



CyberTech
Systems and Software Limited

23rd ANNUAL REPORT 2017-2018





Corporate Information

Corporate Identity Number (CIN) L72100MH1995PLC084788

BOARD OF DIRECTORS

Chairman (Non-Executive)

Mr. Vish Tadimety

Directors

Mr. Sudhir Joshi	(Independent)
Mr. M. P. Bharucha	(Independent)
Dr. N. L. Sarda	(Independent)
Dr. Shreepad Karmalkar	(Independent)
Ms. Angela C. Wilcox (w.e.f. 13/02/2018)	(Independent)
Mr. Wim Elfrink	(Non-Executive)
Mr. Steven Jeske	(Non-Executive)
Mr. Ramasubramanian S.	(Executive)
Ms. Amogha Tadimety	(Non-Executive)

KEY MANAGERIAL PERSONNEL

Mr. Praveen Agarwal	(CFO)
Ms. Sarita Leelaramani	(Company Secretary)

AUDITORS

Bagaria & Co. LLP, Chartered Accountants
(Statutory Auditors)
Desai Associates, Chartered Accountants
(Internal Auditors)
S. Anantha & Ved LLP, Company Secretaries
(Secretarial Auditors)

REGISTRAR & SHARE TRANSFER AGENT

M/s. Link Intime India Private Ltd.

C 101, 247 Park, L.B.S Marg,
Vikhroli (West), Mumbai - 400083

C- 022-491 86000 | F - 022-491 86060
mumbai@linkintime.co.in
www.linkintime.co.in

REGISTERED OFFICE

'CyberTech House'
Plot no. 63/64/65, MIDC, Road no. 21/34,
Wagle Estate, Thane (W) - 400604
C- 022 - 2583 4643 | F- 022 2583 2574
cssl.investors@cybertech.com www.cybertech.com

SOLICITORS

M/s. Bharucha & Partners, Mumbai

LISTED AT

National Stock Exchange of India Ltd.
BSE Ltd.

BANKERS

Union Bank of India

WHOLLY OWNED SUBSIDIARIES

CyberTech Systems and Software Inc. USA

3800 Horizon Blvd, Suite #104,
Trevose, PA 19053, USA
E-mail ID: info@cybertech.com
Website: www.cybertech.com

Spatialitics LLC, Delaware, USA (w.e.f. 01/04/2018)

1301 West 22nd Street, Suite 308
Oak Brook, IL 60523, USA
E-mail ID: info@spatialitics.com
Website: www.spatialitics.com

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CyberTech

Systems and Software Limited

LETTER TO SHAREHOLDERS

Dear Fellow Shareholders,

I am pleased to share my thoughts with you on the overall performance of our company for the Financial year 2018 (April 2017-March 2018). This was the year of substantial directional change for CyberTech which is not adequately represented just in our financial results. The Company is directionally moving from an "IT Services only firm" into a "Geospatial Platform and Solutions Provider" space. We have elected to make substantial investments in senior people, IT systems and software platform development to help achieve this goal. I believe we have an opportunity to be the leader in next-generation spatial analytics and we have the partnerships with the World's leader in this space, ESRI®.

Financial Results

Let me first share key financial highlights of FY18 with you:

- Our total revenue stood at ₹952.1 million in FY18 in rupee terms. This is a small reduction from ₹973.9 million in FY17. This was primarily because of reduction in GeoCivic India business. Please note that our revenue grew at a CAGR of 11.1% from FY16 to FY18
- Our EBITDA for FY18 was at ₹114 million (12.0% of total revenue) versus ₹187 million in FY 17. This net effect of ₹73 million was due to extraordinary items (Interest on income-tax refunds) in FY 17 and in FY 18 had a provision for doubtful debts of GeoCivic. Despite these impacts, the EBITDA grew at a CAGR of 12.4% from FY16 to FY18.
- Our net income for FY 18 was ₹32.8 million versus Rs 94.1 million in FY 17
- In the 4th quarter of FY 18, the above results were discussed. We continue to have a strong balance sheet with reliable long term profit streams and no debt.
- Our US based business maintained growth of 10% for the year, while India based operations decreased as a result of the decision to eliminate new services relating to GeoCivic and focus on software sales through channel partners.
- Board of Directors recommended a dividend of Re.1/- per equity share for FY18.

