

## REPORT ON CORPORATE GOVERNANCE

We are pleased to submit hereunder a detailed report on Corporate Governance for the Financial Year ended on March 31, 2018, pursuant to Regulation 17 to 27 and Regulation 34 (3) read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") as applicable, with regard to Corporate Governance.

### 1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

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

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

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

### 2. BOARD OF DIRECTORS

#### a. Composition

The Board has an optimum combination of Executive and Non-executive Directors in order to have a balanced Board Structure. As on March 31, 2018, the strength of the Board of Directors is Ten (10) Directors comprising of Nine (9) Non-Executive Directors including Two (2) Woman Directors. Out of total number of Directors, Five (5) are Independent Directors who constitute one-half of the total strength of the Board. The Company is in compliance with the requirements of Regulation 17 of the SEBI (LODR) Regulations, 2015. All Directors are competent and experienced personalities in their respective fields.

None of the Directors on the Board hold directorships in more than ten (10) public companies. Further, none of them is a member of more than ten (10) committees or chairman of more than five (5) committees across all the public companies in which he or she is a Director. Further, in compliance with Regulation 25(1) of SEBI (LODR) Regulations, 2015, none of the Independent Directors holds directorship in more than seven listed companies. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2018 have been made by the Directors.

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

**The Composition of the Board, details of other directorships, committee positions as on March 31, 2018 are given below:**

Sr. No.	Name	Directors Identification Number (DIN)	Category of Directors	No. of Directorships held (including CSSL)#	No. of Membership/Chairmanship in Board Committees (including CSSL)@	
					Chairman	Member
1.	Mr. Vish Tadimety	00008106	Non-Executive Chairman and Promoter Director	1	NIL	NIL
2.	Mr. Ramasubramanian S.	05350841	Executive Director	1	NIL	1
3.	Mr. Steven Jeske	01964333	Non-Executive and Non-Independent Director	1	NIL	NIL
4.	Ms. Amogha Tadimety	06952042	Non-Executive and Non-Independent Director	1	NIL	NIL
5.	Mr. Sudhir Joshi	00349597	Non-Executive and Independent Director	4	2	2
6.	Mr. M.P. Bharucha	00361911	Non-Executive and Independent Director	3	1	1
7.	Dr. Shreepad Karmalkar	03273896	Non-Executive and Independent Director	1	NIL	2
8.	Dr. N.L. Sarada	00147782	Non-Executive and Independent Director	3	NIL	4
9.	Mr. Anant V. Rajwade*	00007232	Non-Executive and Independent Director	1	NIL	2
10.	Mr. Wim Elfrink	07741650	Non-Executive and Non-Independent Director	1	NIL	NIL
11.	Ms. Angela C. Wilcox \$	08068715	Additional Director (Non-Executive and Independent)	1	NIL	NIL

\* Mr. Anant V. Rajwade (DIN: 00007232), Non-Executive and Independent Director of the Company resigned from the Board owing to his ill health with effect from November 04, 2017.

§ Ms. Angela C. Wilcox (DIN: 08068715) an experienced Trade Mark Counsel from Illinois, Chicago, USA was appointed as an Additional Director (Independent and Non-Executive) with effect from February 13, 2018.

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

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

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

Date of Board Meeting	May 10, 2017	August 23, 2017	November 20, 2017	February 13, 2018
Board Strength as on the date of Board Meetings	10	10	9	10
No. of Directors Present*	9	10	8	8

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

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

Name of Director	No. of Board Meetings held during year	No. of Board Meetings Attended <sup>^</sup>	Attendance at last AGM
Mr. Anant V. Rajwade*	4	2	Not Attended
Mr. Vish Tadimety	4	4	Attended via Video Conferencing
Mr. Wim Elfrink	4	4	Not Attended
Mr. Sudhir Joshi	4	4	Not Attended
Mr. M.P. Bharucha	4	4	Not Attended
Dr. N.L. Sarda	4	4	Attended
Dr. Shreepad Karmalkar	4	1	Not Attended
Mr. Steven Jeske	4	4	Attended
Mr. Ramasubramanian Sankaran	4	4	Attended
Ms. Amogha Tadimety	4	4	Not Attended
Ms. Angela C. Wilcox §	4	Nil	Not Applicable

<sup>^</sup>The attendance includes presence of Directors through Video/tele-conferencing facilities.

