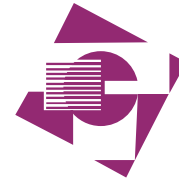


Annexure - II



CyberTech

Systems and Software Limited



21st
ANNUAL REPORT
2015-2016

COMPANY INFORMATION :

Non-Executive Chairman	:	Mr. Viswanath Tadimety
Independent Directors	:	Mr. Anant V. Rajwade Mr. M. P. Bharucha Mr. Sudhir Joshi Dr. N. L. Sarda Dr. Shreepad Karmalkar Mr. Prakash Kenjale (Resigned w.e.f. 16.11.2015)
Executive Director & CFO	:	Mr. Ramasubramanian Sankaran
Non-Executive & Non-Independent Directors	:	Mr. Steven Jeske Ms. Amogha Tadimety
Company Secretary	:	Mr. Sateesh Wadagbalkar (Retired w.e.f. 30.06.2016) Ms. Sarita Leelaramani (Appointed w.e.f. 01.07.2016)
Statutory Auditors	:	M/s. Lodha & Co., Chartered Accountants, Mumbai
Solicitors & Advocates	:	M/s. Bharucha & Partners, Mumbai
Secretarial Auditor	:	M/s. S. Anantha & Co., Company Secretaries, Mumbai
Bankers	:	ICICI Bank Limited
Registrar & Share Transfer Agent	:	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, Wagale Estate, Thane (West) - 400 604 (CIN - L72100MH1995PLC084788) Tel. : 91 22 25834643/44/45 Website : www.cybertech.com e-mail : cssl.investors@cybertech.com
Subsidiary (Wholly owned subsidiary)	:	CyberTech Systems and Software Inc., U.S.A.

Contents

Sr. No.	Particulars	Page No.
1.	Chairman's Letter to Shareholders	2
2.	Notice of Annual General Meeting	3
3.	Board's Report	13
4.	Management's Discussion and Analysis	38
5.	Report on Corporate Governance	44
6.	Auditors' Certificate on Corporate Governance	55
7.	Auditors' Report	56
8.	Balance Sheet	62
9.	Statement of Profit and Loss	63
10.	Cash Flow Statement	64
11.	Notes forming part of Balance Sheet and Statement of Profit and Loss	66
12.	Auditors' Report on Consolidated Financial Statements	86
13.	Consolidated Balance Sheet	89
14.	Consolidated Statement of Profit and Loss	90
15.	Consolidated Cash Flow Statement	91
16.	Notes forming part of Consolidated Balance Sheet and Consolidated Statement of Profit and Loss	93
17.	Annual Report of Subsidiary Company	109



LETTER TO FELLOW SHAREHOLDERS

Dear Shareholders,

It gives me great pleasure to share my thoughts on the performance of the fiscal year 2016 of our Company. It was a good year to grow strategically and strengthen the foundation for the future.

We ended FY2016 with the consolidated revenue of ₹ 771.8 million as compared to ₹ 669 million in FY2015 reflecting an increase of 15.4% on Y-o-Y basis driven by broad based growth across business segments. We posted an EBITDA of ₹ 90.3 million (12.2% of operating revenue) in FY2016 as compared to ₹ 55.1 million (8.6% of operating revenue) in the corresponding period of the previous year, representing an increase of 63.8% led by strong growth in our IP-led Innovation Business (Geospatial and Mapping Analytics) which forms 69% of our operating revenue. The Net profit stood at ₹ 23.3 million as against ₹ 51.5 million last year. On a standalone basis, our revenue stood at ₹ 480 million in FY2016 as compared to ₹ 440 million in FY2015. The Net profit was ₹ 27 million in FY2016 as against ₹ 82 million in FY2015. Our Net profit witnessed a drop of 55% on consolidated basis and down by 67% on standalone basis during the year mainly due to absence of the exceptional income item that we had last year.

There was good addition to the client portfolio in the year and we added some new names to our Innovation business and some in the government space. This is apart from the existing clients who have been with us for periods ranging from 6 – 15 years. Total active clients as of 31st March, 2016 was 51 (LTM). We have created a good client base that will allow us to have sustainable growth with deeper focus.