We have seen growth in USA business since we increased our focus on spatial analytics platforms. US business revenue grew by 25% compared to FY15-16. However, this growth and profits were partially offset during the year by costs and reductions in India Led GeoCivic revenue.

Spatialitics, LLC.

In line with the strategy to invest in the development of Cloud-based Spatial Analytics Platforms, we incorporated Spatialitics LLC, a new wholly owned subsidiary of CyberTech in Delaware (US). This strategic step will help us focus on growth opportunities in the US market related to Solutions and Platforms for Spatial Analytics and to hold our Intellectual Property created in connection with these activities. With our Spatial Analytics platform, our focus is to make our products available and sold through our strategic and channel partners.

Our software Platform GeoShield, CyberServe Utilities and Health will move into the Spatialitics umbrella. They will be rebranded and developed around a common fabric architecture and ESRI® technologies. I am excited about the opportunities ahead for us, please see <http://www.sptialitics.com>.

We continue to work with our strategic partners – Cisco®, Microsoft®, ESRI® and SAP®. During the year, we signed an OEM partnership with ESRI® for our Public Safety Platform - GeoShield. Several other such relationships are in the pipeline. Our partnerships and alliances are the key growth driver in Company's future growth.

During the year, the Company hired proven senior professionals for the Products and Platform business. This will augment the transformation and development of CyberTech's spatial analytics platform. This expertise will help us strengthen our platform architecture and make our offerings next-gen and IoT ready and open new channel models.

Business Status

CyberTech's Software Application Development and Application Management Outsourcing (AMO) groups are executing flawlessly. The leaders of this team are committed long term players and grow their business YoY. CyberTech's SAP® and S/4HANA practices continue to be one the largest opportunities for the Company. We have strengthened our SAP® team and created focused areas around SAP® Cloud Platforms and S/4HANA. I am working with SAP® senior leadership to strengthen our relation to further our business interests. This line of business is generating steady profits for the Company that allows us investing in Spatialitics. In FY18, we participated and co-sponsored the Geospatial World Forum 2018 Conference and showcased our Geospatial platforms and solutions for smart Cities. We also participated in Sapphire 2018, largest SAP® user event. We presented our Healthcare Analytics Platform CyberServe for Population Health in ESRI® UC 2018.

According to GeoBuiz 2018 report, the global geospatial industry is growing steadily mainly driven by rising democratization of geospatial information and its integration with digital technologies. New emerging technologies like Cloud, IoT, Big Data, Artificial intelligence and Blockchain are playing multiplier roles in expanding the business portfolio of the geospatial industry. Your Company has rightly set a path in this transitioning phase.

Shri A.V. Rajwade's contributions

Shri A.V. Rajwade (AVR) passed away in February this year. He was a giant who taught me and helped CyberTech with passion. He was a teacher at heart, a guru at ForEx and risk management and a man of great detail. I have had the opportunity to work with some great people. The most noticeable difference between them and AVR was his focus on excellence. No small thing matter missed his sight while he was firmly focused on the corporate big picture. I never had a better mentor in my life. CyberTech and I will miss his counsel, warmth and friendship.

Other matters

As the largest shareholder, I am pleased at the overall status of our business. The intrinsic value of our company is substantial. Our US business continues to grow and is more profitable. Our customers are giving us more work and our partners SAP® and ESRI® are behind CyberTech. Our SAP® and AMO business are growing. Our future is in Spatial Analytics and as a platform led company.

