CyberTech
Systems and Software Ltd.
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
• CIN L72100MH1995PLC084788 • E-mail : cssl.investors@cybertech.com • Website : www.cybertech.com

August 20, 2016

The Manager
The Department of Corporate Services
BSE Limited
Ground Floor, P. J. Towers
Dalal Street, Mumbai – 400 001

The Manager
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai – 400 051

Dear Sir / Madam,

Ref.: Scrip Code: 532173; Symbol: CYBERTECH

Sub: Dispatch of Postal Ballot Notice

Please be informed that the Postal Ballot Notice along with Postal Ballot Form dated 19th August, 2016 have been dispatched today i.e. Saturday, 20th August, 2016, to the members of the Company whose names appeared in the Register of Members/Records of Depositories as on the close of working hours on Friday, 12th August, 2016.

Further, pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also provided electronic voting ("e-voting") facility as an alternative to the members of the Company to enable them to cast their votes electronically.

The e-voting facility is available at the link: https://www.evotingindia.com from 9:00 a.m. onwards Sunday, 21st August, 2016 upto Monday, 19th September, 2016, 05:00 p.m.

The result of the postal ballot will be announced on Tuesday, 20th September, 2016 at the Registered Office of the Company and will be displayed along with the Scrutinizer's report, on the website of the Company (www.cybertech.com) besides being communicated to the Stock Exchanges.

Kindly take the same on record.

Thanking you,

For CyberTech Systems and Software Limited

Sarita

Sarita Leelaramani
Company Secretary & Compliance Officer
ACS35587

Encl: Postal Ballot Notice along with Postal Ballot Form

CYBERTECH SYSTEMS AND SOFTWARE LIMITED

Registered Office: Cyber Tech House, B-63-64-65- MIDC Wagale Estate, J.B. Sawant Marg, Thane - 400 604
Telephone No: 022-2583 4643, **E-mail:** cssl.investors@cybertech.com
Website: www.cybertech.com CIN: L72100MH1995PLC084788

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

To

The Members of **CYBERTECH SYSTEMS AND SOFTWARE LIMITED**

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the 'Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Companies Rules") including any statutory modification(s) or re-enactment thereof for the time being in force, that the Company is seeking approval of the Members of the Company, to pass the proposed resolution as set out below, by means of Postal Ballot (which includes Postal Ballot Forms and electronic voting)

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form, for your consideration.

The Board of Directors of the Company has, in compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014 appointed Mr. S. Anantha Rama Subramanian, Practising Company Secretary, (FCS: 4443; CP No.:1925), Mumbai, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and Agreement entered into by the Company with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on which the Equity Shares of the Company are listed and pursuant to the provisions of Section 108 & 110 of the Act read with the Companies Rules, the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post.

The Company has engaged Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the Members of the Company. It may be noted that e-voting is optional. If a Member has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Member votes through e-voting facility and also sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer.

The e-voting facility is available at the link: https://www.evotingindia.com from 9:00 a.m. onwards on Sunday, 21st August, 2016 upto Monday, 19th September, 2016, 05:00 p.m.

Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

Members opting to vote through physical mode i.e., sending the Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed in the attached self-addressed prepaid postage envelope, so as to reach the Scrutinizer on or before the closing of the working hours i.e., 05:00 p.m. on Monday, 19th September, 2016, failing which it will be treated as if no reply has been received from the concerned Member(s).

Please note that any Postal Ballot form(s) received after the said date will be treated as invalid. No other form or photocopy thereof is permitted. The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the Postal Ballot form. The results will be announced on Tuesday, 20th September, 2016 at the Registered Office of the Company and will be displayed along with the Scrutinizer's report, on the website of the Company (www.cybertech.com) besides being communicated to BSE and NSE.

The date of declaration of the result of the Postal Ballot shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority.

