

CyberTech

Systems and Software Limited

20th Annual Report 2014 - 2015

COMPANY INFORMATION :

Non Executive Chairman	:	Mr. Viswanath Tadimety
Independent Directors	:	Mr. Sudhir Joshi Dr. N.L. Sarda Mr. Anant V. Rajwade Dr. Shreepad Karmalkar Mr. M. P. Bharucha Mr. Prakash Kenjale
Executive Director	:	Mr. Ramasubramanian Sankaran
Non Executive	:	Mr. Steven Jeske
Non Independent Directors	:	Ms. Amogha Tadimety
Company Secretary	:	Mr. Sateesh Wadagbalkar
Secretarial Auditor	:	M/s. S. Anantha & Co., Company Secretaries, Mumbai
Statutory Auditors	:	M/s. Lodha & Co., Chartered Accountants, Mumbai
Solicitors & Advocates	:	M/s. Bharucha & Partners, Mumbai
Bankers	:	ICICI Bank Limited
Registrar & Share Transfer Agent	:	(COMMON AGENCY) Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400 078.
Registered Office	:	"CyberTech House", Plot No. B-63/64/65, Road No. 21/34, J. B. Sawant Marg, MIDC, Wagle Estate, Thane (West) – 400 604. (CIN) L72100MH1995PLC084788
Subsidiary	:	CyberTech Systems and Software Inc., U.S.A.

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LETTER TO FELLOW SHAREHOLDERS

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Dear Fellow Shareholders,

I am pleased to provide you detailed information on the performance of our Company for the financial year April 2014 through March 2015. For the year ending March 31, 2015, we achieved consolidated revenue of ₹669 million and net profit of ₹51.5 million. This compares against a consolidated top line revenue and net profit from last fiscal year (ending March 2014) of ₹730 million and ₹76 million respectively. On a standalone basis, our revenue was almost flat at ₹440 million versus ₹459 million (ending March 2014). On a standalone basis, our net profit was ₹82 million versus prior year's ₹86 million.

Next Generation Geospatial Solutions Leadership

As we have discussed in our earlier letters, CyberTech continues to further develop and build deep Geospatial expertise. We have executed and implemented several next generation Geospatial Analytics solutions for clients in US and India. We have invested in building 2 market transforming products, GeoShield™ and GeoCivic™ that I will describe further below.

Location specific information, Geography, demographics and spatial intelligence are driving and deriving next generation public and enterprise IT solutions. Be it property tax collection, motor vehicle fleet management, epidemics and disease control or safety and security of citizens, geography has now emerged as the focal point. Geography led location intelligence helps build IT platforms from Smart Cities to Connected Communities.

CyberTech has one of the highest expertise and depth in this emerging technology area. We have further channeled our depth and verticalized our location intelligence solutions for Smart Cities, Public Safety and Transportation & Analytics.



GeoCivic™ is a Smart City solution for Urban Local Bodies (ULBs). GeoCivic is a geo-enabled '**All-In-A-Box Solution**' that combines Platform, Software, Hardware and Processes for efficient Property Tax management for Urban Local Bodies (ULBs). Our experience is GeoCivic™ will allow ULBs increase property tax revenues 3-4 times without increasing tax rates. Our product has 4 key missions that assists ULB tax authorities-

1. Property Tax Survey
2. Property Tax Assessment
3. Property Tax Collection
4. Analysis and Reporting

The estimated market potential for our product is over INR 2000 crores. We have won several key clients in Maharashtra and Karnataka. I am proud to inform you that GeoCivic won several awards including-

- Skoch Order of Merit: Govt. of India
- Excellence Award: Municipalika 2014
- Best Implementation: World e-Gov

CyberTech has spent substantial funds in building this product. We expect to see good returns as we establish our market leadership in this space.



Our GeoShield™ suite for Public Safety provides a wide variety of location led intelligence missions. GeoShield™ is targeted to 3 sets of customers-

1. Police and Law Enforcement
2. Prisons Systems
3. Investigations of Crime

Connecting various discrete data sources and location, GeoShield provides our law enforcement officers capabilities such as-

- Real Time Data Analysis
- Investigations
- Digital Content Management
- Incident Mapping
- Trends
- Spatial Analysis

Again, CyberTech has spent substantial resources building the platform and we have about a dozen clients. As we spend our time and expertise in marketing the product, we expect to see good returns for all our hard work.



Enterprise GeoSpatial Solutions

CyberServe and GeoServe are Enterprise Geospatial Solutions. They manage Mobile field management platforms, SAP to Mobile integration, Transportation and Fleet management and Health response.



Our GeoSpatial Center of Excellence

As you know, Jack Dangermond, CEO of Esri, inaugurated our World-class COE aligned to growing field of Geospatial technologies and Location services. Esri (www.esri.com) is the world leader in Geospatial Information Systems Software. Esri's visionary mapping products define the science of GIS and increase understanding our world. Esri inspires and enables people to positively impact the future through a deeper, geographic understanding of the changing world around them.



Under Jack Dangermond's leadership Esri have proven that geography is at the heart of a more resilient and sustainable future. Our long term partnership with Esri and deep ArcGIS technical expertise has led to multiple mission critical client engagements that utilize ArcGIS platform for Cloud, Server and mobile solutions. CyberTech is an Esri Gold Partner. As an Esri strategic partner, CyberTech shares Esri's commitment to solve Earth's most pressing challenges with geographic expertise and rational resolve.'



Enterprise Application Management and Support

Under our CyberSupport banner, we provide Enterprise IT implementations and Managed IT BPO Services

CyberTech has Strategic relationship with Microsoft and SAP. We have recently established relationships with Salesforce.com, Amazon and SiteCore. We have a large book of enterprise support contracts that gives us predictable visibility into our business.

Our portfolio of services include-

- Complete SAP Enterprise IT Services
- CyberSupport: Fully managed IT support
- Business Transformation Consulting
- Infrastructure Services, Service Desk
- Azure Cloud Transformation and SAAS implementations
- Enterprise Mobility
- Independent Verification and Validation



Our Focus and Go To Market approach:

IT spend continues to move from On Premise Computing to Cloud and Hybrid Models. More and more clients want consumption based economics and per/use payment models. Large projects on fixed price see to be of the past. This demands newer solution delivery models and moving services from traditional IT vendors to Cloud based service providers. CyberTech has started delivering a larger portion of our services on the

Cloud. This is the reason we have expanded our alliances with Microsoft, Salesforce.com and Amazon. Both GeoShield and GeoCivic will be sold on consumption-based models.

We have an India Business that has completed over 4 full years of operation. Because our focus on strategic revenues, we want to focus on driving GeoCivic™ property tax with a singular focus in India. As with all public sector projects, the deal flow has been unpredictable. However, the focus created by Hon. Prime Minister Shri Narendra Modi on Smart Cities has created substantial traction in the market place. Mr. Narendra Modi launched Urban Development Missions- Smart Cities, Atal Mission for Rejuvenation and Urban Transformation (AMRUT) and has mandated Geospatial intelligence for tax collection.

Majority of the Company's revenues are generated in the United States and the North American geography continues to be our key market. The India diversification of revenues and the improving US business conditions will increase our overall growth. During the 1st two fiscal quarters of 2015, the Indian Market spending was curtailed because of concerns of economy and change in government at the Center and many states. This led to slower growth of India operations.

New implementations of ERP solutions such as SAP continue to migrate to Cloud and refocus in newer areas such as Business Analytics, In-memory Computing, Application Life Cycle Management and Mobile Applications. While cloud based trends are new areas for SAP growth, they do not replace big ERP implementations. CyberTech is focused on newer SAP trends and build expertise in the emerging area.

Cost Reduction and Application Management Services continue to be a key component of revenue for all the leading Indian IT service providers. CyberTech continues our Application Management and Support Services focus and a large percentage of our clients depend on CyberTech for their mission critical IT support.

All this trends prove that IT infrastructure and management is rapidly moving to Cloud based, pay by use services. CyberTech has migrated most of our clients to our CyberSupport managed service delivery platform. All Application Development services have moved from complex 'Waterfall' model to rapidly implementable 'Agile Scrum' approaches. In recognition of these ongoing market trends, CyberTech continues to evolve its Service Offerings, Client Management approach and Solution Delivery Platforms.

CyberTech Real Estate and Other matters

CyberTech's real estate holdings cover approx. 1, 50, 000 sq. ft. rentable area across properties in Thane and Andheri, Mumbai. We generate some income from the partially leased properties

As I state in all my letters, my core value has been to do the right thing for CyberTech for long period of time. CyberTech continues to focus on the long-term objectives that I have laid out in all my prior communications:

- Continue to focus on off shore oriented annuity engagements
- Focus on business growth
- Manage our assets and Property to optimum returns

Steven Jeske and I are fiscally conservative and consider CyberTech from a long-term business holding perspective. The Company's assets and liquidity, cash strength gives us comfort. Mr. Ramasubramanian our Executive Director has been our true partner who shares our vision and values.

I am pleased to inform you that your Directors have recommended a dividend of Re one per share (10% of face value) for the ninth year in a row since Steve and I took over the management of the company. We continue to enjoy the confidence of our customers resulting in opportunities that are adjacent in nature.

The focus on quality of services has ensured continued customer loyalty. Many of our customers have been working with us for a period ranging from 6 to 15 years. We have created a good client base that will allow us to have sustainable growth with deeper focus.

Business Outlook:

CyberTech will grow, focus and excel in mapping solutions, SAP implementation and CyberSupport Services. I am excited about our Public Safety and GeoSpatial Platform development that leverages our expertise as a core GIS player. For the next year, I expect our offshore revenues to trend upward, larger number of GeoShield and GeoCivic wins and US will be win more recurring revenue projects.

I am grateful to our Executive Director and the Sales, Delivery and Financial Leaders of the Company for their unstinted support to our efforts to enhance shareholder value. Our employees are our biggest assets and I wish to record my sincere appreciation to their dedicated efforts.

The Company adheres to high level of transparency and corporate governance. We have an eminent Board of Directors such as Mr. A.V. Rajwade, Mr. Sudhir Joshi, Dr. N. L. Sarda, Dr. Shreepad Karmalkar, Mr. Ken Kenjale and Ms. Amogha Tadimety. I am grateful for their association with CyberTech and me. I would like to thank our US Board representatives for their involvement, counsel and support. I thank Banshi S Mehta & Co, Chartered Accountants, Mr. Farook Irani Esq and Vispi Patel and Associates, Chartered Accountants for their valuable help. I thank Mr. M. P. Bharucha Esq. of Bharucha & Partners for his friendship, help and counsel. I am grateful to Shri. B. V. Goud, Special Advisor to the Chairman for his substantial help in many matters and for his tireless efforts to help our Company.

On behalf of the entire organization I thank you, my fellow shareholders, for your continued support.

With regards,

Viswanath Tadimety

Trevose, PA, USA

August 13, 2015

NOTICE

Notice is hereby given that Twentieth (20th) Annual General Meeting (AGM) of **CyberTech Systems and Software Limited** will be held on Wednesday, September 30, 2015 at CyberTech House, Plot No. B-63/64/65, Road No. 21/34, J.B. Sawant Marg, MIDC, Wagle Estate, Thane – 400 604 at 03.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt :
 - a. The Audited Financial Statements for the year ended March 31, 2015 together with the Reports of the Board of Directors and the Auditors thereon.
 - b. The Audited Consolidated Financial Statements for the year ended March 31, 2015 together with the Reports of the Auditors thereon.
2. To declare Dividend on Equity Shares of the Company for the Financial Year 2014-15.
3. To appoint a Director in place of Mr. Steven Jeske (DIN 01964333), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and pass the following resolution, as an **Ordinary Resolution** :

“RESOLVED THAT pursuant to the resolution passed by the Members at the Annual General Meeting held on 30th September, 2014, in accordance with Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, approving the appointment of M/s. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E), as the Statutory Auditors of the Company for a period of 3 Financial Years i.e., Financial Year 2014-15 to 2016-17, the holding of office by M/s. Lodha & Co., Chartered Accountants, Mumbai, as the Statutory Auditors of the Company upto the conclusion of Annual General Meeting for the Financial Year 2016-17, be and is hereby ratified at such remuneration to be fixed by the Board of Directors of the Company in consultation with the Statutory Auditors of the Company.”

SPECIAL BUSINESS:

5. **Appointment of Mr. Anant Vishnu Rajwade (DIN: 00007232) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges, Mr. Anant Vishnu Rajwade (DIN: 00007232), who was appointed as an Additional Director by the Board of Directors of the Company with effect from March 30, 2015, and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received Notice in writing from a Member along with required deposit under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Anant Vishnu Rajwade for the office of Director, be and is hereby appointed as an Independent Director of the Company for 5 (five) consecutive years, not liable to retire by rotation and to hold the office for a period upto March 29, 2020.”

“RESOLVED FURTHER THAT any Director/Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things which may be necessary, usual, proper or expedient to give effect to the above resolution.”

6. **Appointment of Mr. M.P Bharucha (DIN: 00361911) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges, Mr. M.P. Bharucha (DIN: 00361911), who was appointed as a Director liable to retire by rotation and holding the office as an Independent Director and in respect of whom the Company has received a

notice in writing from a Member under Section 160 of the Companies Act, 2013, alongwith the required deposit, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold the office for a period upto 30th September 2019.”

“**RESOLVED FURTHER THAT** any Director/Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things which may be necessary, usual, proper or expedient to give effect to the above resolution.”

7. **Re-appointment of Mr. Ramasubramanian Sankaran (DIN: 05350841) as an Executive Director of the Company**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the Company hereby approves the re-appointment of Mr. Ramasubramanian Sankaran (DIN: 05350841) as an Executive Director of the Company for a period of three years effective from August 04, 2015, at such remuneration and on the terms and conditions, as per the Explanatory Statement attached to this notice, with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling and the terms and conditions of the re-appointment in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mr. Ramasubramanian Sankaran.”

“**RESOLVED FURTHER THAT** any Director/Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things which may be necessary, usual, proper or expedient to give effect to the above resolution.”

8. **Ratification of the Remuneration paid to Mr. Ramasubramanian Sankaran, Executive Director of the Company**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 of the Companies Act, 2013 (Act) and the rules made thereunder read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions, if any, of Section 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956 and subject to such other approvals, if any, required, the Members do hereby ratify the remuneration (as detailed in the Explanatory Statement) paid to Mr. Ramasubramanian Sankaran, Executive Director, during the tenure of his appointment from 04th August, 2012 to 03rd August, 2015.”

“**RESOLVED FURTHER THAT** any Director/Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things which may be necessary, usual, proper or expedient to give effect to the above resolution.”

9. **Payment of Commission to Independent Directors**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, and pursuant to the provisions of the Articles of Association of the Company, a sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, be paid to the non-executive independent directors of the Company or some or any of them in such amounts or proportion and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made with respect to the profits of the Company for each year, for a period of 5 (Five) years from the Financial Year 2014-15 to 2018-19.”

“**RESOLVED FURTHER THAT** any Director/Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things which may be necessary, usual, proper or expedient to give effect to the above resolution.”

By Order of the Board of Directors

Sateesh Wadagbalkar
GM & Company Secretary
Membership No:ACS 6512

Registered Office:

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 (West) – 400 604

Thane, August 13, 2015

Corporate Identification Number: L72100MH1995PLC084788

Tel: 91 22 25834643/44/45 Fax: 91 22 25832574

E-mail: cssl.investors@cybertech.com

Website: www.cybertech.com

Notes:

1. A Member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote on a poll, instead of himself/herself and the proxy need not be a member of the company. A person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) per cent of the total paid-up share capital of the Company.
2. In order to be effective, Proxy Form duly stamped and executed, must reach the Registered Office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting.
3. The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of the business mentioned under Item Nos. 5 to 9 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors under Item No. 5 to 9 of the Notice, are also annexed.
4. Members/Proxy holders / authorised representatives should bring the duly filled Proxy Form / Attendance Slip for attending AGM.
5. The Register of Directors and Key Managerial Persons and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. Additional information, pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, in respect of the Directors seeking re-appointment at the AGM is furnished hereunder. The Directors have furnished consent / declaration for their re-appointments as required under the Companies Act, 2013 and Rules thereunder.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN to the Company/M/s. Link Intime India Private Limited, Registrar and Transfer Agent of the Company.
9. The Register of Members and Transfer Books of the Company will be closed from Saturday September 19, 2015 to Wednesday, September 30, 2015 (Both days inclusive).
10. If the Dividend as recommended by the Board of Directors is approved at the AGM, payment of such dividend will be made on or after Wednesday, October 26, 2015 but before October 30, 2015 as under:
 - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Friday, September 18, 2015;
 - b) 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 Friday, September 18, 2015 whose name will appear on the Company's Register of Members on Friday, September 18, 2015.
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address,

change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s. Link Intime India Private Limited (LIIP) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to LIIP.

12. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or LIIP for assistance in this regard.
13. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
14. Members seeking any information with regard to the Accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
15. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to applicable provisions, if any, of the Companies Act, 1956/2013, all unclaimed/unpaid dividend, 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.

Members who have not yet encashed their dividend warrant(s) pertaining to the Dividend for the Financial Year 2007-08, onwards are requested to make their claims without any delay to Company or LIIP. It may be noted that the unclaimed Final Dividend for the Financial Year 2007-08 declared by the Company on September 30, 2008 can be claimed by the shareholders by September 30, 2015 and Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.

16. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
17. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015, and Clause 35B of the Listing Agreement, the Company has provided a facility to the members to exercise their votes electronically through electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting, through Ballot Paper, will be also made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their voting right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are mentioned in Note No. 21.
18. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with LIIP /Depositories.
19. In compliance with the provisions of section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.
20. The Company's Equity Shares are listed on BSE Limited and the National Stock Exchange of India Limited. The Company has paid the annual listing fee for the Financial Year 2014-15 to these stock exchanges.
21. The instructions for remote e-voting are as under:
 - (i) The voting period begins on **Sunday, September 27, 2015 at 9.00 A.M.** and ends on **Tuesday, September 29, 2015 at 5.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Wednesday, September 23, 2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after **5.00 P.M. on Tuesday, September 29, 2015.**
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN indicated in the PAN field. *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on stickers indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.



- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (XX) Mr. Rohit Ghaisas Practicing Company Secretary (CP No. 12782) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
- (XXI) The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (XXII) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be available for inspection and also placed on the website of the Company as well as on the website of CDSL namely www.cdslindia.com immediately after the declaration thereof.

IMPORTANT COMMUNICATION TO MEMBERS:

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Company’s Share Transfer Agent, M/s. Link Intime India Private Limited. Email : rnt_helpdesk@linkintime.co.in

By Order of the Board of Directors

Sateesh Wadagbalkar
GM & Company Secretary
Membership No:ACS 6512

Registered Office:

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 (West) – 400 604

Thane, August 13, 2015

Corporate Identification Number: L72100MH1995PLC084788

Tel: 91 22 25834643/44/45 Fax: 91 22 25832574

E-mail: cssl.investors@cybertech.com

Website: www.cybertech.com

STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 5:**

Mr. Anant Vishnu Rajwade (DIN 00007232) was appointed as an Additional Director by the Board of Directors at its meeting held on 30th March, 2015, to hold the office upto the date of Annual General Meeting of the Company.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. Anant Vishnu Rajwade as an Independent Director of the Company.

Mr. Anant Vishnu Rajwade has submitted the declaration of independence, as required pursuant to Section 149(7) of the Companies Act, 2013, stating that he meets the criteria of independence as provided in sub-section (6). Further, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Board of Directors of the Company is of the opinion that Mr. Anant Vishnu Rajwade, is a person of integrity and fulfils the conditions specified in the Act, for such an appointment and possesses the requisite experience and knowledge, which are relevant to the business of the Company and his continued association would be of immense benefit to the Company.

The Board of Directors of your Company recommends the resolution as set out under Item No. 5, in relation to appointment of Mr. Anant Vishnu Rajwade as an Independent Director up to 29th March, 2020, for the approval of the shareholders of the Company, to be passed as an Ordinary Resolution.

Except Mr. Anant Vishnu Rajwade, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution except to the extent of the shareholding in the Company, if any.

Copy of all the documents mentioned herein above, along with the letter of appointment of Mr. Anant Vishnu Rajwade as an Independent Director setting out the terms and conditions, would be available for inspection by the shareholders at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days from the date hereof up to the date of the AGM.

Information / disclosure required to be furnished under Clause 49 VIII (E) of the Listing Agreement about Mr. Anant Vishnu Rajwade is given in the Corporate Governance Report which forms part of this Annual Report.

Item No. 6 :

Mr. M.P. Bharucha, (DIN 00361911) the existing Director on the Board of the Company, is a Non-Executive Director. Mr. M.P. Bharucha is a partner of M/s. Bharucha & Partners and has been associated with the Company as the solicitor of the Company, from the Initial Public Offer of the Company. The Board of Directors had earlier considered him as a Non-independent Director on account of availing the legal services from his firm.

The members of the Company had re-appointed him as a Director liable to retire by rotation at the Annual General Meeting held on 30th September, 2011, under the provisions of the Companies Act, 1956. However, with the Companies Act, 2013 coming into effect from 01st April, 2014, Mr. M. P. Bharucha, could be considered as an Independent Director, on account of the payment made to his firm by the Company is lesser than threshold limits prescribed under the Rules. The Board of Directors of the Company has accordingly appointed him as an Independent Director with effect from October 1, 2014 and Mr. M.P. Bharucha has furnished the declaration of independence, as required pursuant to Section 149(7) of the Companies Act, 2013, stating that he meets the criteria of independence as provided in sub-section (6) of Section 149 and he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Board recommends to the members to appoint Mr. M.P. Bharucha, as an Independent Director of the Company, not liable to retire by rotation upto September 30, 2019, to be passed as an Ordinary Resolution.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. M.P. Bharucha as an Independent Director of the Company.

Mr. M.P. Bharucha is a solicitor and possesses requisite experience and knowledge and the Board of Directors of the Company is of the opinion that his continued association would be of immense benefit to the Company.

Except Mr. M.P. Bharucha, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution except to the extent of the shareholding in the Company if any.

Copy of all the documents mentioned herein above, along with the letter of appointment of Mr. M.P. Bharucha as an Independent Director setting out the terms and conditions, would be available for inspection by the shareholders at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days from the date hereof up to the date of the AGM.

Information / disclosure required to be furnished under Clause 49 VIII (E) of the Listing Agreement about Mr. M.P. Bharucha is given in the Corporate Governance Report which forms part of this Annual Report.

Item No. 7:

The Board of Directors at their Meeting held on May 26, 2015, based on the recommendation of Nomination and Remuneration Committee, has proposed to re-appoint Mr. Ramasubramanian Sankaran as the Executive Director of the Company, for a period of three years with effect from 04th August, 2015, on the following terms and conditions as set out herein below:

- I. **Salary:** Not exceeding ₹ 3,62,500/- per month and Reimbursements, with such annual increment as may be decided by Board of Directors.
- II. **Performance Linked Incentive:** Mr. Ramasubramanian Sankaran shall also be entitled to performance linked incentive based on the specific goals mutually set and approved by the Board of Directors or any committee of Directors from time to time.
- III. **Perquisites & Allowances:** Perquisites are classified into three parts A, B and C as follows:

Part A:

- i. Medical Reimbursement: Expenses incurred for self and family incurred in accordance with the rules of the Company.
- ii. Leave Travel Allowance for self and family once in a year incurred in accordance with the rules of the Company.
- iii. Fees of clubs subject to a maximum of two clubs excluding admission and Life Membership Fees, if any approved by the Board of Directors.
- iv. Personal Accident Insurance: The amount of the annual premium at actual if any approved by the Board of Directors.

Part B:

Contribution to provident fund, superannuation fund or annuity fund will not be included in computation of ceiling on perquisite to the extent that these either singly or put together are not taxable under the Income Tax Act.

Gratuity: Gratuity payable shall be in accordance with the Company's Scheme as may be applicable or amended from time to time.

He shall be entitled to 24 days leave with full salary for every 12 months of service or part thereof, encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

Part C:

The Company shall provide a Car with driver, and mobile, telephone, communication facilities at residence of Executive Director. Provision of Car for use of the Company's business and telephone, communication facilities at residence will not be considered as perquisites. Personal Long distance call and use of car for private purpose shall be billed by Company on the Executive Director.

OTHERS

Mr. Ramasubramanian Sankaran shall be entitled to reimbursement of expenses, entertainment, travelling expenses, boarding and lodging and all other incidental expenses in connection with and for the business of Company in India and abroad and will not be deemed/treated as a perquisite.

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable or at actual cost.

Minimum Remuneration: Pursuant to the proviso to clause (A) of Section II of Part II of Schedule V to the Companies Act, 2013, if the resolution approving the re-appointment of and remuneration payable to the Executive Director (in whole-time employment) is passed by the members by way of a special resolution, the maximum ceiling on remuneration mentioned above would be doubled. Considering Mr. Ramasubramanian Sankaran contribution to the Company, it is proposed to pass the resolution as a special resolution for a maximum remuneration up to ₹84 Lacs p.a. to be paid to him, considering the effective capital of the Company is more than ₹5 crores but less than ₹100 Crores as per Balance Sheet for the year ended 31st March, 2015 subject to approval of Nomination and Remuneration Committee and the Board of Directors of the Company.

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable or at actual cost.

The scope and quantum of remuneration and perquisites specified above herein may be enhanced, enlarged, widened, altered or varied by the Board of Directors in the light of and in conformity of the Companies Act and or/ the rules and regulations made thereunder and/ or such guidelines as may be announced by Central Government from time to time.

The following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I. General Information:

1) Nature of Industry:

Information Technology

2) Date or expected date of Commencement of Commercial production:

The Company was incorporated on 19th January, 1995 and commenced its commercial production in the same Financial Year.

3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4) Financial performance based on given indicators - as per audited financial results for the year ended 31st March 2015:

Particulars	₹ in Million
Income from Operations	396.95
Other Income	43.05
Total Expenses	391.31
Net Profit as per Profit & Loss Account (after tax)	817.12
Profit as computed under Section 198 of the Companies Act, 2013	84.94
Net worth	739.67

5) Foreign Investment or collaborations, if any:

The Company has investment in the in the following overseas subsidiary.

CyberTech Systems and Software Inc. U.S.A

II. Information about the appointee

1) Background Details:

Mr. Ramasubramanian Sankaran, 50, is a graduate in Commerce and has been associated with CyberTech for past 18 years.

2) Past Remuneration:

The total remuneration drawn by Mr. Ramasubramanian Sankaran for the period was ₹31.26 Lacs including leave encashment.

3) Job profile and his suitability:

He has been associated with CyberTech for past 18 years. He has considerable experience in Corporate Management, Finance, Taxation and Administration.

4) Remuneration proposed:

Remuneration payable to Mr. Ramasubramanian Sankaran has already been mentioned in the explanatory statement.

5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the qualifications, experience and expertise of Mr. Ramasubramanian Sankaran, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

6) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Mr. Ramasubramanian Sankaran has no pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel.

III. Other Information

i) Reasons for loss or inadequate profits:

Though the Company is achieving profits, but the same could be considered as inadequate and considering the managerial personnel's abilities, rich experience and expertise of the Executive Director, the Company would be required to compensate him adequately.

ii) Steps taken or proposed to be taken for improvement:

The Company is trying to grow its GIS and many application maintenance projects have been transformed into long term annuity projects. The Company continues to focus on delivering services to its identified market segments in its core technology areas. It continues to align its sales and delivery organizations to an offshore centric model as well as sustainable entry in to Domestic GIS market.

iii) Expected increase in productivity and profits in measurable terms:

The above measures undertaken are expected to yield positive results and improve the Financial performance of the Company in the coming years.

Except Mr. Ramasubramanian Sankaran, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution except to the extent of the shareholding in the Company, if any.

The Board of Directors of your Company recommends the resolution as set out under Item No. 7, in relation to re-appointment of Mr. Ramasubramanian Sankaran as an Executive Director, for the approval of the shareholders of the Company, to be passed as a Special Resolution.

Copy of all the documents mentioned herein above would be available for inspection by the shareholders at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days from the date hereof up to the date of the AGM.

Information / disclosure required to be furnished under Clause 49 VIII (E) of the Listing Agreement about Mr. Ramasubramanian Sankaran is given in the Corporate Governance Report which forms part of this Annual Report.

ITEM NO. 8

Mr. Ramasubramanian Sankaran, was appointed as an Executive Director for a period of 3 (three) years, w.e.f. 04th August, 2012. Members of the Company approved his appointment and remuneration for the F.Y. 2012-13 at the AGM held on September 28, 2012 with liberty to Board to grant him Annual increment as it deem fit.

