



CyberTech

Systems and Software Ltd.

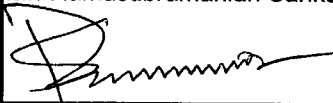
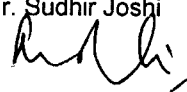

CIN L72100MH1995PLC084768

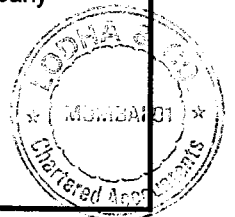
Email cssi.investors@cybertech.com

Website <http://india.cybertech.com>

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

FORM A (Pursuant to Clause 31(a) of Listing Agreement)		
No.	Particulars	Details
1	Name of the Company	CYBERTECH SYSTEMS AND SOFTWARE LIMITED
2	Annual Consolidated Financial Statements for the year ended	31st March, 2014
3	Type of Audit observation	Unqualified
4	Frquency of observation	Not Applicable
5	To be signed by : 1. Executive Director and CFO	Mr. Ramasubramanian Sankaran 
	2. Audit Committee Chairman	Mr. Sudhir Joshi 
	3. Auditors of the Company	Refer our Audit Report dated May 29, 2014 on the Consolidated Financial Statements of the Company For LODHA & Co. Chartered Accountants  A.M. Hariharan Partner





CyberTech

Systems and Software Ltd.

CIN L22100GJ1998PT10054788

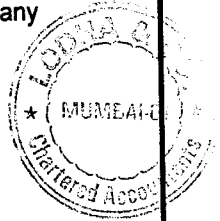
Email: cs@cybertech.com

Website: <http://india.cybertech.com>

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

FORM A (Pursuant to Clause 31(a) of Listing Agreement)		
No.	Particulars	Details
1	Name of the Company	CYBERTECH SYSTEMS AND SOFTWARE LIMITED
2	Annual Standalone Financial Statements for the year ended	31st March, 2014
3	Type of Audit observation	Emphasis of Matter - Paragraph inserted in Auditor's Report of Standalone Financial Statements - Without qualifying, we draw attention to Note No. 36 of financial statements regarding investment of Rs.10.63 Crores made in CyberTech Systems & Software Inc., the Wholly Owned Subsidiary. Being a long term and strategic investment, there is a reasonable certainty that there will be no diminution in the value of the investment and therefore no provisioning has been considered necessary.
		Note No. 36 - The Company has invested Rs.106,303,250/- in its Wholly Owned Subsidiary viz. CyberTech Systems and Software Inc., USA, which has incurred losses incurred during the current year as well as in the previous year. However, being a long term and strategic investment, there is a reasonable certainty that there will be no diminution in the value of this investment., and therefore no provisioning has been considered necessary.
4	Frequency of observation	Second Year
5	To be signed by : 1. Executive Director and CFO	Mr. Ramasubramanian Sankaran
	2. Audit Committee Chairman	Mr. Sudhir Joshi
	3. Auditors of the Company	Refer our Audit Report dated May 29, 2014 on the Standalone Financial Statements of the Company For LODHA & Co. Chartered Accountants A.M. Nariharan Partner





CyberTech

Systems and Software Limited

19th Annual Report 2013 - 2104

COMPANY INFORMATION

BOARD OF DIRECTORS

Viswanath Tadimety
Chairman

Ramasubramanian Sankaran
Executive Director

Steven Jeske
Director

Prakash Kenjale
Director

Sudhir Joshi
Director

M. P. Bharucha
Director

Dr. Shreepad Karmalkar
Director

Dr. N.L. Sarda
Director

COMPANY SECRETARY
Sateesh Wadagbalkar

AUDITORS
Lodha & Co.,
Chartered Accountants, Mumbai

SOLICITORS & ADVOCATES
Bharucha & Partners, Mumbai

BANKERS
ICICI Bank Limited

REGISTRAR & SHARE TRANSFER AGENT
(COMMON AGENCY)
Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W), Mumbai - 400 078.

REGISTERED OFFICE
"CyberTech House",
Plot No. B-63/64/65, Road No. 21/34,
J. B. Sawant Marg, MIDC, Wagle Estate,
Thane (West) – 400 604.

