

**PROCEEDINGS OF THE TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF CYBERTECH SYSTEMS AND SOFTWARE LIMITED HELD ON WEDNESDAY, SEPTEMBER 30, 2015, AT THE REGISTERED OFFICE OF THE COMPANY AT CYBERTECH HOUSE, PLOT NO.B-63/64/65, MIDC, J. B. SAWANT MARG, WAGLE INDUSTRIAL ESTATE, THANE (WEST) – 400 604 AT 3.30 P.M. (IST)**

**DIRECTORS PRESENT:**

Mr. Viswanath Tadimety	-	Chairman/ Member
Mr. Ramasubramanian Sankaran	-	Executive Director
Mr. Sudhir Joshi	-	Audit Committee Chairman/ Nomination and Remuneration Committee Chairman/ Stakeholder's Relationship Committee Chairman /Independent Director
Mr. A.V. Rajwade	-	Audit Committee Member/Independent Director
Mr. M.P. Bharucha	-	Independent Director

**By Invitation**

Mr. B.V. Goud - Special Advisor to Chairman/Member  
Mr. S. Anantha Rama Subramanian -Secretarial Auditor

The Statutory Auditors has informed the Company that they are unable to attend the Annual General meeting accordingly Company has exempted them

**IN ATTENDANCE**

Mr. Sateesh Wadagbalkar - General Manager and Company Secretary

**MEMBERS**

48 Members were present in person Representing 72,15,424 Equity Shares.

**MEMBERS present by proxy: Nil**

Mr. Viswanath Tadimety, Chairman took the Chair.

**QUORUM**

The Chairman called the meeting to order, as the necessary quorum of members was present.



## **CHAIRMAN'S WELCOME ADDRESS**

The Chairman welcomed all the members at the 20<sup>th</sup> Annual General Meeting and informed about the progress made by the Company during F.Y. 2014-15.

## **REGISTER OF DIRECTORS' AND KEY MANAGERIAL PERSONNEL AND THEIR SHAREHOLDINGS UNDER SECTION 170 AND REGISTER OF CONTRACTS OR ARRANGEMENTS MAINTAINED UNDER SECTION 189 OF THE COMPANIES ACT, 2013**

The Chairman informed the members that the Company has not received any proxy for 20<sup>th</sup> Annual General Meeting. He then announced that the Register of Directors' and Key Managerial Personnel and their Shareholding, and Register of Contracts or arrangements were available for inspection by the members.

## **INTRODUCTION OF BOARD MEMBERS**

The Chairman introduced the other members of the Board who were present at the meeting to the members. The Chairman explained the absence of Mr. Prakash Kenjale, Mr. Steven Jeske, Dr. Shreepad Karmalkar, Dr. N.L. Sarda and Ms. Amogha Tadimety, who could not attend the meeting due to personal reasons and had expressed their regret in not being able to attend the meeting.

## **NOTICE**

Notice convening the meeting and the Board's Report already having been circulated to the members, were taken as read with the consent of the members present.

## **AUDITORS' REPORT**

Company Secretary read out the Auditors' Report on the Annual Accounts of the Company for the year ended 31<sup>st</sup> March, 2015.

Company Secretary informed the members that there was no qualification in the Audit Report of the Company.

Company Secretary read the observations made in the Secretarial Audit Report issued by Mr. S. Anantha Rama Subramanian proprietor of M/s. S. Anantha & Co., Secretarial Auditors and attention of the members was drawn to the explanation given in the Board's Report 2014-15.

Company Secretary further informed that as per provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company in respect of the business to be transacted at the Annual General Meeting. He informed that Mr. Rohit Ghaisas, Practicing Company Secretary (CP No. 12782) was appointed as the scrutinizer for scrutinizing the e-voting process and Poll.

Company Secretary further informed that Company has made necessary arrangements for a taking poll on all the 9 resolutions to be passed at the meeting for those Members who are present at the meeting but who had not cast their votes earlier through e-voting. The Members who had already voted electronically were not eligible to vote through the Poll. Representatives of the Company distributed Polling papers to members to vote on the resolutions.