Item of business requiring consent of shareholders through Postal Ballot

To consider and approve issue, offer and allotment of not exceeding One Million (1,000,000) Optionally Fully Convertible Warrants (OFCWs /Warrants /Securities) with each warrant convertible into one Equity Share to Mr. Willem P. Elfrink (also known as Mr. Wim Elfrink)

To consider and if deemed fit, to give assent or dissent to the following resolution to be passed as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended ("ICDR Regulations"), any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory/regulatory authority, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s),/or sanction(s), 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 which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to issue, offer and allot not exceeding One Million (1,000,000) Optionally Fully Convertible Warrants (OFCWs/Warrants/Securities) with each warrant convertible into one equity share at a conversion Price of Rs.67/- per Equity Share [being equivalent to the weekly volume weighted average price quoted at the Stock Exchange(s)] (i.e.,Rs.10/- towards the face value and the balance towards the share premium account) to Mr. Willem P. Elfrink (Investor/Allottee) on a preferential allotment basis, convertible into equal number of Equity Shares of the Company not later than 18 months from the date of the allotment of the said warrants in accordance with the SEBI (ICDR) Regulations or other provisions of the law, as may be prevailing at the time of allotment of equity shares/conversion of Warrants."

"**RESOLVED FURTHER THAT** the issue and allotment of the Warrants to the Investor shall be on the following terms and conditions:

(a) The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority or the Central Government for allotment remains pending, the period of 15 days shall be counted from the date of obtaining such approval or permission;

(b) In accordance with the ICDR Regulations, the Investor shall pay on the date of issue and allotment of the Warrants, an amount equivalent to 25% of the total consideration payable towards the Warrants. Upon the Investor exercising his right to convert any of the Warrants into Equity Shares of the Company, the remaining 75%, payable in respect of the Warrants being so converted, shall be paid by the Investor to the Company simultaneously towards the allotment of Equity Shares by the Company pursuant to such exercise;

(c) The price including the premium of the Equity Shares to be allotted on conversion of the Warrants to the warrant holder shall not be lower than the minimum price specified as per SEBI Regulations for Preferential Issues [Chapter VII of SEBI (ICDR) Regulations, 2009]; considering 'Relevant Date' being 30 days prior to the date of declaration of results of the Postal Ballot. The 'Relevant Date' for the purpose of calculating the price of the Securities shall be 19th August, 2016 (20th August, 2016 being Saturday), being the date which is 30 days prior to the proposed date of declaration of result of Postal Ballot i.e., 20th September, 2016, which is deemed to be the date of general meeting for passing the resolution in accordance with Section 110 of the Companies Act, 2013, read with relevant rules made thereunder;

(d) Each Warrant shall be convertible into One Equity Share of Face Value of Rs.10/- each at a premium of Rs.57/- per Equity Share aggregating to Rs.67/- per Equity Share [being equivalent to the weekly volume weighted average price quoted at the Stock Exchange(s)] or at a price determined in accordance with the SEBI (ICDR) Regulations, 2009, whichever is higher;

(e) In case the warrant holder does not apply for the shares of the Company against exchange/surrender of the said warrants, within 18 months from the date of their allotment in accordance with the SEBI (ICDR) Regulations or other provisions of the law as may be prevailing at the time of allotment of equity shares/conversion of Warrants, then the amount paid up on each of the said warrant shall be forfeited and all the rights attached to the said warrant shall lapse automatically;

(f) The Warrants/Equity Shares that shall be issued to the Investor shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and

(g) The Warrants allotted pursuant to this resolution and the Equity Shares arising on conversion of the said warrants shall remain locked-in from such date and for such periods as specified under the ICDR Regulations as amended from time to time.

"**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 exercise of the Warrants by the Warrant holder, within the time period as afore-mentioned."

"RESOLVED FURTHER THAT the Equity Shares to be allotted on conversion of the Warrants in terms of this resolution shall rank pari-passu in all respects including dividend, with the existing fully paid-up Equity Shares of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to give effect to this resolution."

For and on Behalf of the Board of Directors

Sd/-
Viswanath Tadimety
Chairman
DIN: 00008106

Place: Thane
Date: August 19, 2016

Registered office:
Cybertech House, B-63-64-65, MIDC
Wagale Estate, J.B. Sawant Marg
Thane - 400 604

Notes:

1. The Explanatory Statement for the proposed Special Business pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. All documents referred to in the Notice and the Explanatory Statement are open for inspection by the shareholders at the Registered Office of the Company on any working day except Saturday & Sunday upto 19th September, 2016 (end of voting period), the last date for the receipt of Postal Ballot forms.
3. The voting by Postal Ballot is only for shareholders entitled to vote, who are required to duly fill in the Postal Ballot form and send it to the Registered Office of the Company. Any other recipient of this Notice, who does not have voting rights, should treat the Notice as intimation only.
4. The Company has appointed Mr. S. Anantha Rama Subramanian, Practising Company Secretary (FCS: 4443; C.P. No. 1925), as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
5. In compliance with the provisions of Section 110 of Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all the shareholders of the Company. For this purpose, the Company has entered into an agreement with M/s. Link Intime India Pvt. Ltd. and Central Depository Services (India) Ltd. for giving e-voting facility to enable the shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.
6. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on Friday, 12th August, 2016 i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for members.
7. Shareholders, who have registered e-mail IDs for receipt of documents in electronic mode, are being sent Notice of Postal Ballot by e-mail and others are being sent by post along with Postal Ballot Form. Shareholders, who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from our website, www.cybertech.com.

8. The details of dispatch of Notice and Postal Ballot Form to the members will be published in at least one (1) English and one (1) Vernacular language newspaper circulating in Maharashtra.

9. The Scrutinizer will submit their report to the Chairman after completion of the scrutiny and the Chairman of the Company shall announce the results of the Postal Ballot on Tuesday, 20th September, 2016 (next day when the voting period ends) at the Registered Office of the Company.

10. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self-addressed prepaid Business reply envelope. An unsigned Postal Ballot Form will be rejected. The Postal Ballot Form(s) shall also be deposited at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 p.m. on Monday, 19th September, 2016 (voting period end date) to be eligible for being considered; failing which, it will be strictly treated as if no reply has been received from the Member.

11. Any query/grievance may please be addressed to Ms. Sarita Leelaramani, Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id: cssl.investors@cybertech.com or Tel.: +91-022-2583 4643.

The instructions for Members for voting electronically are as under:

In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now enter your User ID.

a. For CDSL: 16 digits beneficiary ID.

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) 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.

(vi) If you are a first time user follow the steps given below:

	For Members holdings shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income tax Department (Applicable for both demat shareholders as well as physical shareholders). ● Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field. ● In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg: If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.

(x) Click on the EVSN for the relevant "Company Name" i.e. "CYBERTECH SYSTEMS AND SOFTWARE LIMITED" on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. The option YES implies that you assent to the Resolution. The option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporate.

(xviii) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com

(xix) After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

(xx) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

(xxi) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy of Postal Ballot Form by Post and desiring to cast e-vote:

(A) Please follow all steps from Sl. No. (i) to Sl. No. (xvi) above to cast vote.

(B) The voting period begins on Sunday, 21st August, 2016 at 09:00 A.M. and ends on Monday, 19th September, 2016 at 05:00 PM. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (12th August, 2016) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting, thereafter.

(C) In case you have any queries or issues regarding e-voting, you may enter the Frequently Asked Questions ('FAQ') and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

(D) If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.

(E) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

A. Material Facts Relating to the Preferential Allotment / Private Placement

Considering the business potential and the expansion possibilities, the Board of Directors has proposed to bring in strategic global investors from the industry for an improved performance and growth of the Company.

The Board of Directors of the Company at its meeting held on 18th August, 2016, has approved to offer, issue and allot not exceeding One Million (1,000,000) Optionally Fully Convertible Warrants (OFCWs / Warrants / Securities) (to the effect that every OFCWs / Warrants will be converted into one Equity Share) of the Company to Mr. Willem P. Elfrink (also known as Mr. Wim Elfrink) on preferential allotment basis in accordance with the SEBI (ICDR) Regulations and other provisions of the applicable laws.

In terms of Section 42 and 62(1)(c), of the Companies Act, 2013 (including any re-enactment thereof) read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time **("ICDR Regulations")**, the proposed preferential allotment / Private Placement, requires approval of the Company's shareholders by way of a Special Resolution. The Board of Directors, therefore,

seeks the consent of the Shareholders of the Company to the resolution, set out in the accompanying notice, by way of a special resolution.

The investment will be subject to customary conditions precedent including the execution of definitive documents and receipt of shareholders approval and applicable governmental and regulatory approvals.