The Company adheres to high level of transparency and corporate governance. We have an eminent Board of Directors such as Mr.Sudhir Joshi, Dr.N.L.Sarda, Dr.Shreepad Karmalkar, Mr.M.P.Bharucha, Mr. Wim Elfrink and Ms. Amogha Tadimety. This year we have a new inclusion to our Board, Ms. Angel Wilcox Esq. Ms. Wilcox is an IP and trademark attorney and am pleased to have her accept the position. I am grateful for their association with CyberTech and me. I would like to thank M/s. Vispi Patel and Associates, Chartered Accountants for their valuable help. I thank Mr.M.P.Bharucha Esq. of M/s. Bharucha and Partners for his friendship, help and counsel. I thank Shri.B.V.Goud, my Special Advisor, for his help to our Company.

I would like to thank all our shareholders, customers and employees, who have reposed trust in us and look forward to your continued support to help keep the company on the growth path in the coming years.

With regards,

Vish Tadimety
Chairman

Trevose, PA, USA
August 13, 2018

NOTICE

NOTICE is hereby given that the **Twenty-third (23rd) Annual General Meeting (AGM)** of the members of **CyberTech Systems and Software Limited ('the Company/CyberTech')** will be held on Friday, September 28, 2018 at 04.00 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, Wagle Estate, Thane – 400 604 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the Financial Year ended March 31, 2018, 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 ₹10/- each for the Financial Year 2017-18.
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.
4. To ratify the appointment of M/s. Bagaria & Co., LLP, Chartered Accountants (Firm Registration No. 113447W) as Statutory Auditors of the Company 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 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or amendment(s) thereto or re-enactment thereof and further to the resolution passed by the Members at the 22nd Annual General Meeting held on September 28, 2017, approving the appointment of M/s. Bagaria & Co. LLP, Chartered Accountants (Firm Registration No. 113447W), as the Statutory Auditors of the Company for a period of 5 (Five) consecutive Financial Years commencing from the conclusion of 22nd Annual General Meeting till the conclusion of the 27th Annual General Meeting to be held in the year 2022, the holding of office by M/s. Bagaria & Co. LLP, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company for the Financial Year 2018-19 be and is hereby ratified on such remuneration as may be fixed by the Board of Directors of the Company."

"RESOLVED FURTHER THAT pursuant to notification of applicable provisions of the Companies (Amendment) Act, 2017 with effect from May 07, 2018 by the Ministry of Corporate Affairs, the Company shall not be required to seek the ratification of the shareholders for the appointment of Statutory Auditors till the conclusion of the 27th Annual General Meeting of the Company."

SPECIAL BUSINESS:

5. **To appoint Ms. Angela C. Wilcox (DIN: 08068715) as an Independent Director of the Company:**

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

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with Schedule IV to the Act, the appointment of Ms. Angela C. Wilcox (DIN:08068715) who was appointed as an Additional Director of the Company under Section 161 of the Act with effect from February 13, 2018, and holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature to the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company for period of 5 (five) consecutive years, not liable to retire by rotation and to hold the office for a period upto February 12, 2023."

6. **To re-appoint Mr. Ramasubramanian Sankaran (DIN:05350841) as an Executive Director of the Company and to approve his remuneration:**

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

"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 a Whole Time Director designated as Executive Director of the Company for a period of 3 (three) years effective from August 04, 2018, 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 and/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 during the tenure of the appointment as an Executive Director, Mr. Ramasubramanian S. shall not be liable to retire by rotation."

7. **To increase the aggregate limit of investment by Foreign Portfolio Investors in the Share Capital of the Company:**

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

"RESOLVED THAT pursuant to applicable provisions of Foreign Exchange Management Act, 1999, as amended ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 as amended up to date, the current Consolidated Foreign Direct Investment Policy Circular of 2017, the Companies Act, 2013 as amended from time to time, applicable Regulations of Securities and Exchange Board of

India ("SEBI"), as the case may be and all other applicable laws, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Foreign Investment Promotion Board, the Reserve Bank of India, Ministry of Finance, Ministry of Corporate Affairs, Government of India, SEBI and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions, which may be agreed to by the Board of Directors of the Company (Board which term shall include any Committee thereof which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution) the limit of investment by Foreign Portfolio Investors [as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014, as amended] in the Equity Shares of the Company under FEMA, be and is hereby increased from 24% (twenty four percent) to 49% (forty nine percent) of the paid-up Equity Share capital of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and to represent the Company before any government authorities and delegating all or any of the power conferred herein to any Committee or Directors of the Company."

