



29<sup>th</sup> September, 2017

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| To<br><b>The BSE Limited</b><br>Listing Department,<br>Phiroze Jeejeebhoy Towers<br>Dalal Street, Mumbai-400 001 | To<br><b>The National Stock Exchange of India Limited</b><br>Exchange Plaza, Plot No. C/1<br>G Block, Bandra Kurla Complex,<br>Bandra (East), Mumbai - 400 051 |
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Sub.: Proceedings of 22<sup>nd</sup> Annual General Meeting ("AGM") of CyberTech Systems and Software Limited ("the Company")

Ref.: Regulation 30(4), Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Scrip Code: 532173 (BSE); CYBERTECH (NSE)

Dear Sir/Madam,

In furtherance to our letter dated September 06, 2017, please note that 22<sup>nd</sup> AGM of the Company was held on Thursday, September 28, 2017 and the business mentioned in the Notice of the said AGM were transacted.

In this regard, please find enclosed herewith:

1. Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure - I.
2. Annual Report for the financial year 2016- 17 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013 as Annexure - II.

This is for your information and record.

Thanking you,  
Yours faithfully,  
For CyberTech Systems and Software Limited

*Sarita*

Sarita Leelaramani  
Company Secretary & Compliance Officer  
Membership No.: A35587





### **Summary of proceedings of the 22<sup>nd</sup> Annual General Meeting of the Company**

The 22<sup>nd</sup> Annual General Meeting ("AGM") of the Members of the Company was held on Thursday, 28<sup>th</sup> September, 2017 at 04.00 p.m. at CyberTech House, Plot No. B-63/64/65, Road No. 21/34, J. B. Sawant Marg, MIDC, Wagle Estate, Thane - 400 604.

Ms. Sarita Leelaramani, Company Secretary and Compliance Officer welcomed all the shareholders and Members of the Board present at the meeting. She also welcomed Mr. S. Anantha Iyer, S. Anantha & Co., Company Secretaries, Secretarial Auditor of the Company. As per the attendance record, in aggregate Thirty Nine (39) members were present at AGM, out of which one (01) member was present through Video Conferencing, Thirty Eight (38) members were present in person and no members were present through proxy.

She informed that Mr. Sudhir Joshi, Independent Director and Chairman of the Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee and CSR Committee, had sought leave of absence and authorised Mr. N. L. Sarda, Member of the aforesaid Committees to represent the said Committees on his behalf. Also due to last minute business schedule, Mr. Vish Tadimety, Chairman of the Company couldn't attend the Meeting in person, however he was addressing the Meeting through video conferencing.

In absence of Mr. Vish Tadimety, Mr. Steven Jeske, Director of the Company was requested to chair the Meeting. Mr. Steven Jeske thanked all the shareholders for their continued support and showing trust and helping CyberTech to become a stronger Company every day. Further he read the contents of Chairman's speech and requested Mr. Vish Tadimety, Chairman of the Company to brief the Members on Business Prospects of the Company.

Mr. Vish Tadimety, Chairman of the Company briefed the Members about future prospects of the Company and requested the Company Secretary to proceed with the Meeting.

Ms. Sarita Leelaramani, Company Secretary informed the members that Audited Financial Statements, the Board's Report, and Auditors' Report are laid on the table along with the Proxy Register, Register of Directors' Shareholding and Register of Contracts and Arrangement for inspection by the members at the meeting. She further read the Auditor's Report. She then invited the Shareholders for the Question & Answer session with respect to the Annual Report F.Y. 2016-17 to the Directors and the management present.

The Queries raised by the shareholders were satisfactorily addressed by Mr. Steven Jeske and Mr. Ramasubramanian S., Directors of the Company.







The Company Secretary then thanked the Directors for addressing the queries and informed the members present that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice of the said AGM. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes through Polling Paper at the end the meeting and further that there would be no voting by show of hands.

The Company Secretary requested the members to consider the following items of business, as per the Notice of AGM dated August 23, 2017:

**Ordinary Business:**

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017, together with the reports of the Board of Directors and Auditors thereon;
2. To declare a dividend of Re.1/- per Equity Share of face value of Rs.10/- each for the financial year 2016-17.
3. To appoint a Director in place of Mr. Vish Tadimety (DIN: 00008106), who retires by rotation and being eligible, offers himself for re-appointment
4. To appoint M/s. Bagaria & Co. LLP, Chartered Accountants (Firm Registration No. 113447W/W-100019) as the Statutory Auditors of the Company in place of the outgoing Statutory Auditors viz., M/s. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E)

**Special Business:**

5. Appointment of Mr. Willem P. Elfrink (also known as Wim Elfrink) as Director of the Company
6. Approval for holding the office of profit by Mr. Wim Elfrink as Chairman of the Advisory Board of the Company.
7. Approval for holding the office of profit by Mr. Steven Jeske as Director in CyberTech Systems and Software Inc. U.S.A.
8. Approval for holding the office of profit by Mr. Vish Tadimety as Director in CyberTech Systems and Software Inc. U.S.A.
9. Ratification of the Remuneration paid to Mr. Ramasubramanian Sankaran, Executive Director of the Company (**Special Resolution**)





The Company Secretary then invited Mr. Ved Prakash, Scrutinizer for the 22<sup>nd</sup> AGM for conducting voting through Polling Paper, the Scrutinizer then conducted the voting process. The Members were informed that a consolidated report on the total vote cast in favour and against the above mentioned resolutions would be submitted by the Scrutinizer to the Chairman on or before September 30, 2017 and the same would be declared by the Company by hosting it on its website [www.cybertech.com](http://www.cybertech.com), the website of CDSL, and by notifying to the Stock Exchanges viz. BSE Ltd. and National Stock Exchange of India Ltd, where the shares of the Company are listed.

The meeting concluded with a vote of thanks to all the Directors, Auditors and shareholders for attending the 22<sup>nd</sup> AGM of the Company and declared the meeting as concluded at 05:00 P.M.

This is for your information and record.

Thanking you,  
Yours faithfully,  
For **CyberTech Systems and Software Limited**

**Sarita Leelaramani**  
**Company Secretary & Compliance Officer**  
**Membership No.: A35587**