The Board of Directors had revised his annual increment and performance Linked Bonus paid to him based on the recommendation of Nomination and Remuneration committee during his tenure in the following manner:

Particular	2013-14 ₹	2014-15 ₹	2015-16 (From April 1, 2015 to August 3, 2015) ₹
Basic	9,32,997	9,75,135	3,73,347
HRA	3,73,203	3,90,057	1,49,339
LTA	77,721	81,228	31,099
Medical Exp. Reimbursement	15,000	15,000	5,099
Sodexo Coupons	15,600	15,600	5,303
Special Allowance	5,55,495	7,90,500	387,633
Performance Bonus	5,75,000	6,00,000	203,973
Vehicle Expenses Reimbursement	1,50,000	1,50,000	69,884
Communication Exp. Reimbursement	30,000	30,000	18,295
One time incentive	-	-	166,667
Gross Total CTC (p.a.)	27,25,016	30,47,520	1,410,639
Will be Eligible for Leave Encashment and Gratuity as applicable			

ESOP granted to Mr. Ramasubramanian Sankaran

Particular	2013-14	2014-15	2015-16 (From April 1, 2015 to August 3, 2015)
Date of Grant	13.08.2013	30.09.2014	26.05.2015
Rate per option	₹11.34	₹44.30	₹34.12
No. of ESOP granted	1,00,000	2,00,000	2,00,000
No of ESOP Vested as on 21.5.2015	25,000	-	-

The above remuneration paid to Mr. Ramasubramanian Sankaran is within the limit specified under Section 198, 269, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956 vis-a-vis Schedule V of the Companies Act, 2013.

Except Mr. Ramasubramanian Sankaran, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution except to the extent of the shareholding in the Company, if any.

The Board of Directors of your Company recommends the resolution as set out under Item No. 8, in relation to ratification of remuneration paid to Mr. Ramasubramanian Sankaran as an Executive Director, for the approval of the shareholders of the Company, to be passed as a Special Resolution.

Copy of all the documents mentioned herein above would be available for inspection by the shareholders at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days from the date hereof up to the date of the AGM.

ITEM NO.9

The Members of the Company at the Annual General Meeting held on September 28, 2012, by Special Resolution had approved the payment of remuneration by way of commission (not exceeding 1% of the net profits of the Company for each year) to Non Executive Independent Directors, for a period of five years commencing from FY 2012-13.

Although the approval is valid till F.Y. 2017-18, however, considering the amendment under the Companies Act, 2013 the resolution proposes to seek approval of members in accordance with Section 197 of the Companies Act, 2013 in order to continue payment of the commission to non executive directors. The Board of Directors, in accordance with the Remuneration policy of the Company, will determine each year the specific amount to be paid as commission to the non-executive independent directors, which shall not exceed 1% of the net profits of the Company for that year, as computed in the manner referred to in Section 198 of the Act.

Except the Non-Executive Independent Directors and their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution except to the extent of the shareholding in the Company.

The Board of Directors of your Company recommends the resolution as set out under Item No. 9, in relation to the Commission to be paid to Non Executive Independent Directors, for the approval of the shareholders of the Company, to be passed as a Special Resolution.

Copy of all the documents mentioned herein above would be available for inspection by the shareholders at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days from the date hereof up to the date of the AGM.

By Order of the Board of Directors

Sateesh Wadagbalkar
GM & Company Secretary
ACS 6512

Thane, August 13, 2015

Registered Office:

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 (West) – 400 604

Corporate Identification Number (CIN) : L72100MH1995PLC084788

Tel: 91 22 25834643/44/45 Fax: 91 22 25832574

E-mail: cssl.investors@cybertech.com,

Website: www.cybertech.com

Annexure A

Details of the Directors seeking re-appointment/ appointment in the Twentieth (20th) Annual General Meeting pursuant to Clause 49 of the Listing Agreement:

Particulars	Mr. Steven Jeske	Mr. Anant Vishnu Rajwade	Mr. M.P Bharucha	Mr. Ramasubramanian Sankaran
Date of Birth	9-12-1952	28-09-1936	29-10-1948	02-07-1965
Age	62 Years 8 Months	78 Years 10 Months	66 Years 9 Months	50 Years 1 Month
DIN	01964333	00007232	00361911	05350841
Date of appointment/ reappointment	28-09-2012	30-03-2015	30-09-2011	To be re-appointed with effect from 04-08-2015
Date of first appointment on Board	22-12-2007	23-05-1995	23-05-1995	04-08-2012
Terms and Conditions of appointment	Director retiring by rotation, looks after the overseas business of the Company	Please refer Report on Corporate Governance	Please refer Report on Corporate Governance	Whole Time Director in India , Appointment will be for a period of three years
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil	Nil	Nil	Nil
Remuneration sought to be paid	Sitting Fees	Sitting Fees and Commision, if any	Sitting Fees and Commision, if any	₹48.17 lacs and Reimbursements
Remuneration Last Drawn	Please refer Report on Corporate Governance	Please refer Report on Corporate Governance	Please refer Report on Corporate Governance	Please refer Report on Corporate Governance
Qualification & Experience in specific functional area	Director and Chief Financial Officer , Group since 1999. At CyberTech he has been involved in strategy and financing decisions, including building several promising technology practice areas such as Internetworking and Geospatial Solutions to substantial size and scale	B.Sc.(Hons.) CAIIB, Eminent consultant in the areas of Foreign Exchange , Risk Management and Corporate Financial Services	LL.B., Solicitor High Court, Mumbai, Solicitor Supreme Court of England and Wales, Solicitor High Court, Hong Kong, A Leading M & A and Corporate lawyer in India	Graduate in Commerce. Executive Director and Chief Financial Officer of CyberTech Systems and Software Ltd. He has considerable experience in Corporate Management, Finance and Taxation
No. of Meetings of the Board attended during the year	Please refer Report on Corporate Governance	Please refer Report on Corporate Governance	Please refer Report on Corporate Governance	Please refer Report on Corporate Governance
Directorships held in other companies*	Please refer Report on Corporate Governance	Please refer Report on Corporate Governance	Please refer Report on Corporate Governance	Please refer Report on Corporate Governance
Memberships/ Chairmanships of Committee in other public limited companies (includes only Audit & Shareholders'/ Investors' Grievance Committee)	Please refer Report on Corporate Governance	Please refer Report on Corporate Governance	Please refer Report on Corporate Governance	Please refer Report on Corporate Governance
Shareholding, if any, in the Company	24,31,433	Nil	Nil	Nil

BOARD'S REPORT

Dear Members,

Your Directors are pleased to present the Twentieth Annual Report together with the Audited Financial Statements of the Company for the year ended March 31, 2015. This report includes both standalone results of the Company (CyberTech Systems and Software Ltd.) as well as the consolidated results of the Company and its subsidiary CyberTech Systems and Software Inc., USA.

FINANCIAL RESULTS

(₹ in million)

	Standalone		Consolidated	
	2014-15	2013-14	2014-15	2013-14
Gross Revenue	440.00	459.51	669.03	730.83
Profit before Interest & Depreciation	77.45	125.86	55.13	125.48
Interest	5.76	4.76	5.76	4.76
Depreciation	23.00	14.48	30.88	24.64
Profit before Exceptional Items and tax	48.69	106.62	18.49	96.08
Exceptional items	(56.19)	Nil	(56.19)	Nil
Profit before tax	104.88	106.62	74.68	96.08
Provision for tax	22.17	19.74	22.17	19.74
Income Tax adjustments from earlier years	1.00	Nil	1.00	Nil
Profit after tax	81.71	86.88	51.51	76.34
Accumulated profit brought forward from previous year	263.57	207.66	158.31	112.94
Provision for Dividend (includes dividend tax of ₹4.50 million)	32.25	30.97	32.25	30.97
Balance to be carried forward	313.03	263.57	178.07	158.31

DIVIDEND

Your Directors have the pleasure of recommending Dividend @10% (Re.1/-) per Equity Share of ₹10/- each for the Financial Year ended March 31, 2015, amounting to ₹32,251,448/- (inclusive of tax of ₹5,455,105), subject to approval of members at the ensuing Annual General Meeting.

The dividend will be paid to members whose names appear in Register of Members on **September 18, 2015** and in respect of shares held in dematerialized form, it will be paid to members whose names that may be furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as the beneficial owners as on that date.

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

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

The Company's primary focus continues to be delivering offshore development and support services in the Company's core technology areas. We are happy to inform that during the year the Company has made an effort to develop a product suite that is useful for all Municipalities' requirements. There was a slight reduction in the Offshore and Domestic revenue compared to the previous year. The Company continued to receive income from surplus office premises that earned rental income.

The Company's performance for the year on standalone basis is as follows:

- Total revenue during the year 2014-15 amounted to ₹440.00 million as compared to ₹459.51 million during the previous year. Total revenue is comprised of revenue from operations and other income, as follows:

Revenue from operations for the year ended March 31, 2015 amounted to ₹396.95 million as against ₹406.57 million for the previous year. Operating revenue includes both software support and development activities. Revenue is reduced by 2.37% due to marginal reduction in domestic business as well as Offshore business.

- Other Income amounted to ₹43.05 million as against ₹52.94 million in the previous year.

CyberTech continues to strive for growth. The Company has grown its GIS Business substantially over the past few years. Many of the Application Maintenance projects are transformed into long term annuity projects. To allow the Company to continue this evolution, the top management of the Company has realigned the organization, established autonomy in a few new business units and streamlined the business model.

The consolidated group continues to focus on delivering services to its identified market segments in its core technology areas. It continues to align its sales and delivery organizations to an offshore centric model as well as sustainable entry in to Domestic GIS market.

CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the Company, including its wholly owned US subsidiary are prepared in accordance with Accounting Standard 21 (Consolidation of Accounts) as prescribed by the Institute of Chartered Accountants of India and in compliance with the terms of the listing agreement with the Stock Exchanges. 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 SUBSIDIARY IN USA

The Company owns 100% interest in CyberTech Systems and Software Inc., USA (CSSI) which was formed on June 12, 2003 in the State of Delaware in the United States of America, whose results are consolidated herein.

During the year, CyberTech Systems and Software, Inc. (USA) reported an operating loss of ₹22.32 million before interest and depreciation on total revenue of ₹565.42million. The net loss of the subsidiary for F.Y. 2014-15 aggregated to ₹30.19 million.

The Company is taking steps to increase the revenue of CyberTech Systems and Software, Inc. (USA) and the Board is of the opinion that it will be able to wipe off the accumulated losses of CyberTech Systems and Software, Inc. (USA) gradually.

The Statement in form AOC-1 containing salient features of the financial statements of Company's Subsidiary is attached to the Board's Report as **Annexure 1**.

BUSINESS OPERATIONS OVERVIEW AND OUTLOOK

During the year GeoCivic® Property Tax Management solution was considered for development, stabilization and product maturity. This decision is based on the initial market study and ongoing mission mode projects of Government of India like Smart cities and Amrut (formerly known as JNNURM) and exposure to the domain area. GeoCivic® is under implementation with some of the Municipal Corporations and GeoCivic® specifications are part of many tenders floating across many municipal corporations. The development and evolution of GeoCivic® is almost in last stages and based on the initial demonstrations, many Municipal corporations have shown interest in implementation of this application to leverage their geographic intelligence and to optimize civic planning and development. Considering the amount of interest shown by these Local Civic Bodies, your Company expects to grow its business in this area considerably in the next few years.

On March 5, 2014, CyberTech's India Business Unit, announced the launch of '**CyberTech Risk Center**' that offers advanced Risk Visibility Solutions dedicated to the Indian Public and Corporate sector. The risk center has been formed under an MOU between CyberTech and NC4 - the world leader in risk management and situational awareness solutions. CyberTech Risk Center provides Indian organizations with geo-coded information on incidents that are likely to impact them, in near-real time, thus helping Indian organizations ensure business continuity, while safeguarding their employees and physical assets.

Risk Centre business has already seized first customer in India which is the IT Giant namely Infosys. There are many more customers in the pipelines. Also India Risk centre feed are used by several customers in U.S.A. which has started generating recurring revenue for the Company.

AWARDS AND RECOGNITIONS

Awards

CyberTech received the "Skoch Order of Merit" in the 37th Skoch Summit on "Minimum Government, Maximum Governance" held at the India Habitat Centre, New Delhi on 19-20th September 2014. CyberTech has received this prestigious recognition as "India's best governance projects 2014" for the excellent project conceptualized and delivered for the city of Bangalore. The project has been awarded this appreciation in two categories: 'Smart Governance' & 'Advanced Technology'.

The Skoch Digital Inclusion awards is a highly renowned and prestigious platform instituting India's highest independent civilian honors in the field of Governance, Finance, Technology, Economics, and the Social Sector. CyberTech's selection has come after a fierce competition among more than 1000 entries from across the country, including leading national and international IT and technology companies. CyberTech's selection for this 'Order of Merit' speaks volumes for the customer acceptance and quality of its GeoCivic® solution. It is a reflection of the success that CyberTech has had at building market-driven solutions on leading ESRI technologies.

This achievement will not only help in creating a stronger GeoCivic® brand, but will also create better opportunities for CyberTech to reach out to its target market and deliver better value to its customers.

Recognition

CMMI Recognition

CyberTech has been assessed for CMMI for Software Development and has been successfully appraised for Level 3.

CMMI is an Internationally recognised and accepted model by IT industry for the software development. It assures process oriented approach for delivering Quality Product and timeliness in delivery. Through CMMI, CyberTech now has detailed processes to guide the product lifecycle from its conception to final delivery. CMMI Institute, USA, has now officially published on its website about CyberTech achieving this prestigious status of CMMI Level 3.

EXPANSION ACTIVITIES

During the year under review, the Company received Occupancy Certificate from the Thane Municipal Corporation for the construction of the 4th floor, which has expanded an additional capacity of 35,000 sq.ft. and can accommodate around 250 IT professionals.

SHARE CAPITAL

The paid up share capital of the company as on March 31, 2015 was ₹267,963,430. During the year under review, the Company has issued 325,000 equity shares under Employee Stock Option Scheme.

FIXED DEPOSITS

The Company has not accepted any public deposit and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of Balance Sheet.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 in the prescribed form AOC-2, is appended as **Annexure 2** to the Board's Report. Further, in terms of the requirement under AS-18, the detail of the Transactions with the Related Parties are provided under Note No. 26 of the Audited Financial Statements for the Financial Year ended March 31, 2015. The Directors further report that there are no materially significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel or other designated persons, which may have a potential conflict with the interest of the Company at large. All related party transactions that were entered into during the financial year were made on an arm's length basis and were in the ordinary course of business. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website: www.cybertech.com.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not granted any loan, guarantee, investment to any person, other than its wholly owned subsidiary. The detail or given in the Notes to Financial Statement.

RISK MANAGEMENT POLICY

Pursuant to the requirements of Clause 49 of the Listing Agreement, the Company has constituted a Risk Management Committee.

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

The Company's internal control systems with reference to the Financial Statements are adequate and commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested by Statutory as well as Internal Auditors. Significant audit observations, if any, and follow up actions thereon, are reported to the Audit Committee.

The policy on Risk Management as approved by the Board is uploaded on the Company's website www.cybertech.com.

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-3** and are forming part of this Report.

MANAGERIAL REMUNERATION & PARTICULARS OF EMPLOYEES

The information required under section 197 of the Companies Act, 2013 read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Non-Executive Directors	Ratio to median remuneration
Mr. Viswanath Tadimety	0.47
Mr. Steven Jeske	0.21

Ms. Amogha Tadimety	0.05
Mr. M. P. Bharucha	0.85
Mr. Sudhir Joshi	1.17
Dr. N.L. Sarda	1.17
Mr. Prakash Kenjale	0.52
Dr. Shreepad Karmalkar	0.36
Executive Director	
Mr. Ramasubramanian Sankaran	8.10

b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Directors, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
Mr. Viswanath Tadimety -Chairman	200.00
Mr. Steven Jeske- Director	33.33
Ms. Amogha Tadimety-Director	-
Mr. M. P. Bharucha-Director	725.00
Mr. Sudhir Joshi-Director	28.57
Dr. N.L. Sarda-Director	50.00
Mr. Prakash Kenjale-Director	42.86
Dr. Shreepad Karmalkar - Director	-12.50
Mr. Ramasubramanian Sankaran -Executive Director and CFO	13.15
Mr. Sateesh Wadagbalkar-Company Secretary	10.46

c. The percentage increase in the median remuneration of employees in financial year: 22%

d. The number of permanent employees on the rolls of company: 428

e. The explanation on the relationship between average increase in remuneration and Company performance

On an average, employees received an annual increase of 15% in India. The individual increments varied from 8% to 15%, based on individual performance. The increase in remuneration is in line with the market trends . In order to ensure that remuneration reflects Company performance, the performance pay is also linked to organization performance, apart from an individual's performance.

f.	Comparison of the remuneration of the key managerial personnel against the performance of the Company	(₹ Million)
	Aggregate remuneration of key managerial personnel (KMP) in FY15	5.92
	Revenue	396.95
	Remuneration of KMPs (as % of revenue)	1%
	Profit before Tax (PBT)	104.88
	Remuneration of KMP (as % of PBT)	5.64%

g.	Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year	₹	₹	
	Particulars	31-Mar-15	31-Mar-14	% change
	Market capitalisation	747,617,970	627,370,829	19.17
	Price Earnings Ratio	9.09	7.23	25.77

h. Percentage increase over decrease in market quotations of shares of the company in comparison to the rate at which the

Company came out with the last public offer. **Not applicable.**

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

The average annual increase was around 15%. However, during the course of the year, the total increase is approximately 15%, after accounting for promotions and other event based compensation revisions. Increase in the managerial remuneration for the year was 11%.

- j. Comparison of each remuneration of the key managerial personnel against the performance of the Company:

	Ramasubramanian Shankaran	Sateesh Wadagbalkar
	Executive Director & CFO	GM & Company Secretary
	(₹ Million)	(₹ Million)
Remuneration in FY15	3	1
Revenue (₹)	397	397
Remuneration (as % of revenue)	0.79%	0.24%
Profit before Tax (PBT)	105	105
Remuneration (as % of PBT)	2.98%	0.90%

- k. The key parameters for any variable component of remuneration availed by the directors:

The members have, at the AGM of the Company on September 30, 2014 approved payment of commission to the non-executive directors within the ceiling of 1% of the net profits of the Company as computed under the applicable provisions of the Act. The said commission is decided each year by the board of directors and distributed amongst the non-executive directors based on their attendance and contribution at the board and certain committee meetings, as well as the time spent on operational matters other than at meetings.

- l. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.

Name of the Employee	Ratio
Mr. Anirban Biswas	1.05
Mr. Vishal Bargat	1.13
Mr. Ambadas Bhole	1.48

- m. Affirmation that the remuneration is as per the remuneration policy of the Company.

The Company affirms remuneration is as per the remuneration policy of the Company.

- n. There were no employees in receipt of remuneration during the year requiring disclosure under section 197(2) read with Rule 5 (2) of the companies Appointment and remuneration of Managerial Personnel) Rules, 2014.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (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 Internal Complaints Committee as per legal guidelines has been set up. This policy allows employees to report sexual harassment at the workplace. 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 2014-15, no complaints were received regarding Sexual harassment.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report, appearing in this Annual Report, review the operations of the Company in more detail and forms part of this Report.

CORPORATE GOVERNANCE

As per the Listing Agreement with the Stock Exchange(s), the Company has complied with the requirements of the Corporate Governance provisions of the Listing Agreement. A report on Corporate Governance is attached to this report.

DIRECTORS

In compliance with the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Prakash Kenjale, Mr. Sudhir Joshi, Dr. Shreepad Karmalkar Dr. N.L. Sarda were appointed as Independent Directors on the Board of Directors of your Company at the 19th AGM held on September 30, 2014 to hold office up to five (5) consecutive years upto September 29, 2019.

Ms. Amogha Tadimety was appointed as a Woman Director retiring by rotation at the 19th Annual General Meeting held on September 30, 2014 to comply with provision of Section 149 of the Companies Act, 2013 read with Rule 3 of Companies (Appointment and Qualification of directors) Rules, 2014.

The Board at its meeting held on March 30, 2015 appointed Mr. A.V. Rajwade as an Additional Director of the Company, who holds office upto the date of the ensuing Annual General Meeting. The Nomination and Remuneration Committee has recommended his appointment as an Independent Director of the Company for period of five years.

Mr. M.P. Bharucha, the solicitor of the Company, was appointed as a Director liable to retire by rotation. As the total payment made by the Company to his firm M/s. Bharucha and Partners is less than 10% of the gross turnover of his firm during last three years, the Board of Directors appointed him as an Independent Director for a period of 5 years ending on September 30, 2019.

Mr. Steven Jeske, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

On the recommendation of the Nomination & Remuneration Committee, Mr. Ramasubramanian Sankaran was reappointed as the Executive Director with effect from 4th August, 2015 for a period of three years subject to the approval of shareholders in ensuing Annual General Meeting.

The brief resume of the Directors seeking appointment or re-appointment and other related information has been detailed in the Notice convening 20th Annual General Meeting.

Necessary resolution seeking the approval of the members for appointment / re-appointment of above Directors have been proposed in the Notice convening the ensuing Annual General Meeting.

Your Directors recommend their appointments .

NUMBER OF MEETINGS OF THE BOARD AND AUDIT COMMITTEE

The details of the number of Board and Audit Committee meetings of your Company are set out in the Corporate Governance Report which forms part of this Report.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013 that he meets the criteria of independence laid down in section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

BOARD EVALUATION

Clause 49 of the Listing Agreement mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board approved the evaluation results as collated by the Nomination and Remuneration Committee.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Every new independent director of the board attends an orientation program. To familiarize the new inductees with the strategy, operations and functions of our Company, the Chairman makes presentation to the inductees about the company's strategy, operations, product and service offerings, markets, software delivery, organization structure, finance, human resources, technology, quality, facilities.

Further, at the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlying his role,

functions, duties and responsibilities as an independent director. The format of the letter of appointment is available on the website of the Company, www.cybertech.com.

COMMITTEES OF THE BOARD

Currently, the Board has five committees: the Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee and Executive Committee.

A detailed note on the Board and its committees is provided under the Corporate Governance Report section in this Annual Report. The composition of the committees and compliances, as per the applicable provisions of the Act and the Rules, are as follows:-

Name of the Committee	Composition of the Committee	Highlights of duties, responsibilities and the activities
Audit Committee	Mr. Sudhir Joshi, Dr. N.L. Sarda, Dr. Shreepad Karmalkar and Mr. Anant V. Rajwade	All recommendations made by the Audit Committee were accepted by Board.
		The company has adopted Vigil Mechanism Policy for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the company's Code of conduct and ethics. The Vigil Mechanism Policy has also been placed on the website of the Company www.cybertech.com .
		In accordance with the requirements of the Listing Agreement, the company has formulated policies on related party transactions. This policy is available on the website of the company.
Nomination and Remuneration Committee	Mr. Sudhir Joshi, Dr. N.L. Sarda, Dr. Shreepad Karmalkar and Mr. Viswanath Tadimety	The committee oversees and administers executive compensation, operating under a written charter adopted by the Board of Directors.
		The Committee reviews, the compensation of Executive Director, and Senior Executives to align both short term and long term compensation with business objectives and to link compensation with the achievement of measurable goals.
		The Nomination and Remuneration Committee has framed the nomination and remuneration policy. A copy of the policy is available on the Website of the Company www.cybertech.com .
Corporate Social Responsibility Committee	Mr. Sudhir Joshi, Dr. N.L. Sarda, Mr. Viswanath Tadimety and Mr. Ramasubramanian Sankaran	The Board has laid out the company's policy on Corporate Social Responsibility.
		During the year the company has not spent any amount on corporate Social Responsibility due to reduction in profit on Consolidation basis and to conserve cash.
		The CSR Policy is available on the website of the Company www.cybertech.com .
Stakeholders' Relationship Committee	Mr. Anant V. Rajwade, Mr. Sudhir Joshi and Mr. Ramasubramanian Sankaran	The Committee reviews and ensures redressal of investors grievances.

		The Committee noted that all the grievances of the investors have been resolved during the year.
Executive Committee	Mr. Viswanath Tadimety Mr. Anant V. Rajwade Mr. Sudhir Joshi Mr. Ramasubramanian Sankaran	Budgets, Financials and other administrative matters.

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

The financial statements are prepared in accordance with the Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provision of the Act (to the extent notified) and guidelines issued by Securities and Exchange Board of India (SEBI). There are no material departures from the prescribed accounting standards in adoption of these standards.

The Directors' confirm that:

- i) in the preparation of the annual accounts for the financial year ended March 31, 2015, the applicable accounting standards have been followed alongwith proper explanation relating to material departures, if any;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii) the Directors have taken proper and sufficient care 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 frauds and other irregularities;
- iv) the Directors have prepared the annual accounts on a going concern basis;
- v) The Directors have laid down internal financial controls, which are adequate and are operating effectively; and
- vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

As required by clause 49 of the Listing agreement, the auditors' certificate on corporate governance is enclosed as to the Board's report.

AUDITORS

At the 19th Annual General Meeting held on September 30, 2014 M/s. Lodha & Co. (ICAI Firm Registration No. 301051E), Chartered Accountants (CAs), Mumbai were appointed as the statutory auditors of the Company to hold office up to the conclusion of Twenty Second Annual General Meeting to be held in the year 2017. In terms of the first proviso to section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for the ratification at every annual general meeting. Accordingly appointment of M/s. Lodha & Co., Chartered Accountants as Statutory Auditors of the Company is placed for ratification by the shareholders. In this regard the Company has received a certificate from the auditors to the effect that their appointment is in accordance with the provisions of section 141 of the Companies Act, 2013.

AUDITORS' REPORT

There are no adverse remark or disclaimer, qualification or reservation in the Auditors' Report.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed M/s. S. Anantha & Co., Practising Company Secretary to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as "**Annexure -3**" to this Report.

Necessary explanation to the observations made in the Secretarial Audit Report is as given below:

- a) Non-Filing of E-Form-MGT10 i.e., Return to be filed with Ministry of Corporate Affairs, whenever there is an increase or decrease of two percent or more in the shareholding of the Promoters and top ten shareholders within 15 days of such change by the Company:

Reply: The Company is required to file e-form MGT-10, in case of any change of increase / decrease of 2% or more in the shareholding of the Promoters and the top ten shareholders, and the 2% or more is calculated on the paid-up share capital of the Company.

During the year the change (increase) in the shareholding of the promoters is less than 2% of the paid-up share capital and the change, if any, in the shareholding of the top ten shareholders 2% or more of the paid-up share capital of the Company, have been filed.

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operation in future.

EXTRACT OF ANNUAL RETURN

In accordance with Section 92(3)(a) read with section 134(3)(a) of the Companies Act, 2013, an Extract of the Annual Return in the prescribed format is attached as **Annexure 4** to the Board's Report.

INTERNAL FINANCIAL CONTROL

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of business, including adherence to the company's policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

INFORMATION PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013

There were no employees in receipt of remuneration during the year requiring disclosure under section 197(12) of the Companies Act, 2013.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information with respect to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed pursuant to Section 134(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are given in **Annexure 5**.

EMPLOYEES STOCK OPTION PLAN

The position of ESOPs granted and exercised during the year is as under:

Number of options granted:	200,000
Pricing formula:	Not Applicable
Options vested:	A total of 256,250 options vested during the year.
Options exercised and number of shares arising out of such exercise:	325,000
Options lapsed:	During the year 50,000 options lapsed out of options granted.
Variations in terms of options:	There was no variation in the terms of options.
Money realized on exercise of options:	Nil
Total Number of options in force:	Total number of 1,025,000 options were in force as on 31.3.2015
ESOPs granted to senior managerial personnel:	For the year ended 31.3.2015, the Company granted 325,000 options to Senior Managerial Personnel. Further for the year ended 31.3.2015, the Company did not grant more than 1% of the issued capital of the Company to any one person as of the date of grant.

Method of Accounting

The Company has elected to use the intrinsic value method to account for the compensation cost of stock options to employees of the Company. Intrinsic value is the amount by which the quoted market price of the underlying share as on the date of grant exceeds the exercise price of the option.

Summary of the options outstanding under the Employees Stock Option Plan(ESOP):

	As at March 31, 2015		As at March 31, 2014	
	Options	Weighted Average Exercise Price (₹)	Options	Weighted Average Exercise Price (₹)
Options outstanding at beginning of the year	1,200,000	15.75	1,517,500	15.57
Granted during the year	200,000	44.30	375,000	11.34
Exercised during the year	325,000	17.29	0	0
Forfeited/lapsed during the year	50,000	17.95	692,500	12.95
Options outstanding at end of year	1,025,000	20.73	1,200,000	15.75
Vested options pending exercise	550,000	16.86	668,750	17.77

The following summarizes information about stock options outstanding:

As at March 31, 2015

Range of Exercise price	Number of Shares arising out of options	Weighted average remaining life (Years)	Weighted average Exercise Price (₹)
₹10 to ₹15	350,000	6	11.34
₹15 to ₹45	675,000	5	25.60

As at March 31, 2014

Range of Exercise price	Number of Shares arising out of options	Weighted average remaining life (Years)	Weighted average Exercise Price (₹)
₹10 to ₹15	375,000	6	11.34
₹15 to ₹23	825,500	5	17.76

Fair Value methodology for the option:

The fair value of options used to compute net income and earnings per equity share have been estimated on the dates of each grant within the range of ₹10 to ₹45 using the Black-Scholes pricing model. The Company estimated the volatility based on the historical share prices. The various assumptions considered in the pricing model for the options granted under ESOP are:

	As at March 31, 2015	As at March 31, 2014
Dividend yield	0-10%	0-10%
Expected volatility	10%-20%	10%-20%
Risk-free interest rate	6.46% - 6.65%	6.46% - 6.65%
Expected life of option	0 - 7 yrs	0 - 7 yrs

Impact of Fair value method on Net Profit and EPS

Had the compensation cost for the Company's Stock Option Plan outstanding been determined based on the fair value approach, the Company's net profit income and earnings per share would have been, as indicated below:

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Profit attributable to Equity Shareholders	81,711,516	86,884,875
Less: Stock-based compensation expense determined under fair value based method	4,428,463	177,868
Net Profit	77,283,053	86,707,007
Basic and diluted earnings per share (as reported)	2.90	3.27
Basic and diluted earnings per share (under fair value method)	2.85	3.27

Section 134(3) (I)

There have been no material changes and commitments which can affect the financial position of the Company between the end of the financial year of the Company and date of this report.