Contents

Sr. No.	Particulars	Page No.
1.	Chairman's Letter to Shareholders	2
2.	Notice of Annual General Meeting	5
3.	Directors' Report	16
4.	Management Discussion and Analysis	22
5.	Auditors' Certificate on Corporate Governance	29
6.	Report on Corporate Governance	30
7.	Auditors' Report	38
8.	Balance Sheet	42
9.	Statement of Profit and Loss	43
10.	Cash Flow Statement	44
11.	Notes forming part of Balance Sheet and Statement of Profit and Loss	46
12.	Auditors' Report on Consolidated Financial Statements	66
13.	Consolidated Balance Sheet	68
14.	Consolidated Statement of Profit and Loss	69
15.	Consolidated Cash Flow Statement	70
16.	Notes forming part of Consolidated Balance Sheet and Consolidated Statement of Profit and Loss	72
17.	Statement pursuant to section 212	87
18.	Accounts of Subsidiary Companies	88

LETTER TO FELLOW SHAREHOLDERS

LETTER TO FELLOW SHAREHOLDERS

Dear Fellow Shareholders,

I am pleased to provide you detailed information on the performance of our Company for the financial year April 2013 through March 2014. For the year ending March 31, 2014, we achieved consolidated revenue of ₹ 731 million and net profit of ₹ 76 million. This compares against a consolidated top line revenue and net profit from last fiscal year (ending March 2013) of ₹ 752 million and ₹ 88 million respectively. On a standalone basis, our revenue has increased to ₹ 460 million from ₹ 448 million (ending March 2013). On a standalone basis, our net profit was ₹ 87 million versus prior year's ₹ 112 million.

Before I proceed further in discussing CyberTech's business and current market conditions, I am pleased to announce that we inaugurated our new 25,000 square feet GeoSpatial Center of Excellence on March 03 2014. This new fourth floor addition to the "CyberTech House" will seat an additional 250 engineers and increases our floor space to over 90,000 square feet. This Center of Excellence is a physical vision of our world-class GIS capabilities and commitment to rapidly growing field of GeoSpatial technologies and Location services. Designed exclusively as CyberTech's and India's 1st private GeoSpatial Technology Center, it will connect GIS at a cultural level to the Indian markets.

On March 3, 2014, Honorable Aseem Kumar Gupta, Municipal Commissioner of Thane attended inauguration as our Chief Guest and toured the facility. We thank Mr. Gupta and Thane Municipal Corporation staff and management for their continued support. CyberTech Board of Directors, Employees and outside guests attended the inauguration function.

New CyberTech's Esri and ArcGIS Center of Excellence

On March 3, 2014 evening, Jack Dangermond, President of Esri formally launched CyberTech's Esri and ArcGIS Center of Excellence in the new fourth floor. I thank Mr. Damian Spangrud, Director of Esri Solutions, for participating in the events with Jack.

Esri is the world leader in Geospatial Information Systems Software. Esri's visionary mapping products define the science of GIS and increase understanding our world. Esri inspires and enables people to positively impact the future through a deeper, geographic understanding of the changing world around them.

Under Jack Dangermond's leadership Esri have proven that geography is at the heart of a more resilient and sustainable future. Various countries across the globe use Esri software as the de-facto standard of managing geographic information. Governments, industry leaders, academics, and non-governmental organizations (NGOs) trust Esri™ and ArcGIS™ platform to connect them with the analytic knowledge they need to make these critical decisions that shape the planet.

Our long term partnership with Esri and deep ArcGIS technical expertise has led to multiple mission critical client engagements that utilize ArcGIS platform for Cloud, Server and mobile solutions.

CyberTech is an Esri Gold Partner. As an Esri strategic partner, CyberTech shares Esri's commitment to solve Earth's most pressing challenges with geographic expertise and rational resolve. CyberTech has won multiple awards for technical excellence from Esri. Most recently, Esri has named CyberTech as their Industry Specialty Partner for ArcGIS for Local Government' and 'ArcGIS for Online'.