8. To Increase the aggregate limit of investment by Non Resident Indians/OCI in Share Capital of the Company:

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

"RESOLVED THAT pursuant to applicable provisions of Foreign Exchange Management Act, 1999, as amended ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 as amended up to date, the current Consolidated Foreign Direct Investment Policy Circular of 2017, the Companies Act, 2013 as amended from time to time, applicable Regulations of Securities and Exchange Board of India ("SEBI"), as the case may be and all other applicable laws, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Foreign Investment Promotion Board, the Reserve Bank of India, Ministry of Finance, Ministry of Corporate Affairs, Government of India, SEBI and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions, which may be agreed to by the Board of Directors of the Company (Board which term shall include any Committee thereof which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution) the limit of investment by Non-Resident Indians/OCI (as defined under FEMA) in the Equity Shares of the Company under the Portfolio Investment Scheme under FEMA, be and is hereby increased from 10% (ten percent) to 24% (twenty four percent) of the paid-up Equity Share capital of the Company or such other higher limit from time to time as may be prescribed by such other authority."

"RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and to represent the company before any government authorities and delegating all or any of the power conferred herein to any Committee or Directors of the Company."

By Order of the Board of Directors

sd/-

Sarita Leelaramani
Company Secretary and Compliance Officer
Membership No. A35587

Place: Thane

Date: August 13, 2018

Registered Office:

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

CIN: L72100MH1995PLC084788

Tel.: 91 22 25834643/44/45 Fax: 91 22 25832574

Website: www.cybertech.com

E-mail: cssl.investors@cybertech.com

NOTES:

1. M/s. Bagaria & Co. LLP, Chartered Accountants (Firm Registration No. 113447W/W-100019), were appointed as the Statutory Auditor of the Company to hold the office for a period of five (5) consecutive years commencing from the conclusion of the 22nd Annual General Meeting held on September 28, 2017, subject to ratification by the members at every Annual General Meeting. Further, pursuant to the notification of Section 40 of the Companies (Amendment) Act, 2017, with effect from May 7, 2018, the requirement of ratification of the appointment of Statutory Auditors by the members is no longer required. However, as matter of abundant precaution, the ratification by the members is being sought this year at Item No. 4 of the Notice. Taking into consideration this recent amendment, the annual ratification will not be sought next year onwards till the expiry of the term of the Statutory Auditors i.e. till the conclusion of 27th AGM of the Company.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY 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.
3. **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.**
4. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to 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.
5. In terms of Section 152 of the Companies Act, 2013, Mr. Steven Jeske (DIN: 01964333), retires by rotation at the Meeting and being eligible, offers himself for 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. 30** below.
6. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, for Item No. 5 to Item No. 8 is annexed and forms part of this notice.
7. If the Dividend, as recommended by the Board of Directors, is approved at the Annual General Meeting, payment of such dividend will be made on or before Friday, October 26, 2018 as under:
 - i. To all Beneficial Owners in respect of shares held in the dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of the business hours on Friday, September 21, 2018;
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Friday, September 21, 2018.
8. 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.
9. Members/Proxy holders/authorized representatives should bring the duly filled Attendance Slip.
10. 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.
11. 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.
12. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members holding shares in physical form and desirous of making 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.
13. SEBI has vide gazette notification dated June 8, 2018, has mandated that transfer of securities would be carried out in dematerialized form only, pursuant to an amendment in Regulation 40 of the Listing Regulations which will come into effect from December 5, 2018. According to the aforesaid notification, request for effecting transfer of securities shall not be processed unless the securities are held in the Dematerialized form with the depository with effect from December 5, 2018.
14. **Please note that pursuant to aforesaid SEBI notification in point no. 13, Link Intime India Pvt. Ltd., our Registrar and Transfer Agent and Company will not accept any request for transfer of shares in physical form with effect from December 5, 2018. This restriction shall not be applicable to the request received for transmission or transposition of physical shares unless SEBI notifies anything in contrary thereto.**
15. **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.**
16. 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.
17. 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.