B. The details of the issue and other particulars and disclosures as required in terms of Regulation 73 under Chapter VII (Preferential Issue) of the SEBI (ICDR) Regulations, 2009 in relation to the resolution proposed are given as under:

1. Objects of the Preferential Issue:

Considering the business potential and the expansion possibilities, the Board of Directors has proposed to bring in strategic global investors from the industry for an improved performance and growth of the Company. The Board of Directors of the Company has approved to bring in Mr. Wim Elfrink, as a Strategic Investor.

Mr. Wim Elfrink is the President and CEO of WPE Digitized Ventures. Most recently he was Cisco's Executive Vice President for Industry Solutions and Chief Globalisation Officer. In this role he was responsible for three global functions at Cisco: the Industry Solutions Group, the Emerging Countries Initiatives, and the Company's globalisation strategy.

Mr. Wim Elfrink joined Cisco in 1997 assuming global responsibility for Cisco Services Europe. In 2000, he was promoted to Senior Vice President of Cisco Services and under his leadership the business grew from $3.3 billion to more than $7.6 billion in 2010.

Mr. Wim Elfrink was appointed as the Chief Globalisation Officer in 2006 and was named Executive Vice President in 2007. He went on to establish Cisco's Globalisation Centre East (GCE) in Bangalore, India. Over four years, Mr. Wim Elfrink grew the GCE into Cisco's second world headquarters, an innovation hub and the company's smartest and most sustainable campus with more than 10,000 employees. Before joining Cisco, Mr. Wim Elfrink held management positions at Olivetti, Xerox, HP, Digital Equipment Corporation (DEC) and Philips.

Mr. Wim Elfrink is a recognized leader in the areas of "The Internet of Everything" (IoE) and "The Internet of Things" (IoT). Mr. Wim Elfrink is an active board member of the US India Business Council, the Silatech Board in Qatar, the New Cities Foundation, and the Chongqing Mayor's International Economic Advisory Group. In 2009 Daily News & Analysis, a leading Indian newspaper, named Mr. Wim Elfrink one of Bangalore's 50 Most Influential People, one of 12 from the Corporate World and the only Non-Indian to be featured. In 2013, he was the recipient of the Ambassador C. Howard Wilkins, Jr. Award from the Netherlands-America Foundation.

2. The proposal of the Promoters, Directors or Key Management Personnel of the issuer to subscribe to the offer:

None of the Promoters, Directors or Key Management Persons intends to subscribe to the proposed preferential offer.

3. Shareholding Pattern of the Issuer before and after the preferential issue:

Sr. No.	Category of Shareholders	Pre Preferential Issue*		Post Preferential Issue	
		No. of Shares	%	No. of Shares	%
A.	**Promoter & Promoter Group:**				
1.	Individuals	95,83,782	35.43	95,83,782	34.17
2.	Bodies Corporate	6,50,000	2.40	6,50,000	2.32
	Sub-total (A)	**1,02,33,782**	**37.84**	**1,02,33,782**	**36.49**
B.	**Public:**				
1.	Mutual Funds	-		-	
2.	Financial Institutions / Banks	593	0.00	593	0.00
3.	Foreign Portfolio Investors	44,000	0.16	44,000	0.16
4.	Bodies Corporate	14,93,087	5.52	14,93,087	5.32
5.	Resident Individuals	91,24,436	33.74	91,24,436	32.53
6.	Non Resident Individuals#	14,69,900	5.43	24,69,900#	8.81

7.	Foreign Corporate Bodies	39,00,000	14.42	39,00,000	13.91
8.	Clearing Members	4,45,982	1.65	4,45,982	1.59
9.	Trust	453	0.00	453	0.00
10.	GIC & Its Subsidiaries	48,133	0.18	48,133	0.17
11	HUF	2,85,977	1.06	2,85,977	1.02
	Sub-total (B)	**1,68,12,561**	**62.16**	**1,78,12,561**	**63.51**
	Grand Total (A + B)	**2,70,46,343**	**100.00**	**2,80,46,343**	**100.00**

** Post Issue shareholding pattern as on 12th August, 2016.*

 # Assuming full conversion of 1,000,000 Convertible Warrants into Equity Shares and that the holding of all other shareholders shall remain the same post-preferential issue, as they were on the date on which the pre-preferential issue shareholding is prepared.

4. Pricing of the Issue:

The Company is listed on BSE Limited and National Stock Exchange of India Limited (NSE) and the Equity Shares of the Company are frequently traded in accordance with Regulation 71A of the ICDR Regulations.

