

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,

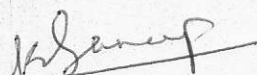


Rohit Ghaisas
Practicing Company Secretary
Membership No. ACS 30073
CP No. 12782



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