\* Mr. Anant V. Rajwade (DIN: 00007232), Non-Executive and Independent Director of the Company resigned from the Board owing to his ill health with effect from November 04, 2017.

§ Ms. Angela C. Wilcox (DIN: 08068715) has been appointed as an Additional Director (Non-Executive and Independent) with effect from February 13, 2018.

**c. Inter-se relationships amongst Directors**

As on March 31, 2018, there is no inter-se relationship among the Directors except Ms. Amogha Tadimety, is the Daughter of Mr. Vish Tadimety, Non-Executive Chairman and Promoter Director of the Company.

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

The following Directors are holding Shares and Convertible Instruments of the Company as on March 31, 2018:

S.No.	Name of Director	No. of Shares held
1.	Mr. Vish Tadimety	56,24,870
2.	Ms. Amogha Tadimety	2,54,320
3.	Mr. Steven Jeske	24,31,433
4.	Mr. Ramasubramanian Sankaran	1,00,000
S.No.	Name of Director	Optionally Fully Convertible Warrants Held <sup>^</sup>
1.	Mr. Wim Elfrink	10,00,000



# CyberTech

## Systems and Software Limited

*^Issued and allotted One Million (10,00,000) Optionally Fully Convertible Warrants (OFCWs / Warrants / Securities) with each warrant convertible into one Equity Share at a conversion Price of ₹67/- per Equity Share, pursuant to the prior approval of the members obtained through Postal Ballot on September 20, 2016.*

*The warrants were allotted on October 27, 2016 upon payment of ₹16.75 per warrant (being 25%). The balance warrant were not exercised as the Company did not receive any remittance towards the balance amount. Therefore as per SEBI (ICDR) Regulations, 2009, the warrants were cancelled and the consideration paid at the time of issuance was forfeited.*

### e. **Independent Directors:**

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

During the year under review, a separate meeting of Independent Directors of the Company as per the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25 (3) of the SEBI (LODR), Regulations, 2015 was held on March 13, 2018 without the attendance of Non-Independent Directors and the members of the management, inter alia, to discuss the following :

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

### f. **Familiarisation Programme:**

Pursuant to the provision of Regulation 25(7) of the SEBI (LODR) Regulations, 2015, the Company has in place Familiarization Programme for Independent Directors to familiarize them about the Company and their role, rights and responsibilities in the Company. The Familiarization Programme and details of Familiarization Programme imparted during 2017-18 are uploaded on the website of the Company and can be accessed through web-link:

[http://www.cybertech.com/financialReports/Familiarization\\_programme\\_FY2017-18.pdf](http://www.cybertech.com/financialReports/Familiarization_programme_FY2017-18.pdf)

## 3. COMMITTEES OF THE BOARD

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

All decisions pertaining to the constitution of Committees, terms of reference, etc. are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the Financial Year 2017-18 and the related attendance, are provided below:

### i) **Audit Committee**

#### a) **Brief description of Terms of reference**

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

#### **Financial Reporting and Related Processes:**

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

#### **Internal Controls and Governance Processes:**

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

- Approval and Review of Related Party Transactions.

#### **Audit & Auditors**

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

#### **b) Composition and attendance at Audit Committee Meetings:**

As on March 31, 2018, the Audit Committee comprises of Four Directors as the Members. All the Members of the Audit Committee are qualified, experienced and possess sound knowledge of finance, accounting practices and Internal Controls.

During the year under review, four (04) meetings were held viz., on May 10, 2017, August 23, 2017, November 20, 2017, and February 13, 2018.

#### **The Composition of Audit Committee and details of attendance of the members during the year 2017-18 are as under:**

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

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

\*Mr. Anant V. Rajwade resigned as a Non-Executive and Independent Director w. e. f. November 04, 2017 and consequently ceased to be a member of this Committee.

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

Mr. Sudhir Joshi, Chairman of the Audit Committee sought leave of absence from attending the 22<sup>nd</sup> Annual General Meeting, due to other professional commitments and authorized Dr. N. L. Sarda, Member of Audit Committee to attend and respond to the queries raised by the shareholders at the said AGM.

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

#### **ii) Nomination and Remuneration Committee**

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

#### **a) The terms of reference of the Committee inter alia, includes:**

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel (KMP) and other employee
- Lay down criteria for identifying and selection of candidates for appointment as Directors;
- Independent Directors and KMP and other Senior Management positions;
- To recommend to the Board, appointment, removal of Directors, Senior Management Personnel and KMP in accordance with the criteria laid down;
- Succession planning of the Board of Directors and Senior Management Employees;
- Recommendation to the Board on remuneration of Managing Director/Executive Directors/KMP and also revision in remuneration;
- Formulation of the criteria for evaluation of performance of every Director and carry out performance evaluation of Directors and to recommend to the Board on whether to extend or continue the term of appointment of Independent Director;
- Devising a policy on Board Diversity;
- Formulate and review the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- 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).

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.

## b) Nomination and Remuneration Policy

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

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

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

The commission paid to the Directors (Independent and Non-Executive) of the Company is in accordance with the approval granted by the shareholders of the Company and in compliance with the Companies Act, 2013 read with the Rules issued thereunder. The Company has not granted any stock options to any of its Independent Directors. The Nomination and Remuneration Policy of the Company has been uploaded and can be accessed on the Company's website at:

<http://www.cybertech.com/financialReports/corporatePolicies/CSSL%20Remuneration%20Policy.pdf>

## c) Composition and attendance at Nomination and Remuneration Committee Meetings:

During the year under review, one (01) meeting of the Nomination and Remuneration Committee was held on August 23, 2017.

**The Composition of the Nomination and Remuneration Committee and details of attendance of the members during the year 2017-18 are as under:**

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

\*Mr. Anant V. Rajwade resigned as a Non-Executive and Independent Director w. e. f. November 04, 2017 and consequently ceased to be a member of this Committee.

## d) Performance Evaluation

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

The Independent Directors in their separate meeting held on March 13, 2018, reviewed the performance of the Chairman, Executive Director and other Non-Executive Directors on the Board of the Company. They also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The performance evaluation of the Independent Directors was carried out by the entire Board.

## e) Remuneration to Non-executive Directors for the Financial Year 2017-18:

(₹ in Lakhs)

Name	Designation	Salary	Commission	Sitting fees	Total *
Mr. Vish Tadimety	Chairman	Nil	Nil	1.00	1.00
Ms. Amogha Tadimety	Director	Nil	Nil	0.80	0.80
Mr. Steven Jeske	Director	Nil	Nil	0.80	0.80
Mr. Wim Elfrink	Director	Nil	Nil	0.80	0.80

Mr. Sudhir Joshi	Director	Nil	1.50	1.80	3.30
Mr. Anant. V. Rajwade#	Director	Nil	1.50	1.00	2.50
Mr. M.P. Bharucha	Director	Nil	3.00	0.80	3.80
Dr. N.L. Sarda	Director	Nil	1.50	1.80	3.30
Dr. Shreepad Karmalkar	Director	Nil	1.00	0.40	1.40
Ms. Angela C. Wilcox@	Additional Director	Nil	Nil	Nil	Nil

@Ms. Angela C. Wilcox (DIN: 08068715) has been appointed as an Additional Director (Independent and Non-Executive) with effect from February 13, 2018.

# Mr. Anant V. Rajwade resigned as a Non-Executive and Independent Director w. e. f. November 04, 2017.

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

#### f. Remuneration paid to Executive Director

The remuneration paid to Mr. Ramasubramanian Sankaran, Executive Director for the Financial Year 2017-18 is ₹76.39 Lakhs inclusive of perquisites amounting to ₹ 20.42 Lakhs.