For the purpose of computation of the price per equity share, National Stock Exchange of India(NSE), the Stock Exchange which has the highest trading volume in respect of the Equity Shares of the Company, during the preceding twenty-six weeks prior to the relevant date has been considered.

In terms of ICDR Regulations, the Equity Shares shall be allotted at a price not less than higher of the following:

a. Average of the weekly high and low of the volume weighted average prices of the Equity Shares of the Company quoted on the stock exchange, during the twenty six weeks preceding the Relevant Date; or

b. Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date.

Each Warrant, issued on Preferential basis, shall be converted into One Equity Share of Face Value of Rs.10/- each at a premium of Rs.57/- per share or at a price determined in accordance with the SEBI (ICDR) Regulations, 2009, whichever is higher.

Currently the SEBI (ICDR) Regulations provide that the issue of Equity Shares on preferential basis at a price not less than higher of the following:

(a) The average of the weekly high and low of the [volume weighted average price] of the related equity shares quoted on the recognised stock exchange during the [twenty six weeks] preceding the relevant date; or

b) The average of the weekly high and low of the [volume weighted average prices] of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

In accordance with the provisions of ICDR Regulations, the 'Relevant Date' for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be 19th August, 2016 (20th August, 2016 being Saturday), being the date which is 30 days prior to the proposed date of declaration of result of Postal Ballot i.e., 20th September, 2016, which is deemed to be the date of general meeting for passing the resolution in accordance with Section 110 of the Companies Act, 2013, read with relevant rules made thereunder.

'Stock Exchange' for this purpose shall mean National Stock Exchange of India Limited (NSE) which has the highest trading volume in respect of the Equity Shares of the Company, during the preceding twenty-six weeks prior to the relevant date has been considered.

Accordingly, price per equity share of Rs. 67/- per equity share is higher than the price of Rs. 66.97/-, which has been calculated in accordance with the above provisions

5. Proposed time within which the Preferential Issue shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of Equity Shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

6. The identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

a) Identity of the proposed allottee:

Name and address:

Mr. Willem P. Elfrink, Address: 18921, Hayfield Ct., Saratoga, CA 95070, USA

b) Percentage of post-preferential issued capital that may be held by the proposed allottee

Allottee	No. of Equity Shares to be held	% of post issue equity capital
Mr. Willem P. Elfrink	**Not exceeding 1,000,000**	**3.57**

c) Change in Control:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or the control of the Company as a result of the proposed preferential allotment, except a corresponding change in the shareholding pattern as well as the voting rights.

7. Requirement as to re-computation of price and lock-in of specified securities:

The Equity Shares of the Company have been listed on the recognized Stock Exchanges for a period of more than Twenty Six weeks prior to the relevant date, the Company is neither required to re-compute the price of the Securities nor therefore, required to submit the undertakings specified under Regulations 73 (1) (f) and (g) of the SEBI (ICDR) Regulations.

The Warrants allotted pursuant to this resolution and the Equity Shares arising on conversion of the said warrants shall remain locked-in from such date and for such periods as specified under the ICDR Regulations as amended from time to time.

8. Certificate from Statutory Auditors:

M/s. Lodha & Co., Chartered Accountants, Statutory Auditors of the Company, have certified to the effect that the present preferential offer is being made in accordance with the requirements contained in Chapter VII (Preferential issue) of the SEBI (ICDR) Regulations, 2009 shall be placed before the shareholders at the meeting. A copy of the said certificate & all the documents referred herein above are open for inspection at the Registered Office of the Company on all working days, except Saturday and Sunday, between 11.00 a.m. and 01.00 p.m. upto the date of declaration of the results of Postal Ballot.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 110 of the Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations.

Accordingly, the consent of the shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2009 to issue and allot the Warrants/Equity Shares as stated in the Resolution as set out in the Notice.

None of the Directors, managers or key managerial personnel of the Company or their relatives are in anyway concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding in the Company.

For and on Behalf of the Board of Directors

Sd/-
Viswanath Tadimety
Chairman
DIN: 00008106

Place: Thane
Date: August 19, 2016

Registered office:
Cybertech House, B-63-64-65, MIDC
Wagale Estate, J.B. