech.com from September 25, 2020 (9:00 a.m. IST) to September 28, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company will select the speakers on first come first serve basis. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
- Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
- Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

By Order of the Board of Directors

sd/-

Sarita Leelaramani
Company Secretary and Compliance Officer
Membership No. A35587

Place : Thane
Date : August 12, 2020

Registered Office:
CyberTech House, Plot No. B-63/64/65
Road No. 21/34, J.B. Sawant Marg, MIDC
Wagle Estate, Thane (W) – 400 604
CIN: L72100MH1995PLC084788
Tel.: 91 22 25834643/44/45 Fax: 91 22 25832574
Website: www.cybertech.com
E-mail: cssl.investors@cybertech.com

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 25th Annual Report on the business and operations of your Company together with the Audited Financial Statements and the Auditors' Report for the Financial Year ended March 31, 2020.

FINANCIAL RESULTS:

The financial performance of your Company for the year ended March 31, 2020 is summarized below: -

(₹ in Millions)

Particulars	Consolidated		Standalone	
	2019-20	2018-19	2019-20	2018-19
Gross Revenue	**1191.60**	1031.09	**683.48**	601.41
Profit before Interest & Depreciation	**245.19**	198.72	**185.89**	133.08
Finance costs	**5.06**	10.91	**4.86**	10.91
Depreciation	**63.38**	65.69	**43.77**	47.21
Profit before tax	**176.75**	122.12	**137.26**	74.96
Tax Expense	**44.51**	19.82	**31.35**	19.82
Profit after tax	**132.24**	102.30	**105.91**	55.14
Other comprehensive income (net of taxes)	**8.69**	2.59	**(3.40)**	(1.21)
Total comprehensive income for the year	**140.93**	104.89	**102.51**	53.93

FINANCIAL PERFORMANCE OVERVIEW

CyberTech Consolidated Financial Performance:

- The Company registered total income of ₹ 1191.6 million for the year ended March 31, 2020 as compared to ₹ 1031.1 million for the year ended March 31, 2019, reflecting a growth of 15.6%.
- Operating revenue for the year under review was ₹ 1128.2 million as compared to ₹ 967.6 million in the previous year, reflecting an increase of 16.6%.
- The company earned a net profit of ₹ 132.2 million for the year ended March 31, 2020 as compared to profit of ₹ 102.3 million for the year ended March 31, 2019, reflecting an increase of 29.3%
- This growth can be attributed to the US business which constitutes 94% of our revenue.
- Our Company reported a Comprehensive income of ₹ 140.9 million for FY20 as against 104.9 million in FY19 reflecting a growth of 34.3% over the previous year.

CyberTech Standalone Financial Performance:

- The Company registered total revenue of ₹ 683.5 million for the year ended March 31, 2020 as compared to ₹ 601.4 million for the year ended March 31, 2019, reflecting a growth of 13.7%.
- Operating revenue for the year under review was ₹ 621.5 million in line with ₹ 538.2 million in the previous year, reflecting a growth of 15.5%.
- Other income for the year under review was ₹ 62.0 million as compared to ₹ 63.2 million in the previous year.
- The profit after tax for the year under review was ₹ 105.9 million as against ₹ 55.1 million in the previous year, reflecting an increase of 92.2%.
- The Comprehensive income for FY20 is ₹ 102.51 million as against 53.93 million reported in FY19 reflecting a growth of 90.1% over the previous year.

DIVIDEND AND RESERVES

Your Directors are pleased to recommend a dividend @10% (₹ 1/- per Equity Share of ₹10/- each) for the Financial Year 2019-20, subject to the approval of shareholders at the ensuing Annual General Meeting. If approved, the total dividend payout for the year under review will be 10% amounting to ₹ 27.5 Million.

No amount was transferred to General Reserves for the year under review.

CONSOLIDATED FINANCIAL STATEMENTS

Our Company has adopted and implemented Indian Accounting Standards ("Ind AS"), in accordance with Companies (Indian Accounting Standards) Rules, 2015 with effect from April 01, 2017 as prescribed by Ministry of Corporate Affairs, Government of India vide circular dated February 16, 2015.

The consolidated financial statements of the Company, including its wholly owned US subsidiaries are prepared in accordance with Ind AS 110 (Consolidation of Accounts) as prescribed by the Institute of Chartered Accountants of India and in compliance with the terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR), Regulations, 2015], as amended from time to time. Together, these comprise part of the Annual Report and Accounts. The summarized consolidated results are given alongside the financial results of your Company.

WHOLLY OWNED SUBSIDIARIES IN USA

The Company owns 100% interest in CyberTech Systems and Software Inc., USA (CSSI), which was incorporated on June 12, 2003, the results of CSSI are consolidated herein.

Spatialitics LLC, new wholly-owned subsidiary of CyberTech, specializes in providing Spatial Analytics Products and Platforms. With a focus on embedding industry specific location intelligence into enterprise data to deliver unique insights, Spatialitics is transforming the way organizations take decisions to achieve operational excellence and profitable growth. The results of Spatialitics are consolidated herein.

The Statement in Form AOC-1 containing salient features of the financial statements of Company's Subsidiaries is attached as ***Annexure I*** to the financial statements of the Company.

BUSINESS OPERATIONS OVERVIEW

The COVID-19 outbreak has pushed the world into an uncharted territory. CyberTech is committed to assist all fellow citizens and everyone at CyberTech rose to assist the Company.

CyberTech sees esri® ArcGIS cloud services and SAP® S/4HANA Move as great opportunities for going forward and continues to focus on deepening relationships with esri® and SAP®. CyberTech became the First esri® Partner to be awarded the ArcGIS Cloud Service Specialty designation. This Specialty designation recognizes CyberTech's expertise, high standards and best practices for driving the esri® Geospatial Cloud.

The world is moving towards digital infrastructure - the Cloud, and SaaS based apps. This also offers a great opportunity. We continue to enjoy strong support for our Clients and we have an impeccable market reputation of the quality of our products and services.

On Spatialitics front, we have made significant progress and released the Cloud ready version of our Public Safety product GeoShield®, which is being beta tested by our lighthouse partners.

The Company will remain focused on following areas:

- Cash flow management and continuous cash generation from operations
- Supporting our customers through this pandemic
- SAP® S/4Hana and Cloud migration
- Delivery of esri® Managed Cloud Services
- Sales and marketing of Spatialitics Products through direct and through partner channels.

BUSINESS OUTLOOK

Geospatial industry is on track to align itself with the mainstream technologies. Mainstreaming of the geospatial market has increased the demand for geospatial content and solutions across governments, businesses and consumers.

CyberTech is positioned rightly to transform itself from success to leadership. Over last few years, it has made significant investments in its research and development activities to stay competitive for future growth. The Company continued to remain focused on the Public sector and Enterprise SAP® and GIS custom technology applications.

Spatialitics LLC, newly incorporated wholly-owned subsidiary of CyberTech is focusing on growth opportunities in the US market. Management is of opinion that Spatialitics Platform will provide a fabric for CyberTech to rapidly create specific spatial offerings for Company and its channel partners as a core part of their respective go-to-market strategies adding value to the Company in the long run.

In terms of strategic alliances and partnership, CyberTech continues to work with existing alliances such as Cisco®, SAP®, Microsoft®, IBM® and esri®. It is expected that with the help of these alliances and partnerships, Company will continue to lead business and revenue growth and increasing profitability with a continued focus on offshore revenue going forward.

SHARE CAPITAL

During the year under review, there is no change in the paid-up share capital of the Company. During the year under review, the Company has not issued any shares with differential voting rights or by way of rights issue or Sweat Equity shares or shares under ESOP. Further, it has not provided any money to its employees for purchase of its own shares hence the Company has nothing to report in respect of Rule 4(4), Rule 12(9) and Rule 16 of the Companies (Share Capital & Debentures) Rules, 2014.

The Board of Directors at their meeting held on June 17, 2020 during FY 2020-21 allotted 28,000 equity shares to the employees on exercise of their employee stock options under ESOP Scheme of the Company. Post this allotment, paid-up share capital of the Company increased to ₹ 27,54,35,930 (2,75,43,593 Equity Shares of ₹ 10 each).

DEPOSITS:

During the year under review, no deposits were accepted by the Company within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All transactions entered into with the Related Parties in terms of Section 2(76) and Section 188 of the Companies Act, 2013, Rules issued thereunder read with Regulation 2(zc) and Regulation 23 of the SEBI (LODR) Regulations, 2015, during the Financial Year were in the nature exempted, being transactions between the Company and its 100% Subsidiaries or in accordance with the approval obtained from the Members of the Company, as the case may be. During the Financial Year 2019-20, the Company did not enter into materially significant transactions with Promoters, Key Managerial Personnel or other related parties. The details of the related party transactions as required under Ind AS-24 are set out in Note No. 35 to the consolidated financial statements forming part of this Annual Report and disclosed vide form AOC-2 has been appended as ***Annexure II***, pursuant to Section 134(3)(h) of the Companies Act, 2013 and rules made thereunder.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website *www.cybertech.com* and can be accessed at *http://www.cybertech.com/investors/corporate policies.aspx.* The policy on Related Party Transactions is reviewed at regular intervals in accordance with Regulation 23 of the SEBI (LODR), Regulations, 2015.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEE GIVEN AND SECURITIES PROVIDED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has not granted any loan, guarantee or provided securities to any person. The Company has not made any investment, other than in its wholly owned subsidiaries. The details of which are given in the Notes to Financial Statements.

RISK MANAGEMENT

Your Company recognizes that risk is an integral part of any business and is committed to manage the risk in a proactive and efficient manner. Your Company has Risk Management Policy in place. The Policy provides for a risk management framework to identify and assess all kinds of risks, such as operational, strategic, resources, security, industry, regulatory & compliance and other risks, and put in place an adequate risk management infrastructure capable of addressing these risks. The risk management process is regularly reviewed to refine the processes and incorporate evolving best practices.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are given in ***Annexure III*** forming part of this Report.

MANAGERIAL REMUNERATION & PARTICULARS OF EMPLOYEES

In accordance with Section 178 and other applicable provisions of the Companies Act, 2013 read with the Rule 6 of the Companies (Meeting of Boards and its Powers) Rules, 2014 issued thereunder, the Board of Directors at their meeting held on September 30, 2014 formulated the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee and further aligned with the Regulation 19 of the SEBI (LODR) Regulations, 2015. The salient aspects covered in the Nomination and Remuneration Policy with respect to the appointment and remuneration of Directors, Key Managerial Personnel, Senior Management and other matters have been outlined in the Corporate Governance Report, which forms part of this Report. The information required under Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/employees of your Company is set out in MGT–9 as ***Annexure V***.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Your Company is committed to creating and maintaining a secure work environment where its employees, agents, vendors and partners can work and pursue business together in an atmosphere free of harassment, exploitation and intimidation. To empower women and protect women against sexual harassment, a policy for prevention of sexual harassment has been rolled out and the Internal Committee (ICC) as per legal guidelines has been set up at respective offices of the Company. All employees (permanent, contractual, temporary, trainees) and applicable complainant(s) are covered under this policy. This policy allows employees to report sexual harassment, if any, at the workplace and the Company conducts regular awareness programs in this regard. The Internal Committee is empowered to look into all complaints of sexual harassment and facilitate free and fair enquiry process with clear timelines.

During the year 2019-20, **no complaints** were received from our offices in Thane & Pune in connection with Sexual harassment.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the financial year under review, as stipulated under Regulation 34 of SEBI (LODR) Regulations, 2015 is presented in a separate section forming part of the Annual Report.

CORPORATE GOVERNANCE

In terms of Regulation 34 of the SEBI (LODR) Regulations, 2015, a separate report on Corporate Governance is provided together with a Certificate from the Secretarial Auditors of the Company regarding compliance of conditions of Corporate Governance. A Certificate of the CFO of the Company in terms of SEBI (LODR) Regulations, 2015, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, Certificate of Compliance of Code of Conduct and Certificate of Non-Disqualification of Directors are also enclosed with Report of Corporate Governance.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Vish Tadimety, Director of the Company, retires by rotation at the ensuing Annual General Meeting, pursuant to the provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company and being eligible, has offered himself for re-appointment. The brief resume of Mr. Vish Tadimety and other information under Regulation 36 of the SEBI (LODR) 2015 with respect to the Director seeking re-appointment has been provided in the Notice convening 25th AGM. Your Directors recommend his re-appointment.

Pursuant to the provisions of Section 149 of the Act, Mr. M.P. Bharucha, Mr. Sudhir Joshi, Dr. N L Sarda, Dr. Shreepad Karmalkar and Ms. Angela C. Wilcox, the Independent Directors of the Company have submitted a declaration that each of them meets with the criteria of independence as provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect their status to continue as an independent director on the Board of Directors of the Company.

The members of the Company at the 24th Annual General Meeting vide special resolution(s), pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, re-appointed Mr. M.P. Bharucha, Mr. Sudhir Joshi, Dr. N L Sarda and Dr. Shreepad Karmalkar, Independent Directors of the Company for further period of five years commencing from September 29, 2019 to September 28, 2024.

Our Secretarial Auditor M/s. S. Anantha & Ved LLP (LLP IN : AAH 8229), Company Secretaries have certified that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Certificate to this effect has been enclosed as ***Enclosure III*** to the Report on Corporate Governance.

The Ministry of Corporate Affairs, with the objective of strengthening the institution of Independent Directors, has launched the Independent Directors Databank on December 01, 2019 in accordance with the provisions of the Companies Act, 2013 by notification of Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019. This is to confirm that all the Independent Directors have registered themselves pursuant to said Notification.

Mr. Sudhir Joshi, Independent Director of the Company is also appointed on the Board of CyberTech Systems & Software Inc., USA, and Spatialitics LLC, USA, wholly-owned subsidiaries of the Company with effect from April 01, 2019, pursuant to amended regulation 24 (1) of SEBI (LODR) Regulations, 2015

Presently, Mr. Ramasubramanian Sankaran, Executive Director, Mr. Praveen Agarwal – Chief Financial Officer and Ms. Sarita Leelaramani, Company Secretary & Compliance Officer, are the Key Managerial Personnel of your Company in accordance with the provisions of sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

NUMBER OF MEETINGS OF THE BOARD

During the year under review, four (04) Board Meetings were held viz. May 09, 2019; August 12, 2019; November 12, 2019; and February 03, 2020. The details of the meetings of the Board and its committees are set out in the Corporate Governance Report which forms part of this Report. In terms of requirements of Schedule IV of the Companies Act, 2013, a separate meeting of Independent Directors was held on March 12, 2020 primarily to evaluate, performance of non-independent directors, the Chairman of the Company and the board as a whole, taking into account the views of executive directors and non-executive directors.

PERFORMANCE EVALUATION OF DIRECTORS

In terms of the provisions of the Companies Act, 2013 read with Rules issued thereunder and the SEBI (LODR) Regulations, 2015, the Board of Directors has carried out the annual performance evaluation of the entire Board, Committees and all the Directors based on the criteria laid down by the Nomination and Remuneration Committee.

In compliance with the requirements under Regulation 25(3) of Securities and Exchange Board of India (LODR) Regulations, 2015, a meeting of Independent Directors was held on March 12, 2020 primarily to evaluate, performance of non-independent directors, the Chairman of the Company and the board as a whole, taking into account the views of executive directors and non-executive directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

The annual performance evaluation of the entire Board, Committees and all the Directors are based on the criteria laid down by the Nomination and Remuneration Committee, which was conducted at the Board Meeting held on February 03, 2020.

AUDIT COMMITTEE

The Audit Committee of the Board of Directors of the Company is duly constituted in accordance with the provisions of Sections 177 (8) of the Companies Act, 2013, read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015, which consists of the following Members:

S. No.	Name	Designation
1	Mr. Sudhir Joshi	Chairman, Independent Director
2	Dr. N.L. Sarda	Member, Independent Director
3	Dr. Shreepad Karmalkar	Member, Independent Director

All the recommendations of the Audit Committee during the year were accepted by the Board of Directors of the Company. For further details, please refer the Corporate Governance Report forming part of the Annual Report.

VIGIL MECHANISM

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees to report concerns or grievances about unethical behavior. No person has been denied access to the Chairman of the Audit Committee. The vigil mechanism also provides adequate safeguards against victimisation of persons who use such mechanism. The said policy has been uploaded on the website of the Company *http://www.cybertech.com/investors/corporate_policies.aspx*

COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS

A brief extract on the Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which is a part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134 (3)(C) AND SECTION 134 (5) OF THE COMPANIES ACT, 2013

In terms of Section 134(3) (c) of the Companies Act, 2013, to the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors state and confirm that:

i) in the preparation of the annual financial statements for the year ended March 31, 2020, the applicable accounting standards read with the requirements set out under Schedule III to the Act, have been followed along with proper explanation relating to material departures, if any;

ii) such accounting policies as mentioned in the notes to the Financial Statements for the year ended March 31, 2020 have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the Profit of the Company for the year ended on that date;

iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv) the annual financial statements for the year ended March 31, 2020 have been prepared on a going concern basis;

v) proper internal financial controls are followed by the Company and that such financial controls are adequate and are operating effectively; and

vi) proper systems to ensure compliance with the provisions of all applicable laws are in place and such systems are adequate and operating effectively.

STATUTORY AUDITORS

M/s. Bagaria & Co. LLP, Chartered Accountants, (Firm Registration No.: 113447W) have been appointed as Statutory Auditors of the Company for a period of 5 (Five) years, from the conclusion of 22nd Annual General Meeting till the conclusion of 27th Annual General Meeting by the shareholders of the Company.

The Statutory Auditors have confirmed their eligibility and necessary certificates as required under the Act have been received from them.

Pursuant to notification of the Companies (Amendment) Act, 2017, on May 7, 2018, the requirement of ratification of appointment of the Statutory Auditors by the members is no longer required.

Details of fees paid to the statutory auditors are provided under the Corporate Governance Report.

With respect to all entities in the network firm/network entity of which the statutory auditor is a part: **None**

AUDITOR'S REPORT

During the Financial Year under review there are no qualifications, reservations or adverse remarks or disclaimers made by the Statutory Auditors on the financial statements of the Company.

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment for the time being in force).

INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of Companies (Accounts) Rules, 2014, the Board of Directors had appointed M/s. Desai Associates, Chartered Accountants, (Firm Registration No. 102286W) as Internal Auditors of the Company for F.Y. 2019-20 and their reports were reviewed by the Audit Committee and the Board on periodical basis.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. S. Anantha & Ved LLP (LLP IN : AAH 8229), Company Secretaries, Mumbai as Secretarial Auditors, to conduct the Secretarial Audit of the Company for F.Y. 2019-20. The Secretarial Audit Report is annexed herewith as ***Annexure IV*** to this Report.

The Secretarial Audit Report does not contain any qualification, reservation, disclaimer or adverse remark.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to the requirement of Regulation 25 (7) of the SEBI (LODR) Regulations, 2015, the Company needs to formally arrange Familiarization Programme for Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The details are mentioned in the Report on Corporate Governance, which forms part of this annual report.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is annexed as ***Annexure V***

CORPORATE SOCIAL RESPONSIBILITY

Your Company always believes in operating and conducting its business in a socially responsible way. This belief forms the core of the CSR policy of the Company to focus on holistic development of its host community and immediate social and environmental surroundings qualitatively. Hence, in accordance with the requirements of Section 135 of the Companies Act, 2013, your Company has constituted a Corporate Social Responsibility Committee ("CSR Committee"). The composition and terms of reference of the CSR Committee are provided in Corporate Governance Report. The Company has framed its CSR policy, which is available at *http://www.cybertech.com/investors corporate_policies.aspx* Annual Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended as ***Annexure VI*** to this report. During the year under review, the Company has spent ₹13.25 Lakhs towards Corporate Social Responsibility.

INTERNAL FINANCIAL CONTROLS WITH RESPECT TO THE FINANCIAL STATEMENTS

The Company maintains adequate internal control system and procedures commensurate with its size and nature of operations. The internal control systems are designed to provide a reasonable assurance over reliability in financial reporting, ensure appropriate authorization of transactions, safeguarding the assets of the Company and prevent misuse/ losses and legal compliances. The comprehensive Internal Financial Control policy along with the effective Internal Audit System help the Company in achieving orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Internal control system includes a well defined delegation of authority and a comprehensive Management Information System coupled with quarterly reviews of operational and financial performance, a well structured budgeting process with regular monitoring of expenses and Internal audit.

The Internal Audit reports are periodically reviewed by the management and the Audit Committee, and necessary improvements are undertaken, if required.

PARTICULARS OF EMPLOYEES

Disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are also provided in ***Annexure VII*** of the Report.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in the Report and forms part of this Report. However, having regard to the provisions of the first proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company as the said information is available for inspection at the registered office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary at cssl.investors@cybertech.com and the same will be furnished on request.

SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS WHICH IMPACT THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no Significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations for the Financial Year 2019-20.

SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

The Company complies with the Secretarial Standards issued by ICSI.

EMPLOYEES STOCK OPTION PLAN (ESOP)

During F.Y. 2019-20, there has been no change in the Employee Stock Option Plan, 2014 of the Company. The ESOP Scheme is in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014 ('the SBEB Regulations') Disclosures pertaining to the ESOP Scheme pursuant to the SBEB Regulations are provided as ***Annexure VIII***.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items, as there were no transactions on these items during the year under review, or the said items are not applicable to the Company:

1. Cost Audit;
2. Issue of equity shares with differential rights as to dividend, voting or otherwise; and
3. There are no material changes and commitments affecting the financial position of the Company which have occurred in the financial year 2019-20.

ANNEXURES FORMING PART OF BOARD'S REPORT

The Annexures referred to in this Report and other information which are required to be disclosed are annexed herewith and form part of this Report:

Annexure	Particulars
I	Form AOC-1, Particulars of Subsidiary
II	Form AOC-2 , Disclosure of particulars of contracts/arrangements entered into by the company with related parties
III	Information with respect of energy conservation, technology absorption, foreign exchange earnings and outgo
IV	Form MR-3, Secretarial Audit Report
V	MGT – 9, Extract of the Annual Return
VI	Report on Corporate Social Responsibility
VII	Particulars of employees, Disclosure pursuant to Section 197(12) of Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
VIII	ESOP Disclosure

CAUTIONARY STATEMENT

Statements in the Boards' Report and the Management Discussion & Analysis Report, describing the Company's objectives, expectations or forecasts may be forward-looking, within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions of Information Technology related services, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation and sincere gratitude to the various departments of the Central and State Government(s), Company's Bankers, clients, media and business constituents for their valuable assistance and support. The Directors also acknowledge the continued support received from investors and shareholders and the confidence reposed by them. The Directors also record their appreciation for the sincere and dedicated services rendered by all the employees of the Company.

For and on behalf of the Board of Directors
CyberTech Systems and Software Ltd.

Sd/-

Vish Tadimety
Chairman
DIN: 00008106

Place : Trevose, PA
Date : August 12, 2020

ANNEXURE -I

FORM AOC-1

Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013, read with Rule 5 of the Companies (Accounts) Rules 2014 in the prescribed Form AOC-1 relating to subsidiary Company

Name of the Subsidiary	CyberTech Systems and Software Inc. USA	Spatialitics LLC, USA
Reporting period of subsidiary	April 01, 2019 to March 31, 2020	April 01, 2019 to March 31, 2020
Reporting Currency	USD	USD
Exchange Rate	75.66	75.66
	(Amount in `₹')	(Amount in `₹')
Share Capital	11,46,89,211	3,02,64,000
Reserves and Surplus	70,898,458	(5,60,41,848)
Total Assets	475,940,008	1,21,20,636
Total Liabilities	475,940,008	1,21,20,636
Investments	952,17,624	-
Turnover	1,04,02,30,736	50,05,597
Profit/(Loss) before Tax	7,45,86,285	(3,45,53,126)
Provision for Taxation	1,31,55,220	-
Profit/(Loss) after taxation	6,14,31,065	(3,45,53,126)
% of shareholding	100%	100%
Country	United States of America	United States of America

For Bagaria & Co. LLP
Chartered Accountants
Firm Registration Number - 113447W/W-10019

sd/-
Vinay Somani
Partner
M. No. 143503

For CyberTech Systems and Software Ltd.

sd/-
Ramasubramanian S.
Executive Director
DIN: 05350841

sd/-
Sudhir Joshi
Director
DIN: 00349597

sd/-
Praveen Agarwal
Chief Financial Officer

sd/-
Sarita Leelaramani
Company Secretary
Membership No. A35587

Place : Mumbai
Date : June 17, 2020

ANNEXURE-II

FORM AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis: **Not Applicable**

2. Details of contracts or arrangements or transactions at Arm's length basis:

(₹ In Lakhs)

Sr. No.	Particulars	Details				
a)	Name (s) of the related party & nature of relationship	CyberTech Systems and Software Inc. USA, (Wholly owned subsidiary)	Spatialitics LLC, USA (Wholly owned subsidiary)		Mr. Vish Tadimety– Chairman & Non-Executive Director	Mr. Steven Jeske – Non-Executive Director
b)	Nature of contracts/arrangements/ transaction	Sale of services	Purchase of services	Overseas Direct Investment	Remuneration*	Remuneration*
c)	Duration of the contracts/ arrangements/ transaction	Ongoing	Ongoing	N. A.	Ongoing	Ongoing
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	5334.84	36.32	141.62	237.66	184.02
e)	Date of approval by the Board	June 17, 2020#	June 17, 2020#	December 19, 2019	August 12, 2019	August 12, 2019
f)	Amount paid as advances, if any	-	-	-	-	-

* Shareholders' approval was obtained in 24th Annual General Meeting held on September 27, 2019.

Transactions with wholly owned subsidiaries (WoS) are at arms length basis and hence exempted from approval under provisions of Companies Act, 2013 and applicable SEBI regulations. But as matter of good governance practice, the Audit Committee and the Board of Directors of the Company takes note of Related Party transactions with WoS annually.

For CyberTech Systems and Software Ltd.

Sd/-

Vish Tadimety
Chairman
DIN: 00008106

Place : Trevose, PA, USA
Date : August 12, 2020

ANNEXURE-III

INFORMATION IN RESPECT OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 and forming part of the Directors Report for the Year ended March 31, 2020

A) CONSERVATION OF ENERGY:

Your company consumes electricity only for the operation of its computer and administration of its offices. Though the consumption of electricity is negligible as compared to the total turnover of the company, your company always endeavors to take effective steps to reduce the consumption of electricity

a)	The steps taken or impact on conservation of energy	N.A.
b)	The steps taken by the company for utilizing alternate sources of energy	N.A.
c)	The capital investment on energy conservation equipment's	N.A.
d)	Expenditure on R&D	N.A.

B) TECHNOLOGY ABSORPTION:

a)	Efforts made towards technology absorption	N.A.
b)	Benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
c)	Information regarding Imported Technology	N.A.
d)	Expenditure on Research and Development	Nil

C) FOREIGN EXCHANGE EARNINGS AND OUTGO

	As on March 31, 2020	**As on March 31, 2019**
Activities relating to exports initiative taken to increase exports, development of new exports, development of new export market for products, services and export plans: Statement of expenditure/earnings incurred in Foreign Currency:	As detailed in the Report	As detailed in the Report
Statement of expenditure/earnings incurred in Foreign Currency:		
Outgo	**(₹ In Lakhs)**	**(₹ In Lakhs)**
Dividend	138.56	137.49
Travel Expenses and other expenses	12.06	9.91
Income		
Income from Information Technology services	5,454.04	4,675.16

For CyberTech Systems and Software Ltd.

Sd/-

Vish Tadimety
Chairman
DIN: 00008106

Place : Trevose, PA, USA
Date : August 12, 2020

ANNEXURE- IV

FORM MR-3
SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

To
The Members
CyberTech Systems and Software Limited
CyberTech House B-63-64-65
MIDC Wagle Estate J.B. Sawant Marg
Thane – 400 604

We have conducted the Secretarial Audit of the Compliance of Applicable Statutory provisions and the adherence to good corporate practices by CyberTech Systems and Software Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the Corporate Conducts/Statutory Compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment; and
(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
   (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014;
   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (***Not Applicable*** for the year under review);
   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (***Not Applicable*** for the year under review);
   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (***Not Applicable*** for the year under review); and
   (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (***Not Applicable*** for the year under review).
(vi) Other laws applicable specifically to the Company:
   a) The Trade Marks Act, 1999; and
   b) The Information Technology Act, 2000

We have also examined compliance with the applicable clauses of the following:
(i) Secretarial Standards issued by The Institute of Company Secretaries of India; and
(ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above

We further report that

Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of compliance reports by the respective Department Heads / Company Secretary / CFO / KMP taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws like labour laws, competition law, environmental laws and all other applicable laws, rules, regulations and guidelines. The Company has responded to compliance requirements, notices for demands, claims, penalties etc. levied, by statutory/regulatory authorities and initiated actions for corrective measures and compliance thereof.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, and Labour Law Compliances has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

We further report that

Adequate notice is given to all Directors to schedule the Board Meetings along with the agenda generally at least seven days in advance and detailed notes on agenda were sent well in advance before the meeting and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that during the year under review, there were **no events** viz.

i) Public / Right / Sweat Equity Shares;
ii) Redemption / Buy-back of securities.
iii) Major decisions taken by the members pursuant to Section 180 of the Companies Act, 2013;
iv) Merger / amalgamation / reconstruction, etc; and
v) Foreign technical collaborations; or such other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having any bearing on the Company's affairs.

For S. Anantha & Ved LLP
(LLP IN: AAH 8229)
Company Secretaries

Dilip Maharana
Designated Partner
ACS: A23014
CP No.: 22057
UDIN:A023014B000205966

Place : Mumbai
Date : May 06, 2020

Note: This report should be read with letter of even date by the Secretarial Auditors.

ANNEXURE TO SECRETARIAL AUDIT REPORT

To
The Members
CyberTech Systems and Software Limited
CyberTech House B-63-64-65
MIDC Wagle Estate J.B. Sawant Marg
Thane – 400 604

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For S. Anantha & Ved LLP
(LLP IN: AAH 8229)
Company Secretaries

Dilip Maharana
Designated Partner
ACS: A23014
CP No.: 22057

Place : Mumbai
Date : May 06, 2020

ANNEXURE-V

FORM MGT-9

EXTRACT OF ANNUAL RETURN
as on financial year ended on March 31, 2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

i	**CIN**	L72100MH1995PLC084788
ii	**Registration Date**	January 19, 1995
iii	**Name of the Company**	CYBERTECH SYSTEMS AND SOFTWARE LIMITED
iv	**Category/Sub-category of the Company**	Indian Company limited by Shares/Non-Government Company
v	**Address of the Registered office & contact details**	CyberTech House, Plot No. B-63/64/65, Road No. 21/34 J.B. Sawant Marg, MIDC, Wagle Estate, Thane -(W) 400 604. T- 022 25834643/44/45 | F- 022 25832574 Email: cssl.investors@cybertech.com Website: www.cybertech.com
vi	**Whether listed company**	Yes
vii	**Name , Address & contact details of the Registrar & Transfer Agent, if any.**	Link Intime India Private Ltd. C 101, 247 Park, L.B.S Marg Vikhroli (West), Mumbai- 400083 T-022 49186000 | F-022 49186060 E-mail: mumbai@linkintime.co.in Website: www.linkintime.co.in

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sr. No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Computer Programming and related activities	620	100%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sr. No	Name & Address of the Company	CIN/GLN	HOLDING/SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	CYBERTECH SYSTEMS AND SOFTWARE INC, USA Address: 1301 West, 22nd Street, Suite 308, Oak Brook, Illinois, USA-60523	N.A.	Wholly Owned Subsidiary	100	Section 2(87)(ii)
2	SPATIALITICS LLC, USA Address: 1301 West, 22nd Street, Suite 308, Oak Brook, Illinois, USA-60523	N.A.	Wholly Owned Subsidiary	100	Section 2(87)(ii)

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year, April 01, 2019				No. of Shares held at the end of the year, March 31, 2020				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS SHAREHOLDING									
(1) Indian									
a) Individual/HUF	163395	0	163395	0.59	163395	0	163395	0.59	(0.00)
b) Central Govt. or State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporates	0	0	0	0.00	0	0	0	0.00	0.00
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other (pl specify)	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL: (A) (1)	**163395**	**0**	**163395**	**0.59**	**163395**	**0**	**163395**	**0.59**	**(0.00)**
(2) Foreign									
a) Individuals (Non-Resident Indi-viduals/Foreign Individuals)	9528486	0	9528486	34.63	9539534	0	9539534	34.67	0.04
c) Bodies Corp.	650000	0	650000	2.36	650000	0	650000	2.36	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other (pl specify)	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (A) (2)	**10178486**	**0**	**10178486**	**36.99**	**10189534**	**0**	**10189534**	**37.03**	**0.04**
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	**10341881**	**0**	**10341881**	**37.59**	**10352929**	**0**	**10352929**	**37.63**	**0.04**
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	6961	0	6961	0.03	16519	0	16519	0.06	0.03
C) Central govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	48133	0	48133	0.17	48133	0	48133	0.17	0.00
g) Foreign Financial Institution	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (B)(1):	**55094**	**0**	**55094**	**0.20**	**64652**	**0**	**64652**	**0.23**	**0.03**
(2) Central Government/ State Government(s)/ President of India	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
(3) Non Institutions									
a) Individual shareholders holding nomi-nal share capital upto ₹ 2 lakhs	4990188	184531	5174719	18.81	4844219	178327	5022546	18.25	(0.55)
b) Individuals shareholders holding nomi-nal share capital in excess of ₹ 2 lakhs	3227258	40000	3267258	11.87	3432101	40000	3472101	12.62	0.74

Category of Shareholders	No. of Shares held at the beginning of the year, April 01, 2019				No. of Shares held at the end of the year, March 31, 2020				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (specify)									
i) Non Resident Indians (Repat)	1417744	469698	1887442	6.86	1431820	421598	1853418	6.74	(0.12)
ii) Non Resident Indians (Non Repat)	388326	0	388326	1.41	388382	0	388382	1.41	0.00
iii) Foreign Companies	0	3900000	3900000	14.17	0	3900000	3900000	14.17	0.00
iv) Foreign Portfolio Investors (Category III)	77000	0	77000	0.28	85000	0	85000	0.31	0.03
v) Clearing Member	97150	0	97150	0.35	14060	0	14060	0.05	(0.30)
vi) Directors / Relatives	150000	0	150000	0.55	150000	0	150000	0.55	0.00
vii) Trusts	453	0	453	0.00	453	0	453	0.00	0.00
viii) HUF	488951	0	488951	1.78	534236	0	534236	1.94	0.16
ix) IEPF	64030	0	64030	0.23	79470	0	79470	0.29	0.06
x) Foreign National	1300000	25000	1325000	4.82	1348100	25000	1373100	4.99	0.17
xi) Bodies corporates	297189	1100	298289	1.08	224146	1100	225246	0.82	(0.27)
SUB TOTAL (B)(3):	**12498289**	**4620329**	**17118618**	**62.21**	**12531987**	**4566025**	**17098012**	**62.14**	**(0.07)**
Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	**12553383**	**4620329**	**17173712**	**62.41**	**12596639**	**4566025**	**17162664**	**62.37**	**(0.04)**
C. Shares held by Custodian for GDRs & ADRs	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
Grand Total (A+B+C)	**22895264**	**4620329**	**27515593**	**100.00**	**22949568**	**4566025**	**27515593**	**100.00**	**0.00**

V SHARE HOLDING OF PROMOTERS AND PROMOTER GROUP

Sr. No.	Shareholders Name	Shareholding at the begining of the year, April 01, 2019			Shareholding at the end of the year, March 31, 2020			% change in share holding during the year
		Number of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Mr. Vish Tadimety	5721141	20.79	-	5732189	20.83	-	0.04
2	Ms. Sukhada Tadimety	1,121,592	4.08	-	1,121,592	4.08	-	0.00
3	Ms. Amogha Tadimety	254,320	0.92	-	254,320	0.92	-	0.00
4	Mr. Seetha Rama Chandra Rao Tadimety	75,094	0.27	-	75,094	0.27	-	0.00
5	Ms. Jyothi Tadimety	30,026	0.11	-	30,026	0.11	-	0.00
6	Ms. Shanta Radhakrishna Shanbhag	58,275	0.21	-	58,275	0.21	-	0.00
7	M/s. Red Banyan Holdings LLC	650,000	2.36	-	650,000	2.36	-	0.00
8	Mr. Steven Jeske	2,431,433	8.84	-	2,431,433	8.84	-	0.00
	Total	**10,341,881**	**37.59**	**-**	**10,352,929**	**37.63**	**-**	**0.04**

Notes :

1) Mr. Vish Tadimety has claimed the beneficial ownership of shares held by M/s. Red Banyan LLC, USA

2) Percentage change in shareholding of promoter and promoter group at the end of the year is as a result of purchase equity shares by Mr. Vish Tadimety

VI CHANGE IN PROMOTERS' SHAREHOLDING

NAME OF THE PROMOTER	SHAREHOLDING AT THE BEGINNING OF THE YEAR		CUMULATIVE SHAREHOLDING DURING THE YEAR	
	No. of Shares	% of total shares of the company	No of Shares	% of total shares of the company
Mr. Vish Tadimety				
At the beginning of the year	5721141	20.79		
Purchases during the year	11048	0.04	5732189	20.83
At the end of the year			5732189	20.83
Mr. Steven Jeske				
At the beginning of the year	2431433	8.84		
At the end of the year			2431433	8.84
Ms. Sukhada Tadimety				
At the beginning of the year	1121592	4.08		
At the end of the year			1121592	4.08
M/s Red Banyan Holdings LLC				
At the beginning of the year	650000	2.36		
At the end of the year			650000	2.36
Ms. Amogha Tadimety				
At the beginning of the year	254320	0.92		
At the end of the year			254320	0.92
Mr. Seetha Rama Chandra Rao Tadimety				
At the beginning of the year	75094	0.27		
At the end of the year			75094	0.27
Ms. Shanta Radha Krishna Shanbhag				
At the beginning of the year	58275	0.21		
At the end of the year			58275	0.21
Ms. Jyothi Tadimety				
At the beginning of the year	30026	0.11		
At the end of the year			30026	0.11

VII Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

SR. NO.		SHAREHOLDING AT THE BEGINNING OF THE YEAR		CUMULATIVE SHAREHOLDING DURING THE YEAR	
	For Each of the Top 10 Shareholders	No.of shares	% of total shares of the company	No of shares	% of total shares of the company
1	**M/s Indotech Holdings LLC**				
	At the beginning of the year	3900000	14.17		
	At the end of the year			3900000	14.17
2	**Mr. Joseph Michael Vanek**				
	At the beginning of the year	1377000	4.99		
	Purchases during the year	8000	0.03	1385000	5.03
	At the end of the year	0	0.00	1385000	5.03
3	**Mr. Prasad Rao Vellaturi**				
	At the beginning of the year	817153	2.98		
	Purchases during the year	133000	0.49	950153	3.45
	Sales during the year	(15612)	(0.06)	934541	3.40
	At the end of the year			934541	3.40
4	**Mr. Ashok Kumar Jain**				
	At the beginning of the year	528271	1.93		
	Purchases during the year	130879	0.48	659420	2.40
	Sales during the year	(1965)	(0.01)	657455	2.39
	At the end of the year			657455	2.39
5	**Ms. Aparna V. Goud**				
	At the beginning of the year	259315	0.94		
	At the end of the year			259315	0.94
6	**Ms. B. Thimmadevi Goud**				
	At the beginning of the year	255570	0.93		
	At the end of the year			255570	0.93
7	**Mr. Amarnath Gowda**				
	At the beginning of the year	226511	0.82		
	At the end of the year			226511	0.82
8	**Mr. Suresh Paharia**				
	At the beginning of the year	208284	0.76		
	At the end of the year			208284	0.76
9	**Ms. Alka Jain**				
	At the beginning of the year	216511	0.79		
	Purchases during the year	60447	0.22	276958	1.01
	Sales during the year	(127986)	(0.47)	148972	0.54
	At the end of the year			148972	0.54
10	**Mr. Prakash Gajanan Buva**				
	At the beginning of the year	273	0.00		
	Purchases during the year	158424	0.58	158697	0.58
	Sales during the year	(20391)	(0.07)	138306	0.50
	At the end of the year			138306	0.50

VIII Shareholding of Directors and Key Managerial Personnel(KMP)

SR. NO.		SHAREHOLDING AT THE BEGINNING OF THE YEAR		CUMULATIVE SHAREHOLDING DURING THE YEAR	
	Directors	**No.of shares**	**% of total shares of the company**	**No of shares**	**% of total shares of the company**
1	**Mr. Vish Tadimety**				
	At the beginning of the year	5721141	20.79		
	Purchases during the year	11048	0.04	5732189	20.83
	At the end of the year			5732189	20.83
2	**Mr. Steven Jeske**				
	At the beginning of the year	2431433	8.84		
	At the end of the year			2431433	8.84
3	**Ms. Amogha Tadimety**				
	At the beginning of the year	254320	0.92		
	At the end of the year			254320	0.92
4	**Mr. Ramasubramanian Sankaran**				
	At the beginning of the year	150000	0.55		
	At the end of the year			150000	0.55

IX INDEBTEDNESS

(₹ in Lakhs)

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	**Unsecured Loans**	**Deposits***	**Total Indebtedness**
Indebtness at the beginning of the financial year				
i) Principal Amount	1,783.71	-	244.21	2,027.92
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**1,783.71**	**-**	**244.21**	**2,027.92**
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	(1,506.83)	-	(52.23)	(1,559.06)
Net Change	**(1,506.83)**	**-**	**(52.23)**	**(1,559.06)**
Indebtedness at the end of the financial year				
i) Principal Amount	276.88	-	191.98	468.86
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**276.88**	**-**	**191.98**	**468.86**

*Company has not accepted any public deposits. Amounts shown under deposits are in the nature of advances received from the creditors and Licensees

X REMUNERATION OF EXECUTIVE DIRECTOR AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time director and/or Manager:

(₹ In Lakhs)

Sr. No.	Particulars of Remuneration	Mr. Ramasubramanian Sankaran - Executive Director
1	**Gross salary**	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	60.56
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	Nil
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	Nil
2	Stock option	Nil
3	Sweat Equity	Nil
4	Commission as % of profit	Nil
	others (specify)	
5	Others, please specify	Nil
	Total	**60.56**
	Overall ceiling as per the Act.^	168.00

^Increased the overall ceiling limit of the remuneration to ₹ 168 Lakhs pursuant to Shareholder's approval in the 23rd AGM held on September 28, 2018

B. Remuneration to the Non-Executive Directors:

(₹ in Lakhs)

Sr. No	Particulars of Remuneration	Fees for attending Board/Committee Meetings^	Commission	Total
1	**Independent Directors**			
	Mr. Sudhir Joshi	2.40	1.50	3.90
	Mr. M.P. Bharucha	0.60	1.50	2.10
	Dr. N.L. Sarda	2.40	1.50	3.90
	Dr. Shreepad Karmalkar	1.00	0.50	1.50
	Ms. Angela C. Wilcox	0.80	1.50	2.30
	Total (1)	**7.20**	**6.50**	**13.70**
2	**Other Non-Executive Directors**			
	Mr. Vish Tadimety	1.40	-	1.40
	Mr. Steven Jeske	0.80	-	0.80
	Ms. Amogha Tadimety	0.80	-	0.80
	Total (2)	**3.00**	**-**	**3.00**
	Total Managerial Remuneration (1+2)	**10.20**	**6.50**	**16.70**

^Committee meetings include meetings of mandatory committees i.e. Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee.

C. Remuneration to Key Managerial Personnel other than Managing Director, Whole time director and/or Manager:

(₹ In Lakhs)

Sr. No.	Particulars of Remuneration	Mr. Praveen Agarwal - Chief Financial Officer	Ms. Sarita Leelaramani - Company Secretary & Compliance Officer
1	**Gross salary**		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	28.41	11.23
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	Nil	Nil
2	Stock option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission as % of profit others (specify)	Nil	Nil
5	Others, please specify	Nil	Nil
	Total (C)	**28.41**	**11.23**

XI PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For CyberTech Systems and Software Ltd.

Sd/-

Vish Tadimety
Chairman
DIN: 00008106

Place : Trevose, PA, USA
Date : August 12, 2020

ANNEXURE-VI

REPORT ON CORPORATE SOCIAL RESPONSIBILITY ("CSR")

[Pursuant to Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

The CSR Policy is available on the Company's website. The web link of the same is *https://www.cybertech.com/investors corporate_policies.aspx*

The programs that the Company can undertake under the CSR policy is detailed in the CSR policy of the Company.

The Company had undertaken activities relating to livelihood enhancement and promoting Education through Ramakrishna Mission for the Financial Year 2019-20.

The CSR activity funding is monitored by the Company. And the company does not internally undertake any CSR activities. The Company undertakes funding to the implementing agencies enrolled under Indian Institute of Corporate Affairs (IICA), New Delhi, a nodal agency of the Ministry of Corporate Affairs (MCA) of the Government of India, to carry out CSR activities.

2. The Composition of the CSR Committee.

Mr. Sudhir Joshi (Independent Director)	Chairman of CSR Committee
Mr. Vish Tadimety (Non-Executive Director)	Member
Dr. N.L. Sarda (Independent Director)	Member
Mr. Ramasubramanian S. (Executive Director)	Member

3. Average net profit of the Company for last three Financial Years:

(Amount in ₹)

Sr. No.	Financial Year	Profit Before Tax	Average net Profit	CSR amount (FY 2019-20)
1	2016-17	111,194,113	65,150,384	1,303,000
2	2017-18	19,097,844		
3	2018-19	65,159,196		
	Total	**195,451,153**		

4. Details of CSR amount spent during the Financial Year:

a)	Amount to be spent for the F.Y. 2019-20	₹ 1,303,000/- (Rupees Thirteen Lakhs and Three Thousand Only)
b)	Amount unspent in F.Y. 2018-19 b/f	N. A.
c)	**Amount Spent in F.Y. 2019-20**	**₹ 1,325,000/- (Rupees Thirteen Lakhs and Twenty Five Thousand only)**
d)	Manner in which the amount spent during the financial year	detailed below

In accordance with the Company's CSR policy and in compliance with the Companies (Corporate Social Responsibility Policy) Rules, 2014, CyberTech Systems and Software Limited has undertaken the CSR projects.

The details are as under:

(₹ in Lakhs)

Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs 1) Local area or other 2) Specify the State and district where projects or programs were undertaken	Amount outlay (budget) project or Program wise	Amount spent on the projects or programs Sub - heads : 1) Direct expenditure on projects 2) overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency
1	2	3	4	5	6	7	8
1.	Livelihood enhancement	Sponsoring of Tailoring and Designing course at the training center of Sakwar village, Thane for training in employment enhancing vocation skills	Thane, Maharashtra	10.00	10.00	10.00	implementing agency: Ramakrishna Mission
2.	Promoting education	Sponsoring the education of children from economically backward section of the society	Guntur, Andhra Pradesh	3.03	3.25	13.25	implementing agency: Ramakrishna Mission
			Total	**13.03**	**13.25**		

5. Reasons for not spending the full amount allocated for CSR Activities: N.A.

6. CSR Committee Responsibility Statement:

The CSR Committee confirms that the implementation and monitoring of the CSR activities of the Company are in compliance with the CSR objectives and CSR Policy of the Company.

For CyberTech Systems and Software Ltd.

sd/-
Vish Tadimety
Chairman of the Company
(DIN: 00008106)

Place : Trevose, PA, USA
Date : August 12, 2020

sd/-
Sudhir Joshi
Chairman (CSR Committee)
(DIN: 00349597)

Place : Mumbai
Date : August 12, 2020

CSR Initiative

CyberTech contributed to the Ramakrishna Mission towards employment enhancement of rural youth at the Mission's Rural Health & Welfare Centre located at Sakwar village, Palghar. The center is specialized in imparting vocational training courses for young adults of the village to be self-dependent and employable. We have contributed towards the Tailoring & Designing module which includes stitching for all kinds of garments. The course is recognized by Maharashtra State Vocational Examination Board, Mumbai and the course duration is of 10 months. The Board conducts examinations at Sakwar centre and issues Certificates.