Mr. Ramasubramanian Sankaran, Executive Director has also been granted Employee Stock Options under the Employee Stock Option Plan (ESOP) of the Company, apart from the aforesaid remuneration. The details of the ESOP granted to the Executive Director is detailed in Item No. 6 of the explanatory statement annexed to the notice of 23<sup>rd</sup> AGM.

There is no separate provision for payment of severance fees.

Notice period is 3 Months as per terms of the appointment.

#### iii) Stakeholders' Relationship Committee

##### a) Composition and attendance at Stakeholders' Relationship Committee Meeting

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

No Stakeholders' Relationship Committee meeting was held during the year under review.

**The Composition of Stakeholders' Relationship Committee during the year 2017-18 is as under:**

S. No.	Name	Designation & Category
1	Mr. Sudhir Joshi#	Chairman, Independent Director
2	Mr. Anant V. Rajwade*	Member, Independent Director
3	Dr. N.L. Sarda	Member, Independent Director
4	Dr. Shreepad Karmalkar	Member, Independent Director
5	Mr. Ramasubramanian Sankaran	Member, Non-Independent Director

\* Mr. Anant V. Rajwade Resigned as an Independent Director w. e. f. November 04, 2017 and consequently ceased to be a member of this Committee.

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

##### b) Name, designation and address of Compliance Officer:

Ms. Sarita Leelaramani  
 Company Secretary and Compliance Officer  
 CyberTech Systems and Software Limited  
 'CyberTech House', Plot No. B-63/64/65  
 Road No. 21/34, J. B. Sawant Marg, MIDC  
 Wagle Estate, Thane (W)-400604  
 T +91-22-2583 4643/44  
 Exclusive e-mail id for Investor Grievances: [cssl.investors@cybertech.com](mailto:cssl.investors@cybertech.com)





**Details of investor complaints received and redressed during the year 2017-18 are as follows:**

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

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

In terms of the provisions of Section 124 (6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time the Equity Shares held by the shareholders in respect of which dividend entitlements have remained unclaimed or unpaid for seven consecutive years or more has to be compulsorily transferred to the DEMAT account of the IEPF Authority by the Company within 30 days from the due date i.e., October 31, 2017 in accordance with notification dated October 13, 2017 and General circular No 12/2017 dated October 16, 2017 issued by MCA. Accordingly, 53,457 Equity Shares were transferred to the Authority's DEMAT Account with NSDL.

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

**iv) Corporate Social Responsibility Committee**

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

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

During the year under review, no CSR Committee meeting was held . However, a circular resolution was passed by the committee on March 29, 2018, approving the CSR expenditure for the F.Y. 2017-18.

The composition of Corporate Social Responsibility Committee for the year 2017-18 is as under:

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

A Report on CSR is provided as an annexure to Board's Report.

**4. General Body meetings**

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

Year	Venue	Date	Time	Special Resolutions passed
2014-15	'CyberTech House' Plot No. B-63/64/65 Road No. 21/34, J. B. Sawant Marg, MIDC, Wagle Estate, Thane (West)-400604	September 30, 2015	03.30 p.m.	(1) Re-appointment of Mr. Ramasubramanian Sankran (DIN: 05350841) as an Executive Director of the Company. (2) Ratification of the Remuneration paid to Executive Director of the Company, Mr. Ramasubramanian Sankran, (3) Payment of Commission to Independent Directors

2015-16	'CyberTech House' Plot No. B-63/64/65 Road No. 21/34, J. B. Sawant Marg, MIDC, Wagle Estate, Thane (West)-400604	September 30, 2016	04.30 p.m.	(1) Creation of Charge /Mortgage/Pledge on assets of the Company.  (2) Authorization to the Board to borrow not exceeding ₹50,00,00,000/- (Rupees Fifty Crores) [including the money already borrowed by the Company] under Section 180(1)(c) of the Companies Act, 2013.  (3) Approval for Qualified Institutional Placement on Private Placement Basis, in one or more tranches, to Qualified Institutional Buyers (QIBs) by way of Qualified Institutional Placement ('QIP').
2016 - 17	'CyberTech House' Plot No. B-63/64/65 Road No. 21/34, J. B. Sawant Marg, MIDC, Wagle Estate, Thane (West)-400604	September 28, 2017	04.00 p.m.	Ratification of the Remuneration paid to Mr. Ramasubramanian Sankaran, Executive Director of the Company.