For and on behalf of the Board of Directors

Viswanath Tadimety
Chairman
DIN : (00008106)

Place : Trevose, PA, USA
Date : August 13, 2015

ANNEXURE -1 TO THE BOARD'S REPORT

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 companies

Name of the subsidiary	CyberTech Systems and Software Inc. USA
Reporting period of subsidiary	April14 to Mar15
Reporting Currency	USD
Exchange Rate	₹62.00
	(Amount in ₹)
Share Capital	93,982,700
Reserves and Surplus	(78,294,159)
Total Assets	204,960,343
Total Liabilities	204,960,343
Investments	-
Turnover	565,425,155
Profit before Tax	(30,199,101)
Provision for Taxation	-
Profit after taxation	(30,199,101)
% of shareholding	100%
Country	USA

ANNEXURE-2 TO BOARD'S REPORT

FORM NO. 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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	CyberTech Systems and Software Inc. USA, Wholly owned subsidiary
b)	Nature of contracts/arrangements/transaction	Sale of services
c)	Duration of the contracts/arrangements/transaction	Ongoing
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	₹336,394,042/-
e)	Date of approval by the Board	26.5.2015
f)	Amount paid as advances, if any	NA

ANNEXURE-3
Form No. 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 Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

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

I 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 my opinion thereon.

Based on my 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015, 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:

I further report that compliance with applicable laws is the responsibility of the Company and our report constitutes an independent opinion. Our report is neither an assurance for future viability of the Company nor a confirmation of efficient management by the company.

I 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, 2015 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 (There were Overseas Direct Investment made by the Company in its existing Wholly owned subsidiary company abroad and complied with requirements thereof, and there were no instances of Foreign Direct Investment received by the Company during the year. The Company has complied with the requirements of filing returns on annual basis, with respect to the Foreign Direct Investments and Overseas Direct Investment relating to the earlier period. There were no External Commercial Borrowing, hence, compliance requirements for the same are '**Not Applicable**' for the year under review); 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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not Applicable for the year under review**);

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (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 viz.:

- a) The Trade Marks Act, 1999; and
- b) The Information Technology Act, 2000.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India; **(Not Applicable for the year under review); and**
- (ii) The Listing Agreements entered into by the Company with BSE Limited and the National Stock Exchange of India Limited.

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

Non-filing of E-Form-MGT10 i.e., Return to be filed with Ministry of Corporate Affairs, whenever there is an increase or decrease of two percent or more in the shareholding of the Promoters and top ten shareholders within 15 days of such change by the Company.

With respect to delay in filings of E-forms with the Ministry of Corporate Affairs, the Company paid the additional fee and complied with the requirements.

I 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 / CEO / KMP taken on record by the Board of Directors of the Company, in my 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 various statutory / regulatory authorities and initiated actions for corrective measures and compliance thereof.

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

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, 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.

Adequate notice along with agenda was given seven days in advance to all directors to schedule the Board Meetings, and detailed notes on agenda were generally sent in advance, 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.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that during the audit period there were no events viz.:

- (i) Public/Right/sweat equity shares *(except allotment of 3,25,000 Equity shares under Employee Stock Option Scheme 2007 on 06th August, 2014 and 13th November, 2014);*
- (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 & Co.,
Company Secretaries
S. Anantha Rama Subramanian
Proprietor**

**FCS: 4443
CP No.: 1925**

**Place : Mumbai
Date : August, 13, 2015**

**ANNEXURE-4
Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2015**

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

I. REGISTRATION AND OTHER DETAILS:

- i) CIN:- L72100MH1995PLC084788
- ii) Registration Date: 19/01/1995
- iii) Name of the Company: CYBERTECH SYSTEMS AND SOFTWARE LIMITED
- iv) Category / Sub-Category of the Company: Public company
- v) Address of the Registered office and contact details
CyberTech House, Plot No. B-63/64/65, Road No. 21/34, J.B. Sawant Marg,, MIDC,
Wagle Estate, Thane -(West)-400 604
Tel No. 022 25834643/44/45 Fax No. 022 25832574
Email: cssl.investors@cybertech.com
Website. www.cybertech.com
- vi) Whether listed company: Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any
Link Intime India Private Limited,
C-13, Silk Mill Compound , L.B.S. Marg, Bhandup, Mumbai-400 078
Tel No. 022 25963838 Fax No. 022 25946969
Email : mumbai@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and 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 AND ASSOCIATE

SI. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	CYBERTECH SYSTEMS AND SOFTWARE INC, U.S.A.	N.A.	WHOLLY OWNED SUBSIDIARY	100	Section 2(87)(ii)

COMPANIES -

- Name : CyberTech Systems and Software Inc., U.S.A.
- Registered office : 1301, West, 22nd Street,
Suite 308,Oak Brook,
IL 60523
- CIN/GLN : Not Applicable
- Holding/Subsidiary/
Associate : Subsidiary
- % of Shares held : 100
- Applicable Section : 2(87)

iv. Shareholding pattern (Equity Share Capital Breakup as percentage of Total Equity)

1. Category-wise Share Holding :

Category Code	Category of shareholder	No. of shares held at the beginning of the year (i.e. April 1, 2014)				No. of shares held at the end of the year (i.e. March 31, 2015)				% change during the year
		DEMAT	PHYSICAL	TOTAL	% of total shares	DEMAT	PHYSICAL	TOTAL	% of total shares	
(I)	(II)									
(A)	Promoter and Promoter Group									
1	Indian									
(a)	Individuals/Hindu Undivided Family	113355	0	113355	0.43	163355	0	163355	0.61	0.18
(b)	Central Government/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total (A)(1)	113355	0	113355	0.43	163355	0	163355	0.61	0.18
2	Foreign									
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	9181337	0	9181337	34.62	9363014	0	9363014	34.94	0.32
(b)	Bodies Corporate	650000	0	650000	2.45	650000	0	650000	2.43	-0.02
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investors	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total (A)(2)	9831337	0	9831337	37.07	10013014	0	10013014	37.37	0.30
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	9944692	0	9944692	37.50	10176369	0	10176369	37.98	0.48
(B)	Public Shareholding									
1	Institutions									
(a)	Mutual Funds/UTI	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Financial Institutions / Banks	18	0	18	0.00	18	0	18	0.00	0.00
(c)	Central Government/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	48133	0	48133	0.18	48133	0	48133	0.18	0.00
(f)	Foreign Financial Institution	0	575	575	0.00	0	575	575	0.00	0.00
(g)	Foreign Banks	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investors	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total (B) (1)	48151	575	48726	0.18	48151	575	48726	0.18	0.00
2	Non-institutions									

(a)	Bodies Corporate	1305063	1225	1306288	4.93	1823679	1225	1824904	6.81	1.88
(b) (i)	Individuals - shareholders holding nominal share capital up to ₹1 Lakh	4083574	145197	4228771	15.97	4031007	133847	4164854	15.54	-0.43
(ii)	Individual shareholders holding nominal share capital in excess of ₹1 Lakh	4142487	134825	4277312	25.63	3572277	134825	3707102	13.83	-11.80
(c)	Qualified Foreign Investors	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Any Other									
i	Non Resident Indians (Repat)	701518	569473	1270991	4.79	702943	469698	1172641	4.38	-0.41
ii	Non Resident Indians (Non Repat)	83226	0	83226	0.31	87525	225000	312525	1.17	0.86
iii	Foreign Companies	0	3900000	3900000	14.71	0	3900000	3900000	14.55	-0.16
iv	Clearing Member	110892	0	110892	0.42	138877	0	138877	0.52	0.10
v	Directors / Relatives	0	0	0	0.00	50000	0	50000	0.19	0.19
vi	Trusts	445	1300000	1300445	4.90	345	1300000	1300345	4.85	-0.05
	Sub Total (B)(2)	10427205	6050720	16477925	62.50	10406653	6164595	16571248	61.84	-0.66
	Total Public Shareholding Public Group (B)=(B)(1)+(B)(2)	10475356	6051295	16526651	62.50	10454804	6165170	16619974	62.02	-0.48
	Total (A)+(B)	20420048	6051295	26471343	100.00	20631173	6165170	26796343	100.00	0.00
(C)	Shares held by custodians and against which Depository Receipts have been issued									
i	Promoter and Promoter group	0	0	0	0	0	0	0	0.00	0.00
ii	Public	0	0	0	0	0	0	0	0.00	0.00
	Sub Total (C)	0	0	0	0	0	0	0	0.00	0.00
	GRAND TOTAL (A)+(B)+(C)	20420048	6051295	26471343	100.00	20631173	6165170	26796343	100.00	0.00

2. Shareholding of Promoters and Promoter Group

Shareholders Name		Shareholding at the beginning of the year April 1, 2014			Shareholding at the end of the year i.e March 31, 2015			% change in shareholding during the year
Sr. No.	Name of the shareholder	Number of shares	% of Shares	% of shares pledged/ encumbered to total shares	Number of shares	% of Shares	% of shares pledged/ encumbered to total shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
1	Mr. Viswanath Tadimety	5,570,307	21.04	0	5,604,256	20.91	0	-0.13
2	Ms. Sukhada Tadimety	973,377	3.68	0	1,073,005	4.00	0	0.32
3	Ms. Amogha Tadimety	254,320	0.96	0	254,320	0.95	0	-0.01
4	Mr. Seetha Rama Chandra Rao Tadimety	25,074	0.09	0	75,074	0.28	0	0.19
5	Ms. Jyothi Tadimety	30,006	0.11	0	30,006	0.11	0	0
6	Ms. Shanta Radhakrishna Shanbhag	58,275	0.22	0	58,275	0.22	0	0
7	M/s. Red Banyan Holdings LLC	650,000	2.46	0	650,000	2.43	0	-0.03
8	Mr. Steven Jeske	2,383,333	9.00	0	2,431,433	9.07	0	0.07
TOTAL		9,944,692	37.57	0	10,176,369	37.98	0	0.41

3) Change in Promoters Shareholding

SR. NO.	NAME OF THE PROMOTER	SHAREHOLDING AT THE BEGINNING OF THE YEAR		CUMULATIVE SHAREHOLDING DURING THE YEAR	
		No. of shares	% of shares	No. of shares	% of shares
1	Mr. Viswanath Tadimety				
	At the beginning of the year	5570307	21.04	5570307	21.04
	Purchases from open market				
	16.5.2014	11504		5581811	21.09
	13.5.2014	3073		5584884	21.10
	18.7.2014	3000		5587884	21.11
	28.7.2014	2844		5590728	21.12
	01.8.2014	5355		5596083	21.14
	06.3.2015	648		5596731	20.89
	13.3.2015	2906		5599637	20.90
	20.3.2015	4619		5604256	20.91
	At the end of the year			5604256	20.91
	2	Ms. Sukhada Tadimety			
At the beginning of the year		973377	3.68	973377	3.68
Purchases from open market					
11.4.2014		1897		975274	3.68
18.4.2014		3178		978452	3.70
25.4.2014		6188		984640	3.72
02.5.2014		1068		985708	3.72
09.5.2014		12299		998007	3.77
16.5.2014		1751		999758	3.78
20.2.2015		9550		1009308	3.77
06.3.2015		954		1010262	3.77
13.3.2015		10860		1021122	3.81
20.3.2015		11374		1032496	3.85
27.3.2015		33579		1066075	3.98
31.3.2015		6930		1073005	4.00
At the end of the year				1073005	4.00
3	Ms. Amogha Tadimety				
	At the beginning of the year	254320	0.96	254320	0.96
	At the end of the year			254320	0.95
4	Mr. Seetha Rama Chandra Rao Tadimety				
	At the beginning of the year	25074	0.09	25074	0.09
	Off market purchases				
	07.11.2014	50000		75074	0.28
At the end of the year			75074	0.28	

5	Ms. Jyothi Tadimety				
	At the beginning of the year	30006	0.11	30006	0.11
	At the end of the year			30006	0.11
6	Ms. Shanta Radha Krishna Shanbhag				
	At the beginning of the year	58275	0.22	58275	0.22
	At the end of the year			58275	0.22
7	M/s. Red Banyan Holdings LLC				
	At the beginning of the year	650000	2.46	650000	2.46
	At the end of the year			650000	2.43
8	Mr. Steven Jeske				
	At the beginning of the year	2383333	9.00	2383333	9.00
	Off market purchases				
	27.2.2015	48100		2431433	9.07
	At the end of the year			2431433	9.07
	Total Promoter's Holding	9944692	37.57	10176369	37.98
Note : Changes in paid up capital are as under:					
	At the beginning of the year	26471343		26471343	100
	Allotment of ESOPS to Employees/Directors				
	06.8.2015	50000		26521343	
	13.11.2015	275000		26796343	
	At the end of the year	26796343		26796343	100

4) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

SR. NO.	NAME OF THE SHAREHOLDER	SHAREHOLDING AT THE BEGINNING OF THE YEAR		CUMULATIVE SHAREHOLDING DURING THE YEAR	
		No. of shares	% of shares	No. of shares	% of shares
1	M/s. Indotech Holdings LLC				
	At the beginning of the year	3900000	14.73	3900000	14.73
	At the end of the year			3900000	14.55
2	Mr. Joseph Michael Vanek, Trustee				
	At the beginning of the year	1300000	4.91	1300000	4.91
	At the end of the year			1300000	4.85
3	Mr. Prasad Rao Vellaturi				
	At the beginning of the year	1131810	4.28	1131810	4.28
	Sale at open market	75000		1056810	
	At the end of the year			1056810	3.94
4	M/s.AKG Finvest Ltd				
	At the beginning of the year	430000	1.62	430000	1.62
	Purchases from open market	Nil			
	25.4.2014	14935		444935	1.68
	02.5.2014	37728		482663	1.82
	09.5.2014	40946		523609	1.98
	16.5.2014	30380		553989	2.09
	23.5.2014	6011		560000	2.12
	30.6.2014	16178		576178	2.18
	04.7.2014	13822		590000	2.20
	At the end of the year			590000	2.20
	5	M/s. Uno Metals Ltd			
At the beginning of the year		353767	1.34	353767	1.34
Purchases from open market					
04.4.2014		14473		368240	1.39
11.4.2014		1760		370000	1.40
23.5.2014		26401		396401	1.50
30.5.2014		65286		461687	1.74
06.6.2014		310		461997	1.75
20.6.2014		2993		464990	1.76
30.6.2014		5010		470000	1.78
04.7.2014		27457		497457	1.88
11.7.2014		60639		558096	2.11
18.7.2014	20888		578984	2.19	

	25.7.2014	31016		610000	2.30
	31.3.2015	21000		631000	2.35
	At the end of the year			631000	2.35
6	Mr. Amarnath Gouda				
	At the beginning of the year	270161	1.02	270161	1.02
	At the end of the year			270161	1.01
7	Ms. B. Thimmadevi Goud				
	At the beginning of the year	259315	0.98	259315	0.98
	At the end of the year			259315	0.97
8	Ms. Aparna V Goud				
	At the beginning of the year	255570	0.97	255570	0.97
	At the end of the year			255570	0.95
9	Mr. Prakash Paharia				
	At the beginning of the year	0	0.00	0	0.00
	06.8.2014 ESOP Allotment	200000	0.75	200000	0.75
	At the end of the year			200000	0.75
10	Mr. Suresh Somchand Shah				
	At the beginning of the year	131118	0.50	131118	0.50
	Purchases from open market				
	28.11.2014	3000		134118	0.51
	Sale at open market				
	30.5.2014	12000		122118	0.46
	25.07.2014	10000		112118	
	14.11.2014	10000		102118	0.39
	05.12.2014	2111		100007	0.38
	20.02.2015	4388		95619	0.36
	At the end of the year			95619	0.36

5) Shareholding of Directors and Key managerial Personnel(KMP)

SR. NO.	NAME OF THE DIRECTORS/KMP	SHAREHOLDING AT THE BEGINNING OF THE YEAR		CUMULATIVE SHAREHOLDING DURING THE YEAR	
		No. of shares	% of shares	No. of shares	% of shares
1	Mr. Viswanath Tadimety				
	At the beginning of the year	5570307	21.04	5570307	21.04
	Purchases from open market				
	16.5.2014	11504		5581811	21.09
	23.5.2014	3073		5584884	21.10
	18.7.2014	3000		5587884	21.11
	28.7.2014	2844		5590728	21.12
	01.8.2014	5355		5596083	21.14
	06.3.2015	648		5596731	20.89
	13.3.2015	2906		5599637	20.90
20.3.2015	4619		5604256	20.91	
	At the end of the year			5604256	20.91
2	Ms. Amogha Tadimety				
	At the beginning of the year	254320	0.96	254320	0.96
	At the end of the year			254320	0.95
3	Mr. Prakash Kenjale				
	At the beginning of the year	0	0.00	0	0.00
	ESOP Exercised	50000	0.19	50000	0.19
	At the end of the year			50000	0.19

Note : No KMP has held any share of the Company either in the beginning of the year or at the end of the year.

F) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in ₹ Millions)

	Secured Loans excluding deposits	Unsecured Loans	Deposits *	Total Indtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	52.81	Nil	11.67	64.48
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	52.81	Nil	11.67	64.48
Change in Indebtedness during the financial year				
* Addition	2.58	Nil	1.81	4.39
* Reduction	Nil	Nil	1.78	1.78
Net Change	2.58	Nil	0.03	2.61
Indebtedness at the end of the financial year				
i) Principal Amount	55.39	Nil	11.70	67.09
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	55.39	Nil	11.70	67.09

• Company has not accepted any public deposits but these deposits are in the nature of advances received from the creditors and Licensees.

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ In lacs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Ramasubramanian Sankaran - Executive Director	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	31.26	31.26
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission	Nil	Nil
	- as % of profit	Nil	Nil
	- others, specify...	Nil	Nil
5	Total (A)	31.26	31.26
	Ceiling as per the Act (@10% of profits calculated under section 198 of the Companies Act, 2013)		84.9

B. Remuneration to other Directors (Refer Corporate Governance Report for details)

(₹ In lacs)

Sr. No.	Particulars of Remuneration	Fees for attending Board/ Committee Meetings	Commission	Total
1	Independent Directors			
	Mr. Sudhir Joshi	3.00	1.50	4.50
	Dr. N.L. Sarda	3.00	1.50	4.50
	Dr. Shreepad Karmalkar	0.40	1.00	1.40
	Mr.M.P. Bharucha	0.80	2.50	3.30
	Mr. Prakash Kenjale	1.00	1.00	2.00
	Total	8.20	7.50	15.70
2	Other Non- Executive Directors			
	Mr. Viswanath Tadimety	1.80	-	1.80
	Mr. Steven Jeske	0.80	-	0.80
	Ms. Amogha Tadimety	0.20	-	0.20
	Total	2.80	0.00	2.80
	Total Managerial Remuneration	11.00	7.50	18.50
	Ceiling as per the Act (@1% of net profits calculated under section 198 of the Companies Act, 2013)	-	8.49	

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER AND WTD :

(₹ In lacs)

SN	Particulars of Remuneration	Key Managerial Personnel	
		Mr. Sateesh Wadagbalkar, Company Secretary	Total
1	Gross salary	9.43	9.43
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	others, specify...	-	-
5	Others, please specify	-	-
	Total	9.43	9.43

ANNEXURE-5 TO BOARD'S REPORT

Information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the companies (Accounts) Rules, 2014 are given as under:

CONSERVATION OF ENERGY:

Since the Company is engaged in the manufacture of Computer Software Development and other related activities, furnishing of details pertaining to conservation of energy are not applicable.

a. Energy conservation measures taken:	The computer systems installed are designed for low power consumption.
b. Additional investments and proposals, if any, being implemented for reduction of energy:	Nil
c. Impact of measure in (a) and (b) for reduction of energy consumption and consequent impact on the cost of production:	Not Applicable
d. Total energy consumption and energy Consumption per unit of production:	Not Applicable

TECHNOLOGY ABSORPTION:

e. Efforts made in technology absorption:	Not Applicable
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FOREIGN EXCHANGE EARNINGS AND OUTGO:	For the year ended March 31, 2015	For the year ended March 31, 2014
f. 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
Outgo		
Dividend	₹9,285,539/-	₹9,284,389/-
Travel Expenses and other Expenses	₹6,899,595/-	₹3,920,679/-
Income		
Income from sale of Software Development services	₹339,967,104/-	₹341,261,518/-
Consideration Claim on Settlement of Dispute with CyberTech Middle East		
- Debtors	₹1,476,405/-	Nil
- Investments	₹54,714,245/-	Nil

For and on behalf of the Board of Directors

Viswanath Tadimety
Chairman
DIN : (00008106)

Place : Trevose, PA, USA

Date : August 13, 2015

MANAGEMENT DISCUSSION AND ANALYSIS

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles (GAAP) in India. Management of CyberTech Systems and Software Limited (the "Company") accepts responsibility for the integrity and objectivity of these financial statements, as well as for the various estimates and judgments used in the preparation of the financial statements. These estimates and judgment have been made on a reasonable and prudent basis, so that the financial statements reflect the form and substance of transactions in true and fair manner, and showcase the state of affairs of the Company.

Results discussed herein include consolidated results for the Company, including its wholly owned US subsidiary.

1. INDUSTRY OVERVIEW

Geospatial technology broadly includes mapping and surveying techniques, remote sensing, photogrammetric, cartography, Global Positioning Systems (GPS) and Geographical Information Systems (GIS). With its unique ability for acquisition, integration and analysis of geographically referenced spatial information, this technology has in recent times been recognised as an effective tool for planning, management and decision making locally and globally. Geospatial technology has made inroads across various sectors in the public as well as private domain in India. As stakeholders across sectors realise the utility and long term cost effectiveness of using geospatial tools and technologies, the geospatial industry is set to progress by leaps and bounds in the coming years. Well articulated policy mechanisms, Government support and the ever increasing domestic demand would go a long way in popularising geospatial technology in India and bring it into the mainstream an aid for effective governance and developmental planning.

The GDP in India is expected to approach \$9-10 trillion by 2025 and the Indian economy would be characterised by its transformation to being highly industrialised and technologically advanced. India will therefore require an efficient and advanced information and knowledge regime to arm itself for the envisaged economic growth. Geospatial technologies would be central to information management in India in future and the applications of this technology can have great social as well as national relevance. It can support governance, help prepare sustainable development strategies, enable better management of business process and make geographical knowledge available to the citizens. Several Indian states such as Andhra Pradesh, Karnataka, Rajasthan and Tamil Nadu are now using geospatial technology for good governance and efficient management. Until a decade ago in India, government departments and agencies were the only source for geospatial information. Opening up of mapping data and information by the state has enabled enhanced private sector participation in this sector. Several businesses and industries are now using geospatial services in India for analysis of demography, competitiveness, expansion, risk management, target oriented marketing, planning of route etc. The major sectors using geospatial technology in India are: agriculture, telecommunications, oil & gas, environmental management, forestry, public safety, infrastructure, logistics etc. The geospatial market comprises four identifiable components – data, software, hardware and services. Of these two segments, hardware and services have shown significant growth in India. The major software providers in India are ESRI, AutoDesk, Bentley Systems, Leica Geosystems, InterGraph and PCI Geomatics. In India, government as well as private organizations has initiated several GIS based initiatives implementations in the country. The latest in the list is the Government of India's Smart City initiative which more than 500 cities being selected under Project AMRUT(Atal Mission for Rejuvenation and Urban Transformation).

2. Business Overview

CyberTech is an upcoming Geospatial Technology Company . More than a decade is over for making a foray into Geospatial Technology Area by CyberTech.

CyberTech is providing geospatial support to its various customers in India and overseas. CyberTech has patented its products GeoCivic® and GeoShield®.

GeoCivic®, our flagship, GIS-based information management suite, leverages the latest geospatial platforms to build an integrated Governance Decision Support Engine. This engine helps local bodies to leverage locational intelligence for optimum civic planning and development thereby helping them build a truly smart city. GeoCivic® focuses on the four key smart governance elements, with a dedicated application for each element namely Property Tax Management, Public safety and Emergency Management System, Public Health Management System and Citizen Compliant Redressal System.

GeoShield, our proprietary public safety solution, is a new-age GIS system that includes ready-to-operate hardware, software, and data using the latest ArcGIS online services. GeoShield helps local bodies to build a centralised, user-friendly geo-information repository

with advanced analytics to enhance their emergency decisions and expedite their response, without compromising on accuracy. Local bodies can merge complex, disparate datasets including Geo-RSS, live traffic camera, and other live feeds and give analysts, decision makers and operators a common operational picture (COP). Through GeoShield CyberTech supports all aspects of local bodies situational awareness lifecycle spanning Assessment and Preparedness, Detection and Prevention, and Response and Recovery. This product is under preparation and mostly targeted for overseas local bodies based in USA.

Awards

CyberTech received the “Skoch Order of Merit” in the 37th Skoch Summit on “Minimum Government, Maximum Governance” held at the India Habitat Centre, New Delhi on 19-20th September 2014. CyberTech has received this prestigious recognition as “India’s best governance projects 2014” for the excellent project conceptualized and delivered for the city of Bangalore. The project has been awarded this appreciation in two categories: ‘Smart Governance’ & ‘Advanced Technology’.

The Skoch Digital Inclusion awards is a highly renowned and prestigious platform instituting India’s highest independent civilian honors in the field of Governance, Finance, Technology, Economics, and the Social Sector. CyberTech’s selection has come after a fierce competition among more than 1000 entries from across the country, including leading national and international IT and technology companies. CyberTech’s selection for this ‘Order of Merit’ speaks volumes for the customer acceptance and quality of its GeoCivic® solution. It is a reflection of the success that CyberTech has had at building market-driven solutions on leading ESRI technologies.

This achievement will not only help in creating a stronger GeoCivic® brand, but will also create better opportunities for CyberTech to reach out to its target market and deliver better value to its customers.

CMMI Recognition

CyberTech has been assessed for CMMI for Software Development & has been successfully appraised for Level 3.

CMMI is an internationally recognised & accepted model by IT industry for the software development. It assures process oriented approach for delivering Quality Product & timeliness in delivery. Through CMMI, CyberTech now has detailed processes to guide the product lifecycle from its conception to final delivery. CMMI Institute, USA, has now officially published on their Site about CyberTech achieving this prestigious status of CMMI Level 3.

3. Human Resources

For an IT Company HR is an integral function. Continuous hiring of right talent is an important function of HR. It also focuses on creating a performance-driven environment in the Company where innovation is encouraged, performance recognised and employees are motivated to realise their potentials.

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 100% subsidiary have 428 permanent employees on its payroll.

Company tries to keep attrition ratio at minimum but simultaneously prepares timesheets to allocate and recover cost incurred on HR to improve its operating margins.

4. Opportunities and Threats

Opportunities:

Information Technology support services remains an increasingly competitive business environment. With the change in emerging technology areas, companies have become dependent on technology not only for day-to-day operations, but also for the use of technology as a strategic tool to enable them to re-engineer business processes, restructure operations, ensure regulatory compliances, etc. As systems continually become more complex, companies increasingly turn to external IT services provider to develop & implement new technologies & integrate them with existing applications in which companies have made considerable prior investments. Additionally, many companies continue to explore methods to reduce their cost of IT operations. This provides an opportunity for providers to support and integrate company IT systems on an ongoing basis. The Indian IT Industry becomes a powerful tool used by companies to reduce their costs.

CyberTech has Alliance partnerships with several leading technology companies in its practice areas 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 as a priority on obtaining and providing offshore sourced services for its customers. 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 to continue to grow its share in existing clients. This has the supplemental effect of reducing the cost of overhead and 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-shoring services have slowed 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

The Company maintains its focus on the Public sector and Enterprise SAP and GIS custom technology applications. It is expected that its strengthened relationships and alliances with partners such as SAP, Microsoft, IBM, and ESRI will continue to lead to business and revenue growth and increasing profitability with a continued focus on offshore revenue as and when the global market improves.

The company will continue to maintain its focus on its ESRI alliance partnership, which has helped in gaining a presence in the Geographic Information Systems (GIS) practice. The Company is proud to be one of ESRI's main offshore partners & expects to continue to provide offshore support from India to ESRI in building and supporting their applications.

The Company continues its focus aligning its sales and delivery structure to an Indian Model.