The Tailoring & Designing module will provide training to underprivileged youth between 18 to 25 years of age and transform their personality. This training will ensure employment and self-employment opportunities to the youth after successful completion.

The main focus of this project is Women Empowerment and has given special preference to them as they will be the prima-facie beneficiary of this project.

ANNEXURE VII

PARTICULARS OF EMPLOYEES

Disclosure pursuant to section 197(2) of the companies act, 2013 read with companies (appointment and remuneration of managerial personnel) rules, 2014

I. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2019-20

S. No.	Name of Director(s)	Total Remuneration (₹ in Lakhs)	Ratio
1	Sudhir Joshi	5.30	1.16
2	M. P. Bharucha	2.10	0.46
3	N. L. Sarda	3.90	0.85
4	Shreepad Karmalkar	1.50	0.33
5	Angela Wilcox	2.30	0.50
6	Vish Tadimety	2.60	0.57
7	Steven Jeske	2.00	0.44
8	Amogha Tadimety	0.80	0.17
9	Ramasubramanian S.	60.56	13.23

Notes:

1) Median remuneration for the financial year 2019-20 is ₹ 457,666
2) The aforesaid details are calculated on the basis of remuneration for the financial year 2019-20.
3) The remuneration of Directors includes sitting fees paid to them for the financial year 2019-20.
4) The Remuneration paid to the Non-Executive Directors includes commission and sitting fees paid for attending meetings of the Board and committees of the Company (mandatory as well as non-mandatory committees).

II. The percentage increase in remuneration of each Director, Chief financial officer (CFO), Company Secretary(CS) in the financial year 2019-20 are as follows:

S. No.	Director(s) & Key Managerial Personnel (KMP)	Remuneration (₹ in Lakhs)		Increase/(Decrease) in %
		FY 2019-20	FY 2018-19	
1	Sudhir Joshi	5.30	2.80	89
2	M. P. Bharucha	2.10	1.80	17
3	N. L. Sarda	3.90	2.30	70
4	Shreepad Karmalkar	1.50	0.40	275
5	Angela Wilcox	2.30	0.80	188
6	Vish Tadimety	2.60	1.00	160
7	Steven Jeske	2.00	0.80	150
8	Amogha Tadimety	0.80	0.80	-
9	Ramasubramanian S.^ (Executive Director & KMP)	60.56	72.91	(17)
10	Praveen Agarwal (KMP)	28.41	25.73	10
11	Sarita Leelaramani (KMP)	11.23	9.46	19

^The remuneration for FY 2018-19 paid to Mr. Ramasubramanian S., Executive Director of the Company includes perquisite value of stock options exercised during the year i.e. ₹ 16.73 Lakhs. He has not exercised any stock options during the year under review.

#Notes:

1 The remuneration to Directors is within the overall limits approved by the shareholders of the Company.
2 The Remuneration paid to the Non-Executive Directors includes commission and sitting fees paid for attending meetings of the Board and committees of the company (mandatory as well as non-mandatory committees).
3 Increase in remuneration is made as per appraisal system and Nomination and Remuneration Policy of the Company.

III. The Percentage decrease in the median remuneration of the employees in the financial year 2019-20

(Amount in ₹)

Particulars	**2019 - 20**	**2018 - 19**	**% Change**
Median remuneration of employees per annum	457,666	487,125	(6.05)

IV. The number of permanent employees on the rolls of the Company as on March 31, 2020 : 394

V. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last year and its comparison with the percentile increase in the managerial remuneration and justifications thereof and point out if there is any exceptional circumstances for increase in the managerial remuneration:

Average increase in Salary of employees other than managerial personnel is 9% and average increase in managerial remuneration (comprising of remuneration to Whole-time director and KMPs) is 1%. Nomination and Remuneration Committee (NRC) evaluates the performance of the Executive Director and Senior Managerial Personnel in every financial year and recommends their compensation package to the Board. NRC also ensures that the remuneration package is in accordance with applicable laws, in line with Company's objectives, shareholders' interest and industry standards.

For CyberTech Systems and Software Ltd.

Sd/-

Vish Tadimety
Chairman
DIN: 00008106

Place : Trevose, PA, USA
Date : August 12, 2020

Annexure VIII

ESOP DISCLOSURES AS ON MARCH 31, 2020

Disclosures with Respect to compliance to Section 62 of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 readwith SEBI Circular dated June 16, 2015

There was no material change in the Employee Stock Option Schemes ("ESOP"). The ESOP Schemes are in compliance with the regulations.

A. Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time:

Members may refer to the Note No. 44 of Audited Financial Statements prepared as per Indian Accounting Standard (Ind AS) for the year 2019-20.

B. Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with Indian Accounting Standard (Ind AS) 33

Diluted EPS for the year ended March 31, 2020 is ₹ 3.82

C. Details related to Employees' Stock Option Plan ("ESOP")

i. The description including terms and a condition of ESOP is summarized as under:

	Particulars	**Employees' Stock Option Plan 2014**
(a)	Date of shareholders' approval	September 30, 2014
(b)	Total number of options approved under ESOP	1,323,567
(c)	Vesting requirements	The options granted will vest at the rate of 25% of the options granted after the completion of first year, second year, third year and fourth year from the date of the grant.
(d)	Exercise price or pricing formula	The Exercise Price shall be the price at the latest available (closing) market price on the applicable stock exchange (i.e. the stock exchange where the volume of shares of the Company traded on that day is the highest) prior to the date of the meeting of the board or any committee thereof at which such options have been granted.
(e)	Maximum term of options granted	The Employees shall be free to exercise vested options within a period of six months from the date of separation or seven years from the date of grant whichever is earlier, or such period as may from time to time be decided by the Nomination and Remuneration Committee. Options that have not been exercised within this period shall lapse and stand cancelled.
(f)	Source of shares (primary, secondary or combination)	Primary
(g)	Variation in terms of options	None
Additional information:		
Number of options granted:		150,000 (As mentioned in Point vii below)
Pricing formula:		The options shall be priced at the latest available (closing) market price on the applicable stock exchange (i.e. the stock exchange where the volume of shares of the Company traded on that day is the highest) prior to the date of the meeting of the board or any committee thereof at which such options have been granted. However the minimum price shall be face value of the share.
Options vested:		A total of 241,250 options vested during the year.
Options exercised and number of shares arising out of such exercise:		No options exercised during the year.
Options lapsed:		No options lapsed during the year.
Variations in terms of options:		There was no variation in the terms of options.
Total Number of options in force:		1,332,500 options were in force as on March 31, 2020 *(*Options in force includes 2,53,000 options granted during ESOP Plan 2007 and valid for period of 7 years ending FY 2020-21.)*

ii. Method of Accounting

The Company has calculated the employee compensation cost using the fair value method of accounting to account for options issued under the ESOP in force.

The fair value at grant date of options granted during the year ended March 31, 2020 was INR 17.71 per option (March 31, 2019: INR 11.91 per option). The fair value at grant date is determined using the Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option. The value of the option has been determined by an independent valuer.

iii. Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed: **Not Applicable.**

iv. Option movement during the year for Employees Stock Option Plan (ESOP):

Particulars of ESOP	As at March 31, 2020
Face Value of Option	**10**
Grants:	
Outstanding at the beginning	**1,182,500**
Add.: Granted during the year	**150,000**
Less: Exercised during the year	**-**
Less : Forfeited/Lapsed during the year	**-**
Outstanding as at the end	**1,332,500**
Vested:	
Outstanding at the beginning	**841,250**
Add: Vested during the year	**241,250**
Less : Exercised during the year	**-**
Less : Forfeited/Lapsed during the year	**-**
Outstanding as at the end	**1,082,500**
Number of options exercised during the year	**No Employee Stock Options were exercised during the year under review.**
Number of shares arising as a result of exercise of options	
Money realized by exercise of options	

v. Weighted-average exercise prices and weighted average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock:

Particulars	As at March 31, 2020		As at March 31, 2019	
	Options	Weighted Average Exercise Price (₹)	Options	Weighted Average Exercise Price (₹)
Options outstanding at beginning of the year	1,182,500	37.76	1,196,750	35.35
Granted during the year	150,000	39.88	300,000	46.20
Exercised during the year	-	-	101,000	17.71
Forfeited/lapsed during the year	-	-	213,250	45.57
Options outstanding at end of year	1,332,500	38.00	1,182,500	37.76
Vested options pending exercise	1,082,500	36.74	841,250	36.44

As at March 31, 2020:

Range of Exercise Price	Number of shares arising out of options	Weighted average remaining life (Years)	Weighted average Exercise Price (₹)
₹ 10 to ₹ 15	53,000	less than 1 year	11.34
₹ 16 to ₹ 45	10,29,500	3	36.74
₹ 46 to ₹ 90	250,000	6	48.83

As at March 31, 2019:

Range of Exercise Price	Number of shares arising out of options	Weighted average remaining life (Years)	Weighted average Exercise Price (₹)
₹ 10 to ₹ 15	53,000	1	11.34
₹ 16 to ₹ 45	979,500	4	37.37
₹ 46 to ₹ 90	150,000	6	49.65

vi. A description of the method and significant assumptions used during the year to estimate the fair value of options at the time of grant including the following information:

The Company uses fair valuation method using the following assumptions:

Dividend Yield	2.00%
Expected Volatility	54%
Risk free interest rate	5.35%
Expected life of share options	7 years

The expected price volatility is based on the historic volatility (based on the remaining life of the option), adjusted for any expected changes to future volatility due to publicly available information.

vii. Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -

(a)	Details of Senior managerial personnel including Key Managerial Personnel w.r.t. grant of option for the year ended March 31, 2020	Mr. Parag Bhalerao, Senior Vice President (SVP) Enterprise Solutions Delivery was granted 100,000 options @ ₹ 47.60, on August 12, 2019 and Mr. Saumitra Banerjee, Assistant Vice President (AVP) - Strategy and Operations was granted 50,000 options @ ₹ 24.45, on March 25, 2020.
(b)	any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	No employee of the Company received grant of options during the year amounting to 5% or more of options granted or exceeding 1% of issued capital of the Company
(c)	Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	

Notes:

i) Pursuant to approval of the Members at the Annual General Meeting held on September 30, 2014, the Company adopted the "Employee Stock Options Plan 2014"

ii) The Maximum number of options to be issued per employee in a fiscal year did not exceed 1% of the outstanding issued share capital, in the line with Regulation 6(3)(d) of SEBI (Share Based Employee Benefits) Regulations, 2014.

For CyberTech Systems and Software Ltd.

Sd/-

Vish Tadimety
Chairman
DIN: 00008106

Place : Trevose, PA, USA
Date : August 12, 2020

MANAGEMENT DISCUSSION AND ANALYSIS

The following discussion and analysis should be read in conjunction with the Company's financial statements included herein and the notes thereto. The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Indian Accounting Standards (Ind AS). The Ind AS are prescribed under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, and relevant amendment rules issued thereafter. The Company's management accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present the Company's state of affairs and profits for the year. Investors are cautioned that this discussion contains forward looking statements that involve risks and uncertainties. When used in this discussion, words like 'will', 'shall', 'anticipate', 'believe', 'estimate', 'intend', 'expect' and other similar expressions as they relate to the Company or its business are intended to identify such forward-looking statements. The Company undertakes no obligations to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances or achievements could differ materially from those expressed or implied in such statements. Factors that could cause or contribute to such differences include those described under the heading "Risk factors" in the Company's prospectus filed with the Securities and Exchange Board of India (SEBI) as well as factors discussed elsewhere in this report. Readers are cautioned not to place undue reliance on the forward-looking statements as they speak only as on their date of statement.

Information provided in this Management Discussion and Analysis (MD&A) pertains to CyberTech Systems and Software Limited (the Company) and its subsidiaries on a consolidated basis, unless otherwise stated.

1. INDUSTRY OVERVIEW

Global Economy & IT

In fiscal year 2019-20, the global economy witnessed a significant slowdown mainly due to prolonged trade disputes, Brexit uncertainty, wide ranging policy uncertainties and most recent outbreak of Covid-19 pandemic.

According to International Monetary Fund's (IMF) World Economic Outlook release of June 2020, the global growth is estimated to decline sharply to (-)4.9% in 2020 from 2.9% growth in 2019, followed by partial recovery of 5.4% growth in 2021. IMF has projected a deeper recession in 2020 and a slower recovery in 2021. The projected recovery depends on the development and administration of a vaccine or, alternatively, a state of the world in which the effects of social distancing on economic activities are largely overcome. Trade growth, which was already ailing pre Covid-19, has nose-dived due to the supply and demand side pressures created by the virus. The cumulative loss to the global economy across 2020 and 2021 from pandemic crisis is estimated to be over USD 12 trillion causing enormous damage to people's health, jobs, and well-being.

The United States (US) economy grew at 2.3% in 2019 and is projected to see downturn to (-)8.0%, followed by gradual recovery of 4.8% in 2021. Growth in advanced economies is projected to shrink at (-)8.0% in 2020 from 1.7% in 2019 and 4.8% in 2021. Emerging Market and Developing Economies (EMDEs) is expected to contract at (-)3.0% in 2020 from 3.7% growth in 2019 before reaching to 5.9% in 2021. India's economy is forecasted to contract by (-)4.5% in 2020 following a longer period of lockdown and slower recovery of 6.0% in 2021 from 4.2% growth in 2019.

The estimation by IMF assumes a high degree of uncertainty with both upside and downside risks to the outlook. On the upside, positivity related to vaccine and additional policy support can lead to a quicker resumption of economic activity. On the downside, second wave of infections can reverse increased mobility and spending, and rapidly tighten financial conditions, triggering debt distress. Geopolitical issues, escalating trade tensions and widespread social unrest are posing additional challenges to the global economy. Governments across globe have taken several measures to strengthen healthcare systems and support people, as well as to help businesses and stabilise financial markets.

Simultaneously, the pandemic crisis is providing an opportunity to accelerate the shift to a more productive, sustainable, and equitable growth through investment in new green and digital technologies and wider social safety nets.

The stronger global cooperation has become more crucial now to deal with this unprecedented crisis and speed up the economic recovery. Economists are of opine that all efforts should be made to resolve trade and technology tensions while improving the multilateral rules-based trading system. Given the tremendous uncertainty, policymakers should remain vigilant and policies will need to adapt as the situation evolves. Substantial joint support from fiscal and monetary policy must continue for now. At the same time, countries should ensure proper fiscal accounting and transparency, and that monetary policy independence is not compromised.

State of the Technology Industry –

The technology industry during the year remained resilience and continued to grow while grappling with the global economy challenges. According to NASSCOM's Strategic Review report of 2020, the global technology industry was at USD 1.5 trillion in 2019, an increase of 5.6% over 2018. The global IT services stood at USD 729 billion reflecting a growth of 3.5% mainly led by rising demand for application development and management services. The global BPM market grew at 4.5% to USD 208 billion in 2019 driven by increased SaaS adoption, Artificial Intelligence (AI) and Intelligent Automation (IA). Overall demand remained strong with market characterized by shift from traditional services to digital technologies, DevOps, and As-a-Service models.

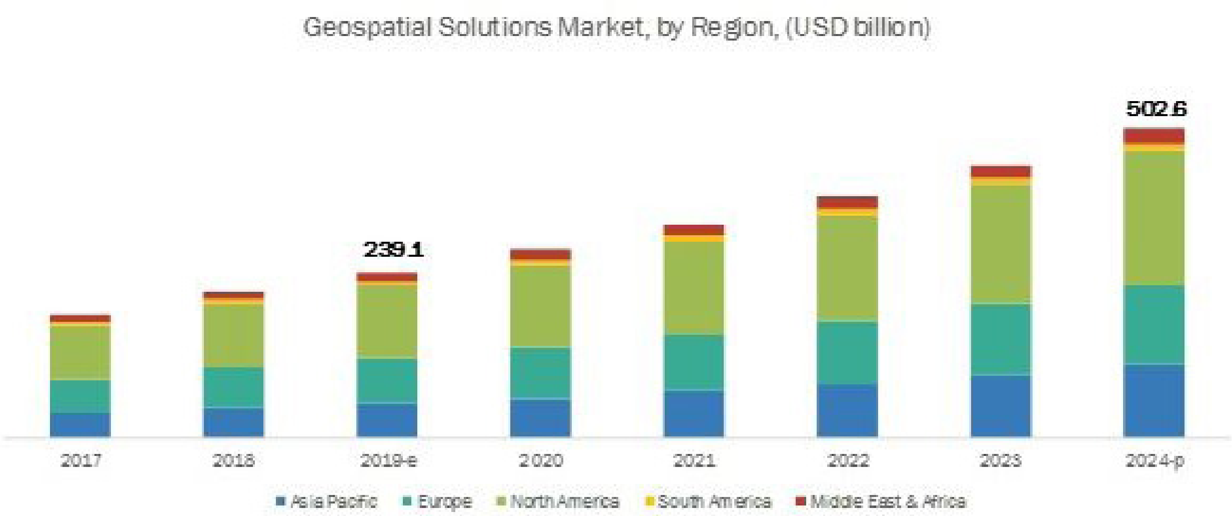
In the recent years, there has been a significant rise in the demand for big data mainly due to increasing cloud services, growing accumulation of data, and high demand for data analytics. As per Grand View Research report of March 2020, the global advanced analytics market stood at USD 9.8 billion in 2019 and is projected to grow at a CAGR of 25.3% from 2020 to 2027. The continuous advancements in the location-based services and the integration of this technology with Geographical Information System (GIS) has resulted in accelerated geospatial data. Organisations in various sectors such as BFSI, Healthcare, Retail, e-commerce, IT and telecom, energy and utilities are leveraging advanced analytics for seamless data processing, predict future trends and draft their strategies accordingly to maintain their competitive edge in the market.

Covid-19 pandemic has caused widespread disruption across industries, including the technology industry. The imposed lockdowns has created an incredible strain on businesses and is expected that there will be further seismic shifts as the world adapts to the new normal post Covid-19. Coming out of this unprecedented crisis, there is a chance to see rapid adoption of digitalization and modernization to drive the differentiation..

Geospatial Industry

The geospatial industry is one of the fastest-growing industries. It is transforming from being product driven to solutions driven and is now highly embedded in mainstream IT and engineering technologies. It is today helping in translation of innovation into business practices across governance, developmental activities, enterprises, and society. Over the years, it has transformed itself from a mere mapping tool into a complete industrial process offering immense value in terms of enhancing productivity, cost effectiveness, transparency, safety, and project management.

According to Marketsandmarkets recent report, the global geospatial solutions market is forecasted to reach USD 502.6 billion by 2024, growing at a CAGR of 13.2% during the forecast period of 2019 to 2024. The continuous advancements and rapid incorporation of geospatial technologies in mainline technologies such as Artificial Intelligence (AI), Cloud, Big Data, Automation, Internet of Things (IoT) and miniaturization of sensors are expected to be the catalysts driving the growth. Development of the GIS (Geographic Information System) industry is primarily due to the incorporation of new and emerging technologies such as 3D, Augmented Reality (AR) and Virtual Reality (VR) in GIS systems.



As per marketsandmarkets report, the North America is expected to be the largest geospatial market by 2024. The United States, Canada and Mexico are among the major countries that are considered as the main users of geospatial technology, boosting the market massively. The increased user base aided by several initiatives taken by the governments will drive the demand for geospatial data and services across geographies.

The Geospatial industry in India is on the threshold of a major transformation. Currently, it is witnessing robust opportunity within the country, as the government has initiated reform projects in various infrastructure segments such as rural development, urban, power, land, natural resources and has mandated the use of geospatial technologies in these projects. The potential GIS spend in these projects is estimated to be around 8% of the total project budget. The increasing relevance and maturity of the geospatial market has scaled up applications, amplifying its impact on the global GDP at CAGR of 13.8% by FY2021 as per Geospatial media report.

Soon after the Covid-19 outbreak, governments were seen relying on dashboards and apps to contain the number of cases and keep the essential services running. The situation increased the need for GIS enabled decision making to map changing supply chain structures and understand the spread. Be it data gathered from satellites or location-based data, the pandemic has made everyone realize the importance of geospatial data and analytics. The geospatial industry is expected to have least impact in the medium term due to lockdowns, reduced demand, and delayed investments. While the outlook for the long term continues to remain strong led by rising usage of GIS solutions in most of the industries. Most of the organisations are rethinking about their business strategies and investments in emerging technologies. Post Covid-19, the industry is likely to see a new thrust in demand and thus creating the new business opportunities for the companies like CyberTech.

At CyberTech, we have an expertise at delivering large and complex geospatial products, solutions and custom projects. The Covid-19 pandemic has accelerated the push to zero footprint Cloud based Infrastructure. We are committed to assist global organizations in the digitalization and cloud transformation of our GIS landscape. The company offers unprecedented expertise in cloud-based GIS business continuity tools and managed GIS operations. Our customers across globe in the industries such as utilities, public safety, state and local government, manufacturing, and healthcare use our products and solutions to unlock the power of map-centric digitalization

2. Business Overview

The company continues to focus on deepening esri® and SAP® relationships and see esri® ArcGIS cloud services and SAP® S/4HANA move as great opportunities going forward.

CyberTech became the first esri Partner to achieve the ArcGIS Cloud Services Specialty designation. This Specialty designation is a testament to CyberTech's expertise, high standards and best practices for driving the esri Geospatial Cloud. With this milestone, CyberTech becomes a trusted partner for providing expert assistance for migrating and managing ArcGIS solutions in the commercial and compliance cloud. CyberTech is ready and able to assist organizations across the globe by providing services for cloud deployments, system architecture design, managed services, and the implementation of cloud-based ArcGIS solutions.

Our proprietary "Zero-Risk S/4HANA Move" methodology continues to gain traction.

Our product portfolio continues to be promoted through our strategic channel partners - Cisco®, Microsoft®, esri® and SAP®.

CyberTech's US-based subsidiary, Spatialitics LLC, which was formed to focus on spatial analytics based fabric and product portfolio, is growing in line with Company's strategy. It develops transformative spatial platform products by unifying location intelligence with enterprise data to deliver industry specific SaaS products with zero footprint.

In FY20, Spatialitics Unity Engine got listed in the SAP® App Center and the esri ArcGIS Marketplace. It achieved SAP® certification for integration with SAP® S/4 HANA. These listings would offer significant visibility for the product in the Utilities market.

During the year, CyberTech released the Cloud ready version of our Public Safety product GeoShield, which is being beta tested by our lighthouse partners. Existing customers will be upgraded to this new version. As our Spatialitics platform architecture evolves, older components became obsolete. We have made a conscious decision to recognize an impairment to the remaining original capital investment in our books. Also going forward, we will reduce the capitalized investment. This is reflected in our current year results with a reduction of capitalized intellectual property by approximately ₹ 5.4 crore.

During the year, CyberTech won a long term SAP® support contract by with a large software product company. The Company's association with the SAP® Database Migration Factory continued to be strengthened. We won a large project with a large engineering company. We also won a multi-year subscription model contract from a large US healthcare group. Total Enterprise Lifecycle Value of CyberTech's customers grown significantly as most of them work with the Company for a long period of time.

During the year, the Company completed GeoCivic® projects and reduced risk exposure significantly. We are now in a support phase on these contracts.

CyberTech opened second India based technology support centre providing support for esri's cutting edge GIS products and technologies. This new center is strategically located near the Pune International Airport and to the City's technology and education hubs and will expand CyberTech's existing Thane center collaboration with esri. CyberTech shall continue to invest in bringing to the market latest esri®'s GIS solutions, Cloud based Enterprise Analytics along with Spatial SaaS Services.

CyberTech will continue to invest in new age technologies like ERP Digital Core, Spatial, Analytics, and, and Cloud Transformation to strengthen capability and generate sustainable value for our customers, partners and shareholders.

The Company expects significant momentum in our HIPAA-Compliant Geocoding service and Spatialitics Utilities Apps suite. CyberTech shall continue to invest in our engineering product developments under the Spatialitics Brand.

United States continued to be the major revenue contributor with a contribution of 94% towards operating revenue while 6% accounted for India. Company continue to see steady growth from US business which grew at 16% on year-on-year basis in FY20.

During the year, along with the participation in SAP® and esri events, Cybertech also participated in significant industry forums for vertical-wise targeted marketing. The Company also participated in "Water/Wastewater Conference 2019" and "AWWA (American Water Works Association) Wisconsin 2019 Annual Meeting and Expo" to exhibit our offerings for the Utilities sector.

Quality

At CyberTech the management and employees are committed to delivering solutions and IT services that consistently exceed client expectations and delight our clients through continued Quality improvements.

CyberTech has achieved ISO 9001-2008 and CMMI Level 3 standards for offshore development activities.

3. Human Resources

The company believes that effective human resources administration is the best way to ensure that personnel needs are well integrated and amalgamated into long term organizational goals. Effective employee management tops the priority of the Human Resource Department of the Company.

The human resource strategy is focused on creating a performance driven environment in the company, where innovation is encouraged, performance is recognized and employees are motivated to realize their potential.

HR not only continuously acquires right people for right place but groom them. CyberTech Management is constantly in touch with employees to boost their morals. Training programs are arranged to improve their skill sets which in turn helps the Company to efficiently achieve their targets, to provide timely support to customers and follow up with the clients to support their software platforms.

The Company and its wholly owned subsidiaries have 471 employees.

4. Opportunities and Threats

Opportunities:

In this progressively complex and interconnected world, geospatial technologies have become all pervasive, driving to major disruptions across industry segments. The escalating adoption of location analytics and Big Data among organisations, the ubiquity of everyday geo-enabled mobile applications, the reducing cost and increasing accuracy of all sorts of sensors, and surging reliance on the Cloud have ensured that geospatial becomes a core enabling technology for even those who find it hard to define the term. The new advancements and modernisation in the drone technology and rising deployment of Unmanned Aerial Vehicles (UAVs) for remotely supervising and gathering a large number of location data with minimal human intervention are likely to unfold new opportunities for geospatial market. Simultaneously, the growing usage of GPS enabled smartphones and devices is also expected to drive market growth.

COVID-19 pandemic scenario has pushed the world towards faster adoption of digital infrastructure - the Cloud, and SaaS based apps. This has opened up a great opportunity for CyberTech's Cloud Transformation offerings and Spatialitics' cloud-based spatial analytics products.

Spatial Analytics is a new area that is shaping up and growing very fast riding on the fact that it is at the heart of IoT, Smart Cities and Digital Transformation. Spatial Analytics lead to intelligent machine level decision making. CyberTech has the opportunity and continues to focus on to be the Leader in Location and Spatial Analytics.

CyberTech has Alliance partnerships with several leading technology companies including SAP®, esri®, Cisco® and Microsoft®. The Company is well poised to take advantage of the new advanced technologies provided by these alliance partners. These technology alliance partners expect to see major technology opportunities for their customers in the United States.

CyberTech continues to focus on Enterprise Solutions offerings. Any increase in offshore related services should have the effect of increased Company margins and profitability and increased longevity of business contracts. The Company intends its growth share with the existing clients which will have a supplemental effect of reducing cost of overhead as well as the delivery cost.

Threats:

The economic uncertainty of the current worldwide markets makes the future less predictable than in the past due to the current demand environment. Worldwide IT spending growth has significantly reduced with budget cutbacks on IT spending by customers, buyers in "wait and watch" mode, government units significantly cutting budgets to match expected revenue shortfalls and delayed decision making. Reduction in new client additions, absence of large deals, vendor consolidation, downsizing for greater efficiencies and cost savings as well as pricing pressures in both onsite and offshore realization put greater pressures on revenues and margins in the last fiscal year and are expected to track lower for some time.

The US market is under increasing pressure from general economic conditions as growth diminishes. US spending on off-shore services have slowed down in the face of these market conditions as well as the adoption of protectionist measures by policy makers. CyberTech is also subject to the threats of competing against much larger International IT service providers, the large global Indian IT service providers and more entrenched US and Global System integrators, many of which also provide services to established markets on an offshore basis. The good news is that, global sourcing is expected to increase as focus on cost and `value' increases with buyers "stretching the dollar" to include greater value delivery.

As with other Indian IT Services companies, other general threats to the business continue to include competition among Information and Technology units in India for talented people, which has resulted in rising employee compensation packages and shrinking margins available to IT Companies. We are also seeing a potential backlash in the US from the increasing loss of employment due to outsourced services overseas, resulting in an impact on the country's immigration enforcement procedures.

5. Outlook and Risks

Outlook:

The geospatial industry continues to remain one of the fastest growing industries. The advancement of new technology and rapid integration with mainstreaming continue to led the growth momentum.

The recent outbreak of Covid-19 has pushed the world into an unprecedented challenges on multiple fronts. Going forward, we are going to see lot of change in terms of business models and traditional ways of working. There will be more emphasis on remote working and organization are revisiting their R&D, marketing and sales strategies. The value addition that spatial analytics offers has been evidenced clearly throughout these crisis. Geospatial data and location intelligence are going to be critical for economic recovery. Rapidly changing geospatial technology trends are leading to diminished innovation lifecycle. We are seeing lot of upcoming opportunities as the world is moving towards digital infrastructure - the Cloud, and SaaS based apps. We continue to enjoy strong support for our customers and have an impeccable market reputation of the quality of our products and services. We have no debt and have a strong balance sheet.

In FY20, CyberTech became the first esri Partner to achieve the ArcGIS Cloud Services Specialty designation. The esri Geospatial Cloud is a game changer enabling dynamic scaling, enablement, and accessibility of location services in real time. We are delighted to receive the ArcGIS Cloud Services Specialty recognition. This distinction acknowledges the depth of expertise that we have and gives us an edge in driving ArcGIS cloud adoption. Businesses are becoming more agile as they plan to migrate their on-premise landscapes to the cloud.

As a company, we will remain focused on following areas:

- Cashflow management and continuous cash generation from operations
- Supporting our customers through this pandemic
- SAP® S/4Hana and Cloud migration
- Delivery of esri® Managed Cloud Services
- Sales and marketing of Spatialitics Products through direct and through partner channels.

CyberTech is well positioned to capture the growth opportunities in geospatial industry.

The Company will continue to invest in people, IT systems and software platform to strengthen its capabilities for future growth.

CyberTech's product portfolio continues to be promoted through its strategic channel partners such as Cisco®, Microsoft®, esri® and SAP®. Company's long term partnership with esri® signals that with strong GeoSpatial expertise, Cybertech can help its clients to derive tremendous geospatial insights. The Company sees significant growth momentum in geospatial space and expects a good growth momentum inmomentum in coming years.

Risks:

Risk management program involves risk identification, assessment and risk mitigation. The Company has evolved following offerings.

1. Spatial Analytics Platform
2. Enterprise solutions

Each line of offerings has been given full operational freedom to improve the business but their margins are constantly monitored by the Management and Board of Directors and Executive Committee. Each has been given targets and means by way of budgets to improve their efficiency and healthy strategic growth of the Company.

Some of the key strategic risks the company faces, their impact and corresponding risk mitigation actions undertaken by the company are discussed in the table:

Key Risks	**Impact on CyberTech**	**Mitigation**
Lack of Diversification	The Company's potential for growth is driven by one market segment, namely IT services, with a focus on several technology areas.	Company management has purposely remained focused in the near term as opposed to spreading its manpower too thin to achieve its goals. The company is also taking measures to change the perspective from the pure services providers company to market Product and IPs.
Excessive dependence on one geographic segment	A large percentage of company's revenue comes from USA, heavy dependence on this one geographic segment could lead to volatility because of the economic and political situation there.	The Company's various product initiatives are gaining momentum globally apart from USA. This can be leveraged to expand its horizon other than USA.
Legal and Statutory Risks	The company's international operations are subject to local legal and statutory risks including compliance with local laws and regulations, one of which is compliance with immigration laws and regulations, which may change from time-to-time. Other risks include contractual risks when delivering complex technology solutions.	As of the date of this report, the company is not aware of any noncompliance with local laws or regulations that would have a material impact on Financial Statements.

Risk of attracting and retaining of IT Professionals in a highly competitive environment	In the IT services industry, people are the most valuable assets. Attrition of the key technical talent is one of the major risks.	The company reviews its compensation policies regularly to determine that compensation is competitive with the market conditions. The company also determines that there is a defined career path for all employees and the work environment provided to all employees is very competitive and is of very high standard.
Currency Risk	The changes in currency rate between Indian Rupees and US dollars have been a major cause of concern. The fluctuation of rates coupled with the shocks emerging from various parts of the world relating to the economic meltdown has increased the currency risk.	The Company has framed its hedging policy and Management and the Board of Directors monitor the currency position from time to time.
Disruption and Uncertainty in Business due to Covid-2019 pandemic	The company's operations might be impacted due to incapacitation of some sections of the workforce due to exposure to the pandemic, reduced productivity due to employee stress and impact on emotional wellbeing while under local lockdowns or quarantines, inability to provide work from home access. These could impact revenue growth and lead to potential customer claims on grounds of non-adherence to service delivery commitments.	CyberTech remain focused on maximizing "remote working/work from home" across all geographies to aid social distancing, and to ensure a safe working environment for business-critical associates for whom it is unavoidable to remain onsite. We are also preparing to secure our future in these challenging times with aggressive cost control and an optimization plan focused primarily on liquidity and cash. We stay confident in our ability to embrace and adapt to the new normal

6. INTERNAL CONTROL SYSTEM & THEIR ADEQUACY

The Company has Internal Control procedures commensurate with its size and nature of the business. These business procedures ensure optimum use and protection of the resources and compliance with the policies, procedures and statutes.

The Internal Control Systems provide for well-defined policies, guidelines and authorizations and approval procedures. The operation and monitoring of the system of internal control is entrusted to employees who possess the necessary skills, technical knowledge, understanding of the Company, industries and markets in which it operates.

An Independent Audit Committee, on quarterly basis, reviews adequacy and effectiveness of internal controls and provides observations/ recommendations. The discussions are also made with Internal Auditors and the Internal Audit Report is also reviewed by the Committee.

7. FINANCIAL CONDITION

Your Company had consolidated revenues of ₹ 119.16 Crore and ₹ 13.22 Crore net profit in the current year. Company expect to achieve significant growth in revenue and net income in the coming years. The detailed financial condition is stated in Board's Report which forms part of Annual Report. A quick snapshot is given below:

(₹ In Crores)

Particulars	FY 2020	% of Revenue	FY 2019	% of Revenue	% of Growth
Revenue	119.16	100.0	103.1	100.0	15.6
Earnings before interest, tax, depreciation and amortization	24.5	20.6	19.8	19.2	18.9
Profit Before Tax (PBT)	17.7	14.8	12.2	11.8	45.1
Profit after tax attributable to the shareholders of the company	13.2	11.1	10.2	9.9	29.4
Earnings per Share	4.81	-	3.68	-	30.7

8. CAUTIONARY STATEMENT

Statements in this document/discussion relating to future status, events, or circumstances, including but not limited to statements describing the Company's objectives, projections, estimates and expectations maybe 'forward looking statements' within the meaning of applicable laws and regulations. Such statements are subject to numerous risks and uncertainties and are not necessarily predictive of future results. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic developments, particularly in the USA & improvements in the state of Information Technology Services markets, changes in the Government regulations in India & USA, tax laws & other incidental factors.

For CyberTech Systems and Software Ltd.

Sd/-

Vish Tadimety
Chairman
DIN: 00008106

Place : Trevose, PA, USA
Date : August 12, 2020

REPORT ON CORPORATE GOVERNANCE

We are pleased to submit hereunder a detailed report on Corporate Governance for the Financial Year ended on March 31, 2020, pursuant to Regulation 17 to 27 and Regulation 34 read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") as applicable, with regard to Corporate Governance.

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. Since inception, CyberTech Systems and Software Limited ("the Company/CyberTech") has been adopting best practices in the area of Corporate Governance as a means of effectively protecting and enhancing all the stakeholders' value. It would be our endeavor to nurture sustained growth with increased profit margins and enhanced shareholders' value.

The Company has adopted a Code of Conduct for its employees and the Board of Directors, which includes Code of Conduct for Independent Directors which suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013 ("the Act") and the SEBI (LODR) Regulations, 2015. These codes are available on the Company's website : https://www.cybertech.com/investors/overview.aspx

The Details of Corporate Governance practices followed in CyberTech are hereunder.

2. BOARD OF DIRECTORS

a. Composition

The Board has an optimum combination of Executive and Non-executive Directors in order to have a balanced Board Structure. As on March 31, 2020, the strength of the Board of Directors is Nine (9) Directors comprising of Eight (8) Non-Executive Directors including Two (2) Women Directors. Out of total number of Directors, Five (5) are Independent Directors who constitute more than one-half of the total strength of the Board. The Company is in compliance with the requirements of Regulation 17 of the SEBI (LODR) Regulations, 2015. All Directors are competent and experienced personalities in their respective fields.

None of the Directors on the Board hold Directorships in more than Ten (10) public companies. Further, none of them is a member of more than Ten (10) committees or chairman of more than Five (5) committees across all the public companies in which he or she is a Director. Further, in compliance with Regulation 25(1) of SEBI (LODR) Regulations, 2015, none of the Independent Directors holds directorship in more than seven listed companies. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2020 have been made by the Directors.

Independent Directors are Non-executive Directors as defined under Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and Section 149(6) of the Act. The maximum tenure of Independent Directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and Section 149(6) of the Act.

The Composition of the Board, details of other directorships, committee positions as on March 31, 2020 are given below:

Sr. No.	Name	Directors Identification Number (DIN)	Category of Directors	No. of Directorships held (including CSSL)#	No. of Membership/Chairmanship in Board Committees (including CSSL)@	
					Chairman	Member
1.	Mr. Vish Tadimety	00008106	Non-Executive Chairman and Promoter Director	1	NIL	NIL
2.	Mr. Ramasubramanian Sankaran	05350841	Executive Director	1	NIL	1
3.	Mr. Steven Jeske	01964333	Non-Executive and Non-Independent Director	1	NIL	NIL
4.	Ms. Amogha Tadimety	06952042	Non-Executive and Non-Independent Director	1	NIL	NIL
5.	Mr. Sudhir Joshi	00349597	Non-Executive and Independent Director	1	2	2
6.	Mr. M.P. Bharucha	00361911	Non-Executive and Independent Director	2	1	1
7.	Dr. Shreepad Karmalkar	03273896	Non-Executive and Independent Director	1	NIL	2
8.	Dr. N.L. Sarda	00147782	Non-Executive and Independent Director	3	NIL	4
9.	Ms. Angela C. Wilcox	08068715	Non-Executive and Independent Director	1	NIL	NIL

Notes:

#Number of Directorships held excludes Directorships in Private Limited Companies, Foreign Companies, Companies under Section 8 of the Companies Act, 2013 (earlier Section 25 of the Companies Act, 1956) and Alternate directorships.

@Only covers Membership/Chairmanship of Audit Committee and Stakeholders' Relationship Committee of Listed and Unlisted Public Limited Companies.

The Board of Directors met Four (04) times during the year under review. The date of the Board Meetings and attendance thereat are furnished hereunder:

Date of Board Meeting	May 09, 2019	August 12, 2019	November 12, 2019	February 03, 2020
Board Strength as on the date of Board Meetings	9	9	9	9
No. of Directors Present*	8	9	8	7

*The attendance includes presence of Directors through Tele/Video conferencing facilities.

b. Attendance of individual Directors at the Board Meetings and last AGM:

Name of Director	No. of Board Meetings held during year	No. of Board Meetings Attended	Attendance at last AGM
Mr. Vish Tadimety	4	4	Attended
Mr. Sudhir Joshi	4	4	Attended
Mr. M.P. Bharucha	4	1	Attended
Dr. N.L. Sarda	4	4	Not Attended
Dr. Shreepad Karmalkar	4	2	Not Attended
Mr. Steven Jeske	4	4	Not Attended
Mr. Ramasubramanian Sankaran	4	4	Attended
Ms. Amogha Tadimety	4	4	Not Attended
Ms. Angela C. Wilcox	4	4	Not Attended

c. Inter-se relationships amongst Directors

As on March 31, 2020, there is no inter-se relationship among the Directors except Ms. Amogha Tadimety, Non-Executive Director is the Daughter of Mr. Vish Tadimety, Non-Executive Chairman and Promoter Director of the Company.

d. Number of Shares and Convertible instruments held by Directors:

The following Directors are holding Shares of the Company as on March 31, 2020:

S.No.	Name of Director	No. of Shares held
1.	Mr. Vish Tadimety	57,32,189
2.	Ms. Amogha Tadimety	2,54,320
3.	Mr. Steven Jeske	24,31,433
4.	Mr. Ramasubramanian S.	1,50,000

e. Independent Directors:

The Independent Directors of the Company fulfill the criteria of independence, which are given under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and have given declaration of independence as per the requirements. The Draft Letter of Appointment of Independent Directors is available on the website of the Company https://www.cybertech.com/investors/overview.aspx

During the year under review, a separate meeting of Independent Directors of the Company as per the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25 (3) of the SEBI LODR, Regulations, 2015 was held on March 12, 2020 without the attendance of Non-Independent

Directors and the members of the management, *interalia*, to discuss the following:

- Review the performance of Non-independent Directors and the Board of Directors as a whole;
- Review the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Assess the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

f. Skills/ Expertise/ Competence of the Board of Directors:

- Technical/ Professional skills and specialized knowledge in relation to Company's business.
- Knowledge of Company's business policies, culture (including the Mission, Vision and Values), major
- Risks/threats and potential business opportunities in the industry in which the Company operates.
- Financial and Management skills.
- Technical / professional skills and specialized knowledge of Company's business.
- Marketing Strategy, Competitive Analysis, Innovation and Research and Development.
- Corporate Governance, Human Resource Development, Administration.
- Behavioral skills, attributes and competencies to use their knowledge to contribute effectively to the growth of the Company.

g. Familiarization Programme:

Pursuant to the provision of Regulation 25(7) of the SEBI (LODR) Regulations, 2015, the Company has in place Familiarization Programme for Independent Directors to familiarize them about the Company and their role, rights and responsibilities in the Company. The Familiarization Programme and details of Familiarization Programme imparted during 2019-20 are uploaded on the website of the Company and can be accessed through web-link

https://www.cybertech.com/financialReports/Familiarization-programmes-imparted-to-Independent-Directors-FY-2019-20.pdf

3. COMMITTEES OF THE BOARD

The Company has four Board-level Committees namely, Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee.

All decisions pertaining to the constitution of Committees, terms of reference, etc. are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the Financial Year 2019-20 and the related attendance, are provided below:

i) Audit Committee

a) Brief description of Terms of reference

The scope and terms of reference of the committee, inter alia, includes following:

Financial Reporting and Related Processes:

- Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public;
- Reviewing with the Management the quarterly unaudited financial statements and Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies, if any, and major accounting estimates based on exercise of judgment by the Management, significant adjustments made in the financial statements and/ or recommendation, if any, made by the Statutory Auditors in this regard;
- Reviewing the Management Discussion & Analysis of financial and operational performance; and
- Scrutiny of inter-corporate loans and investments, if any.

Internal Controls and Governance Processes:

- Review the adequacy and effectiveness of the Company's internal control system. Review and discuss with management the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure;
- Review adequacy of internal audit function, internal audit reports and discussion with Internal Auditors on significant findings and follow-up thereon;
- To oversee and review the functioning of a Vigil Mechanism and to review findings of investigation into cases of material nature and the actions taken in respect thereof; and
- Approval and Review of Related Party Transactions.

Audit & Auditors

- Review the scope of the Statutory Auditors, the annual audit plan and the Internal Audit Plan with a view to ensure adequate coverage;
- Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Management's response thereto;
- Review and recommend to the Board appointment/re-appointment of the Statutory Auditors, Internal Auditors; and
- Fixation of Statutory Audit Fees and approval of such other services to be rendered by the Statutory Auditors except those enumerated under Section 144 of the Companies Act, 2013 and payment for such services.

Pursuant various amendments in SEBI (LODR) Regulations, 2015 the terms of reference of the Audit Committee were amended on February 04, 2019 by the Board of Directors of the Company.

b) Composition and attendance at Audit Committee Meetings:

As on March 31, 2020, the Audit Committee comprises of Three Directors as the Members. All the Members of the Audit Committee are qualified, experienced and possess sound knowledge of finance, accounting practices and Internal Controls.

During the year under review, four (04) meetings were held viz., on May 09, 2019, August 12, 2019, November 12, 2019, and February 03, 2020.

The Composition of Audit Committee and details of attendance of the members during the year 2019-20 are as under:

S.No.	Name	Designation & Category	No. of Meetings attended $
1	Mr. Sudhir Joshi	Chairman, Independent Director	4
2	Dr. N.L. Sarda	Member, Independent Director	4
3	Dr. Shreepad Karmalkar	Member, Independent Director	2

$ The attendance includes presence of Directors through Video/tele-conferencing facilities.

The representatives of the Statutory Auditors, Internal Auditors, Secretarial Auditors and Chief Financial Officer are permanent invitees to the Audit Committee Meetings and they attend the meetings. All the members of the Audit Committee have requisite accounting and financial management expertise.

Mr. Sudhir Joshi, Chairman of the Audit Committee attended the 24th Annual General Meeting to attend and respond to the queries raised by the shareholders at the said AGM.

As per Regulation 18 (1)(e) of SEBI (LODR) Regulations, 2015, the Company Secretary acts as the Secretary of the Audit Committee.

ii) Nomination and Remuneration Committee

The Nomination and Remuneration Committee ("NRC") is constituted in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015.

a) Nomination and Remuneration Policy:

The Company has formed a Nomination and Remuneration policy in accordance the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 with the stock exchanges and in order to harmonize the aspirations of human resources consistent with the goals of the Company which interalia includes Company's policy on Board Diversity, selection, appointment and remuneration of Directors, criteria for determining qualifications, positive attributes, independence of a Director and criteria for performance evaluation of the Directors.

The remuneration to the Key Managerial Personnel and Senior Management of the Company involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The Nomination and Remuneration Committee recommends to Board for approval, the compensation package of the Executive Director. The compensation structure includes basic salary, perquisites, etc. The compensation packages are in accordance with applicable law, in line with the Company's objectives, shareholders' interests and as per the industry standards.

The commission paid to the Directors (Independent and Non-Executive) of the Company is in accordance with the approval granted by the shareholders of the Company and in compliance with the Companies Act, 2013 read with the Rules issued thereunder. The Company has not granted any stock options to any of its Independent Directors.

Pursuant various amendments in SEBI (LODR) Regulations, 2015 the terms of reference of the Nomination & Remuneration Committee were amended on February 04, 2019 by the Board of Directors of the Company.