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

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

## 5 Disclosures

### i) Statutory Compliance, Penalties/Strictures

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

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

### ii) Related Party Transactions

The Company has adopted the Related Party Transaction Policy which is available on the website of the Company [www.cybertech.com](http://www.cybertech.com) and can be accessed at weblink: [http://www.cybertech.com/financialReports/corporatePolicies/Related\\_Party\\_Transaction\\_Policy.pdf](http://www.cybertech.com/financialReports/corporatePolicies/Related_Party_Transaction_Policy.pdf)

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

### iii) Subsidiary

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

[http://www.cybertech.com/financialReports/corporatePolicies/Policy\\_on\\_Material\\_Subsiidiary.pdf](http://www.cybertech.com/financialReports/corporatePolicies/Policy_on_Material_Subsiidiary.pdf)

### iv) Vigil Mechanism / Whistle Blower Policy

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

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

[http://www.cybertech.com/financialReports/corporatePolicies/Vigil\\_Mechanism\\_Policy.pdf](http://www.cybertech.com/financialReports/corporatePolicies/Vigil_Mechanism_Policy.pdf)

## 6. Compliance with Mandatory and Non-Mandatory Requirements

### Mandatory Requirements:

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



## Non-Mandatory Requirements:

Particulars		Status
<b>A.</b>	<b>The Board</b> Non-Executive Chairperson may be entitled to maintain a chairperson's office at the listed entity's expense and also allowed reimbursement of expenses incurred in performance of his duties.	Complied
<b>B.</b>	<b>Shareholder Right</b> A Half- Yearly declaration of financial performance including summary of significant events in last six-months, may be sent to each household of shareholders	Complied, as the Company's half-yearly results are published in leading English and Marathi newspaper and also uploaded on the website of the Company, hence, the same are not to the shareholders of the Company
<b>C.</b>	<b>Modified opinion in audit report</b> The listed entity may move towards a regime of financial statements with unmodified opinion	Complied, there are no qualification the Audit Report
<b>D.</b>	<b>Separate posts of chairperson and chief executive officer</b> The listed entity may appoint separate persons to the posts of chairperson and Managing Director or chief executive officer	Complied, as the Chairperson is Non-executive and as there is no chief executive officer in the Company. The Company has only one Whole-Time Director.
<b>E.</b>	<b>Reporting of internal auditor</b> The internal auditor may report directly to the audit committee	Complied, The Internal Auditors of the Company are present in each Audit Committee Meeting and directly interacts with Audit Committee Members.

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

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

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

### **9. Disclosure of Accounting Treatment**

The financial statements are prepared on accrual basis of accounting and are in compliance with Indian Accounting Standards (Ind AS), applicable provisions of the Companies Act, 2013 (the Act) and rules made thereunder.

### **10. Model Code of Conduct for Directors and Senior Management Team**

The Company has adopted a Code of Conduct applicable to all its Directors and members of the Senior Management which is in consonance with the requirements of SEBI (LODR) Regulations, 2015. The said code is available on the website of the Company and can be accessed through web-link: [http://www.cybertech.com/financialReports/corporatePolicies/Code\\_of\\_Conduct\\_for\\_Directors\\_and\\_Key\\_Manegerial\\_Personnel.pdf](http://www.cybertech.com/financialReports/corporatePolicies/Code_of_Conduct_for_Directors_and_Key_Manegerial_Personnel.pdf)

All the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct of the Company for the year ended March 31, 2018. A declaration (**Annexure I**) to this effect signed by Mr. Ramasubramanian S., Executive Director of the Company forms part of this Report.

### **11. CEO/CFO Certification**

In terms of requirement of Regulation 17(8) of SEBI (LODR) Regulations, 2015, Mr. Praveen Agarwal, Chief Financial Officer has furnished certificate (**Annexure II**) to the Board in the prescribed format. The certificate has been reviewed by the Audit Committee and taken on record by the Board at the meeting held on May 09, 2018.