Company Secretary then placed the following resolutions for consideration before the meeting.

## **ORDINARY BUSINESS**

### **1. ADOPTION OF AUDITED FINANCIAL STATEMENTS:**

As regards the first item on the agenda relating to the adoption of accounts, the Company Secretary proposed the following resolution as an Ordinary Resolution.

"RESOLVED THAT the Audited Balance Sheet as at 31<sup>st</sup> March 2015, Statement of Profit and Loss and the Cash Flow Statement for the year ended on the said date and the Reports of the Auditors & Boards thereon, be and are hereby approved and adopted"

"RESOLVED FURTHER THAT the Audited Consolidated Balance Sheet as at 31<sup>st</sup> March, 2015 and Consolidated Statement of Profit and Loss and the Cash Flow Statement for the year ended on the said date and the Report of the Auditors thereon, be and are hereby approved and adopted"

Company Secretary opened the floor for questions from the shareholders on the agenda items as set out in the Notice of 20<sup>th</sup> Annual General Meeting.

The Chairman answered all the queries and clarified the same to the shareholders.

This resolution was proposed by Mr. Prakash Buva and seconded by Mr. Sanjay S. Naik

Company Secretary, thereafter, put the resolution to vote.

### **2. DIVIDEND**

Chairman informed that the Board of Directors has recommended dividend of Re 1 per share for 9th year in a row subject to the approval of the same by the members.

Thereafter, Mrs. Arunaben Chabadia proposed and Mr. Mahesh Kishancand Makhija seconded the following resolution as an ordinary Resolution for declaration of dividend.

"RESOLVED THAT dividend at the rate of Re 1/- per share on the equity shares of the Company be and is hereby declared out of the current profits of the Company and the same be paid to the shareholders whose names appear on the Register of Members on the closing hours of September 18, 2015 and the dividend warrants be sent to the shareholders within 30 days and / or the amount of the dividend amount be credited to the Bank Accounts specified by the shareholders in their ECS Mandate."

Company Secretary, thereafter, put the Resolution as proposed to vote.

### **3. REAPPOINTMENT OF DIRECTOR**



Company Secretary informed the members that in accordance with the provision of Section 152 of the Companies Act, 2013 read with Article 137 of Articles of Association of the Company, Mr. Steven Jeske, Director of the Company is retiring by rotation at the 20<sup>th</sup> Annual General Meeting but being eligible has offered himself for re-appointment.

Mr. Vaibhav Pradeep Rokde then proposed the following resolution as an Ordinary Resolution and Mr. Prakash Buva seconded the resolution.

“RESOLVED That Mr. Steven Jeske, (DIN 0196433), who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

Company secretary, thereafter, put the resolution as proposed to vote.

#### **4. RATIFY THE APPOINTMENT OF STATUTORY AUDITORS**

Mr. Mahesh Makhija proposed and Mr. Manoj Kumar Thakur seconded 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.”

Company Secretary, thereafter, put the resolution as proposed to vote.

#### **SPECIAL BUSINESS**

#### **5. APPOINTMENT OF MR. ANANT VISNU RAJWADE AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Mr. Prakash Buva proposed and Mr. Manoj Thakur seconded 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."

Company Secretary, thereafter, put the resolution as proposed to vote.

#### **6. APPOINTMENT OF MR. M.P. BHARUCHA AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Mr. Ramkrishna Rawool proposed and Mr. Prakash Buva seconded 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."

Company Secretary, thereafter, put the resolution as proposed to vote.

#### **7. REAPPOINTMENT OF MR. RAMASUBRAMANIAN SANKARAN AS AN EXECUTIVE DIRECTOR OF THE COMPANY**

Mr. Niranjana Amin proposed and Mr. Shankar Mailaram seconded 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."

Company Secretary, thereafter, put the resolution as proposed to vote.

#### **8. RATIFICATION OF THE REMUNERATION PAID TO MR. RAMASUBRAMANIAN SANKARAN, EXECUTIVE DIRECTOR OF THE COMPANY**

Mr. Vaibhav Pradeep Rokde proposed and Mr. Mahesh Makhija seconded 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 there under 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

Company Secretary, thereafter, put the resolution as proposed to vote.