The Company has not kept up with industry growth trends, primarily due to decreased spending in the US public sector and a corresponding decrease in activity at several of our large clients. Additionally, the absorption of new customers in the targeted SAP small/medium client base has not grown as expected. US market conditions continue to soften making it harder to locate new development opportunities for small and medium size companies. The Company intends to continue to grow its offshore business while exploring new opportunities domestically and in adjacent markets, New opportunities will focus on leveraging our US public sector expertise and delivering our market solutions and products to these markets. Companies continue to look for specialized expertise and cost saving methods, both of which are being exploited by the Company.

The Company's US subsidiary generated a loss after tax for the period. The Company has been impacted by the worldwide slowdown in discretionary IT spending which has impacted several of our targeted sectors. Due to this slowdown, our clients and many other companies are deferring the implementations of new systems and other discretionary spending. The new paradigm has become one of "reducing the total cost of ownership including the ongoing maintenance and support of IT systems". This has especially affected the SAP market with a significant drop in the sale of new SAP licensed in the current year and lowered expectations of the ongoing cost of maintaining systems. The Company has focused its efforts on driving cost effective support offerings resulting in improved offshore revenue while realizing a detriment to onsite business. This coupled with reduced spending in the public sector and increased pressure by the government to reduce the number of foreign IT workers has negatively impacted growth in the United States. These actions do not forecast a quick turnaround in the US market. The company continues to take all reasonable steps to reduce and optimize costs to improve profitability. Focus remains on expanding the benefits from our alliance partners and creating offshore opportunities where relationships are of a long

term nature and recurring services can be provided at a lower cost.

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

1. India BU
2. GIS BU
3. AMO BU

Each BU 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 BU has been given targets and means by way of budgets to improve their efficiency and healthy and 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 has successfully penetrated into the local Indian market apart from the operations established in USA. It is exploring the possibilities to penetrate its Geoshield Product in other countries.
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.

6. INTERNAL CONTROL SYSTEM & THEIR ADEQUACY

The company strictly adheres to the internal control systems proven to be effective over the years. The internal audit team carries out extensive audit on all operations at regular intervals. The company implements the policies and procedures so as to safeguard the assets and interests of the company.

The internal control systems are implemented with a view to achieve good ethical culture within the organization. The internal control systems would ensure that any vulnerability in the achievement of company's objectives caused by risk factors whether internal or external, existing or emerging, is detected and reported in a timely manner and is meted out with appropriate corrective action. Strong internal controls minimize the risk of frauds by introducing effective checks and balances into the financial system.

7. FINANCIAL CONDITION

Your company had consolidated revenues of ₹66.90 Crores and ₹5.15 Crores net income in the current year. We expect to achieve significant growth in revenue and net income in the coming year.

The financial health of your company indicates adequate and sustainable financial resources to meet with the needs of its business.

The Company and/or its wholly owned subsidiary have

- Generated cash from its business
- Gained more productivity from its assets and properties
- Maintained its current dividend level

The Company believes it has adequate and dependable resources to meet its liquidity needs, including the ability to raise short term debt, and manage the ongoing mismatched cash flows inherent in a consulting business.

8. Cautionary Statement

Statements in this Management Discussion & Analysis Report describing the Company's objectives, projections, estimates, expectations or projections may be 'forward looking statements'. 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.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

**To,
The Members,
CyberTech Systems and Software Limited**

We have examined the compliance of the conditions of Corporate Governance by CyberTech Systems and Software Limited ('the Company'), for the year ended March 31, 2015 as stipulated in Clause 49 of the Listing Agreements with National Stock Exchange of India Limited and BSE Limited.

The compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of 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 based on the representations given by the Management of the Company, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For LODHA & CO.
Chartered Accountants
Firm Registration No. 301051E**

**A.M. Hariharan
Partner
Membership No. 38323**

Place : Mumbai

Date : August 13, 2015

REPORT ON CORPORATE GOVERNANCE

We are pleased to submit hereunder a detailed report on Corporate Governance as prescribed by Securities and Exchange Board of India (SEBI) under Clause 49 of the Listing Agreement.

We have implemented the mandatory provisions on Corporate Governance stipulated under revised Clause 49 of the Listing Agreement with the Stock Exchanges.

Company's Philosophy on Code of Corporate Governance

Since inception, CyberTech has been adopting best practices in the area of corporate governance as a means of effectively protecting and enhancing shareholder value. CyberTech continues to focus on delivering predictable revenues with consequential profits. It would be our endeavour to nurture sustained growth with increased profit margins and enhanced shareholder value. CyberTech believes that transparency in operations strengthens investors' confidence. Keeping this in view, the responsibility for upholding high standards of corporate governance lies with the Board and the various Committees of the Board. Details of corporate governance practices followed in CyberTech are detailed hereunder:

Board of Directors

Composition of the Board is as follows :

1	Mr. Viswanath Tadimety	Non-Executive Chairman and Promoter Director
2	Mr. Ramasubramanian Sankaran	Executive Director
3	Mr. Steven Jeske	Non-Executive and Non-Independent Director
4	Ms. Amogha Tadimety §	Non-Executive and Non-Independent Director
5	Mr. Sudhir Joshi	Non-Executive and Independent Director
6	Mr. M.P. Bharucha*	Non-Executive and Independent Director
7	Mr. Prakash Kenjale	Non-Executive and Independent Director
8	Dr. Shreepad Karmalkar	Non-Executive and Independent Director
9	Dr. N.L. Sarda	Non-Executive and Independent Director
10	Mr. A.V. Rajwade#	Non-Executive and Independent Director

§ Ms. Amogha Tadimety was appointed as woman Director by the members in 19th Annual General Meeting of the Company held on September 30, 2014.

* Mr. M.P. Bharucha was appointed as Independent Director with effect from October 1, 2014.

Mr. A.V. Rajwade was appointed as Additional Director in the category of Independent Director on March 30, 2015.

During the period April 1, 2014 to March 31 2015, the Board met six times. Date of the Board Meeting and attendance thereat are furnished hereunder:

Date of Board Meeting	May 29, 2014	August 6, 2014	September 30, 2014	November 13, 2014	February 5, 2015	March 30, 2015
Board Strength	8	8	8	9	9	9
No. of Directors Present	7	7	4	7	7	6

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. Viswanath Tadimety	6	6	Attended
Mr. Ramasubramanian Sankaran	6	6	Attended
Mr. Sudhir Joshi	6	6	Attended
Mr. Prakash Kenjale	6	5	Not Attended
Mr. Steven Jeske	6	4	Not Attended

Mr. M.P. Bharucha	6	3	Not Attended
Dr. Shreepad Karmalkar	6	1	Not Attended
Ms. Amogha Tadimety	6	1	Not Attended
Dr. N.L. Sarda	6	6	Attended
Mr. A.V. Rajwade*	6	Nil	Not Attended

* Appointed with effect from March 30, 2015

Mr. Viswanath Tadimety, Mr. Steven Jeske, Mr. Prakash Kenjale, Dr. Shreepad Karmalkar , Mr. M.P. Bharucha and Ms. Amogha Tadimety, joined deliberations on-line when not in station.

Data indicating number of other Directorships held by the Directors of the Company is given below:

Name of Director	PD/ID/WTD*	No. of other Directorship(s)**	Committee Membership***	Committee Chairmanship ***
Mr. Viswanath Tadimety	PD	-	-	-
Mr. Sudhir Joshi	ID	3	-	-
Mr. Prakash Kenjale	ID	-	-	-
Dr. Shreepad Karmalkar	ID	-	-	-
Mr. M.P. Bharucha	NED/NID	2	-	-
Mr. Ramasubramanian Sankaran	ED	-	-	-
Dr. N.L. Sarda	ID	3	1	-
Mr. Steven Jeske	NED/NID	-	-	-
Ms. Amogha Tadimety #	NED/NID	-	-	-
Mr. A.V. Rajwade	NED/ID	-	-	-

*PD – Promoter Director, ID – Independent Director, WTD – Whole Time Director

NED/NID – Non-Executive/Non-Independent Director ED – Executive Director

** Excludes directorships on Indian Private Limited Companies, foreign companies and Companies incorporated under Section 8 of the Companies Act, 2013

***As per clause 49 II D Chairmanships/memberships for Audit Committee and/or Stakeholders' Relationship Committee have been considered.

Appointed w.e.f. from September 30, 2014.

Audit Committee

The Audit Committee comprises three Directors each of whom possess financial / accounting expertise.

The Chairman of the Audit Committee is an Independent Director. The composition of the Audit Committee is in accordance with the requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement as given below:

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

The Audit Committee met four times during the Financial Year 2014-15 on May 29,2014, August 6, 2014, November 13, 2014, and February 5, 2015.

The details of attendance of the members are as follows.

Name of Member	No. of Committee Meetings attended
Mr. Sudhir Joshi	4

Dr. N. L. Sarda	4
Dr. Shreepad Karmalkar	1

The Members of the Audit Committee, who are also on the Board, possess adequate knowledge in areas of corporate finance, accounts and company law.

The terms of reference of the Audit Committee, inter-alia, include:

1. To oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Management discussion and analysis of financial condition and results of operations;
 - b. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in Section 134(1) (c) & 134(5) of the Companies Act, 2013;
 - c. Changes, if any, in accounting policies and practices and reasons for the same;
 - d. Major accounting entries involving estimates based on the exercise of judgment by management ;
 - e. Significant adjustments made in the financial statements arising out of audit findings;
 - f. Compliance with listing and other legal requirements relating to financial statements ;
 - g. Disclosure of any related party transactions;
 - h. Qualifications in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency for monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structural coverage and frequency of internal audit.
9. Discussion with internal auditors on any significant findings and follow up there on.
10. Reviewing the findings on matters of any internal investigations by the internal auditors where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
13. To review the functioning of the Whistle Blower mechanism.
14. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

Nomination and Remuneration Committee

The Composition of the Nomination and Remuneration Committee as on 31st March, 2015 is as follows:

1	Mr. Sudhir Joshi	Chairman
2	Mr. Viswanath Tadimety	Member
3	Dr. Shreepad Karmalkar	Member
4	Mr. M.P. Bharucha	Member
5	Dr. N.L. Sarda	Member

During the year two meetings of Nomination and Remuneration Committee were held on 30.09.2014 and 30.3.2015.

The details of Attendance of the Members are as follows :-

	Director	30.09.2014	30.03.2015
1	Mr. Sudhir Joshi	Yes	Yes
2	Dr. N.L. Sarda	Yes	Yes
3	Mr. Viswanath Tadimety	Yes	Yes
4	Dr. Shreepad Karmalkar	Leave of absence	Leave of absence
5	Mr. M.P. Bharucha	Leave of absence	Yes

The functions of the Nomination and Remuneration Committee are:

- to recommend to the Board of Directors remuneration payable to Executive Director/Whole Time Director.
- to ensure that a proper system of compensation is in place.
- to devise and recommend to the Board, a Scheme for granting stock options to the employees of the Company and
- to frame suitable regulations for ensuring proper administration and superintendence of the Employees Stock Option Plan (ESOP) Scheme. The Committee submits its recommendation to the Board of Directors from time to time indicating details of eligible employees to whom options under ESOP would be granted.

Remuneration Policy

The Company has formed a Nomination and Remuneration policy and the same has been placed on the website of the Company namely www.cybertech.com.

Details of remuneration paid to the Directors and Whole Time Directors for Financial Year 2014- 2015

Name	Designation	Salary ₹	Commission ₹	Sitting fees ₹	Total (₹)	Notice Period
Mr. Viswanath Tadimety	Chairman	Nil	Nil	180,000	180,000	Nil
Ms. Amogha Tadimety	Director	Nil	Nil	20,000	20,000	Nil
Mr. Prakash Kenjale	Director	Nil	1,00,000	1,00,000	2,00,000	Nil
Mr. Steven Jeske	Director	Nil	Nil	80,000	80,000	Nil
Mr. Sudhir Joshi	Director	Nil	1,50,000	3,00,000	4,50,000	Nil
Dr. Shreepad Karmalkar	Director	Nil	1,00,000	40,000	1,40,000	Nil
Mr. M.P. Bharucha	Director	Nil	2,50,000	80,000	3,30,000	Nil
Dr. N.L. Sarda	Director	Nil	1,50,000	3,00,000	450,000	Nil
Mr. Ramasubramanian Sankaran	Executive Director	31,26,331	Nil	Nil	31,26,331	3 Months

Stakeholder's Relationship Committee

The Stakeholder's Relationship Committee consist of Five Directors out of which three are independent Directors.

The composition of the Stakeholder's Relationship Committee as on 31st March, 2015 consist of following members:

1	Mr. Sudhir Joshi	Chairman
2	Mr. Steven Jeske	Member
3	Dr. Shreepad Karmalkar	Member
4	Dr. N.L. Sarda	Member
5	Mr. Ramasubramanian Sankaran	Member

The Company Secretary acts as a Secretary of the committee.

Two Stakeholder's Relationship Committee Meeting were held on 29.5.2014 and 30.3.2015 and attendance of the Directors thereat are as follows:

Director	29.05.2014	30.03.2015
Mr. Sudhir Joshi	Yes	Yes
Dr. N.L. Sarda	Yes	Yes
Mr. Steven Jeske	Leave of absence	Leave of absence
Dr. Shreepad Karmalkar	Leave of absence	Leave of absence
Mr. Ramasubramanian Sankaran	Yes	Yes

The Board has authorised the Committee to approve the share transfers/ transmissions, issue of duplicate share certificates, review the status of investors' grievances and redressal mechanism and to recommend measures to improve the level of investor services. 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 Shareholders'/ Investors' Grievance Committee.

The Company has one investor complaint outstanding as on date, which is sub-judice.

Compliance Officer: Mr. Sateesh Wadagbalkar, General Manger and Company Secretary.

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

Corporate Social Responsibility Committee

The company has constituted Corporate Social Responsibility Committee under section 135 of the companies Act, 2013.

The present composition of the Corporate Social Responsibility Committee is as under.

Sr.No.	Name	Designation
1	Mr. Sudhir Joshi	Chairman
2	Mr. Viswanath Tadimety	Member
3	Dr. N.L. Sarda	Member
4	Mr. Ramasubramanian Sankaran	Member

During the year under review, one meeting of Corporate Social Responsibility Committee was held on March 30, 2015 and attendance of the members thereat was as follows:

Member	30.03.2015
Mr. Sudhir Joshi	Yes
Dr. N.L. Sarda	Yes
Mr. Viswanath Tadimety	Yes
Mr. Ramasubramanian Sankaran	Yes

General Body meetings

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

Particulars	FY 2011-2012	FY 2012-2013	FY 2013-2014
Date & Time	September 28, 2012 3 P.M.	September 30, 2013 3 P.M.	September 30, 2014 4 P.M.
Venue	'CyberTech House' Plot No. B-63/64/65 Road No.21/34, J.B.Sawant Marg, MIDC, Wagle Estate Thane (West) – 400 604	'CyberTech House' Plot No. B-63/64/65 Road No.21/34, J.B.Sawant Marg, MIDC, Wagle Estate Thane (West) – 400 604	'CyberTech House' Plot No. B-63/64/65 Road No.21/34, J.B.Sawant Marg, MIDC, Wagle Estate Thane (West) – 400 604
Special Resolution Passed	Payment of Commission to any or all Non Executive Directors of the Company	Nil	(1) Approval for holding the office of profit by Mr. Steven Jeske and Mr. Viswanath Tadimety as Director of cyberTech Systems and Software Inc U.S.A. (2) Issue of Securities under Employees Stock Option Scheme (3) Issue of Securities under Employees Stock Option Scheme(ESOS) to the employees and directors of holding and subsidiary Company

During the F.Y. 2014-15 , no resolution was passed by way of postal ballot.

Disclosures

- (1) 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. But during 2013-14 Reserve Bank of India levied a penalty of ₹3, 97,800/- for compounding the offence under Regulation 2(ii) Foreign Exchange Management (Transfer or Issue of Security by a person Resident outside India) Regulation 2000 notified vide Notification No. FEMA-20/2000-RB dated 3rd May 2000).

(2) Related Party Transactions

The Company has announced Related Party Transaction Policy which is available on the website of the Company www.cybertech.com.

The details of all significant transactions with related parties are periodically placed before the Audit Committee. The Company has entered into related party transaction as set out in notes to accounts, which do not have potential conflict with the interests of company at large.

(3) Vigil Mechanism Policy

The Company has announced Vigil Mechanism policy to prohibit management from taking adverse action against employees disclosing in good faith alleged wrongful conduct on matters of public concern involving violation of any law, mismanagement or abuse of any authority and is available on website of the Company www.cybertech.com.

(4) Disclosure of Accounting Treatment

The financial statements are prepared on accrual basis of accounting in accordance with Indian GAAP, 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(Accounting Standard) Rules, 2006.

(5) Model Code of Conduct for Directors and Senior Management Team

In line with the requirements under revised Clause 49 of the Listing Agreement, your Company has formulated model code of conduct for the Directors and members of senior management team. Your Company has obtained written declaration from the Directors and members of the senior management team affirming compliance with the Code of Conduct under revised Clause 49 of the Listing Agreement.

(6) CEO/CFO Certification

A certificate from Chief Financial officer on the financial statements of the company was placed before the Board at its meeting held on August 13, 2015.

(7) Directors' Responsibility Statement

The draft Directors' Responsibility Statement signed by Executive Director dated May 26, 2015 which is to be included in Board's Report for F.Y.2014-15 was reviewed by Audit Committee at its meeting held on May 26, 2015.

(8) Risk Management Policy

The Company has announced Risk Management Policy which is available on the website of Company www.cybertech.com.

The risk management practices adopted by the management ensure that management controls risks. During the F.Y. 2014-15 following type of risk was reviewed by the Audit Committee/Board.

Forex Risk : The company has adopted Forex Policy for management of forex risk which is implemented.

(9) Compliance with mandatory requirements of Clause 49 of Listing Agreement

The Company has complied with all mandatory requirements under Clause 49 of the Listing Agreement.

(10) Means of Communication

- (a) Quarterly results are also put on the website of the Company.
- (b) Newspapers wherein results normally published: Free Press Journal in English and Navashakti in Marathi.
- (c) Any website, where displayed: www.cybertech.com
- (d) Whether it also displays official news release : Yes
- (e) The presentation made to institutional investors or to the analysts: No.

(11) General Shareholder information:

- a. AGM Date : September 30, 2015
- b. Time : 3.30 P.M.
- c. Venue : CyberTech House, Plot No. B-63/64 Road No. 21/34 J.B. Sawant Marg., MIDC, Wagle Industrial Estate, Thane-400 604
- d. Financial year : 2015-16
Finance Calendar

Financial Reporting for quarter 1 (Ending June 30, 2015)	On or before 2nd Week of August , 2015
Financial Reporting for quarter 2 (Ending September 30, 2015)	On or before 2nd Week of November, 2015
Financial Reporting for quarter 3 (Ending December 31, 2015)	On or before 2nd Week of February , 2016
Financial Reporting for quarter 4 (Ending March 31, 2016)	On or before 4th week of May, 2016

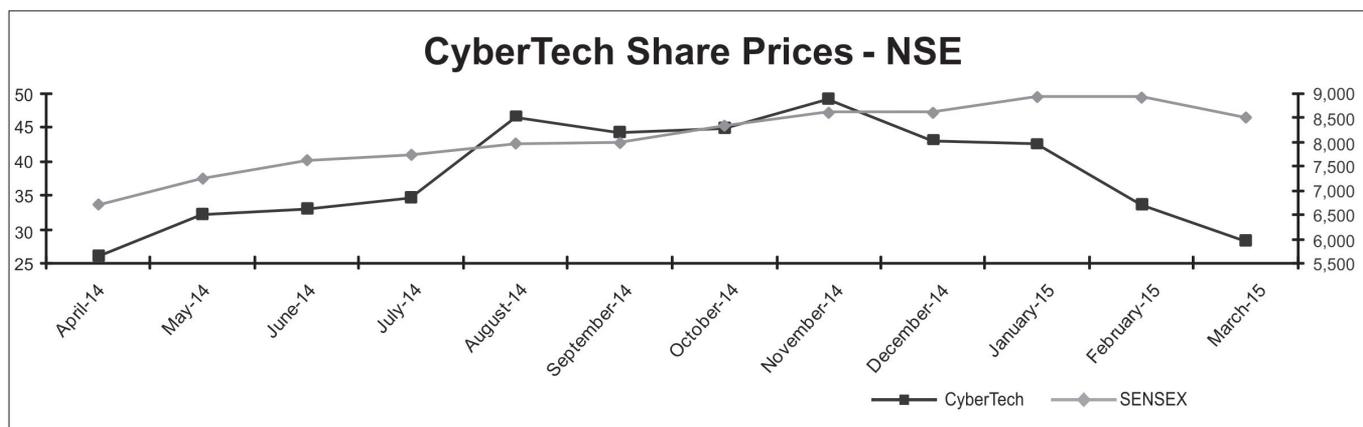
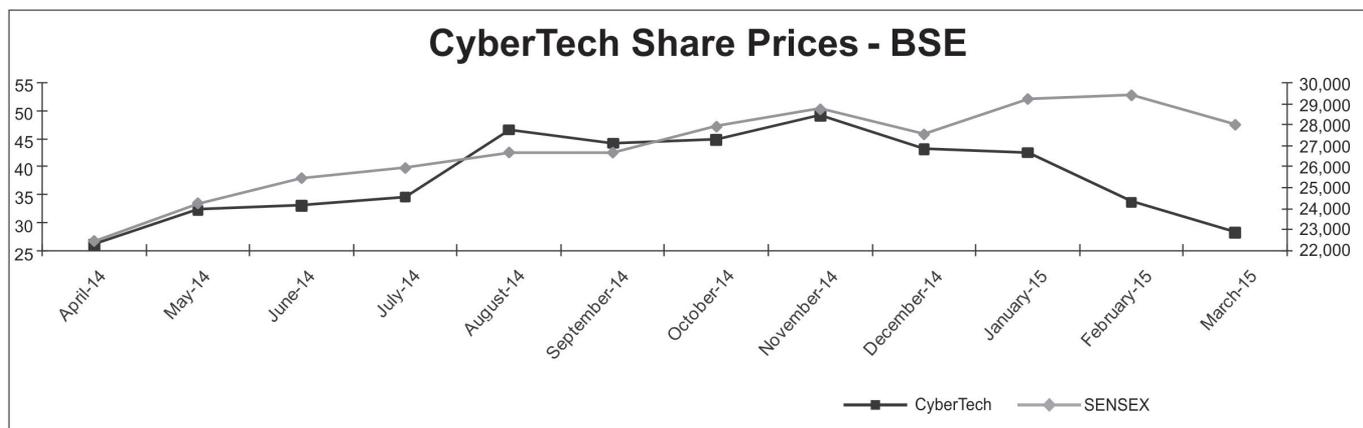
- e. Date of book closure : September 19, 2015 to September 30, 2015
- f. Dividend Payment : Dividend, if approved at the AGM shall be paid/credited on or after October 26, 2015

g. Listing on Stock Exchanges and Code :

- (i) The Bombay Stock Exchange Limited: 532173
- (ii) National Stock Exchange of India Limited: CYBERTECH

h. Market Price Data : High, Low during each month in last financial year

Month	BSE		NSE	
	High	Low	High	Low
April 2014	27.50	21.30	27.50	23.30
May 2014	39.55	21.00	40.40	24.10
June 2014	36.50	30.20	36.50	28.20
July 2014	43.95	31.05	41.45	32.40
August 2014	51.00	34.25	50.95	33.55
September 2014	52.80	37.35	52.90	38.00
October 2014	45.95	40.85	45.85	38.85
November 2014	74.90	43.80	76.00	43.45
December 2014	50.90	39.20	50.00	39.10
January 2015	48.50	42.30	48.25	41.90
February 2015	44.00	31.15	44.25	31.50
March 2015	36.90	23.65	35.95	23.50



- i. Registrar and Transfer Agents : Link Intime India Private Limited (formerly known as Intime Spectrum Registry Limited) C 12, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (West), Mumbai -400 078.
- 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.
- k. Distribution of shareholding :

Categories of Shareholders as on March 31, 2015

Category	No. of shares held	%
Foreign Promoter Company	650000	2.4257
Foreign Promoters	9363014	34.9414
Non Nationalised Banks	18	0.0001
Non Resident Indians	312525	1.1663
Non Resident Non Repatriable	1172641	4.3761
Directors/ Relatives of Directors	50000	0.1866
Relatives of Directors(NRI)	163355	0.6096
FII's/FFI's	575	0.0021
Bodies Corporate(Domestic)	1824904	6.8103
Foreign company	3900000	14.5542
Trusts	1300345	4.8527
Clearing members	138877	0.5183
Insurance Companies/FI's	48133	0.1796
Public	7871956	29.3770
Total	26796343	100.0000

Distribution of Shareholding as on March 31, 2015

No. of shares held	Shareholders		Nominal value	
	Number	%age	₹	%age
1 – 5000	8433	80.7063	1291547	4.8199
5001 – 10000	932	8.9195	777063	2.8999
10001 – 20000	498	4.7660	748392	2.7929
20001 – 30000	186	1.7801	468944	1.7500
30001 – 40000	85	0.8135	301747	1.1261
40001 – 50000	75	0.7178	355268	1.3258
50001 – 100000	90	0.8613	652523	2.4351
100001 & above	150	1.4355	22200859	82.8503
Total	10449	100.0000	26796343	100.0000

- l. Dematerialization of shares and liquidity: As on March 31, 2015, 20,631,173 Equity Shares (76.9924% of total equity shares) of the Company are held by the Shareholders in dematerialized form.
- m. Outstanding GDRs /ADRs /Warrants or any Convertible instruments, Conversion date and likely impact on equity : The Company has not issued any GDRs /ADRs/ or convertible instruments.
- n. Plant Locations : Not applicable
- o. Address for correspondence: CyberTech House, Plot No. B-63/64/65, Road No. 21/34, J.B. Sawant Marg, MIDC, Wagle Estate, Thane (West) – 400 604.

AUDITORS' REPORT

To The Members

CyberTech Systems and Software Limited

Report on the Standalone Financial Statements:

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, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("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 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

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 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, 2015 and its profit and cash flows for the year ended on that date.

Emphasis of Matter

Without qualifying, we draw attention to Note No. 36 of financial statements regarding the investment of ₹15.34 Crores made in CyberTech Systems & Software Inc., the wholly owned subsidiary. As explained by the management, it being a long term and strategic investment,

there is a reasonable certainty that there will be no diminution in the value of the investment and therefore, no provisioning has been considered necessary.

Report on Other Legal and Regulatory Requirements

- A. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2015, we give in the Annexure a statement on the matters specified in paragraphs 3 of the Order.
- B. 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;
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement 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, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to 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 29 (A) to the standalone financial statements.
 - II. The Company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.

For LODHA & CO.
Chartered Accountants
Firm Registration No. 301051E

A.M. Hariharan
Partner
Membership No. 38323

Place : Mumbai
Date : May 26, 2015

ANNEXURE REFERRED TO IN AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015 OF CYBERTECH SYSTEMS AND SOFTWARE LIMITED

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

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) All the fixed assets have been physically verified by the management at year end, which is reasonable considering the size and nature of its business. No material discrepancies were noticed on such verification.
2. The Company being a service Company, primarily rendering information technology services, it does not hold any physical inventories. Accordingly, the provisions of clause 4(ii) of the Order are not applicable to the Company.
3. The Company not has granted any loan secured or unsecured to a company covered in the register maintained under section 189 of the Act. Accordingly, the provisions of clause (iii) of the Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us and having regard to the fact that some of the items purchased are of a special nature in respect of which suitable alternative sources do not exist for obtaining comparable quotations, there are adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of goods and services. During the course of our audit, no major weaknesses have been noticed in the aforesaid internal control system.
5. No deposits within the meaning of directives issued by RBI (Reserve Bank of India) and Sections 73 to 76 or any other relevant provisions of the Act and rules framed there under have been accepted by the Company.
6. According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 148 of the act in respect of company's products/services. Accordingly, the provisions of clause 4(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 of the Company, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues applicable to the Company with appropriate authorities. No undisputed amounts payable 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, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax or Cess which have not been deposited on account of any dispute except as under:

Nature of Dues	Period to which the amount relates	Amount (₹ in Lacs.)	Forum where dispute is pending
Service Tax	A.Y. 1998-99 TO 2003-04	66.07	Assistant Commissioner, Service Tax

- c) There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.
8. The Company does not have accumulated losses as at 31st March, 2015 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
9. The Company has not delayed in repayment of dues to banks during the year.
10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.