### **12. Directors' Responsibility Statement**

The draft Directors' Responsibility Statement signed by Executive Director on behalf of the Board dated August 13, 2018 which is included in the Board's Report for F.Y.2017-18, has been reviewed by the Audit Committee at its meeting held on August 13, 2018.

### **13. Reconciliation of Share Capital Audit Report**

In terms of the provisions of Clause 55A of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, Reconciliation of Share Capital Audit was carried out on a quarterly basis by M/s. Anant Amdekar & Associates, Company Secretaries, Thane for F.Y. 2017-18 towards reconciliation of the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and those held in physical form with the total issued, paid up and listed capital of the Company. The audit report, inter alia, confirms that the Register of Members is duly updated and that demat/remat requests were confirmed within stipulated time etc. The said report is also submitted to BSE Limited and National Stock Exchange of India Limited.

### **14. Risk Management Policy**

The Company has in place Risk Management System which takes care of risk identification, assessment and mitigation. There are no risks which in the

opinion of the Board threaten the existence of the Company. Risk factors and its mitigation are covered extensively in the Management Discussion and Analysis Report forming part of this Board's Report.

#### 15. Code for Prevention of Insider Trading

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

#### 16. Means of Communication

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

#### 17. General Shareholder information:

##### a. Annual General Meeting for FY 2017-18

Date : Friday, September 28, 2018  
Time : 04.00 P.M.  
Venue : CyberTech House, Plot No. B-63/64/65, Road No. 21/34, J. B. Sawant Marg, MIDC, Wagle Estate, Thane (W)-400604

As required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015, particulars of Directors seeking appointment/re-appointment at the ensuing AGM are given in the Notice of the AGM to be held on Friday, September 28, 2018.

##### b. Financial Calendar

Year ending : March 31  
AGM in : September  
Dividend Payment : The final dividend, if declared, will be Paid on or before October 26, 2018

c. **Date of Book Closure / Record Date** : September 22, 2018 to September 28, 2018

d. **Financial Calendar (Tentative)** : Results for the Quarter ending  
 June 30, 2018 – Second week of August, 2018  
 September 30, 2018 – Second week of November, 2018  
 December 31, 2018 – Second week of February, 2019  
 March 31, 2019 – Second week of May, 2019  
 Annual General Meeting – September, 2019

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

##### **BSE Limited**

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

Annual Listing Fees have been paid to both the stock exchanges for the F.Y. 2017-18.



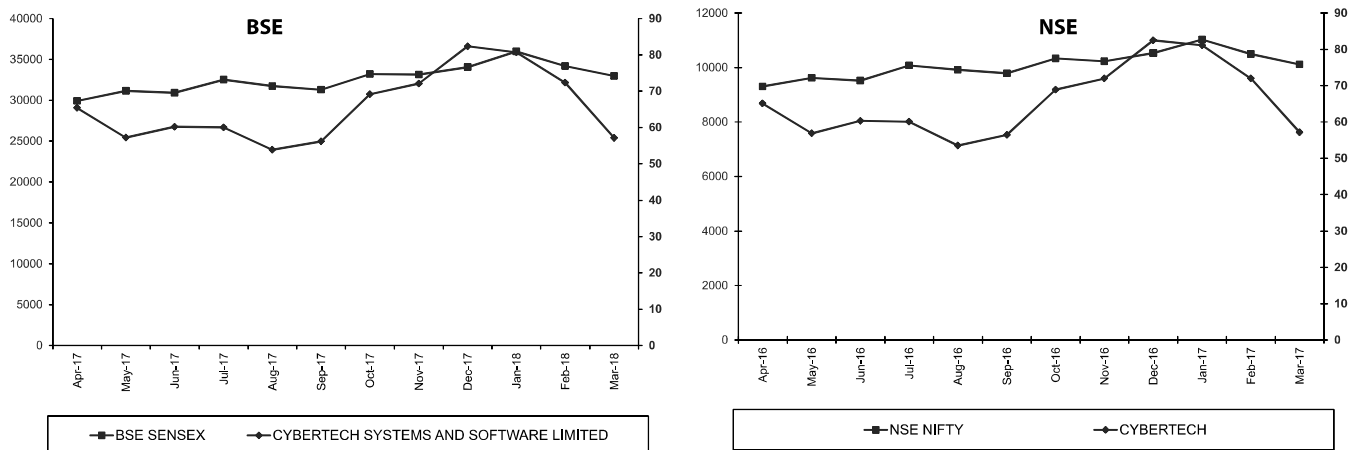
**f. Scrip Code/ Symbol :** NSE- CYBERTECH  
BSE- 532173