Looking at some of the operating matrices, revenue from IP-led Innovation offerings witnessed strong growth momentum which contributed 69% of operating revenue during the year while 31% came from the Application Maintenance and Services offerings.

In terms of geography, the United States (US) and the North America region continues to be our key market and large part of our revenue is generated from this region. The US represents 91% of the total revenue of which 80% constitutes recurring revenue business. Our India business has grown significantly and contributed 8% of operating revenue in FY2016. The India diversification of revenues and the improving US business conditions will increase our overall growth.

As you all know that we are a Next Generation Geospatial and Mapping Analytics Company and our Geospatial Centre of excellence continues to churn out cutting edge work for our clients in India and abroad. During the year we implemented 151 projects. The stage is now set to reap the benefits of our investments and we are confident of revenue momentum going forward driven by our GeoShield and GeoCivic products both in US and India.

Our proprietary location-based real-time crime analytics and public safety product GeoShield has received considerable traction last year and various police departments in United States found it effective in reducing crime rate. On other side GeoCivic has shown promise to become a standard for smart governance, both in United States and in India.

Our CyberSupport Platform continues to serve our SAP, Infrastructure and Application Maintenance client base. We have developed substantial focus and depth on next generation SAP platforms like HANA and Analytics. Many of our clients are add location intelligence to their SAP Enterprise work processes.

I am pleased to inform you that your Directors have recommended a dividend of ₹ 1/- (one) per share (10% of face value) for the tenth year in a row. We continue to enjoy the confidence of our customers resulting in opportunities that are adjacent in nature.

Business Outlook:

CyberTech will grow, focus and excel in next-generation geospatial mapping and location analytics solutions, and Application Maintenance Services. I am excited about our Public Safety and GeoSpatial Platform development that leverages our expertise as Analytics expert for mapping. For the next year, I expect our offshore revenues to trend upward, larger number of GeoShield and GeoCivic wins and US will win more recurring revenue projects.

I am grateful to our Executive Director Mr. Ramasubramanian Sankaran for his 360 degree leadership, passion and execution. I thank Mr. Steve Jeske, our partner and all his efforts as we focus and excel in map analytics area. I also thank our Sales, Delivery and Financial Leaders of the Company for their unstinted support to my efforts to enhance shareholder value. Our employees are biggest assets 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 such as Mr. A. V. Rajwade, Mr. Sudhir Joshi, Dr. N. L. Sarda, Dr. Shreepad Karmalkar, Mr. M. P. Bharucha and Ms. Amogha Tadimety. I am grateful for their association with CyberTech and me. I would like to thank our US Board representatives for their involvement, counsel and support. I thank M/s. Vispi Patel and Associates, Chartered Accountants and M/s. Bansi S Mehta & Co., Chartered Accountants for their valuable help. I thank Mr. M. P. Bharucha Esq. of Bharucha and Partners for his friendship, help and counsel. I thank my Special Advisor Shri. B. V. Goud, for his help to our Company.

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

With regards,

Vish Tadimety
Chairman

Thane, India

August 18, 2016

NOTICE

NOTICE is hereby given that the **Twenty First (21st) Annual General Meeting (AGM)** of the members of **CyberTech Systems and Software Limited** will be held on **Friday, 30th September, 2016 at 04.30 p.m.** at the Registered Office of the Company situated at CyberTech House, Plot No. B-63/64/65, Road No. 21/34, J.B. Sawant Marg, MIDC, Wagale Estate, Thane – 400 604 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and consolidated Financial Statements of the Company including Balance Sheet as at 31st March, 2016, Statement of Profit and Loss and Cash Flow Statement for the year ended as on that date and reports of the Board of Directors and Auditors thereon.
2. To declare a Dividend of ₹ 1/- per Equity Share of face value of ₹10/- each for the Financial Year 2015-16.

3. To appoint a Director in place of Ms. Amogha Tadimety (DIN: 06952042), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment and in this regard to consider and pass the following resolution, as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) & re-enactment thereof), the approval of the members of the Company be and is hereby accorded to the re-appointment of Ms. Amogha Tadimety (DIN: 06952042), who retires by rotation and being eligible, offers herself for re-appointment.