11. According to the information and explanations given to us, the Company has not availed any term loan during the year. Accordingly, the provisions of clause 4(xi) of the Order are not applicable to the Company
12. 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 on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For LODHA & CO.
Chartered Accountants
Firm Registration No. 301051E

A.M. Hariharan
Partner
Membership No. 38323

Place : Mumbai
Date : May 26, 2015

BALANCE SHEET AS AT MARCH 31, 2015			
	NOTE NO.	As at March 31, 2015 ₹	As at March 31, 2014 ₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	267,963,430	264,713,430
Reserves and surplus	3	471,702,314	428,242,670
Non-current liabilities			
Long-term borrowings	4	819,530	45,601,766
Deferred tax liabilities (Net)	5	14,098,005	15,120,703
Other long term liabilities	6	6,451,200	8,889,450
Current Liabilities			
Short term borrowings	7	54,566,014	7,205,103
Trade payables	8	35,441,562	56,688,240
Other current liabilities	9	22,063,459	25,248,625
Short term provisions	10	80,966,253	87,497,743
	TOTAL	954,071,767	939,207,730
ASSETS			
Non current assets			
Fixed assets	11		
Tangible assets		347,137,086	144,955,692
Intangible assets		4,964,419	4,195,286
Capital work-in-progress		71,234,241	236,056,608
Intangible assets under development		44,106,653	25,784,147
Non current investments	12	153,403,250	106,303,250
Long-term loans and advances	13	2,678,612	3,004,990
Current Assets			
Current investments	14	89,017,319	172,455,689
Trade receivables	15	193,792,630	169,671,149
Cash and bank balances	16	25,275,295	58,911,077
Short-term loans and advances	17	7,161,030	5,605,646
Other current assets	18	15,301,232	12,264,196
	TOTAL	954,071,767	939,207,730

Significant Accounting Policies and Notes to Financial Statements

1 to 39

As per our attached report of even date

For Lodha & Co.
Chartered Accountants

A.M. Hariharan
Partner

Place : Mumbai
Dated : May 26, 2015

Sateesh Wadagbalkar
GM & Company Secretary

Place : Thane
Dated : May 26, 2015

For and on behalf of the Board of Directors

Ramasubramanian Sankaran **N .L. Sarda**
Executive Director & CFO Director

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015			
	NOTE NO.	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
INCOME			
Revenue from operations	19	396,949,615	406,568,263
Other income	20	43,051,466	52,944,676
		440,001,081	459,512,939
EXPENDITURE			
Cost of hardware/software package for service delivery		6,401,191	23,120,219
Employee benefits expense	21	281,957,112	238,328,114
Finance costs	22	5,760,150	4,760,776
Depreciation and amortisation expense	11	22,999,369	14,481,063
Other expenses	23	74,196,134	72,201,819
		391,313,956	352,891,991
Profit before Exceptional Items and Tax		48,687,125	106,620,948
Exceptional Items	37	56,190,650	-
Profit before tax		104,877,775	106,620,948
Tax expense			
Current tax		19,200,000	22,000,000
Deferred tax		2,968,594	(2,263,927)
Income tax adjustments for earlier years		997,665	-
Profit for the year		81,711,516	86,884,875

Basic Earnings per share of face value of ₹10 each	3.07	3.28
Diluted Earnings per share of face value of ₹10 each	3.02	3.28

Significant Accounting Policies and Notes to Financial Statements

1 to 39

As per our attached report of even date

For Lodha & Co.

Chartered Accountants

For and on behalf of the Board of Directors

A.M. Hariharan
Partner

Sateesh Wadagbalkar
GM & Company Secretary

Ramasubramanian Sankaran
Executive Director & CFO

N .L. Sarda
Director

Place : Mumbai
Dated : May 26, 2015

Place : Thane
Dated : May 26, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015				
	For the year ended March 31, 2015		For the year ended March 31, 2014	
	₹	₹	₹	₹
A. Cash flow from Operating activities				
Net Profit before tax		104,877,775		106,620,948
Adjustments for :				
Depreciation and amortisation expense	22,999,369		14,481,063	
Unrealised foreign exchange gain	(2,933,670)		(3,805,990)	
Loss on assets disposed / discarded (Net)	853,941		1,513,430	
Interest income	(4,360,804)		(2,177,917)	
Interest expense	5,760,150		4,760,776	
Sundry balances written back (Net)	(12,649,134)		(957,971)	
Profit on sale of current investments	(54,946,973)		(17,176,496)	
Provision for doubtful debts/advances	-		900,000	
		(45,277,121)		(2,463,105)
Operating profit before Working Capital changes		59,600,654		104,157,843
Adjustments for :				
Decrease/(Increase) in Trade receivables	(26,853,486)		(21,083,163)	
Decrease/(Increase) in Other receivables	(4,977,749)		(1,499,002)	
Increase/(Decrease) in Trade & other payables	14,017,306		2,989,074	
		(17,813,929)		(19,593,091)
Cash generated from operations		41,786,725		84,564,752
Direct taxes (paid)		(21,000,000)		(13,495,280)
Net cash generated from operating activities (A)		20,786,725		71,069,472
B. Cash flow from investing activities				
Purchase of fixed assets		(96,502,580)		(122,197,264)
Sale of fixed assets		336,253		-
Purchase of current investments		(20,000,000)		2,161,569
Sale of current investments		135,456,740		72,078,318
Investment in Wholly Owned Subsidiary		(47,100,000)		-
Deposits with banks withdrawn/(placed)		(2,236,098)		4,643,097
Interest received		1,971,599		1,904,957
Net cash used in investing activities (B)		(28,074,086)		(41,409,323)

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015				
	For the year ended March 31, 2015		For the year ended March 31, 2014	
	₹	₹	₹	₹
C. Cash flow from financing activities :				
Proceeds from short term borrowings		47,360,911		(6,675,860)
Repayment of long-term borrowings		(44,782,236)		45,601,766
Equity issue (ESOP) proceeds		5,618,500		-
Interest paid		(5,755,843)		(4,756,056)
Dividend and Dividend Tax paid thereon		(31,025,851)		(30,747,048)
Net cash generated from / (used in) financing activities (C)		(28,584,519)		3,422,802
Net Increase / (Decrease) in cash & cash equivalents (A+B+C)		(35,871,880)		33,082,951
Cash & cash equivalents (opening)		40,491,296		7,408,345
Cash & cash equivalents (closing)		4,619,416		40,491,296
		(35,871,880)		33,082,951

Note

- 1 The above Cash Flow Statement has been prepared using the Indirect Method prescribed by the Accounting Standard (AS) 3 "Cash Flow Statements"
- 2 The previous year's figures have been regrouped/rearranged wherever necessary.

The accompanying notes form an integral part of the financial statements

As per our attached report of even date

For Lodha & Co.

Chartered Accountants

A. M. Hariharan

Partner

Place : Mumbai

Dated : May 26, 2015

For and on behalf of the Board of Directors

Sateesh Wadagbalkar

GM & Company Secretary

Place : Thane

Dated : May 26, 2015

Ramasubramanian Sankaran N. L. Sarda

Executive Director & CFO Director

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

Company Overview

CyberTech Systems and Software Limited (referred to as the 'Company') is an Information Technology service provider, delivering its services to customers primarily in the USA, India and Japan with focus on several core software technology applications including SAP's Enterprise Suite and ESRI's Geographical Information Systems ('GIS') as well as Network Planning and Design and Custom Software Application Development. The Company continues to focus on delivering its development and support projects on an offshore basis.

NOTE '1'

SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis.

Use of Estimates

The preparation of financial statements in conformity with Indian Generally Accepted Accounting Principles (GAAP) and Accounting Standards (AS) require the management to make estimates and assumptions that affect the reported income and expenses during the reported period and the reported amounts of assets and liabilities and disclosure of contingent liabilities as of the date of the financial statements. The recognition, measurement, classification or disclosure of an item or information in the financial statements has been made relying on these estimates. Actual results may differ from these estimates. Any revision to the accounting estimates is recognized prospectively.

Revenue Recognition

Income from software development, consulting and customer support services is recognized as and when rendered in accordance with the terms of the contract.

Revenue from fixed price contracts with milestone billings and fixed time frame contracts are recognized as per the proportionate completion method.

Unbilled Revenues

Revenue recognized over and above the billings on a customer is classified as "unbilled revenue".

Fixed Assets and Depreciation / Amortisation

Fixed assets are stated at cost of acquisition less accumulated depreciation.

Leasehold land is amortised over the balance period of lease since acquisition.

Depreciation on tangible fixed assets is provided based on the useful life prescribed under Part C of Schedule II of the Companies Act, 2013.

Intangible assets are amortised over a period of four years.

At each balance sheet date, the Company assesses whether there is any indication that any assets may be impaired. If any such indication exists, the carrying value of such assets is reduced to its recoverable amount and the amount of such impairment loss is charged to Statement of Profit and Loss. If, at the balance sheet date, there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and asset is restated to that effect.

Investments

Long-term investments are valued at cost. However, provision for diminution in the value of such investments, other than temporary, is made to recognize a decline on individual investment basis. Current investments are stated at the lower of cost and fair value.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

Foreign Currency Transactions

- a) Transactions in foreign currency are accounted at the exchange rates prevailing on the date of the transaction. Gains and losses arising out of subsequent fluctuations are accounted for on actual payment / realisation. Gains / losses, if any, at the year end on account of restatement of the monetary assets and liabilities, denominated in foreign currency are dealt with in the Statement of Profit and loss.
- b) In case of forward exchange contracts, the premium is amortised over the period of the contract. Any profit or loss arising on the cancellation or renewal of a forward exchange contract is recognized as income or expense for the year.

Employee Benefits

- a) Short-term employee benefits :

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc. are recognized at actual amounts due in the period in which the employee renders the related service.

- b) Post-employment benefits:

- i) Defined Contribution Plans:

Payments made to defined contribution plans such as Provident Fund are charged as an expense as they fall due.

- ii) Defined Benefit Plans:

The cost of providing defined benefits i.e. gratuity is determined using the Projected Unit Credit Method with actuarial valuations carried out at the balance sheet date. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss.

- iii) Other long-term employee benefits :

Other long-term employee benefits viz. leave entitlement are recognised as an expense in the Statement of Profit and Loss as and when they accrue. The Company determines the liability using the Projected Unit Credit Method with actuarial valuations carried out as at the balance sheet date. Actuarial gains and losses in respect of such benefits are charged to the Statement of Profit and Loss.

Taxation

Provision for current income tax is made on the basis of the estimated taxable income for the current accounting year in accordance with the Income-tax Act, 1961.

Minimum Alternate Tax (MAT) credit is recognized and carried forward only if there is a reasonable certainty of it being set off against regular tax payable within the stipulated statutory period.

Deferred tax assets are recognized only to the extent that there is reasonable certainty that the assets can be realized in future. However, where there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonably / virtually certain, as the case may be, to be realized.

Borrowing Costs

Borrowing costs directly attributable to acquisition, construction and production of qualifying assets are capitalised as a part of the cost of such asset upto the date of completion. Other borrowing costs are charged to the Statement of Profit and Loss.

Provisions, Contingent Liabilities and Contingent Assets

A provision is made based on reliable estimate when it is possible that an outflow of resources embodying economic benefit will be required to settle an obligation. Contingent liabilities, unless the possibility of outflow of resources embodying economic benefit is remote, are disclosed by way of notes to accounts. Contingent assets are not recognized or disclosed in the financial statements.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
NOTE '2'		
SHARE CAPITAL		
Authorised 36,000,000 (Previous Year 36,000,000) Equity Shares of ₹10 each	360,000,000	360,000,000
Issued 26,801,302 (Previous Year 26,476,302) Equity Shares of ₹10 each	268,013,020	264,763,020
Subscribed and fully paid 26,796,343 (Previous Year 26,471,343) Equity Shares of ₹10 each, fully paid up	267,963,430	264,713,430
[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 NSDL.]		

(a) Reconciliation of Share Capital

Particulars	As at March 31, 2015		As at March 31, 2014	
	No of shares	Amount ₹	No of shares	Amount ₹
At beginning of the year	26,476,302	264,763,020	26,476,302	264,763,020
Addition during the year	325,000	3,250,000	-	-
Outstanding at the end of the year	26,801,302	268,013,020	26,476,302	264,763,020

(b) Terms/rights attached to equity 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 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) Shareholders holding more than 5% of the equity shares :

Particulars	As at March 31, 2015		As at March 31, 2014	
	No of shares	%	No of shares	%
Tadimety Viswanath	5,604,256	20.91%	5,570,307	21.04%
Steven Jeske	2,431,433	9.07%	2,383,333	9.00%
Indotech Holdings LLC	3,900,000	14.55%	3,900,000	14.73%

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. 25 in respect of ESOP.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015		
	As at March 31, 2015 ₹	As at March 31, 2014 ₹
NOTE '3'		
RESERVES AND SURPLUS		
Securities Premium Account		
Balance as per last Balance Sheet	164,667,032	164,667,032
Add: Received during the year	2,368,500	-
Closing Balance	167,035,532	164,667,032
Surplus		
Opening Balance	263,575,638	207,660,911
Add: Profit for the year	81,711,516	86,884,875
Less: Transitional depreciation adjustment (Net of Deferred tax of ₹3,991,291) (Refer Note No 38)	(8,310,425)	-
Less: Residual Dividend	(50,000)	-
Less: Tax on Residual Dividend	(8,499)	-
Balance available for appropriations	336,918,230	294,545,786
Less: Appropriations during the year		
Proposed Dividend	26,796,343	26,471,343
Tax on Dividend	5,455,105	4,498,805
Closing Balance	304,666,782	263,575,638
	471,702,314	428,242,670
NOTE '4'		
LONG-TERM BORROWINGS		
Secured		
Term Loan from a Bank (Refer Note (i) below)	-	45,083,690
Vehicle Loan from a Bank (Refer Note (ii) below)	819,530	518,076
Notes:		
i) The Company had taken a term loan amounting to ₹50,000,000 which was to be paid in 123 equal monthly installments of ₹739,200 each, and the final instalment was to be paid on January 9, 2023. The Company has opted for prepayment of loan, balance amount will be paid within one year. The loan is secured by immovable property of the Company located at Thane. Interest is paid @ base rate + margin i.e. ranging from 12.75% p.a. to 13% p.a. (Previous year 12.75% p.a. to 13% p.a).		
ii) The Company had taken vehicle loans amounting to ₹800,000 and ₹750,000 which will be paid in 48 and 47 equal monthly instalments of ₹20,304 and ₹19,723 each respectively and the final installment will be paid on July 8, 2017 and May 08, 2018. The loans are secured by hypothecation of the vehicles thus, purchased.		
	819,530	45,601,766
NOTE '5'		
DEFERRED TAX LIABILITY (NET)		
Deferred tax asset:		
Expenses allowable on payments and others	6,197,576	6,987,291
Less: Deferred tax liability		
Difference between book and tax depreciation	20,295,581	22,107,994
Net Deferred tax liability	14,098,005	15,120,703
NOTE '6'		
OTHER LONG-TERM LIABILITIES		
Security deposits received	6,451,200	8,889,450
	6,451,200	8,889,450

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015		
	As at March 31, 2015 ₹	As at March 31, 2014 ₹
NOTE '7' SHORT-TERM BORROWINGS		
Bank Overdrafts- (Refer Note below)	54,566,014	7,205,103
	54,566,014	7,205,103
Details of Security Bank overdraft outstanding as at March 31,2015 of ₹6,900,876 is secured by way of exclusive charge on immovable property of the Company at Thane (rental to be credited to Escrow account with the bank) by way of equitable mortgage and Bank overdraft outstanding as at March 31, 2015 of ₹47,665,138 is secured by pledging mutual units in UTI mutual fund by way of equitable mortgage and on overdrafts, interest is paid @ base rate + margin i.e. ranging from 11.50% p.a. to 13% p.a. (Previous Year 12.75% p.a. to 13% p.a)		
NOTE '8' TRADE PAYABLES		
Trade Payables	35,441,562	56,688,240
The Company has not received any intimation from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence, disclosures, if any, relating to amounts unpaid as at the year end together with interest paid / payable as required under the said Act have not been given.	35,441,562	56,688,240
NOTE '9' OTHER CURRENT LIABILITIES		
Current maturities of long term debt (Refer note no. 4)	1,368,759	2,986,840
Interest accrued but not due on borrowing	9,027	4,720
Security deposits received	5,299,450	2,775,800
Statutory dues	2,119,151	3,112,704
Payables for capital expenditure	8,806,439	13,078,783
Income received in advance	2,119,875	951,816
Unclaimed dividend*	2,340,758	2,337,962
*There is no amount due to be credited to the Investor education and protection fund and outstanding as at Balance Sheet date	22,063,459	25,248,625
NOTE '10' SHORT TERM PROVISIONS		
Provision for employee benefits		
Gratuity (Refer note no. 27)	8,330,929	8,173,793
Leave Entitlement	7,870,862	6,714,515
Income Tax	32,513,014	41,639,287
(Net of Advance Tax ₹250,768,842 (Previous Year ₹235,143,895)		
Proposed Dividend	26,796,343	26,471,343
Tax on Dividend	5,455,105	4,498,805
	80,966,253	87,497,743

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

NOTE '11' FIXED ASSETS

DESCRIPTION	GROSS BLOCK (At Cost)				DEPRECIATION/AMORTISATION				(Amount in ₹)	
	As at April 1, 2014	Additions during the year	Deductions/ Adjustments during the year	As at March 31, 2015	upto March 31, 2014	for the year	Adjusted against reserves ***	On Deductions/ Adjustments	upto March 31, 2015	NET BLOCK As at March 31, 2015
TANGIBLE ASSETS										
Leasehold Land *	3,308,683	-	-	3,308,683	829,258	50,258	-	-	879,516	2,429,167
Buildings**	115,543,480	136,616,030	-	252,159,510	23,805,031	3,834,124	-	-	27,639,155	224,520,355
Plant and Equipment	40,376,704	34,761,815	8,361,674	66,776,845	24,516,172	6,636,623	11,821,259	7,743,780	35,230,274	31,546,571
Furniture and Fixtures	85,777,624	54,290,247	-	140,067,871	70,025,058	4,057,314	253,739	-	74,336,111	65,731,760
Vehicles	5,326,006	955,762	847,120	5,434,648	1,582,018	636,809	-	741,418	1,477,409	3,957,239
Office Equipment	6,314,041	2,483,833	-	8,797,874	2,618,001	637,484	-	-	3,255,485	5,542,389
Computers	53,388,198	7,753,035	8,982,429	52,158,804	41,703,506	5,334,808	226,718	8,515,833	38,749,199	13,409,605
TOTAL (A)	310,034,736	236,860,722	18,191,223	528,704,235	165,079,044	21,187,420	12,301,716	17,001,031	181,567,149	347,137,086
INTANGIBLE ASSETS										
Computer-Software	22,765,444	2,581,082	-	25,346,526	18,570,158	1,811,949	-	-	20,382,107	4,964,419
TOTAL (B)	22,765,444	2,581,082	-	25,346,526	18,570,158	1,811,949	-	-	20,382,107	4,964,419
Total (A + B)	332,800,180	239,441,804	18,191,223	554,050,761	183,649,202	22,999,369	12,301,716	17,001,031	201,949,256	352,101,505
CAPITAL WORK IN PROGRESS										
Building under construction										
Plant and equipment										
TOTAL (C)										70,310,178 924,063
INTANGIBLE ASSETS UNDER DEVELOPMENT										
Softwares under development										
TOTAL (D)										44,106,653 44,106,653
<p>* Land was taken on lease for 66 years from September, 1997 ** Buildings include ₹ 4000 (previous year ₹ 4000) being the value of 80 (Previous Year 80) shares of ₹ 50 each in Acme Plaza Premises Co-operative Society Ltd. *** Refer Note No 38</p>										



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

**NOTE '11'
FIXED ASSETS**

DESCRIPTION	GROSS BLOCK (At Cost)				DEPRECIATION/AMORTISATION			NET BLOCK
	As at April 1, 2013	Additions during the year	Deductions/ Adjustments during the year	As at March 31, 2014	upto March 31, 2013	for the year	On Deductions/ Adjustments upto March 31, 2014	As at March 31, 2014
TANGIBLE ASSETS								
Leasehold Land *	3,308,683	-	-	3,308,683	779,000	50,258	-	2,479,425
Buildings**	115,543,480	-	-	115,543,480	21,921,667	1,883,364	-	91,738,449
Plant and Equipment	47,811,978	269,130	7,704,404	40,376,704	27,791,083	2,100,902	5,375,813	15,860,532
Furniture and Fixtures	90,498,540	-	4,720,916	85,777,624	70,439,245	3,327,146	3,741,333	15,752,566
Vehicles	4,205,011	1,120,995	-	5,326,006	1,124,918	457,100	-	3,743,988
Office Equipment	7,118,352	288,891	1,093,202	6,314,041	2,948,128	455,430	785,557	3,696,040
Computers	51,027,013	3,072,110	710,925	53,388,198	37,496,569	4,858,682	651,745	11,684,692
TOTAL (A)	319,513,057	4,751,126	14,229,447	310,034,736	162,500,610	13,132,882	10,554,448	144,955,692
INTANGIBLE ASSETS								
Computer-Software	20,944,017	1,821,427	-	22,765,444	17,221,977	1,348,181	-	4,195,286
TOTAL (B)	20,944,017	1,821,427	-	22,765,444	17,221,977	1,348,181	-	4,195,286
Total (A + B)	340,457,074	6,572,553	14,229,447	332,800,180	179,722,587	14,481,063	10,554,448	149,150,978
CAPITAL WORK IN PROGRESS								
Building under construction								140,447,660
Plant and equipment								37,467,146
Furniture and Fixtures								56,157,392
Office Equipment								1,693,210
Computers								291,200
TOTAL (C)								236,056,608
INTANGIBLE ASSETS UNDER DEVELOPMENT								
Softwares under development								25,784,147
TOTAL (D)								25,784,147

* Land was taken on lease for 66 years from September, 1997

** Buildings include ₹ 4000 (previous year ₹4000) being the value of 80 (Previous Year 80) shares of ₹50 each in Acme Plaza Premises Co-operative Society Ltd.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015		
	As at March 31, 2015 ₹	As at March 31, 2014 ₹
NOTE '12'		
NON CURRENT INVESTMENTS		
(Long Term, Unquoted, Fully paid)		
Trade (Valued at cost unless otherwise stated)		
In Equity-Subsidiaries		
Cybertech Systems and Software Inc., USA-(wholly owned subsidiary)		
1,585,000 (Previous Year 1,585,000) common stocks of USD 0.01 each	72,564,500	72,564,500
1,500,000 (Previous Year 750,000) common stocks of USD 1.00 each	80,838,750	33,738,750
CyberTech Middle East, W.L.L-Bahrain (Refer note no 37)		
Nil (Previous Year 634) Shares of BHD 100 each	-	7,658,853
Less: Provision for diminution in value of investments	-	(7,658,853)
	153,403,250	106,303,250
Aggregate amount of unquoted investments	153,403,250	113,962,103
Aggregate provision for diminution in the value of investments	-	7,658,853
NOTE '13'		
LONG-TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
Capital advances	149,732	861,439
Security deposits	2,299,484	2,143,551
Prepaid expenses	229,396	-
	2,678,612	3,004,990
NOTE '14'		
CURRENT INVESTMENTS		
(Unquoted, Fully paid) (at the lower of cost and fair value)		
Mutual funds		
UTI Treasury Advantage Fund - Institutional Plan (Growth Option)		
7650.55 (Previous Year Nil) units of ₹1000 each	13,325,830	-
UTI Fixed Income Interval Fund - Annual Interval Plan Series - I - Institutional Growth Plan		
2,996,182.863 (Previous Year 2,996,182.863) units of ₹10 each	45,691,489	45,691,489
UTI - Fixed Income Interval Fund - Annual Interval Plan Series - II - Direct Growth Plan		
1,817,113.576 (Previous Year 1,817,113.576) units of ₹10 each	30,000,000	30,000,000

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015		
	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
UTI Fixed Term Income Fund Series XVII-VI (366 days) - Direct Growth Plan Nil (Previous Year 2,650,000) units of ₹10 each	-	26,500,000
SBI - Dynamic Bond Fund - Direct Plan - Growth Nil (Previous Year 1,955,225.34) units of ₹10 each	-	29,764,200
HDFC FMP 370D Feb 2014(1) Series 29 - Direct Growth Nil (Previous Year 2,250,000) units of ₹10 each	-	22,500,000
HDFC FMP 369D Mar 2014(1) Series 29 - Direct Growth Nil (Previous Year 1,800,000) units of ₹10 each	-	18,000,000
	89,017,319	172,455,689
Aggregate amount of unquoted investments	89,017,319	172,455,689
Aggregate repurchase price	107,864,504	182,872,758
NOTE '15' TRADE RECEIVABLES (Unsecured and considered good, unless stated otherwise)		
<u>Outstanding for a period exceeding six months from the date they are due for payment</u>		
Considered good	12,354,706	15,668,400
Considered doubtful	-	1,476,405
	12,354,706	17,144,805
Less: Provision for doubtful debts	-	(1,476,405)
	12,354,706	15,668,400
<u>Other receivables</u>		
Considered good	181,437,924	154,002,749
	193,792,630	169,671,149
NOTE '16' CASH AND BANK BALANCES		
I. Cash and Cash Equivalents		
a) Balances with banks		
- in current accounts	4,537,363	38,032,159
b) Cash on hand	82,053	183,210
c) Fixed deposits with maturity less than 3 months*	-	2,275,927
	4,619,416	40,491,296
II. Other Bank Balances		
in unpaid dividend accounts	2,340,758	2,337,962
in fixed deposit accounts *		
- Deposits with maturity more than 3 months but less than 12 months (including interest accrued ₹574,592, Previous Year ₹686,561)	18,019,911	16,081,819

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015		
	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
- Deposits with maturity more than 12 months including interest accrued Nil, Previous Year ₹Nil)	295,210	-
	20,655,879	18,419,781
	25,275,295	58,911,077
* <i>Fixed Deposits with Banks held as margin money against the Guarantees issued to Municipal Corporations:</i>	15,851,924	17,648,172
NOTE '17' SHORT-TERM LOANS AND ADVANCES (Unsecured and considered good, unless stated otherwise)		
Advances for supply of goods and rendering of services		
Considered good	1,477,627	1,292,155
Considered doubtful	900,000	900,000
	2,377,627	2,192,155
Less: Provision for doubtful advances	900,000	900,000
	1,477,627	1,292,155
Loans and advances to employees	784,808	1,216,451
Deposits	4,410,442	2,126,044
Balance with Government Authorities	488,153	970,996
	7,161,030	5,605,646
NOTE '18' OTHER CURRENT ASSETS		
Unbilled revenue	4,032,985	2,581,332
Prepaid expenses	8,946,201	7,155,903
Other receivables	2,322,046	2,526,961
	15,301,232	12,264,196
NOTE '19' REVENUE FROM OPERATIONS		
From Sale of Services		
Information technology Services	396,949,615	406,568,263
	396,949,615	406,568,263
NOTE '20' OTHER INCOME		
Interest on:		
Deposit with banks	1,797,488	1,883,539
Income tax Refund	2,501,174	236,990
Others	62,142	57,388
	4,360,804	2,177,917
Profit on sale of current investments	7,891,581	17,176,496
Exchange Gain	10,538,034	11,693,468

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015		
	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Rent Received	18,029,620	21,928,934
Less: Rates and Taxes (directly attributable)	1,665,108	3,035,343
	16,364,512	18,893,591
Sundry credit balances written back (Net)	3,513,876	957,971
Miscellaneous income	382,659	2,045,233
	43,051,466	52,944,676
NOTE '21' EMPLOYEE BENEFITS EXPENSE		
Salaries and wages	288,902,107	241,625,269
Contribution to provident and other funds	2,284,909	767,703
Staff welfare expenses (including Group Medical Insurance of ₹4,065,670; Previous year ₹2,937,047)	9,092,602	6,663,267
	300,279,618	249,056,239
Less: Transferred to capital work in progress Software under development	18,322,506	10,728,125
	281,957,112	238,328,114
NOTE '22' FINANCE COSTS		
Interest on borrowings	5,760,150	8,128,045
Less: Transferred to capital work In progress- Building under construction	-	3,367,269
	5,760,150	4,760,776
NOTE '23' OTHER EXPENSES		
Travelling and conveyance	14,857,931	12,466,585
Communication	2,410,386	2,411,524
Electricity expenses	9,525,653	8,978,834
Insurance	539,693	571,115
Rates and taxes	2,576,447	2,734,800
Professional fees	12,127,461	15,455,862
Software programming, consultancy and development charges	3,229,010	2,606,512
Rent	998,764	1,827,141
Auditors' remuneration		
Audit fees	700,000	625,000
Tax audit fees	125,000	125,000
Certification and other services	102,500	250,000
Reimbursement of expenses	86,600	72,870
	1,014,100	1,072,870

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015		
	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Repairs and maintenance		
Buildings	1,026,527	1,085,082
Plant and equipment	5,482,614	4,303,037
Others	2,900,445	2,382,319
	9,409,586	7,770,438
Security expenses	2,824,913	1,883,937
Loss on assets disposed / discarded (Net)	853,941	1,513,430
Bad Debts written off	-	25,632,542
Less: Provision for doubtful debts	-	25,632,542
Provision for doubtful advances	-	900,000
Miscellaneous expenses	13,828,249	12,008,771
	74,196,134	72,201,819
NOTE '24'		
EARNINGS PER SHARE:		
Basic :	For the year ended March 31, 2015	For the year ended March 31, 2014
Profit attributable to the Shareholders	81,711,516	86,884,875
Weighted average number of Equity Shares outstanding during the year (Nos.)	26,613,611	26,476,302
Nominal Value of Equity Shares (₹)	10	10
Basic Earnings Per Share (₹)	3.07	3.28
Diluted :		
Profit attributable to the Shareholders (₹)	81,711,516	86,884,875
Weighted average number of Equity Shares outstanding during the year (Nos.)	27,080,543	26,476,302
Nominal Value of Equity Shares (₹)	10	10
Diluted Earnings Per Share (₹)	3.02	3.28

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

NOTE '25'

EMPLOYEES STOCK OPTION PLAN (ESOP)

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 (Previous Year 9,264,970 shares). The Shareholder 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 schemes 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.

