



DECLARATION OF RESULTS OF RESOLUTIONS PROPOSED AT 20TH ANNUAL GENERAL MEETING 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.- 400 604 AT 3.30 P.M.

Based on the Report of Mr. Rohit Ghaisas, Practicing CS (CP No.12782), who was appointed by the Board to act as a Scrutinizer for the 20th Annual General Meeting to scrutinize voting process in a fair and transparent manner. we hereby declare the results of Ordinary and Special Businesses transacted there at as under:-

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR F.Y. 2014-15

"RESOLVED THAT the Audited Balance Sheet as at 31st 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 31st 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"

The Voting Details with respect to passing of the above resolution is as under:

For		Against		Invalid		Results declared
No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	
16268489	100	Nil	NA	Nil	NA	Passed unanimously



2. DECLARATION OF DIVIDEND FOR F.Y. 2014-15

"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."

The Voting Details with respect to passing of the above resolution is as under:

For		Against		Invalid		Results declared
No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	
16268489	100	Nil	NA	Nil	NA	Passed unanimously

3. REAPPOINTMENT OF DIRECTOR

"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."

The Voting Details with respect to passing of the above resolution is as under:

For		Against		Invalid		Results declared
No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	
13837056	100	Nil	NA	Nil	NA	Passed unanimously

4. RATIFICATION OF THE APPOINTMENT OF STATUTORY AUDITORS

"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."

The Voting Details with respect to passing of the above resolution is as under:

For		Against		Invalid		Results declared
No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	
13837056	85	2431433	15	Nil	NA	Passed with requisite majority

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

"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."



The Voting Details with respect to passing of the above resolution is as under:

For		Against		Invalid		Results declared
No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	
16268489	100	Nil	NA	Nil	NA	Passed unanimously

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

"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."

The Voting Details with respect to passing of the above resolution is as under:

For		Against		Invalid		Results declared
No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	
16268489	100	Nil	NA	Nil	NA	Passed unanimously



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

“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.”

The Voting Details with respect to passing of the above resolution is as under:

For		Against		Invalid		Results declared
No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	
16268489	100	Nil	NA	Nil	NA	Passed unanimously

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

“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 resolution."

The Voting Details with respect to passing of the above resolution is as under:

For		Against		Invalid		Results declared
No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	
16268444	99.99	45	0.01	Nil	NA	Passed with requisite majority

9. PAYMENT OF COMMISSION TO INDEPENDENT DIRECTORS

"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."



The Voting Details with respect to passing of the above resolution is as under:

For		Against		Invalid		Results declared
No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	
16268444	99.99	45	0.01	Nil	NA	Passed with requisite majority

For CyberTech Systems and Software Limited



Sateesh Wadagbalkar
GM & Company Secretary

Place: Thane

Date: 03.10.2015

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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 20th Annual General Meeting (AGM) of the Company.
2. As Scrutinizer for Remote e-voting process and for Poll conducted at the 20th 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,

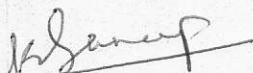


Rohit Ghaisas
Practicing Company Secretary
Membership No. ACS 30073
CP No. 12782



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