The Policy containing exhaustive terms of reference as amended on February 04, 2019 is available on our website: www.cybertech.com

b) <u>Composition and attendance at Nomination and Remuneration Committee Meetings:</u>

During the year under review, two (02) meetings of the Nomination and Remuneration Committee was held on August 12, 2019 and March 25, 2020

The Composition of the Nomination and Remuneration Committee and details of attendance of the members during the year 2019-20 are as under:

S. No.	Name	Designation & Category	No. of Meetings attended
1	Mr. Sudhir Joshi	Chairman, Independent Director	2
2	Mr. Vish Tadimety	Member, Non-Independent Director	2
3	Mr. M.P. Bharucha	Member, Independent Director	2
4	Dr. N.L. Sarda	Member, Independent Director	2
5	Dr. Shreepad Karmalkar	Member, Independent Director	1

c) <u>Performance Evaluation</u>:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of its Directors individually as well as the evaluation of the working of its Committees. The performance evaluation criteria for Independent Directors are determined by an indicative list of factors on which evaluation was carried out and it includes, participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment. The performance evaluation of the Directors, the Board and its Committees was accordingly carried out based on the criteria laid down under the SEBI Circular dated January 5, 2017:

A) Criteria / Manner of Performance Evaluation of the Board:

- <u>Structure of the Board covering the following:</u>

  - Competency of directors
  - Experience of directors
  - Mix of qualifications of directors
  - Diversity in Board under various parameters
  - Process of appointment to the Board

- <u>Meetings of the Board covering the following:</u>

  - Regularity and frequency of meetings
  - Quality of agenda
  - Quality of discussions at the meeting
  - Recording of dissent of director at the meeting
  - Proper recording of minutes

- <u>Key responsibilities and functions of the Board covering the following:</u>

  - Roles and responsibilities of the Board as defined under the statute
  - Strategy and performance evaluation
  - Governance and compliance
  - Evaluation of Risks
  - Investor Grievance redressal
  - Conflict of interest
  - Stakeholder value and responsibility
  - Corporate culture and values
  - Review of Board evaluation
  - Facilitation of independent directors

- <u>Board and Management:</u>

  - Evaluation of performance of the management and feedback
  - Independence of the management from the Board
  - Access of the management to the Board and vice versa
  - Adequate Secretarial support for conducting Board Meetings
  - Availability of funds for the meetings, for seeking expert(s) opinion, etc.
  - Succession plan

- <u>Professional development:</u>

  - Adequacy of induction and professional development programs made available to new and old directors.
  - Training of continuing directors to ensure that the members of the Board are kept up to date.

B) Criteria / Manner of Performance Evaluation of the Committees:

- Mandate and composition of the Committee
- Effectiveness of the Committee
- Structure of the Committee and its meetings
- Independence of the Committee from the Board
- Contribution to decisions of the Board

C) Criteria / Manner of Performance Evaluation of Individual Directors:

- Qualifications, experience, knowledge and competency of the director
- Understanding and fulfillment of the functions assigned by the Board and by the law
- Ability to function as a team and to take initiative with respect to various areas
- Attendance of the director at the meetings
- Adequate Commitment of director towards the Board and the entity
- Contributions made by the director at the Meetings of the Board and of the Committees
- Performance characteristics of the Director such as integrity and commitment to the Board and the Company, acting in good faith, exercising reasonable care, skill and diligence, independent judgment and avoiding conflict of interest situation.

  In case of a chairperson, additional consideration to be given to:

  - Effectiveness of leadership and ability to steer the meetings
  - Impartiality in conducting discussions, seeking views and dealing with dissent
  - Commitment and ability to keep shareholders' interests in mind during discussions and decisions.

The Board has carried out the annual performance evaluation of its Directors individually as well as the evaluation of the working of its Committees at its Board Meeting held on February 03, 2020. The Independent Directors in their separate meeting held on March 12, 2020, reviewed the performance of the Chairman, Executive Director and other Non-Executive Directors on the Board of the Company. They also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Skills /expertise/ competencies fundamental for the effective functioning of the Company which are currently available with our Board of Directors is given in the Link: https://www.cybertech.com/investors/boardofdirectors.aspx

d) Remuneration to Non-executive Directors for the Financial Year 2019-20:

(₹ in Lakhs)

Name	Designation	Salary	Commission	Sitting fees	Total *
Mr. Vish Tadimety	Chairman	Nil	Nil	1.40	1.40
Ms. Amogha Tadimety	Director	Nil	Nil	0.80	0.80
Mr. Steven Jeske	Director	Nil	Nil	0.80	0.80
Mr. Sudhir Joshi	Director	Nil	1.50	2.40	3.90
Mr. M.P. Bharucha	Director	Nil	1.50	0.60	2.10
Dr. N.L. Sarda	Director	Nil	1.50	2.40	3.90
Dr. Shreepad Karmalkar	Director	Nil	0.50	1.00	1.50
Ms. Angela C. Wilcox	Director	Nil	1.50	0.80	2.30

**The remuneration paid to Non-Executive Directors includes commission and sitting fees paid towards attending the Board Meeting, Audit Committee Meeting and Nomination and Remuneration Committee Meetings and Corporate Social Responsibility Committee Meeting held during the year.*

Mr. Vish Tadimety and Mr. Steven Jeske hold Office or place of profit as Directors in the wholly owned subsidiaries, CyberTech Systems and Software Inc. USA and Spatialitics LLC, USA.

e) Remuneration paid to Executive Director

The remuneration paid to Mr. Ramasubramanian Sankaran, Executive Director for the Financial Year 2019-20 is ₹ 60.56 Lakhs. He did not exercise any employee stock option during the year under review.

Mr. Ramasubramanian Sankaran, Executive Director has also been granted Employee Stock Options under the Employee Stock Option Scheme (ESOP) of the Company, apart from the aforesaid remuneration.

The details of the ESOP granted to the Executive Director as detailed below:

Particulars	As at March 31, 2020
Grants to the Executive Director:	
Outstanding at the beginning	400,000
Add.: Granted during the year	-
Less: Exercised during the year	-
Less : Forfeited/Lapsed during the year	-
Outstanding as at the end	400,000
Vested to the Executive Director:	
Outstanding at the beginning	350,000
Add: Vested during the year	50,000
Less : Exercised during the year	-
Less : Forfeited/Lapsed during the year	-
Outstanding as at the end	400,000
Details of options Exercised during the year:	No options were exercised during the year under review.

There is no separate provision for payment of severance fees.

Notice period is 3 Months as per terms of the appointment

f) Fees paid to Statutory Auditors for F.Y. 2019-20

Payments made to Bagaria & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, for the Services rendered by them for the period April 01, 2019 to March 31, 2020 are as follows:

Particulars	Amount (₹)
Audit Fees	730,000
Limited review fees	450,000
Certification	75,000
Reimbursement of Expenses (Excluding GST)	157,111
Total	**1,412,111**

iii) <u>Stakeholders' Relationship Committee</u>

<u>Composition and attendance at Stakeholders' Relationship Committee Meeting</u>

In compliance with Regulation 20 of the SEBI (LODR) Regulations 2015, the Board has constituted the Stakeholders' Relationship Committee inter alia to consider and review the complaints received from shareholders. Details of share transfers/ transmissions approved by the Committee are placed at the Board Meetings from time to time. The Board has delegated the authority to allot equity shares against the Stock Options exercised by the employees/ Directors, granted to them under the Employees Stock Option Plan (ESOP) of the Company, to the Stakeholders' Relationship Committee.

Pursuant various amendments in SEBI (LODR) Regulations, 2015 the terms of reference of the Stakeholders' Relationship Committee were amended on February 04, 2019 by the Board of Directors of the Company.

Stakeholders' Relationship Committee meeting was held on March 25, 2020 during the year under review.

The Composition of Stakeholders' Relationship Committee and details of attendance of the members during the year 2019-20 are as under:

S. No.	Name	Designation & Category	No. of Meetings attended
1	Mr. Sudhir Joshi	Chairman, Independent Director	1
2	Dr. N.L. Sarda	Member, Independent Director	1
3	Dr. Shreepad Karmalkar	Member, Independent Director	Nil
4	Mr. Ramasubramanian Sankaran	Member, Executive Director	1

As per the provisions of Regulation 20 (2) of SEBI LODR Regulations, 2015, Mr. Sudhir Joshi, Chairman of the Committee is an Independent and Non-Executive Director

Name, designation and address of Compliance Officer:

Ms. Sarita Leelaramani
Company Secretary and Compliance Officer
CyberTech Systems and Software Limited
'CyberTech House', Plot No. B-63/64/65
Road No. 21/34, J. B. Sawant Marg, MIDC
Wagle Estate, Thane (W)-400604
T +91-22-2583 4643/44/45

Details of investor complaints received and redressed during the year 2019-20 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
Nil	Nil	Nil	Nil

Exclusive e-mail id for Investor Grievances: **cssl.investors@cybertech.com.**

Transfer of Equity Shares of the Company to DEMAT Account of Investor Education and Protection Fund (IEPF) Authority

In terms of the provisions of Section 124 (6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the Equity Shares held by the shareholders in respect of which dividend entitlements have remained unclaimed or unpaid for seven consecutive years has to be or more compulsorily transferred to the DEMAT account of the IEPF Authority by the Company within 30 days from the due date. Accordingly, 15,440 Equity Shares were transferred to the Authority's DEMAT Account with NSDL.

The Company has uploaded complete details of such shares on its website http://www.cybertech.com/investors/unclaimedShares.aspx Also, Shareholders whose names are appearing in the list in the aforesaid link shall claim refund from IEPF Authority by accessing the link http://www.iepf.gov.in/IEPFA/refund.html and filling out the e-Form IEPF-5.

iv) Corporate Social Responsibility Committee

In compliance with Section 135 of the Companies Act, 2013, the Board has constituted the "Corporate Social Responsibility Committee" ('CSR Committee').

The terms of reference of CSR Committee includes formulating and recommending to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, recommend the amount of expenditure to be incurred on the CSR activities, provide guidance on various CSR activities to be undertaken by the Company and monitor the CSR Policy of the Company from time to time.

During the year under review, CSR Committee meeting was held on March 25, 2020, approving the CSR expenditure for the F.Y. 2019-20.

The composition of Corporate Social Responsibility Committee and details of attendance of the members during the year 2019-20 are as under:

S. No.	Name	Designation & Category	No. of Meetings attended
1	Mr. Sudhir Joshi	Chairman, Independent Director	1
2	Mr. Vish Tadimety	Member, Non-Independent Director	1
3	Dr. N.L. Sarda	Member, Independent Director	1
4	Mr. Ramasubramanian Sankaran	Member, Non-Independent Director	1

A Report on CSR is provided as an **Annexure VI** to Board's Report.

4. **General Body Meetings**

i. **Location and time, where last three AGMs were held :**

Year	Venue	Date	Time	Special Resolutions passed
2016-17	'CyberTech House' Plot No. B-63/64/65 Road No. 21/34, J. B. Sawant Marg, MIDC, Wagle Estate, Thane (West)-400604	September 28, 2017	04.00 p.m.	Ratification of the Remuneration paid to Mr. Ramasubramanian Sankaran, Executive Director of the Company.
2017-18	'CyberTech House' Plot No. B-63/64/65 Road No. 21/34, J. B. Sawant Marg, MIDC, Wagle Estate, Thane (West)-400604	September 28, 2018	04.00 p.m.	(1)To re-appoint Mr. Ramasubramanian Sankaran (DIN:05350841) as an Executive Director of the Company and to approve his remuneration. (2) To increase the aggregate limit of investment by Foreign Portfolio Investors in the Share Capital of the Company. (3) To increase aggregate limit of investment by Non Resident Indians/OCI in Share Capital of the Company.
2018-19	'CyberTech House' Plot No. B-63/64/65 Road No. 21/34, J. B. Sawant Marg, MIDC, Wagle Estate, Thane (West) - 400604	September 27, 2019	04.00 p.m.	(1)To re-appoint Mr. Sudhir Joshi as an Independent Director of the Company. (2) To re-appoint Dr. N. L. Sarda as an Independent Director of the Company (3) To re-appoint Dr. Shreepad Karmalkar as an Independent Director of the Company. (4) To re-appoint Mr. M. P. Bharucha as an Independent Director of the Company. (5) Payment of Commission to the Independent Directors of the Company

ii. **Details of special resolution passed through postal ballot:**

During the year under review, no resolution was passed through Postal Ballot.

5 Disclosures

1. **Statutory Compliance, Penalties/Strictures**

The Company has complied with rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India and any other statutory authority relating to capital market.

No penalty or stricture has been imposed on the Company by the Stock Exchanges or SEBI on any matter related to the capital markets, during the last three years.

2. **Related Party Transactions**

The Company has adopted the Related Party Transaction Policy which is available on the website of the Company www.cybertech.com and can be accessed at weblink: https://www.cybertech.com/investors/corporate_policies.aspx

The details of all significant transactions with related parties are periodically placed before the Audit Committee. The Company has entered into related party transactions as set out in Note No. 34 to the Standalone Financial Statements of the Company which do not have potential conflict with the interests of the Company at large.

3. **Subsidiary**

During the year under review, the Company has material subsidiary as per the criteria specified in SEBI (LODR) Regulations, 2015. Further, the Company has adopted a policy on material subsidiaries and the same is uploaded on the website of the Company which can be accessed through the web-link:

https://www.cybertech.com/investors/corporate_policies.aspx

4. **Vigil Mechanism / Whistle Blower Policy**

In line with the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Company has formulated Vigil Mechanism Policy to report concerns about unethical behaviour, actual or suspected incidents of fraud or violation of Code of Conduct that could adversely impact the Company's operations, business performance and / or reputation, in a secure and confidential manner. The Company has also provided the complainant direct access to the Chairman of the Audit Committee. Further, no personnel have been denied access to the Audit Committee.

The Vigil Mechanism Policy has been placed on the website of the Company and web-link thereto is:

https://www.cybertech.com/investors/corporate_policies.aspx

5. **Compliance with Mandatory and Non-Mandatory Requirements**

The Company has complied with all the mandatory requirements of SEBI (LODR) Regulations, 2015 to the extent applicable.

Non-Mandatory Requirements:

Particulars		Status
A.	**The Board** Non-Executive Chairperson may be entitled to maintain a Chairperson's office at the listed entity's expense and also allowed reimbursement of expenses incurred in performance of his duties.	Complied
B.	**Shareholders' Right** A Half-Yearly declaration of financial performance including summary of significant events in last six-months, may be sent to each household of shareholders	Complied, as the Company's half-yearly results are published in leading English and Marathi newspaper, and also uploaded on the website of the Company, hence, the same need not be sent to the shareholders of the Company
C.	**Modified opinion in audit report** The listed entity may move towards a regime of financial statements with unmodified opinion	Complied, Auditor's Report on Audited Financial Results (Standalone and Consolidated) for the quarter and year ended March 31, 2020 is with un-modified opinion.
D.	**Separate posts of chairperson and chief executive officer** The listed entity may appoint separate persons to the posts of chairperson and Managing Director or chief executive officer	Complied, The Company has a Non-Executive Chairperson. Since there is No CEO, the Executive Director of the Company is entrusted with the day to day functions of the Company.
E.	**Reporting of internal auditor** The internal auditor may report directly to the audit committee	Complied, The Internal Auditors of the Company are present in each Audit Committee Meeting and directly interacts with Audit Committee Members.

6. **Non-Compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of schedule V of the SEBI (LODR) Regulations, 2015.**

There are no non-compliances of any requirements of Corporate Governance Report of sub-paras (2) to (10) mentioned in schedule V of the SEBI (LODR) Regulations, 2015.

7. **The Company has complied the Compliance of Corporate Governance Requirements specified in Regulation 17 to 27 to the extent applicable and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (LODR) Regulations, 2015.**

8. **Disclosure of Accounting Treatment**

The financial statements are prepared on accrual basis of accounting in accordance with the provisions of the Companies Act, 2013 (the Act) and comply in material aspects with the accounting standards, notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015.

9. **Code of Conduct for Directors and Senior Management Team**

The Company has adopted a Code of Conduct applicable to all its Directors and members of the Senior Management which is in consonance with the requirements of SEBI (LODR) Regulations, 2015. The said code is available on the website of the Company and can be accessed through web-link: https://www.cybertech.com/investors/corporate_policies.aspx

All the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct and Code of Conduct to Regulate Monitor and Report Trading by Insiders of the Company for the year ended March 31, 2020. A declaration to this effect signed by Mr. Ramasubramanian S., Executive Director of the Company forms part of this Report. ***(Enclosure I)***

10. CEO/CFO Certification

In terms of requirement of Regulation 17(8) of SEBI (LODR) Regulations, 2015, Mr. Praveen Agarwal, Chief Financial Officer has furnished certificate to the Board in the prescribed format. The certificate has been reviewed by the Audit Committee and taken on record by the Board at the meeting held on June 17, 2020. The Certificate is attached as ***Enclosure II***

11. Non-Disqualification of Directors & Certificate of Corporate Governance

Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A Certificate of Non Disqualification of Directors is attached as ***Enclosure III*** along with the Certificate of Corporate Governance as issued by our Secretrial Auditor M/s. S. Anantha & Ved LLP (LLP IN : AAH 8229), Company Secretaries, Mumbai (***Enclosure IV).***

12. Directors' Responsibility Statement

The draft Directors' Responsibility Statement signed by Executive Director on behalf of the Board dated August 12, 2020 which is included in the Board's Report for F.Y.2019-20, has been reviewed by the Audit Committee at its meeting held on August 12, 2020.

13. Reconciliation of Share Capital Audit Report

In terms of the provisions of Clause 55A of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, Reconciliation of Share Capital Audit was carried out on a quarterly basis by M/s. Anant Amdekar & Associates, Company Secretaries, Thane for F.Y. 2019-20 towards reconciliation of the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and those held in physical form with the total issued, paid up and listed capital of the Company. The audit report, inter alia, confirms that the Register of Members is duly updated and that demat/remat requests were confirmed within stipulated time etc. The said report is also submitted to BSE Limited and National Stock Exchange of India Limited.

14. Risk Management Policy

The Company has in place Risk Management System which takes care of risk identification, assessment and mitigation. There are no risks which in the opinion of the Board threaten the existence of the Company. Risk factors and its mitigation are covered extensively in the Management Discussion and Analysis Report forming part of this Board's Report.

15. Code for Prevention of Insider Trading

The Company has adopted a code of conduct to regulate, monitor and report trading by insiders for prevention of Insider Trading in the shares of the Company. The code, inter-alia, prohibits purchase /sale of shares of the Company by Directors and designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

https://www.cybertech.com/investors/corporate_policies.aspx

16. Means of Communication

- **Website:** The Company's website www.cybertech.com under investors Tab contains inter alia the updated information pertaining to quarterly, half-yearly and annual financial results, annual reports, official press releases, the investor/ analysts presentations, details of investor calls and meets, shareholding pattern, important announcements. The said information is available in a user friendly and downloadable form.
- **Financial Results:** The quarterly, half yearly and annual financial results of the Company are submitted to BSE Limited and National Stock Exchange of India Limited after approval of the Board of Directors of the Company. The results of the Company are published in one English daily newspaper and one Marathi newspaper within 48 hours of approval thereof.
- **Chairman's Communiqué:** The Chairman's Letter is distributed to shareholders at Annual General Meeting as a part of Annual Report. The document is also put on the Company's website and can be accessed at https://www.cybertech.com/investors/overview.aspx
- **Annual Report:** Annual Report containing inter alia Standalone Financial Statements, Consolidated Financial Statements, Board's Report, Auditors' Report, Corporate Governance Report is circulated to the members and others entitled thereto and is also available on website of the Company.
- **Designated Exclusive Email ID:** The Company has designated Email Id cssl.investors@cybertech.com exclusively for shareholder/investor servicing.
- **Reminder to Investors:** Reminders for unclaimed shares and unpaid dividend were sent to the shareholders as per our records with RTA during the year under review.
- **SCORES (SEBI Complaints Redressal System):** SEBI has commenced processing of investor complaints in a centralized web based complaints redress system i.e. SCORES. The Company supported SCORES by using it as a platform for communication between SEBI and the Company.
- **Uploading on NSE Electronic Application Processing System (NEAPS) & BSE Listing Centre:** The quarterly results, quarterly compliances and all other corporate communications to the Stock Exchanges are filed electronically on NEAPS for NSE and on BSE Listing Centre for BSE.
- **Email:** The financial results of the Company along with press release and investor presentation, if any, are sent by email to the shareholders who have registered their email id with the Company or Depository Participant.

17. General Shareholders' information:

a. Annual General Meeting for FY 2019-20

Date : Tuesday, September 29, 2020

Time : 04:30 P.M.

Venue : Through Video Conferencing/Other Audio Visual Means

As required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015, particulars of Directors seeking appointment/re-appointment at the ensuing AGM are given in the Notice of the AGM to be held on Tuesday, September 29, 2020.

b. Financial Calendar

Year ending : March 31
AGM in : September
Dividend Payment : within 30 days of declaration of dividend at the AGM, subject to shareholders approval.

c. Date of Book Closure / Record Date : Book Closure: Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (Both days inclusive)
Record date/cut-off date: Tuesday, September 22, 2020

d. Financial Calendar (Tentative) : Results for the Quarter ending
June 30, 2020 – Second week of August, 2020
September 30, 2020 – Second week of November, 2020
December 31, 2020 – Second week of February, 2020
March 31, 2021 – Second week of May, 2021
Annual General Meeting – September, 2021

e. Listing on Stock Exchanges : **National Stock Exchange of India Limited ("NSE")**
Exchange Plaza, C-1, Block G, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

BSE Limited

P. J. Towers, Dalal Street Fort, Mumbai 400 001

Annual Listing Fees have been paid to the stock exchanges for the F.Y. 2019-20

The Company has paid the annual Custody Fees to Central Depository Services (India) Limited and National Securities Depository Limited for the year 2019-20

f. Scrip Code/ Symbol : NSE- CYBERTECH

BSE- 532173

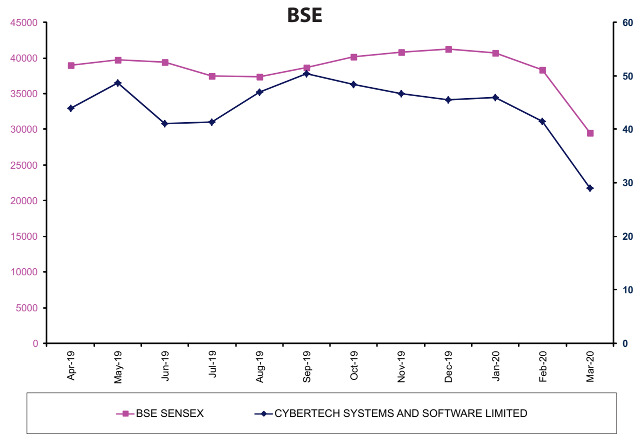
g. Market Price Data : The monthly high and low market price of shares traded on BSE and NSE for F.Y. 2019-20 is as follows:

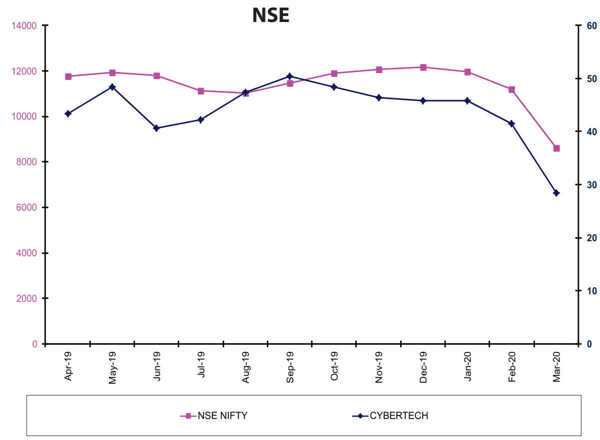
(Amount in ₹)

Month	BSE		NSE	
	High	Low	High	Low
April 2019	46.65	43.40	47.70	42.35
May 2019	53.50	40.90	53.85	41.00
June 2019	50.90	39.15	51.35	37.20
July 2019	63.60	39.70	63.50	39.65
August 2019	53.40	39.35	54.00	39.20
September 2019	64.45	44.35	64.30	44.65
October 2019	55.00	47.50	54.80	47.00
November 2019	56.00	46.30	56.60	46.00
December 2019	48.45	39.80	48.40	39.75
January 2020	47.75	43.55	47.90	43.55
February 2020	49.35	41.10	49.50	39.60
March 2020	44.30	22.50	44.50	22.10

[Source: This information is compiled from the data available on the websites of BSE and NSE]

h. Performance in comparison of broad based indices such as BSE-Sensex, CRISIL, Index, etc. :





i. Registrar and Transfer Agents

Link Intime India Private Limited

C-101, 247 Park, LBS Marg, Vikhroli (W), Mumbai – 400 083

T +91 22 49186000 | F +91 22 49186060

E mail: mumbai@linkintime.co.in

j. Share transfer system:

Shares sent for transfer in physical form are generally registered and returned within a period of 15 days from the date of lodgement and Demat requests are normally confirmed within an average period of 15 days, provided the documents are clear and complete in all respect.

The Company obtains from a Company Secretary in Practice half-yearly certificate to the effect that all certificates have been issued within thirty days of the date of lodgment of the transfer, sub-division, consolidation and renewal as required under Regulation 40(9) of the SEBI (LODR) Regulations, 2015 and files a copy of the said certificate with Stock Exchanges.

SEBI on June 8, 2018 notified SEBI (LODR) 4th amendment Regulation, 2018, regarding mandatory dematerialization for transfer of securities. Pursuant to the amendment to SEBI (LODR) Regulation, 2015 Shareholders holding Physical Shares Certificates are advised to ensure that shares which are lodged for transfer are mandatorily in dematerialized form with effect from April 1, 2019.

k. Transfer of Unpaid / Unclaimed Amounts and Shares to Investor Education and Protection Fund:

During the year under review, the Company has credited Unpaid / Unclaimed Amounts of dividends amounting to ₹ 3.23 Lakhs pertaining to FY 2011-12 to the Investor Education and Protection Fund (IEPF) and 15,440 Equity Shares of the Company were transferred to the Authority's DEMAT Account with NSDL pursuant to the provisions of the Companies Act, 2013.

The Company has uploaded on its website the details of unpaid and unclaimed amounts lying with the Company and details of shares transferred to IEPF during financial year.

l. Distribution of shareholding :

Summary of Shareholding Pattern as on March 31, 2020 :

Category of Shareholder	Number of Shareholders	% of Shareholders	Number of Shares held	% of Shareholding
Promoter & Promoter Group	8	0.07	1,03,52,929	37.63
Public	10,263	99.93	1,71,62,664	62.37
Total	**10,271***	**100.00**	**2,75,15,593**	**100.00**

* Difference in number of shareholders in shareholding pattern and distribution of shareholding is due to consolidation of folio no. /demat accounts of the sharesholders on the basis of PAN in case of shareholding pattern.

Distribution of Shareholding as on March 31, 2020 :

Category of Shares	Number of Shareholders	% of Shareholders	Number of Shares held	% of Shareholding
1 – 500	8446	80.3616	1256255	4.5656
501 - 1000	922	8.7726	757414	2.7527
1001 - 2000	487	4.6337	738892	2.6854
2001 - 3000	162	1.5414	409710	1.4890
3001 - 4000	108	1.0276	387905	1.4098
4001 - 5000	76	0.7231	357097	1.2978
5001 - 10000	129	1.2274	910840	3.3103
10001 and Above	180	1.7127	22697480	82.4895
Total	**10,510***	**100.0000**	**27515593**	**100.0000**

* Difference in number of shareholders in shareholding pattern and distribution of shareholding is due to consolidation of folio no. /demat accounts of the shareholders on the basis of PAN in case of shareholding pattern.

Top Ten Shareholders of the Company as on March 31, 2020 :

S. No.	Name of the Shareholder	Number of equity shares held	Percentage of Holding (%)
1	Vish Tadimety	5732189	20.83
2	Indotech Holdings LLC	3900000	14.17
3	Steven Jeske	2431433	8.84
4	Joseph Michael Vanek	1385000	5.03
5	Sukhada Tadimety	1121592	4.08
6	Prasad Rao Vellaturi	934541	3.40
7	Ashok Kumar Jain	657455	2.39
8	Red Banyan Holdings LLC	650000	2.36
9	Aparna V. Goud	259315	0.94
10	B. Thimmadevi Goud	255570	0.93

m. Bifurcation of shares held in physical and demat form as on March 31, 2020 :

Particulars	No. of Shares	Percentage (%)
Physical Segment	4,566,025	16.59
Demat Segment		
NSDL (A)	19,244,375	69.94
CDSL (B)	3,705,193	13.47
Total (A+B)	22,949,568	83.41
Total	**27,515,593**	**100.000**

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is **INE214A01019**

n. Outstanding GDRs /ADRs /Warrants or any Convertible instruments, Conversion date and likely impact on equity: Not applicable for the year under review.

o. Plant Locations : Not applicable

p. Address for correspondence: Company Secretary and Compliance Officer
CyberTech Systems and Software Limited
CyberTech House', Plot No. B-63/64/65
Road No. 21/34, J. B. Sawant Marg, MIDC
Wagle Estate, Thane (W)-400604

For CyberTech Systems and Software Ltd.

Sd/-

Vish Tadimety
Chairman
DIN: 00008106

Place : Trevose PA, US
Date : August 12, 2020

ENCLOSURE-I

Compliance with Code of Conduct

Pursuant to the Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Ramasubramanian S. (DIN: 05350841), Executive Director of CyberTech Systems and Software Limited ("the Company") hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the 'Code of Conduct for Board of Directors and Senior Management' and 'the Code of Conduct to Regulate Monitor and Report Trading by Insiders' for the financial year ended March 31, 2020.

For and on behalf of the Board of Directors
CyberTech Systems and Software Limited

Sd/-

Ramasubramanian S.
DIN: 05350841
Executive Director

Place : Thane
Date : August 12, 2020

ENCLOSURE-II

C. F. O. Certification under Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

I, Praveen Agarwal, Chief Financial Officer of CyberTech Systems and Software Ltd. pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and to the best of our knowledge and belief hereby certify:

(a) I have reviewed the financial statements and the cash flow statement for the year ended on March 31, 2020 and based on my knowledge and belief, I state that:

  (i) These statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading;
  (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws, and regulations.

(b) I further state that to the best of my knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal, or violative of the Company's code of conduct.

(c) I accept the responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps have been taken or propose to taken to rectify these deficiencies.

(d) I have indicated, based on my most recent evaluation, wherever applicable, to the Auditors and Audit Committee:

  (i) Significant changes, if any, in the internal control over financial reporting during the year;
  (ii) Significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
  (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

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For CyberTech Systems and Software Ltd.

Sd/-

Praveen Agarwal
Chief Financial Officer

Place : Thane
Date : June 17, 2020

ENCLOSURE-III

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members
CyberTech Systems and Software Limited
CyberTech House, B-63-64-65 MIDC
Wagale Estate, J.B. Sawant Marg
Thane – 400604

We have examined the relevant registers, records, forms, returns and disclosures relating to the Directors of CyberTech Systems and Software Limited having CIN:L72100MH1995PLC084788 and having Registered Office at CyberTech House, B-63-64-65 MIDC, Wagle Estate, J.B. Sawant Marg Thane – 400 604 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub Clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications {including Directors Identification Number (DIN) status at the portal www.mca.gov.in} as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2020 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs (MCA) or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Date of appointment in Company #
1.	Mr. Vish Tadimety	00008106	May 23, 1995
2.	Mr. Nandlal Laxminarayan Sarda	00147782	September 28, 2012
3.	Mr. Sudhir Moreshwar Joshi	00349597	September 30, 2010
4.	Mr. Marezban Padam Bharucha	00361911	September 30, 2011
5.	Mr. Steven Lloyd Jeske	01964333	December 22, 2007
6.	Mr. Shreepad Karmalkar	03273896	September 30, 2010
7.	Mr. Ramasubramanian Sankaran	05350841	August 04, 2015
8.	Ms. Amogha Tadimety	06952042	September 30, 2014
9.	Ms. Angela Cook Wilcox	08068715	February 13, 2018

The date of appointment is as per the MCA website.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S. Anantha & Ved LLP
(LLP IN: AAH 8229)
Company Secretaries

Sd/-

Sachin Sharma
Designated Partner
CP No.: 20423
UDIN: A046900B000347695

Place : Jodhpur
Date : June 16, 2020

ENCLOSURE-IV

Certificate of Corporate Governance

To
The Members
CyberTech Systems and Software Limited
CyberTech House B-63-64-65
MIDC Wagle Estate J.B. Sawant Marg
Thane – 400 604

We have examined the compliance of conditions of Corporate Governance by CyberTech Systems and Software Limited ("Company") {CIN: L72100MH1995PLC084788}, stipulated in Regulations 17-27 and clauses (b) to (i) of Regulation 46 (2) and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the year 1st April, 2019 to 31st March, 2020.

We have conducted our examination on the basis of the relevant records and documents maintained by the Company and furnished to us for the purpose of the review and the information and explanations given to us by the Company during the course of such review.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management of the Company and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 Pandemic, we certify that the Company has in all material respect complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI Listing Regulations, as applicable.

For S. Anantha & Ved LLP
(LLP IN: AAH 8229)
Company Secretaries

Sachin Sharma
Designated Partner
CP No.: 20423
UDIN: A046900B000347739

Place : Jodhpur
Date : June 16, 2020

CYBERTECH SYSTEMS AND SOFTWARE LIMITED
STANDALONE
FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR 2019-20

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CYBERTECH SYSTEMS AND SOFTWARE LIMITED

Opinion

We have audited the accompanying standalone financial statements of **CYBERTECH SYSTEMS AND SOFTWARE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred as "Standalone financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2020, and its profit (including other comprehensive income), changes in equity and cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw your attention to the Note 45 of the standalone financial statements, with regard to Management's assessment of, inter-alia, recoverability of receivables (including unbilled receivables) of ₹ 1071.61 lakhs, realisibility of intangible assets of ₹ 308.19 lakhs and intangible assets under development of ₹ 554.67 lakhs due to COVID 19 pandemic outbreak. The Management apart from considering the internal and external information up to the date of approval of these standalone financial statements, has also performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets.

The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial statements. Considering the continuing uncertainties, the Management will continue to closely monitor any material changes to future economic conditions and does not anticipate any material financial or operational issues in the short term as well as on a long-term basis.

Our report is not modified in respect of this matter

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matters	Auditor's response
1	**Long overdue trade receivables and unbilled revenue of ₹ 721.76 lakhs and ₹ 76.27 lakhs respectively and provisioning thereof :-** Trade receivables and unbilled revenue comprise a significant portion of the Company's liquid assets. As indicated in Note 12 and Note 16 of the standalone financial statements, 22.15% and 53.14% of the trade receivables and unbilled revenue respectively are overdue but not impaired. The most significant portion of trade receivables and unbilled revenue over 90 days comprises large customers being city municipal corporations. Accordingly, the estimation of the allowance for trade receivables is a significant judgement area and is therefore considered a key audit matter.	**Audit procedure performed :-** - We have evaluated and tested the Company's processes for trade receivables and unbilled revenue, including the provisioning and collection processes. - We tested, enquired and assessed the unbilled revenue as per the terms of the contract and its billing in likely future. - We assessed the validity of material long outstanding receivables by requesting third-party confirmations of amounts owed. We also considered payments received subsequent to year-end, past payment history and unusual patterns to identify potentially impaired balances. - Where there were indicators that trade receivables were unlikely to be collected within contracted payment terms, we assessed the adequacy of the allowances for impairment of trade receivables and unbilled revenue. - We considered whether the provisions were adequate and concluded that they were appropriate in all material respects, and disclosures related to trade receivable and unbilled revenue in the standalone financial statements are appropriate.

2	**Policy for Capitalisation of internally generated software (Intangible assets under development) :-** Given the Company's continued development of its Software, internally generally intangible assets and the size of the capitalised cost, balance of ₹ 554.67 lakhs as at 31st March, 2020, we continue to focus on this area. Software can have complex development cycles, often over many phases, spanning three to four years, or more. New technology also brings a risk of impairment.	**Audit procedure performed :-** - We tested internal financial controls, including IT controls, over the approval, development of new software and management's assessment of impairment. - We assessed that costs meets the requirements of IAS 38 'Intangible Assets' and the same has only been capitalised under Intangible assets under development.

Information Other than the Standalone Financial Statements and Auditor's report thereon

The Company's Board of Directors is responsible for the preparation of other information. The Other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to the Board report, Corporate Governance report and Shareholder's information, but does not include the standalone financial statement and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on, the work we have performed, we conclude that there is a material misstatement of this other information; we required to report that fact. We have nothing to report in this regard.

Management responsibilities for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and records.

(c) The Balance sheet, the Statement of Profit & Loss (including other comprehensive income), Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on records by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a Director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "B".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

(h) With respect to the other matters to be included in the Auditor's report in accordance with the rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. Refer Note No 33 to the standalone financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For BAGARIA & CO. LLP
Chartered Accountants

Firm Registration No: 113447W/W-10019

Vinay Somani
Partner
Membership No. 143503
UDIN: 20143503AAAAFY9631

Place : Mumbai
Date : June 17, 2020

"ANNEXURE A"

ANNEXURE REFERRED TO IN PARAGRAPH "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT TO THE MEMBERS OF THE COMPANY FOR THE YEAR ENDED 31st March, 2020

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we state that:

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment (fixed assets).

   b) The Company has regular programme of physical verification of its property, plant and equipment (fixed assets) by which all property, plant and equipment (fixed assets) are verified in a phased manner, over a period of three years. In our opinion, this periodicity of the physical verification is reasonable having regard to the size of the Company and nature of its property, plant and equipment (fixed assets). Pursuant to the programme, certain property, plant and equipment (fixed assets) were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

   c) Based on the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

2. The Company being a service Company, primarily rendering information technology services, it does not hold any physical inventories. Accordingly, the provisions of clause 3(ii) of the Order are not applicable to the Company.

3. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3(iii) of the Order are not applicable to the Company.

4. The Company has not granted any loans or provided any guarantees or security during the year and therefore, reporting of compliance of section 185 and 186 of the Act does not arise. The Company has complied with the provisions of Section 186 of the Act with respect to the investment made during the year.

5. No deposits within the meaning of directives issued by Reserve Bank of India and Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder have been accepted by the Company.

6. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 148 of the Act in respect of Company's services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable to the Company.

7. a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income- tax, goods and service tax, duty of customs and other statutory dues applicable to the Company with appropriate authorities. No undisputed amounts in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.

   b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no dues of income tax, Goods and service tax, duty of customs and other statutory dues which have not been deposited on account of any dispute.

8. The Company has not defaulted in repayment of loans or borrowings to banks during the year. The Company has not taken any loans or borrowings from financial institution, government or issued any debentures during the year.

9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) or term loan during the year. Therefore, the provisions of clause 3 (ix) of the Order are not applicable to the Company.

10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud by or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of such case by the management.

11. According to the information and explanations given to us and based on examination of records of the Company, managerial remuneration paid or provided for during the year is in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.

12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.

13. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, all transactions with the related party are in compliance with Section 177 and 188 of the Act and the details have been disclosed as required by the applicable Ind AS in Note 34 to the Standalone Financial Statements.

14. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partially convertible debentures. Therefore, the provisions of clause 3(xiv) of the Order are not applicable to the Company.

15. Based on the information and explanations given to us, the Company has not entered into any non-cash transactions prescribed under Section 192 of the Act with directors or persons connected with them during the year. Therefore, the provisions of clause 3(xv) of the Order are not applicable to the Company.

16. In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Therefore, the provisions of clause 3(xvi) of the Order are not applicable to the Company.

For BAGARIA & CO. LLP
Chartered Accountants

Firm Registration No: 113447W/W-10019

Vinay Somani
Partner
Membership No. 143503
UDIN: 20143503AAAAFY9631

Place : Mumbai
Date : June 17, 2020

"ANNEXURE B"

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of **CYBERTECH SYSTEMS AND SOFTWARE LIMITED** ("the Company") as of 31st March, 2020 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements; and (4) also provide reasonable assurance by the internal auditors through their internal audit reports given to the organisation from time to time.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has broadly, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For BAGARIA & CO. LLP
Chartered Accountants
Firm Registration No: 113447W/W-10019

Vinay Somani
Partner
Membership No. 143503
UDIN: 20143503AAAAFY9631

Place : Mumbai
Date : June 17, 2020

Standalone Balance Sheet as at March 31, 2020

(₹ in Lakhs)

Particulars	Note	As at March 31, 2020	As at March 31, 2019
I. ASSETS			
1 Non-current assets			
Property, plant and equipment	**2**	2,863.25	3,023.98
Right of Use (RoU)-Assets	**3**	21.78	-
Capital work-in-progress	**4**	251.28	256.64
Investment property	**5**	872.39	892.37
Intangible assets	**6**	308.19	66.41
Intangible assets under development	**7**	554.67	656.27
Financial assets			
Investments	**8**	2,144.71	2,627.74
Other financial assets	**9**	25.14	24.33
Other non - current assets	**10**	3.06	20.70
Total non-current assets		**7,044.47**	**7,568.44**
2 Current assets			
Financial assets			
Investments	**11**	1,364.27	1,272.81
Trade receivables	**12**	2,963.20	3,171.29
Cash and cash equivalents	**13**	67.78	313.81
Bank balances other than above	**14**	554.44	66.33
Loans	**15**	5.96	3.20
Other financial assets	**16**	163.61	524.13
Other current assets	**17**	104.91	119.33
Total current assets		**5,224.17**	**5,470.90**
Total assets		**12,268.64**	**13,039.34**

Standalone Balance Sheet as at March 31, 2020

(₹ in Lakhs)

	Particulars	Note	As at March 31, 2020	As at March 31, 2019
II	**EQUITY AND LIABILITIES**			
1	**Equity**			
	Equity share capital	**18**	2,751.56	2,751.56
	Other equity	**19**	6,876.32	6,163.79
	Total equity		**9,627.88**	**8,915.35**
2	**Liabilities**			
A	**Non-current liabilities**			
	Financial liabilities			
	Other financial liabilities	**20a**	191.98	244.21
	Deferred tax liabilities (net)	**41**	133.02	172.16
	Total non current liabilities		**325.00**	**416.37**
B	**Current liabilities**			
	Financial liabilities			
	Borrowings	**21**	276.88	1,783.71
	Trade payables	**22**		
	-Total outstanding dues of micro enterprises and small enterprises		16.00	2.92
	-Total outstanding dues of creditors other than micro enterprises and small enterprises		497.71	551.24
	Other financial liabilities	**20b**	115.61	31.58
	Other current liabilities	**23**	126.27	114.33
	Provisions	**24**	238.93	224.46
	Current tax liabilities (net)	**25**	1,044.36	999.38
	Total current liabilities		**2,315.76**	**3,707.62**
	Total equity and liabilities		**12,268.64**	**13,039.34**

Significant Accounting Policies **1B**

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date

For BAGARIA & CO. LLP
Chartered Accountants
Firm Registration Number - 113447W/W-10019

For and on behalf of the Board of Directors

Vinay Somani
Partner
M. No. 143503

Ramasubramanian Sankaran
Executive Director
DIN: 05350841

Sudhir Joshi
Director
DIN: 00349597

Place : Mumbai
Date : June 17, 2020

Praveen Agarwal
Chief Financial Officer

Sarita Leelaramani
Company Secretary
M. No. A35587

Standalone Statement of Profit and Loss for the year ended March 31, 2020

(₹ in Lakhs)

	Particulars	Note	For the year ended March 31, 2020	For the year ended March 31, 2019
I	Revenue from Operations	26	6,215.13	5,382.31
II	Other income	27	619.67	631.78
III	**Total Income (I + II)**		**6,834.80**	**6,014.09**
IV	**Expenses**			
	Cost of hardware/software package for service delivery and outsourced project cost		161.95	267.12
	Employee benefits expense	28	3,918.39	3,512.25
	Finance costs	29	48.57	109.08
	Depreciation and amortisation expense	30	437.71	472.10
	Other expenses	31	895.62	903.96
	Total expenses (IV)		**5,462.24**	**5,264.51**
V	**Profit before tax (III - IV)**		**1,372.56**	**749.58**
VI	**Tax expense**			
	Current tax	41	341.22	230.00
	Deferred tax credit	41	(27.71)	(35.00)
	Tax adjustments for earlier years		-	3.18
			313.51	**198.18**
VII	**Profit for the year (V - VI)**		**1,059.05**	**551.40**
VIII	**Other Comprehensive Income**			
	Items that will not be reclassified to profit or loss (Gain/(Loss)			
	Remeasurements of net defined benefit plans		(45.38)	(16.71)
	Income tax relating to items that will not be reclassified to profit or loss	41	11.42	4.64
	Other Comprehensive Income /(Loss) for the year (VIII)		**(33.96)**	**(12.07)**
IX	**Total Comprehensive Income for the year (VII - VIII)**		**1,025.09**	**539.33**
X	**Earnings per equity share of ₹ 10 each:**			
	Basic	32	3.85	2.01
	Diluted	32	3.82	1.99

Significant Accounting Policies **1B**

The accompanying notes are an integral part of the standalone fin ancial statements

As per our report of even date

For BAGARIA & CO. LLP
Chartered Accountants
Firm Registration Number - 113447W/W-10019

Vinay Somani
Partner
M. No. 143503

Place : Mumbai
Date : June 17, 2020

For and on behalf of the Board of Directors

Ramasubramanian Sankaran
Executive Director
DIN: 05350841

Sudhir Joshi
Director
DIN: 00349597

Praveen Agarwal
Chief Financial Officer

Sarita Leelaramani
Company Secretary
M. No. A35587

Standalone Statement of Cash Flows for the year ended March 31, 2020

(₹ in Lakhs)

Particulars		For the year ended March 31, 2020		For the year ended March 31, 2019
A. Cash flow from operating activities				
Profit before tax		**1,372.56**		**749.58**
Adjustments to reconcile net profit to net cash provided by operating activities :				
Depreciation and amortisation expense	437.71		472.10	
Unrealised foreign exchange gain/(loss)	7.16		(3.92)	
Loss on assets disposed / discarded (net)	1.76		3.10	
Interest income	(12.31)		(3.84)	
Finance Cost	48.57		109.08	
Provision for doubtful receivables, deposits & expected Credit losses	31.69		39.40	
Sundry credit balances written back (net)	(0.92)		(2.25)	
Employee share based payments	19.14		26.67	
Loss/(Profit) on sale of investments in mutual funds	16.14		(6.71)	
Gain on fair valuation of Investments in mutual funds	(55.86)		(94.37)	
		493.08		**539.26**
Operating profit before working capital changes		**1,865.64**		**1,288.84**
Adjustments for:				
Increase in Trade receivables	169.24		(12.66)	
(Increase) in loans, other financial assets and other assets	(99.10)		(30.65)	
Increase in Trade, other financial liabilities and other liabilities	118.82		26.39	
		188.96		**(16.92)**
Cash generated from operations		**2,054.60**		**1,271.92**
Direct taxes paid (net)		(296.24)		(212.93)
Net cash flow generated from operating activities (A)		**1,758.36**		**1,058.99**
B. Cash flow from investing activities				
Purchase of property, plant & equipment (Including Capital work-in-progress)		(381.61)		(190.11)
Purchase of Intangible assets (including cost incurred on intangible assets under development)		(140.18)		(406.96)
Sale of property, plant & equipment		0.62		0.61
Purchase of investments		(1,397.94)		(1,038.68)
Sale of investments		1,789.53		190.36
Interest received		12.31		7.93
Net cash flow used in investing activities (B)		**(117.27)**		**(1,436.85)**

Standalone Statement of Cash Flows for the year ended March 31, 2020

(₹ in Lakhs)

C.	**Cash flow from financing activities**		
	Proceeds/(repayments) from short-term borrowings (net) (refer note 1 below)	(1,506.83)	691.17
	Proceeds for equity issue under ESOP (including securities premium)	-	17.89
	Interest paid	(48.57)	(109.08)
	Dividend and dividend tax paid thereon	(331.72)	(331.72)
	Net cash flow from/(used) in financing activities (C)	**(1,887.12)**	**268.26**
	Net decrease in cash & cash equivalents (A + B + C)	**(246.03)**	**(109.60)**
	Cash & cash equivalents - Opening	313.81	423.41
	Cash & cash equivalents - Closing	**67.78**	**313.81**

Note 1

Changes in liability arising from financing activities	**As at March 31, 2019**	**Cash Flows/ (Repayment)**	**As at March 31, 2020**
Borrowings - Current (Refer note no. 21)	1,783.71	(1,506.83)	276.88

Significant Accounting Policies (Refer Note 1B)

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For BAGARIA & CO. LLP
Chartered Accountants
Firm Registration Number - 113447W/W-10019

Vinay Somani
Partner
M. No. 143503

Place : Mumbai
Date : June 17, 2020

For and on behalf of the Board of Directors

Ramasubramanian Sankaran
Executive Director
DIN: 05350841

Sudhir Joshi
Director
DIN: 00349597

Praveen Agarwal
Chief Financial Officer

Sarita Leelaramani
Company Secretary
M. No. A35587

Standalone Statement of changes in equity for the year ended March 31, 2020

(A) Equity Share Capital

(₹ in Lakhs)

Particulars	Amount
Balance as at April 1, 2018	**2,741.46**
Changes in share capital during the year	10.10
Balance as at March 31, 2019	**2,751.56**
Changes in share capital during the year	-
Balance as at March 31, 2020	**2,751.56**

(B) Other Equity

(₹ in Lakhs)

Particulars	Money received against share warrants	Capital Reserve	Securities Premium	Equity Settled Employee Benefits Reserve	Retained Earnings	Other comprehensive income {Other actuarial gains/(losses)}	Total
Balance as at April 1, 2018	**167.50**	**-**	**1,707.75**	**148.82**	**3,909.86**	**(12.21)**	**5,921.72**
Received during the year on issue of shares under ESOP	-	-	7.79	-	-	-	**7.79**
Profit for the year	-	-	-	-	551.40	-	**551.40**
Other comprehensive income/(loss) for the year	-	-	-	-	-	(12.07)	**(12.07)**
Employee share based payment	-	-	-	26.67	-	-	**26.67**
Transferred to capital reserve on forfeiture of share warrants	(167.50)	167.50	-	-	-	-	-
Dividend paid (including dividend distribution tax of ₹ 55.81 Lakhs)	-	-	-	-	(331.72)	-	**(331.72)**
Balance as at March 31, 2019	**-**	**167.50**	**1,715.54**	**175.49**	**4,129.54**	**(24.28)**	**6,163.79**
Profit for the year	-	-	-	-	1,059.05	-	**1,059.05**
Other comprehensive income/(loss) for the year	-	-	-	-	-	(33.96)	**(33.96)**
Employee share based payment	-	-	-	19.14	-	-	**19.14**
Dividend paid (including dividend distribution tax of ₹ 55.81 Lakhs)	-	-	-	-	(331.72)	-	**(331.72)**
Balance as at March 31, 2020	**-**	**167.50**	**1,715.54**	**194.63**	**4,856.87**	**(58.24)**	**6,876.32**

Significant Accounting Policies (Refer Note 1B)

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For BAGARIA & CO. LLP
Chartered Accountants
Firm Registration Number - 113447W/W-10019

Vinay Somani
Partner
M. No. 143503

Place : Mumbai
Date : June 17, 2020

For and on behalf of the Board of Directors

Ramasubramanian Sankaran
Executive Director
DIN: 05350841

Sudhir Joshi
Director
DIN: 00349597

Praveen Agarwal
Chief Financial Officer

Sarita Leelaramani
Company Secretary
M. No. A35587

Notes to Standalone financial statements for the year ended March 31, 2020

'NOTE '1'

A. CORPORATE INFORMATION:

Cybertech Systems and Software Limited (the 'Company') was incorporated on January 19, 1995. Along with its subsidiaries in USA, the Company provides Information Technology services to customers primarily in USA and India with focus on next-generation geospatial, networking and enterprise IT solutions. The Company offers services that span across all major industries including government, education, utilities, public safety & homeland defence, technology, telecom, retail, healthcare, and manufacturing. The Company is focused on delivering its development and support projects on an offshore basis.

The Company is a public limited company incorporated and domiciled in India and has its registered office in Thane, India. The Company has its primary listings on the BSE Limited and National Stock Exchange Limited in India.

B. SIGNIFICANT ACCOUNTING POLICIES:

(i) Basis of Preparation of Financial Statements:

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other related provisions of the Act.

The financial statements of the Company are prepared on the accrual basis of accounting and Historical cost convention except for the following material items that have been measured at fair value as required by the relevant Ind AS:

(i) Certain financial assets and liabilities are measured at Fair value - Refer note no.1(B)(viii)

(ii) Defined benefit employee plan - Refer note no.1(B)(xii)

(iii) Derivative Financial instruments - Refer note no.1(B)(vii)

The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act.

The financial statements are presented in INR, the functional currency of the Company. All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

(ii) Use of Estimates and judgments:

The preparation of the financial statements requires the Management to make, judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Critical accounting judgements and key source of estimation uncertainty

The Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis.

(a) Recognition and measurement of defined benefit obligations, key actuarial assumptions - Refer Note no. 1(B)(xii)

(b) Estimation of current tax expenses and payable - Refer note no. 1(B)(xiii)

(iii) Property, plant and equipment (PPE)

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, than they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure are included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Company and that the cost of the item can be reliably measured.

Notes to Standalone financial statements for the year ended March 31, 2020

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

(iv) Intangible assets

Intangible assets are stated at cost less accumulated amortisation and impairment.

Intangible assets are amortised over their estimated useful life on a straight line basis as follows:

Type of Asset : Computer software

Useful life: 4 years

Intangible assets under development comprises of capitalisation of Payroll costs of those employees directly associated with Software Development

(v) Impairment

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

(vi) Depreciation and Amortization:

(a) Property plant and equipment (PPE)

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

(b) Intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives.

The amortisation period and the amortisation method for finite life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively based on revised estimates.

(vii) Financial Instruments:

Financial assets - Initial recognition:

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Subsequent measurement:

Financial assets are subsequently classified as measured at:
- amortised cost
- fair value through profit & loss (FVTPL)
- fair value through other comprehensive income (FVTOCI)

The above classification is being determined considering the:

(a) the entity's business model for managing the financial assets and
(b) the contractual cash flow characteristics of the financial asset.

Notes to Standalone financial statements for the year ended March 31, 2020

Financial assets are not reclassified subsequent to their recognition, except if and in the period the group changes its business model for managing financial assets.

(i) Measured at amortised cost:

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business module whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Measured at fair value through other comprehensive income (FVTOCI):

Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(iii) Measured at fair value through profit or loss (FVTPL):

Financial assets other than equity instrument are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

Equity instruments:

On initial recognition, the Company can make an irrevocable election (on an instrument-by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments.

Dividends on these investments in equity instruments are recognised in Statement of Profit and Loss when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in Statement of Profit and Loss are included in the 'Other income'.

Impairment

The Company recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.

The Company's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Company does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Company recognises 12–months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12 months ECL. The impairment losses and reversals are recognised in Statement of Profit and Loss.

For equity instruments and financial assets measured at FVTPL, there is no requirement of impairment testing.

Notes to Standalone financial statements for the year ended March 31, 2020

De-recognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement.

In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Financial Liabilities

Initial Recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Company's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

Financial liabilities measured at amortised cost are subsequently measured at using Effective Interest Rate (EIR) method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans & Borrowings:

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortization process.

Financial Guarantee Contracts

Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Derivative financial instruments

The Company uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(viii) Fair Value Measurement

The Company measures financial instruments, such as, derivatives, investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(a) In the principal market for the asset or liability, or

(b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

Notes to Standalone financial statements for the year ended March 31, 2020

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

(i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

(ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

(iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above

(ix) Investment in Subsidiary

Investment in Subsidiary has been carried at Cost less Accumulated impairment, if any.

(x) Cash and Cash Equivalents:

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

(xi) Foreign Currency Transactions:

a) Initial Recognition

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

b) Measurement of Foreign Currency Items at the Balance Sheet Date

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

(xii) Revenue Recognition:

The Company derives revenues primarily from information technology services comprising of software development, consulting and customer support services, and from the licensing of software products and platforms.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration expected to be received in exchange for those products or services.

Arrangements with customers for information technology services are either on a fixed-price, fixed-time frame or on a time-and-material basis.

Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognized as unbilled revenue. Revenue from fixed-price, fixed-time frame contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Maintenance revenue is recognized ratably over the term of the underlying maintenance arrangement.

Revenues in excess of invoicing are classified as contract assets (which refer to as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which refer to as Income billed in advance).Revenue from licenses where the customer obtains a "right to use" the licenses is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period. Arrangements to deliver software products generally have three elements : license, implementation and Annual Maintenance Services (AMS). The Company has applied the principles under Ind AS 115 to account for revenues from these performance obligations. When implementation services are provided in conjunction with the licensing arrangement and the license

Notes to Standalone financial statements for the year ended March 31, 2020

and implementation have been identified as two separate performance obligations, the transaction price for such contracts are allocated to each performance obligation of the contract based on their relative standalone selling prices. In the absence of standalone selling price for implementation, the performance obligation is estimated using the expected cost plus margin approach. Where the license is required to be substantially customized as part of the implementation service, the entire arrangement fee for license and implementation is considered to be a single performance obligation and the revenue is recognized using the percentage-of-completion method as the implementation is performed. Revenue from client training, support and other services arising due to the sale of software products is recognized as the performance obligations are satisfied. AMS revenue is recognized ratably over the period in which the services are rendered.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch-up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

The Company presents revenues net of indirect taxes in its Statement of Profit and Loss.

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable and based on Effective interest rate method.

Dividend

Dividend Income is recognized when right to receive the same is established.

(xiii) Employee Benefits:

The Company has provides following post-employment plans:

(a) Defined benefit plans such a gratuity

(b) Defined contribution plans such as Provident fund

a) Defined-benefit plan:

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of defined benefit obligations at the end of the reporting period less fair value of plan assets. The defined benefit obligations is calculated annually by actuaries through actuarial valuation using the projected unit credit method.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

(a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and

(b) Net interest expense or income

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the Statement of Profit & Loss.

Re-measurement comprising of actuarial gains and losses arising from

(a) Re-measurement of Actuarial(gains)/losses

(b) Return on plan assets, excluding amount recognized in effect of asset ceiling

(c) Re-measurement arising because of change in effect of asset ceiling

are recognised in the period in which they occur directly in 'Other comprehensive income'. Re-measurement are not reclassified to profit or loss in subsequent periods.

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Company determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

b) Defined-contribution plan:

Under defined contribution plans, the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. Defined Contribution plan comprise of contributions to the employees' provident fund with the government and certain state plans like Employees' State Insurance and Employees' Pension Scheme. The Company's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

c) Other employee benefits:

(a) Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the obligation as at the Balance sheet date determined based on an actuarial valuation.

(b) Undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the period when the employee renders the related services.

(xiv) Taxes on Income:

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Company offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date."

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income-tax during the specified period.

(xv) Borrowing Costs:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

(xvi) Earnings Per Share:

Basic earnings per shares are calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

(xvii) Leases:

Where the Company is Lessee

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.leases and requires lessees to account for all leases. The adoption of this Standard results in the recognition of Right of Use (ROU) asset and a lease liability and a net adjustment on Statement of Profit and Loss.

Notes to Standalone financial statements for the year ended March 31, 2020

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(i) the contract involves the use of an identified asset;

(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease; and

(iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Where the Company is Lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in property, plant and equipment. The Company recognizes lease rentals from the property leased out, on accrual basis as per the terms of agreements entered with the counter parties. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss.

(xviii) Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognized nor disclosed in financial statements.

Notes to Standalone financial statements for the year ended March 31, 2020

2 Property, plant and equipment

(₹ in Lakhs)

Particulars	Land	Buildings	Plant & equipment	Furniture & fixtures	Vehicles	Office equipment	Computers	Total
Gross carrying amount								
Balance as at April 1, 2018	**23.78**	**1448.95**	**295.22**	**1158.61**	**49.92**	**71.54**	**307.96**	**3,355.98**
Additions	-	363.65	12.21	47.72	-	4.52	80.70	508.80
Disposals	-	-	2.48	-	-	1.87	43.74	48.09
Balance as at March 31, 2019	**23.78**	**1,812.60**	**304.95**	**1,206.33**	**49.92**	**74.19**	**344.92**	**3,816.69**
Additions	-	-	4.95	1.62	-	6.38	153.31	166.26
Disposals/reclassified on account of adoption of Ind AS 116	23.78	-	4.19	16.44	-	-	31.52	75.93
Balance as at March 31, 2020	**-**	**1,812.60**	**305.71**	**1,191.51**	**49.92**	**80.57**	**466.71**	**3,907.02**
Accumulated Depreciation								
Balance as at April 1, 2018	**1.00**	**93.84**	**94.93**	**219.48**	**13.89**	**15.06**	**105.27**	**543.49**
Depreciation charged for the year	0.50	33.50	48.31	117.05	7.87	12.83	74.75	294.81
Adjustment on deletion	-	-	2.35	-	-	1.78	41.46	45.59
Balance as at March 31, 2019	**1.50**	**127.34**	**140.89**	**336.53**	**21.76**	**26.11**	**138.56**	**792.71**
Depreciation charged for the year	-	39.95	34.58	120.46	7.38	13.58	86.38	302.33
Adjustment on deletion	1.50	-	3.98	15.91	-	-	29.88	51.27
Balance as at March 31, 2020	**-**	**167.29**	**171.49**	**441.08**	**29.14**	**39.69**	**195.06**	**1,043.77**
Net Block								
Balance as at March 31, 2019	**22.28**	**1,685.26**	**164.06**	**869.80**	**28.16**	**48.08**	**206.36**	**3,023.98**
Balance as at March 31, 2020	**-**	**1,645.31**	**134.22**	**750.43**	**20.78**	**40.88**	**271.65**	**2,863.25**

Notes:

a. Refer note no. 21 for disclosure on property, plant and equipment pledged as security.

b. Refer note no. 33 for disclosure on contractual commitments for the acquisition of property, plant and equipment.

3 Right of use (RoU)-Land

(₹ in Lakhs)

Particulars	Land Leasehold
Gross carrying amount	
Balance as at April 1, 2018	**-**
Additions	-
Disposals	-
Balance as at March 31, 2019	**-**
Additions/ reclassified on account of adoption of Ind AS 116	22.28
Disposals	-
Balance as at March 31, 2020	**22.28**
Accumulated Depreciation	
Balance as at April 1, 2018	**-**
Depreciation charge for the year	-
Adjustment on deletion	-
Balance as at March 31, 2019	**-**
Depreciation charge for the year	0.50
Adjustment on deletion	-
Balance as at March 31, 2020	**0.50**
Net Block	
Balance as at March 31, 2019	**-**
Balance as at March 31, 2020	**21.78**

a. Land was taken on lease for 66 years from September, 1997.

Notes to Standalone financial statements for the year ended March 31, 2020

(₹ in Lakhs)

4 Capital work-in progress	Building	Furniture and fixtures	Office Equipments	Computers	Total
Balance as at April 1, 2018	**736.15**	**14.57**	**-**	**-**	**750.72**
Additions during the year	-	29.84	2.26	3.10	35.20
Capitalised during the year	484.87	44.41	-	-	529.28
Balance as at March 31, 2019	**251.28**	**-**	**2.26**	**3.10**	**256.64**
Additions during the year	-	-	-	-	-
Capitalised during the year	-	-	2.26	3.10	5.36
Balance as at March 31, 2020	**251.28**	**-**	**-**	**-**	**251.28**

5 Investment Property

(₹ in Lakhs)

Particulars	Buildings
Gross carrying amount	
Balance as at April 1, 2018	**822.41**
Additions	121.22
Disposals	-
Balance as at March 31, 2019	**943.63**
Additions	-
Disposals	-
Balance as at March 31, 2020	**943.63**
Accumulated depreciation	
Balance as at April 1, 2018	**33.44**
Depreciation charged for the year	17.82
Adjustment on deletion	-
Balance as at March 31, 2019	**51.26**
Depreciation charged for the year	19.98
Adjustment on deletion	-
Balance as at March 31, 2020	**71.24**
Balance as at March 31, 2019	**892.37**
Balance as at March 31, 2020	**872.39**

Note:

a) Refer note no. 21 for certain Investment Property mortgaged as collateral security against bank borrowings

b) Refer note no. 37 for information regarding income and expenditure of Investment property

c) Investment property include ₹ 0.04 lakhs (previous year ₹ 0.04 Lakhs) being the value of 80 (Previous Year 80) shares of ₹ 50 each in Acme Plaza Premises Co-operative Society Ltd.

d) Fair value of investment property

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Investment Property	**3,930.50**	**3,930.50**

The fair value of investment property has been determined based on the Ready Reckoner value prevailing as on the date of Balance Sheet, which is considered to be best benchmarking of current prices in an active market

(₹ in Lakhs)

6 Intangible assets	Software
Balance as at April 1, 2018	**464.13**
Additions	10.52
Disposals	6.06
Balance as at March 31, 2019	**468.59**
Additions	356.68
Disposals	-
Balance as at March 31,2020	**825.27**

Notes to Standalone financial statements for the year ended March 31, 2020

Accumulated amortisation	
Balance as at April 1, 2018	**247.57**
Amortisation for the year	159.46
Adjustment on deletion	4.85
Balance as at March 31, 2019	**402.18**
Amortisation for the year	114.90
Adjustment on deletion	-
Balance as at March 31, 2020	**517.08**
Balance as at March 31, 2019	**66.41**
Balance as at March 31, 2020	**308.19**

(₹ in Lakhs)

7 Intangible assets under development	Software
Balance as at April 1, 2018	**259.83**
Additions during the year	396.44
Capitalised during the year	-
Balance as at March 31, 2019	**656.27**
Additions during the year	240.38
Capitalised during the year	341.98
Balance as at March 31, 2020	**554.67**

(₹ in Lakhs)

8 Investments - Non-Current	As at March 31, 2020	As at March 31, 2019
Unquoted, fully paid up		
Equity Instruments, Carried at Cost		
Investment in wholly owned subsidiaries		
Investment in Cybertech Systems and Software Inc., USA		
1,585,000 (As at March 31, 2019- 1,585,000) units of USD 0.01 each	725.65	725.65
1,500,000 (As at March 31, 2019- 1,500,000) common stocks of USD 1.00 each	808.39	808.39
	1,534.04	**1,534.04**
Investment in Spatialitics LLC., USA		
4,00,000 (As at March 31, 2019- 200,000) units of USD 1.00 each	280.30	138.68
	1,814.34	**1,672.72**
Investments in Mutual Funds		
Designated as Fair Value Through Profit or Loss		
UTI Income Opportunities Fund - Dir - Growth segregated 3,432,014.329 (As at March 31, 2019- Nil) units of ₹10 each	6.80	-
UTI Income Opportunities Fund - Dir - Growth Nil (As at March 31, 2019- 3,432,014.329) units of ₹10 each	-	618.10
UTI Money Market Fund - Dir - Growth 14,268.641 (As at March 31, 2019- 4907.022) units of ₹ 10 each	323.57	103.66
BNP Paribas Corporate Bond Fund - Dir - Growth Nil (As at March 31, 2019- 1,117,818.019) units of ₹ 10 each	-	233.26
	330.37	**955.02**
Total	**2,144.71**	**2,627.74**
Note:		
Aggregate amount of quoted investments and market value thereof	-	-
Aggregate amount of unquoted investments; and market value thereof	2,144.71	2,627.74
Aggregate amount of impairment in value of investments	-	-

Notes to Standalone financial statements for the year ended March 31, 2020

(₹ in Lakhs)

9 Other financial assets	As at March 31, 2020	As at March 31, 2019
Non Current		
Unsecured, considered good		
Security Deposits	25.14	24.33
Total	**25.14**	**24.33**

(₹ in Lakhs)

10 Other non-current assets	As at March 31, 2020	As at March 31, 2019
Prepaid expenses	3.06	20.70
Total	**3.06**	**20.70**

(₹ in Lakhs)

11 Investments - current	As at March 31, 2020	As at March 31, 2019
Designated as Fair Value Through Profit and Loss		
Unquoted. fully paid up		
Investments in Mutual Funds		
UTI Treasury Advantage Fund - Institutional Plan (Growth Option)Nil (As at March 31, 2019- 7,650.55) units of ₹ 1,000 each	-	199.07
UTI - Fixed Income Interval Fund - Annual Interval Plan Series - II - Direct Growth Plan Nil (As at March 31,2019- 1,048,922.167) units of ₹10 each	-	267.22
UTI Fixed Term Income Fund Series- XXX - X (1267 Days) - Direct Growth Plan-xxx-x (1267 days) - I - Institutional Growth Plan 1,000,000.000 (As at March 31,2019- 1000,000.000) units of ₹10 each	116.28	105.81
BNP Paribas Corporate Liquid Fund - Dir - Growth 6995.356 (As at March 31, 2019-24,392.782) units of ₹10 each	213.89	700.71
HDFC Money Market Fund - Dir - Growth 12,318.864 (As on March 2019 Nil) units of ₹ 10 each	519.83	-
HDFC Low Duration Fund - Dir - Growth 1163284.216 (As on March 2019 Nil) units of ₹10 each	514.27	-
Total	**1,364.27**	**1,272.81**
Note:		
Aggregate amount of quoted investments and market value thereof	-	-
Aggregate amount of unquoted investments; and market value thereof	1,364.27	1,272.81
Aggregate amount of impairment in value of investments	-	-

(₹ in Lakhs)

12 Trade receivables	As at March 31, 2020	As at March 31, 2019
Unsecured		
Trade receivables considered good	2,963.20	3,171.29
Trade receivables which have significant increase in credit risk	295.19	263.50
Total	**3,258.39**	**3,434.79**
Less: Provision for doubtful debts and expected credit loss	(295.19)	(263.50)
Total	**2,963.20**	**3,171.29**

(₹ in Lakhs)

13 Cash and cash equivalents	As at March 31, 2020	As at March 31, 2019
Balances with Banks		
In current accounts	65.54	311.97
Cash on hand	**2.24**	**1.84**
Total	**67.78**	**313.81**

Notes to Standalone financial statements for the year ended March 31, 2020

(₹ in Lakhs)

14 Bank balances other than above	As at March 31, 2020	As at March 31, 2019
Balances with Banks		
in unpaid dividend accounts	16.78	17.78
in fixed deposit accounts *		
-Deposits with maturity more than 3 months but less than 12 months	537.66	48.55
Total	**554.44**	**66.33**
*Fixed Deposits with Banks held as margin money against the following:		
Guarantees issued to Municipal Corporations	41.66	48.55

(₹ in Lakhs)

15 Loans	As at March 31, 2020	As at March 31, 2019
Uncecured, considered good		
Loans to employees	5.96	3.20
Total	**5.96**	**3.20**

(₹ in Lakhs)

16 Other financial assets	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good, unless otherwise stated		
Unbilled revenue	143.53	430.54
Earmarked deposits	-	15.00
Security deposits		
-Considered good	17.70	17.93
-Considered doubtful	4.40	4.40
Total	**22.10**	**22.33**
Less: Provision for doubtful deposits	(4.40)	(4.40)
	17.70	**17.93**
Interest receivable on deposits	2.38	2.39
Derivative assets-foreign exchange contracts	-	58.27
Total	**163.61**	**524.13**

(₹ in Lakhs)

17 Other current assets	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good		
Advances for supply of goods and rendering of services	44.51	2.98
Prepaid expenses	37.97	84.40
Lease equalisation	0.70	1.19
Advances to employees	13.83	6.96
Balances with government authorities	-	8.44
Other receivables	7.90	15.36
Total	**104.91**	**119.33**

(₹ in Lakhs)

18 Equity share capital	As at March 31, 2020	As at March 31, 2019
Authorised		
36,000,000 Equity Shares of ₹ 10 each	3,600.00	3 ,600.00
	3,600.00	**3 ,600.00**
Issued		
27,520,552 (As at March 31, 2019- 27,520,552) Equity Shares of ₹10 each	2,752.06	2,752.06
	2,752.06	**2,752.06**

Notes to Standalone financial statements for the year ended March 31, 2020

Subscribed and paid-up		
27,515,593 (As at March 31, 2019- 27,515,593) Equity Shares of ₹ 10 each *	2,751.56	2,751.56
	2,751.56	**2,751.56**
*[Allotment of **4,959** (Previous Year 4,959) bonus shares on **3,967** (Previous Year 3,967) equity shares is pending on account of non-establishment of beneficial ownership by National Securities Depository Limited]		

(₹ in Lakhs)

a) Reconciliation of number of shares

	As at March 31, 2020		As at March 31, 2019	
	Number of shares	**Amount**	**Number of shares**	**Amount**
Equity Shares :				
Balance as at the beginning of the year	27,515,593	2,751.56	27,414,593	2,741.46
Add: Shares issued on exercise of employee stock options	-	-	101,000	10.10
(Refer note no:-44)				
Balance as at the end of the year	**27,515,593**	**2,751.56**	**27,515,593**	**2,751.56**

b) Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares having a face value of ₹ 10 per share. Each shareholder has a right to vote in respect of such share, on every resolution and his voting right on a poll shall be in proportion to his share of the paid-up equity capital of the Company. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the Company after payments to secured and unsecured creditors in proportion to their shareholding.

c) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

	As at March 31, 2020		As at March 31, 2019	
	Nos.	**%**	**Nos.**	**%**
Vish Tadimety	5,732,189	20.83%	5,721,141	20.79%
Indotech Holdings LLC	3,900,000	14.17%	3,900,000	14.17%
Steven Jeske	2,431,433	8.84%	2,431,433	8.84%
Joseph M Vanek (w.e.f. October 18, 2019)	1,385,000	5.03%	1,377,000	4.99%

d) During the previous five years, the Company has not issued Bonus shares/bought back shares/issued shares for consideration other than cash.

e) Refer note no. 44 in respect of Employee Stock option Plan (ESOP Plan)

(₹ in Lakhs)

19 Other Equity

Particulars	**Money received against share warrants**	**Capital Reserve**	**Securities Premium**	**Equity Settled Employee Benefits Reserve**	**Retained Earnings**	**Other items of Other comprehensive income {Acturial gain/(loss)}**	**Total**
Balance as at April 1, 2018	**167.50**	**-**	**1,707.75**	**148.82**	**3,909.86**	**(12.21)**	**5,921.72**
Received during the year on issue of shares under ESOP	-	-	7.79	-	-	-	**7.79**
Profit for the year	-	-	-	-	551.40	-	**551.40**
Other comprehensive income for the year	-	-	-	-	-	(12.07)	**(12.07)**
Employee share based payment	-	-	-	26.67	-	-	**26.67**
Transferred to capital reserve on forfeiture of share warrants	(167.50)	167.50	-	-	-	-	**-**
Dividend paid (including dividend distribution tax of ₹ 55.81 Lakhs)	-	-	-	-	(331.72)	-	**(331.72)**
Balance as at March 31, 2019	**-**	**167.50**	**1,715.54**	**175.49**	**4,129.54**	**(24.28)**	**6,163.79**
Profit for the year	-	-	-	-	1,059.05	-	**1,059.05**
Other comprehensive income for the year	-	-	-	-	-	(33.96)	**(33.96)**
Employee share based payment	-	-	-	19.14	-	-	**19.14**
Dividend paid (including dividend distribution tax of ₹ 55.81 Lakhs)	-	-	-	-	(331.72)	-	**(331.72)**
Balance as at March 31, 2020	**-**	**167.50**	**1,715.54**	**194.63**	**4,856.87**	**(58.24)**	**6,876.32**

Notes to Standalone financial statements for the year ended March 31, 2020

Purpose of the reserves:

1 **Capital reserve:** Capital reserve represents the forfeiture of application money received against share warrants.

2 **Securities premium:** The amount received in excess of face value of the equity shares is recognised in securities premium. In case of equity-settled share based payment transactions, the difference between fair value of option on grant date and exercise price of share is transferred from equity settled share based payment reserve to securities premium at the time of exercise of options.

3 **Equity settled employee benefits reserve:** The fair value of the equity-settled employee benefits reserve with employees is recognised in Statement of Profit and Loss with corresponding credit to Equity settled share employee benefit reserve. The same is transferred to securities premium at the time of exercise of options or to retained earnings in the event of forfeiture, non-vesting or lapse.

4 **Retained earnings:** Retained earnings are the profits that the Company has earned till date, less dividends or other distributions paid to shareholders.

(₹ in Lakhs)

20 Other financial liabilities	**As at March 31, 2020**	**As at March 31, 2019**
Measured at amortised cost		
a) Non-current		
Security deposits received against leased premises	191.98	244.21
Non-current total (A)	**191.98**	**244.21**
b) Current		
Security deposits received	-	0.27
Unclaimed Dividend*	16.67	17.74
Payable for capital expenditure	13.20	13.57
Derivative liabilities -foreign exchange contracts	85.74	-
Current total (B)	**115.61**	**31.58**
Total (A+B)	**307.59**	**275.79**

* There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at March 31, 2020.

(₹ in Lakhs)

21 Current borrowings	**As at March 31, 2020**	**As at March 31, 2019**
Secured		
Bank Overdraft (Refer note {i})	-	428.57
Cash Credit (Refer note {ii})	276.88	1,355.14
Total	**276.88**	**1,783.71**

Note:

i) Bank Overdraft from Bank carry interest @ 10.10% (previous year 10.10%) p.a. computed on monthly basis on the actual amount utilised and are repayable on demand. Bank Overdraft is secured by way of mortgage of immovable property of the Company at Thane and personal guarantee of Executive Director of the Company.

ii) Cash Credit from Bank carry interest @ 10.10% (previous year 10.10%) p.a. computed on monthly basis on the actual amount utilised and are repayable on demand. Cash credit is secured by way of-

a) hypothecation of book debts and other receivables.
b) second charge on immovable property of the Company at Thane, and
c) personal guarantee of Executive Director of the Company.

Notes to Standalone financial statements for the year ended March 31, 2020

(₹ in Lakhs)

22 Trade payables	**As at March 31, 2020**	**As at March 31, 2019**
Trade payables [Refer note (a) below]		
-Total outstanding dues of micro enterprises and small enterprises	16.00	2.92
-Total outstanding dues of creditors other than micro enterprises and small enterprises	497.71	551.24
Total	**513.71**	**554.16**

Note (a):

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprises Development Act, 2006" ("the Act") is based on the information available with the Company regarding the status of registration of such vendors under the Act, as per the intimation received from them on request made by the Company.

(₹ in Lakhs)

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	16.00	2.92
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

(₹ in Lakhs)

23 Other current liabilities	**As at March 31, 2020**	**As at March 31, 2019**
Income received in advance	48.96	43.08
Statutory dues	77.31	71.25
Total	**126.27**	**114.33**

(₹ in Lakhs)

24 Provisions	**As at March 31, 2020**	**As at March 31, 2019**
Current		
Provision for employee benefits		
Provision for compensated absences	107.63	86.63
Provision for gratuity	131.30	137.83
Total	**238.93**	**224.46**

(₹ in Lakhs)

25 Current tax liabilities (net)	**As at March 31, 2020**	**As at March 31, 2019**
Provision for tax	1,044.36	999.38
Net of advance tax of ₹ 780.76 lakhs (As at March 31, 2019 of ₹ 540.24 lakhs;)		
Total	**1,044.36**	**999.38**

Notes to Standalone financial statements for the year ended March 31, 2020

(₹ in Lakhs)

26 Revenue from operations	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Sale of services		
Information technology services	6,215.13	5,382.31
Total	**6,215.13**	**5,382.31**

(₹ in Lakhs)

27 Other income	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Rent received	479.81	460.66
Less: Rates and taxes (directly attributable)	(27.12)	(27.27)
	452.69	**433.39**
Interest income on:		
Loans given	0.66	1.66
Deposit with banks	6.93	2.18
Income tax refund	4.72	-
Profit on sale of investments in mutual funds	-	6.71
Gain on fair valuation of investments in mutual funds	55.86	94.37
Exchange gain (net)	97.85	81.81
Sundry credit balances written back (Net)	0.92	2.25
Miscellaneous income	0.04	9.41
Total	**619.67**	**631.78**

(₹ in Lakhs)

28 Employee benefits expense	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Salaries and wages	4,027.01	3,775.91
Contribution to provident and other funds	62.50	54.46
Share based payment to employees	19.14	26.67
Staff welfare expense	50.12	42.74
	4,158.77	**3,899.78**
Less: Transferred to intangible assets under development	(240.38)	(387.53)
Total	**3,918.39**	**3,512.25**

(₹ in Lakhs)

29 Finance costs	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Interest expense	26.77	90.24
Other finance cost on unwinding of discount	21.80	18.84
Total	**48.57**	**109.08**

(₹ in Lakhs)

30 Depreciation and amortisation expense	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Depreciation on property, plant and equipment	302.33	294.82
Amortisation of Right of Use (RoU)-Assets	0.50	-
Depreciation on investment property	19.97	17.82
Amortisation on Intangible assets	114.91	159.46
Total	**437.71**	**472.10**

(₹ in Lakhs)

31 Other expenses	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Rent	21.77	13.00
Repairs & maintenance		
- Buildings	63.04	40.22
- Plant and equipment	94.68	96.15
- Others	81.56	60.14
Insurance	4.68	3.86

Notes to Standalone financial statements for the year ended March 31, 2020

Rates and taxes	38.59	34.70
Travelling and conveyance	93.45	107.34
Communication	24.96	23.81
Electricity expense	100.62	98.15
Professional fees	90.91	168.83
Provision for doubtful receivables and advances	7.91	20.94
Provision for expected credit losses	23.78	18.46
Directors' sitting fees/commission	22.50	19.30
Auditors' remuneration:		
Audit fees	7.30	6.80
Limited review fees	4.50	3.75
Certification	0.75	0.45
Reimbursement of expenses-(excluding Goods and service tax)	1.57	0.51
Security expenses	40.39	39.79
Corporate social responsibility expenses (Refer Note no.38)	13.25	12.10
Loss on sale of investment in mutual fund	16.14	-
Loss on plant, property and equipment disposed / discarded (net)	1.76	3.10
Miscellaneous expenses	141.51	132.56
Total	**895.62**	**903.96**

32	**Earnings Per Share (EPS)**	**As at March 31, 2020**	**As at March 31, 2019**
	Profit after tax available for Equity Shareholders (₹ in lakhs)	1,059.05	551.40
	Weighted Average Number of Equity Shares outstanding for computing Basic EPS	27,516,549	27,485,075
	Add: Weighted average number of potential equity shares on account of employee stock options	220,161	225,398
	Weighted Average Number of Equity Shares outstanding for computing Diluted EPS	27,736,710	27,710,474
	Nominal value of Equity Shares (In ₹)	10.00	10.00
	Basic Earnings Per Share (In ₹)	**3.85**	**2.01**
	Diluted Earnings Per Share (In ₹)	**3.82**	**1.99**

(₹ in Lakhs)

33	**Contingent Liabilities and Commitments**	**As at March 31, 2020**	**As at March 31, 2019**
A)	**Contingent Liabilities**		
	i) Disputed income tax demands (Including interest and penalties)	136.44	136.44
	Total	**136.44**	**136.44**

ii) In the previous years, the Company has received Income Tax refunds of ₹ 1,894.74 Lakhs (including interest amount of ₹ 740.81 Lakhs) towards Assessment years 1997-98, 1998-99 and 1999-00, pursuant to the favourable Order from Income Tax Appellate Tribunal. The Income Tax Department has filed an appeal against the said Order with the Hon'ble High Court, Bombay. However, the Company has continued the provision of ₹ 1,219.61 Lakhs (Previous Year ₹ 1219.61 Lakhs) made in earlier years.

Notes

The Company's pending litigations comprise mainly claims against the Company, proceedings pending with Tax and other Authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not reasonably expect the outcome of these proceedings to have a material impact on its financial statements.

Notes to Standalone financial statements for the year ended March 31, 2020

(₹ in Lakhs)

B)

Commitments	As at March 31, 2020	As at March 31, 2019
Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances)	-	-

34 Disclosure on Related Party Transactions

A) Names of related parties and description of relationship, with whom transactions has been entered into:

a) Wholly Owned Subsidiaries :
CyberTech Systems and Software Inc. (USA)
Spatialitics LLC - (USA)

b) Key Management Personnel (KMP) :
Mr. Ramasubramanian Sankaran - Executive Director
Mr. Praveen Agarwal - Chief Financial Officer
Ms. Sarita Leelaramani - Company Secretary

c) Non-Executive Directors

Non-Executive and Non-Independent directors
Mr. Vish Tadimety
Mr. Steven Jeske
Ms. Amogha Tadimety

Non-Executive and Independent directors
Ms. Angela Cook Wilcox
Dr. N. L. Sarda
Mr. M. P. Bharucha
Dr. Shreepad Karmalkar
Mr. Sudhir Joshi
Mr. Willem Pieter Elfrink (till November 14,2018)

B) Related party transactions with Subsidiary/KMP during the year:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Sale of Services		
CyberTech Systems and Software Inc.-USA	5,334.84	4,580.64
Spatialitics LLC-USA	36.32	-
Reimbursement of expenses received		
CyberTech Systems and Software Inc.-USA	67.70	17.56
Spatialitics LLC-USA	4.53	11.38
Remuneration paid to*		
Mr. Ramasubramanian Sankaran	60.56	72.91
Mr. Praveen Agarwal	28.41	25.73
Ms. Sarita Leelaramani	11.23	9.46
Directors Sitting Fees		
Ms. Amogha Tadimety	0.80	0.80
Ms. Angela Cook Wilcox	0.80	0.80
Dr. N.L. Sarda	2.40	1.80
Mr. M. P. Bharucha	0.60	0.80
Dr. Shreepad Karmalkar	1.00	0.60
Mr. Steven Jeske	2.00	2.00
Mr. Sudhir Joshi	3.80	3.80

Notes to Standalone financial statements for the year ended March 31, 2020

Mr. Vish Tadimety	2.60	2.80
Mr. Willem Pieter Elfrink	-	0.40
Commission to Directors	8.50	6.50
Investment		
Spatialitics LLC.	141.62	138.68

The Remuneration paid to the Non-Executive Directors includes commission and sitting fees paid for attending meetings of the Board and committees of the company (mandatory as well as non-mandatory committees).

C) Outstanding Balances

(₹ in Lakhs)

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
Trade Receivables		
CyberTech Systems and Software Inc.-USA	1,996.08	2,369.88
Spatialitics LLC-USA	39.05	11.38
Trade Payables*		
Mr. Ramasubramanian Sankaran	14.77	8.94
Mr. Praveen Agarwal	1.35	1.22
Ms. Sarita Leelaramani	0.41	0.81
Director's commission payable	8.50	6.50
Investment		
CyberTech Systems and Software Inc.-USA	1,534.03	1,534.03
Spatialitics LLC-USA	280.30	138.68
Guarantee taken		
Mr. Ramasubramanian Sankaran	276.88	1,783.71

* The remuneration of directors and KMP is determined by the nomination & remuneration committee having regard to the performance of individuals and market trends.

The above figures do not include provisions for compensated expenses, gratuity and premium paid for group health insurance as separate actuarial valuation/ premium paid are not available.

Notes:

(i) All related party transactions entered during the year were in ordinary course of the business and are on arm's length basis.

(ii) No amounts in respect of related parties have been written off / written back during the year, nor has any provision been made for doubtful debts / receivables during the year.

(iii) Related party relationships have been identified by the management and relied upon by the Auditors.

35 Segment Reporting

The Company is engaged in the business of Information Technology Services and its operations are regularly reviewed by Chief Operating Decision Maker for assessment of Company's performance and resource allocation. Accordingly, the Company has only one business segment in accordance with the IND AS – 108 "Operating Segments".

36 DISCLOSURE PURSUANT TO IND AS - 19 "EMPLOYEE BENEFITS"

Defined Benefit Plan - Gratuity

In accordance with the applicable laws, the Company provides for gratuity, a defined benefit retirement plan ("The Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date and the Company makes contribution to the gratuity fund administered by HDFC under Gratuity Scheme.

Notes to Standalone financial statements for the year ended March 31, 2020

The disclosure in respect of the defined Gratuity Plan are given below:

A. Balance Sheet

(₹ in Lakhs)

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
Present value of plan liabilities	(206.20)	(152.30)
Fair value of plan assets	74.90	14.47
Asset/(Liability) recognised	**(131.30)**	**(137.83)**

B. Movements in plan assets and plan liabilities

(₹ in Lakhs)

Particulars	**Present value of obligations**	**Fair Value of Plan assets**
As at April 1, 2019	**152.30**	**14.47**
Current service cost	17.36	-
Past service cost	-	-
Interest Cost/(Income)	11.86	1.13
Return on plan assets excluding amounts included in net finance income/cost	-	1.01
Actuarial (gain)/loss arising from changes in demographic assumptions	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	26.76	-
Actuarial (gain)/loss arising from experience adjustments	19.63	-
Employer contributions	-	80.00
Benefit payments	(21.71)	(21.71)
As at March 31, 2020	**206.20**	**74.90**

(₹ in Lakhs)

Particulars	**Present value of obligations**	**Fair Value of Plan assets**
As at April 1, 2018	**129.91**	**13.71**
Current service cost	15.79	-
Past service cost	-	-
Interest Cost/(Income)	10.20	1.07
Return on plan assets excluding amounts included in net finance income/cost	-	0.29
Actuarial (gain)/loss arising from changes in demographic assumptions	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	1.07	-
Actuarial (gain)/loss arising from experience adjustments	15.93	-
Employer contributions	-	20.00
Benefit payments	(20.60)	(20.60)
As at March 31, 2019	**152.30**	**14.47**

Notes to Standalone financial statements for the year ended March 31, 2020

C. Statement of Profit and Loss

(₹ in Lakhs)

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
Employee Benefit Expenses:		
Current service cost	17.36	15.79
Interest cost/(income)	10.74	9.12
Total amount recognised in Statement of Profit & Loss	**28.10**	**24.91**
Remeasurement of the net defined benefit liability:		
Actuarial gains/(losses) arising from changes in demographic assumptions	-	-
Actuarial gains/(losses) arising from changes in financial assumptions	-	1.06
Actuarial gains/(losses) due to experience	46.40	15.94
Return on plan assets (excluding interest income)	(1.02)	(0.29)
Total amount recognised in Other Comprehensive Income	**45.38**	**16.71**

D. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
Financial Assumptions		
Discount rate	6.86%	7.79%
Salary Escalation Rate	2.25%	2.00%

E. Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

	Impact on defined benefit obligation		
Particulars	**Change in assumption**	**Increase in assumption (₹ in lakhs)**	**Decrease in assumption (₹ in lakhs)**
Discount rate	1.00%	(23.01)	27.57
Salary Escalation Rate	1.00%	26.87	(23.82)

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

F. The defined benefit obligations shall mature after year end 31st March, 2020 as follows:

(₹ in Lakhs)

Year ending March 31,	**Defined benefit obligation**
2021	4.77
2022	5.05
2023	13.04
2024	6.69
2025	5.50
Thereafter	538.50

Notes to Standalone financial statements for the year ended March 31, 2020

ii) Compensated Absences: The Company permits encashment of compensated absence accumulated by the employees on retirement, separation and during the course of service. The liability in respect of the Company, for outstanding balance of leave at the balance sheet date is determined and provided on the basis of actuarial valuation as on March 31, 2020 performed by an independent actuary. The Company doesn't maintain any plan assets to fund its obligation towards compensated absences.

The disclosure in respect of the defined Compensated Absences are given below:

(₹ in Lakhs)

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
Expenses recognised in Statement of Profit and Loss	79.35	77.15
Balance Sheet liability	107.63	86.63

37 Leases

Company as a Lessor

Non cancellable contracts

(₹ in Lakhs)

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
Due within one year	16.43	43.56
Due in a period between one year and five years	33.79	15.00
Due after five years	-	-

The Company has leased its vacant premises under non-cancellable lease agreements. During the year ₹ 464.16 Lakhs (Previous Year ₹ 445.75 Lakhs) has been recognized as rent income in the Statement of Profit and Loss under head "Other Income"

(₹ in Lakhs)

Particulars	**For the year ended March 31, 2020**	**For the year ended March 31, 2019**
Rental Income	479.81	460.66
Direct Operating Expenses	27.12	27.27
Depreciation	19.97	17.82
Net Income	**432.72**	**415.57**

Company as a Lessee

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 "Leases" which replaces the existing lease standard, Ind AS 17 "Leases" and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease ccounting model for lessees.

Effective April 1, 2019, the Company has adopted Ind AS 116 "Leases" using modified retrospective approach. The Company's lease asset classes primarily consist of leases for buildings. These leases were classified as "Operating Leases" under Ind AS 17. On transition to Ind AS 116 "Leases", for these leases, lease liabilities were measured at the present value of remaining lease payments, discounted at the Company's incremental borrowing rate as at April 1, 2019. Right-of-use assets if measured either at an amount equal to the lease liability adjusted by the amount of any prepaid or accrued lease payments.

Due to transition, the nature of expenses in respect of operating leases has changed from "lease rent" to "depreciation cost" and "finance cost" for the right-of-use assets and for interest accrued on lease liability respectively, and therefore, these expenses for the current year are not comparable to the previous years, to that extent.

The Company does not have any material long term lease which have applicability of Ind-AS 116.

The Company has taken lease premises under non-cancellable lease agreement. During the year ₹ 18.55 Lakhs (Previous Year ₹ 4.58 Lakhs) has been shown as rent in the Statement of Profit and Loss under head "Other expenses"

Notes to Standalone financial statements for the year ended March 31, 2020

Future minimum lease payment in respect of these leases:

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Due within one year	19.24	18.55
Due in a period between one year and five years	14.43	33.67
Due after five years	-	-

38 Corporate Social Responsibility Expenditure

Gross amount required to be spent by the Company as per Section 135 of Companies Act, 2013 during the year is ₹ 13.03 Lakhs (Previous year ₹ 12.07 Lakhs) and amount actually spent during the year is ₹ 13.25 Lakhs (Previous year ₹ 12.10 Lakhs), the details of which is as given below:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Gross amount required to be spent by the Company as per Section 135 of Companies Act, 2013	13.03	12.07
Actual Incurred	13.25	12.10
Construction/acquisition of any asset	-	-
On purposes other than above	13.25	12.10

39 Financial Risk Management

Financial risk management objectives and policies:

The Company's business activities exposed it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's Management has the overall responsibility for establishing and governing the Company's risk management framework.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits , foreign currency receivables, payables and loans and borrowings.

Risk	Exposure arising from	Measurement	Management
Market Risk - Interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Interest rate swaps
Market Risk - Foreign exchange	Financial assets and liabilities	Cash flow forecasting Sensitivity analysis	Hedging, Forex planning
Credit risk	Cash and cash equivalents, trade receivables, Investments, loans and other financial assets measured at fair /amortised cost.	Ageing analysis/ Credit ratings	Diversification in various class of assets, credit limits
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities; working capital management

(A) Market Risk- Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Company is having short term borrowings from banks.

Notes to Standalone financial statements for the year ended March 31, 2020

(i) Exposure to interest rate risk - Financial liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Borrowings bearing variable rate of interest - Cash credits - short term in nature	276.88	1,783.71

Since, the Company is not significantly exposed to the interest rate risk as working capital facility are, as per contractual terms, primarily of short term in nature.

(B) Market Risk- Foreign currency risk.

Currency risk is t he risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency trade receivables and is therefore exposed to foreign exchange risk. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies.

Derivative Contracts and unheeded foreign currency exposure

(Derivative contracts outstanding as at March 31, 2020

(₹ in Lakhs)

Particulars	As at March 31, 2020		As at March 31, 2019	
	In Foreign Currency-USD	Amount	In Foreign Currency-USD	Amount
Total foreign currency exposures - Receivables	2,500,000	1,830.71	2,000,000	1,460.13

Unhedged foreign currency exposure as at March 31, 2020

(₹ in Lakhs)

Particulars	As at March 31, 2020		As at March 31, 2019	
	In Foreign Currency-USD	Amount	In Foreign Currency-USD	Amount
Trade receivables	207,923	157.31	1,446,613	1,000.33
Cash and bank balances	75,862	57.40	70,657	48.86
	283,785	**214.71**	**1,517,270**	**1,049.19**

A change of 1% in Foreign currency would have following Impact on profit before tax

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020		For the year ended March 31, 2019	
	1% Increase	1% decrease	1% Increase	1% decrease
Increase / (decrease) in profit or loss	2.15	(2.15)	10.49	(10.49)

(C) Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. The Company is exposed to credit risk from its operating activities (trade receivables) and from its financing activities including investments in mutual funds, deposits with banks and financial institutions and debentures and bonds, foreign exchange transactions and financial instruments.