	As at March 31, 2015	As at March 31, 2014
Face value of grant	10	10
Grants:		
Outstanding at the beginning	1,200,000	1,517,500
Add: Granted during the year	200,000	375,000
Less: Exercised during the year	325,000	0
Less: Forfeited during the year	50,000	692,500
Outstanding as at the end	1,025,000	1,200,000
Vested:		
Outstanding at the beginning	668,750	1,030,000
Add: Vested during the year	256,250	156,250
Less: Exercised during the year	325,000	0
Less: Forfeited during the year	50,000	492,500
Outstanding as at the end	550,000	668,750
Out of the above :		
Grants to the Whole Time Director		
Outstanding at the beginning	100,000	0
Add: Granted during the year	200,000	100,000
Less: Exercised during the year	0	0
Less: Forfeited during the year	0	0
Outstanding as at the end	300,000	100,000
Vested to the Whole Time Director		
Outstanding at the beginning	0	0

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

Add: Vested during the year	25,000	0
Less: Exercised during the year	0	0
Less: Forfeited during the year	0	0
Outstanding as at the end	25,000	0
Grants to Non Executive Director		
Outstanding at the beginning	150,000	150,000
Add: Granted during the year	0	0
Less: Exercised during the year	100,000	0
Less: Forfeited during the year	50,000	0
Outstanding as at the end	0	150,000
Vested to non-executive director		
Outstanding at the beginning	150,000	150,000
Add: Vested during the year	0	0
Less: Exercised during the year	100,000	0
Less: Forfeited during the year	50,000	0
Outstanding as at the end	0	150,000

The Company has elected to use the intrinsic value method to account for the compensation cost of stock options to employees of the Company. Intrinsic value is the amount by which the quoted market price of the underlying share as on the date of grant exceeds the exercise price of the option.

Summary of the options outstanding under the Employees Stock Option Plan (ESOP):

	As at March 31, 2015		As at March 31, 2014	
	Options	Weighted Average Exercise Price (₹)	Options	Weighted Average Exercise Price (₹)
Options outstanding at beginning of the year	1,200,000	15.75	1,517,500	15.57
Granted during the year	200,000	44.30	0	0
Exercised during the year	325,000	17.29	0	0
Forfeited/lapsed during the year	50,000	17.95	692,500	12.95
Options outstanding at end of year	1,025,000	20.73	1,200,000	15.75
Vested options pending exercise	550,000	16.86	668,750	17.77

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

The following summarizes information about stock options outstanding:

As at March 31, 2015

Range of Exercise Price	Number of shares arising out of options	Weighted average remaining life (Years)	Weighted average Exercise Price (₹)
₹ 10 to ₹ 15	350,000	6	11.34
₹ 16 to ₹ 45	675,000	5	25.60

As at March 31, 2014

Range of Exercise Price	Number of shares arising out of options	Weighted average remaining life (Years)	Weighted average Exercise Price (₹)
₹ 10 to ₹ 15	375,000	6	11.34
₹ 15 to ₹ 23	825,000	5	17.76

Fair Value methodology for the option:

The fair value of options used to compute net income and earnings per equity share have been estimated on the dates of each grant within the range of ₹10 to ₹45 using the Black-Scholes pricing model. The Company estimated the volatility based on the historical share prices. The various assumptions considered in the pricing model for the options granted under ESOP are:

	March 31, 2015	March 31, 2014
Dividend yield	0-10%	0-10%
Expected volatility	10%-20%	10%-20%
Risk-free interest rate	6.46% - 6.65%	6.46% - 6.65%
Expected life of option	0 – 7 yrs	0 – 7 yrs

Impact of Fair value method on Net Profit and EPS

Had the compensation cost for the Company's Stock Option Plan outstanding been determined based on the fair value approach, the Company's net profit income and earnings per share would have been, as indicated below:

	For the Year ended March 31, 2015 ₹	For the Year ended March 31, 2014 ₹
Profit attributable to Equity Shareholders	81,711,516	86,884,875
Less: Stock-based compensation expense determined under fair value based method	4,428,463	177,868
Net Profit	77,283,053	86,707,007
Basic and diluted earnings per share (as reported)	2.90	3.27
Basic and diluted earnings per share (under fair value method)	2.85	3.27

NOTE '26'

RELATED PARTY DISCLOSURES

Disclosure in respect of Related Parties pursuant to Accounting Standard 18 is as under:

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015**A. List of Related Parties:****i) Parties where control exists:**

Wholly Owned Subsidiary:

CyberTech Systems and Software Inc. USA (CSSI)

Subsidiary:

CyberTech Middle East W.L.L. (Bahrain) (CME) (upto May 19, 2014)

ii) Other Parties with whom the Company has entered into transactions during the year:**Key Management Personnel**

Dr. Tapan Kumar Mukhopadhyay - Wholetime Director (upto August 13, 2013)

Ramasubramanian Sankaran-Executive Director & CFO

Sateesh Wadagbalkar- GM and Company Secretary (w.e.f. April 1, 2014)

B. Transactions entered with Related Parties in the ordinary course of business:

(Amount in ₹)

Particulars	Related Party Transactions			
	CSSI	CME	Key Management Personnel	Total
Sale of Services	336,394,042 (341,261,518)	- (-)	- (-)	336,394,042 (341,261,518)
Expenses / Reimbursement of Expenses	2,020,143 (2,689,222)	- (-)	# 4,069,785 # (3,566,162)	6,089,928 (6,255,384)
Outstanding as at the year end				
Receivable	155,013,527 (143,242,361)	- (-)	- (-)	155,013,527 (143,242,361)
Payable	- (-)	- (-)	1,312,727 (836,678)	1,312,727 (836,678)
Investment	153,403,250 (106,303,250)	- (-)	- (-)	153,403,250 (106,303,250)

Disclosure in Respect of Material Related Party Transactions during the year

Payment to Key Managerial Personnel includes remuneration paid to

Ramasubramanian Sankaran ₹**3,126,331** (Previous Year ₹2,763,061)Sateesh Wadagbalkar ₹**943,454** (Previous Year NA)Tapan Kumar Mukhopadhyay ₹**Nil** (Previous Year ₹803,101)**Notes:**

- Related party relationship is as identified by the Company and relied upon by the Auditors.
- No amounts have been written off/back and provided for in respect of the related parties during the year.
- Figures in brackets represent previous year figures.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

NOTE '27'

DEFINED BENEFIT PLANS IN RESPECT OF GRATUITY PAYABLE

The present value of obligation is determined based on Actuarial valuation using Projected Unit Credit Method.

Change in present value of obligation

(Amount in ₹)

		As at March 31, 2015	As at March 31, 2014
1	Present Value of Defined Benefit Obligation, beginning of the year	92,70,398	8,978,718
2	Interest Cost	863,074	740,744
3	Current Service Cost	1,931,468	2,166,842
4	Benefits paid during the year	(800,512)	(799,238)
5	Actuarial (gain)/loss on Defined Benefit Obligation	(1,565,416)	(1,816,668)
6	Present Value of Defined Benefit Obligation, end of the year	9,699,012	9,270,398

Amounts recognized in the Balance Sheet

(Amount in ₹)

		As at March 31, 2015	As at March 31, 2014
1	Present Value of Defined Benefit Obligation	9,699,012	9,270,398
2	Fair Value of plan assets	1,368,083	1,096,605
3	Net Liability recognized in the Balance Sheet	8,330,929	8,173,793

Net gratuity cost for the year ended March 31, 2015

(Amount in ₹)

		For the year ended March 31, 2015	For the year ended March 31, 2014
1	Current Service Cost	1,931,468	2,166,842
2	Interest Cost on obligation	863,074	740,744
3	Expected Return on plan assets	(95,405)	(66,533)
4	Net Actuarial (gain)/loss recognized for the year ending March 31, 2015	(1,542,001)	(1,881,231)
5	Net Gratuity Cost	1,157,136	959,822

Assumptions used in accounting for the gratuity plan

(Rate per annum)

		As at March 31, 2015	As at March 31, 2014
1	Discount Rate	7.92%	9.31%
2	Rate of Salary Escalation	4.00%	6.00%
3	Rate of return on plan assets	7.92%	8.70%

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015**NOTE '28'****LEASES:**

- (A) The Company has leased its vacant premises under cancellable lease agreements, the income from which is recognised and disclosed as Rent received under Note No. 20.
- (B) The Company has taken commercial premises on lease basis, the agreements for which are mutually renewable/cancellable. The rental expenses in respect of operating lease are charged as rent under Note No. 23 under the head 'Rent'.

NOTE '29'**CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)****(A) Contingent Liabilities:**

- a) Disputed Income Tax Matters:
- Regular demand under assessment (including interest upto the date of demand) ₹**115,840** (Previous Year ₹32,674,547)
 - Penalties & Interest upto the date of demand of ₹**58,198,919** (Previous Year ₹58,198,919)
 - Other Income Tax proceedings in respect of earlier years decided in favour of the Company by the Appellate Authorities against which the Department is in further appeals excluding further interest liability, if any of ₹**3,769,968** (Previous Year ₹3,769,968)
 - In the previous year, the Company has received Income Tax refunds of ₹189,474,293 (including interest amount of ₹ 74,080,633) 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. Accordingly, the Company has, however continued the provision of ₹**121,961,829** (Previous Year ₹121,961,829) made in earlier years.
- b) Disputed Service Tax Matters ₹**6,607,614** (Previous Year ₹6,607,614)

The Company's pending litigations 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 in 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

(B) Commitments:

Estimated amount (Net of Advances) of contracts remaining to be executed on capital account and not provided for: ₹**1,967,426** (Previous Year ₹17,372,799)

NOTE '30'**Forward Exchange Contracts and Foreign Exchange Cover:**

- a) The Company uses Forward Exchange Contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The Company does not enter in to any such instruments for trading or speculative purposes. The following are the contracts entered into by the Company and outstanding at the year end:

	As at March 31, 2015	As at March 31, 2014
Forward Exchange Contracts:		
No. of Contracts	18	5
Type	Sell	Sell
US \$ Equivalent	1,850,000	600,000
INR Equivalent	118,809,000	36,622,500

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

b) The year-end foreign currency exposures that have not been hedged, are given below:

Particulars	As at March 31, 2015		As at March 31, 2014	
		₹		₹
Trade Receivables	USD 664,033	40,672,416	USD 1,797,692	106,998,628
Deposit	-	-	EURO 32,000	3,181,382

NOTE '31'

In the opinion of the Board, assets other than Fixed Assets and Non Current investments have a value on realisation in the ordinary course of business atleast equal to the amount at which they are stated. Provision for depreciation and all known liabilities is adequate and not in excess of the amount reasonably necessary.

NOTE '32'

The accounts of certain Banks, Trade Receivables, Trade Payables and Loans and Advances are subject to formal confirmation/ reconciliation and adjustments, if any. The Management does not expect any material difference affecting the current year's financial statements.

NOTE '33'

	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Expenditure in foreign currency:		
Travel Expenses (Net of reimbursements)	3,179,395	1,831,955
Professional Fees	3,720,200	2,088,724

NOTE '34'

	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Earnings in foreign exchange:		
Income from Sale of Software Development Services	339,967,104	341,261,518
Consideration Claim on settlement of Dispute with CyberTech Middle East		
-Debtors	1,476,405	-
-Investments	54,714,245	-

NOTE '35'

	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Dividend remitted in foreign currency:		
Dividend relating to the year	92,85,539	92,84,389
Number of Equity Shares held (Nos.)	2013-14	2012-13
	92,85,539	92,84,389
Number of Non-Resident Shareholders (Nos.)	33	32

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015**NOTE '36'**

The Company has invested ₹153,403,250 (Previous Year ₹106,303,250) in its Wholly Owned Subsidiary viz. CyberTech Systems and Software Inc., USA, which has incurred losses during the current year as well as in the previous year. However, being a long term and strategic investment, there is a reasonable certainty that there will be no diminution in the value of this investment, and therefore, no provisioning has been considered necessary.

NOTE '37'

Exceptional items include a claim of ₹56,190,650 received on settlement of dispute in respect of investment and receivable from CyberTech Middle East WLL. The said amount includes writing back of ₹9,135,258 being provision made for diminution in the value of aforesaid investment and for doubtful receivable in the earlier year.

NOTE '38'

Consequent to the enactment of the Companies Act, 2013 (the Act) and its applicability for accounting periods commencing from April 1, 2014, the Company has realigned the remaining useful life of its tangible assets in accordance with the provisions prescribed under Schedule II to the Act. Accordingly, in the case of tangible assets which have completed their useful life, the carrying value (net of residual value) as at April 1, 2014 amounting to ₹8,310,425 (net of Deferred Tax of ₹3,991,291) has been adjusted to "Surplus in the Statement of Profit and Loss" and in the case of other tangible assets, the carrying value (net of residual value) is being depreciated over the revised remaining useful lives. Accordingly, the depreciation and amortization expense is higher by ₹7,230,243 for the year ended 31st March, 2015.

NOTE '39'

Previous year's figures have been re-grouped/re-arranged, wherever necessary, to conform to the current year's classification/presentation.

Signatures to Notes 1 to 39

For and on behalf of the Board of Directors

Sateesh Wadagbalkar
GM & Company Secretary

Ramasubramanian Sankaran
Executive Director & CFO

N. L. Sarda
Director

Place : Thane

Dated : May 26, 2015

INDEPENDENT AUDITORS' REPORT

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of CyberTech Systems and Software Limited (hereinafter referred to as "the Holding Company") and its subsidiary (the holding Company and its subsidiary together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Company included in the group is 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; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding Company has in place an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by 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, 2015 and their consolidated profit and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

Refer our audit report of even date on standalone financial statement for reporting requirement under Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act. Since the

Company has no Indian subsidiaries.

As required by Section 143 (3) of the Act, we report, to the extent applicable, 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 and the reports of the other auditors
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company none of the directors of the Holding Company is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to other matter 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the group - Refer Note 29 to the consolidated financial statements.
 - II. The Group did not have any material foreseeable losses on long term contracts including derivative contracts.
 - III. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Holding Company.

For LODHA & CO.
Chartered Accountants
Firm Registration No. 301051E

A.M. Hariharan
Partner
Membership No. 38323

Place : Mumbai
Date : May 26, 2015

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2015			
	NOTE NO.	As At March 31, 2015 ₹	As At March 31, 2014 ₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	267,963,430	264,713,430
Reserves and surplus	3	332,229,328	334,239,318
Non-Current liabilities			
Long term borrowings	4	819,530	45,601,766
Deferred tax liabilities (Net)	5	14,098,005	15,120,703
Other long term liabilities	6	6,451,200	8,889,450
Current Liabilities			
Short term borrowings	7	54,566,014	7,205,103
Trade payables	8	68,442,488	88,672,379
Other current liabilities	9	22,464,289	26,596,825
Short term provisions	10	80,966,253	87,497,743
	TOTAL	848,000,537	878,536,717
ASSETS			
Non Current Assets			
Fixed Assets	11		
Tangible assets		349,567,671	146,360,217
Intangible assets		6,665,203	12,414,273
Capital work-in-progress		71,234,241	236,056,608
Intangible assets under development		77,683,745	39,804,289
Long-term loans and advances	12	3,881,102	3,544,809
Current Assets			
Current investments	13	89,017,319	172,455,689
Trade receivables	14	134,078,179	152,856,872
Cash and bank balances	15	78,680,731	87,037,045
Short-term loans and advances	16	7,496,946	6,308,221
Other current assets	17	29,695,400	21,698,694
	TOTAL	848,000,537	878,536,717

Significant Accounting Policies and Notes forming part of the Consolidated Financial Statements

1 to 34

As per our attached report of even date

For Lodha & Co.
Chartered Accountants

A.M. Hariharan
Partner

Place : Mumbai
Dated : May 26, 2015

Sateesh Wadagbalkar
GM & Company Secretary

Place : Thane
Dated : May 26, 2015

For and on behalf of the Board of Directors

Ramasubramanian Sankaran **N. L. Sarda**
Executive Director & CFO Director

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015			
	NOTE NO.	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
INCOME			
Revenue from operations	18	625,914,092	675,647,294
Other Income	19	43,118,102	55,183,982
		669,032,194	730,831,276
EXPENDITURE			
Cost of hardware/software package for service delivery		6,401,191	23,120,219
Employee benefits expense	20	472,218,790	437,640,481
Finance costs	21	5,760,150	4,760,776
Depreciation and amortisation expense	11	30,879,356	24,635,000
Other expenses	22	135,284,684	144,590,150
		650,544,171	634,746,626
Profit before Exceptional items and tax		18,488,023	96,084,650
Exceptional Items	32	56,190,650	-
Profit before tax		74,678,673	96,084,650
Tax expense			
Current tax		19,200,000	22,000,0000
Deferred tax		2,968,594	(2,263,927)
Income tax adjustments for earlier years		997,665	-
Profit for the year		51,512,414	76,348,577
Basic Earnings per share of face value of ₹10 each		1.91	2.88
Diluted Earnings per share of face value of ₹10 each		1.90	2.88

Significant Accounting Policies and Notes forming part of the Consolidated Financial Statements

1 to 34

As per our attached report of even date

For Lodha & Co.
Chartered Accountants

A.M. Hariharan
Partner

Place : Mumbai
Dated : May 26, 2015

Sateesh Wadagbalkar
GM & Company Secretary

Place : Thane
Dated : May 26, 2015

For and on behalf of the Board of Directors

Ramasubramanian Sankaran **N. L. Sarda**
Executive Director & CFO Director

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	For the year ended March 31, 2015		For the year ended March 31, 2014	
	₹	₹	₹	₹
A. Cash flow from Operating activities				
Net Profit before tax and exceptional items :		74,678,673		96,084,650
Adjustments for :				
Depreciation and amortisation expense	30,879,356		24,635,000	
Loss on assets disposed / discarded (Net)	853,941		1,513,430	
Interest income	(4,427,440)		(2,089,161)	
Interest expense	5,760,150		4,760,776	
Sundry balances written back (Net)	(12,649,134)		(957,971)	
Profit on sale of current investments	(54,946,973)		(17,176,496)	
Provision for Doubtful debts/advances	-		900,000	
		(34,530,100)		11,585,578)
Operating profit before Working Capital changes		40,148,573		107,670,228
Adjustments for :				
Decrease/(Increase) in Trade receivables	16,046,691		(28,462,609)	
Decrease/(Increase) in Other receivables	(10,245,757)		4,275,349	
Increase/(Decrease) in Trade and other payables	(4,337,656)		2,443,095	
		1,463,278		(21,744,165)
Cash generated from operations		41,611,851		85,926,063
Direct taxes paid		(21,000,000)		(13,495,280)
Net cash generated used in operating activities (A)		20,611,851		72,430,783
B. Cash flow from investing activities				
Purchase of fixed assets		(118,217,626)		(137,094,755)
Sale of fixed assets		336,253		2,161,569
Purchase of current investments		(20,000,000)		(127,000,000)
Sale of current investments		135,456,740		199,078,318
Deposits with bank withdrawn/(placed)		(2,236,098)		7,519,464
Interest received		2,040,987		2,255,117
Net cash generated used in investing activities (B)		(2,619,744)		(53,080,287)

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	For the year ended March 31, 2015		For the year ended March 31, 2014	
	₹	₹	₹	₹
C. Cash flow from financing activities :				
Proceeds from short term borrowings		47,360,911		(6,675,860)
Proceeds from long term borrowings		(44,782,236)		45,601,766
Equity issue (ESOP) proceeds		5,618,500		-
Interest paid		(5,755,843)		(4,756,056)
Dividend and Dividend Tax paid thereon		(31,025,851)		(30,747,048)
Net cash generated from / (used in) financing activities (C)		(28,584,519)		3,422,802
Net Increase / (Decrease) in cash & cash equivalents (A+B+C)		(10,592,412)		22,773,298
Cash & cash equivalents (opening)		68,617,264		45,843,966
Cash & cash equivalents (closing)		58,024,852		68,617,264
		(10,592,412)		22,773,298

Note :

- The above Cash Flow Statement has been prepared using the Indirect Method prescribed by the Accounting Standards (AS) 3 "Cash Flow Statements".
- The previous year's figures have been regrouped/rearranged wherever necessary.

The accompanying notes form an integral part of the financial statements

As per our attached report of even date

For Lodha & Co.
Chartered Accountants

For and on behalf of the Board of Directors

A. M. Hariharan
Partner

Sateesh Wadagbalkar
GM & Company Secretary

Ramasubramanian Sankaran
Executive Director & CFO

N. L. Sarda
Director

Place : Mumbai
Dated : May 26, 2015

Place : Thane
Dated : May 26, 2015

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015
Note '1'
SIGNIFICANT ACCOUNTING POLICIES:
A. Basis of preparation:

The Consolidated Financial Statements are prepared in accordance with Accounting Standard 21 "Consolidated Financial Statements" prescribed under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

B. Principles of Consolidation:

(a) The Consolidated Financial Statements (CFS) comprise the financial statements of the holding Company, CyberTech Systems & Software Limited and its subsidiaries which are as under:

Name of the Subsidiary Company	Country of Incorporation	Proportion of ownership interest
CyberTech Systems & Software Inc. (CSSI)	U.S.A.	100 %
Cyber Middle East WLL, Bahrain (CME) (upto May 19, 2014) #	Kingdom of Bahrain	55 %

(b) The Consolidated Financial Statements have been prepared using uniform accounting policies, in accordance with the generally accepted accounting policies except for amortization of Goodwill in the books of its wholly owned subsidiary where the Goodwill has been amortised over a period of 10 years as against the policy adopted by Holding company to amortise Goodwill over a period of 5 years.

(c) The effect of intra group transactions between CyberTech Systems & Software Limited and its subsidiaries are eliminated in consolidation.

(d) For significant accounting policies followed, refer note no. 1 of the Holding Company's audited financial statements.

(e) # The accounts of "CyberTech Middle East WLL, Bahrain (55% subsidiary) has not been consolidated due to non availability of information and pending transfer of shares.

C. Foreign Subsidiaries :

CyberTech Systems & Software Inc., USA has been considered as non-integral and accordingly 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.

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
NOTE '2'		
SHARE CAPITAL		
Authorised		
36,000,000 (Previous Year 36,000,000) Equity Shares of ₹10 each	360,000,000	360,000,000
Issued		
26,801,302 (Previous Year 26,476,302) Equity Shares of ₹10 each	268,013,020	264,763,020
Subscribed and fully paid		
26,796,343 (Previous Year 26,471,343) Equity Shares of ₹10 each, fully paid up	267,963,430	264,713,430
[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 NSDL.]		

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015**(a) Reconciliation of Share Capital**

	As at March 31, 2015		As at March 31, 2014	
	No of shares	Amount ₹	No of shares	Amount ₹
At beginning of the year	26,476,302	264,763,020	26,476,302	264,763,020
Addition during the year	325,000	3,250,000	-	-
Outstanding at the end of the year	26,801,302	268,013,020	26,476,302	264,763,020

(b) Terms/rights attached to equity shares

The Company has issued one class of equity shares having a face value of ₹10 per share. 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 paidup 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) Shareholders holding more than 5% of the equity shares :

	As at March 31, 2015		As at March 31, 2014	
	No of shares	%	No of shares	%
Tadimety Viswanath	5,604,256	20.91%	5,570,307	21.04%
Steven Jeske	2,431,433	9.07%	2,383,333	9.00%
Indotech Holdings LLC	3,900,000	14.55%	3,900,000	14.73%

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. 24 in respect of ESOP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015		
	As at March 31, 2015 ₹	As at March 31, 2014 ₹
NOTE '3'		
RESERVES AND SURPLUS		
Securities Premium Account		
Balance as per last Balance Sheet	164,667,032	164,667,032
Add: Received during the year	2,368,500	-
Closing Balance	167,035,532	164,667,032
Surplus		
Opening Balance	158,314,019	112,935,590
Add: Profit for the year	51,512,414	76,348,577
Less: Transitional Depreciation adjustments (Net of Deferred Tax of ₹3,991,291) (Refer Note no 33)	(8,310,425)	-
Less: Residual Dividend	(50,000)	-
Less: Tax on Residual Dividend	(8,499)	-
Balance available for appropriations	201,457,509	189,284,167
<u>Less : Appropriations during the year</u>		
Proposed Dividend	26,796,343	26,471,343
Dividend Distribution Tax	5,455,105	4,498,805
Closing Balance	169,206,061	158,314,019
Foreign Currency Translation Reserve		
Opening Balance	11,258,267	8,717,625
Add: Foreign Currency Translation during the year	(15,270,532)	2,540,642
Closing Balance	(4,012,265)	11,258,267
	332,229,328	334,239,318
NOTE '4'		
LONG-TERM BORROWINGS		
Secured		
Term Loan from a Bank (Refer Note (i) below)	-	45,083,690
Vehicle loan from a Bank (Refer Note (ii) below)	819,530	518,076
	819,530	45,601,766
Notes:		
i) The Holding Company had taken a term loan amounting to ₹50,000,000 which was to be paid in 123 equal monthly installments of ₹739,200 each, and the final instalment was to be paid on January 9, 2023. The Company opted for prepayment of loan, balance amount will be paid within one year. The loan is secured by immovable property of the Company located at Thane. Interest is paid @ base rate + margin i.e. ranging from 12.75% p.a. to 13% p.a.(Previous year 12.75% p.a to 13% p.a)		
ii) The Holding Company had taken vehicle loans amounting to ₹800,000 and ₹750,000 which will be paid in 48 and 47 equal monthly installments of ₹20,304 and ₹19,723 each respectively and the final installment will be paid on July 8, 2017 and May 08, 2018. The loans are secured by hypothecation of the vehicles thus, purchased		
NOTE '5'		
DEFERRED TAX LIABILITIES		
Deferred Tax Asset :		
Expenses allowable on payments and others	6,197,576	6,987,291
Deferred Tax Liability :		

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015		
	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Difference between book & tax depreciation	20,295,581	22,107,994
Net Deferred Tax liability	14,098,005	15,120,703
NOTE '6' OTHER LONG-TERM LIABILITIES		
Security deposits received	6,451,200	8,889,450
	6,451,200	8,889,450
NOTE '7' SHORT-TERM BORROWINGS		
Bank Overdrafts- (Refer Note below)	54,566,014	7,205,103
Details of Security	54,566,014	7,205,103
Bank overdraft outstanding as at March 31,2015 of ₹6,900,876 is secured by way of exclusive charge on immovable property of the Holding Company at Thane (rental to be credited to Escrow account with the bank) by way of equitable mortgage and Bank overdraft outstanding as at March 31, 2015 of ₹47,665,138 is secured by pledging mutual units in UTI mutual fund by way of equitable mortgage and on overdrafts, interest is paid @ base rate + margin i.e. ranging from 11.50% p.a. to 13% p.a. (Previous Year 12.75% p.a. to 13% p.a)		
NOTE '8' TRADE PAYABLES		
Trade Payables	68,442,488	88,672,379
	68,442,488	88,672,379
NOTE '9' OTHER CURRENT LIABILITIES		
Current maturities of long term debt (Refer note no. 4)	1,368,759	2,986,840
Interest accrued but not due on borrowings	9,027	4,720
Security deposits received	5,299,450	2,775,800
Statutory dues	2,119,151	3,112,704
Payables for capital expenditure	8,806,439	13,078,783
Income received in advance	2,119,875	448,000
Other payable	400,830	1,852,016
Unclaimed dividend *	2,340,758	2,337,962
*There is no amount due to be credited to the Investor education and protection fund and outstanding as at Balance Sheet date	22,464,289	26,596,825
NOTE '10' SHORT TERM PROVISIONS		
Provisions for employee benefits		
Gratuity (Refer note no. 26)	8,330,929	8,173,793
Leave Entitlements	7,870,862	6,714,515
Income Tax	32,513,014	41,639,287
[(Net of Advance Tax ₹250,768,842 (Previous Year ₹235,143,895))]		
Proposed Dividend	26,796,343	26,471,343
Tax on Dividend	5,455,105	4,498,805
	80,966,253	87,497,743