#### **9. PAYMENT OF COMMISSION TO INDEPENDENT DIRECTORS**

Mr. Rahul R. proposed and Mr. Mahesh Makhija seconded 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."





**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](mailto:cssl.investors@cybertech.com) • Website : [www.cybertech.com](http://www.cybertech.com)

**October 03, 2015**

To  
The General Manager  
**BSE Limited**  
Dept. of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

To  
The Managing Director  
**National Stock Exchange of India Limited**  
Corporate Communication Department  
Exchange Plaza, Bandra Kurla Complex  
Bandra (E), Mumbai – 400 051

**Sub.: 20<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2015.**

**Ref.: Scrip Code: 532173; Symbol: -CYBERTECH**

Dear Sir/ Madam,

This is to inform that 20<sup>th</sup> Annual General Meeting of our Company was held on Wednesday, 30<sup>th</sup> September, 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 3.30 p.m. . All the items of business as mentioned in the Notice convening the said Annual General Meeting have been transacted and all the resolutions have been passed by the shareholders with requisite majority by e-voting and through voting by poll conducted at the Annual General Meeting.

We are furnishing detail pertaining to the aforesaid Annual General Meeting in the prescribed format as an Annexure. This shall also be treated as compliance with Clause 31(d) of the Listing Agreement.

A copy of the Scrutinizer's Report is also attached herewith.

Sincerely,

For and on behalf of  
**For CyberTech Systems and Software Limited**

**Sateesh Wadagbalkar**  
GM and Company Secretary  
Membership No.: ACS-6512

**PROCEEDINGS OF THE TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF CYBERTECH SYSTEMS AND SOFTWARE LIMITED HELD ON WEDNESDAY, SEPTEMBER 30, 2015, AT THE REGISTERED OFFICE OF THE COMPANY AT CYBERTECH HOUSE, PLOT NO.B-63/64/65, MIDC, J. B. SAWANT MARG, WAGLE INDUSTRIAL ESTATE, THANE (WEST) – 400 604 AT 3.30 P.M. (IST)**

**DIRECTORS PRESENT:**

Mr. Viswanath Tadimety	-	Chairman/ Member
Mr. Ramasubramanian Sankaran	-	Executive Director
Mr. Sudhir Joshi	-	Audit Committee Chairman/ Nomination and Remuneration Committee Chairman/ Stakeholder's Relationship Committee Chairman /Independent Director
Mr. A.V. Rajwade	-	Audit Committee Member/Independent Director
Mr. M.P. Bharucha	-	Independent Director

**By Invitation**

Mr. B.V. Goud - Special Advisor to Chairman/Member  
Mr. S. Anantha Rama Subramanian -Secretarial Auditor

The Statutory Auditors has informed the Company that they are unable to attend the Annual General meeting accordingly Company has exempted them

**IN ATTENDANCE**

Mr. Sateesh Wadagbalkar - General Manager and Company Secretary

**MEMBERS**

48 Members were present in person Representing 72,15,424 Equity Shares.

**MEMBERS present by proxy: Nil**

Mr. Viswanath Tadimety, Chairman took the Chair.

**QUORUM**

The Chairman called the meeting to order, as the necessary quorum of members was present.





## **CHAIRMAN'S WELCOME ADDRESS**

The Chairman welcomed all the members at the 20<sup>th</sup> Annual General Meeting and informed about the progress made by the Company during F.Y. 2014-15.

## **REGISTER OF DIRECTORS' AND KEY MANAGERIAL PERSONNEL AND THEIR SHAREHOLDINGS UNDER SECTION 170 AND REGISTER OF CONTRACTS OR ARRANGEMENTS MAINTAINED UNDER SECTION 189 OF THE COMPANIES ACT, 2013**

The Chairman informed the members that the Company has not received any proxy for 20<sup>th</sup> Annual General Meeting. He then announced that the Register of Directors' and Key Managerial Personnel and their Shareholding, and Register of Contracts or arrangements were available for inspection by the members.