4. To ratify the appointment of Statutory Auditors of the Company for Financial Year 2016-17 and to fix their remuneration and in this regard to consider and pass the following resolution, as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 including any statutory amendment(s) thereof and further to the resolution passed by the Members at the Annual General Meeting held on 30th September, 2014, approving the appointment of M/s Lodha & Co., Chartered Accountants, Mumbai, (Firm Registration No. 301051E), as the Statutory Auditors of the Company for a period of 3 (Three) 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 for the Financial Year 2016-17 be and is hereby ratified on such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

5. **To create Charge /Mortgage/Pledge on assets of the Company**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) read with relevant rules made thereunder and the Memorandum and Articles of Association of the Company, the Listing Agreement and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other consent(s), permission(s) and sanction(s), as may be necessary from all the concerned statutory/government authorities and in accordance with the applicable regulations and/ or guidelines issued by any other competent governmental or regulatory authorities as may be required, whether in India or outside India (hereinafter collectively referred to as ‘Appropriate Authority’) and subject to such conditions and / or modifications as may be prescribed by any of them while granting such approval(s), permission(s), consent(s) and/or sanction(s) (hereinafter referred to as “Requisite Approvals”), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee of Directors thereof), consent of the Company be and is hereby accorded to the Board of Directors of the Company to create Charge or Mortgage on all or any of the immovable and/or movable properties of the Company, its subsidiary, wheresoever situated, present and future, and /or conferring power to enter upon and to take possession of assets of the Company in certain events, to or in favour of any Bank(s) or Financial Institution(s) situated within or outside India (hereinafter referred to as ‘the Lenders’) to secure repayment of rupee term loans or foreign currency loans or a combination of both lent, advanced or agreed to lend and advance by the lender(s) to the Company either jointly or severally or in any other combination thereof, as the case may be, in terms of the loan agreement(s), entered into/ to be entered into by the Company, from time to time, with each of the lenders for the purpose of carrying out the business of the Company and/or its subsidiary.

“RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things to execute all such documents, instruments in writing as may be required in said connection.”



6. **To authorize the Board to borrow monies under Section 180(1)(c) of the Companies Act, 2013**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee of Directors thereof), for borrowing from time to time as per the requirements of the Company, any sum or sums of money not exceeding ₹50,00,00,000/- (Rupees Fifty Crores) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, in respect of all or any of the Company's both present and/or future assets and effects or properties, whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate of the paid-up share capital of the Company and its free reserves, for the time being."

"RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things to execute all such documents, instruments in writing as may be required in said connection."

7. **To consider and approve Qualified Institutional Placement:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable Rules made there-under (including any statutory modifications or re-enactment thereof) and pursuant to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (SEBI ICDR Regulations), as amended from time to time and subject to all the other rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India ("SEBI"), the applicable provisions of the Foreign Exchange Management Act, 1999 as amended ("FEMA"), and regulations made thereunder including the Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time, and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, and the enabling provisions of the Memorandum and Articles of Association of the Company and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the applicable regulations and/or guidelines issued by any other competent authorities and/ or clarifications issued thereon, from time to time and subject to all such approvals, consents, permissions and/or sanctions as may be necessary from the Government of India ("GOI"), of the Securities and Exchange Board of India, the stock exchanges, the Foreign Investment Promotion Board, the Reserve Bank of India (RBI), the Ministry of Finance, the Ministry of Commerce and Industry and such other ministries /departments of the Government of India, and all such other authorities or institutions as may be required, the approval of the Members of the Company be and is hereby accorded to offer, create, issue and allot (including any provisions for allotment on firm/competitive basis as may be permitted) from time to time, in one or more tranches, in the course of domestic/international offerings, with or without an over-allotment option, whether rupee denominated or denominated in foreign currency, such number of Equity Shares /convertible/non-convertible securities, Foreign Currency Convertible Bonds (FCCBs), Global Depository Receipts (GDRs) or American Depository Receipts (ADRs), or any other instrument convertible into any class of Equity Shares or any combination thereof on a Private Placement Basis, in one or more tranches, to Qualified Institutional Buyers (QIBs) by way of Qualified Institutional Placement ('QIP') up to an aggregate amount not exceeding ₹300,00,00,000 (Rupees Three Hundred Crores) (or equivalent thereof in one or more foreign currency)[including the Debt securities {convertible or not}, if any, for an aggregate amount not exceeding ₹50 Crores], inclusive of premium of such issue and allotment of securities may be made in one or more tranches, in such manner and on such terms and conditions as may be determined by the Board at the time of the issue and allotment of such securities and such securities may be issued at a discount of upto 5% (or more as may be prescribed under SEBI Regulations), on the price determined in accordance with the pricing formula."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion or exchange of the Securities in accordance with the terms of the offering, ranking *pari-passu* with the existing Equity Shares of the Company in all respects including dividend and the Equity Shares/ Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT the Relevant Date for determining the price of the Equity Shares (or of the underlying Equity Shares)/ securities proposed to be issued, in accordance with the provisions of the SEBI Regulations shall be, in case of issuance of Equity Shares of the Company, the date of the meeting in which the Board of the Company or the Committee of Directors duly authorised by the Board of the Company decides to open the proposed issue and in case of issuance of convertible securities which are convertible/ exchangeable into Equity Shares of the Company at a later date either the date of the meeting in which the Board

decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for Equity Shares of the Company.”

“RESOLVED FURTHER THAT the allotment of Securities or a combination of Securities shall be completed within a period of twelve months from the date of passing of this resolution or such other time as may be allowed under SEBI Regulations and further the Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange or as prescribed under SEBI Regulations.”

“RESOLVED FURTHER THAT the number and/or conversion price in relation to Equity Shares that may be issued and allotted on conversion, if any, of the Securities that may be issued through the ‘Qualified Institutions Placement’ in accordance with the SEBI Regulations and also through Foreign Currency Convertible Bonds (FCCBs), Global Depository Receipts (GDRs) or American Depository Receipts (ADRs), shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, split and consolidation of share capital, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed, subject to applicable law.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, escrow banks, trustees, bankers, advisors and all such agencies and intermediaries as may be involved or concerned in such offerings of the Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc. with Lead Manager(s) and to seek the listing of such securities.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things to execute all such documents, instruments in writing as may be required in said connection.”

For and on behalf of the Board of Directors

Sd/-
Viswanath Tadimety
Chairman
DIN:00008106

Place: Thane

Date: 18.08.2016

Registered Office:

CyberTech House, Plot No. B-63/64/65
 Road No. 21/34, J.B. Sawant Marg, MIDC
 Wagale Estate, Thane – 400 604



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) per cent of the total paid-up share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
2. **PROXY FORM DULY STAMPED AND EXECUTED IN ORDER TO BE EFFECTIVE, MUST REACH AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**
3. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send at the Registered Office of the Company a certified copy of the Board Resolution, authorizing their representative to attend and vote on their behalf at the meeting.
4. In terms of Section 152 of the Companies Act, 2013, Ms. Amogha Tadimety (DIN: 06952042) Director, retires by rotation at the Meeting and being eligible, offers herself for re-appointment. The Board of Directors of the Company recommend her re-appointment. Details of Director retiring by rotation as required pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided under Note No. 25.
5. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, for Item No. 5 to Item No. 7 is annexed and forms part of this notice.
6. Equity Dividend, if approved by the Members at the Annual General Meeting, will be paid to the Equity Shareholders whose names appear in the Register of Member as on Friday, 23rd September, 2016, or Register of Beneficial Owners at the closure of business hours on Friday 23rd September, 2016, as per details furnished by the Depositories for this purpose
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three (3) days of notice in writing is given to the Company.
8. Members/Proxy holders/authorized representatives should bring the duly filled Attendance Slip.
9. The Register of Directors and Key Managerial Persons and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
10. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
11. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit details to the Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, Mumbai, in the prescribed Form SH -13. Members holding shares in demat form may contact their respective DP for recording of nomination.
12. Members holding shares in physical form are requested to advise any change in their registered address, to the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, Mumbai, quoting their folio number. Members holding shares in electronic form are requested to intimate about change of address or bank particulars to their respective Depository Participant and not to the Company. The Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
13. In case of joint holders attending the meeting the Members whose name appears as the first holders in the order of names as per the register of Members of the Company will be entitled to vote.