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

**NOTE '11'
FIXED ASSETS**

DESCRIPTION	GROSS BLOCK (At Cost)				DEPRECIATION/AMORTISATION				(Amount in ₹)		
	As at April 1, 2014	Additions during the year	Deductions/ Adjustments during the year	As at March 31, 2015	Upto March 31, 2014	for the year	Adjusted against reserves ***	On Deductions/ Adjustments	Upto March 31, 2015	As at March 31, 2015	NET BLOCK
TANGIBLE ASSETS											
Leasehold Land *	3,308,683	-	-	3,308,683	829,258	50,258	-	-	879,516	2,429,167	
Buildings **	115,543,480	136,616,030	-	252,159,510	23,805,031	3,834,124	-	-	27,639,155	224,520,355	
Plant and Equipment	40,994,600	34,761,815	8,340,225	67,416,190	24,911,225	6,724,431	11,821,259	7,728,905	35,728,010	31,688,180	
Furniture & Fixtures	88,918,990	55,211,319	(109,046)	144,239,355	73,029,147	4,233,113	253,739	(106,608)	77,622,607	66,616,748	
Vehicles	5,326,006	955,762	847,120	5,434,648	1,582,018	636,809	-	741,418	1,477,409	3,957,239	
Office Equipment	6,314,041	2,483,833	-	8,797,874	2,618,001	637,484	-	-	3,255,485	5,542,389	
Computers	59,572,481	8,990,059	8,767,754	59,794,786	46,843,383	6,236,565	226,718	8,325,473	44,981,193	14,813,593	
SUB TOTAL	319,978,281	239,018,818	17,846,053	541,151,046	173,618,063	22,352,784	12,301,716	16,689,188	191,583,375	349,567,671	
INTANGIBLE ASSETS											
Computer-Software	42,491,108	2,581,082	(684,736)	45,756,926	30,076,835	8,526,572	-	(488,316)	39,091,723	6,665,203	
Goodwill	46,438,000	-	(1,612,000)	48,050,000	46,438,000	-	-	(1,612,000)	48,050,000	-	
SUB TOTAL	88,929,108	2,581,082	(2,296,736)	93,806,926	76,514,835	8,526,572	-	(2,100,316)	87,141,723	6,665,203	
Current Year Total	408,907,389	241,599,900	15,549,317	634,957,972	250,132,898	30,879,356	-	14,588,872	278,725,098	356,232,874	
CAPITAL WORK IN PROGRESS											
Building Computers										70,310,178	
SUB TOTAL										924,063	
INTANGIBLE ASSETS UNDER DEVELOPMENT											
Softwares under development										77,683,745	
SUB TOTAL										77,683,745	

* Land was taken on lease for 66 years from September, 1997

** Buildings include ₹ 4000 being the value of 80 shares of ₹50 each in Acme Plaza Premises Co-operative Society Ltd.

*** Refer Note No. 33

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

NOTE '11'		(Amount in ₹)									
FIXED ASSETS		GROSS BLOCK (At Cost)					DEPRECIATION/AMORTISATION			NET BLOCK	
DESCRIPTION	As at April 1, 2013	Additions during the year	Deductions/ Adjustments during the year	As at March 31, 2014	upto March 31, 2013	for the year	On Deductions/ Adjustments	upto March 31, 2014	As at March 31, 2014		
TANGIBLE ASSETS											
Leasehold Land*	3,308,683	-	-	3,308,683	779,000	50,258	-	829,258	2,479,425		
Buildings**	115,543,480	-	-	115,543,480	21,921,667	1,883,364	-	23,805,031	91,738,449		
Plant and Equipment	48,363,226	278,837	7,647,463	40,994,600	28,038,356	2,224,832	5,351,963	24,911,225	16,083,375		
Furniture & Fixtures	93,214,040	145,366	4,440,416	88,918,990	73,154,745	3,335,347	3,460,945	73,029,147	15,889,843		
Vehicles	4,205,011	1,120,995	-	5,326,006	1,124,918	457,100	-	1,582,018	3,743,988		
Office Equipment	7,118,352	288,891	1,093,202	6,314,041	2,948,128	455,430	785,557	2,618,001	3,696,040		
Computers	55,977,641	3,794,386	199,546	59,572,481	41,260,199	5,859,842	276,657	46,843,384	12,729,097		
Sub Total	327,730,433	5,628,475	13,380,627	319,978,281	169,227,013	14,266,173	9,875,122	173,618,064	146,360,217		
INTANGIBLE ASSETS											
Computer-Software	37,298,431	1,821,427	(3,371,250)	42,491,108	21,310,579	8,014,521	(751,734)	30,076,834	12,414,274		
Goodwill	42,090,250	-	(4,347,750)	46,438,000	39,985,521	2,354,306	(4,098,173)	46,438,000	-		
Sub Total	79,388,681	1,821,427	(7,719,000)	88,929,108	61,296,100	10,368,827	(4,849,907)	76,514,834	12,414,274		
Current Year Total	407,119,114	7,449,902	5,661,627	408,907,389	230,523,113	24,635,000	5,025,215	250,132,898	158,774,491		
CAPITAL WORK IN PROGRESS											
Building									235,765,408		
Computers									291,200		
Sub Total									236,056,608		
INTANGIBLE ASSETS UNDER DEVELOPMENT											
Softwares under development									39,804,289		
Sub Total									39,804,289		

* Land was taken on lease for 66 years from September, 1997

** Buildings include ₹4000 being the value of 80 shares of ₹50 each in Acme Plaza Premises Co-operative Society Ltd.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015		
	As at March 31, 2015 ₹	As at March 31, 2014 ₹
NOTE '12'		
LONG-TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
Capital advances	149,732	861,439
Security deposits	3,501,974	2,683,370
Prepaid expenses	229,396	-
	3,881,102	3,544,809
NOTE '13'		
CURRENT INVESTMENTS		
(Unquoted, Fully paid) (at the lower of cost and fair value)		
Mutual funds		
UTI Treasury Advantage Fund - Institutional Plan (Growth Option) 7650.55 (Previous Year Nil) units of ₹1000 each	13,325,830	-
UTI Fixed Income Interval Fund - Annual Interval Plan Series - I - Institutional Growth Plan 2,996,182.863 (Previous Year 2,996,182.863) units of ₹10 each*	45,691,489	45,691,489
UTI - Fixed Income Interval Fund - Annual Interval Plan Series - II - Direct Growth Plan 1,817,113.576 (Previous Year 1,817,113.576) units of ₹10 each*	30,000,000	30,000,000
UTI Fixed Term Income Fund Series XVII-VI (366 days) - Direct Growth Plan Nil (Previous Year 2,650,000) units of ₹10 each	-	26,500,000
SBI - Dynamic Bond Fund - Direct Plan - Growth Nil (Previous Year 1,955,225.34) units of ₹10 each	-	29,764,200
HDFC FMP 370D Feb 2014(1) Series 29 - Direct Growth Nil (Previous Year 2,250,000) units of ₹10 each	-	22,500,000
HDFC FMP 369D Mar 2014(1) Series 29 - Direct Growth Nil (Previous Year 1,800,000) units of ₹10 each	-	18,000,000
	89,017,319	172,455,689
Aggregate amount of unquoted investments	89,017,319	172,455,689
Aggregate repurchase price	107,864,504	182,872,758
NOTE '14'		
TRADE RECEIVABLES		
(Unsecured and considered good unless stated otherwise)		
<u>Outstanding for a period exceeding six months from the date they are due for payment</u>		
Considered good	27,630,886	24,583,178
Considered doubtful	74,400	2,808,246
	27,705,286	27,391,424

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015		
	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Less: Provision for doubtful debts	(74,400)	(2,808,246)
<u>Other receivables</u>	27,630,886	24,583,178
Considered good	106,447,293	128,273,694
	134,078,179	152,856,872
NOTE '15'		
CASH AND BANK BALANCES		
I. Cash and Cash Equivalents		
a) Cash on hand	82,053	183,210
b) Bank Balances		
- in Current accounts	49,681,485	58,173,967
- in Call accounts	8,261,314	7,984,160
c) Fixed deposits with maturity less than 3 months	-	2,275,927
	58,024,852	68,617,264
II. Other Bank Balances		
in unpaid dividend accounts	2,340,758	2,337,962
in fixed deposit accounts*		
- Deposits with maturity more than 3 months but less than 12 months (including interest accrued ₹574,592, Previous Year ₹686,561)	18,019,911	16,081,819
- Deposits with maturity more than 12 months (including interest accrued ₹ Nil, Previous Year ₹ Nil)	295,210	-
	78,680,731	87,037,045
* Fixed Deposits with Banks held as margin money against the Guarantees issued to Municipal Corporations	15,851,924	17,648,172
NOTE '16'		
SHORT-TERM LOANS AND ADVANCES		
(Unsecured, Considered good)		
Advance for Supply of goods and rendering of services		
Considered good	1,477,627	1,292,155
Considered doubtful	900,000	900,000
	2,377,627	2,192,155
Less: Provision for doubtful advances	900,000	900,000
	1,477,627	1,292,155
Advances to employees	895,788	1,919,026
Deposits	4,635,378	2,126,044
Balance with Government Authorities	488,153	970,996
	7,496,946	6,308,221
NOTE '17'		
OTHER CURRENT ASSETS		
Unbilled revenue	16,274,823	9,471,173
Interest accrued but not due	124	-
Prepaid expenses	11,098,407	10,390,684
Other Receivables	2,322,046	1,836,837
	29,695,400	21,698,694

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015		
	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
NOTE '18' REVENUE FROM OPERATIONS From Sale of Services Information Technology Services	625,914,092	675,647,294
	625,914,092	675,647,294
NOTE '19' OTHER INCOME Interest on: Deposit With banks Income tax refund Others Profit on sale of investments Exchange Gain Rent Received Less: Rates and Taxes (directly attributable) Sundry credit balances written back (Net) Miscellaneous Income	1,864,124 2,501,174 62,142 4,427,440 7,891,581 10,538,034 18,029,620 1,665,108 16,364,512 3,513,876 382,659 43,118,102	1,972,295 236,990 57,388 2,266,673 17,176,496 11,693,468 21,928,934 3,035,343 18,893,591 957,971 4,195,783 55,183,982
NOTE '20' EMPLOYEE BENEFITS EXPENSE Salaries Contribution to provident and other funds Staff Welfare expenses Less: Transferred to capital work in progress Software under development	462,579,520 2,284,909 25,676,867 490,541,296 18,322,506 472,218,790	429,678,474 767,703 17,922,429 448,368,606 10,728,125 437,640,481
NOTE '21' FINANCE COSTS Interest on Borrowings Less: Transferred to capital work In progress - building under construction	5,760,150 -	8,128,045 3,367,269
	5,760,150	4,760,776
NOTE '22' OTHER EXPENSES Travelling & Conveyance Communication Electricity expenses Insurance Rates and taxes Professional fees Software Programming, consultancy and development charges Rent Auditors' remuneration Audit fees Tax audit fees	30,998,752 6,701,763 10,059,903 3,169,639 3,981,002 19,518,338 12,305,589 7,953,313 1,250,710 125,000	24,163,269 6,808,427 9,423,038 2,814,430 3,625,577 26,585,117 27,419,597 8,220,593 1,171,750 125,000

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Certification and Other Services	102,500	250,000
Reimbursement of expenses	86,600	72,870
	1,564,810	1,619,620
Repairs and maintenance		
Buildings	1,026,527	1,085,082
Plant & equipment	8,358,238	6,040,305
Others	5,733,603	4,803,267
	15,118,368	11,928,654
Security expenses	2,824,913	1,883,937
Loss on assets disposed / discarded (Net)	853,941	1,513,430
Provision for doubtful advances	-	900,000
Miscellaneous expenses	20,234,353	17,684,461
	135,284,684	144,590,150

NOTE : '23'**EARNINGS PER SHARE:**

Basic :	For the year ended March 31, 2015	For the year ended March 31, 2014
Profit attributable to the Shareholders (₹)	51,512,414	76,348,577
Weighted average number of Equity Shares outstanding during the year (Nos.)	26,613,611	26,476,302
Nominal Value of Equity Shares (₹)	10	10
Basic Earnings Per Share (₹)	1.94	2.88
Diluted	51,512,414	76,348,577
Profit attributable to the Shareholders (₹)		
Weighted average number of Equity Shares outstanding during the year (Nos.)	27,080,543	26,476,302
Nominal Value of Equity Shares (₹)	10	10
Diluted Earnings Per Share (₹)	1.90	2.88

NOTE : '24'**EMPLOYEES STOCK OPTION PLAN (ESOP)**

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 (Previous Year 9,264,970 shares). The Shareholder 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 schemes 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

	As at March 31, 2015	As at March 31, 2014
Face Value of Grant	10	10
Grants:		
Outstanding at the beginning	1,200,000	1,517,500
Add: Granted during the year	200,000	375,000
Less: Exercised during the year	325,000	0
Less: Forfeited during the year	50,000	692,500
Outstanding as at the end	1,025,000	1,200,000
Vested:		
Outstanding at the beginning	668,750	1,030,000
Add: Vested during the year	256,250	156,250
Less: Exercised during the year	325,000	0
Less: Forfeited during the year	50,000	492,500
Outstanding as at the end	550,000	668,750
Out of the above :		
Grants to the Whole Time Director		
Outstanding at the beginning	100,000	0
Add: Granted during the year	200,000	100,000
Less: Exercised during the year	0	0
Less: Forfeited during the year	0	0
Outstanding as at the end	300,000	100,000
Vested to the Whole Time Director		
Outstanding at the beginning	0	0
Add: Vested during the year	25,000	0
Less: Exercised during the year	0	0
Less: Forfeited during the year	0	0
Outstanding as at the end	25,000	0
Grants to Non Executive Director		
Outstanding at the beginning	150,000	150,000
Add: Granted during the year	0	0

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

Less: Exercised during the year	100,000	0
Less: Forfeited during the year	50,000	0
Outstanding as at the end	0	150,000
Vested to non-executive director		
Outstanding at the beginning	150,000	150,000
Add: Vested during the year	0	0
Less: Exercised during the year	100,000	0
Less: Forfeited during the year	50,000	0
Outstanding as at the end	0	150,000

The Company has elected to use the intrinsic value method to account for the compensation cost of stock options to employees of the Company, Intrinsic value is the amount by which the quoted market price of the underlying share as on the date of grant exceeds the exercise price of the option.

Summary of the options outstanding under the Employees Stock Option Plan (ESOP):

	As at March 31, 2015		As at March 31, 2014	
	Options	Weighted Average Exercise Price (₹)	Options	Weighted Average Exercise Price (₹)
Options outstanding at beginning of the year	1,200,000	15.75	1,517,500	15.57
Granted during the year	200,000	44.30	375,000	11.34
Exercised during the year	325,000	17.29	0	0
Forfeited/lapsed during the year	50,000	17.95	692,500	12.95
Options outstanding at end of year	1,025,000	20.73	1,200,000	15.75
Vested options pending exercise	550,000	16.86	668,750	17.77

The following summarizes information about stock options outstanding:

As at March 31, 2015

Range of Exercise Price	Number of shares arising out of options	Weighted average remaining life (Years)	Weighted average Exercise Price (₹)
₹ 10 to ₹ 15	350,000	6	11.34
₹ 16 to ₹ 45	675,000	5	25.60

As at March 31, 2014

Range of Exercise Price	Number of shares arising out of options	Weighted average remaining life (Years)	Weighted average Exercise Price (₹)
₹ 10 to ₹ 15	375,000	6	11.34
₹ 15 to ₹ 23	825,000	5	17.76

Fair Value methodology for the option:

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

The fair value of options used to compute net income and earnings per equity share have been estimated on the dates of each grant within the range of ₹ 10 to ₹ 45 using the Black-Scholes pricing model. The Company estimated the volatility based on the historical share prices. The various assumptions considered in the pricing model for the options granted under ESOP are:

	As at March 31, 2015	As at March 31, 2014
Dividend yield	0 - 10%	0 - 10%
Expected volatility	10% - 20%	10% - 20%
Risk-free interest rate	6.46% - 6.65%	6.46% - 6.65%

Impact of Fair value method on Net Profit and EPS

Had the compensation cost for the Company's Stock Option Plan outstanding been determined based on the fair value approach, the Company's net profit income and earnings per share would have been, as indicated below:

	For the Year ended March 31, 2015 ₹	For the Year ended March 31, 2014 ₹
Profit attributable to Equity Shareholders	51,512,414	76,348,577
Less: Stock-based compensation expense determined under fair value based method	4,428,463	177,868
Net Profit	77,283,053	76,170,709
Basic and diluted earnings per share (as reported)	1.94	2.88
Basic and diluted earnings per share (under fair value method)	1.90	2.88

NOTE : '25'

RELATED PARTY DISCLOSURES

Disclosure in respect of Related Parties pursuant to Accounting Standard 18 is as under:

A. List of Related Parties with whom the Holding Company has entered into transactions during the year :

- (i) Associate:
CyberTech Systems Inc., USA
- (ii) Key Management Personnel

Dr. Tapan Kumar Mukhopadhyay (upto August 13, 2013)	Wholetime Director	CSSL
Mr. Ramasubramanian Sankaran	Executive Director & CFO	CSSL
Mr. Sateesh Wadagbalkar	GM and Company Secretary	CSSL
Mr. Viswanath Tadimety	Director	CSSL, CSSI and CME
Mr. Steven Jeske	Director	CSSL, CSSI and CME

B. Transactions entered with Related Parties in the ordinary course of business

(Amount in ₹)

Particulars	Related Party Transactions		
	Associate	Key Management Personnel	Total
Expenses#	- (-)	34,766,788 (29,688,657)	34,766,788 (29,688,657)
Outstanding as at the year end			
Payable	- (1,348,200)	2,643,144 (1,910,244)	2,643,144 (3,258,444)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015**Disclosure in Respect of Material Related Party Transactions during the year**

- # Payment to Key Managerial Personnel includes remuneration paid to
 Ramasubramanian Sankaran ₹3,126,331 (Previous Year ₹2,763,061)
 Sateesh Wadagbalkar ₹943,454 (Previous Year NA)
 Tapan Kumar Mukhopadhyay ₹ Nil (Previous Year ₹803,101)
 Mr. Viswanath Tadimety ₹14,073,700 (Previous Year ₹12,149,995)
 Mr. Steven Jeske ₹16,623,303 (Previous Year ₹13,972,500)

Notes:

- i) Related party relationship is as identified by the Company and relied upon by the Auditors.
 ii) No amounts have been written off/back and provided for in respect of the related parties during the year.
 iii) Figures in brackets represent previous year figures.

NOTE : '26'**DEFINED BENEFIT PLANS IN RESPECT OF GRATUITY PAYABLE:**

The present value of obligation is determined based on Actuarial valuation using Projected Unit Credit Method.

Change in present value of obligation

(Amount in ₹)

		As at March 31, 2015 ₹	As at March 31, 2014 ₹
1	Present Value of Defined Benefit Obligation, beginning of the year	92,70,398	8,978,718
2	Interest Cost	863,074	740,744
3	Current Service Cost	1,931,468	2,166,842
4	Benefits paid during the year	(800,512)	(799,238)
5	Actuarial (gain)/loss on Defined Benefit Obligation	(1,565,416)	(1,816,668)
6	Present Value of Defined Benefit Obligation, end of the year	9,699,012	9,270,398

Amounts recognized in the Balance Sheet

(Amount in ₹)

		As at March 31, 2015 ₹	As at March 31, 2014 ₹
1	Present Value of Defined Benefit Obligation	9,699,012	9,270,398
2	Fair Value of plan assets	1,368,083	1,096,605
3	Net Liability recognized in the Balance Sheet	8,330,929	8,173,793

Net gratuity cost for the year ended March 31, 2015

(Amount in ₹)

		For the Year ended March 31, 2015 ₹	For the Year ended March 31, 2014 ₹
1	Current Service Cost	1,931,468	2,166,842
2	Interest Cost on obligation	863,074	740,744
3	Expected Return on plan assets	(95,405)	(66,533)
4	Net Actuarial (gain)/loss recognized for the year ending March 31, 2015	(1,542,001)	(1,881,231)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

5	Net Gratuity Cost	1,157,136	959,822
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Assumptions used in accounting for the gratuity plan

		(Rate per annum)	
		As at March 31, 2015	As at March 31, 2014
1	Discount Rate	7.92%	9.31%
2	Rate of Salary Escalation	4.00%	6.00%
3	Rate of return on plan assets	7.92%	8.70%

NOTE : '27'
LEASES

(A) The Company has leased its vacant premises under cancellable lease agreements, the income from which is recognised and disclosed as Rent received under Note No. 19.

(B) The Company has taken commercial premises on lease basis, the agreements for which are mutually renewable/cancellable. The rental expenses in respect of operating lease are charged as rent under Note No. 22 under the head 'Rent'

NOTE : '28'
SEGMENT REPORTING

Pursuant to Accounting Standard 17 on "Segment Reporting" prescribed by the Companies (Accounting Standards) Rules, 2006, the Group has only one reportable segment viz. Information Technology Services.

NOTE : '29'
CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)
(A) Contingent Liabilities:

- a) Disputed Income Tax Matters:
 - i) Regular demand under assessment (including interest upto the date of demand) **₹115,840** (Previous Year ₹32,674,547)
 - ii) Penalties & Interest upto the date of demand of **₹58,198,919** (Previous Year ₹58,198,919)
 - iii) Other Income Tax proceedings in respect of earlier years decided in favour of the Company by the Appellate Authorities against which the Department is in further appeals excluding further interest liability, if any of **₹3,769,968** (Previous Year ₹3,769,968).
 - iv) In the previous year, the Holding Company has received Income Tax refunds of ₹189,474,293 (including interest amount of ₹74,080,633) 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. Accordingly, the Holding Company has, however continued the provision of **₹121,961,829** (Previous Year Rs. ₹121,961,829) made in earlier years.
- b) Disputed Service Tax Matters **₹6,607,614** (Previous Year ₹6,607,614)

The Company's pending litigations comprise 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 CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015**(B) Commitments:**

Estimated amount (Net of Advances) of contracts remaining to be executed on capital account and not provided for: **₹1,967,426** (Previous Year ₹17,372,799).

NOTE : '30'

In the opinion of the Board, assets other than Fixed Assets and Non-current investments have a value on realisation in the ordinary course of business atleast equal to the amount at which they are stated. Provision for depreciation and all known liabilities is adequate and not in excess of the amount reasonably necessary.

NOTE : '31'

The accounts of certain Banks, Trade Receivables, Trade Payables and Loans and Advances are subject to formal confirmation/ reconciliation and adjustments, if any. The Management does not expect any material difference affecting the current year's consolidated financial statements.

NOTE '32'

Exceptional items include a claim of ₹56,190,650 received on settlement of dispute in respect of investment and receivable from CyberTech Middle East WLL. The said amount includes writing back of ₹9,135,258 being provision made for diminution in the value of aforesaid investment and for doubtful receivable in the earlier year.

NOTE : '33'

Consequent to the enactment of the Companies Act, 2013 (the Act) and its applicability for accounting periods commencing from April 1, 2014, the Company has realigned the remaining useful life of its tangible assets in accordance with the provisions prescribed under Schedule II to the Act. Accordingly, in the case of tangible assets which have completed their useful life, the carrying value (net of residual value) as at April 1, 2014 amounting to ₹ 8,310,425 (net of Deferred Tax of ₹3,991,291) has been adjusted to "Surplus in the Statement of Profit and Loss" and in the case of other fixed assets, the carrying value (net of residual value) is being depreciated over the revised remaining useful lives. Accordingly, the depreciation and amortization expense is higher by ₹7,230,243 for the year ended 31st March, 2015.

NOTE : '34'

Previous year's figures have been re-grouped/re-arranged, wherever necessary, to conform to the current year's classification/presentation.

Signatures to Note 1 to 34

For and on behalf of the Board of Directors

Sateesh Wadagbalkar
GM & Company Secretary

Ramasubramanian Sankaran
Executive Director & CFO

N. L. Sarda
Director

Place : Thane

Dated : May 26, 2015

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 31st March 2015.

COMPANY FINANCIAL RESULTS:

U.S.Dollars(\$)

	2014-2015	2013-2014
Gross Revenue	9,240,483	10,083,619
Profit/(Loss) before Interest & Depreciation	(364,751)	(6,294)
Interest	NIL	NIL
Depreciation	128,779	167,143
Profit/(Loss) before tax	(493,530)	(173,437)
Provision for tax	NIL	NIL
Current Tax	NIL	NIL
Income Tax Adjustments for earlier years	NIL	NIL
Profit/(Loss) after tax	(493,530)	(173,437)
Profit/(Loss) b/f from previous year	(2,129,728)	(1,956,291)
Balance to be carried forward	(2,623,258)	(2,129,728)

REVIEW OF COMPANY'S OPERATIONS AND PERFORMANCE:

Operations of the Company are completely integrated with its parent company viz., CyberTech Systems and Software Limited. The Company operates as CyberTech Systems and Software Limited'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 CyberTech Systems and Software, Inc has made a loss after tax of \$ (493,530) on the revenue of \$ 9,240,483. The operating loss before interest and depreciation was \$ (364,751). Results are disclosed in the attached financial statements.

The Company maintains its focus on SAP and GIS Technologies and Custom Technology applications. It maintains strong relationships and alliances with partners such as SAP, Microsoft and ESRI. These strong bonds will help the company to attain business revenue growth and increasing profitability with a continued focus on offshore revenue in future.

DIVIDEND

Your Directors would like to conserve Company resources for business operations and hence no dividend is recommended.

Registered Office

1301, West 22nd Street,
Suite 308, Oak Brook,
IL 60523, USA.

For and on behalf of the Board of Directors

Viswanath Tadimety
Chairman

Place : Trevoise, PA, USA
Date : August 13, 2015

AUDITORS' REPORT

To The Members

CyberTech Systems and Software Inc. (USA)

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of CyberTech Systems and Software Inc. (USA) ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the generally accepted accounting principles. This responsibility also includes maintenance of adequate accounting records 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give a true and fair view in conformity with the generally accepted accounting principles of the state of affairs of the Company as at 31st March, 2015 and its loss and cash flows for the year ended on that date.

Emphasis of Matter

Without qualifying, we draw attention to Note No. 24 of financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has incurred a loss of ₹30,199,101 during the year ended March 31, 2015 (loss of Rs. 10,536,298 in the previous financial year) and, as of that date, net worth has been eroded. However, as explained by the management, project under development and due to continuing commitment towards financial, technical and administrative support by the holding company these financial statements have been prepared on a going concern basis.

Report on Other Legal and Regulatory Requirements

- 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.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement 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 generally accepted accounting standards.

For LODHA & CO.
Chartered Accountants
Firm Registration No. 301051E

A.M. Hariharan
Partner
Membership No. 38323

Place : Mumbai
Date : May 26, 2015

BALANCE SHEET AS AT MARCH 31, 2015					
	NOTE NO.	As at March 31, 2015	As at March 31, 2015	As at March 31, 2014	As at March 31, 2014
		US Dollars	₹	US Dollars	₹
EQUITY AND LIABILITIES					
Shareholders' Funds					
Share capital	2	1,515,850	93,982,700	765,850	45,889,732
Reserves and surplus	3	(1,054,108)	(78,294,159)	(560,578)	(33,589,834)
Current Liabilities					
Trade payables	4	3,046,306	188,870,972	2,924,181	175,216,925
Other current liabilities	5	6,465	400,830	22,500	1,348,200
	TOTAL	3,514,513	204,960,343	3,151,953	188,865,023
ASSETS					
Non Current Assets					
Fixed Assets					
Tangible assets	6	39,203	2,430,586	23,440	1,404,525
Intangible assets		27,432	1,700,784	137,166	8,218,987
Intangible assets under development		541,566	33,577,092	233,981	14,020,142
Long term loans and advances	7	19,395	1,202,490	9,009	539,819
Current Assets					
Trade receivables	8	1,787,957	97,913,871	2,109,948	126,428,084
Cash and bank balances	9	861,378	53,405,436	469,392	28,125,968
Short term loans and advances	10	5,418	335,916	-	-
Other current assets	11	232,164	14,394,168	169,017	10,127,498
	TOTAL	3,514,513	204,960,343	3,151,953	188,865,023

Significant Accounting Policies and Notes to Financial Statements

1 to 25

As per our attached report of even date

For Lodha & Co.
Chartered Accountants

A.M. Hariharan
Partner

Place : Mumbai
Dated : May 26, 2015

For and on behalf of the Board of Directors

Steven Jeske
Director

Place : Thane
Dated : May 26, 2015

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015					
	NOTE NO.	For the year ended March 31, 2015	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2014
		US Dollars	₹	US Dollars	₹
INCOME					
Revenue from operations	12	9,239,394	565,358,519	10,046,758	610,340,549
Other income	13	1,089	66,636	36,861	2,239,306
		9,240,483	565,425,155	10,083,619	612,579,855
EXPENDITURE					
Employee benefits expense	14	3,109,359	190,261,678	3,280,862	199,312,367
Depreciation and amortisation expense	6	128,779	7,879,987	167,143	10,153,937
Other expenses	15	6,495,875	397,482,591	6,809,051	413,649,849
		9,734,013	595,624,256	10,257,056	623,116,153
Loss before Tax		(493,530)	(30,199,101)	(173,437)	(10,536,298)
Tax expense		-	-	-	-
Loss for the year		(493,530)	(30,199,101)	(173,437)	(10,536,298)
Basic and diluted Earnings per share		(0.61)	(37.33)	(0.23)	(13.76)

Significant Accounting Policies and Notes to
Financial Statements

1 to 25

As per our attached report of even date

For Lodha & Co.
Chartered Accountants

A.M. Hariharan
Partner

Place : Mumbai
Dated : May 26, 2015

For and on behalf of the Board of Directors

Steven Jeske
Director

Place : Thane
Dated : May 26, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015				
	For the year ended March 31, 2015		For the year ended March 31, 2014	
	US Dollars	₹	US Dollars	₹
A. Cash flow from Operating activities				
Net Loss	(493,530)	(30,199,101)	(173,437)	(10,536,298)
Adjustments for:				
Depreciation and amortisation expense	128,779	7,879,987	167,143	10,153,937
Interest income	(1,089)	(66,636)	(1,461)	88,756
Effect of exchange rate change	-	(14,734,973)	-	120,976
	127,690	(6,921,622)	165,682	10,363,669
Operating profit before Working Capital changes	(365,840)	(37,120,723)	(7,755)	(172,629)
Adjustments for:				
Decrease/(Increase) in trade receivables	321,991	28,514,213	(82,975)	(16,343,180)
Decrease/(Increase) in other receivables	(78,997)	(5,268,009)	(23,681)	(2,209,809)
Increase/(Decrease) in trade and other payables	106,090	12,706,677	(81,534)	12,102,769
	349,084	35,952,881	(188,190)	(6,450,220)
Net cash generated used in operating activities	(16,756)	(1,167,842)	(195,945)	(6,622,849)
B. Cash flow from investing activities				
Purchase of fixed assets	(342,393)	(21,715,046)	(248,623)	(14,897,491)
Interest received	1,135	69,388	1,489	90,008
Net cash generated used in investing activities	391,986	25,279,468	(443,079)	(21,430,332)
C. Cash flow from financing activities :				
Increase in Common Stock	750,000	48,092,968	-	-
Net cash generated from / (used in) financing activities	750,000	48,092,968	-	-
Net Decrease in cash & cash equivalents (A+B+C)	391,986	25,279,468	(443,079)	(21,430,332)
Cash & cash equivalents (Opening)	469,392	28,125,968	912,471	49,556,300
Cash & cash equivalents (Closing)	861,378	53,405,436	469,392	28,125,968
	391,986	25,279,468	(443,079)	(21,430,332)

Note

- The above Cash Flow Statement has been prepared using the Indirect Method prescribed by the Accounting Standards (AS) 3 "Cash Flow Statements"
- The previous years' figures have been regrouped/rearranged wherever necessary.