**g. Market Price Data :** High and Low during each month in the Financial Year 2017-18

Month	BSE		NSE	
	High	Low	High	Low
April 2017	80.40	64.65	80.00	64.50
May 2017	72.40	55.25	71.90	55.10
June 2017	67.80	55.70	68.00	55.20
July 2017	65.90	58.80	65.00	59.00
August 2017	60.85	48.00	60.85	48.10
September 2017	67.95	53.00	67.25	52.20
October 2017	75.50	55.75	75.50	55.50
November 2017	76.00	64.25	75.55	63.80
December 2017	87.20	68.20	87.50	67.95
January 2018	93.50	79.65	93.65	79.10
February 2018	83.00	69.00	83.00	68.50
March 2018	71.90	55.15	72.00	55.00

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

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



**i. Registrar and Transfer Agents**

Link Intime India Private Limited  
C-101, 247 Park, LBS Marg, Vikhroli (W), Mumbai – 400 083  
T +91 22 49186000 | F +91 22 49186060  
mail: mumbai@linkintime.co.in

**j. Share transfer system:**

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

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

SEBI on June 8, 2018 notified SEBI (LODR) 4th amendment Regulations, 2018, regarding mandatory dematerialization for transfer of securities. Pursuant to the amendment to SEBI (LODR) Regulations, 2015 Shareholders holding Physical Shares Certificates are advised to ensure that shares which are lodged for transfer are mandatorily in dematerialized form with effect from December 05, 2018.

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

During the year under review, the Company has credited ₹ 3.16 Lakhs to the Investor Education and Protection Fund (IEPF) pursuant to the provisions of the Companies Act, 2013.

In accordance with the provisions of Companies Act, 2013 the Company has transferred 53,457 equity shares of ₹ 10/- each, to the credit of IEPF Authority, on November 28, 2017, in respect of which dividend had not been paid or claimed by the members for seven consecutive years or more as on the cut-off date, i.e. October 31, 2017. The Company has initiated necessary action for transfer of shares in respect of which dividend has not been paid or claimed by the members. The Company has uploaded on its website the details of unpaid and unclaimed amounts lying with the Company and details of shares transferred to IEPF during financial year.

**l. Distribution of shareholding :****i) Summary of Shareholding Pattern as on March 31, 2018:**

Category of Shareholder	Number of Shareholders	% of Shareholders	Number of Shares held	% of Shareholding
Promoter & Promoter Group	08	0.07	1,02,45,610	37.37
Public	11,330	99.93	1,71,68,983	62.63
<b>Total</b>	<b>11,338</b>	<b>100.00</b>	<b>2,74,14,593</b>	<b>100.00</b>

**ii) Distribution of Shareholding as on March 31, 2018:**

Category of Shares	Number of Shareholders	% of Shareholders	Number of Shares held	% of Shareholding
1 - 500	9369	80.68	1446446	5.28
501 - 1000	1012	8.72	833608	3.04
1001 - 2000	560	4.82	845409	3.08
2001 - 3000	167	1.44	419928	1.53
3001 - 4000	108	0.93	381941	1.39
4001 - 5000	75	0.65	354292	1.29
5001 - 10000	129	1.11	901585	3.29
10001 and	159	1.47	22150894	82.43
Above	192	1.65	22231384	81.09
<b>Total</b>	<b>11612</b>	<b>100</b>	<b>27414593</b>	<b>100</b>