## **INTRODUCTION OF BOARD MEMBERS**

The Chairman introduced the other members of the Board who were present at the meeting to the members. The Chairman explained the absence of Mr. Prakash Kenjale, Mr. Steven Jeske, Dr. Shreepad Karmalkar, Dr. N.L. Sarda and Ms. Amogha Tadimety, who could not attend the meeting due to personal reasons and had expressed their regret in not being able to attend the meeting.

## **NOTICE**

Notice convening the meeting and the Board's Report already having been circulated to the members, were taken as read with the consent of the members present.

## **AUDITORS' REPORT**

Company Secretary read out the Auditors' Report on the Annual Accounts of the Company for the year ended 31<sup>st</sup> March, 2015.

Company Secretary informed the members that there was no qualification in the Audit Report of the Company.

Company Secretary read the observations made in the Secretarial Audit Report issued by Mr. S. Anantha Rama Subramanian proprietor of M/s. S. Anantha & Co., Secretarial Auditors and attention of the members was drawn to the explanation given in the Board's Report 2014-15.

Company Secretary further informed that as per provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company in respect of the business to be transacted at the Annual General Meeting. He informed that Mr. Rohit Ghaisas, Practicing Company Secretary (CP No. 12782) was appointed as the scrutinizer for scrutinizing the e-voting process and Poll.

Company Secretary further informed that Company has made necessary arrangements for a taking poll on all the 9 resolutions to be passed at the meeting for those Members who are present at the meeting but who had not cast their votes earlier through e-voting. The Members who had already voted electronically were not eligible to vote through the Poll. Representatives of the Company distributed Polling papers to members to vote on the resolutions.



Company Secretary then placed the following resolutions for consideration before the meeting.

## **ORDINARY BUSINESS**

### **1. ADOPTION OF AUDITED FINANCIAL STATEMENTS:**

As regards the first item on the agenda relating to the adoption of accounts, the Company Secretary proposed the following resolution as an Ordinary Resolution.

“RESOLVED THAT the Audited Balance Sheet as at 31<sup>st</sup> March 2015, Statement of Profit and Loss and the Cash Flow Statement for the year ended on the said date and the Reports of the Auditors & Boards thereon, be and are hereby approved and adopted”

“RESOLVED FURTHER THAT the Audited Consolidated Balance Sheet as at 31<sup>st</sup> March, 2015 and Consolidated Statement of Profit and Loss and the Cash Flow Statement for the year ended on the said date and the Report of the Auditors thereon, be and are hereby approved and adopted”

Company Secretary opened the floor for questions from the shareholders on the agenda items as set out in the Notice of 20<sup>th</sup> Annual General Meeting.

The Chairman answered all the queries and clarified the same to the shareholders.

This resolution was proposed by Mr. Prakash Buva and seconded by Mr. Sanjay S. Naik

Company Secretary, thereafter, put the resolution to vote.

### **2. DIVIDEND**

Chairman informed that the Board of Directors has recommended dividend of Re 1 per share for 9th year in a row subject to the approval of the same by the members.

Thereafter, Mrs. Arunaben Chabadia proposed and Mr. Mahesh Kishancand Makhija seconded the following resolution as an ordinary Resolution for declaration of dividend.

“RESOLVED THAT dividend at the rate of Re 1/- per share on the equity shares of the Company be and is hereby declared out of the current profits of the Company and the same be paid to the shareholders whose names appear on the Register of Members on the closing hours of September 18, 2015 and the dividend warrants be sent to the shareholders within 30 days and / or the amount of the dividend amount be credited to the Bank Accounts specified by the shareholders in their ECS Mandate.”

Company Secretary, thereafter, put the Resolution as proposed to vote.

### **3. REAPPOINTMENT OF DIRECTOR**



Company Secretary informed the members that in accordance with the provision of Section 152 of the Companies Act, 2013 read with Article 137 of Articles of Association of the Company, Mr. Steven Jeske, Director of the Company is retiring by rotation at the 20<sup>th</sup> Annual General Meeting but being eligible has offered himself for re-appointment.