To manage the credit risk from trade receivables, the Company periodically assess financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly. The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period.

Credit risk from investments is managed by the Company's treasury in accordance with the board approved policy and limits.

To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

Notes to Standalone financial statements for the year ended March 31, 2020

i) Actual or expected significant adverse changes in business,

ii) Actual or expected significant changes in the operating results of the counterparty,

iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,

iv) Significant increase in credit risk on other financial instruments of the same counterparty,

v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees.

Ageing of Account receivables (Gross)

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
0-3 months	1,773.86	1,325.08
3-6 months	671.60	1,201.67
6 months to 12 months	234.92	189.45
beyond 12 months	578.01	718.59
Total	**3,258.39**	**3,434.79**

Movement in expected credit loss

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Opening provision	263.50	225.50
Add:- Additional provision made	31.69	38.00
Less:- Provision write off/ reversed	-	-
Less:- Provision utilised against bad debts	-	-
Closing provisions*	**295.19**	**263.50**

The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. Exposure to customers is diversified and there are 2 customers contributing more than 10% of outstanding trade receivables and unbilled revenues amounting to ₹ 2,376.60 Lakhs and ₹ 32 lakhs respectively.

*Includes ₹ 174.77 lakhs (Previous year 174.77 Lakhs) for which the Company has filed cases for recovery with the Courts/Arbitrators.

(D) Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time, or at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related such risk are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows. The Company's objective is to maintain at all times, optimum levels of liquidity to meet its obligations.

Financing arrangements

The company had access to following undrawn Borrowing facilities at end of reporting period:

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Variable Borrowing -Expires within 1 year	723.12	216.29

Maturity patterns of borrowings

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
0-1 years	276.88	1,783.71
more than 1 year	-	-
Total	**276.88**	**1,783.71**

Notes to Standalone financial statements for the year ended March 31, 2020

Maturity patterns of other financial liabilities

Trade Payables (₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
0-1 year	513.71	554.16
more than 1 year	-	-
Total	**513.71**	**554.16**

Other financial liabilities (₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
0-1 year	115.61	31.58
more than 1 year	191.98	244.21
Total	**307.59**	**275.79**

40 Financial instruments

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions are used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The carrying amounts and fair values of financial instruments by catergory are as follows:

a. Financial assets

(₹ in lakhs)

	Instruments carried at fair value					Instruments carried at amortized cost		
Particulars	**FVOCI (Equity instruments)**	**FVOCI (Other instruments)**	**FVTPL**	**At Cost**	**Total fair value (A)**	**Carrying amount (B)**	**Fair Value**	**Total carrying amount (A+B)**
As at March 31, 2020								
Investment in subsidiaries	-	-	-	1,814.34	1,814.34	-	-	**1,814.34**
Other investments	-	-	1,694.64	-	1,694.64	-	-	**1,694.64**
Trade receivables	-	-	-	-	-	2,963.20	2,963.20	**2,963.20**
Cash and Bank balances	-	-	-	-	-	622.22	622.22	**622.22**
Loans	-	-	-	-	-	5.96	5.96	**5.96**
Other financial assets	-	-	-	-	-	188.75	188.75	**188.75**
Total	**-**	**-**	**1,694.64**	**1,814.34**	**3,508.98**	**3,780.13**	**3,780.13**	**7,289.11**
As at March 31, 2019								
Investment in subsidiaries	-	-	-	1,672.72	1,672.72	-	-	**1,672.72**
Other investments	-	-	2,227.83	-	2,227.83	-	-	**2,227.83**
Trade receivables	-	-	-	-	-	3,171.29	3,171.29	**3,171.29**
Cash and Bank balances	-	-	-	-	-	380.14	380.14	**380.14**
Loans	-	-	-	-	-	3.20	3.20	**3.20**
Other financial assets	-	-	-	-	-	548.46	548.46	**548.46**
Total	**-**	**-**	**2,227.83**	**1,672.72**	**3,900.55**	**4,103.09**	**4,103.09**	**8,003.64**

Notes to Standalone financial statements for the year ended March 31, 2020

b. Financial liabilities

	Instruments carried at fair value		Instruments carried at amortized cost		(₹ in Lakhs)
	FVTPL	**Total carrying amount and fair value (A)**	**Carrying amount (B)**	**Fair value**	**Total carrying amount (A+B)**
As at March 31, 2020					
Borrowings	-	-	276.88	276.88	**276.88**
Trade payables	-	-	513.71	513.71	**513.71**
Other financial liabilities	85.74	85.74	221.85	-	**307.59**
Total	**85.74**	**85.74**	**1,098.18**	**790.59**	**1,183.92**
As at March 31, 2019					
Borrowings	-	-	1,783.71	1,783.71	**1,783.71**
Trade payables	-	-	554.16	554.16	**554.16**
Other financial liabilities	-	-	275.79	-	**275.79**
Total	**-**	**-**	**829.95**	**554.16**	**2,613.66**

The Management assessed that fair value of cash and cash equivalents, trade receivables, investments in term deposits, loans, other financial assets (except derivative financial instruments), trade payables, and other financial liabilities (except derivative financial instruments) is considered to be equal to the carrying amount of these items due to their short-term nature.

c. Fair value estimation

For financial instruments measured at fair value in the Balance Sheet, a three level fair value hierarchy is used that reflects the significance of inputs used in the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:
- Level 1: quoted prices for identical instruments
- Level 2: directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: inputs which are not based on observable market data.

For assets and liabilities which are carried at fair value, the classification of fair value calculations by category is summarised below:

(₹ in Lakhs)

	Level 1	Level 2	Level 3	Total
As at March 31, 2020				
Assets at fair value				
Investments in Mutual Funds	1,694.64	-	-	1,694.64
As at March 31, 2019				
Assets at fair value				
Investments in Mutual Funds	2,227.83	-	-	2,227.83

Note - Mutual funds are valued unsing the Closing Net Asset Value (NAV)

(₹ in Lakhs)

	Level 1	Level 2	Level 3	Total
As at March 31, 2020				
Liabilities at fair value				
Other financial assets	85.74	-	-	85.74
As at March 31, 2019				
Liabilities at fair value				
Liabilities at fair value	-	-	-	-

41 Income Taxes

a) Tax expense recognised in the Statement of Profit and Loss:

(₹ in Lakhs)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Current tax		
Current year	341.22	230.00
Adjustments for prior periods	-	3.18
Total current tax	**341.22**	**233.18**

Notes to Standalone financial statements for the year ended March 31, 2020

Deferred tax		
Origination and reversal of temporary difference	(39.13)	(39.64)
Total deferred income tax expense/(credit)	**(39.13)**	**(39.64)**
Total income tax expense/(credit)	**302.09**	**193.54**

b) A reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows :

	For the year ended March 31, 2020	For the year ended March 31, 2019
Reconciliation of effective tax rate		
Profit including other comprehensive income before taxation	1,327.18	749.58
Enacted income tax rate in India	25.17%	27.82%
Tax at India Income Tax Rate	334.02	208.53
Differences due to:		
Expenses allowable on payment for tax purposes	(19.73)	1.68
Portion of income on which tax is not payable	(20.52)	(16.58)
Tax expenses pertaining to earlier years	-	3.18
Others	8.31	(3.28)
Effective tax amount	**302.09**	**193.54**

Movement during the year ended March 31, 2020 and March 31, 2019

₹ in lakhs

	As at April 01, 2018	Credit/(charge) in statement of Proft and Loss	As at March 31, 2019	Credit/(charge) in statement of Proft and Loss	As at March 31, 2020
Deferred tax assets/(liabilities)					
Expenses allowable on payment basis and others	(136.05)	(29.44)	(165.49)	6.41	(159.08)
On Property, plant & equipment	290.23	(20.33)	269.91	0.32	270.23
Long term capital loss	(14.85)	8.05	(6.80)	6.80	-
Fair value gains/losses	72.48	2.07	74.55	(52.66)	21.89
Total	**211.81**	**(39.65)**	**172.16**	**(39.13)**	**133.02**

42 Capital risk management

(a) Risk management

The Company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stake holders, and
- maintain an optimal capital structure to reduce the cost of capital

The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares.

The Company monitors capital using a gearing ratio being a ratio of net debt as a percentage of total capital.

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Total equity attributable to equity shareholders of the Company	9,627.88	8,915.35
Net debt (Total borrowings less cash and bank balances)	-	1,421.35
Total capital (borrowings and equity)	**9,627.88**	**10,336.70**
Gearing ratio	**0.00%**	**0.16%**

Notes to Standalone financial statements for the year ended March 31, 2020

(b) Dividends

(₹ in Lakhs)

Dividend paid during the year		2019-20	2018-19
(i)	**Equity Shares**		
	Final dividend for the year ended March 31, 2019 of ₹ 1 Per share (March 31, 2018 - ₹ 1) [Including dividend distribution tax of ₹ 55.81 Lakhs] (Previous year 55.81 Lakhs)	331.72	331.72
(ii)	**Dividends not recognised at the end of reporting period**		
	Since year end, the directors have recommended the payment of a final dividend of ₹ 1 per equity share (March 31, 2019 - ₹ 1)	331.72	331.72
	The Proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.		

43 Share Warrants

During the financial year 2016-17, the Company had issued 10,00,000 Warrants at a price of ₹ 67 each entitling them for subscription of equivalent number of equity shares of ₹ 10 each (including premium of ₹ 57 each share) in accordance with Chapter VII of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009. The Company had received the application money of ₹ 167.50 Lakhs against Share Warrants representing 25% of the warrants value which entitles the warrant holder, the option to apply for and be allotted equivalent number of equity shares of the face value of ₹ 10 each. The holder of the warrants would need to exercise the option to subscribe to equity shares before the expiry of 18 months from the date of allotment made on October 27, 2016 by paying the balance 75% of the consideration of warrants. During the previous year, due to non payment of the balance amount before the expiry period, the application money has been forfeited and the said amount has been transferred to Capital Reserve.

44 Employee Share Based payments

(a) Employee option plan

The Company's Employees' Stock Option Scheme - 2007, provides for issue of equity option in each financial year up to 5% (Previous Year 5%) of the outstanding fully paid-up equity capital of the Company as on March 31, 2007 on to eligible employees, and the carry forward of un-allotted options in each of the financial years to the subsequent financial years for grant, in aggregate not exceeding 9,264,970 shares . Further, the Shareholders at their meeting held on September 30, 2014 passed a new ESOP plan 2014. Under new ESOP plan, the shareholders has permitted to grant 1,323,567 equity shares to the employees of the Company and to the employees of wholly owned subsidiary viz. CyberTech Systems and Software Inc., USA. The scheme covers directors and the employees of the subsidiaries, apart from the employees and directors of the Company except directors/ employees belonging to promoter group. The options vest in a phased manner over four years with 25% of the grants vesting at the end of each year from the date of grant and the same can be exercised within seven years from the date of the grant at the market price as on the date of the grant. One option is equal to one equity share.

Movement during the period:

The number and weighted average exercise prices (WAEP) of the options granted and movement during the period is as follows:

	March 31, 2020		March 31, 2019	
	Numer of options	**WAEP**	**Numer of options**	**WAEP**
Opening balance	1,182,500	37.76	1,196,750	35.35
Add: Granted during the year	150,000	39.88	300,000	46.20
Less: Exercised during the year	-	-	101,000	17.71
Less: Forfeited/lapsed during the year*	-	-	213,250	45.57
Closing balance	**1,332,500**	**38.00**	**1,182,500**	**37.76**

* Nil (Previous year 5000)Options were lapsed during the year due to resignation of employees.

Weighted average equity share price at the date of exercise of options during the year was N.A. (2018-19 : ₹ 17.71)

Notes to Standalone financial statements for the year ended March 31, 2020

The following table summarises information about outstanding stock options:

As at March 31, 2020

Range of Exercise price	Number of shares arising out of Options	Weighted average remaining life (in years)	Weighted average exercise price (in ₹)
₹ 10- ₹ 15	53,000	less than 1 year	11.34
₹ 16 - ₹ 45	1,029,500	3	36.74
₹ 46 - ₹ 60	250,000	6	48.83

As at March 31, 2019

Range of Exercise price	Number of shares arising out of Options	Weighted average remaining life (in years)	Weighted average exercise price (in ₹)
₹ 10- ₹ 15	53,000	1	11.34
₹ 16 - ₹ 45	979,500	4	37.37
₹ 46 - ₹ 90	150,000	6	49.65

(b) Fair value of options granted

The fair value at grant date is determined using the Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option. The value of the option has been determined by an independent valuer.

The model inputs for options granted during the period ended March 31, 2020 and March 31, 2019 included:

	For the year ended March 31, 2020	For the year ended March 31, 2019
Dividend Yield	2.00%	2.00%
Expected Volatility	54%	58%
Risk free interest rate	5.35%	7.51%
Expected life of share options	7 years	7 years

The expected price volatility is based on the historic volatility (based on the remaining life of the option), adjusted for any expected changes to future volatility due to publicly available information.

(c) Expense arising from share based payment transactions

Total expenses arising from share based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

(₹ in Lakhs)

	March 31, 2020	March 31, 2019
Employee stock option	19.14	26.67
Total employee share-based payment expense	**19.14**	**26.67**

45 The outbreak of Covid 19 pandemic globally including in India has led to a nationwide lockdown. The management has considered the possible effects that may impact the carrying amounts of receivables including unbilled receivables, , intangible assets and intangible assets under development . In making assumptions and estimates relating to the uncertainties as at the balance sheet date in relation to the recoverable amounts, the management has interalia considered subsequent events, internal and external information and evaluated economic conditions up to the date of approval of these financial statements . The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial statement and the Company does not anticipate any material financial or operational issues in the short term as well as on a long term basis.

46 The Company is yet to receive balance confirmations in respect of certain financial assets and financial liabilities. The Management does not expect any material difference affecting the current year's financial statements due to the same.

47 The Company has invested ₹ 280.30 lakhs (Previous Year ₹ 138.68) in its Wholly Owned Subsidiary viz. Spatialitics LLC., USA, which has accumulated losses of ₹ 523.35 lakhs (Previous Year ₹ 177.82) as at the year end. However, being a long term and strategic investment, there is a reasonable certainty that there will be no diminution in the value of these investments, and therefore, no provisioning has been considered necessary.

48 The previous year's figures have been regrouped/re-classified wherever required to conform to current years classification.

49 The financial statements were approved for issue by the Board of Directors on June 17, 2020.

For and on behalf of the Board of Directors

Ramasubramanian Sankaran
Executive Director
DIN: 05350841

Sudhir Joshi
Director
DIN: 00349597

Praveen Agarwal
Chief Financial Officer

Sarita Leelaramani
Company Secretary
M. No. A35587

Place : Mumbai
Date : June 17, 2020

CYBERTECH SYSTEMS AND SOFTWARE LIMITED
CONSOLIDATED
FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR 2019-20

INDEPENDENT AUDITORS' REPORT

To The Members of Cybertech Systems & Software Limited

Opinion

We have audited the consolidated financial statements of **Cybertech Systems & Software Limited** ("the Parent Company") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") which comprises of consolidated Balance Sheet as at 31st March, 2020, the consolidated Statement of Profit & Loss (including other comprehensive income), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information in which are included in the consolidated financial statements for the year ended on that date.

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries referred to in Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2020, their consolidated profits including other comprehensive income, consolidated changes in equity and consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matters

We draw your attention to the Note 46 of the consolidated financial statements, with regard to Management's assessment of, inter-alia, recoverability/ realisability of receivables including unbilled receivables of ₹ 3,175.05 lakhs, intangible assets of ₹ 308.18 lakhs and intangible assets under development of ₹ 979.20 lakhs due to COVID 19 pandemic outbreak. The Management apart from considering the internal and external information up to the date of approval of these consolidated financial statements, has also performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the Group expects to recover the carrying amount of these assets.

The impact of the global health pandemic may be different from that estimated as at the date of approval of these consolidated financial statements. Considering the continuing uncertainties, the Management will continue to closely monitor any material changes to future economic conditions and does not anticipate any material financial or operational issues in the short term as well as on a long-term basis.

Our report is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matters	Auditor's response
1	**Long overdue trade receivables and unbilled revenue of ₹ 721.76 lakhs and ₹ 76.27 lakhs respectively and provisioning thereof :-** Trade receivables and unbilled revenue comprise a significant portion of the Group's liquid assets. As indicated in Note 12 and Note 16 of the consolidated financial statements, 23.13% and 21.81% of the trade receivables and unbilled revenue respectively are overdue but not impaired. The most significant portion of trade receivables and unbilled revenue over 90 days comprises large customers being city municipal corporations. Accordingly, the estimation of the allowance for trade receivables is a significant judgement area and is therefore considered a key audit matter	**Audit procedure performed :-** - We have evaluated and tested the Group's processes for trade re- We have evaluated and tested the Group's processes for trade receivables and unbilled revenue, including the provisioning and collection processes. - We tested, enquired and assessed the unbilled revenue as per the terms of the contract and its billing in likely future. - We assessed the validity of material long outstanding receivables by requesting third-party confirmations of amounts owed. We also considered payments received subsequent to year-end, past payment history and unusual patterns to identify potentially impaired balances. - Where there were indicators that trade receivables were unlikely to be collected within contracted payment terms, we assessed the adequacy of the allowances for impairment of trade receivables and unbilled revenue. - We considered whether the provisions were adequate and concluded that they were appropriate in all material respects, and disclosures related to trade receivable and unbilled revenue in the Consolidated financial statements are appropriate.

2	**Policy for Capitalisation of internally generated software (Intangible assets under development) :-** Given the Group's continued development of its Software, internally generally intangible assets and the size of the capitalised cost, balance of ₹ 979.20 lakhs as at 31st March, 2020, we continue to focus on this area. Software can have complex development cycles, often over many phases, spanning three to four years, or more. New technology also brings a risk of impairment..	**Audit procedure performed :-** - We tested internal financial controls, including IT controls, over the approval, development of new software and management's assessment of impairment. - We assessed the costs capitalised which meets the requirements of IAS 38 'Intangible Assets'.

Information Other than the Consolidated Financial Statements and auditor's report thereon

The Parent Company's Board of Directors is responsible for the preparation of other information. The Other information comprises the information included in the Management discussion and analysis, Board's Report including Annexures to the Board report, Corporate governance and shareholders information, but does not include the consolidated financial statement and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management responsibilities for the Consolidated Financial Statements

The Parent Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act.

The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the Companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has adequate internal financial control system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the respective entities ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are independent auditors. For the other entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of an identified misstatement in the consolidated financial statements.

We communicate with those charged with governance of the Parent Company of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of two subsidiaries whose financial statements reflect total assets of ₹ 4,780.60 lakhs as at 31st March, 2020 and total revenue of ₹ 10,452.36 lakhs and net cash outflows amounting to ₹ 667.52 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

    (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

    (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, records and reports of the other auditors.

    (c) The Consolidated Balance sheet, the Consolidated Statement of Profit & Loss (including other comprehensive income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.

    (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.

    (e) On the basis of the written representations received from the directors of the Parent Company as on 31st March, 2020 taken on record by the Board of Directors of the Parent Company, none of the directors of the Parent Company is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Parent Company and the operating effectiveness of such controls, please refer Annexure B of the standalone audit report attached with the standalone financial statements.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us::

i. The Consolidated financial statements disclose the impact of pending litigation on its consolidated financial position of the Group. Refer Note No.34 to the consolidated financial statements.

ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent Company.

For BAGARIA & CO. LLP
Chartered Accountants
Firm Registration No: 113447W/W-10019

Vinay Somani
Partner
Membership No. 143503
UDIN: 20143503AAAAFZ8397

Place : Mumbai
Date : June 17, 2020

Consolidated Balance Sheet as at March 31, 2020

(₹ in Lakhs)

Particulars	Note	As at March 31, 2020	As at March 31, 2019
I. ASSETS			
1 Non-current assets			
Property, plant and equipment	**2**	2,873.68	3,038.47
Right of Use (RoU)-Assets	**3**	204.19	-
Capital work-in-progress	**4**	251.28	269.18
Investment property	**5**	872.40	892.37
Intangible assets	**6**	308.19	487.38
Intangible assets under development	**7**	979.20	1,238.39
Financial assets			
Investments	**8**	330.37	955.02
Other financial assets	**9**	38.68	41.46
Other non - current assets	**10**	3.06	20.70
Total non-current assets		**5,861.05**	**6,942.97**
2 Current assets			
Financial assets			
Investments	**11**	2,316.45	1,272.81
Trade receivables	**12**	2,825.29	2,470.51
Cash and cash equivalents	**13**	791.15	1,704.70
Bank balances other than above	**14**	554.44	66.33
Loans	**15**	5.97	3.20
Other financial assets	**16**	372.25	575.55
Other current assets	**17**	181.44	183.69
Total current assets		**7,046.99**	**6,276.79**
Total assets		**12,908.04**	**13,219.76**

Consolidated Balance Sheet as at March 31, 2020

(₹ in Lakhs)

Particulars	Note	As at March 31, 2020	As at March 31, 2019
II EQUITY AND LIABILITIES			
1 Equity			
Equity share capital	**18**	2,751.56	2,751.56
Other equity	**19**	6,660.08	5,563.39
Total equity		**9,411.64**	**8,314.95**
2 Liabilities			
A Non-current liabilities			
Financial liabilities			
Other financial liabilities	**20a**	191.98	244.21
Lease liabilities	**22**	155.98	-
Deferred tax liabilities (net)	**42**	224.83	172.16
Total non current liabilities		**572.79**	**416.37**
B Current liabilities			
Financial liabilities			
Borrowings	**21**	276.87	1,783.71
Trade payables	**23**		
-Total outstanding dues of micro enterprises and small enterprises		16.00	2.92
-Total outstanding dues of creditors other than micro enterprises and small enterprises		1,042.16	1,081.67
Other financial liabilities	**20b**	115.61	31.58
Lease liabilities	**22**	30.74	-
Other current liabilities	**24**	258.93	364.72
Provisions	**25**	238.94	224.46
Current tax liabilities (net)	**26**	944.36	999.38
Total current liabilities		**2,923.61**	**4,488.44**
Total equity and liabilities		**12,908.04**	**13,219.76**
Significant accounting policies	**1B**		
The accompanying notes are an integral part of the consolidated financial statements			

As per our report of even date

For BAGARIA & CO. LLP
Chartered Accountants
Firm Registration Number - 113447W/W-10019

For and on behalf of the Board of Directors

Vinay Somani
Partner
M. No. 143503

Ramasubramanian Sankaran
Executive Director
DIN: 05350841

Sudhir Joshi
Director
DIN: 00349597

Place : Mumbai
Date : June 17, 2020

Praveen Agarwal
Chief Financial Officer

Sarita Leelaramani
Company Secretary
M. No. A35587

Consolidated Statement of Profit and Loss for the year ended March 31, 2020

(₹ in Lakhs)

	Particulars	Note	For the year ended March 31, 2020	For the year ended March 31, 2019
I	Revenue from operations	27	11,281.63	9,676.44
II	Other income	28	634.37	634.43
III	**Total Income (I + II)**		**11,916.00**	**10,310.87**
IV	**Expenses**			
	Cost of hardware/software package for service delivery and outsourced project cost		770.53	674.88
	Employee benefits expense	29	6,522.88	5,970.02
	Finance costs	30	50.59	109.08
	Depreciation and amortisation expense	31	633.75	656.90
	Impairment of non-current assets	6,7	542.91	-
	Other expenses	32	1,627.87	1,678.81
	Total expenses (IV)		**10,148.53**	**9,089.69**
V	**Profit before tax (III - IV)**		**1,767.47**	**1,221.18**
VI	**Tax expense**			
	Current tax	42	386.56	230.00
	Deferred tax	42	58.50	(35.00)
	Tax adjustments for earlier years		-	3.18
			445.06	**198.18**
VII	**Profit for the year (V - VI)**		**1,322.41**	**1,023.00**
VIII	**Other comprehensive income**			
	Items that will not be reclassified to profit or loss- Gain/(Loss)			
	Remeasurements of net defined benefit plans		(45.38)	(16.71)
	Income tax relating to items that will not be reclassified to profit or loss	42	11.42	4.64
	Items that will be reclassified to profit & loss			
	Exchange differences on translation of foreign operations		120.81	37.96
	Income tax relating to items that will not be reclassified to profit & loss		-	-
	Other comprehensive income for the year (VIII)		**86.85**	**25.89**
IX	**Total comprehensive income for the year VII - VIII)**		**1,409.26**	**1,048.89**
X	**Earnings per equity share of ₹ 10 each:**			
	Basic	33	4.81	3.68
	Diluted	33	4.77	3.65
	Significant accounting policies	1B		
	The accompanying notes are an integral part of the consolidated financial statements.			

As per our report of even date

For BAGARIA & CO. LLP
Chartered Accountants
Firm Registration Number - 113447W/W-10019

Vinay Somani
Partner
M. No. 143503

Place : Mumbai
Date : June 17, 2020

For and on behalf of the Board of Directors

Ramasubramanian Sankaran
Executive Director
DIN: 05350841

Sudhir Joshi
Director
DIN: 00349597

Praveen Agarwal
Chief Financial Officer

Sarita Leelaramani
Company Secretary
M. No. A35587

Consolidated Statement of Cash Flows for the Year Ended March 31, 2020

(₹ in Lakhs)

	Particulars		For the year ended March 31, 2020		For the year ended March 31, 2019
A.	**Cash flow from operating activities**				
	Profit before tax		**1,767.47**		**1,221.18**
	Adjustments to reconcile net profit to net cash provided by operating activities :				
	Depreciation and amortisation expense	633.75		656.90	
	Unrealised foreign exchange gain	7.16		-	
	Loss on assets disposed / discarded (net)	544.68		3.10	
	Interest income	(27.67)		(6.49)	
	Finance Cost	48.57		109.08	
	Provision for doubtful receivables, deposits & expected credit losses	31.69		50.15	
	Sundry credit balances written back (net)	(4.47)		(2.25)	
	Employee share based payments	19.14		26.67	
	Loss/(Profit) on sale of investments in mutual funds	16.13		(6.71)	
	Gain on fair valuation of Investments in mutual funds	(55.86)		(94.37)	
			1,213.12		**736.08**
	Operating profit before working capital changes		**2,980.59**		**1,957.26**
	Adjustments for:				
	Increase / (Decrease) in Trade receivables	(393.63)		58.28	
	(Increase) in loans, other financial assets and other assets	(260.44)		(18.92)	
	Increase in Trade, other financial liabilities and other liabilities	195.70		423.50	
			(458.37)		**462.86**
	Cash generated from operations		**2,522.22**		**2,420.12**
	Direct taxes paid (net)		(435.49)		(212.93)
	Net cash flow generated from operating activities (A)		**2,086.73**		**2,207.19**
B.	**Cash flow from investing activities**				
	Purchase of property, plant & equipment (Including capital work-in-progress)		(1,160.85)		(544.38)
	(Increase)/Decrease in Intangible assets (including cost incurred on intangible assets under development)		438.38		(446.14)
	Sale of property, plant & equipment		0.62		0.61
	Purchase of investments		(2,208.50)		(899.99)
	Sale of investments		1,789.53		190.36
	Interest and other income		27.67		10.58
	Net cash flow used in investing activities (B)		**(1,113.15)**		**(1,688.96)**

Consolidated Statement of Cash Flows for the Year Ended March 31, 20120

(₹ in Lakhs)

C. Cash flow from financing activities		
Proceeds/(repayments) from short-term borrowings (net) (refer note 1 below)	(1,506.84)	691.17
Proceeds for equity issue under ESOP (including securities premium)	-	17.89
Interest paid	(48.57)	(109.08)
Dividend and dividend tax paid thereon	(331.72)	(331.72)
Net cash flow from/(used) in financing activities (C)	**(1,887.13)**	**268.26**
Net Increase/(Decrease) in cash & cash equivalents (A + B + C)	**(913.55)**	**786.49**
Cash & cash equivalents - Opening	1,704.70	918.21
Cash & cash equivalents - Closing	**791.15**	**1,704.70**

Note 1

Changes in liability arising from financing activities	**As at March 31, 2019**	**Cash Flows/ (Repayment)**	**As at March 31, 2020**
Borrowings - Current (Refer note no. 21)	1,783.71	(1,506.84)	276.87

Significant Accounting Policies (Refer Note 1B)

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For BAGARIA & CO. LLP
Chartered Accountants
Firm Registration Number - 113447W/W-10019

Vinay Somani
Partner
M. No. 143503

For and on behalf of the Board of Directors

Ramasubramanian Sankaran
Executive Director
DIN: 05350841

Sudhir Joshi
Director
DIN: 00349597

Praveen Agarwal
Chief Financial Officer

Sarita Leelaramani
Company Secretary
M. No. A35587

Place : Mumbai
Date : June 17, 2020

Consolidated Statement of Changes in Equity for the year ended March 31, 2020

(A) Equity Share Capital

(₹ in Lakhs)

Particulars	Amount
Balance as at April 1, 2018	**2,741.46**
Changes in share capital during the year	10.10
Balance as at March 31, 2019	**2,751.56**
Changes in share capital during the year	-
Balance as at March 31, 2020	**2,751.56**

(B) Other Equity

(₹ in Lakhs)

Particulars	Money received against share warrants	Capital Reserve	Securities Premium	Equity Settled Employee Benefits Reserve	Retained Earnings	Foreign currency translation reserve	Other items of Other Comprehensive income {Acturial gains/(loss)}	Total
Balance as at April 1, 2018	**167.50**	**-**	**1,707.75**	**148.82**	**2,689.42**	**110.45**	**(12.19)**	**4,811.75**
Received during the year on issue of shares under ESOP	-	-	7.79	-	-	-	-	**7.79**
Profit for the year	-	-	-	-	1,023.00	-	-	**1,023.00**
Other comprehensive income/(loss) for the year	-	-	-	-	-	-	(12.07)	**(12.07)**
Employee share based payment	-	-	-	26.67	-	-	-	**26.67**
Foreign currency translation reinstatement	-	-	-	-	-	37.96	-	**37.96**
Transferred to capital reserve on forfeiture of share warrants	(167.50)	167.50	-	-	-	-	-	-
Dividend paid (including dividend distribution tax of ₹ 55.81 Lakhs)	-	-	-	-	(331.72)	-	-	**(331.72)**
Balance as at March 31, 2019	**-**	**167.50**	**1,715.54**	**175.49**	**3,380.70**	**148.41**	**(24.26)**	**5,563.39**
Profit for the year	-	-	-	-	1,322.41	-	-	**1,322.41**
Other comprehensive income/(loss) for the year	-	-	-	-	-	-	(33.96)	**(33.96)**
Employee share based payment	-	-	-	19.14	-	-	-	**19.14**
Foreign currency translation reinstatement	-	-	-	-	-	120.81	-	**120.81**
Dividend paid (including dividend distribution tax of ₹ 55.81 Lakhs)	-	-	-	-	(331.72)	-	-	**(331.72)**
Balance as at March 31, 2020	**-**	**167.50**	**1,715.54**	**194.63**	**4,371.39**	**269.22**	**(58.22)**	**6,660.08**

Significant Accounting Policies (Refer Note 1B)

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For BAGARIA & CO. LLP
Chartered Accountants
Firm Registration Number - 113447W/W-10019

Vinay Somani
Partner
M. No. 143503

Place : Mumbai
Date : June 17, 2020

For and on behalf of the Board of Directors

Ramasubramanian Sankaran
Executive Director
DIN: 05350841

Sudhir Joshi
Director
DIN: 00349597

Praveen Agarwal
Chief Financial Officer

Sarita Leelaramani
Company Secretary
M. No. A35587

Notes to Consolidated financial statements for the year ended March 31, 2020

'NOTE '1'

A. CORPORATE INFORMATION:

Cybertech Systems and Software Limited (the 'Company') was incorporated on January 19, 1995. Along with its subsidiaries in USA, the Company provides Information Technology services to customers primarily in USA and India with focus on next-generation geospatial, networking and enterprise IT solutions. The Company offers services that span across all major industries including government, education, utilities, public safety & homeland defence, technology, telecom, retail, healthcare, and manufacturing. The Company is focused on delivering its development and support projects on an offshore basis. The Company is a public limited company incorporated and domiciled in India and has its registered office in Thane, India. The Company has its primary listings on the BSE Limited and National Stock Exchange Limited in India.

B. SIGNIFICANT ACCOUNTING POLICIES:

(i) Basis of Preparation of Financial Statements:

These Consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting standards) Rules, 2015 as amended from time to time and other related provisions of the Act.

The financial statements of the Group are prepared on the accrual basis of accounting and Historical cost convention except for the following material items that have been measured at fair value as required by the relevant Ind AS:

(i) Certain financial assets and liabilities are measured at Fair value - Refer note no.1(B)(viii)

(ii) Defined benefit employee plan - Refer note no.1(B)(xii)

(iii) Derivative Financial instruments - Refer note no.1(B)(vii)

The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Act.

The Consolidated financial statements are presented in INR, the functional currency of the Group. All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries as at March 31, 2020.

Subsidiaries

Subsidiaries are entities over which the Group has control. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has:

(a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)

(b) Exposure, or rights, to variable returns from its involvement with the investee

(c) The ability to use its power over the investee to affect its returns

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group looses control of the subsidiary.

Consolidation Procedure

(a) Combine, on line by line basis like items of assets, liabilities, equity, income, expenses and cash flows of the Parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill/capital reserve.

(c) Eliminate in full intra-group assets and liabilities, equity, income, expenses and Cash flows relating to transactions between entities of the Group (profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant and equipment (PPE), are eliminated in full). Intra-group losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intra-group transactions.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the noncontrolling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

Changes in the Group's ownership interest in existing subsidiaries:

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Group.

When the Group loses control of a subsidiary, a gain or loss is recognised in consolidated statement of profit and loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any noncontrolling interests.

(ii) Use of Estimates and judgments:

The preparation of the financial statements requires the Management to make, judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Critical accounting judgements and key source of estimation uncertainty

The Group is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis.

(a) Recognition and measurement of defined benefit obligations, key actuarial assumptions - Refer Note no. 1(B)(xii)
(b) Estimation of current tax expenses and payable - Refer note no. 1(B)(xiii)

(iii) Property, plant and equipment (PPE)

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, than they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure are included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Company and that the cost of the item can be reliably measured.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

(iv) Intangible assets

Intangible assets are stated at cost less accumulated amortisation and impairment.

Intangible assets are amortised over their estimated useful life on a straight line basis as follows:

- Type of Asset : Computer software
- Useful life: 4 years

Intangible assets under development comprises of capitalisation of Payroll costs of those employees directly associated with Software Development

Notes to Consolidated financial statements for the year ended March 31, 2020

(v) Impairment

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

(vi) Depreciation and Amortization:

(a) Property plant and equipment (PPE)

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

(b) Intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives.

The amortisation period and the amortisation method for finite life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively based on revised estimates.

(vii) Financial Instruments:

Financial assets - Initial recognition:

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instruments. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Subsequent measurement:

Financial assets are subsequently classified as measured at:

- amortised cost
- fair value through profit & loss (FVTPL)
- fair value through other comprehensive income (FVTOCI)

The above classification is being determined considering the:

(a) the entity's business model for managing the financial assets and
(b) the contractual cash flow characteristics of the financial asset.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Group changes its business model for managing financial assets.

(i) Measured at amortised cost:

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business module whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Measured at fair value through other comprehensive income (FVTOCI):

Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

Notes to Consolidated financial statements for the year ended March 31, 2020

(iii) Measured at fair value through profit or loss (FVTPL):

Financial assets other than equity instrument are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

Equity instruments:

On initial recognition, the Group can make an irrevocable election (on an instrument-by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments.

Dividends on these investments in equity instruments are recognised in Statement of Profit and Loss when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in Statement of Profit and Loss are included in the 'Other income'.

Impairment

The Group recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.

The Group's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Group does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Group recognises 12–months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12 months ECL. The impairment losses and reversals are recognised in Statement of Profit and Loss.

For equity instruments and financial assets measured at FVTPL, there is no requirement of impairment testing.

De-recognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement.

In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Financial Liabilities

Initial Recognition and measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Group's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts.

Notes to Consolidated financial statements for the year ended March 31, 2020

Subsequent measurement

Financial liabilities measured at amortised cost are subsequently measured at using Effective Interest Rate (EIR) method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans & Borrowings:

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognized in statement of profit and loss when the liabilities are derecognized as well as through EIR amortization process.

Financial Guarantee Contracts

Financial guarantee contracts issued by the Group are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

Derivative financial instruments

The Group uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(viii) Fair Value Measurement

The Group measures financial instruments, such as, derivatives, investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(a) In the principal market for the asset or liability, or
(b) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

(i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

(ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

(iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above

Notes to Consolidated financial statements for the year ended March 31, 2020

(ix) Cash and Cash Equivalents:

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

(x) Foreign Currency Transactions:

a) Initial Recognition

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

b) Measurement of Foreign Currency Items at the Balance Sheet Date

Foreign currency monetary items of the Group are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

c) Treatment for Foreign subsidiaries

For the purposes of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Indian Rupees using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Any exchange differences arising on consolidation is recognised in Foreign Currency Translation Reserve.

(xi) Revenue Recognition:

The Group derives revenues primarily from information technology services comprising of software development, consulting and customer support services, and from the licensing of software products and platforms.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration expected to be received in exchange for those products or services.

Arrangements with customers for information technology services are either on a fixed-price, fixed-time frame or on a time-and-material basis

Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognized as unbilled revenue. Revenue from fixed-price, fixed-time frame contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Maintenance revenue is recognized ratably over the term of the underlying maintenance arrangement.

Revenues in excess of invoicing are classified as contract assets (which we refer to as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which we refer to as Income billed in advance).Revenue from licenses where the customer obtains a "right to use" the licenses is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period. Arrangements to deliver software products generally have three elements : license, implementation and Annual Maintenance Services (AMS). The Group has applied the principles under Ind AS 115 to account for revenues from these performance obligations. When implementation services are provided in conjunction with the licensing arrangement and the license and implementation have been identified as two separate performance obligations, the transaction price for such contracts are allocated to each performance obligation of the contract based on their relative standalone selling prices. In the absence of standalone selling price for implementation, the performance obligation is estimated using the expected cost plus margin approach. Where the license is required to be substantially customized as part of the implementation service, the entire arrangement fee for license and implementation is considered to be a single performance obligation and the revenue is recognized using the percentage-of-completion method as the implementation is performed. Revenue from client training, support and other services arising due to the sale of software products is recognized as the performance obligations are satisfied. AMS revenue is recognized ratably over the period in which the services are rendered.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch-up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

The Group presents revenues net of indirect taxes in its Statement of Profit and Loss.

Notes to Consolidated financial statements for the year ended March 31, 2020

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable and based on Effective interest rate method.

Dividend

Dividend Income is recognized when right to receive the same is established.

(xii) Employee Benefits:

The Group has provides following post-employment plans:

(a) Defined benefit plans such a gratuity
(b) Defined contribution plans such as Provident fund

a) Defined-benefit plan:

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of defined benefit obligations at the end of the reporting period less fair value of plan assets. The defined benefit obligations is calculated annually by actuaries through actuarial valuation using the projected unit credit method.

The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

(a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and

(b) Net interest expense or income

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the Statement of Profit & Loss.

Re-measurement comprising of actuarial gains and losses arising from

(a) Re-measurement of Actuarial(gains)/losses

(b) Return on plan assets, excluding amount recognized in effect of asset ceiling

(c) Re-measurement arising because of change in effect of asset ceiling are recognised in the period in which they occur directly in 'Other comprehensive income'. Re-measurement are not reclassified to profit or loss in subsequent periods.

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Group determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

b) Defined-contribution plan:

Under defined contribution plans, provident fund, the Group pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. Defined Contribution plan comprise of contributions to the employees' provident fund with the government and certain state plans like Employees' State Insurance and Employees' Pension Scheme. The Group's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

c) Other employee benefits:

(a) Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the obligation as at the Balance sheet date determined based on an actuarial valuation.

(b) Undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the period when the employee renders the related services.

(xiii) Taxes on Income:

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Group offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

Notes to Consolidated financial statements for the year ended March 31, 2020

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income-tax during the specified period. The Group reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Group will pay normal income-tax during the specified period.

(xiv) Borrowing Cost :

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

(xv) Earnings per share :

Basic earnings per shares are calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders of the group by the weighted average number of equity shares of the Group outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares of the Group outstanding during the period is adjusted for the effects of all dilutive potential equity shares of the Group.

(xvi) Leases :

Where the Group is Lessee

The Group's lease asset classes primarily consist of leases for land and buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration leases and requires lessees to account for all leases. The adoption of this Standard results in the recognition of Right of Use (ROU) Assets and a lease liability and a net adjustment on Statement of Profit and Loss.

To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

(i) the contract involves the use of an identified asset;

(ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease; and

(iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

Notes to Consolidated financial statements for the year ended March 31, 2020

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows

Where the Group is Lessor

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in property, plant and equipment. The Group recognizes lease rentals from the property leased out, on accrual basis as per the terms of agreements entered with the counter parties. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss.

(xvii) Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognized nor disclosed in financial statements.

Notes to Consolidated financial statements for the year ended March 31, 2020

2 Property, plant and equipment

(₹ in Lakhs)

	Land	Buildings	Plant & equipment	Furniture & fixtures	Vehicles	Office equipment	Computers	Total
Balance as at April 1, 2018	**23.78**	**1,448.95**	**295.88**	**1,166.22**	**49.92**	**71.54**	**342.20**	**3,398.49**
Additions	-	363.65	12.21	47.72	-	4.52	88.05	516.15
Disposals	-	-	2.48	(0.11)	-	1.87	42.65	46.89
Balance as at March 31, 2019	**23.78**	**1,812.60**	**305.61**	**1,214.05**	**49.92**	**74.19**	**387.60**	**3,867.75**
Additions	-	-	4.95	1.62	-	6.38	160.18	173.13
Disposals/reclassified on account of adoption of Ind AS 116	**23.78**	-	4.19	16.44	-	-	31.52	52.15
Balance as at March 31, 2020	**-**	**1,812.60**	**306.37**	**1,199.23**	**49.92**	**80.57**	**516.26**	**3,964.95**
Accumulated Depreciation								
Balance as at April 1, 2018	**1.00**	**93.84**	**95.58**	**225.38**	**13.89**	**15.06**	**123.61**	**568.37**
Depreciation charged for the year	0.5	33.50	48.31	117.76	7.87	12.83	85.73	306.50
Adjustment on deletion	-	-	2.35	-	-	1.78	41.46	45.59
Balance as at March 31, 2019	**1.50**	**127.34**	**141.54**	**343.14**	**21.76**	**26.11**	**167.88**	**829.28**
Depreciation charged for the year	-	39.95	34.58	121.18	7.38	13.58	97.20	313.87
Adjustment on deletion	1.50	-	3.98	15.97	-	-	30.43	50.38
Balance as at March 31, 2020	**-**	**167.29**	**172.14**	**448.35**	**29.14**	**39.69**	**234.65**	**1,091.27**
Net Block								
Balance as at March 31, 2019	**22.28**	**1,685.26**	**164.07**	**870.91**	**28.16**	**48.08**	**219.72**	**3038.47**
Balance as at March 31, 2020	**-**	**1,645.31**	**134.23**	**750.88**	**20.78**	**40.88**	**281.61**	**2,873.68**

Notes:

a. Refer note no. 21 for disclosure on property, plant and equipment pledged as security.

b. Refer note no. 34 for disclosure on contractual commitments for the acquisition of property, plant and equipment.

3 Right of use (RoU)-Land

(₹ in Lakhs)

Particulars	Land	Building	Total
Gross carrying amount			
Balance as at April 1, 2018	**-**	**-**	**-**
Additions	-	-	-
Disposals	-	-	-
Balance as at March 31, 2019	**-**	**-**	**-**
Additions/reclassified on account of adoption of Ind AS 116	22.28	191.54	213.82
Disposals	-	-	-
Balance as at March 31, 2020	**22.28**	**191.54**	**213.82**
Accumulated Depreciation			
Balance as at April 1, 2018	**-**	**-**	**-**
Depreciation charged for the year	-	-	-
Adjustment on deletion	-	-	-
Balance as at March 31, 2019	**-**	**-**	**-**
Depreciation charged for the year	0.50	8.56	9.06
Adjustment on deletion	-	0.57	0.57
Balance as at March 31, 2020	**0.50**	**9.13**	**9.63**
Net Block			
Balance as at March 31, 2019	**-**	**-**	**-**
Balance as at March 31, 2020	**21.78**	**182.41**	**204.19**

a. Land was taken on lease for 66 years from September, 1997.