Changing Technology and Market conditions:

We have stabilization in the US and Global financial markets and client purchasing trends. However, IT spend continues to move from On Premise Computing to Cloud and Hybrid Models. Newer solution delivery models are moving services from traditional IT vendors to Cloud based service providers. CyberTech has started delivering a larger portion of our services on the Cloud.

We now have a successful India Business that has completed over 3 full years of operation. However, majority of the Company's revenues are generated in the United States and the North American geography continues to be our key market. The India diversification of revenues and the improving US business conditions will increase our overall growth. During the 1st two fiscal quarters of 2014, the Indian Market spending was curtailed because of concerns of economy and change in government at the Center and many states. This led to slower growth of India operations.

CyberTech has now become a significant player in the area of mapping solutions and GeoSpatial Applications. This segment of information technology has become an attractive and growing part in an otherwise stagnant IT landscape of Enterprises and Public Government organizations. The strength of our Esri relationship has allowed us to harness this developing mapping market potential which we clearly see growing over the next several years. This is a positive trend in favor of CyberTech with several hosted and cloud based implementations.

New implementations of complex ERP solutions such as SAP continues to be at a standstill and SAP is trying to refocus itself in newer areas such as Business Analytics, In-memory Computing, Application Life Cycle Management and Mobile Applications. While these cloud based trends are new areas for SAP growth, they hardly replace big ERP implementations. CyberTech has directed its focus on these newer SAP trends and build expertise in the emerging area.

Cost Reduction and Application Management Services continue to be a key component of revenue for all the leading Indian IT service providers. CyberTech continues our Application Management and Support Services focus and a large percentage of our clients depend on CyberTech for their mission critical IT support.

All this trends prove that IT infrastructure and management is rapidly moving to Cloud based, pay by use services. CyberTech is positioning itself by migrating most of our clients to a more managed service oriented delivery platform. All Application Development services have moved from complex 'Waterfall' model to rapidly implementable 'Agile Scrum' approaches. In recognition of these ongoing market trends, CyberTech continues to evolve its Service Offerings, Client Management approach and Solution Delivery Platforms.

I encourage my fellow shareholders to visit our newly redesigned website www.cybertech.com that clearly identifies our market alignment and client approach.

CyberTech Business operations:

Our number one focus in the Company during the current fiscal year has been to strengthen our Technical Solutions and Business Approach in our core solution areas to adapt to cloud and pay by use models:

- **Geo2.0 and GeoServe Platforms:** To leverage the opportunity in the market in GeoSpatial areas, CyberTech has developed a rapidly evolving Geo2.0 platform. CyberTech simply believes the approach of developing new and complex GIS applications is dead. Using our Geo2.0 approach, Clients can implement new mapping and Geospatial applications at a fraction of the cost, reduce the time to market and eliminate risk. The Geo2.0 platform is an ongoing and continuously increasing set of CyberTech owned mapping components (Geo2.0 components), which are like building blocks. Using these Geo2.0 building blocks, like a Lego TM set, our clients can quickly assemble their solutions. Please see our microsite for Geo2.0, www.appmaps.com that describes our platform.
- **Public Safety and GeoShield:** Our GeoShield Product Platform is now available in 3 product versions- (i) Law Enforcement (ii) Investigations and (iii) Prisons and Corrections. We have several new wins in State and Local Governments for the above products.
- **CyberSupport and Application Management Platform:** CyberTech has been involved in Application Management and Support Services for over 8 years. Our initial focus has been to provide SAP post implementation and support services in the areas of SAP BASIS, ABAP programming and Functional Module Support. We continue to expand and revamp our Support offering with a newly branded Application Management Platform, CyberSupport 2. Each client gets a unique support portal through which they interact with CyberTech. All support metrics and Service Level Agreements (SLAs) are clearly visible and clients can measure CyberTech performance quantitatively. This increases Client Satisfaction, provides transparency and reduces cost. We believe this platform is transformative for CyberTech as our future vision is to make this the Platform of Interaction for all clients. CyberSupport is a shared services platform that pulls down client cost and delivers dependable service with measurable performance metrics.
- **GeoCivic and India Business:** GeoCivic brand has continued to develop in this year. We have done prestigious work at Bengaluru, Thane, Mumbai in the areas of revenue growth and property tax management. GeoCivic has several pieces of mission critical software that Cities and Local Governments need, such as Property Tax assessment and collections, Emergency Management, Public Health and Election Results Management. I am expecting rapid growth in GeoCivic and this trend to lead to increased India revenues.
- **SAP and S2 Platforms:** In alignment with SAP's focus around mobility and Cloud, we have created a major focus on SAP Next Generation platforms. This includes Business Intelligence (Business Objects), SAP Mobility, Application Life Cycle Management and In Memory computing (HANA).
- **Client Focus:** I continue to invest my time personally with all clients, travel extensively, building client and executive relationships. Steve Jeske or I own executive relationships with almost all our clients in the US. CyberTech US continues to be our front-end providing sales and client partner management thereby driving deeper offshore focus in our Company.
- **Development of Company Intellectual Property:** We continue to make substantial progress in the area of IP Development and Solution building. We have won several more Public Safety, Police and Emergency Response implementations. Our GeoShield offering is being embraced by clients in US and India. We have also developed a SAP GIS Integration Architecture, CyberSERVE that has gained considerable market traction and excitement. I thank our friend and partner, Joseph Vanek Esq. of Vanek Vickers P.C. for pushing us on the trail of IP development.
- **Long Term Annuity Contracts:** I can state that 90% of the CyberTech offshore contracts are long-term annuity oriented. This gives us visibility of the pipeline and has reduced revenue risk. It is our preference to build this book of annuity contracts over lumpy project business.