Mr. Vaibhav Pradeep Rokde then proposed the following resolution as an Ordinary Resolution and Mr. Prakash Buva seconded the resolution.

“RESOLVED That Mr. Steven Jeske, (DIN 0196433), who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

Company secretary, thereafter, put the resolution as proposed to vote.

#### **4. RATIFY THE APPOINTMENT OF STATUTORY AUDITORS**

Mr. Mahesh Makhija proposed and Mr. Manoj Kumar Thakur seconded 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.”

Company Secretary, thereafter, put the resolution as proposed to vote.

#### **SPECIAL BUSINESS**

#### **5. APPOINTMENT OF MR. ANANT VISNU RAJWADE AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Mr. Prakash Buva proposed and Mr. Manoj Thakur seconded 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."

Company Secretary, thereafter, put the resolution as proposed to vote.

#### **6. APPOINTMENT OF MR. M.P. BHARUCHA AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Mr. Ramkrishna Rawool proposed and Mr. Prakash Buva seconded 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."

Company Secretary, thereafter, put the resolution as proposed to vote.

#### **7. REAPPOINTMENT OF MR. RAMASUBRAMANIAN SANKARAN AS AN EXECUTIVE DIRECTOR OF THE COMPANY**

Mr. Niranjan Amin proposed and Mr. Shankar Mailaram seconded 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."

Company Secretary, thereafter, put the resolution as proposed to vote.

#### **8. RATIFICATION OF THE REMUNERATION PAID TO MR. RAMASUBRAMANIAN SANKARAN, EXECUTIVE DIRECTOR OF THE COMPANY**

Mr. Vaibhav Pradeep Rokde proposed and Mr. Mahesh Makhija seconded 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 there under 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  
Company Secretary, thereafter, put the resolution as proposed to vote.

#### **9. PAYMENT OF COMMISSION TO INDEPENDENT DIRECTORS**

Mr. Rahul R. proposed and Mr. Mahesh Makhija seconded 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."

Chairman, thereafter, put the resolution as proposed to vote.

**Result of the remote e-voting and voting at the venue on the Ordinary and Special Businesses is made a part of the proceedings and is as under:-**

On the basis of Scrutinizer's Report for the remote e-voting and voting at the venue. The summary of which is mentioned hereunder, the Company Secretary, authorised for the purpose announced the results of voting that all the resolutions for the Ordinary and Special Businesses as set out in 20<sup>th</sup> Annual General Meeting of the Company have been duly passed

Resolution No.	For		Against		Results declared
	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	
Resolution No. 1	16268489	100	Nil	NA	Passed unanimously
Resolution No. 2	16268489	100	Nil	NA	Passed unanimously
Resolution No. 3	13837056	100	Nil	NA	Passed unanimously
Resolution No. 4	13837056	85	2431433	15	Passed with requisite majority
Resolution No. 5	16268489	100	Nil	NA	Passed unanimously
Resolution No. 6	16268489	100	Nil	NA	Passed unanimously
Resolution No. 7	16268489	100	Nil	NA	Passed unanimously
Resolution No. 8	16268444	99.99	45	0.01	Passed with requisite majority
Resolution No. 9	16268444	99.99	45	0.01	Passed with requisite majority

**VOTE OF THANKS**

Mr. Sateesh Wadagbalkar, General Manager and Company Secretary proposed vote of

thanks to Chairman, all the directors and dignitaries present on the Dias and all the members who were present at the 20<sup>th</sup> Annual General Meeting of the Company.

Chairman, thereafter, declared formal closure of 20<sup>th</sup> Annual General Meeting of the Company.

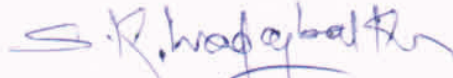


**TIME OF CONCLUSION: 5.30 P.M.**

Place: Thane  
Ltd.

Date: 03.10.2015

For CyberTech systems and Software



Sateesh Wadagbalkar  
GM and Company Secretary

Consolidated Scrutinizer's Report

[Pursuant to rule section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

October 1, 2015

The Chairman

Twentieth Annual General Meeting of the Equity Shareholders of CyberTech Systems and Software Limited 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 (West) – 400 604.