Notes to Consolidated financial statements for the year ended March 31, 2020

(₹ in Lakhs)

4 Capital work-in progress	Building	Furniture and fixtures	Office Equipments	Computers	Total
Balance as at April 1, 2018	**736.15**	**14.57**	**-**	**-**	**750.72**
Additions during the year	-	29.84	2.26	15.64	47.74
Capitalised during the year	484.87	44.41		-	529.28
Balance as at March 31, 2019	**251.28**	**-**	**2.26**	**15.64**	**269.18**
Additions during the year	-	-	-	-	-
Capitalised during the year	-	-	2.26	15.64	17.90
Balance as at March 31, 2020	**251.28**	**-**	**-**	**-**	**251.28**

5 Investment property

(₹ in Lakhs)

Particulars	Buildings
Gross carrying amount	
Balance as at April 1, 2018	**822.41**
Additions	121.22
Disposals	-
Balance as at March 31, 2019	**943.63**
Additions	-
Disposals	-
Balance as at March 31, 2020	**943.63**
Accumulated depreciation	
Balance as at April 1, 2018	**33.44**
Additions	17.82
Adjustment on deletion	-
Balance as at March 31, 2019	**51.26**
Depreciation charged for the year	19.97
Adjustment on deletion	-
Balance as at March 31, 2020	**71.23**
Balance as at March 31, 2019	**892.37**
Balance as at March 31, 2020	**872.40**

Note:

a) Refer note no. 21 for certain Investment Property mortgaged as collateral security against bank borrowings

b) Refer note no. 38 for information regarding income and expenditure of Investment property

c) Investment property include ₹ 0.04 lakhs (previous year ₹ 0.04 Lakhs) being the value of 80 (Previous Year 80) shares of ₹ 50 each in Acme Plaza Premises Co-operative Society Ltd.

d) Fair value of investment property

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Investment Property	3,930.50	3,930.50

The fair value of investment property has been determined based on the Ready Reckoner value prevailing as on the date of Balance Sheet, which is considered to be best benchmarking of current prices in an active market

Notes to Consolidated financial statements for the year ended March 31, 2020

6 Intangible assets

	(₹ in Lakhs)
Intangible assets	**Software**
Balance as at April 1, 2018	**1,178.03**
Additions	10.52
Disposals	6.06
Balance as at March 31, 2019	**1,182.49**
Additions	421.16
Disposals	-
Balance as at March 31,2020	**1,603.65**
Accumulated amortisation	
Balance as at April 1, 2018	**403.34**
Amortisation for the year	320.85
Adjustment of deletion	29.08
Balance as at March 31, 2019	**695.11**
Amortisation for the year	290.85
Impairment during the year	256.58
Adjustment of deletion	(52.92)
Balance as at March 31,2020	**1,295.46**
Balance as at March 31, 2019	**487.38**
Balance as at March 31, 2020	**308.19**

	(₹ in Lakhs)
7 Intangible assets under development	**Software**
Balance as at April 1, 2018	**504.94**
Additions during the year	733.45
Capitalised during the year	-
Balance as at March 31, 2019	**1,238.39**
Additions during the year	332.90
Capitalised during the year	341.98
Impairment during the year	286.33
Adjustments	(36.22)
Balance as at March 31, 2020	**979.20**

(₹ in Lakhs)

8 Investments - Non-Current	**As at March 31, 2020**	**As at March 31, 2019**
Unquoted, fully paid up		
Investments in Mutual Funds		
Designated as fair value through Profit or Loss		
UTI Income Opportunities Fund - Dir - Growth segregated 3,432,014.329 (As at March 31, 2019- Nil) units of ₹ 10 each	6.80	-
UTI Income Opportunities Fund - Dir - Growth Nil (As at March 31, 2019- 3,432,014.329) units of ₹ 10 each	-	618.10
UTI Money Market Fund - Dir - Growth 9,361.619 (As at March 31, 2019- 4,907.022) units of ₹ 10 each	323.57	103.66
BNP Paribas Corporate Bond Fund - Dir - Growth Nil (As at March 31, 2019- 1,117,818.019) units of ₹ 10 each	-	233.26
	330.37	**955.02**
Note:		
Aggregate amount of quoted investments and fair value thereof	-	-
Aggregate amount of unquoted investments and market value thereof	330.37	955.02
Aggregate amount of impairment in value of investments	-	-

Notes to Consolidated financial statements for the year ended March 31, 2020

(₹ in Lakhs)

9 Other financial assets	As at March 31, 2020	As at March 31, 2019
Non Current		
Unsecured, considered good		
Security Deposits	38.68	41.46
Total	**38.68**	**41.46**

(₹ in Lakhs)

10 Other non-current assets	As at March 31, 2020	As at March 31, 2019
Prepaid expenses	3.06	20.70
Total	**3.06**	**20.70**

(₹ in Lakhs)

11 Investments - current	As at March 31, 2020	As at March 31, 2019
Designated as Fair Value Through Profit and Loss		
Unquoted. fully paid up		
Investments in Mutual Funds		
UTI Treasury Advantage Fund - Institutional Plan (Growth Option) Nil (As at March 31, 2019- 7,650.55) units of ₹ 1,000 each	-	199.07
UTI - Fixed Income Interval Fund - Annual Interval Plan Series - II - Direct Growth Plan Nil (As at March 31,2019- 1,048,922.167) units of ₹ 10 each	-	267.22
UTI Fixed Term Income Fund Series- XXX - X (1267 Days) - Direct Growth Plan-xxx-x (1267 days) - I - Institutional Growth Plan 1,000,000.000 (As at March 31,2019- 1000,000.000)units of ₹ 10 each	116.28	105.81
BNP Paribas Corporate Liquid Fund - Dir - Growth 6,995. 356 (As at March 31, 2019-24,392.782) units of ₹ 10 each	213.89	700.71
HDFC Money Market Fund - Dir - Growth 12,318.864 (As on March 2019 Nil) units of ₹ 10 each	519.83	-
HDFC Low Duration Fund - Dir - Growth 1,163,284.216 (As on March 2019 Nil) units of ₹ 10 each	514.27	-
Vanguard Federal Money Market fund 1,258,493.5600 (As on March 31,2019 Nil) units of USD 1.00	952.18	-
	2,316.45	**1,272.81**
Aggregate amount of quoted investments and fair value thereof	-	-
Aggregate amount of unquoted investments and market value thereof	2,316.45	1,272.81
Aggregate amount of impairment in the value of investments	-	-

(₹ in Lakhs)

12 Trade receivables	As at March 31, 2020	As at March 31, 2019
Unsecured		
Trade receivables considered good	2,825.29	2,470.51
Trade receivables which have significant increase in credit risk	295.19	263.50
Total	**3,120.48**	**2,734.01**
Less: Provision for doubtful debts and expected credit loss	(295.19)	(263.50)
Total	**2,825.29**	**2,470.51**

(₹ in Lakhs)

13 Cash and cash equivalents	As at March 31, 2020	As at March 31, 2019
Balances with banks		
In current accounts	788.91	1,702.86
Cash on hand	**2.24**	**1.84**
Total	**791.15**	**1,704.70**

Notes to Consolidated financial statements for the year ended March 31, 2020

(₹ in Lakhs)

14 Bank balances other than above	As at March 31, 2020	As at March 31, 2019
Balances with banks		
in unpaid dividend accounts	16.78	17.78
in fixed deposit accounts *		
-Deposits with maturity more than 3 months but less than 12 months	537.66	48.55
	554.44	**66.33**
*Fixed Deposits with Banks held as margin money against the following: Guarantees issued to Municipal Corporations	41.66	48.55

(₹ in Lakhs)

15 Loans	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good		
Loans to employees	5.97	3.20
Total	**5.97**	**3.20**

(₹ in Lakhs)

16 Other financial assets	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good, unless otherwise stated		
Unbilled revenue	349.75	481.95
Earmarked deposits	-	15.00
Security deposits		
Considered good	20.12	17.94
Considered doubtful	4.40	4.40
Total	**24.52**	**22.34**
Less: Provision for doubtful deposits	(4.40)	(4.40)
	20.12	**17.94**
Interest receivable on deposits	2.38	2.39
Derivative assets-foreign exchange forward contracts	-	58.27
Total	**372.25**	**575.55**

(₹ in Lakhs)

17 Other current assets	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good		
Advances for supply of goods and rendering of services	46.96	2.98
Prepaid expenses	107.78	136.23
Lease equalisation	0.70	1.19
Advances to employees	18.10	19.49
Balances with government authorities	-	8.44
Other receivables	7.90	15.36
Total	**181.44**	**183.69**

(₹ in Lakhs)

18 Equity share capital	As at March 31, 2020	As at March 31, 2019
Authorised		
36,000,000 Equity Shares of ₹ 10 each	3,600.00	3 ,600.00
	3,600.00	**3 ,600.00**
Issued		
27,520,552 (As at March 31, 2019- 27,520,552) Equity Shares of ₹10 each	2,752.06	2,752.06
	2,752.06	**2,752.06**
Subscribed and paid-up		
27,515,593 (As at March 31, 2019- 27,515,593) Equity Shares of ₹ 10 each *	2,751.56	2,751.56
	2,751.56	**2,751.56**

Notes to Consolidated financial statements for the year ended March 31, 2020

*[Allotment of **4,959** (Previous Year 4,959) bonus shares on **3,967** (Previous Year 3,967) equity shares is pending on account of non-establishment of beneficial ownership by National Securities Depository Limited]

(₹ in Lakhs)

a) Reconciliation of number of shares

	As at March 31, 2020		As at March 31, 2019	
	Number of shares	**Amount**	**Number of shares**	**Amount**
Equity Shares :				
Balance as at the beginning of the year	27,515,593	2,751.56	27,414,593	2,741.46
Add: Shares issued on exercise of employee stock options	-	-	101,000	10.10
(Refer note no.-45)				
Balance as at the end of the year	**27,515,593**	**2,751.56**	**27,515,593**	**2,751.56**

b) Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares having a face value of ₹10 per share. Each shareholder has a right to vote in respect of such share, on every resolution and his voting right on a poll shall be in proportion to his share of the paid-up equity capital of the Company. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the Company after payments to secured and unsecured creditors in proportion to their shareholding.

c) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

	As at March 31, 2020		As at March 31, 2019	
	Nos.	**%**	**Nos.**	**%**
Vish Tadimety	5,732,189	20.83%	5,721,141	20.79%
Indotech Holdings LLC	3,900,000	14.17%	3,900,000	14.17%
Steven Jeske	2,431,433	8.84%	2,431,433	8.84%
Joseph M Vanek (wef October 18,2019)	1,385,000	5.03%	1,377,000	4,99%

d) During the previous five years, the Parent Company has not issued Bonus shares/bought back shares/issued shares for consideration other than cash.

e) Refer note no. -45 in respect of Employee Stock Option Plan (ESOP Plan)

19 Other equity

(₹ in Lakhs))

Particulars	**Money received against share warrants**	**Capital reserve**	**Securities premium**	**Equity settled employee benefits reserve**	**Retained earnings**	**Foreign currency translation reserve**	**Other items of Other Comprehensive income {Actuarial gains/(loss)}**	**Total**
Balance as at April 1, 2018	**167.50**	**-**	**1,707.75**	**148.82**	**2,689.42**	**110.45**	**(12.19)**	**4,811.75**
Received during the year on issue of shares under ESOP	-	-	7.79	-	-	-	-	**7.79**
Profit for the year	-	-	-	-	1,023.00	-	-	**1,023.00**
Other comprehensive income for the year	-	-	-	-	-	-	(12.07)	**(12.07)**
Employee share based payment	-	-	-	26.67	-	-	-	**26.67**
Foreign currency translation reinstatement	-	-	-	-	-	37.96	-	**37.96**
Transferred to capital reserve on forfeiture of share warrants	(167.50)	167.50	-	-	-	-	-	**-**
Dividend paid (including dividend distribution tax of ₹ 55.81 Lakhs)	-	-	-	-	(331.72)		-	**(331.72)**
Balance as at March 31, 2019	**-**	**167.50**	**1,715.54**	**175.49**	**3,380.70**	**148.41**	**(24.26)**	**5,563.39**

Notes to Consolidated financial statements for the year ended March 31, 2020

Profit for the year	-	-	-	-	1,322.41	-	-	**1,322.41**
Other comprehensive income for the year	-	-	-	-	-	-	(33.96)	**(33.96)**
Employee share based payment	-	-	-	19.14	-	-	-	**19.14**
Foreign currency translation reinstatement	-	-	-	-	-	120.81	-	**120.81**
Dividend paid (including dividend distribution tax of ₹ 55.81 Lakhs)	-	-	-	-	(331.72)	-	-	**(331.72)**
Balance as at March 31, 2020	**-**	**167.50**	**1,715.54**	**194.63**	**4,371.39**	**269.22**	**(58.22)**	**6,660.08**

Purpose of the reserves:

1 **Capital reserve: Capital reserve represents the forfeiture of application money received against share warrants.**

2 **Securities premium:** The amount received in excess of face value of the equity shares is recognised in securities premium. In case of equity-settled share based payment transactions, the difference between fair value of option on grant date and exercise price of share is transferred from equity settled share based payment reserve to securities premium at the time of exercise of options.

3 **Equity settled employee benefits reserve:** The fair value of the equity-settled employee benefits reserve with employees is recognised in Statement of Profit and Loss with corresponding credit to Equity settled share employee benefit reserve. The same is transferred to securities premium at the time of exercise of options or to retained earnings in the event of forfeiture, non-vesting or lapse.

4 **Retained earnings:** Retained earnings are the profits that the Company has earned till date, less dividends or other distributions paid to shareholders.

(₹ in Lakhs)

20 Other financial liabilities	**As at March 31, 2020**	**As at March 31, 2019**
Measured at amortised cost		
a) Non-current		
Security deposits received against leased premises	191.98	244.21
Non-current total (A)	**191.98**	**244.21**
b) Current		
Security deposits received	-	0.27
Unclaimed Dividend*	16.67	17.74
Payable for capital expenditure	13.20	13.57
Derivative liabilities -foreign exchange contracts	85.74	-
Current total (B)	**115.61**	**31.58**
Total (A+B)	**307.59**	**275.79**

* There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at March 31, 2020.

(₹ in Lakhs)

21 Current borrowings	**As at March 31, 2020**	**As at March 31, 2019**
Secured		
Bank Overdraft (Refer note {i})	-	428.57
Cash Credit (Refer note {ii})	276.87	1,355.14
Total	**276.87**	**1,783.71**

Note:

i) Bank Overdraft from Bank carry interest @ 10.10% (previous year 10.10%) p.a computed on monthly basis on the actual amount utilised and are repayable on demand. Bank Overdraft is secured by way of mortgage of immovable property of the Group at Thane and personal guarantee of Executive Director of the Group.

Notes to Consolidated financial statements for the year ended March 31, 2020

ii) Cash Credit from Bank carry interest @ 10.10% (previous year 10.10%) p.a. computed on monthly basis on the actual amount utilised and are repayable on demand. Cash credit is secured by way of-

a) hypothecation of book debts and other receivables
b) second charge on immovable property of the Group at Thane, and
c) personal guarantee of Executive Director of the Group.

(₹ in Lakhs)

22 Lease liabilities	As at March 31, 2020	As at March 31, 2019
Current	30.74	-
Non Current	155.98	-
Total	**186.72**	**-**

(₹ in Lakhs)

23 Trade payables	As at March 31, 2020	As at March 31, 2019
Trade payables [Refer note (a) below]		
-Total outstanding dues of micro enterprises and small enterprises	16.00	2.92
-Total outstanding dues of creditors other than micro enterprises and small enterprises	1,042.16	1,081.67
Total	**1,058.16**	**1,084.59**

Note (a)

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprises Development Act, 2006" ("the Act") is based on the information available with the Group regarding the status of registration of such vendors under the Act, as per the intimation received from them on request made by the Group.

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	16.00	2.92
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	

(₹ in Lakhs)

24 Other current liabilities	As at March 31, 2020	As at March 31, 2019
Income received in advance	181.35	293.47
Employee payable	0.27	-
Statutory dues	77.31	71.25
Total	**258.93**	**364.72**

Notes to Consolidated financial statements for the year ended March 31, 2020

(₹ in Lakhs)

25 Provisions	**As at March 31, 2020**	**As at March 31, 2019**
Current		
Provision for employee benefits		
Provision for compensated absences	107.64	86.63
Provision for gratuity	131.30	137.83
Total	**238.94**	**224.46**

(₹ in Lakhs)

26 Current tax liabilities (net)	**As at March 31, 2020**	**As at March 31, 2019**
Provision for tax	944.36	999.38
net of advance tax of ₹ 929.05 lakhs (As at March 31, 2019 of ₹ 540.24 lakhs;)		
Total	**944.36**	**999.38**

(₹ in Lakhs)

27 Revenue from operations	**For the Year ended March 31, 2020**	**For the Year ended March 31, 2019**
Sale of services		
Information technology services	11,281.63	9,676.44
Total	**11,281.63**	**9,676.44**

(₹ in Lakhs)

28 Other income	**For the Year ended March 31, 2020**	**For the Year ended March 31, 2019**
Rent received	479.81	460.65
Less: Rates and taxes (directly attributable)	(27.12)	(27.27)
	452.69	**433.38**
Interest income on:		
Loans given	0.66	1.66
Deposit with banks	13.87	4.83
Income tax refund	4.72	-
Dividend income	4.21	-
Profit on sale of investments in mutual funds	-	6.71
Gain on fair valuation of investments in mutual funds	55.86	94.37
Exchange gain (net)	97.85	81.82
Sundry credit balances written back (Net)	4.47	2.25
Miscellaneous income	0.04	9.41
Total	**634.37**	**634.43**

(₹ in Lakhs)

29 Employee benefits expense	**For the Year ended March 31, 2020**	**For the Year ended March 31, 2019**
Salaries and wages	6,477.53	6,273.23
Contribution to provident and other funds	62.50	54.47
Share based payment to employees	19.14	26.67
Staff welfare expense	204.09	176.73
	6,763.26	**6,531.10**
Less: Transferred to intangible assets under development	(240.38)	(561.08)
Total	**6,522.88**	**5,970.02**

Notes to Consolidated financial statements for the year ended March 31, 2020

(₹ in Lakhs)

30 Finance costs	For the Year ended March 31, 2020	For the Year ended March 31, 2020
Interest expense	26.77	90.24
Other finance cost on unwinding of discount	21.80	18.84
Interest on lease liability	2.02	-
Total	**50.59**	**109.08**

(₹ in Lakhs)

31 Depreciation and amortisation expense	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Depreciation on property, plant and equipment	313.86	318.23
Amortisation of Right of Use (RoU)-Assets	9.06	-
Depreciation on investment property	19.97	17.82
Amortisation on Intangible assets	290.86	320.85
Total	**633.75**	**656.90**

(₹ in Lakhs)

32 Other expenses	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Rent	86.83	115.82
Repairs & maintenance		
- Buildings	63.06	68.26
- Plant and equipment	94.68	96.15
- Others	90.12	60.14
Insurance	41.09	39.61
Rates and taxes	51.77	43.99
Travelling and conveyance	292.24	239.16
Communication	59.07	62.69
Electricity expense	104.15	104.91
Professional fees	279.97	405.50
Subscription and periodicals	26.89	29.70
Provision for doubtful receivables and advances	7.91	31.69
Provision for expected credit losses	23.78	18.46
Directors' sitting fees/commission	22.50	19.30
Auditors' remuneration:		
Audit fees	15.11	13.62
Limited review fees	8.76	7.94
Certification	0.75	0.45
Reimbursement of expenses-(excluding Goods and service tax)	1.57	0.51
Security expenses	40.39	39.79
Corporate social responsibility expenses (Refer Note no. 39)	13.25	12.10
Loss on sale of long term investment in mutual fund	16.13	-
Loss on plant, property and equipment disposed / discarded (net)	1.77	3.10
Miscellaneous expenses	286.08	265.92
Total	**1,627.87**	**1,678.81**

Notes to Consolidated financial statements for the year ended March 31, 2020

33	**Earnings Per Share (EPS)**	**As at March 31, 2020**	**As at March 31, 2019**
	Profit after tax available for Equity Shareholders (₹ in lakhs)	1,322.41	1,010.93
	Weighted Average Number of Equity Shares outstanding for computing Basic EPS	27,516,549	27,485,075
	Add: Weighted average number of potential equity shares on account of employee stock options	220,161	225,398
	Weighted Average Number of Equity Shares outstanding for computing Diluted EPS	27,736,710	27,710,474
	Nominal value of Equity Shares (In ₹)	10.00	10.00
	Basic Earnings Per Share (In ₹)	**4.81**	**3.68**
	Diluted Earnings Per Share (In ₹)	**4.77**	**3.65**

(₹ in Lakhs)

34	**Contingent Liabilities And Commitments**	**As at March 31, 2020**	**As at March 31, 2019**
A)	**Contingent Liabilities**		
	i) Disputed income tax demands (Including interest and penalties)	136.44	136.44
	Total	**136.44**	**136.44**

ii) In the previous years, the Group has received Income Tax refunds of ₹ 1,894.74 Lakhs (including interest amount of ₹ 740.81 Lakhs) towards Assessment years 1997-98, 1998-99 and 1999-00, pursuant to the favourable Order from Income Tax Appellate Tribunal. The Income Tax Department has filed an appeal against the said Order with the Hon'ble High Court, Bombay. However, the Group has continued the provision of ₹ 1,219.61 Lakhs (Previous Year ₹ 1,219.61 Lakhs) made in earlier years.

Notes
The Group's pending litigations comprise mainly claims against the Group, proceedings pending with Tax and other Authorities. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Group does not reasonably expect the outcome of these proceedings to have a material impact on its financial statements.

(₹ in Lakhs)

B)	**Commitments**	**As at March 31, 2020**	**As at March 31, 2019**
	Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances)	-	-

35 Disclosure on Related Party Transactions

A) Names of related parties and description of relationship, with whom transactions has been entered into:

a) Key Management Personnel (KMP)

-<u>In Wholly Owned Subsidiaries</u>
Mr. Vish Tadimety (Non-Executive Director in Parent Company)
Mr. Steven Jeske (Non-Executive Director in Parent Company)

-**<u>In Parent Company</u>**
Mr. Ramasubramanian Sankaran - Executive Director
Mr. Praveen Agarwal - Chief Financial Officer
Ms. Sarita Leelaramani - Company Secretary

b) Non-Executive Director
Ms. Amogha Tadimety

Non-Executive and Independent directors
Ms. Angela Cook Wilcox
Dr. N. L. Sarda
Mr. M. P. Bharucha
Dr. Shreepad Karmalkar
Mr. Sudhir Joshi
Mr. Willem Pieter Elfrink (till November 14,2018)

Notes to Consolidated financial statements for the year ended March 31, 2020

Wholly Owned Subsidiaries :
CyberTech Systems and Software Inc. (USA)
Spatialitics LLC - (USA)

B) Related party transactions with KMP's during the year:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Remuneration paid to*		
Mr. Vish Tadimety	237.66	199.23
Mr. Steven Jeske	184.02	160.78
Mr. Ramasubramanian Sankaran	60.56	72.91
Mr. Praveen Agarwal	28.41	25.73
Ms. Sarita Leelaramani	11.23	9.46
Directors Sitting Fees		
Ms. Amogha Tadimety	0.80	0.80
Ms. Angela Cook Wilcox	0.80	0.80
Dr. N. L. Sarda	2.40	1.80
Mr. M. P. Bharucha	0.60	0.80
Dr. Shreepad Karmalkar	1.00	0.60
Mr. Steven Jeske	2.00	2.00
Mr. Sudhir Joshi	3.80	3.80
Mr. Vish Tadimety	2.60	2.80
Mr. Willem Pieter Elfrink (till November 14,2018)	-	0.40
Commission to Directors	8.50	6.50

The Remuneration paid to the Non-Executive Directors includes commission and sitting fees paid for attending meetings of the Board and committees of the company (mandatory as well as non-mandatory committees).

C) Outstanding balances

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Trade Payables*		
Mr. Vish Tadimety	12.11	8.21
Mr. Steven Jeske	9.08	6.63
Mr. Ramasubramanian Sankaran	14.77	8.94
Mr. Praveen Agarwal	1.35	1.22
Ms. Sarita Leelaramani	0.41	0.81
Director's commission payable	8.50	6.50
Guarantee taken		
Mr. Ramasubramanian Sankaran	276.87	1,783.71

* The remuneration of directors and KMP is determined by the nomination & remuneration committee having regard to the performance of individuals and market trends.

The above figures do not include provisions for compensated expenses, gratuity and premium paid for group health insurance as separate actuarial valuation/ premium paid are not available.

Notes:

(i) All related party transactions entered during the year were in ordinary course of the business and are on arm's length basis.
(ii) No amounts in respect of related parties have been written off / written back during the year, nor has any provision been made for doubtful debts / receivables during the year.
(iii) Related party relationships have been identified by the management and relied upon by the Auditors.

Notes to Consolidated financial statements for the year ended March 31, 2020

36 Segment Reporting

The Group is engaged in the business of Information Technology Services and its operations are regularly reviewed by Chief Operating Decision Maker for assessment of Group's performance and resource allocation. Accordingly, the Company has only one business segment in accordance with the IND AS – 108 "Operating Segments".

37 DISCLOSURE PURSUANT TO IND AS - 19 "EMPLOYEE BENEFITS"

Defined Benefit Plan - Gratuity

In accordance with the applicable laws, the Group provides for gratuity, a defined benefit retirement plan ("The Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date and the Group makes contribution to the gratuity fund administered by HDFC under Gratuity Scheme.

The disclosure in respect of the defined Gratuity Plan are given below:

A. Balance Sheet

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Present value of plan liabilities	(206.20)	(152.30)
Fair value of plan assets	74.90	14.47
Asset/(Liability) recognised	**(131.30)**	**(137.83)**

B. Movements in plan assets and plan liabilities

(₹ in Lakhs)

Particulars	Present value of obligations	Fair Value of Plan assets
As at April 1, 2019	**152.30**	**14.47**
Current service cost	17.36	-
Past service cost	-	-
Interest Cost/(Income)	11.86	1.13
Return on plan assets excluding amounts included in net finance income/cost	-	1.01
Actuarial (gain)/loss arising from changes in demographic assumptions	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	26.76	-
Actuarial (gain)/loss arising from experience adjustments	19.63	-
Employer contributions	-	80.00
Benefit payments	(21.71)	(21.71)
As at March 31, 2020	**206.20**	**74.90**

(₹ in Lakhs)

Particulars	Present value of obligations	Fair Value of Plan assets
As at April 1, 2018	**129.91**	**13.71**
Current service cost	15.79	-
Past service cost	-	-
Interest Cost/(Income)	10.20	1.07
Return on plan assets excluding amounts included in net finance income/cost	-	0.29
Actuarial (gain)/loss arising from changes in demographic assumptions	-	-

Notes to Consolidated financial statements for the year ended March 31, 2020

Actuarial (gain)/loss arising from changes in financial assumptions	1.07	-
Actuarial (gain)/loss arising from experience adjustments	15.93	-
Employer contributions	-	20.00
Benefit payments	(20.60)	(20.60)
As at March 31, 2019	**152.30**	**14.47**

C. Statement of Profit and Loss

(₹ in Lakhs)

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
Employee Benefit Expenses:		
Current service cost	17.36	15.79
Interest cost/(income)	10.74	9.12
Total amount recognised in Statement of Profit & Loss	**28.10**	**24.91**
Remeasurement of the net defined benefit liability:		
Actuarial gains/(losses) arising from changes in demographic assumptions	-	-
Actuarial gains/(losses) arising from changes in financial assumptions	-	1.06
Actuarial gains/(losses) due to experience	46.40	15.94
Return on plan assets (excluding interest income)	(1.02)	(0.29)
Total amount recognised in Other Comprehensive Income	**45.38**	**16.71**

D. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
Financial Assumptions		
Discount rate	6.86%	7.79%
Salary Escalation Rate	2.25%	2.00%

E. Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

	Impact on defined benefit obligation		
Particulars	**Change in assumption**	**Increase in assumption (₹ in lakhs)**	**Decrease in assumption (₹ in lakhs)**
Discount rate	1.00%	(23.01)	27.57
Salary Escalation Rate	1.00%	26.87	(23.82)

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

Notes to Consolidated financial statements for the year ended March 31, 2020

F. The defined benefit obligations shall mature after year end 31st March, 2020 as follows:

(₹ in Lakhs)

Year ending March 31,	Defined benefit obligation
2021	4.77
2022	5.05
2023	13.04
2024	6.69
2025	5.50
Thereafter	538.50

ii) Compensated Absences: The Group permits encashment of compensated absence accumulated by the employees on retirement, separation and during the course of service. The liability in respect of the Group, for outstanding balance of leave at the balance sheet date is determined and provided on the basis of actuarial valuation as on March 31, 2020 performed by an independent actuary. The Group doesn't maintain any plan assets to fund its obligation towards compensated absences.

The disclosure in respect of the defined Compensated Absences are given below:

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Expenses recognised in Statement of Profit and Loss	79.35	77.15
Balance Sheet liability	107.64	86.63

38 Leases

Group as a Lessor

Non cancellable contracts

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Due within one year	16.43	43.56
Due in a period between one year and five years	33.79	15.00
Due after five years	-	-

The Group has leased its vacant premises under cancellable lease agreements. During the year ₹ 464.16 Lakhs (Previous Year ₹ 445.75 Lakhs) has been recognized as rent income in the Statement of Profit and Loss under head "Other Income"

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Rental Income	479.81	460.66
Direct Operating Expenses	27.12	27.27
Depreciation	19.97	17.82
Net Income	**432.72**	**415.57**

Group as a Lessee

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 Leases and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Group has taken office premises on long term lease during the year which has been considered as leases under INDAS 116 - "Leases" which would have been considered as Operating lease under Ind AS 17.

Notes to Consolidated financial statements for the year ended March 31, 2020

Due to adoption of INDAS 116, the nature of expenses in respect of operating leases has changed from "lease rent" to "depreciation cost" and "finance cost" for the right-to-use assets and for interest accrued on lease liability respectively, and therefore, these expenses for the current year are not comparable to the previous years, to that extent.

The weighted average lessee's incremental borrowing rate applied to the lease liabilities is 4.5%.

Following are the changes in the carrying value of right of use assets for the year:

Particulars	**(₹ in Lakhs)**
Opening Balance	-
Additions	213.82
Disposal /Adjustments	(9.06)
Amortisation expenses (Refer Note 3)	(0.57)
Closing Balance	**204.19**

Following is the movement in lease liabilities during the year :

Particulars	**(₹ in Lakhs)**
Opening Balance	-
Additions	191.57
Interest accrued during the year	2.05
Deletions/Adjustments	(0.35)
Payment of lease liabilities	(6.55)
Closing Balance	**186.72**
Current lease liabilities	30.74
Non- current lease liabilities	155.98

Break-up of the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	**(₹ in Lakhs)**
Less than one year	38.47
One to five years	171.08
More than five years	-

Short-term leases have been considered as Operating leases and total rent paid during the year is of ₹ 86.83 lakhs which has been shown as rent expenses in Note No 32.

39 Corporate Social Responsibility Expenditure

Gross amount required to be spent by the Company as per Section 135 of Companies Act, 2013 during the year is ₹ 13.03 Lakhs (Previous year ₹ 12.07 Lakhs) and amount actually spent during the year is ₹ 13.25 Lakhs (Previous year ₹ 12.10 Lakhs), the details of which is as given below:

(₹ in Lakhs)

Particulars	**For the year ended March 31, 2020**	**For the year ended March 31, 2019**
Gross amount required to be spent by the Company as per Section 135 of Companies Act, 2013	13.03	12.07
Actual Incurred	13.25	12.10
Construction/acquisition of any asset	-	-
On purposes other than above	13.25	12.10

Notes to Consolidated financial statements for the year ended March 31, 2020

40 Financial Risk Management

Financial risk management objectives and policies:

The Group's business activities exposed it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Group's Management has the overall responsibility for establishing and governing the Groups's risk management framework.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits , foreign currency receivables, payables and loans and borrowings.

Risk	Exposure arising from	Measurement	Management
Market Risk - Interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Interest rate swaps
Market Risk - Foreign exchange	Financial assets and liabilities	Cash flow forecasting Sensitivity analysis	Hedging, Forex planning
Credit risk	Cash and cash equivalents, trade receivables, Investments, loans and other financial assets measured at fair /amortised cost.	Ageing analysis/ Credit ratings	Diversification in various class of assets, credit limits
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities; working capital management

(A) Market Risk- Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Parent Company is having short term borrowings from banks.

(i) Exposure to interest rate risk - Financial liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Borrowings bearing variable rate of interest - Cash credits - short term in nature	276.87	1,783.71

Since, the Parent Company is not significantly exposed to the interest rate risk as working capital facility are, as per contractual terms, primarily of short term in nature.

(B) Market Risk- Foreign currency risk.

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates and is therefore exposed to foreign exchange risk. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Group may be impacted due to volatility of the rupee against foreign currencies.

Derivative Contracts and unhedged foreign currency exposure

(Derivative contracts outstanding as at March 31, 2020

(₹ in Lakhs)

Particulars	As at March 31, 2020		As at March 31, 2019	
	In Foreign Currency-USD	Amount	In Foreign Currency-USD	Amount
Total foreign currency exposures - Receivables	2,500,000	1,830.71	2,000,000	1,460.13

Notes to Consolidated financial statements for the year ended March 31, 2020

Unhedged foreign currency exposure as at March 31, 2020

(₹ in Lakhs)

Particulars	As at March 31, 2020		As at March 31, 2019	
	In Foreign Currency-USD	Amount	In Foreign Currency-USD	Amount
Trade receivables	7,555	5.72	415,942	287.62
Cash and bank balances	1,031,951	780.77	2,082,064	1439.75
Trade payables	719,608	544.46	783,241	541.61
Total	**1,759,114**	**1330.95**	**3,281,247**	**2268.98**

A change of 1% in Foreign currency would have following Impact on profit before tax

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020		For the year ended March 31, 2019	
	1% Increase	1% decrease	1% Increase	1% decrease
Increase / (decrease) in Profit	13.31	(13.31)	22.69	(22.69)

(C) Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. The Group is exposed to credit risk from its operating activities (trade receivables) and from its financing activities including investments in mutual funds, deposits with banks and financial institutions and debentures and bonds, foreign exchange transactions and financial instruments.

To manage the credit risk from trade receivables, the Group periodically assess financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly. The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period.

Credit risk from investments is managed by the Group's treasury in accordance with the board approved policy and limits.

To assess whether there is a significant increase in credit risk the Group compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

i) Actual or expected significant adverse changes in business,

ii) Actual or expected significant changes in the operating results of the counterparty,

iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,

iv) Significant increase in credit risk on other financial instruments of the same counterparty,

v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees

Ageing of Account receivables (Gross)

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
0-3 months	2,031.24	1,700.04
3-6 months	276.31	115.18
6 months to 12 months	234.92	200.20
beyond 12 months	578.01	718.59
Total	**3,120.48**	**2,734.01**

Notes to Consolidated financial statements for the year ended March 31, 2020

Movement in expected credit loss

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Opening provision	263.50	225.50
Add:- Additional provision made	31.69	48.12
Less:- Provision write off/ reversed	-	-
Less:- Provision utilised against bad debts	-	(10.12)
Closing provisions*	**295.19**	**263.50**

The Group's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. Exposure to customers is diversified and there are 3 customers contributing more than 10% of outstanding trade receivables and unbilled revenues amounting to ₹ 1,773.92 Lakhs and ₹ 79.85 lakhs respectively.

*Includes ₹ 174.77 lakhs (Previous year ₹ 174.77 Lakhs) for which the Company has filed cases for recovery with the Courts/Arbitrators.

(D) Liquidity Risk

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time, or at a reasonable price. The Group's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related such risk are overseen by senior management. Management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows. The Group's objective is to maintain at all times, optimum levels of liquidity to meet its obligations.

Financing arrangements

The Parent Company had access to following undrawn Borrowing facilities at end of reporting period:

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Variable Borrowing -Expires within 1 year	723.13	216.29

Maturity patterns of borrowings

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
0-1 years	276.87	1,783.71
more than 1 year	-	-
Total	**276.87**	**1,783.71**

Maturity patterns of other Financial Liabilities

Trade Payables (₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
0-1 year	1,058.16	1,084.59
more than 1 year	-	-
Total	**1,058.16**	**1,084.59**

Other financial liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
0-1 year	115.61	31.58
more than 1 year	191.98	244.21
Total	**307.59**	**275.79**

Notes to Consolidated financial statements for the year ended March 31, 2020

41 Financial instruments

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions are used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.

2. Financial instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The carrying amounts and fair values of financial instruments by category are as follows:

a. Financial assets

(₹ in lakhs)

	Instruments carried at fair value					Instruments carried at amortized cost		
Particulars	**FVOCI (Equity instruments)**	**FVOCI (Other instruments)**	**FVTPL**	**At Cost**	**Total fair value (A)**	**Carrying amount (B)**	**Fair Value**	**Total carrying amount (A+B)**
As at March 31, 2020								
Other investments	-	-	2,646.82	-	2,646.82	-	-	**2,646.82**
Trade receivables	-	-	-	-	-	2,825.29	2,825.29	**2,825.29**
Cash and bank balances	-	-	-	-	-	1,345.59	1,345.59	**1,345.59**
Loans	-	-	-	-	-	5.97	5.97	**5.97**
Other financial assets	-	-	-	-	-	410.93	410.93	**410.93**
Total	**-**	**-**	**2,646.82**	**-**	**2,646.82**	**4,587.78**	**4,587.78**	**7,234.60**
As at March 31, 2019								
Other investments	-	-	2,227.83	-	2,227.83	-	-	**2,227.83**
Trade receivables	-	-	-	-	-	2,470.51	3,171.29	**3,171.29**
Cash and bank balances	-	-	-	-	-	1,771.03	380.14	**380.14**
Loans	-	-	-	-	-	3.20	3.20	**3.20**
Other financial assets	-	-	-	-	-	617.01	548.46	**548.46**
Total	**-**	**-**	**2,227.83**	**-**	**2,227.83**	**4,861.75**	**4,103.09**	**6,330.92**

b. Financial liabilities

	Instruments carried at fair value		Instruments carried at amortized cost		(₹ in Lakhs)
	FVTPL	**Total carrying amount and fair value (A)**	**Carrying amount (B)**	**Fair value**	**Total carrying amount (A+B)**
As at March 31, 2020					
Borrowings	-	-	276.87	276.87	**276.87**
Trade payables	-	-	1,058.16	1,058.16	**1,058.16**
Other financial liabilities	85.74	85.74	221.85	-	**307.59**
Total	**85.74**	**85.74**	**1,556.88**	**1,335.03**	**1,642.62**
As at March 31, 2019					
Borrowings	-	-	1,783.71	1,783.71	**1,783.71**
Trade payables	-	-	1,084.59	554.16	**554.16**
Other financial liabilities	-	-	275.79	-	**275.79**
Total	**-**	**-**	**1,360.38**	**554.16**	**2,613.66**

Notes to Consolidated financial statements for the year ended March 31, 2020

The Management assessed that fair value of cash and cash equivalents, trade receivables, investments in term deposits, loans, other financial assets (except derivative financial instruments), trade payables, and other financial liabilities (except derivative financial instruments) is considered to be equal to the carrying amount of these items due to their short-term nature.

c. Fair value estimation

For financial instruments measured at fair value in the Balance Sheet, a three level fair value hierarchy is used that reflects the significance of inputs used in the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:
- Level 1: quoted prices for identical instruments
- Level 2: directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: inputs which are not based on observable market data.

For assets and liabilities which are carried at fair value, the classification of fair value calculations by category is summarised below:

(₹ in Lakhs)

	Level 1	Level 2	Level 3	Total
As at March 31, 2020				
Assets at fair value				
Investments in Mutual Funds	2,646.82	-	-	2,646.82
As at March 31, 2019				
Assets at fair value				
Investments in Mutual Funds	2,227.83	-	-	2,227.83

Note - Mutual funds are valued unsing the Closing Net Asset Value (NAV)

(₹ in Lakhs)

	Level 1	Level 2	Level 3	Total
As at March 31, 2020				
Liabilities at fair value				
Other financial liabilities	85.74	-	-	85.74
As at March 31, 2019				
Liabilities at fair value				
Other financial liabilities	-	-	-	-

42 Income Taxes

a) Tax expense recognised in the Statement of Profit and Loss:

(₹ in Lakhs)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Current tax		
Current year	386.56	230.00
Adjustments for prior periods	-	3.18
Total current tax	**386.56**	**233.18**
Deferred tax		
Origination and reversal of temporary difference	52.67	(39.64)
Foreign exchange fluctation	(5.59)	-
Total deferred income tax expense/(credit)	**47.08**	**(39.64)**
Total income tax expense/(credit)	**433.64**	**193.54**

Notes to Consolidated financial statements for the year ended March 31, 2020

b) A reconciliation between the statutory income tax rate applicable to the Group and the effective income tax rate of the Group is as follows :

(₹ in Lakhs)

Reconciliation of effective tax rate	For the year ended March 31, 2020	For the year ended March 31, 2019
Profit before taxation	1,722.09	749.58
Enacted income tax rate	31.52%	27.82%
Tax at Income Tax Rate	542.86	208.53
Differences due to:		
Expenses not deductible for tax purposes	162.38	1.68
Portion of income on which tax is not payable	(20.52)	(16.58)
Amount allowed for development of intangible assets	87.30	-
Tax expenses pertaining to earlier years	-	3.18
Carry forward of losses adjusted (Not recognised in previous year)	(346.70)	-
Others	8.32	(3.28)
Effective tax amount	**433.64**	**193.54**

Movement during the year ended March 31, 2020 and March 31,2019

₹ in lakhs

	As at April 01, 2018	Credit/(charge) in statement of Proft and Loss	As at March 31, 2019	Credit/(charge) in statement of Proft and Loss	As at March 31, 2020
Deferred tax assets/(liabilities)					
Expenses allowable on payment basis and others	(136.05)	(29.44)	(165.49)	(19.78)	(185.27)
Amount allowed for development of intangible assets	-	-	-	118.86	118.86
On Property, plant & equipment	290.23	(20.33)	269.91	0.32	270.23
Long term capital loss	(14.85)	8.05	(6.80)	6.80	(0.00)
Fair value gains/losses on financial instruments	72.48	2.07	74.55	(53.53)	21.02
Total	**211.81**	**(39.65)**	**172.16**	**52.67**	**224.83**

43 Capital risk management

(a) Risk management

The Group objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stake holders, and
- maintain an optimal capital structure to reduce the cost of capital

The Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares.

The Group monitors capital using a gearing ratio being a ratio of net debt as a percentage of total capital.

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Total equity attributable to equity shareholders of the Company	9,411.64	8,915.35
Net debt (Total borrowings less cash and bank balances)	-	1,421.35
Total capital (borrowings and equity)	**9,411.64**	**10,336.70**
Gearing ratio	0.00%	0.16%

Notes to Consolidated financial statements for the year ended March 31, 2020

(b) Dividends

(₹ in Lakhs)

Dividend paid during the year		**2019-20**	**2018-19**
(i)	**Equity Shares**		
	Final dividend for the year ended March 31, 2019 of ₹ 1 Per share (March 31, 2018 - ₹ 1) [Including dividend distribution tax of ₹ 55.81 Lakhs] (Previous year ₹ 55.81 Lakhs)	331.72	331.72
(ii)	**Dividends not recognised at the end of reporting period**		
	Since year end, the directors have recommended the payment of a final dividend of ₹ 1 per fully paid up equity share (March 31, 2019 - ₹ 1)	331.72	331.72
	The Proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.		

44 Share Warrants

During the financial year 2016-17, the Group had issued 10,00,000 Warrants at a price of ₹ 67 each entitling them for subscription of equivalent number of equity shares of ₹ 10 each (including premium of ₹ 57 each share) in accordance with Chapter VII of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009. The Group had received the application money of ₹ 167.50 Lakhs against Share Warrants representing 25% of the warrants value which entitles the warrant holder, the option to apply for and be allotted equivalent number of equity shares of the face value of ₹ 10 each. The holder of the warrants would need to exercise the option to subscribe to equity shares before the expiry of 18 months from the date of allotment made on October 27, 2016 by paying the balance 75% of the consideration of warrants. During the previous year, due to non payment of the balance amount before the expiry period, the application money has been forfeited and the said amount has been transferred to Capital Reserve.

45 Employee Share Based payments

(a) Employee option plan

The Group's Employees' Stock Option Scheme - 2007, provides for issue of equity option in each financial year up to 5% (Previous Year 5%) of the outstanding fully paid-up equity capital of the Group as on March 31, 2007 on to eligible employees, and the carry forward of un-allotted options in each of the financial years to the subsequent financial years for grant, in aggregate not exceeding 9,264,970 shares . Further, the Shareholders at their meeting held on September 30, 2014 passed a new ESOP plan 2014. Under new ESOP plan, the shareholders has permitted to grant 1,323,567 equity shares to the employees of the Group and to the employees of wholly owned subsidiary viz. CyberTech Systems and Software Inc., USA. The scheme covers directors and the employees of the subsidiaries, apart from the employees and directors of the Group except directors/ employees belonging to promoter group. The options vest in a phased manner over four years with 25% of the grants vesting at the end of each year from the date of grant and the same can be exercised within seven years from the date of the grant at the market price as on the date of the grant. One option is equal to one equity share.

Movement during the period:

The number and weighted average exercise prices (WAEP) of the options granted and movement during the period is as follows:

	March 31, 2020		**March 31, 2019**	
	Numer of options	**WAEP**	**Numer of options**	**WAEP**
Opening balance	1,182,500	37.76	1,196,750	35.35
Add: Granted during the year	150,000	39.88	300,000	46.20
Less: Exercised during the year	-	-	101,000	17.71
Less: Forfeited/lapsed during the year*	-	-	213,250	45.57
Closing balance	**1,332,500**	**38.00**	**1,182,500**	**37.76**

Notes to Consolidated financial statements for the year ended March 31, 2020

The following table summarises information about outstanding stock options:

As at March 31, 2020

Range of Exercise price	Number of shares arising out of Options	Weighted average remaining life (in years)	Weighted average exercise price (in ₹)
₹ 10- ₹ 15	53,000	Less than 1 year	11.34
₹ 16 - ₹ 45	1,029,500	3	36.74
₹ 46 - ₹ 60	250,000	6	48.83

As at March 31, 2019

Range of Exercise price	Number of shares arising out of Options	Weighted average remaining life (in years)	Weighted average exercise price (in ₹)
₹ 10- ₹ 15	53,000	1	11.34
₹ 16 - ₹ 45	979,500	4	37.37
₹ 46 - ₹ 90	150,000	6	49.65

(b) Fair value of options granted

The fair value at grant date is determined using the Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option. The value of the option has been determined by an independent valuer.

The model inputs for options granted during the period ended March 31, 2020 and March 31, 2019 included:

	For the year ended March 31, 2020	For the year ended March 31, 2019
Dividend Yield	2.00%	2.00%
Expected Volatility	54%	58%
Risk free interest rate	5.35%	7.51%
Expected life of share options	7 years	7 years

The expected price volatility is based on the historic volatility (based on the remaining life of the option), adjusted for any expected changes to future volatility due to publicly available information.

(c) Expense arising from share based payment transactions

Total expenses arising from share based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

(₹ in Lakhs)

Particulars	March 31, 2020	March 31, 2019
Employee stock option	19.14	26.67
Total employee share-based payment expense	**19.14**	**26.67**

46 The outbreak of Covid 19 pandemic globally including in India has led to a nationwide lockdown. The management has considered the possible effects that may impact the carrying amounts of receivables including unbilled receivables, , intangible assets and intangible assets under development . In making assumptions and estimates relating to the uncertainties as at the balance sheet date in relation to the recoverable amounts, the management has interalia considered subsequent events, internal and external information and evaluated economic conditions up to the date of approval of these financial statements . The impact of the global health pandemic may be different from that estimated as at the date of approval of these consolidated financial statement and the group does not anticipate any material financial or operational issues in the short term as well as on a long term basis.

47 The Group is yet to receive balance confirmations in respect of certain financial assets and financial liabilities. The Management does not expect any material difference affecting the current year's financial statements due to the same.

Notes to Consolidated financial statements for the year ended March 31, 2020

48 The previous year's figures have been regrouped/re-classified wherever required to conform to current years classification.

49 The financial statements were approved for issue by the Board of Directors on June 17, 2020.

For and on behalf of the Board of Directors

Ramasubramanian Sankaran Executive Director DIN: 05350841	**Sudhir Joshi** Director DIN: 00349597
Praveen Agarwal Chief Financial Officer	**Sarita Leelaramani** Company Secretary M. No. A35587

Place : Mumbai
Date : June 17, 2020

CYBERTECH SYSTEMS AND SOFTWARE INC. (USA)
(WHOLLY OWNED SUBSIDIARY)
ANNUAL REPORT 2019-20

BOARD'S REPORT

To the Shareholders of
CyberTech Systems and Software, Inc. (USA)

Your Directors have pleasure in presenting this Annual Report on the business and operations of your Company together with the Audited Accounts of the Company for the year ended March 31, 2020.

COMPANY FINANCIAL RESULTS:

(Amt in US Dollars)

Particulars	**2019-20**	2018-19
Gross Revenue	**14,641,033**	12,695,322
Profit before Interest & Depreciation	**1,328,746**	1,201,940
Interest	**2,841**	-
Depreciation	**275,518**	264,365
Profit/(Loss) before tax	**1,049,788**	937,574
Current Tax	**185,157**	-
Profit after tax	**864,631**	937,574
(Loss) b/f from previous year	**(1,496,714)**	(2,434,288)
Balance to be carried forward	**(632,083)**	(1,496,714)

REVIEW OF COMPANY'S OPERATIONS AND PERFORMANCE:

Operations of the Company are integrated with its parent company viz., CyberTech Systems and Software Limited. The Company operates as its parent company's sales front end, servicing the combined Company's customers in the United States and promoting offshore support and development services. The Company focuses on customer facing and business development activities including pre-sales, marketing, sales and onsite project/program management activities.

During the year under review, your Company, CyberTech Systems and Software, Inc., has made a Profit of US$864,631 on the revenue of US$14,641,033. The Company continues to see steady growth from US which grew approximately 15 % on year-on-year basis in FY20.

Your Company continues to maintain its focus on the alliances with partners such as esri®, Microsoft®, CISCO®, SAP® etc. CyberTech was also honored to become the First esri Partner to be awarded the ArcGIS Cloud Service Specialty designation. This Specialty designation recognizes CyberTech's expertise, high standards and best practices for driving the esri Geospatial Cloud.

CyberTech delivers the benefits of SAP S/4HANA with digital business processes that improve customer experience, provide real-time and predictive insight and increase productivity. CyberTech has 15+ years' experience in implementing, supporting, and upgrading SAP systems for its clients in industries including discrete and process manufacturing, utilities, technology, and education. The Company's spatial analytics deliver substantial digitization benefits by integrating maps with enterprise data. CyberTech is a trusted partner for several global enterprises, helping them with Cloud transformation.