CyberTech Systems and Software Limited

As I state in all my letters, my core value has been to do the right thing for CyberTech for long period of time. Our goal is to do well in good markets but to do better in bad markets while aiming for sustainable growth. CyberTech continues to focus on the long term objectives that I have laid out in all my prior communications:

- Continue to focus on off shore oriented annuity engagements
- Focus on business growth
- Manage our assets and Property to optimum returns

Steven Jeske and I are fiscally conservative and consider CyberTech from a long term business holding perspective. The Company's assets and liquidity, cash strength give us comfort. Mr. Ramasubramanian our Executive Director has become a true partner who shares our vision and values.

I am pleased to inform you that your Directors have recommended a dividend of Re one per share (10% of face value) for the eighth year in a row since Steve and I took over the management of the company. We continue to enjoy the confidence of our customers resulting in opportunities that are adjacent in nature.

The focus on quality of services has ensured continued customer loyalty. Many of our customers have been working with us for a period ranging from 6 to 15 years. We have created a good client base that will allow us to have sustainable growth with deeper focus.

Business Outlook:

CyberTech will grow, focus and excel in mapping solutions, SAP implementation and CyberSupport Services. I am excited about our Public Safety and GeoSpatial Platform development that leverages our expertise as a core GIS player. For the next year, I expect our offshore revenues to trend upward while US will be win more recurring revenue projects.

I am grateful to our Executive Director and the Sales, Delivery and Financial Leaders of the Company for their unstinted support to our efforts to enhance shareholder value. Our employees are our biggest asset and I wish to record my sincere appreciation to their dedicated efforts.

The Company adheres to high level of transparency and corporate governance. We have an eminent Board of Directors. I am grateful for their association with CyberTech and me. I thank Dr. Shreepad Karmalkar (IIT Chennai), Dr. N.L. Sarda (IIT Mumbai) for their help to CyberTech in several technical areas.

I would like to thank my dedicated Board of Directors and our US Board representatives for their involvement, counsel and support. I thank Bansi S Mehta & Co, Chartered Accountants, Mr. Farook Irani Esq and Vispi Patel and Associates, Chartered Accountants for their valuable help. I thank Mr. M. P. Bharucha Esq. of Bharucha & Partners for his friendship, help and counsel. I am grateful to Shri. B. V. Goud, Special Advisor to the Chairman for his substantial help in many matters and for his tireless efforts to help our Company.

On behalf of the entire organization I thank you, my fellow shareholders, for your continued support.