Dear Sir,

I, Mr. Rohit Ghaisas, Proprietor of M/s. Rohit A Ghaisas & Co., Practicing Company Secretary, having membership no. ACS - 30073, appointed as a Scrutinizer by the Board of Directors of CyberTech Systems and Software Limited (hereinafter referred to as "the Company") pursuant to Section 108 and 109 of the Companies Act, 2013 (hereinafter referred to as "the act") read with Companies (Management and Administration Rules), 2014 as amended to scrutinize the Remote e-voting process and poll conducted through physical ballot forms in respect of below mentioned resolutions at the Twentieth Annual General Meeting of the Company held on Wednesday, September 30, 2015 at 3.30 p.m.

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and related rules in respect of voting through electronic means i.e. Remote e-voting and Poll on the Resolutions contained in the Notice of the 20<sup>th</sup> Annual General Meeting (AGM) of the Company.
2. As Scrutinizer for Remote e-voting process and for Poll conducted at the 20<sup>th</sup> AGM, my responsibility is to provide the Scrutinizer's Report of the Votes Cast in "Favour" or "Against" the resolutions stated in the Notice, based on the votes casted through ballot papers at the meeting and reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The Shareholders of the Company holding shares as on the "cut-off" date i.e. Wednesday September 23, 2015 were entitled to vote on the resolutions as contained in the Notice of AGM.





4. The Remote e-voting period remained open from Sunday, September 27, 2015 (9.00 a.m. IST) to Tuesday, September 29, 2015 (5.00 p.m. IST) and the Remote e-voting platform was blocked thereafter by CDSL.
5. The facility for voting through physical ballot papers was made available at the AGM and members attending the AGM, who had not already casted their vote by Remote e-voting exercised their right to vote at the meeting through ballot papers.
6. Immediately after conclusion of the voting at the AGM, the polling box containing the ballot papers was opened and votes were counted.
7. Thereafter, the result of Remote e-voting was unblocked from the website of CDSL i.e. (<https://www.evotingindia.com>) in the presence of two witnesses (Mr. Kunal Sanap and Mrs. Ananya Sarnaik) who are not in the employment of the Company.
8. Accordingly, I hereby submit my Consolidated Report as under on the Result of Remote e-voting and Poll conducted at the meeting in respect of the following resolutions:

Thanking you,

Yours truly,



Rohit Ghaisas  
Practicing Company Secretary  
Membership No. ACS 30073  
CP No. 12782



Witness:

We the undersigned witnessed that the ballot box was opened in our presence after meeting and was diligently scrutinized by Scrutinizer, Mr. Rohit Ghaisas, Practicing Company Secretary.



Mr. Kunal Sanap



Mrs. Ananya Sarnaik



Result of Voting

Resolution No. 1: Adoption of Audited Financial Statements for the year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements for the year ended March 31, 2015 together with the Reports of the Auditors thereon:

Type of Resolution	Particulars	No. of Votes contained in				Percentage of Valid Votes
		Remote E-Voting		Ballot Form		
		No. of Members Voted	No. of Votes cast (Shares)	No. of Members Voted	No. of Votes cast (Shares)	
Ordinary	Assent	39	16201740	12	66749	100
	Dissent	NIL	NA	NIL	NA	0
	Total	39	16201740	12	66749	100
	Abstained / Invalid	NIL	NA	NIL	NA	0

Resolution No. 2: To Declare Dividend on Equity Shares of the Company for the Financial Year 2014-15:

Type of Resolution	Particulars	No. of Votes contained in				Percentage of Valid Votes
		Remote E-Voting		Ballot Form		
		No. of Members Voted	No. of Votes cast (Shares)	No. of Members Voted	No. of Votes cast (Shares)	
Ordinary	Assent	39	16201740	12	66749	100
	Dissent	NIL	NA	NIL	NA	0
	Total	39	16201740	12	66749	100
	Abstained / Invalid	NIL	NA	NIL	NA	0



Resolution No. 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:

Type of Resolution	Particulars	No. of Votes contained in				Percentage of Valid Votes
		Remote E-Voting		Ballot Form		
		No. of Members Voted	No. of Votes cast (Shares)	No. of Members Voted	No. of Votes cast (Shares)	
Ordinary	Assent	38	13770307	12	66749	100
	Dissent	NIL	NA	NIL	NA	0
	Total	38	13770307	12	66749	100
	Abstained / Invalid	NIL	NA	NIL	NA	0

Resolution No. 4: To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration:

Type of Resolution	Particulars	No. of Votes contained in				Percentage of Valid Votes
		Remote E-Voting		Ballot Form		
		No. of Members Voted	No. of Votes cast (Shares)	No. of Members Voted	No. of Votes cast (Shares)	
Ordinary	Assent	38	13770307	12	66749	85
	Dissent	1	2431433	NIL	NA	15
	Total	39	16201740	12	66749	100
	Abstained / Invalid	NIL	NA	NIL	NA	0



Resolution No. 5: Appointment of Mr. Anant Vishnu Rajwade (DIN 00007232) as an Independent Director of the Company:

Type of Resolution	Particulars	No. of Votes contained in				Percentage of Valid Votes
		Remote E-Voting		Ballot Form		
		No. of Members Voted	No. of Votes cast (Shares)	No. of Members Voted	No. of Votes cast (Shares)	
Ordinary	Assent	39	16201740	12	66749	100
	Dissent	NIL	NA	NIL	NA	0
	Total	39	16201740	12	66749	100
	Abstained / Invalid	NIL	NA	NIL	NA	0

Resolution No. 6: Appointment of Mr. M.P. Bharucha (DIN 00361911) as an Independent Director of the Company:

Type of Resolution	Particulars	No. of Votes contained in				Percentage of Valid Votes
		Remote E-Voting		Ballot Form		
		No. of Members Voted	No. of Votes cast (Shares)	No. of Members Voted	No. of Votes cast (Shares)	
Ordinary	Assent	39	16201740	12	66749	100
	Dissent	NIL	NA	NIL	NA	0
	Total	39	16201740	12	66749	100
	Abstained / Invalid	NIL	NA	NIL	NA	0



Resolution No. 7: Re-appointment of Mr. Ramasubramanian Sankaran (DIN: 05350841) as an Executive Director of the Company:

Type of Resolution	Particulars	No. of Votes contained in				Percentage of Valid Votes
		Remote E-Voting		Ballot Form		
		No. of Members Voted	No. of Votes cast (Shares)	No. of Members Voted	No. of Votes cast (Shares)	
Special	Assent	39	16201740	12	66749	100
	Dissent	NIL	NA	NIL	NA	0
	Total	39	16201740	12	66749	100
	Abstained / Invalid	NIL	NA	NIL	NA	0

Resolution No. 8: Ratification of the Remuneration paid to Mr. Ramasubramanian Sankaran, Executive Director of the Company:

Type of Resolution	Particulars	No. of Votes contained in				Percentage of Valid Votes
		Remote E-Voting		Ballot Form		
		No. of Members Voted	No. of Votes cast (Shares)	No. of Members Voted	No. of Votes cast (Shares)	
Special	Assent	38	16201695	12	66749	99.99
	Dissent	1	45	NIL	NA	0.01
	Total	39	16201740	12	66749	100
	Abstained / Invalid	NIL	NA	NIL	NA	0



Resolution No. 9: Payment of Commission to Independent Directors:

Type of Resolution	Particulars	No. of Votes contained in				Percentage of Valid Votes
		Remote E-Voting		Ballot Form		
		No. of Members Voted	No. of Votes cast (Shares)	No. of Members Voted	No. of Votes cast (Shares)	
Special	Assent	38	16201695	12	66749	99.99
	Dissent	1	45	NIL	NA	0.01
	Total	39	16201740	12	66749	100
	Abstained / Invalid	NIL	NA	NIL	NA	0



Countersigned by

For CyberTech Systems and Software Limited

*[Signature]*  
GM and Company Secretary

Date 3.10.2015