CyberTech Inc. is confident that the growth momentum and the margin resilience observed shall continue moving forward and our focus is to add value to our customers driven by our next-gen products and solutions offerings through subscription sales.

Registered Office
1301, West 22nd Street,
Suite 308, Oak Brook,
IL 60523, USA.

For and on behalf of the Board of Directors

Vish Tadimety
Chairman

Place : Trevose, PA, USA
Date : August 11, 2020

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of CYBERTECH SYSTEMS & SOFTWARE INC. (USA)

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of **CYBERTECH SYSTEMS & SOFTWARE INC. (USA)** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows, for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act ("the Act"), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2020 and its profit (including other comprehensive income), changes in equity and cash flows and for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Emphasis of Matter

We draw your attention to the Note 33 of the financial statements, with regard to Management's assessment of, inter-alia, recoverability/realisbility of receivables including unbilled receivables of ₹ 2,103.44 lakhs and intangible assets under development of ₹ 424.53 lakhs due to COVID 19 pandemic outbreak. The Management apart from considering the internal and external information up to the date of approval of these standalone financial statements, has also performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets.

The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial results. Considering the continuing uncertainties, the Management will continue to closely monitor any material changes to future economic conditions and does not anticipate any material financial or operational issues in the short term as well as on a long term basis. Our report is not modified in respect of this matter.

Management responsibilities for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act and relevant rules thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation

Materiality is the magnitude of misstatements in the financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope pf our audit work and in evaluating the results of our work and (ii) to evaluate the effect of and identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters:

The audit report has been prepared for the purpose of enabling Parent Company's financial reporting requirement under the Act and should not be used for purposes other than that which it is meant for.

For LODHA & CO.
Chartered Accountants
Firm Registration No: 301051E

R. P. Baradiya
Partner
Membership No. 44101
UDIN: 20044101AAAADQ3670

Place : Mumbai
Date : June 17, 2020

Balance Sheet as at March 31, 2020

Particulars	Note	As at March 31, 2020		As at March 31, 2019	
		US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
I. ASSETS					
1 Non-current assets					
Property, plant and equipment	**2**	12,319	9.32	20,948	14.48
Intangible assets	**4**	-	-	608,784	420.98
Right of Use (RoU)-lease	**3**	241,105	182.42	-	-
Intangible assets under development	**5**	561,101	424.53	841,814	582.11
Financial assets					
Security deposit-Lease	**6**	17,898	13.54	-	-
Total non-current assets		**832,423**	**629.81**	**1,471,546**	**1,017.57**
2 Current assets					
Financial assets					
Investments	**7**	1,258,494	952.18	-	-
Trade receivables	**8**	2,507,555	1,897.22	2,415,942	1,670.62
Cash and cash equivalents	**9**	806,893	610.50	1,711,056	1,183.20
Other current financial assets	**10**	661,359	500.39	433,574	299.81
Current Tax Assets (Net)	**11**	132,183	100.01	-	-
Other current assets	**12**	91,605	69.31	98,203	67.91
Total current assets		**5,458,089**	**4,129.61**	**4,658,775**	**3,221.54**
Total assets		**6,290,512**	**4,759.42**	**6,130,321**	**4,239.11**

Particulars	Note	As at March 31, 2020		As at March 31, 2019	
		US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
II EQUITY AND LIABILITIES					
1 Equity					
Equity share capital	**13**	1,515,850	1,146.89	1,515,850	1,048.21
Other equity	**14**	937,067	708.97	72,436	50.09
Total equity		**2,452,917**	**1,855.86**	**1,588,286**	**1,098.30**
2 Liabilities					
Non-Current liabilities					
Financial liabilities					
Lease Liabilities	**15**	206,157	155.98	-	-
Deferred tax liabilities (Net)		121,341	91.81	-	-
Total Non current liabilities		**327,498**	**247.79**	**-**	**-**
Current liabilities					
Financial liabilities					
Trade payables	**16**				
-Total outstanding dues of micro enterprises and small enterprises		-	-	-	-
-Total outstanding dues of creditors other than micro enterprises and small enterprises		3,328,599	2,518.45	4,173,222	2,885.78
Lease liabilities	**15**	40,627	30.74	-	-
Other current liabilities	**17**	140,871	106.58	368,813	255.03
Total current liabilities		**3,510,097**	**2,655.77**	**4,542,035**	**3,140.81**
Total equity and liabilities		**6,290,512**	**4,759.42**	**6,130,321**	**4,239.11**
Significant Accounting Policies	**1B**				

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **LODHA & CO.**
Firm Registration Number - 301051E
Chartered Accountants

R.P. Baradiya
Partner
Membership No. 44101

Place : Mumbai
Date : June 17, 2020

For and on behalf of the Board of Directors

Steven Jeske
Director

Place : Oakbrook, IL, USA
Date : June 16, 2020

Statement of Profit and Loss for the year ended March 31, 2020

	Particulars	Note	For the year ended March 31, 2020		For the year ended March 31, 2019	
			US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
I	Revenue from Operations	18	14,621,608	10,388.51	12,695,322	8,874.66
II	Other Income	19	19,425	13.79	3,790	2.65
III	**Total Income (I + II)**		**14,641,033**	**10,402.30**	**12,699,112**	**8,877.31**
IV	**Expenses**					
	Cost of hardware/software package for service delivery and outsourced project cost		8,270,832	5,876.35	7,040,133	4,921.41
	Employee benefits expense	20	3,297,363	2,342.74	3,338,187	2,333.56
	Finance Costs	21	2,841	2.02	-	-
	Impairment of Intangible assets	4,5	764,142	542.92	-	-
	Depreciation and amortisation expense	22	275,518	195.75	264,366	184.80
	Other expenses	23	980,549	696.67	1,118,852	782.13
	Total expenses (IV)		**13,591,245**	**9,656.45**	**11,761,538**	**8,221.90**
V	**Profit before tax**		**1,049,788**	**745.85**	**937,574**	**655.41**
VI	**Tax expense**					
	Current tax	24	63,817	45.34	-	-
	Deferred tax	24	121,340	86.21	-	-
			185,157	**131.55**	**-**	**-**
VII	**Profit for the year (V - VI)**		**864,631**	**614.30**	**937,574**	**655.41**
VIII	**Other Comprehensive Income**					
	Items that will not be reclassified to profit or loss - Gain/(Loss)					
	Remeasurements of net defined benefit plans		-	-	-	-
	Income tax relating to items that will not be reclassified to profit or loss		-	-	-	-
	Other Comprehensive Income for the year (VIII)		**-**	**-**	**-**	**-**
IX	**Total Comprehensive Income for the year (VII - VIII)**		**864,631**	**614.30**	**937,574**	**655.41**
X	**Earnings per equity share:**					
	Basic & Diluted	25	**0.57**	**40.53**	**0.62**	**43.24**
	Significant Accounting Policies	1B				

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **LODHA & CO.**
Firm Registration Number - 301051E
Chartered Accountants

R.P. Baradiya
Partner
Membership No. 44101

Place : Mumbai
Date : June 17, 2020

For and on behalf of the Board of Directors

Steven Jeske
Director

Place : Oakbrook, IL, USA
Date : June 16, 2020

Statement of Cash Flows for the year ended March 31, 2020

Particulars	For the year ended March 31, 2020		For the year ended March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
A. Cash flow from operating activities				
Profit before tax	**1,049,788**	**745.85**	**937,574**	**655.41**
Adjustments for:				
Depreciation and amortisation expense	275,518	195.75	264,366	184.80
Interest income	(5,931)	(4.21)	(3,790)	(2.65)
Dividend income	(8,494)	(6.03)	-	-
Provision for doubtful receivables	-	-	15,387	10.76
Impairment of assets	764,142	542.92	-	-
Sundry credit balances written back	(5,000)	(3.55)	-	-
Unrealised foreign exchange gain	-	142.80	-	18.80
Operating profit before working capital changes	**2,070,023**	**1,613.53**	**1,213,537**	**867.12**
Adjustments for:				
(Increase) in trade receivables	(91,613)	(226.60)	(320,983)	(306.07)
(Increase) in other receivables	(239,085)	(215.52)	(309,821)	(223.07)
Increase/(Decrease) in trade and other payables	(820,780)	(325.54)	841,638	729.28
Cash generated from operations	**918,545**	**845.87**	**1,424,371**	**1,067.26**
Direct taxes paid (net)	(196,000)	(139.26)	-	-
Net cash generated from operating activities (A)	**722,545**	**706.61**	**1,424,371**	**1,067.26**
B. Cash flow from investing activities				
Purchase of property, plant & equipment (including capital work-in-progress, intangible assets and intangible assets under development)	(382,639)	(337.37)	(476,344)	(381.51)
Investment in Money Market fund	(1,258,494)	(952.18)	-	-
Dividend received	8,494	6.03	-	-
Interest received	5,931	4.21	3,790	2.65
Net cash from investing activities (B)	**(1,626,708)**	**(1,279.31)**	**(472,554)**	**(378.86)**
C. Cash flow from financing activities				
Net cash from financing activities (C)	**-**	**-**	**-**	**-**
Net Increase in cash & cash equivalents (A + B + C)	**(904,163)**	**(572.70)**	**951,817**	**688.40**
Cash & cash equivalents - Opening	1,711,056	1,183.20	759,239	494.80
Cash & cash equivalents - Closing	**806,893**	**610.50**	**1,711,056**	**1,183.20**
Significant Accounting Policies **1B**				
The accompanying notes are an integral part of the financial statements.				

As per our report of even date

For **LODHA & CO.**
Firm Registration Number - 301051E
Chartered Accountants

R.P. Baradiya
Partner
Membership No. 44101

Place : Mumbai
Date : June 17, 2020

For and on behalf of the Board of Directors

Steven Jeske
Director

Place : Oakbrook, IL, USA
Date : June 16, 2020

Statement of Changes in Equity for the year ended March 31, 2020

(A) Equity Share Capital

	US Dollars	₹(In Lakhs)
Balance as at April 1, 2018	**1,515,850**	**987.88**
Changes in share capital during the year	-	60.33
Balance as at March 31, 2019	**1,515,850**	**1,048.21**
Changes in share capital during the year	-	98.68
Balance as at March 31, 2020	**1,515,850**	**1,146.89**

(B) Other Equity

Particulars	Securities Premium		Retained Earnings		Foreign Currency Translation Reserve		Total	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Balance as at April 1, 2018	**1,569,150**	**1,022.62**	**(2,434,288)**	**(1,253.19)**	**-**	**(333.24)**	**(865,138)**	**(563.81)**
Profit for the year	-	-	937,574	655.41	-	-	937,574	655.41
Foreign Currency Reinstatement	-	62.45	-	-	-	(103.96)	-	(41.51)
Balance as at March 31, 2019	**1,569,150**	**1,085.07**	**(1,496,714)**	**(597.78)**	**-**	**(437.20)**	**72,436**	**50.09**
Profit for the year	-	-	864,631	614.30	-	-	864,631	614.30
Foreign Currency Reinstatement	-	102.15	-	-	-	(57.57)	-	44.58
Balance as at March 31, 2020	**1,569,150**	**1,187.22**	**(632,083)**	**16.52**	**-**	**(494.77)**	**937,067**	**708.97**

Significant accounting policies 1B

The accompanying notes are an integral part of the financial statements. .

As per our report of even date

For **LODHA & CO.**
Firm Registration Number - 301051E
Chartered Accountants

For and on behalf of the Board of Directors

R.P. Baradiya
Partner
Membership No. 44101

Steven Jeske
Director

Place : Mumbai
Date : June 17, 2020

Place : Oakbrook, IL, USA
Date : June 16, 2020

Notes to financial statements for the year ended March 31, 2020

'NOTE '1'

A. CORPORATE INFORMATION

Cybertech Systems and Software Inc. (the 'Company') was incorporated on June 12, 2003 in the State of Delaware USA. The Company is a wholly owned subsidiary of its Parent Company " CyberTech Systems and Software Limited, India". The Company provides Information Technology services to customers primarily in USA with focus on next-generation geospatial, networking and enterprise IT solutions. The Company offers services that span across all major industries including government, education, utilities, public safety & homeland security, technology, telecom, retail, healthcare, and manufacturing. The Company is focused on delivering its development and support projects in USA.

The Company is a incorporated and domiciled in USA and has its registered office in Oakbrook, IL, USA.

B. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation of Financial Statements:

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Indian Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting standards) Rules, 2015 as amended from time to time and other related provisions of the Act.

The financial statements of the Company are prepared on the accrual basis of accounting and historical cost convention except for the following material items that has been measured at fair value as required by the relevant Ind AS:

- Certain financial assets and liabilities are measured at Fair value

The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

The financial statements are presented in US Dollar & Indian Rupee (INR).

2. Use of Estimates and judgments:

The preparation of the financial statements requires the Management to make, judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Critical accounting judgements and key source of estimation uncertainty

The Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis.

3. Property, plant and equipment (PPE)

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Company and that the cost of the item can be reliably measured.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

Notes to financial statements for the year ended March 31, 2020

4. Intangible assets and intangible assets under development

Intangible assets are stated at cost less accumulated amortisation and impairment.

Intangible assets are amortised over their estimated useful life on a straight line basis as follows:

- Type of Asset : Computer software
- Useful life: 4 years

Intangible assets under development comprises of capitalisation of Payroll costs of those employees directly associated with Software Development.

5. Depreciation and amortisation:

(a) Property plant and equipment (PPE)

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II of the Act.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

(b) Intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives. The amortisation period and the amortisation method for finite life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively basis revised estimates.

(c) Impairment

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

6. Financial Instruments:

Financial assets - Initial recognition:

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Subsequent measurement:

Financial assets are subsequently classified as measured at:
- amortised cost
- fair value through profit & loss (FVTPL)
- fair value through other comprehensive income (FVTOCI)

The above classification is being determined considering the:
(a) the entity's business model for managing the financial assets and
(b) the contractual cash flow characteristics of the financial asset.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the group changes its business model for managing financial assets.

(i) Measured at amortised cost:

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business module whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Measured at fair value through other comprehensive income (FVTOCI):

Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On de-recognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(iii) Measured at fair value through profit or loss (FVTPL):

Financial assets other than equity instrument are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

Equity instruments:

On initial recognition, the Company can make an irrevocable election (on an instrument-by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments.

Dividends on these investments in equity instruments are recognised in Statement of Profit and Loss when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in Statement of Profit and Loss are included in the 'Other income' line item.

Impairment

The Company recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.

The Company's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Company does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Company recognises 12–months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12 months ECL. The impairment losses and reversals are recognised in Statement of Profit and Loss.

For equity instruments and financial assets measured at FVTPL, there is no requirement of impairment testing.

De-recognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement.

In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Notes to financial statements for the year ended March 31, 2020

Financial Liabilities

Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Company's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans & borrowings:

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortization process.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit or Loss.

Derivative financial instruments

The Company uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

7. Fair value measurement

The Company measures financial instruments, such as, derivatives, investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(a) In the principal market for the asset or liability, or
(b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

(i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
(ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
(iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Notes to financial statements for the year ended March 31, 2020

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

8. Cash and cash equivalents:

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

9. Foreign currency transactions:

All assets and liabilities, both monetary and non-monetary, are translated at the closing rate while the income and expenses are translated at the average rate for the year. The resulting exchange differences have been accumulated in the Foreign Currency Translation Reserve.

10. Revenue recognition:

The Company derives revenues primarily from information technology services comprising of software development, consulting and customer support services, and from the licensing of software products and platforms.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration expected to be received in exchange for those products or services.

Arrangements with customers for information technology services are either on a fixed-price, fixed-time frame or on a time-and-material basis.

Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognized as unbilled revenue. Revenue from fixed-price, fixed-time frame contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Maintenance revenue is recognized ratably over the term of the underlying maintenance arrangement.

Revenues in excess of invoicing are classified as contract assets (which we refer to as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which we refer to as Income billed in advance).Revenue from licenses where the customer obtains a "right to use" the licenses is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period. Arrangements to deliver software products generally have three elements : license, implementation and Annual Maintenance Services (AMS). The Company has applied the principles under Ind AS 115 to account for revenues from these performance obligations. When implementation services are provided in conjunction with the licensing arrangement and the license and implementation have been identified as two separate performance obligations, the transaction price for such contracts are allocated to each performance obligation of the contract based on their relative standalone selling prices. In the absence of standalone selling price for implementation, the performance obligation is estimated using the expected cost plus margin approach. Where the license is required to be substantially customized as part of the implementation service, the entire arrangement fee for license and implementation is considered to be a single performance obligation and the revenue is recognized using the percentage-of-completion method as the implementation is performed. Revenue from client training, support and other services arising due to the sale of software products is recognized as the performance obligations are satisfied. AMS revenue is recognized ratably over the period in which the services are rendered.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch-up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

The Company presents revenues net of indirect taxes in its Statement of Profit and Loss.

11. Employee benefits:

a) Compensation and Short-term employee benefits :

All employee benefits which are payable within twelve months of rendering the service are classified as short term employee benefits. Compensation are recognized at actual amounts due in the period in which the employee renders the related service. Vacation pay is recognized when taken and only limited amounts may be carried forward from year to year.

Notes to financial statements for the year ended March 31, 2020

Associated short-term benefits include the following:

i) Healthcare Insurance
ii) Disability Insurance
iii) Life Insurance

All Short-term Benefits Cost is shared between the Company and the Employee. The Company portion is recognized at actual amount in the period billed.

b) Other short-term Benefits:

- Defined Contribution Plans:

Contributions are made annually to the Companies 401k Plan (Defined Contribution Plan) based on savings contributions made by employees. All Company contributions accrue to the benefit of and are 100% vested to employees when earned, based on their contribution and as defined by the US Safe Harbor contribution limitations. The Company contribution is recognized monthly on an accrual basis in the period that employee contributions are credited.

c) Long-term post retirement benefits:

The Company does not sponsor a Defined Benefit or other Post Retirement Benefit Plan.

12. Taxes on income:

Provision for tax is made on the basis of the estimated taxable income for the current accounting year in accordance with the relevant Income Tax laws of United States of America. The deferred tax for timing difference is accounted for, based on the tax rules and laws that have been substantively enacted as of the Balance Sheet date. Deferred tax assets arising out from the timing differences are recognized to the extent there is virtual/reasonable certainty that these would be realized in future.

13. Borrowing cost:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

14. Earnings per share:

Basic earnings per shares are calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

15. Leases:

Where the company is lessee

Effective April 1, 2019, the Company has adopted Ind AS 116 'Leases' which sets out the principles for recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases. The adoption of this Standard results in the recognition of Right of Use (ROU) asset and a lease liability and a net adjustment on Statement of Profit and Loss.

16. Provisions, contingent liabilities and contingent assets:

A provision is recognised if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognized nor disclosed in financial statements.

Notes to financial statements for the year ended March 31, 2020

2 Property, Plant and Equipment

(Amount in US Dollars)

Particulars	Plant & equipment	Furniture & fixtures	Computers	Total
Gross carrying amount				
Balance as at April 1, 2018	**979**	**11,560**	**52,340**	**64,879**
Additions	-	-	10,633	10,633
Disposals	-	-	-	-
Balance as at March 31, 2019	**979**	**11,560**	**62,973**	**75,512**
Additions	-	-	7,192	7,192
Disposals	-	-	-	-
Balance as at March 31, 2020	**979**	**11,560**	**70,165**	**82,704**
Accumulated Depreciation				
Balance as at April 1, 2018	**979**	**8,936**	**27,925**	**37,840**
Additions	-	1,016	15,708	16,724
Disposals	-	-	-	-
Balance as at March 31, 2019	**979**	**9,952**	**43,633**	**54,564**
Depreciation charged for the year	-	1,016	14,805	15,821
Disposals	-	-	-	-
Balance as at March 31, 2020	**979**	**10,968**	**58,438**	**70,385**
Net Block				
Balance as at March 31, 2019	**-**	**1,608**	**19,340**	**20,948**
Balance as at March 31, 2020	**-**	**592**	**11,727**	**12,319**

(₹ in Lakhs)

Particulars	Plant & equipment	Furniture & fixtures	Computers	Total
Gross carrying amount				
Balance as at April 1, 2018	**0.66**	**7.61**	**34.24**	**42.51**
Additions	-	-	7.35	7.35
Disposals/Adjustments	-	0.11	1.09	1.20
Balance as at March 31, 2019	**0.66**	**7.72**	**42.68**	**51.06**
Additions	-	-	5.44	5.44
Disposals/Adjustments	0.08	1.03	4.97	6.08
Balance as at March 31, 2020	**0.74**	**8.75**	**53.09**	**62.58**
Accumulated Depreciation				
Balance as at April 1, 2018	**0.66**	**5.90**	**18.33**	**24.89**
Depreciation charged for the year	-	0.71	10.98	11.69
Balance as at March 31, 2019	**0.66**	**6.61**	**29.31**	**36.58**
Depreciation charged for the year	-	0.72	10.52	11.24
Disposals/adjustments	0.08	0.97	4.39	5.44
Balance as at March 31, 2020	**0.74**	**8.30**	**44.22**	**53.26**
Net Block				
Balance as at March 31, 2019	**-**	**1.11**	**13.37**	**14.48**
Balance as at March 31, 2020	**-**	**0.45**	**8.87**	**9.32**

3 Right of Use (RoU)-lease

	US Dollars	₹ (in Lakhs)
Gross carrying amount		
Balance as at April 1, 2018	**-**	**-**
Additions	-	-
Disposals/adjustments	-	-
Balance as at March 31, 2019	**-**	**-**
Additions	253,160	191.54
Disposals/adjustments	-	-
Balance as at March 31, 2020	**253,160**	**191.54**

Notes to financial statements for the year ended March 31, 2020

Accumulated amortisation		
Balance as at April 1, 2018	**-**	**-**
Additions	-	-
Disposals/adjustments	-	-
Balance as at March 31, 2019	**-**	**-**
Amortisation for the year	12,055	8.56
Disposals/adjustments	-	0.56
Accumulated amortisation as at March 31, 2020	**12,055**	**9.12**
Balance as at March 31, 2019	**-**	**-**
Balance as at March 31, 2020	**241,105**	**182.42**

4	Intangible Assets	Software	
		US Dollars	₹ (in Lakhs)
	Gross carrying amount		
	Balance as at April 1, 2018	**990,566**	**645.55**
	Additions	-	-
	Disposals/adjustments	-	39.43
	Balance as at March 31, 2019	**990,566**	**684.98**
	Additions	-	-
	Disposals/adjustments	-	64.48
	Balance as at March 31, 2020	**990,566**	**749.46**
	Accumulated amortisation		
	Balance as at April 1, 2018	**134,140**	**87.42**
	Additions	247,642	173.11
	Disposals/adjustments	-	3.47
	Balance as at March 31, 2019	**381,782**	**264.00**
	Amortisation for the year	247,642	175.95
	Impairment during the year	361,142	256.59
	Disposals/adjustments	-	52.92
	Accumulated amortisation as at March 31, 2020	**990,566**	**749.46**
	Balance as at March 31, 2019	**608,784**	**420.98**
	Balance as at March 31, 2020	**-**	**-**

5	Intangible assets under development		
		US Dollars	₹ (in Lakhs)
	Software		
	Balance as at April 1, 2018	**376,103**	**245.11**
	Additions during the year	465,711	337.00
	Capitalised during the year	-	-
	Balance as at March 31, 2019	**841,814**	**582.11**
	Additions during the year	122,287	92.52
	Impairment during the year	403,000	286.33
	Disposals/adjustments	-	36.23
	Balance as at March 31, 2020	**561,101**	**424.53**

6	Other non-current financial assets	As at March 31, 2020		As at March 31, 2019	
		US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
	Unsecured, considered good				
	Security deposits	17,898	13.54	-	-
	Total	**17,898**	**13.54**	**-**	**-**

Notes to financial statements for the year ended March 31, 2020

7 Investment	As at March 31, 2020		As at March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Investment in Vanguard Federal Money Market Fund 1,258,493.5600 (As on March 31, 2019 Nil) units of USD 1.00	1,258,494	952.18	-	-
Total	**1,258,494**	**952.18**	**-**	**-**
Note:				
Aggregate amount of quoted investments and market value thereof	-	-	-	-
Aggregate amount of unquoted investments and market value thereof	1,258,494	952.18	-	-
Aggregate amount of impairment in value of investments	-	-	-	-

8 Trade receivables	As at March 31, 2020		As at March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Unsecured, considered good				
Trade receivables	2,507,555	1,897.22	2,415,942	1,670.62
Trade Receivables which have significant increase in credit risk	-	-	15,387	10.64
Total	**2,507,555**	**1,897.22**	**2,431,329**	**1,681.26**
Less: Provision for doubtful debts	-	-	(15,387)	(10.64)
Total	**2,507,555**	**1,897.22**	**2,415,942**	**1,670.62**

9 Cash and cash equivalents	As at March 31, 2020		As at March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Balances with Banks				
In current accounts	806,893	610.50	1,711,056	1,183.20
	806,893	**610.50**	**1,711,056**	**1,183.20**

10 Other financial assets	As at March 31, 2020		As at March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Unsecured, considered good				
Unbilled revenue	272,559	206.22	81,070	56.06
Security deposits	3,200	2.42	24,776	17.13
Other receivables	385,600	291.75	327,728	226.62
Total	**661,359**	**500.39**	**433,574**	**299.81**

11 Current Tax Assets (Net)	As at March 31, 2020		As at March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Advance Tax (Net of Provisions USD 63,817)	132,183	100.01	-	-
	132,183	**100.01**	**-**	**-**

12 Other current assets	As at March 31, 2020		As at March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Unsecured, considered good				
Advances for supply of goods and rendering of services	3,220	2.44	13,632	9.43
Prepaid expenses	82,730	62.59	66,444	45.95
Advances to employees	5,655	4.28	18,127	12.53
Total	**91,605**	**69.31**	**98,203**	**67.91**

Notes to financial statements for the year ended March 31, 2020

13 Equity Share Capital	As at March 31, 2020		As at March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Authorised				
10,000,000 (As at March 31, 2019- 10,000,000) Common Stock of USD 0.01 each	100,000	75.66	100,000	69.15
20,000,000 (As at March 31, 2019- 20,000,000) Common Stock of USD 1.00 each	2,000,000	1,513.20	2,000,000	1,383.00
	2,100,000	**1,588.86**	**2,100,000**	**1,452.15**
Issued, Subscribed and paid-up				
1,585,000 (As at March, 2019- 1,585,000) Common Stock of USD 0.01 each	15,850	11.99	15,850	10.96
1,500,000 (As at March, 2019- 1,500,000) Common Stock of USD 1.00 each	1,500,000	1,134.90	1,500,000	1,037.25
	1,515,850	**1,146.89**	**1,515,850**	**1,048.21**

(a) Reconciliation of Share Capital

₹(In Lakhs)

	Face Value of USD 0.01 each		Face Value of USD 1.00 each	
As at March 31, 2020	Opening	Closing	Opening	Closing
No. of shares	1,585,000	1,585,000	1,500,000	1,500,000
Amount in USD	15,850	15,850	1,500,000	1,500,000
Amount in Rupees*	10.96	11.99	1,037.25	1,134.90

*change is on account of reinstatement

₹(In Lakhs)

	Face Value of USD 0.01 each		Face Value of USD 1.00 each	
As at March 31, 2019	Opening	Closing	Opening	Closing
No. of shares	1,585,000	1,585,000	1,500,000	1,500,000
Amount in USD	15,850	15,850	1,500,000	1,500,000
Amount in Rupees*	10.33	10.96	977.55	1,037.25

*change is on account of reinstatement

(b) Terms/rights attached to equity shares

The Company has two classes of common stock having par value of USD 0.01 per share and USD 1 per share. Both the class of shares have equal rights.

Each shareholder has right to vote in respect of such share on every resolution placed before the Company and his voting right on a poll shall be in proportion to his share of the paid up equity capital of the Company. In the event of liquidation the equity shareholders are entitled to receive the remaining assets of the Company after payments to secured and unsecured creditors, in proportion to their shareholding.

c) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

	As at March 31, 2020		As at March 31, 2019	
	Nos.	%	Nos.	%
CyberTech Systems and Software Limited (Holding Company)				
Face Value of USD 0.01 each	1,585,000	100%	1,585,000	100.00%
Face Value of USD 1.00 each	1,500,000	100%	1,500,000	100.00%

d) During the previous five years, the Company has not issued Bonus shares/ bought back shares/issued shares for consideration other than cash Equity

Notes to financial statements for the year ended March 31, 2020

14 Other equity

Particulars	Securities Premium		Retained Earnings		Foreign Currency Translation Reserve		Total	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Balance as at April 1, 2018	**1,569,150**	**1,022.62**	**(2,434,288)**	**(1,253.19)**	**-**	**(333.24)**	**(865,138)**	**(563.81)**
Profit for the year	-	-	937,574	655.41	-	-	937,574	655.41
Foreign Currency Reinstatement	-	62.45	-	-	-	(103.96)	-	(41.51)
Balance as at April 1, 2019	**1,569,150**	**1,085.07**	**(1,496,714)**	**(597.78)**	**-**	**(437.20)**	**72,436**	**50.09**
Profit for the year	-	-	864,631	614.30	-	-	864,631	614.30
Foreign Currency Reinstatement	-	102.15	-	-	-	(57.57)	-	44.58
Balance as at March 31, 2020	**1,569,150**	**1,187.22**	**(632,083)**	**16.52**	**-**	**(494.77)**	**937,067**	**708.97**

15 Lease liabilities

	As at March 31, 2020		As at March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Current	40,627	30.74	-	-
Non Current	206,157	155.98	-	-
Total	**246,784**	**186.72**	**-**	**-**

16 Trade payables

	As at March 31, 2020		As at March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Trade payables				
-Total outstanding dues of micro enterprises and small enterprises	-	-	-	-
-Total outstanding dues of creditors other than micro enterprises and small enterprises	3,328,599	2,518.45	4,173,222	2,885.78
Total	**3,328,599**	**2,518.45**	**4,173,222**	**2,885.78**

17 Other current liabilities

	As at March 31, 2020		As at March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Advance from customers	140,511	106.31	250,472	173.20
Income billed in advance	-	-	118,341	81.83
Employee Payable	360	0.27	-	-
Total	**140,871**	**106.58**	**368,813**	**255.03**

18 Revenue from operations

	For the year ended March 31, 2020		For the year ended March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Sale of services				
Information technology and software development services	14,621,608	10,388.51	12,695,322	8,874.66
Total	**14,621,608**	**10,388.51**	**12,695,322**	**8,874.66**

19 Other income

	For the year ended March 31, 2020		For the year ended March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Interest on				
Deposit with banks	5,931	4.21	3,790	2.65
Dividend on Investment in moneymarket funds	8,494	6.03	-	-
Sundry Credit balances written back	5,000	3.55	-	-
Total	**19,425**	**13.79**	**3,790**	**2.65**

Notes to financial statements for the year ended March 31, 2020

20 Employee benefits expense	For the year ended March 31, 2020		For the year ended March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Salaries and wages	3,004,166	2,134.43	3,076,681	2,150.75
Contribution to other funds	89,012	63.24	73,323	51.26
Staff welfare expenses	204,185	145.07	188,183	131.55
Total	**3,297,363**	**2,342.74**	**3,338,187**	**2,333.56**

21 Finance Costs	For the year ended March 31, 2020		For the year ended March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Interest on lease liability	2,841	2.02	-	-
Total	**2,841**	**2.02**	**-**	**-**

22 Depreciation and amortisation expense	For the year ended March 31, 2020		For the year ended March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Depreciation on property, plant and equipment	15,821	11.24	16,724	11.69
Amortisation on Right of Use (RoU)	12,055	8.56	-	-
Amortisation on intangible assets	247,642	175.95	247,642	173.11
Total	**275,518**	**195.75**	**264,366**	**184.80**

23 Other expenses	For the year ended March 31, 2020		For the year ended March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Rent	78,288	55.62	147,085	102.82
Repairs & maintenance				
Others	11,520	8.18	14,213	9.94
Insurance	51,249	36.41	51,139	35.75
Rates and taxes	18,561	13.19	13,080	9.14
Travelling and conveyance	261,160	185.55	184,420	128.92
Communication	46,076	32.74	55,536	38.82
Electricity expenses	4,962	3.53	9,672	6.76
Professional fees	304,147	216.09	412,649	288.46
Provision for doubtful debts and advances	-	-	15,387	10.76
Auditors' remuneration	17,000	12.08	17,000	11.88
Miscellaneous expenses	187,586	133.28	198,671	138.88
Total	**980,549**	**696.67**	**1,118,852**	**782.13**

24 Income Taxes

a) Tax expense recognised in the Statement of Profit and Loss:

	For the year ended March 31, 2020 US Dollars	For the year ended March 31, 2020 (₹ In Lakhs)
Current tax		
Current year	63,817	45.34
Total current tax	**63,817**	**45.34**
Deferred tax	121,340	86.21
Total deferred income tax expense/(credit)	**121,340**	**86.21**
Total income tax expense/(credit)	**185,157**	**131.55**

Notes to financial statements for the year ended March 31, 2020

b) A reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows :

	For the year ended March 31, 2020 US Dollars	For the year ended March 31, 2020 (₹ In Lakhs)
Profit before taxation	1,049,788	745.86
Tax at enacted rate	28%	28%
Tax amount at enacted rate	293,941	208.84
Differences due to:		
Expenses allowable on payment for tax purposes	292,084	207.52
Amount allowed for development of intangible assets	(34,240)	(24.33)
Carry forward of losses	(487,968)	(346.70)
Effective tax amount	**63,817**	**45.34**

Movement during the year ended March 31, 2020 and March 31,2019

Amount in US Dollars

	As at April 01, 2019*	Credit/(charge) in statement of Profit and Loss	As at March 31, 2020
Deferred tax assets/(liabilities)			
Expenses allowable on payment for tax purposes	(35,768)	-	(35,768)
Amount allowed for development of intangible assets	157,108	-	157,108
	121,340	-	121,340

*Deferred Tax Asset has not been recognised in the absence future taxable profit in the foreseeable period.

₹ in lakhs

	As at April 01, 2019*	Credit/(charge) in statement of Profit and Loss	As at March 31, 2020
Deferred tax assets/(liabilities)			
Expenses allowable on payment for tax purposes	(25.41)	-	(25.41)
Amount allowed for development of intangible assets	111.62	-	111.62
Total	**86.21**	**-**	**86.21**

*Deferred Tax Asset has not been recognised in the absence future taxable profit in the foreseeable period.

25

Earnings per share (EPS)	**As at March 31, 2020**		**As at March 31, 2019**	
Profit after tax(PAT) available for Equity Shareholders	**US Dollars**	**₹ In Lakhs**	**US Dollars**	**₹ In Lakhs**
	864,631	614.30	937,574	655.41
Weighted Average Number of Equity Shares outstanding for computing Basic EPS **(Nos.)**	1,515,850	1,515,850	1,515,850	1,515,850
	US Dollars	**Amount in ₹**	**US Dollars**	**Amount in ₹**
Nominal value of Equity Shares	1.00	75.66	1.00	69.15
Basic and Diluted Earnings Per Share	**0.57**	**40.53**	**0.62**	**43.24**

26 Contingent liabilities and commitments

There are no legal cases by and against the Company.

Commitments	**As at March 31, 2020**		**As at March 31, 2019**	
	US Dollars	**₹(In Lakhs)**	**US Dollars**	**₹(In Lakhs)**
Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances)	-	-	-	-

Notes to financial statements for the year ended March 31, 2020

27 Rates used for conversion

(Amount in ₹)

Particulars	Unit of Currency	As at March 31, 2020	As at March 31, 2019
Balance Sheet	USD	75.66	69.15
Statement of Profit and Loss	USD	71.05	69.91

28 Disclosure on related party transactions

A) Names of related parties and description of relationship:

a) Holding Company
CyberTech Systems and Software Limited

b) Fellow subsidiary
Spatialitics LLC-USA

c) Key Management Personnel (KMP)
Mr. Vish Tadimety
Mr. Steven Jeske

B) Related party transactions with Group Companies/Joint Venture/KMP's/ Relative of KMP's/Enterprises where KMP and Relatives of KMP have significant influence during the year:

Particulars	For the year ended March 31, 2020		For the year ended March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Purchase of Services				
CyberTech Systems and Software Limited	7,504,156	5,331.63	6,554,120	4,580.64
Expenses/Reimbursement of Expenses				
CyberTech Systems and Software Limited	93,843	66.67	15,463	17.56
Spatialitics LLC-USA	57,872	41.12	102,728	71.81
Remuneration paid to				
Mr. Vish Tadimety	334,500	237.66	285,000	199.23
Mr. Steven Jeske	259,000	184.02	230,000	160.78

C) Outstanding Balances

Particulars	As at March 31, 2020		As at March 31, 2019	
Trade payables	**US Dollars**	**₹(In Lakhs)**	**US Dollars**	**₹(In Lakhs)**
CyberTech Systems and Software Limited	2,638,219	1,996.08	3,427,156	2,369.88
Mr. Vish Tadimety	16,000	12.11	11,875	8.21
Mr. Steven Jeske	12,000	9.08	9,583	6.63
Trade receivables	**US Dollars**	**₹(In Lakhs)**	**US Dollars**	**₹(In Lakhs)**
Spatialitics LLC-USA	385,600	291.74	327,728	226.62

Notes:

(i) All related party transactions entered during the year were in ordinary course of the business and are on arm's length basis.

(ii) No amounts in respect of related parties have been written off / written back during the year, nor has any provision been made for doubtful debts / receivables during the year.

(iii) Related party relationships have been identified by the management and relied upon by the Auditors.

Notes to financial statements for the year ended March 31, 2020

29 Leases

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 Leases and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

Effective April 1, 2019, the Company has adopted Ind AS 116 "Leases" using modified retrospective approach. The Company's lease asset classes primarily consist of leases for buildings and vehicles. These leases were classified as "Operating Leases" under Ind AS 17. On transition to Ind AS 116 "Leases",for these leases, lease liabilities were measured at the present value of remaining lease payments, discounted at the Company's incremental borrowing rate as at April 01, 2019. Right to Use if measured either at an amount equal to the lease liability adjusted by the amount of any prepaid or accrued lease payments.

Due to transition, the nature of expenses in respect of operating leases has changed from "lease rent" to "depreciation cost" and "finance cost" for the right-to-use assets and for interest accrued on lease liability respectively, and therefore, these expenses for the current year are not comparable to the previous years, to that extent.

The Company has used following practical expedient, when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17.

- The Company excluded initial direct cost from measurement of the Right to Use assets at the date of initial application.
- The Company uses hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The weighted average lessee's incremental borrowing rate applied to the lease liabilities is 8.5%.

On transition to the Ind AS–116 , Impact thereof is as follows:

Particulars	For the year ended March 31, 2020		For the year ended March 31, 2019	
	US Dollars	(₹ In Lakhs)	US Dollars	(₹ In Lakhs)
Right to Use Assets	241,105	182.42	-	-
Lease liabilities	246,784	186.72	-	-

Following are the changes in the carrying value of right of use assets for the year:

Particulars	For the year ended March 31, 2020		For the year ended March 31, 2019	
	US Dollars	(₹ In Lakhs)	US Dollars	(₹ In Lakhs)
Opening Balance	**-**	**-**	**-**	**-**
Additions	253,160	191.54	-	-
Disposal /Adjustments	-	0.56	-	-
Amortisation expenses (Refer Note 3)	12,055	8.56	-	-
Closing Balance	**241,105**	**182.42**	**-**	**-**

Following is the movement in lease liabilities during the year :

Particulars	For the year ended March 31, 2020		For the year ended March 31, 2019	
	US Dollars	(₹ In Lakhs)	US Dollars	(₹ In Lakhs)
Opening Balance	**-**	**-**	**-**	**-**
Additions	253,160	191.57	-	-
Interest accrued during the year	2,841	2.05	-	-
Deletions/Adjustments	-	(0.35)	-	-
Payment of lease liabilities	(9,217)	(6.55)	-	-
Closing Balance	**246,784**	**186.72**	**-**	**-**
Current lease liabilities	40,627	30.74	-	-
Non- current lease liabilities	206,157	155.98	-	-

Notes to financial statements for the year ended March 31, 2020

Break-up of the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	For the year ended March 31, 2020		For the year ended March 31, 2019	
	US Dollars	(₹ In Lakhs)	US Dollars	(₹ In Lakhs)
Less than one year	50,844	38.47	-	-
One to five years	226,122	171.08	-	-
More than 5 years	-		-	-

Short-term leases expenses incurred for the year

Particulars	For the year ended March 31, 2020		For the year ended March 31, 2019	
	US Dollars	(₹ In Lakhs)	US Dollars	(₹ In Lakhs)
Rental expense	78,288	55.62	147,085	102.82

30 Financial Risk Management

Financial risk management objectives and policies:

The Company's business activities exposed it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's Management has the overall responsibility for establishing and governing the Company's risk management framework.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits , foreign currency receivables, payables and loans and borrowings.

Risk	Exposure arising from	Measurement	Management
Liquidity risk*	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of working capital management
Credit risk	Cash and cash equivalents, trade receivables, Investments, loans and other financial assets measured at fair /amortised cost.	Ageing analysis/ Credit ratings	Diversification in various class of assets, credit limits and letters of credit
Market Risk - Interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Interest rate swaps

* The Company has no borrowings as on March 31,2020

(A) Market Risk- Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Company does not have any borrowings from banks.

(i) Exposure to interest rate risk - Financial liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Borrowings bearing variable rate of interest - Cash credits - short term in nature	-	-

Notes to financial statements for the year ended March 31, 2020

(B) Market Risk- Foreign currency risk.

The company does not have any foreign currency exposure.

Derivative Contracts and unhedged foreign currency exposure

(Derivative contracts outstanding as at March 31, 2020

(₹ in Lakhs)

	As at March 31, 2020		As at March 31, 2019	
	US Dollars	Amount	US Dollars	Amount
Forward Contract to sell USD	-	-	-	-

Unhedged foreign currency exposure as at March 31, 2019

(₹ in Lakhs)

	As at March 31, 2020		As at March 31, 2019	
	US Dollars	Amount	US Dollars	Amount
Trade receivables	-	-	-	-

A change of 1% in Foreign currency would have following Impact on profit before tax

(₹ in Lakhs)

	For the year ended March 31, 2020		For the year ended March 31, 2019	
	1% Increase	1% decrease	1% Increase	1% decrease
	US Dollars	(₹ in Lakhs)	In Foreign Currency	(₹ in Lakhs)
Increase / (decrease) in profit or loss	-	-	-	-

(C) Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. The Company is exposed to credit risk from its operating activities (trade receivables) and from its financing activities including deposits with banks and financial institutions and debentures and bonds, foreign exchange transactions and financial instruments.

To manage the credit risk from trade receivables, the Company periodically assess financial reliability of customer, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly. The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period.

Credit risk from investments is managed by the Company's treasury in accordance with the board approved policy and limits.

To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

i) Actual or expected significant adverse changes in business,

ii) Actual or expected significant changes in the operating results of the counterparty,

iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,

iv) Significant increase in credit risk on other financial instruments of the same counterparty,

v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees.

Notes to financial statements for the year ended March 31, 2020

Ageing of Account receivables

Particulars	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
	US Dollars	(₹ In Lakhs)	US Dollars	(₹ In Lakhs)
0-3 months	2,415,022	1,827.21	2,256,887	1,560.64
3-6 months	92,533	70.01	159,055	109.99
6 months to 12 months	-	-	-	-
beyond 12 months	-	-	-	-
Total	**2,507,555**	**1,897.22**	**2,415,942**	**1,670.63**

Movement in provisons of doubtful debts

Particulars	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
	US Dollars	(₹ In Lakhs)	US Dollars	(₹ In Lakhs)
Opening provision	-	-	800	0.52
Add:- Additional provision made	-	-	14,587	10.64
Less:- Provision write off/ reversed	-	-	-	-
Less:- Provision utilised against bad debts	-	-	(15,387)	(11.16)
Closing provisions	**-**	**-**	**-**	**-**

The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. Exposure to customers is diversified and there are 2 customers contributing more than 10% of outstanding trade receivables and unbilled revenues amounting to $1,841,644 and $63,244 respectively.

(D) Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time, or at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related such risk are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows. The Company's objective is to maintain at all times, optimum levels of liquidity to meet its obligations.

Financing arrangements

The company had no borrowing facilities at end of reporting period:

Maturity patterns of other financial liabilities

Trade payables

Particulars	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
	US Dollars	(₹ In Lakhs)	US Dollars	(₹ In Lakhs)
0-1 year	3,328,599	2,518.45	4,173,222	2,885.78
more than 1 year	-	-	-	-
Total	**3,328,599**	**2,518.45**	**4,173,222**	**2,885.78**

31 Financial instruments

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions are used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

Notes to financial statements for the year ended March 31, 2020

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The carrying amounts and fair values of financial instruments by catergory are as follows:

a. Financial assets

(Amount in US Dollars)

	Instruments carried at fair value				Instruments carried at amortized cost		
	FVOCI (Equity instruments)	**FVOCI (Other instruments)**	**FVTPL**	**Total fair value (A)**	**Carrying amount (B)**	**Fair value**	**Total carrying amount (A+B)**
As at March 31, 2019							
Other investments	-	-	-	-	-	-	-
Trade receivables	-	-	-	-	2,415,942	2,415,942	**2,415,942**
Cash and cash equivalents	-	-	-	-	1,711,056	1,711,056	**1,711,056**
Other financial assets	-	-	-	-	433,574	433,574	**433,574**
Total	**-**	**-**	**-**	**-**	**4,560,572**	**4,560,572**	**4,560,572**
As at March 31, 2020							
Other investments	-	-	1,258,494	1,258,494	-	-	**1,258,494**
Trade receivables	-	-		-	2,507,555	2,507,555	**2,507,555**
Cash and cash equivalents	-	-	-	-	806,893	806,893	**806,893**
Other financial assets	-	-	-	-	661,359	661,359	**661,359**
Total	**-**	**-**	**1,258,494**	**1,258,494**	**3,975,807**	**3,975,807**	**5,234,301**

(₹ in Lakhs)

	Instruments carried at fair value			Instruments carried at amortized cost			
	FVTPL		**Total carrying amount and fair value (A)**	**Carrying amount (B)**	**Fair value**		**Total carrying amount (A+B)**
As at March 31, 2019							
Other investments	-	-	-	-	-	-	-
Trade receivables	-	-	-	-	1,670.62	1,670.62	**1,670.62**
Cash and cash equivalents	-	-	-	-	1,183.20	1,183.20	**1,183.20**
Other financial assets	-	-	-	-	299.81	299.81	**299.81**
Total	**-**	**-**	**-**	**-**	**3,153.63**	**3,153.63**	**3,153.63**
As at March 31, 2020							
Other investments	-	-	952.18	952.18	-	-	**952.18**
Trade receivables	-	-		-	1,897.22	1,897.22	**1,897.22**
Cash and cash equivalents	-	-	-	-	610.50	610.50	**610.50**
Other financial assets	-	-	-	-	500.39	500.39	**500.39**
Total	**-**	**-**	**952.18**	**952.18**	**3,008.11**	**3,008.11**	**3,960.29**

Notes to financial statements for the year ended March 31, 2020

b. Financial liabilities

(Amount in US Dollars)

	Instruments carried at fair value		Instruments carried at amortized cost		
	FVTPL	Total carrying amount and fair value (A)	Carrying amount (B)	Fair value	Total carrying amount (A+B)
As at March 31, 2019					
Trade payables	-	-	368,813	368,813	**368,813**
Total	**-**	**-**	**368,813**	**368,813**	**368,813**
As at March 31, 2020					
Trade payables	-	-	140,871	140,871	**140,871**
Total	**-**	**-**	**140,871**	**140,871**	**140,871**

(₹ in Lakhs)

	Instruments carried at fair value		Instruments carried at amortized cost		
	FVTPL	Total carrying amount and fair value (A)	Carrying amount (B)	Fair value	Total carrying amount (A+B)
As at March 31, 2019					
Trade payables	-	-	255.03	255.03	**255.03**
Total	**-**	**-**	**255.03**	**255.03**	**255.03**
As at March 31, 2020					
Trade payables	-	-	106.58	106.58	**106.58**
Total	**-**	**-**	**106.58**	**106.58**	**106.58**

The Management assessed that fair value of cash and cash equivalents, trade receivables, investments in term deposits, loans, other financial assets (except derivative financial instruments), trade payables, and other financial liabilities (except derivative financial instruments) is considered to be equal to the carrying amount of these items due to their short-term nature.

c. Fair value estimation

For financial instruments measured at fair value in the Balance Sheet, a three level fair value hierarchy is used that reflects the significance of inputs used in the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

- Level 1: quoted prices for identical instruments
- Level 2: directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: inputs which are not based on observable market data.