Members desiring any information on the Accounts of the Company are requested to write/fax to the Company at cssl.investors@cybertech.com / 022-25834643 at least 10 days in advance so as to enable the Company to keep the information ready.
14. In all correspondence with the Company or with its Registrar & Share Transfer Agent, members are requested to quote their folio number and in case the shares are held in dematerialized form, they must quote their Client ID Number and DP ID Number.
15. The Register of Members and Share Transfer Books of the Company shall remain closed from 24th September, 2016 to 30th September 2016 (both days inclusive) for the purpose of Annual General Meeting.

16. Additional information, pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Director seeking re-appointment at the AGM is furnished hereunder. The Director has furnished consent / declaration for her re-appointment as required under the Companies Act, 2013 and Rules thereunder.

17. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

Members may also note that the Notice of the 21st AGM and the Annual Report 2015-16 is available on the Company's website, www.cybertech.com. The physical copies of the documents referred to in the Notice will be available for inspection by the members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days except Saturday & Sunday, up to the date of Annual General Meeting. Members who require communication in physical copies, in addition to e-communication, or have any other queries, may write to us at cssl.investors@cybertech.com

18. The Investors, who have not yet encashed / claimed the Dividend, are requested to encash/claim the Dividend by corresponding with R & TA and Company Secretary. Members are requested to note that dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will in terms of Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), be transferred to the "Investor Education and Protection Fund". The details of unclaimed/unpaid dividend is placed on website of the Company www.cybertech.com.
19. Investors holding the shares in physical form should provide the National Electronic Clearing Service (NECS) mandate to the Company's R&TA and investors holding the shares in demat form should ensure that correct and updated particulars of their bank account are available with the Depository Participant (DP). This would facilitate in receiving direct credits of dividends, refunds etc., from Company and avoid postal delays and loss in transit. Investors must update their new bank account numbers allotted after implementation of Core Banking Solution (CBS) to the Company's R&TA in case of shares held in physical form and to the DP in case of shares held in demat form.
20. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with R & TA/Depositories.
21. The Annual Report 2015-16 is being sent through electronic mode only to the members whose email address are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the Report. For members who have not registered their email address, physical copies of the Annual Report 2015-16 are being sent by the permitted mode.
22. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting, through Ballot Paper, will be also made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
23. The Notice of the 21st AGM and instructions for e-voting, along with Attendance Slip and Proxy form is being sent through electronic mode to all members whose email address are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the documents are being sent by the permitted mode.
24. Transfer of unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to Section 125 and other applicable provisions, if any, of the Companies Act, 2013, all unclaimed/unpaid dividend, remaining unclaimed/ unpaid for a period of seven years from the date they became due for payment, in relation to the Company have been transferred to the IEPF established by the Central Government.

No claim shall lie against the IEPF or the Company for the amounts so transferred, nor shall any payment be made in respect of such claim.

Members who have not yet encashed their dividend warrant(s) pertaining to the Dividend for the Financial Year 2008-09, onwards are requested to make their claims without any delay to Company or R & TA. It may be noted that the unclaimed Final



Dividend for the Financial Year 2008-09 declared by the Company on September 30, 2009 can be claimed by the shareholders by September 30, 2016.

25. **Information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) with respect to the Director, seeking re-appointment is as under:**

Name of the Director	Ms. Amogha Tadimety (DIN: 06952042)
Date of Birth	08/06/1992
Age	24 years
Date of Appointment	30 th September, 2014
Brief Resume of the Director including nature of expertise in specific functional areas	Ms. Amogha Tadimety is a woman Director. She has earned her B.S.E. from Princeton University in 2014 in Chemical and Biological Engineering. She also holds additional certificates in Engineering Biology, Public Policy and Entrepreneurship from Princeton. She has experience in Work and Research at IDFC, Mumbai and Harvard University, Cambridge, MA.
No. of shares held in the Company as on March 31, 2016	254320
Directorships (Excluding alternate directorship, foreign companies and companies under Section 8 of the Companies Act, 2013)	Nil
Chairman/Member of the Committee of the Board of Directors as on March 31, 2016	Nil
A. Audit Committee	-
B. Stakeholders Relationship Committee	-
Number of Board Meeting attended during the year#	4
Inter-se relationship between the Directors	Ms. Amogha Tadimety is Daughter of Mr. Viswanath Tadimety, Chairman

Ms. Amogha Tadimety attended in person and/or through audio visual means

26. Route Map to the venue of AGM is annexed