**iii) Top Ten Shareholders of the Company as on March 31, 2018:**

S. No.	Name of the Shareholder	Number of equity shares held	Percentage of Holding
1	Vish Tadimety	56,24,870	20.52
2	Indotech Holdings LLC	39,00,000	14.23
3	Steven Jeske	24,31,433	8.87
4	Joseph Michael Vanek	13,62,000	4.97
5	Sukhada Tadimety	11,21,592	4.09
6	Prasad Rao Vellaturi	8,17,353	2.98
7	Red Banyan Holdings LLC	6,50,000	2.37
8	Ashok Kumar Jain	3,39,271	1.24
9	Aparna V. Goud	2,59,315	0.96
10	Amogha Tadimety	2,54,320	0.93



**m. Bifurcation of shares held in physical and demat form as on March 31, 2018**

Particulars	No. of Shares	Percentage (%)
<b>Physical Segment</b>	4848430	17.69
<b>Demat Segment</b>		
NSDL (A)	18869462	68.83
CDSL (B)	3696701	13.48
Total (A+B)	22566163	82.31
<b>Total</b>	<b>27414593</b>	<b>100.000</b>

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

The Company has paid the annual Custody Fees to Central Depository Services (India) Limited and National Securities Depository Limited for the F.Y. 2017-18.

**n. Outstanding GDRs /ADRs /Warrants or any Convertible instruments, Conversion date and likely impact on equity:**

**Forfeiture of Share Warrants**

The Company had issued Ten Lakhs (1,000,000) warrants @ ₹67 /- per share warrant, which were convertible into an equivalent number of Equity Shares pursuant to a conversion option exercisable by the allottee within a period of 18 months from the date of allotment. The warrants were allotted on October 27, 2016 upon payment of ₹16.75 per warrant (being 25%). The balance ₹50.25 per warrant (75%) was to be paid on exercise of conversion option by the Share warrant holder on or before 26th April, 2018.

The Company did not receive any remittance or intimation towards the balance amount for conversion of Shares Warrants from the share warrant holder. Therefore as per SEBI (ICDR) Regulations, 2009, the warrants were cancelled and the consideration paid at the time of issuance was forfeited.

**o. Plant Locations :** Not applicable

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

**For CyberTech Systems and Software Ltd.**

**Sd/-**

**Vish Tadimety**  
**Chairman**  
**DIN: 00008106**

**Place: Trevose PA, US**  
**Date: August 13, 2018**

## Corporate Governance Certificate

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

We have examined the compliance of conditions of Corporate Governance by CyberTech Systems and Software Limited (“Company”) stipulated in Regulations 17-27 and clauses (b) to (i) of Regulation 46 (2) and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) for the year 1<sup>st</sup>April, 2017 to 31<sup>st</sup>March, 2018.

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

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has in all material respect complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, as applicable.

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 S. Anantha & Ved LLP**  
**Company Secretaries**

**Ved Prakash**  
**Designated Partner**  
**Membership No.36837**  
**CP No.: 16986**

**Place: Mumbai**  
**Date: August 13, 2018**





**ANNEXURE I**

**Compliance with Code of Conduct**

Pursuant to the Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Ramasubramanian S. (DIN: 05350841), Executive Director of CyberTech Systems and Software Limited ("the Company") hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board of Directors and Senior Management for the financial year ended March 31, 2018.

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

Sd/-

**Ramasubramanian S.  
DIN: 05350841  
Executive Director**

**Place:Thane  
Date:August 13, 2018**

**ANNEXURE II**

**C. F. O. Certification under Regulation 33 of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

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

- (a) I have reviewed the financial statements and the cash flow statement for the year ended on March 31, 2018 and based on my knowledge and belief, I state that:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws, and regulations.
- (b) I further state that to the best of my knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal, or violative of the Company's code of conduct.
- (c) I accept the responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps have been taken or propose to taken to rectify these deficiencies.
- (d) I have indicated, based on my most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
  - (i) Significant changes, if any, in the internal control over financial reporting during the year;
  - (ii) Significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

**For CyberTech Systems and Software Ltd.**

Sd/-

**Praveen Agarwal  
Chief Financial Officer**

**Place: Thane  
Date: May 09, 2018**