32 Capital risk management

(a) Risk management

The Company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital

The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares.

The Company does not have any borrowings as on March 31, 2020. Hence Capital Gearing Ratio is not applicable.

Notes to financial statements for the year ended March 31, 2020

33 The outbreak of Covid 19 pandemic globally including in India has led to a nationwide lockdown. The management has considered the possible effects that may impact the carrying amounts of receivables including unbilled receivables, , intangible assets and intangible assets under development . In making assumptions and estimates relating to the uncertainties as at the balance sheet date in relation to the recoverable amounts, the management has interalia considered subsequent events, internal and external information and evaluated economic conditions up to the date of approval of these financial results. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial results and the Company does not anticipate any material financial or operational issues in the short term as well as on a long term basis.

34 The Company is yet to receive balance confirmations in respect of certain financial assets and financial liabilities. The Management does not expect any material difference affecting the current year's financial statements due to the same.

35 The Company has only single reportable business segment i.e. ' Information technology and Software Development Services' in terms of requirements of IND AS 108.

36 The previous year's figures have been regrouped/re-classified wherever required to conform to current years classification.

37 The financial statements were approved for issue by the Board of Directors on June 16, 2020.

For and on behalf of the Board of Directors

Steven Jeske
Director

Place : Oakbrook, IL, USA
Date : June 16, 2020

SPATIALITICS LLC (USA)
(WHOLLY OWNED SUBSIDIARY)
ANNUAL REPORT-2019-20

BOARD'S REPORT

To the Members of
Spatialitics LLC, USA

Your Directors have pleasure in presenting this Annual Report on the business and operations of your Company together with the Audited Accounts of the Company for the year ended March 31, 2020.

COMPANY FINANCIAL RESULTS:

(Amt in US Dollars)

Particulars	2019-20	2018-19
Gross Revenue	**70,453**	-
Loss before Depreciation	**(485,908)**	(254,379)
Depreciation	**419**	-
Loss for the year	**(486,327)**	(254,379)
Loss b/f from previous year	**(254,379)**	-
Balance to be carried forward	**(740,706)**	(254,379)

REVIEW OF COMPANY'S OPERATIONS AND PERFORMANCE:

Operations of the Spatialitics LLC ("Spatialitics") are integrated with its parent company viz., CyberTech Systems and Software Limited. The Company operates as its parent company's sales front end, servicing the combined Company's customers in the United States and promoting offshore support and development services. The Company focuses on customer facing and business development activities including pre-sales, marketing, sales and onsite project/program management activities.

Spatialitics®, which was formed to focus on our spatial analytics based fabric and product portfolio, is growing in line with our strategy.

Spatialitics product releases are tracking to the plan. We have several US utilities companies who have showed their interest in our Spatialitics Utilities product suite, while our existing law enforcement customers have agreed to be our lighthouse customers for the new release of GeoShield.

Our revolutionary SAP – GIS integration middleware, Unity Engine, has been certified by SAP as a solution that can be integrated with SAP S/4HANA. On Spatialitics matters, we are seeing growing interest from a number of US Utilities. Our various products were exhibited at the esri User Conference 2019, held in San Diego.

We have made significant progress and released the Cloud ready version of our Public Safety product GeoShield, which is being beta tested by our lighthouse partners. Existing customers will be upgraded to this new version.

Along with SAP and esri events, we have been participating in significant industry forums for vertical-wise targeted marketing. We participated in " Water / Wastewater Conference 2019" and " AWWA Wisconsin 2019 Annual Meeting and Expo" to exhibit our offerings for the Utilities sector.

Your Company will remain focus in generating demand and increasing sales for Spatialitics products through direct and partner channels. We are confident that the Total Enterprise Lifecycle Value of our customers will grow significantly with SaaS-based subscription sales of the products.

Registered Office
1301, West 22nd Street,
Suite 308, Oak Brook,
IL 60523, USA.

For and on behalf of the Board of Directors

Vish Tadimety
Chairman

Place : Trevose, PA, USA
Date : August 11, 2020

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Spatialitics LLC. (USA)

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of **Spatialitics LLC. (USA)** ("the Company"), which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows, for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act"), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2020 and its loss (including other comprehensive income), changes in equity and cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Emphasis of Matter

We draw your attention to the Note 23 of the financial statements, with regard to Management's assessment due to COVID 19 pandemic outbreak. The Management apart from considering the internal and external information up to the date of approval of these standalone financial statements, has also performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets.

The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial results. Considering the continuing uncertainties, the Management will continue to closely monitor any material changes to future economic conditions and does not anticipate any material financial or operational issues in the short term as well as on a long term basis. Our report is not modified in respect of this matter.

Responsibilities of Management and those charged with governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act and relevant rules thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope pf our audit work and in evaluating the results of our work and (ii) to evaluate the effect of and identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters:

The audit report has been prepared for the purpose of enabling Parent Company's financial reporting requirement under the Act and should not be used for purposes other than that which it is meant for.

For LODHA & CO.
Chartered Accountants
Firm Registration No: 301051E

R. P. Baradiya
Partner
Membership No. 44101
UDIN: 20044101AAAADR2370

Place : Mumbai
Date : June 17, 2020

Balance Sheet as at March 31, 2020

	Particulars	Note	As at March 31, 2020		As at March 31, 2019	
			US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
I.	**ASSETS**					
1	**Non-current assets**					
	Property, plant and equipment	**2**	1,467	1.11	-	-
	Capital work -in -progress	**3**	-	-	18,129	12.54
	Total non-current assets		**1,467**	**1.11**	**18,129**	**12.54**
2	**Current assets**					
	Financial assets					
	Cash and cash equivalents	**4**	149,196	112.88	300,351	207.69
	Other current assets	**5**	9,536	7.21	8,501	5.88
	Total current assets		**158,732**	**120.09**	**308,852**	**213.57**
	Total assets		**160,199**	**121.20**	**326,981**	**226.11**
II	**EQUITY AND LIABILITIES**					
1	**Equity**					
	Equity share capital	**6**	400,000	302.64	200,000	138.30
	Other equity	**7**	(740,706)	(560.42)	(254,379)	(175.87)
	Total equity		**(340,706)**	**(257.78)**	**(54,379)**	**(37.57)**
2	**Liabilities**					
	Current liabilities					
	Financial liabilities					
	Trade payables	**8**				
	-Total outstanding dues of micro enterprises and small enterprises		-	-	-	-
	-Total outstanding dues of creditors other than micro enterprises and small enterprises		80,840	61.16	53,632	37.06
	Other financial liabilities	**9**	385,600	291.74	327,728	226.62
	Other current liabilities	**10**	34,465	26.08	-	-
	Total current liabilities		**500,905**	**378.98**	**381,360**	**263.68**
	Total equity and liabilities		**160,199**	**121.20**	**326,981**	**226.11**
	Significant Accounting Policies	**1B**				
	The accompanying notes are an integral part of the standalone financial statements					

As per our report of even date

For **LODHA & CO.**
Firm Registration Number - 301051E
Chartered Accountants

For and on behalf of the Board of Directors

R.P. Baradiya
Partner
Membership No. 44101

Steven Jeske
Director

Place : Mumbai
Date : June 17, 2020

Place : Oakbrook, IL, USA
Date : June 16, 2020

spatialitics™

Statement of Profit and Loss for the year ended March 31, 2020

	Particulars	Note	For the year ended March 31, 2020		For the year ended March 31, 2019	
			US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
I	Revenue from Operations	11	69,185	49.16	-	-
II	Other Income	12	1,268	0.90	-	-
III	**Total Income (I + II)**		**70,453**	**50.06**	**-**	**-**
IV	**Expenses**					
	Cost of hardware/software package for service delivery and outsourced project cost		48,000	34.10	-	-
	Employee benefits expense	13	368,403	261.75	177,689	124.22
	Depreciation and amortization expense	2	419	0.30	-	-
	Other expenses	14	139,958	99.45	76,690	53.60
	Total expenses (IV)		**556,780**	**395.60**	**254,379**	**177.82**
V	**Loss before tax**		**(486,327)**	**(345.54)**	**(254,379)**	**(177.82)**
VI	**Tax expense**					
	Current tax		-	-	-	-
	Deferred tax		-	-	-	-
			-	-	-	-
VII	**Loss for the year (V - VI)**		**(486,327)**	**(345.54)**	**(254,379)**	**(177.82)**
VIII	**Other Comprehensive Income**					
	Items that will not be reclassified to profit or loss- (Gain/(Loss)					
	Remeasurements of net defined benefit plans		-	-	-	-
	Income tax relating to items that will not be					
	reclassified to profit or loss"		-	-	-	-
	Other Comprehensive Income for the year (VIII)		**-**	**-**	**-**	**-**
IX	**Total Comprehensive Income for the year (VII - VIII)**		**(486,327)**	**(345.54)**	**(254,379)**	**(177.82)**
X	**Earnings per equity share:**					
	Basic & Diluted	15	(1.87)	(1.76)	(1.27)	(1.29)
	Significant Accounting Policies	1B				
	The accompanying notes are an integral part of the financial statements					

As per our report of even date

For **LODHA & CO.**
Firm Registration Number - 301051E
Chartered Accountants

For and on behalf of the Board of Directors

R.P. Baradiya
Partner
Membership No. 44101

Place : Mumbai
Date : June 17, 2020

Steven Jeske
Director

Place : Oakbrook, IL, USA
Date : June 16, 2020

Statement of Cash Flows for the year ended March 31, 2020

Particulars	For the year ended March 31, 2020		For the year ended March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
A. Cash flow from operating activities				
Loss for the year	**(486,327)**	**(345.54)**	**(254,379)**	**(177.82)**
Adjustments for:				
Depreciation and amortisation	419	0.30	-	-
Interest Income	1,268	0.90	-	-
Unrealised foreign exchange gain	-	(39.01)	-	1.95
Operating loss before working capital changes	**(484,640)**	**(383.35)**	**(254,379)**	**(175.87)**
Adjustments for:				
(Increase) in Other receivables	(1,035)	(1.33)	(8,501)	(5.88)
Increase in Trade and other payables	119,545	115.30	381,360	263.68
Cash (used)/generated from operations	**(366,130)**	**(269.38)**	**118,480**	**81.93**
Direct taxes paid (net)	-	-	-	-
Net cash generated/ (used) in operating activities (A)	**(366,130)**	**(269.38)**	**118,480**	**81.93**
B. Cash flow from investing activities				
Purchase of property, plant & equipment (including capital work-in-progress)	(1,886)	(1.41)	(18,129)	(12.54)
Sale/Transfer of Asset	18,129	12.54	-	-
Interest received	(1,268)	(0.90)	-	-
Net cash generated/ (used) in investing activities (B)	**14,975**	**10.23**	**(18,129)**	**(12.54)**
C. Cash flow from financing activities				
Proceeds from Units issued	200,000	164.34	200,000	138.30
Net cash from financing activities (C)	**200,000**	**164.34**	**200,000**	**138.30**
Net Increase/(Decrease) in cash & cash equivalents (A + B + C)	**(151,155)**	**(94.81)**	**300,351**	**207.69**
Cash & cash equivalents - Opening	300,351	207.69	-	-
Cash & cash equivalents - Closing	**149,196**	**112.88**	**300,351**	**207.69**

Significant Accounting Policies (Refer Note 1B)

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **LODHA & CO.**
Firm Registration Number - 301051E
Chartered Accountants

R.P. Baradiya
Partner
Membership No. 44101

Place : Mumbai
Date : June 17, 2020

For and on behalf of the Board of Directors

Steven Jeske
Director

Place : Oakbrook, IL, USA
Date : June 16, 2020

Statement of Changes in Equity for the year ended March 31, 2020

(A) Equity Share Capital

	US Dollars	₹(In Lakhs)
Balance as at April 1, 2018	**-**	**-**
Changes in share capital during the year	200,000	138.30
Balance as at March 31, 2019	**200,000**	**138.30**
Changes in share capital during the year	200,000	164.34
Balance as at March 31, 2020	**400,000**	**302.64**

(B) Other Equity

Particulars	Retained Earnings		Foreign Currency Translation Reserve		Total	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Balance as at April 1, 2018	**-**	**-**	**-**	**-**	-	-
Profit for the year	(254,379)	(177.82)	-	-	**(254,379)**	**(177.82)**
Foreign Currency Reinstatement	-	-	-	1.95	**-**	**1.95**
Balance as at March 31, 2019	**(254,379)**	**(177.82)**	**-**	**1.95**	**(254,379)**	**(175.87)**
Foreign Currency Reinstatement	-	-	-	(39.01)	**-**	**(39.01)**
Profit for the year	(486,327)	(345.54)	-	-	**(486,327)**	**(345.54)**
Balance as at March 31, 2020	**(740,706)**	**(523.36)**	**-**	**(37.06)**	**(740,706)**	**(560.42)**

Significant accounting policies (Refer Note 1B)

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **LODHA & CO.**
Firm Registration Number - 301051E
Chartered Accountants

R.P. Baradiya
Partner
Membership No. 44101

Place : Mumbai
Date : June 17, 2020

For and on behalf of the Board of Directors

Steven Jeske
Director

Place : Oakbrook, IL, USA
Date : June 16, 2020

Notes to financial statements for the year ended March 31, 2020

'NOTE '1'

A. CORPORATE INFORMATION

Spatialitics LLC. (The 'Limited Liability Co.') was incorporated on February 8, 2018 in the State of Delaware USA. The Company is a wholly owned subsidiary of its Parent Company, CyberTech Systems and Software Limited, India. Spatialitics LLC specializes in providing Spatial Analytics Products and Platforms. It is a cloud software business founded with the sole aim of disrupting an organization's decision making process, and offering a fresh perspective on mining business insights from enterprise data. Spatialitics' primary value proposition is:

- Delivering significant ROI and enterprise digitalization efficiencies to clients.
- Platform that delivers complex Spatial Analytics leveraging composite data from a variety of sources including ERP, GIS, Healthcare Systems or CRM
- Vertical Industry Solutions for Law Enforcement, Healthcare and Utilities

The LLC is a registered and domiciled in USA and has its registered office in Oakbrook, IL, USA.

SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation of Financial Statements:

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Indian Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting standards) Rules, 2015 as amended from time to time and other related provisions of the Act.

The financial statements of the Company are prepared on the accrual basis of accounting and historical cost convention except for the following material items that has been measured at fair value as required by the relevant Ind AS:

- Certain financial assets and liabilities are measured at Fair value

The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

The financial statements are presented in US Dollar & Indian Rupee (INR).

2. Use of Estimates and judgments:

The preparation of the financial statements requires the Management to make, judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Critical accounting judgements and key source of estimation uncertainty

The Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis.

3. Property, plant and equipment (PPE)

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Company and that the cost of the item can be reliably measured.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

Notes to financial statements for the year ended March 31, 2020

4. Intangible assets

Intangible assets are stated at cost less accumulated amortisation and impairment.

Intangible assets are amortised over their estimated useful life on a straight line basis as follows:

- Type of Asset : Computer software
- Useful life: 4 years

5. Depreciation and Amortisation:

(a) Property plant and equipment (PPE)

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II of the Act.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

(b) Intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives. The amortisation period and the amortisation method for finite life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively basis revised estimates.

(c) Impairment

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

6. Financial Instruments:

Financial assets - Initial recognition:

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Subsequent measurement:

Financial assets are subsequently classified as measured at:

- amortised cost
- fair value through profit & loss (FVTPL)
- fair value through other comprehensive income (FVTOCI)

The above classification is being determined considering the:

(a) the entity's business model for managing the financial assets and
(b) the contractual cash flow characteristics of the financial asset.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the group changes its business model for managing financial assets.

(i) Measured at amortised cost:

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business module whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Notes to financial statements for the year ended March 31, 2020

(ii) Measured at fair value through other comprehensive income (FVTOCI):

Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss

(iii) Measured at fair value through profit or loss (FVTPL):

Financial assets other than equity instrument are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

Equity instruments:

On initial recognition, the Company can make an irrevocable election (on an instrument-by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments.

Dividends on these investments in equity instruments are recognised in Statement of Profit and Loss when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in Statement of Profit and Loss are included in the 'Other income' line item.

Impairment

The Company recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.

The Company's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Company does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Company recognises 12–months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12 months ECL. The impairment losses and reversals are recognised in Statement of Profit and Loss.

For equity instruments and financial assets measured at FVTPL, there is no requirement of impairment testing.

De-recognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement.

In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Financial Liabilities

Initial Recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Company's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans & Borrowings:

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortisation process.

Financial Guarantee Contracts

Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Derivative financial instruments

The Company uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

7. Fair Value Measurement

The Company measures financial instruments, such as, derivatives, investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(a) In the principal market for the asset or liability, or
(b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

(i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
(ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
(iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Notes to financial statements for the year ended March 31, 2020

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above

8. Cash and Cash Equivalents:

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

9. Foreign Currency Transactions:

All assets and liabilities, both monetary and non-monetary, are translated at the closing rate while the income and expenses are translated at the average rate for the year. The resulting exchange differences have been accumulated in the Foreign Currency Translation Reserve.

10. Revenue Recognition:

The Company derives revenues primarily from information technology services comprising of software development, consulting and customer support services, and from the licensing of software products and platforms.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration expected to be received in exchange for those products or services.

Arrangements with customers for information technology services are either on a fixed-price, fixed-time frame or on a time-and-material basis

Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognized as unbilled revenue. Revenue from fixed-price, fixed-time frame contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Maintenance revenue is recognized ratably over the term of the underlying maintenance arrangement.

Revenues in excess of invoicing are classified as contract assets (which we refer to as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which we refer to as Income billed in advance).Revenue from licenses where the customer obtains a "right to use" the licenses is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period. Arrangements to deliver software products generally have three elements : license, implementation and Annual Maintenance Services (AMS). The Company has applied the principles under Ind AS 115 to account for revenues from these performance obligations. When implementation services are provided in conjunction with the licensing arrangement and the license and implementation have been identified as two separate performance obligations, the transaction price for such contracts are allocated to each performance obligation of the contract based on their relative standalone selling prices. In the absence of standalone selling price for implementation, the performance obligation is estimated using the expected cost plus margin approach. Where the license is required to be substantially customized as part of the implementation service, the entire arrangement fee for license and implementation is considered to be a single performance obligation and the revenue is recognized using the percentage-of-completion method as the implementation is performed. Revenue from client training, support and other services arising due to the sale of software products is recognized as the performance obligations are satisfied. AMS revenue is recognized ratably over the period in which the services are rendered.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch-up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

The Company presents revenues net of indirect taxes in its Statement of Profit and Loss.

11. Employee Benefits:

a) Compensation and Short-term employee benefits :

All employee benefits which are payable within twelve months of rendering the service are classified as short term employee benefits. Compensation are recognized at actual amounts due in the period in which the employee renders the related service. Vacation pay is recognized when taken and only limited amounts may be carried forward from year to year.

Notes to financial statements for the year ended March 31, 2020

Associated Short-term Benefits include the following:

i) Healthcare Insurance
ii) Disability Insurance
iii) Life Insurance

All Short-term Benefits Cost is shared between the Company and the Employee. The Company portion is recognized at actual amount in the period billed.

b) Other Short-term Benefits:

- Defined Contribution Plans:

Contributions are made annually to the Companies 401k Plan (Defined Contribution Plan) based on savings contributions made by employees. All Company contributions accrue to the benefit of and are 100% vested to employees when earned, based on their contribution and as defined by the US Safe Harbor contribution limitations. The Company contribution is recognized monthly on an accrual basis in the period that employee contributions are credited.

c) Long-term Post Retirement Benefits:

The Company does not sponsor a Defined Benefit or other Post Retirement Benefit Plan.

12. Taxes on Income:

Provision for tax is made on the basis of the estimated taxable income for the current accounting year in accordance with the relevant Income Tax laws of United States of America. The deferred tax for timing difference is accounted for, based on the tax rules and laws that have been substantively enacted as of the Balance Sheet date. Deferred tax assets arising out from the timing differences are recognized to the extent there is virtual/reasonable certainty that these would be realized in future.

13. Borrowing Cost:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

14. Earnings Per Share:

Basic earnings per shares are calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

15. Leases:

Where the Company is Lessee

Effective April 1, 2019, the Company has adopted Ind AS 116 'Leases' which sets out the principles for recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases. The adoption of this Standard results in the recognition of Right of Use (ROU) asset and a lease liability and a net adjustment on Statement of Profit and Loss.

16. Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognized nor disclosed in financial statements.

Notes to financial statements for the year ended March 31, 2020

2 Property, plant and equipment

(Amount in US Dollars)

Particulars	Computers	Total
Gross carrying amount		
Balance as at April 1, 2018	**-**	**-**
Additions	-	-
Disposals	-	-
Balance as at March 31, 2019	**-**	**-**
Additions	1,886	1,886
Disposals	-	-
Balance as at March 31, 2020	**1,886**	**1,886**
Accumulated Depreciation		
Balance as at April 1, 2018	**-**	**-**
Depreciation charged for the year	-	-
Disposals	-	-
Balance as at March 31, 2019	**-**	**-**
Depreciation charged for the year	419	419
Disposals	-	-
Balance as at March 31, 2020	**419**	**419**
Net Block		
Balance as at March 31, 2019	**-**	**-**
Balance as at March 31, 2020	**1,467**	**1,467**

(₹ in Lakhs)

Particulars	Computers	Total
Gross carrying amount		
Balance as at April 1, 2018	**-**	**-**
Additions	-	-
Disposals/Adjustments	-	-
Balance as at March 31, 2019	**-**	**-**
Additions	1.43	1.43
Disposals/Adjustments		-
Balance as at March 31, 2020	**1.43**	**1.43**
Accumulated Depreciation		
Balance as at April 1, 2018	**-**	**-**
Depreciation charged for the year	-	-
Disposals	-	-
Balance as at March 31, 2019	**-**	**-**
Depreciation charged for the year	0.30	0.30
Disposals/adjustments	0.02	0.02
Balance as at March 31, 2020	**0.32**	**0.32**
Net Block		
Balance as at March 31, 2019	**-**	**-**
Balance as at March 31, 2020	**1.11**	**1.11**

3 Capital Work-in-Progress	**As at March 31, 2020**		**As at March 31, 2019**	
	US Dollars	**₹ (in Lakhs)**	**US Dollars**	**₹ (in Lakhs)**
Software	-	-	18,129	12.54
Total	**-**	**-**	**18,129**	**12.54**

Notes to financial statements for the year ended March 31, 2020

4 Cash and cash equivalents	As at March 31, 2020		As at March 31, 2019	
	US Dollars	₹ (in Lakhs)	US Dollars	₹ (in Lakhs)
Balances with Banks				
In current accounts	149,196	112.88	300,351	207.69
	149,196	**112.88**	**300,351**	**207.69**

5 Other current assets	As at March 31, 2020		As at March 31, 2019	
	US Dollars	₹ (in Lakhs)	US Dollars	₹ (in Lakhs)
Unsecured, considered good				
Advances for supply of goods and rendering of services	649	0.49	-	-
Prepaid expenses	8,887	6.72	8,501	5.88
Total	**9,536**	**7.21**	**8,501**	**5.88**

6 Equity Share Capital	As at March 31, 2020		As at March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Authorised				
10,000,000 (As at March 31,2019 10,000,000) Units of USD 1.00 each	10,000,000	7,565.97	10,000,000	6,915.00
	10,000,000	**7,565.97**	**10,000,000**	**6,915.00**
Issued, Subscribed and paid-up				
400,000 (As at March 31, 2019 200,000) Units of USD 1.00 each	400,000	302.64	200,000	138.30
	400,000	**302.64**	**200,000**	**138.30**

a) Reconciliation of Share Capital

	As at March 31, 2020			As at March 31, 2019		
Face Value of USD 1.00 each	**Opening**	**Issued**	**Closing**	**Opening**	**Issued**	**Closing**
No. of Units	200,000	200,000	400,000	-	200,000	200,000
Amount in USD	200,000	200,000	400,000	-	200,000	200,000
Amount in Rupees	138.30	151.32	302.64	-	138.30	138.30

b) Terms/rights attached to equity shares

The company have units having par value of USD 1 per unit

Each unit holder has right to vote in respect of such share on every resolution placed before the Company and his voting right on a poll shall be in proportion to his share of the paid up equity capital of the Company. In the event of liquidation the unit holders are entitled to receive the remaining assets of the Company after payments to secured and unsecured creditors, in proportion to their shareholding.

c) Details of Units held by unitholders holding more than 5% of the aggregate units in the Company

	As at March 31, 2020		As at March 31, 2019	
	Nos.	%	Nos.	%
CyberTech Systems and Software Limited (Holding Company)				
Face Value of USD 1.00 each	400,000	100%	200,000	100%

7 Other Equity

Particulars	Retained Earnings		Foreign Currency Translation Reserve		Total	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Balance as at April 1, 2018	**-**	**-**	**-**	**-**	**-**	**-**
Foreign Currency Reinstatement	-	-	-	1.95	-	**1.95**
Profit for the year	(254,379)	(177.82)	-	-	**(254,379)**	**(177.82)**
Balance as at March 31, 2019	**(254,379)**	**(177.82)**	**-**	**1.95**	**(254,379)**	**(175.87)**
Foreign Currency Reinstatement	-	-	-	(39.01)	**(508,758)**	**(351.74)**
Profit for the year	(486,327)	(345.54)	-	-	**(486,327)**	**(345.54)**
Balance as at March 31, 2020	**(740,706)**	**(523.36)**	**-**	**(37.06)**	**(740,706)**	**(560.42)**

Notes to financial statements for the year ended March 31, 2020

8 Trade payables	As at March 31, 2020		As at March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Trade payables				
-Total outstanding dues of micro enterprises and small enterprises	-	-	-	-
-Total outstanding dues of creditors other than micro enterprises and small enterprises	80,840	61.16	53,632	37.06
Total	**80,840**	**61.16**	**53,632**	**37.06**

9 Other financials liabilities	As at March 31, 2020		As at March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Other Payables to related parties	385,600	291.74	327,728	226.62
Total	**385,600**	**291.74**	**327,728**	**226.62**

10 Other current liabilities	As at March 31, 2020		As at March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Advance from customers	34,465	26.08	-	-
Total	**34,465**	**26.08**	**-**	**-**

11 Revenue from operations	As at March 31, 2020		As at March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Sale of services				
Information technology and software development services	69,185	49.16	-	-
Total	**69,185**	**49.16**	**-**	**-**

12 Other income	As at March 31, 2020		As at March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Interest on				
Deposit with banks	1,268	0.90	-	-
Total	**1,268**	**0.90**	**-**	**-**

13 Employee benefits expense	As at March 31, 2020		As at March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Salaries and wages	355,865	252.84	174,189	121.77
Staff welfare expense	12,538	8.91	3,500	2.45
Total	**368,403**	**261.75**	**177,689**	**124.22**

14 Other expenses	As at March 31, 2020		As at March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Rent	13,287	9.44	-	-
Repairs & maintenance	`			
Others	564	0.40	119	0.08
Rates and taxes	-	-	210	0.15
Travelling and conveyance	18,628	13.24	4,155	2.90
Communication	1,923	1.37	75	0.05
Professional fees	47,826	33.98	10,532	7.36
Subscription and Periodicals	37,845	26.89	42,485	29.70
Auditors' remuneration	4,000	2.84	1,500	1.05
Miscellaneous expenses	15,885	11.29	17,614	12.31
Total	**139,958**	**99.45**	**76,690**	**53.60**

Notes to financial statements for the year ended March 31, 2020

15 Earning per share (EPS)

Particulars	**As at March 31, 2020**		**As at March 31, 2019**	
Loss available for Equity Shareholders	**US Dollars**	**₹ (In Lakhs)**	**US Dollars**	**₹ (In Lakhs)**
	(486,327)	(345.54)	(254,379)	(177.82)
Weighted Average Number of Equity Shares outstanding for computing Basic EPS **(Nos.)**	260,109	196.80	200,000	138.30
	US Dollars	**Amount in ₹**	**US Dollars**	**Amount in ₹**
Nominal value of Equity Shares	1.00	75.66	1.00	69.15
Basic and Diluted Earnings Per Share	**(1.87)**	**(1.76)**	**(1.27)**	**(1.29)**

16 Contingent Liabilities

There are no legal cases by and against the Company.

17 Rates used for conversion

Particulars	**Unit of Currency**	**For the year 2019-20**	**For the year 2018-19**
Balance Sheet	USD	75.66	69.15
Statement of Profit and Loss	USD	71.05	69.91

18 Disclosure on related party transactions

A) Names of related parties and description of relationship:

a) Holding Company
CyberTech Systems and Software Limited

b) Fellow Subsidiary
CyberTech Systems and Software inc-USA

c) Key Management Personnel (KMP)
Mr. Vish Tadimety
Mr. Steven Jeske
Mr. Ramasubramanian S.

B) Related party transactions with Group Companies/Joint Venture/KMP's/ Relative of KMP's/Enterprises where KMP and Relatives of KMP have significant influence during the year:

Particulars	**As at March 31, 2020**		**As at March 31, 2019**	
	US Dollars	**₹(In Lakhs)**	**US Dollars**	**₹(In Lakhs)**
Purchase of Services				
CyberTech Systems and Software Limited	48,000	34.10	-	-
Expenses/Reimbursement of Expenses				
CyberTech Systems and Software Limited	6,291	4.47	15,463	10.81
CyberTech Systems and Software inc-USA	57,872	41.12	102,728	71.81
Share Capital issued				
CyberTech Systems and Software Limited	200,000	142.10	200,000	139.81

Notes to financial statements for the year ended March 31, 2020

C) Outstanding balances

Particulars	As at March 31, 2020		As at March 31, 2019	
	US Dollars	₹(In Lakhs)	US Dollars	₹(In Lakhs)
Trade payables				
CyberTech Systems and Software Limited	51,612	39.05	16,457	11.38
CyberTech Systems and Software inc-USA	385,600	291.74	327,728	226.62

Notes:

(i) All related party transactions entered during the year were in ordinary course of the business and are on arm's length basis.

(ii) No amounts in respect of related parties have been written off / written back during the year, nor has any provision been made for doubtful debts / receivables during the year.

(iii) Related party relationships have been identified by the management and relied upon by the Auditors.

19 Lease:

The Company has not taken any premises on lease.

20 Financial Risk Management

Financial risk management objectives and policies:

The Company's business activities exposed it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's Management has the overall responsibility for establishing and governing the Company's risk management framework.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits , foreign currency receivables, payables and loans and borrowings.

Risk	Exposure arising from	Measurement	Management
Liquidity risk*	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of working capital management
Credit risk	Cash and cash equivalents, trade receivables, Investments, loans and other financial assets measured at fair /amortised cost.	Ageing analysis/ Credit ratings	Diversification in various class of assets, credit limits and letters of credit
Market Risk - Interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Interest rate swaps

* The Company has no borrowings as on March 31,2020

(A) Market Risk- Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Company is having short term borrowings from banks.

(i) Exposure to interest rate risk - Financial liabilities

	As at March 31, 2020		As at March 31, 2019	
	US Dollars	(₹ In Lakhs)	US Dollars	(₹ In Lakhs)
Borrowings bearing variable rate of interest - Cash credits - short term in nature	-	-	-	-

Hence, the Company is not significantly exposed to the interest rate risk as working capital facility are, as per contractual terms, primarily of short term in nature.

Notes to financial statements for the year ended March 31, 2020

(B) Market Risk- Foreign currency risk.

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency trade receivables and is therefore exposed to foreign exchange risk. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies.

Derivative Contracts and unhedged foreign currency exposure

Derivative contracts outstanding as at March 31, 2020

	As at March 31, 2020		As at March 31, 2019	
	US Dollars	(₹ In Lakhs)	US Dollars	(₹ In Lakhs)
Forward Contract to sell USD	-	-	-	-

Unhedged foreign currency exposure as at March 31, 2020

	As at March 31, 2020		As at March 31, 2019	
	US Dollars	(₹ In Lakhs)	US Dollars	(₹ In Lakhs)
Trade receivables	-	-	-	-

A change of 1% in Foreign currency would have following Impact on profit before tax

	For the year ended March 31, 2020		For the year ended March 31, 2019	
	1% Increase	1% decrease	1% Increase	1% decrease
Increase / (decrease) in profit or loss	-	-	-	-

(C) Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. The Company is exposed to credit risk from its operating activities (trade receivables) and from its financing activities including investments in mutual funds, deposits with banks and financial institutions and debentures and bonds, foreign exchange transactions and financial instruments.

To manage the credit risk from trade receivables, the Company periodically assess financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly. The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period.

Credit risk from investments is managed by the Company's treasury in accordance with the board approved policy and limits.

To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

i) Actual or expected significant adverse changes in business,

ii) Actual or expected significant changes in the operating results of the counterparty,

iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,

iv) Significant increase in credit risk on other financial instruments of the same counterparty,

v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees.

Ageing of Account receivables

	As at March 31, 2020		As at March 31, 2019	
	US Dollars	(₹ In Lakhs)	US Dollars	(₹ In Lakhs)
0-3 months	-	-	-	-
3-6 months	-	-	-	-
6 months to 12 months	-	-	-	-
beyond 12 months	-	-	-	-
Total	**-**	**-**	**-**	**-**

Notes to financial statements for the year ended March 31, 2020

Movement in provisons of doubtful debts

	As at March 31, 2020		As at March 31, 2019	
	US Dollars	(₹ In Lakhs)	US Dollars	(₹ In Lakhs)
Opening provision	-	-	-	-
Add:- Additional provision made	-	-	-	-
Less:- Provision write off/ reversed	-	-	-	-
Less:- Provision utilised against bad debts	-	-	-	-
Closing provisions	**-**	**-**	**-**	**-**

The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. Exposure to customers is diversified and there are no customers contributing more than 10% of outstanding trade receivables and unbilled revenues.

(D) Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time, or at a reasonable price. The Company's treasury deparment is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related such risk are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows. The Company's objective is to maintain at all times, optimum levels of liquidity to meet its obligations.

Financing arrangements

The company had no Borrowing facilities at end of reporting period:

Maturity patterns of other Financial Liabilities

Particulars	As at March 31, 2020		As at March 31, 2019	
	US Dollars	(₹ In Lakhs)	US Dollars	(₹ In Lakhs)
0-1 years	80,840	61.16	53,632	37.06
more than 1 year	-	-	-	-
Total	**80,840**	**61.16**	**53,632**	**37.06**

21 The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions are used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Notes to financial statements for the year ended March 31, 2020

The carrying amounts and fair values of financial instruments by category are as follows:

a. Financial assets

(Amount in US Dollars)

	Instruments carried at fair value				Instruments carried at amortized cost		
	FVOCI (Equity instruments)	FVOCI (Other instruments)	FVTPL	Total fair value (A)	Carrying amount (B)	Fair value	Total carrying amount (A+B)
As at 31st March, 2020							
Cash and cash equivalents	-	-	-	-	149,196	149,196	**149,196**
Total	**-**	**-**	**-**	**-**	**149,196**	**149,196**	**149,196**
As at 31st March, 2019							
Cash and cash equivalents	-	-	-	-	300,351	300,351	**300,351**
Total	**-**	**-**	**-**	**-**	**300,351**	**300,351**	**300,351**

(₹ in lakhs)

	Instruments carried at fair value				Instruments carried at amortized cost		
	FVOCI (Equity instruments)	FVOCI (Other instruments)	FVTPL	Total fair value (A)	Carrying amount (B)	Fair value	Total carrying amount (A+B)
As at 31st March, 2020							
Cash and cash equivalents	-	-	-	-	112.88	112.88	**112.88**
Total	**-**	**-**	**-**	**-**	**112.88**	**112.88**	**112.88**
As at 31st March, 2019							
Cash and cash equivalents	-	-	-	-	207.69	207.69	**207.69**
Total	**-**	**-**	**-**	**-**	**207.69**	**207.69**	**207.69**

b. Financial liabilities

(Amount in US Dollars)

	Instruments carried at fair value		Instruments carried at amortized cost		
	FVTPL	Total carrying amount and fair value (A)	Carrying amount (B)	Fair value	Total carrying amount (A+B)
As at 31st March, 2020					
Trade payables	-	-	80,840	80,840	**80,840**
Total	**-**	**-**	**80,840**	**80,840**	**80,840**
As at 31st March, 2019					
Trade payables	-	-	53,632	53,632	**53,632**
Total	**-**	**-**	**53,632**	**53,632**	**53,632**

(₹ in Lakhs)

	Instruments carried at fair value		Instruments carried at amortized cost		
	FVTPL	Total carrying amount and fair value (A)	Carrying amount (B)	Fair value	Total carrying amount (A+B)
As at 31st March, 2020					
Trade payables	-	-	61.16	61.16	61.16
Total	**-**	**-**	**61.16**	**61.16**	**61.16**
As at 31st March, 2019					
Trade payables	-	-	37.06	37.06	37.06
Total	**-**	**-**	**37.06**	**37.06**	**37.06**

The Management assessed that fair value of cash and cash equivalents, trade receivables, investments in term deposits, loans, other financial assets (except derivative financial instruments), trade payables, and other financial liabilities (except derivative financial instruments) is considered to be equal to the carrying amount of these items due to their short-term nature.

Notes to financial statements for the year ended March 31, 2020

c. Fair value estimation

For financial instruments measured at fair value in the Balance Sheet, a three level fair value hierarchy is used that reflects the significance of inputs used in the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:
- Level 1: quoted prices for identical instruments
- Level 2: directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: inputs which are not based on observable market data.

For assets and liabilities which are carried at fair value, the classification of fair value calculations by category is summarised below:

(Amount in US Dollars)

	Level 1	Level 2	Level 3	Total	
As at 31st March, 2020	-	-	-	-	-
Total	-	-	-	-	

(Amount in US Dollars)

	Level 1	Level 2	Level 3	Total	
As at 31st March, 2019	-	-	-	-	-
Total	-	-	-	-	

(₹ in Lakhs)

	Level 1	Level 2	Level 3	Total	
As at 31st March, 2020	-	-	-	-	-
Total	-	-	-	-	

(₹ in Lakhs)

	Level 1	Level 2	Level 3	Total	
As at 31st March, 2019		-	-	-	-
Total	-	-	-	-	

22 Capital risk management

(a) Risk management

The Company's objectives when managing capital are to

- ♦ safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- ♦ maintain an optimal capital structure to reduce the cost of capital

The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares.

The Company does not have any borrowings as on March 31, 2020. Hence Capital Gearing Ratio is not applicable

23 The outbreak of Covid 19 pandemic globally including in India has led to a nationwide lockdown. The management has considered the possible effects that may impact the carrying amounts of receivables including unbilled receivables, , intangible assets and intangible assets under development . In making assumptions and estimates relating to the uncertainties as at the balance sheet date in relation to the recoverable amounts, the management has interalia considered subsequent events, internal and external information and evaluated economic conditions up to the date of approval of these financial results. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial results and the Company does not anticipate any material financial or operational issues in the short term as well as on a long term basis.

24 The Company is yet to receive balance confirmations in respect of certain financial assets and financial liabilities. The Management does not expect any material difference affecting the current year's financial statements due to the same.

Notes to financial statements for the year ended March 31, 2020

25 The Company has only single reportable business segment i.e.' Information technology and Software Development Services' in terms of requirements of IND AS 108.

26 The previous year's figures have been regrouped/re-classified wherever required to conform to current years classification.

27 The financial statements were approved for issue by the Board of Directors on June 16, 2020.

For and on behalf of the Board of Directors

Steven Jeske
Director

Place : Oakbrook, IL, USA
Date : June 16, 2020

Intimation on Tax Deduction on Dividend

Dear Shareholder,

We are pleased to inform you that the Board of Directors at their Meeting held on June 17, 2020 has recommended a Dividend for of ₹ 1/- per equity share i.e. 10% for the Financial Year ended March 31, 2020 and the said Dividend will be payable post approval of the shareholders at the ensuing Annual General Meeting of the Company to be held on Tuesday, September 29, 2020.

As you are aware that as per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source at the time of making the payment of the said Final Dividend, if declared at the above AGM.

The TDS rate may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Act. The TDS for various categories of shareholders along with required documents are provided in Table 1 and 2 below:

Table 1: Resident Shareholders

Category of Shareholder	Tax Deduction Rate	Exemption Applicability/ Documents required
Any resident shareholder	7.5%	Update the PAN if not already done with depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents – Link Intime India Private Limited (in case of shares held in physical mode). • No deduction of taxes in the following cases - If dividend income to a resident Individual shareholder during FY 2020-21 does not exceed INR 5,000/-, • If shareholder is exempted from TDS provisions through any circular or notification and provides an attested copy of the PAN along with the documentary evidence in relation to the same.
Submitting Form 15G/ Form 15H	NIL	Eligible Shareholder providing Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years) - on fulfilment of prescribed conditions. Please refer attached format
Order under section 197 of the Act	Rate provided in the order	Lower/NIL withholding tax certificate obtained from Income Tax authorities.
Insurance Companies: Public & Other Insurance Companies	NIL	Self-declaration that it has full beneficial interest with respect to shares owned, along with self-attested copy of PAN card and registration certificate
Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income- tax on its income.	NIL	Documentary evidence that the person is covered under section 196 of the Act.
Mutual Funds	NIL	Documentary evidence that the person is covered under section 196 of the Act.
Alternative Investment fund	NIL	Documentary evidence that the person is covered by Notification No. 51/2015 dated 25 June 2015.
Other resident shareholder without PAN/ Invalid PAN	20%	

Please Note that:

a) Recording of the valid Permanent Account Number (PAN) for the registered Folio/DP id-Client Id is mandatory. In absence of valid PAN, tax will be deducted at a higher rate of 20% as per Section 206AA of the Act.

b) Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

Table 2: Non-resident Shareholders

Category of Shareholder	Tax Deduction Rate	Exemption Applicability/ Documents required
Any non-resident shareholder	20% (plus applicable surcharge and cess) or Tax Treaty rate whichever is lower	Non-resident shareholders may opt for tax rate under Double Taxation Avoidance Agreement ("Tax Treaty"). The Tax Treaty rate shall be applied for tax deduction at source on submission of following documents to the company • Copy of the PAN Card, if any, allotted by the Indian authorities. • Self-attested copy of Tax Residency Certificate (TRC) valid as on the AGM date obtained from the tax authorities of the country of which the shareholder is resident • Self-declaration in Form 10F in the attached form. • Self-declaration confirming not having a Permanent Establishment in India, eligibility to Tax Treaty benefit and do not / will not have place of effective management in India. (format attached herewith). TDS shall be recovered at 20% (plus applicable surcharge and cess) if any of the above-mentioned documents are not provided. The Company is not obligated to apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of Tax Treaty rate shall depend upon the completeness of the documents submitted by the non-resident shareholder and are in accordance with the provisions of the Act.
Foreign Institutional Investors, Foreign Portfolio Investors (FII, FPI)	20% (plus applicable surcharge and cess)	None
Submitting Order under section 195(3) /197 of the Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from Income Tax authorities.

Note: The Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts

Kindly note that the documents as mentioned in the Table 1 and 2 above are required to be submitted to the Registrar at email ID : cssldivtax@linkintime.co.in or update the same by visiting the link https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html **on or before September 21, 2020** in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication/documents on the tax determination / deduction shall be considered post 11:59 PM (IST) of Monday, September 21, 2020.

No claim shall lie against the Company for such taxes deducted.

The Company will arrange to email a soft copy of the TDS certificate at the shareholders registered email ID in due course, post payment of the said Final Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at https://incometaxindiaefiling.gov.in.

In view of the prevailing lockdown due to COVID 19, shareholders are requested to complete necessary formalities with regard to their bank accounts attached to their demat account for enabling the Company to make timely credit of dividend in the respective bank accounts.

We request your cooperation in this regard.

Yours Sincerely,

For CyberTech Systems & Software Ltd.

Sarita Leelaramani
Company Secretary & Compliance Officer

Place : Thane
Date : August 12, 2020

Disclaimer: *This communication shall not be treated as an advice from the Company or its Registrar & Transfer Agent. Shareholders should obtain the tax advice related to their tax matters from a tax professional*

CyberTech
Systems and Software Limited

Attention!

To
The Shareholders
CyberTech Systems & Software Ltd.
Thane - 400604

Dear Member(s),

Sub: Compulsory Transfer of Equity Shares of the Company to DEMAT Account of Investor Education and Protection Fund (IEPF) Authority.

You are hereby requested to note that the compulsory transfer of Equity Shares of the Company, in respect of which dividend entitlements have remained unclaimed or unpaid for seven (7) consecutive years or more in terms of **the provisions of Section 124 (6)** of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time.

In compliance with the said Rules, the Company has communicated individually to the concerned shareholders whose shares are liable to be transferred to the DEMAT Account of IEPF Authority. The Company shall take necessary steps to transfer the concerned shares held by such shareholders in physical or DEMAT form to the DEMAT Account to the IEPF Authority within 30 days from the due date i.e., October 30, 2020 in accordance with notification dated 13th October, 2017 and General circular No. 12/2017 dated October 16, 2017 issued by MCA.

The concerned shareholders holding the shares in physical form and whose shares are liable to be transferred to IEPF, may please note that the Company would be issuing new share certificate(s) in lieu of the original share certificate(s) held by them for the purpose of conversion into Demat Form and subsequent transfer in Demat Account opened by the IEPF Authority with NSDL and CDSL through Punjab National Bank. Upon such issue, the original share certificate(s) issued to the concerned shareholders will stand automatically cancelled and be deemed non-negotiable. Further, the concerned shareholders, who are holding the shares in demat form, may please note that the transfer of shares in DEMAT Account of the IEPF Authority as indicated hereinabove will be effected by the Company through the respective depository by way of Corporate Action.

The Company has uploaded complete details of such shares on its website https://www.cybertech.com/investors/unclaimedShares.aspx, which shall be deemed to be adequate notice in respect of issue of new share certificate(s) by the Company for the purpose of transfer to DEMAT Account of IEPF Authority.

Any further dividend on such shares shall be credited to IEPF Account. The concerned shareholders may further note that upon credit of such shares to the said Demat Account, no claim shall lie in against the Company in respect of the shares and dividends thereof credited to the DEMAT Account of IEPF Authority.

On transfer of the dividends and shares to IEPF Authority, the shareholder may however claim the same by making an application IEPF Authority in Form IEPF-5 as per the procedure prescribed in the Rules. The procedure for the same is available at www.mca.gov.in and www.iepf.gov.in

In case the shareholders have any queries on the subject matter, please feel free to contact the Company's Registrar and Share Transfer Agent (RTA) viz., **Link Intime India Private Limited,** L.B.S. Marg, Vikhroli West, Mumbai-400083, Maharashtra, Tel: 022 49186000, Fax: 022 49186060, Email: rnt.helpdesk@linkintime.co.in or to the Company, E-mail cssl.investors@cybertech.com

For CyberTech Systems and Software Limited

Sd/-
Sarita Leelaramani
Company Secretary & Compliance Officer

CyberTech
Systems and Software Limited

CIN : L72100MH1995PLC084788

'CyberTech House'

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