With regards,

Viswanath Tadimety

Mumbai
August 6, 2014

NOTICE

Notice is hereby given that Nineteenth Annual General Meeting of CyberTech Systems and Software Limited will be held on Tuesday, September 30, 2014 at CyberTech House, Plot No. B-63/64/65, Road No. 21/34, J.B. Sawant Marg, MIDC, Wagale Estate, Thane – 400 604 at 4.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend on Equity Shares for the financial year 2013-14.
3. To appoint a Director in place of Mr. Viswanath Tadimety (DIN 00008106), who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of Auditors

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. Lodha & Company, Chartered Accountants (Firm Registration No. 301051E), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Second AGM of the Company to be held in the year 2017 (subject to ratification of its appointment at every AGM), at such remuneration, out-of-pocket expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

5. **Appointment of Mr. Prakash Sitaram Kenjale as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Prakash Sitaram Kenjale (DIN 00202324), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years from 30th September, 2014 to 29th September, 2019."

6. **Appointment of Mr. Sudhir Joshi as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Sudhir Joshi (DIN 00349597) a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years from 30th September, 2014 to 29th September, 2019."

7. **Appointment of Dr. N.L. Sarda as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Dr.N.L. Sarda (DIN 00147782), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years from 30th September, 2014 to 29th September, 2019."

8. **Appointment of Dr. Shreepad Karmalkar as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013

(Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Dr. Shreepad Karmalkar (DIN 03273896), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years from 30th September, 2014 to 29th September, 2019.”

9. Appointment of Ms. Amogha Tadimety as a Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Amogha Tadimety (DIN 06952042), in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

10. Approval for holding the office of profit by Mr. Steven Jeske as Director in CyberTech Systems and Software Inc. U.S.A.

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“Resolved that pursuant to Section 188 of the Companies Act, 2013 and other applicable provisions, if any, consent of the Company be and is hereby accorded to Mr. Steven Lloyd Jeske holding the office of Director, of CyberTech Systems and Software Inc. U.S.A., the wholly owned subsidiary of the Company, on a remuneration as may be approved by the Board of Directors of CyberTech Systems and Software Inc.USA from time to time, such remuneration not to exceed \$250,000 per annum, for a period of three years ending September, 2017.”

11. Approval for holding the office of profit by Mr. Viswanath Tadimety as Director in CyberTech Systems and Software Inc. U.S.A.

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“Resolved that pursuant to Section 188 of the Companies Act, 2013 and other applicable provisions, if any, consent of the Company be and is hereby accorded to Mr. Viswanath Tadimety, a director of the Company, holding the office of Director of CyberTech Systems and Software Inc. U.S.A., the wholly owned subsidiary of the Company, on a remuneration as may be approved by the Board of Directors of CyberTech Systems and Software Inc.USA from time to time, such remuneration not to exceed \$300,000 per annum, for a period of three years ending September, 2017.”

12. Issue of Securities under Employee Stock Option Scheme

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“Resolved that pursuant to Section 62 (1) (b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any modification or re—enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements executed with the Stock Exchanges and the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and other rules and regulations, prescribed by the Securities and Exchange Board of India (“SEBI”) or any other relevant authority, from time to time, to the extent applicable and subject to any approvals, consents, permissions and sanctions of any authorities as may be required, and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions, and which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to the Board to introduce and implement the CyberTech Employee Stock Option Scheme 2014 as detailed in the explanatory statement to this Notice and to create, grant, offer, issue and allot, to or for the benefit of such person(s) who are in the permanent employment of the Company. its holding/subsidiary companies, whether working in India or out of India and the Directors (including whole-time Directors) of the Company and its holding/subsidiary companies. (hereinafter collectively referred to as the “Employees”) but excluding Independent Directors of the Company or subsidiary Companies, Promoters and persons belonging to Promoter group of the Company and Director who either himself or through relative or through any body corporate, directly or indirectly, holding more than 10% of the outstanding equity shares of the Company, equity shares of the Company and/or Options giving right to purchase or subscribe such number of equity shares/equity Linked instruments including any depository receipts, which could give rise to the issue of equity shares (hereinafter collectively referred to as the “Securities”) of the Company, at such price, in such manner, during such period, in one or more tranches and on such terms and conditions as the Board may decide”.