18. 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 DP Id & Client Id.
19. The Register of Members and Share Transfer Books of the Company shall remain closed from **September 22, 2018 to September 28, 2018 (both days inclusive)** for the purpose of 23rd AGM and payment of dividend.
20. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/re-appointment at the AGM is furnished hereunder. The Directors have furnished consent / declaration for their appointment/re-appointment as required under the Companies Act, 2013 and Rules thereunder.
21. 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 RTA of the Company.
22. Members may also note that the Notice of the 23rd AGM and the Annual Report 2017-18 is available on the Company's website: <http://www.cybertech.com/investors/keyfinancialresults.aspx>. 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. and 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
23. The Investors, who have not yet encashed / claimed the Dividend, are requested to encash/claim the Dividend by corresponding with the Registrar and Share Transfer Agents and Company Secretary of the Company. Members are requested to note that dividend not claimed within 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, will in terms of Section 124 of the Companies Act, 2013, be transferred to the "Investor Education and Protection Fund" (IEPF). The details of unclaimed/unpaid dividend are placed on the website of the Company <http://www.cybertech.com/investors/unclaimeddividend.aspx>.
24. **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.**
25. **To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Link Intime India Pvt. Ltd./Depositories.**
26. The Annual Report 2017-18 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 2017-18 are being sent by the permitted mode.
27. In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), 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.
28. The Notice of the 23rd AGM and instructions for e-voting 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. Attendance Slip shall be available at the entrance of the AGM Venue, it shall also be made available on the website of the company: <http://www.cybertech.com/investors/annualReports.aspx>
29. **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 dividends, 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 2011-12, onwards are requested to make their claims without any delay to Company or Link Intime India Pvt. Ltd. It may be noted that the unclaimed Final Dividend for the Financial Year 2010-11 declared by the Company on September 30, 2011 can be claimed by the shareholders on or before September 30, 2018.
30. 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 appointment/re-appointment is as under:

Name of the Director	Steven Jeske	Angela C. Wilcox
Director Identification No. (DIN)	01964333	08068715
Date of Birth	09/12/1952	01/10/1974
Age	65	43
Date of Appointment	22/12/2007	13/02/2018
Brief Resume of the Director including nature of expertise in specific functional areas	Steven Jeske is a serial entrepreneur having been involved in the formation, financing and growth of several high profile start-ups. He is a CPA, former manager at PWC and holds an undergraduate degree in accounting from the University of Illinois and a Masters of Business Administration degree from the University of Chicago. He has been involved in strategy and financing decisions, including building several promising technology practice areas such as Internet working and Geospatial Solutions to substantial size and scale.	Ms. Wilcox is a Legal Counsel based in Chicago, USA with specialization in Trademark and Copyright. She has provided trademark and copyright counsel to her clients in areas such as brand and corporate name research, acquisition, prosecution, protection and litigation for more than 15 years. Currently Ms. Wilcox is a Partner in Vanek, Vickers & Masini, PC, Law firm based in Illinois, Chicago, USA
No. of shares held in the Company as on March 31, 2018	24,31,433 (8.87%)	NIL
Directorships (Excluding alternate directorship, foreign companies and companies under Section 8 of the Companies Act, 2013)	NIL	NIL
Chairman/Member of the below mentioned committees of the Board of Directors as on March 31, 2018	NIL	NIL
A. Audit Committee	-	-
B. Stakeholders Relationship Committee	-	-
Number of Board Meeting attended during the year#	4	NIL Since appointed w.e.f February 13, 2018
Inter se relationship between the Directors	NIL	NIL

#Mr. Steven Jeske has attended in person and/or through audio visual means

31. Route Map to the venue of AGM is annexed as per Secretarial Standard -2

INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- The voting period begins on **Tuesday**, September 25, 2018 at 9.00 a.m. and ends on **Thursday**, September 27, 2018 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, September 21, 2018, (cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" tab.
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.