The accompanying notes form an integral part of financial statements

As per our attached report of even date

For Lodha & Co.

Chartered Accountants

A.M. Hariharan

Partner

Place : Mumbai

Dated : May 26, 2015

For and on behalf of the Board of Directors
Steven Jeske

Director

Place: Thane

Dated: May 26, 2015

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015**NOTE '1'****SIGNIFICANT ACCOUNTING POLICIES:****Basis of Accounting**

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis.

Use of estimates

The preparation of financial statements in conformity with Indian Generally Accepted Accounting Principles (GAAP) and Accounting Standards (AS) require the management to make estimates and assumptions that affect the reported income and expenses during the reported period and the reported amounts of assets and liabilities and disclosure of contingent liabilities as of the date of the financial statements. The recognition, measurement, classification or disclosure of an item or information in the financial statements has been made relying on these estimates. Actual results may differ from these estimates. Any revision to the accounting estimates is recognized prospectively.

Revenue Recognition

Income from software development, customer support services and consulting are recognised in accordance with the terms of contract. Revenue from fixed price contracts with milestone billings and fixed time frame contracts are recognized as per the proportionate completion method.

Unbilled Revenues

Revenue recognized over and above the billings on a customer is classified as "unbilled revenue".

Fixed Assets and Depreciation / Amortisation

Fixed assets are stated at cost of acquisition less accumulated depreciation/amortisation. Depreciation/amortisation is provided based on the useful life prescribed under Part C of schedule II of the Companies Act 2013:

Goodwill arising on purchase of business by the Company (representing the cost of business acquisition in excess of the fair value assigned to the net tangible assets acquired).

The company assesses at each balance sheet date whether there is any indication that any assets may be impaired. If any such indication exists, the carrying value of such assets is reduced to its recoverable amount and the amount of such impairment loss is charged to Statement of Profit and Loss. If at the balance sheet date, there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and asset is restated to that effect.

Taxation

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.

Borrowing Costs

Borrowing costs directly attributable to acquisition, construction and production of qualifying assets are capitalized as a part of the cost of such asset up to the date of completion. Other borrowing costs are charged to the Statement of Profit and Loss.

Provisions, contingent liabilities and contingent assets

A provision is made based on reliable estimate when it is possible that an outflow of resources embodying economic benefit will be required to settle an obligation. Contingent liabilities, unless the possibility of outflow of resources embodying economic benefit is remote, are disclosed by way of notes to accounts. Contingent assets are not recognized or disclosed in the financial statement.

Foreign currency translation:

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.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

	As at	As at	As at	As at
	March 31, 2015	March 31, 2015	March 31, 2014	March 31, 2014
	US Dollars	₹	US Dollars	₹
NOTE '2'				
SHARE CAPITAL				
Authorised				
10,000,000 (Previous Year 10,000,000) Common Stock of USD 0.01 each.	100,000	6,200,000	100,000	5,992,000
2,000,000 (Previous Year 750,000) Common Stock of USD.1.00 each	2,000,000	124,000,000	750,000	44,940,000
	2,100,000	130,200,000	850,000	50,932,000
Issued, Subscribed and Paid-Up				
1,585,000 (Previous Year 1,585,000) Common Stock of USD.0.01 each, fully paid up	15,850	982,700	15,850	949,732
1,500,000 (Previous year 750,000) Common Stock of USD.1.00 each, fully paid up	1,500,000	93,000,000	750,000	44,940,000
	1,515,850	93,982,700	765,850	45,889,732

(a) Reconciliation of Share Capital

	Face Value of USD 0.01 each		Face Value of USD 1.00 each	
	Opening	Closing	Opening	Closing
As at March 31, 2015				
No of shares	1,585,000	1,585,000	750,000	1,500,000
Amount in USD	15,850	15,850	750,000	1,500,000
Amount in ₹*	949,732	982,700	44,940,000	93,000,000

*change is on account of reinstatement

	Face Value of USD 0.01 each		Face Value of USD 1.00 each	
	Opening	Closing	Opening	Closing
As at March 31, 2014				
No of shares	1,585,000	1,585,000	750,000	750,000
Amount in USD	15,850	15,850	750,000	750,000
Amount in ₹*	860,814	949,732	40,732,500	44,940,000

*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.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015**(c) Shareholders holding more than 5% of the equity shares :**

	As at March 31, 2015		As at March 31, 2014	
	No. of shares	%	No. of shares	%
CyberTech Systems and Software Limited (Holding Company)				
Face Value of USD 0.01 each	1,585,000	100	1,585,000	100
Face Value of USD 1.00 each	1,500,000	100	750,000	100

d) During the previous five years, the Company has not issued Bonus shares/ bought back shares/issued shares for consideration other than cash.

	As at March 31, 2015	As at March 31, 2015	As at March 31, 2014	As at March 31, 2014
	US Dollars	₹	US Dollars	₹
NOTE '3'				
RESERVES AND SURPLUS				
Securities Premium Account				
Balance as per last Balance Sheet	1,569,150	97,287,300	1,569,150	94,023,468
Surplus				
Opening Balance	(2,129,728)	(107,470,300)	(1,956,291)	(96,934,002)
Add: Loss for the year	(493,530)	(30,199,101)	(173,437)	(10,536,298)
Closing Balance	(2,623,258)	(137,669,401)	(2,129,728)	(107,470,300)
Foreign Currency Translation Reserve				
Opening Balance		(20,143,002)		(9,312,161)
Add : Foreign Currency translation during the year		(17,769,056)		(10,830,841)
Closing Balance		(37,912,058)		(20,143,002)
	(1,054,108)	(78,294,159)	(560,578)	(33,589,834)
NOTE '4'				
TRADE PAYABLES				
Dues to				
Holding Company	2,514,033	155,870,046	2,397,690	143,669,585
Others	532,273	33,000,926	526,491	31,547,340
	3,046,306	188,870,972	2,924,181	175,216,925
NOTE '5'				
OTHER CURRENT LIABILITIES				
Dues to Associate company	-	-	22,500	1,348,200
Others	6,465	400,830	-	-
	6,465	400,830	22,500	1,348,200



NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

NOTE '6'									
FIXED ASSETS									
(Amount in US Dollars)									
DESCRIPTION	GROSS BLOCK (At Cost)				DEPRECIATION/AMORTISATION			NET BLOCK	
	As at 1st April, 2014	Additions during the year	Deductions/ Adjustments during the year	As at 31st March, 2015	Upto 1st April, 2014	for the year	On Deductions/ Adjustments	Upto 31st March, 2015	As at 31st March, 2015
TANGIBLE ASSETS									
Plant & Equipment	10,312	-	-	10,312	6,593	1,435	-	8,028	2,284
Furniture and Fixtures	52,426	14,856	-	67,282	50,135	2,873	-	53,008	14,274
Computers	103,209	19,952	-	123,161	85,779	14,737	-	100,516	22,645
TOTAL (A)	165,947	34,808	-	200,755	142,507	19,045	-	161,552	39,203
INTANGIBLE ASSETS									
Goodwill	775,000	-	-	775,000	775,000	-	-	775,000	-
Computer Software	329,200	-	-	329,200	192,034	109,734	-	301,768	27,432
TOTAL (B)	1,104,200	-	-	1,104,200	967,034	109,734	-	1,076,768	27,432
TOTAL (A + B)	1,270,147	34,808	-	1,304,955	1,109,541	128,779	-	1,238,320	66,635
INTANGIBLE ASSETS UNDER DEVELOPMENT									
Softwares Under Development									541,566
TOTAL (C)	-	-	-	-	-	-	-	-	541,566
(Amount in ₹)									
DESCRIPTION	GROSS BLOCK (At Cost)				DEPRECIATION/AMORTISATION			NET BLOCK	
	As at 1st April, 2014	Additions during the year	Deductions/ Adjustments during the year	As at 31st March, 2015	Upto 1st April, 2014	for the year	On Deductions/ Adjustments	Upto 31st March, 2015	As at 31st March, 2015
TANGIBLE ASSETS									
Plant & Equipment	617,895	-	(21,449)	639,344	395,053	87,808	(14,875)	497,736	141,608
Furniture and Fixtures	3,141,366	921,072	(109,046)	4,171,484	3,004,089	175,799	(106,608)	3,286,496	884,988
Computers	6,184,283	1,237,024	(214,675)	7,635,982	5,139,877	901,757	(190,358)	6,231,992	1,403,990
TOTAL (A)	9,943,544	2,158,096	(345,170)	12,446,810	8,539,019	1,165,364	(311,841)	10,016,224	2,430,586
INTANGIBLE ASSETS									
Goodwill	46,438,000	-	(1,612,000)	48,050,000	46,438,000	-	(1,612,000)	48,050,000	-
Computer Software	19,725,664	-	(684,736)	20,410,400	11,506,677	6,714,623	(488,315)	18,709,616	1,700,784
TOTAL (B)	66,163,664	-	(2,296,736)	68,460,400	57,944,677	6,714,623	(2,100,315)	66,759,616	1,700,784
TOTAL (A + B)	76,107,208	2,158,096	(2,641,906)	80,907,210	66,483,696	7,879,987	(2,412,156)	76,775,840	4,131,370
INTANGIBLE ASSETS UNDER DEVELOPMENT									
Softwares Under Development									33,577,092
TOTAL (C)	-	-	-	-	-	-	-	-	33,577,092

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

DESCRIPTION	GROSS BLOCK (At Cost)				DEPRECIATION/AMORTISATION			NET BLOCK	
	As at 1st April, 2013	Additions during the year	Deductions/ Adjustments during the year	As at 31st March, 2014	Upto 1st April, 2013	for the year	On Deductions/ Adjustments	Upto 31st March, 2014	As at 31st March, 2014
TANGIBLE ASSETS									
Plant & Equipment	10,150	162	-	10,312	4,553	2,040	-	6,593	3,719
Furniture and Fixtures	50,000	2,426	-	52,426	50,000	135	-	50,135	2,291
Computers	91,155	12,054	-	103,209	69,299	16,480	-	85,779	17,430
TOTAL (A)	151,305	14,642	-	165,947	123,852	18,655	-	142,507	23,440
INTANGIBLE ASSETS									
Goodwill	775,000	-	-	775,000	736,246	38,754	-	775,000	-
Computer Software	329,200	-	-	329,200	82,300	109,734	-	192,034	137,166
TOTAL (B)	1,104,200	-	-	1,104,200	818,546	148,488	-	967,034	137,166
TOTAL (A + B)	1,255,505	14,642	-	1,270,147	942,398	167,143	-	1,109,541	160,606
INTANGIBLE ASSETS UNDER DEVELOPMENT									
Software under development	-	-	-	-	-	-	-	-	233,981
									233,981

TOTAL (C)	GROSS BLOCK (At Cost)				DEPRECIATION/AMORTISATION			NET BLOCK	
	As at 1st April, 2013	Additions during the year	Deductions/ Adjustments during the year	As at 31st March, 2014	Upto 1st April, 2013	for the year	On Deductions/ Adjustments	Upto 31st March, 2014	As at 31st March, 2014
TANGIBLE ASSETS									
Plant & Equipment	551,247	9,707	(56,941)	617,895	247,273	123,930	(23,850)	395,053	222,842
Furniture and Fixtures	2,715,500	145,366	(280,500)	3,141,366	2,715,500	8,201	(280,388)	3,004,089	137,277
Computers	4,950,628	722,276	(511,379)	6,184,283	3,763,629	1,001,160	(375,088)	5,139,877	1,044,406
TOTAL (A)	8,217,375	877,349	(848,820)	9,943,544	6,726,402	1,133,291	(679,326)	8,539,019	1,404,525
INTANGIBLE ASSETS									
Goodwill	42,090,250	-	(4,347,750)	46,438,000	39,985,520	2,354,306	(4,098,174)	46,438,000	-
Computer Software	17,878,852	-	(1,846,812)	19,725,664	4,469,713	6,666,340	(370,623)	11,506,677	8,218,987
TOTAL (B)	59,969,102	-	(6,194,562)	66,163,664	44,455,233	9,020,646	(4,468,797)	57,944,677	8,218,987
TOTAL (A + B)	68,186,477	877,349	(7,043,382)	76,107,208	51,181,635	10,153,937	(5,148,123)	66,483,696	9,623,512
INTANGIBLE ASSETS UNDER DEVELOPMENT									
Softwares Under development	-	-	-	-	-	-	-	-	14,020,142
TOTAL (C)	-	-	-	-	-	-	-	-	14,020,142

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015				
	As at March 31, 2015	As at March 31, 2015	As at March 31, 2014	As at March 31, 2014
	US Dollars	₹	US Dollars	₹
NOTE '7' LONG TERM LOANS AND ADVANCES (Unsecured considered good unless stated otherwise) Security Deposits	19,395	1,202,490	9,009	539,819
	19,395	1,202,490	9,009	539,819
NOTE '8' TRADE RECEIVABLES (Unsecured) <u>Outstanding for a period exceeding six months from due date</u> Considered good Considered doubtful	246,390 1,200	15,276,180 74,400	148,778 10,133	8,914,778 607,169
Less: Provision for doubtful debts	247,590 (1,200)	15,350,580 (74,400)	158,911 (10,133)	9,521,947 (607,169)
	246,390	15,276,180	148,778	8,914,778
<u>Other receivables</u> Considered good	1,541,567	82,637,691	1,961,170	117,513,306
	1,541,567	82,637,691	1,961,170	117,513,306
	1,787,957	97,913,871	2,109,948	126,428,084
NOTE '9' CASH AND BANK BALANCES Cash and cash equivalents Bank Balances - in Current Accounts - in Call Accounts	728,131 133,247	45,144,122 8,261,314	336,145 133,247	20,141,808 7,984,160
	861,378	53,405,436	469,392	28,125,968
NOTE '10' SHORT-TERM LOANS AND ADVANCES (Unsecured, considered good) Recoverable from employees Security Deposits	1,790 3,628	110,980 224,936	-	-
	5,418	335,916	-	-
NOTE '11' OTHER CURRENT ASSETS Interest receivable Unbilled revenues Prepaid expenses	2 197,449 34,713	124 12,241,838 2,152,206	48 114,984 53,985	2,876 6,889,841 3,234,781
	232,164	14,394,168	169,017	10,127,498

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015				
	For the year ended March 31, 2015		For the year ended March 31, 2014	
	US Dollars	₹	US Dollars	₹
NOTE '12'				
REVENUE FROM OPERATIONS				
Sale of Services				
Software Development Services	9,239,394	565,358,519	10,046,758	610,340,549
	9,239,394	565,358,519	10,046,758	610,340,549
NOTE '13'				
OTHER INCOME				
Interest income	1,089	66,636	1,461	88,756
Miscellaneous income	-	-	35,400	2,150,550
	1,089	66,636	36,861	2,239,306
NOTE '14'				
EMPLOYEE BENEFITS EXPENSE				
Salaries and wages	2,838,330	173,677,413	3,095,526	188,053,205
Staff welfare expenses	271,029	16,584,265	185,336	11,259,162
	3,109,359	190,261,678	3,280,862	199,312,367
NOTE '15'				
OTHER EXPENSES				
Travelling & conveyance	263,782	16,140,821	192,538	11,696,684
Communication	70,132	4,291,377	72,377	4,396,903
Electricity expenses	8,731	534,250	7,312	444,204
Insurance	42,980	2,629,946	36,927	2,243,315
Rates and taxes	22,954	1,404,555	14,663	890,777
Professional fees	207,345	12,687,441	270,092	16,408,089
Software programming, consultancy and development charges	5,559,308	340,174,057	5,939,025	360,795,769
Rent	113,655	6,954,549	105,242	6,393,452
Auditors' remuneration	9,000	550,710	9,000	546,750
Repairs and maintenance				
Plant and equipment	46,995	2,875,624	28,597	1,737,268
Others	46,301	2,833,158	39,851	2,420,948
	93,296	5,708,782	68,448	4,158,216
Miscellaneous expenses	104,692	6,406,103	93,427	5,675,690
	6,495,875	397,482,591	6,809,051	413,649,849

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

NOTE '16'
SEGMENT REPORTING :

Pursuant to Accounting Standard 17 on "Segment Reporting" issued by the Companies (Accounting Standards) Rules, 2006, Company has only one reportable segment viz. Software Development Services.

NOTE '17'
EARNINGS PER SHARE:

	For the year ended March 31, 2015	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2014
Loss attributable to the shareholders	USD (493,530)	₹ (30,199,101)	USD (173,437)	₹ (10,536,298)
Weighted average number of Equity Shares outstanding during the year (Nos.)	809,001	809,001	765,850	765,850
Nominal Value of Equity Shares	USD 1.00	₹ 61.19	USD 1.00	₹ 59.92
Basic and Diluted Earnings Per Share (Not annualised)	USD (0.61)	₹ (37.33)	USD (0.23)	₹ (13.76)

NOTE '18'
RELATED PARTY DISCLOSURES:

Disclosure in respect of Related Party pursuant to Accounting Standard 18 are as under

A. List of Related Parties:

- (1) Parties where control exists:
 - (i) Holding Company :
CyberTech Systems and Software Ltd., India
- (2) Other Parties with whom the company has entered into transactions during the year
 - (i) Associate :
CyberTech Systems Inc., USA
 - (ii) Key Management Personnel :
Mr. Viswanath Tadimety - Director
Mr. Steven Jeske - Director

B. Transactions entered with Related Parties in the ordinary course of business:

Particulars	Referred in (A)(1) (i) above	Referred in (A)(1) (i) above	Referred in (A)(2)(i) above	Referred in (A)(2)(i) above	Referred in (A)(2)(ii) above	Referred in (A)(2)(ii) above
	USD	₹	USD	₹	USD	₹
1) Expenses	5,553,721 (5,729,566)	341,667,888 (348,071,159)	-	-	# 501,667 # (430,000)	30,697,003 (26,122,495)
2) Outstanding as at the year end: Payable	2,514,033 (2,397,690)	155,870,046 (143,669,585)	-	-	21,458 (17,917)	1,330,417 (1,073,566)

Disclosure in Respect of Material Related Party Transactions during the year

payment to key managerial personnel includes remuneration paid to

	USD	₹
Mr. Viswanath Tadimety	271,667	14,073,700

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

	(200,000)	(12,149,995)
Mr. Steven Jeske	230,000	16,623,303
	(230,000)	(13,972,500)

Note:

- i) Related party relationship is as identified by the Company and relied upon by the Auditors.
- ii) No amounts have been written off/back and provided for in respect of the related party during the year.
- iii) Figures in bracket represent previous year figures

NOTE '19'**Operating lease :**

The Company has taken commercial premises on lease basis, the agreements for which are mutually renewable/cancellable. The rental expenses in respect of operating lease are charged as rent under Note No. 15 under the head 'Rent'.

NOTE '20'

In the opinion of the Board, assets other than Fixed Assets and Non-Current investments have a value on realisation in the ordinary course of business atleast equal to the amount at which they are stated. Provision for depreciation and all known liabilities is adequate and not in excess of the amount reasonably necessary.

NOTE '21'

The accounts of certain Banks, Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation/reconciliation and adjustments, if any. The Management does not expect any material difference affecting the current year's financial statements.

NOTE '22'

	For the year ended March 31, 2015 USD	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 USD	For the year ended March 31, 2014 ₹
Expenditure in foreign currency:				
Salaries and wages	-	-	126,010	7,655,108
Professional Fees	-	-	12,546	762,170
Other expenses	-	-	4,393	266,875

NOTE '23'

	For the year ended March 31, 2015 USD	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 USD	For the year ended March 31, 2014 ₹
Earnings in foreign exchange				
Income from Sale of Software Development Services	-	-	138,298	8,401,604

NOTE '24'

Although the networth has been eroded, considering the advance stage of new software product under development, the management is confident of reversing the losses in the coming years with a committed financial, technical and administrative support from the holding company. Accordingly, these financial statements have been prepared on a going concern basis.

NOTE '25'

Previous year's figures have been re-grouped/re-arranged, wherever necessary, to conform to the current year's classification/presentation.

Signatures to Note 1 to 25

For and on behalf of the Board of Directors

Place : Thane
Dated : May 26, 2015

Steven Jeske
Director



Note:

CyberTech Systems and Software Limited

(CIN) : L72100MH1995PLC084788

Registered Office: 'CyberTech House', Plot No. B-63/64/65, Road No. 21/34,

J. B. Sawant Marg, MIDC, Wagle Estate, Thane (West), 400 604.

Website : www.cybertech.com



ATTENDANCE SLIP

(To be presented at the entrance)

20th Annual General Meeting on Wednesday, September 30, 2015 at 3.30 P.M.

at 'CyberTech House', Plot No. B-63/64/65, Road No. 21/34, J. B. Sawant Marg, MIDC, Wagle Estate, Thane (West), 400 604.

Folio No. DP ID No. Client ID No.

Name of the Member Signature

Name of the Proxyholder Signature

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.



CyberTech Systems and Software Limited

(CIN) : L72100MH1995PLC084788

Registered Office: 'CyberTech House', Plot No. B-63/64/65, Road No. 21/34,

J. B. Sawant Marg, MIDC, Wagle Estate, Thane (West), 400 604.

Website : www.cybertech.com



PROXY FORM

{Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014}

Name of the Member(s) :

Registered address :

E-mail ID :

Folio No. / Client No. : DP ID No.

I/We, being the member(s) of Shares of CyberTech Systems and Software Limited, hereby appoint.

1. Name : E-mail Id:

Address :

..... Signature

or failing him

2. Name : E-mail Id:

Address :

..... Signature

or failing him

3. Name : E-mail Id:

Address :

..... Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twentieth Annual General Meeting of the Company to be held on Wednesday, September 30, 2015 at 3.30 p.m. at 'CyberTech House', Plot No. B-63/64/65, Road No. 21/34, J. B. Sawant Marg, MIDC, Wagle Estate, Thane (West), 400 604.

1. To receive, consider and adopt :
The Audited Financial Statements for the year ended March 31, 2015 together with the Reports of the Board of Directors and the Auditors thereon, and the Audited Consolidated Financial Statements for the year ended March 31, 2015 together with the Reports of the Auditors thereon.
2. To declare dividend on Equity Shares of the Company for the Financial Year 2014-15.
3. To appoint a Director in place of Mr. Steven Jeske (DIN 01964333), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration.
5. Appointment of Mr. Anant Vishnu Rajwade (DIN: 00007232) as an Independent Director of the Company.
6. Appointment of Mr. M.P Bharucha (DIN: 00361911) as an Independent Director of the Company.
7. Re-appointment of Mr. Ramasubramanian Sankaran (DIN: 05350841) as an Executive Director of the Company.
8. Ratification of the remuneration paid to Mr. Ramasubramanian Sankaran, Executive Director of the Company.
9. Payment of commission to Independent Directors.

Affix
Revenue
Stamp

Signed this day of 2015

Signature of shareholder Signature of Proxyholder(s)

NOTES : **1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at at 'CyberTech House', Plot No. B-63/64/65, Road No. 21/34, J. B. Sawant Marg, MIDC, Wagle Estate, Thane (West), 400 604, not less than 48 hours before the commencement of the Meeting.**

2. Those Members who have multiple folios with different jointholders may use copies of this Attendance slip/Proxy Form.



B00K-POST



If undelivered, please return to:

'CyberTech House'

Plot No. B-63/64/65, Road No.21/34, J. B. Sawant Marg, MIDC, Wagle Estate, Thane(W) - 400604, India.

(CIN) : L72100MH1995PLC084788

www.cybertech.com



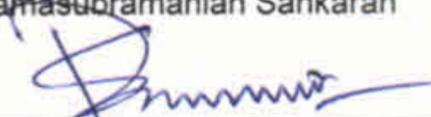
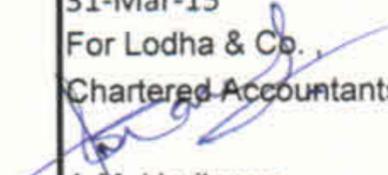
CyberTech

Systems and Software Ltd.

REGD. OFFICE : 'CyberTech House', Plot No. B-63/64/65, Road # 21/34, J.B.Sawant Marg, MIDC, Wagle Estate, Thane - 400 604

• Tel : 91-22-2583 4643 / 44 / 45 • Fax : 91-22-2583 2574

• CIN L72100MH1995PLC084788 • E-mail : cssl.investors@cybertech.com • Website : <http://www.cybertech.com>

Form A	
Format of covering letter of the annual audit report to be filed with the Stock Exchange pursuant to clause 31 (a) of the Listing Agreement	
1 Name of the company	CyberTech Systems and Software Limited
2 Annual Financial Statements for the year ended	31st March, 2015
3 Type of Audit observation	Emphasis of Matter Without qualifying, we draw attention to Note No. 36 of financial statements regarding the investment of Rs. 15.34 Crores made in CyberTech Systems & Software Inc., the Wholly Owned Subsidiary. As explained by the management, it being a long term and strategic investment, there is a reasonable certainty that there will be no diminution in the value of the investment and therefore no provisioning has been considered necessary.
4 Frequency of observation	Appeared for third year
5 To be signed by-	
Executive Director and CFO	Mr. Ramasubramanian Sankaran 
Audit Committee Chairman	Mr. Sudhir Joshi 
Auditor	Refer our Audit Report dated May 26, 2015 Standalone Financials of the company for the year ended 31-Mar-15 For Lodha & Co., Chartered Accountants  A.M. Hariharan Partner





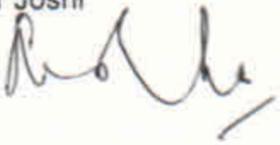
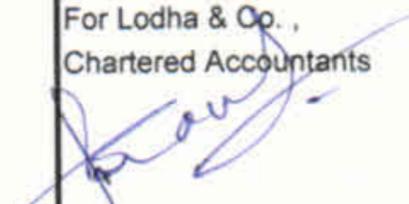
CyberTech

Systems and Software Ltd.

REGD. OFFICE : 'CyberTech House', Plot No. B-63/64/65, Road # 21/34, J.B.Sawant Marg, MIDC, Wagle Estate, Thane - 400 604

• Tel : 91-22-2583 4643 / 44 / 45 • Fax : 91-22-2583 2574

• CIN L72100MH1995PLC084788 • E-mail : cssl.investors@cybertech.com • Website : <http://loda.cybertech.com>

Form A	
Format of covering letter of the annual audit report to be filed with the Stock Exchange pursuant to clause 31 (a) of the Listing Agreement	
1	Name of the company CyberTech Systems and Software Limited
2	Annual Financial Statements for the year ended 31st March, 2015
3	Type of Audit observation Unqualified
4	Frequency of observation Appeared for third year
5	To be signed by-
	Executive Director and CFO Mr. Ramasubramanian Sankaran 
	Audit Committee Chairman Mr. Sudhir Joshi 
	Auditor Refer our Audit Report dated May 26, 2015 Consolidated Financials of the company for the year ended 31-Mar-15 For Lodha & Co., Chartered Accountants  A.M. Hariharan Partner 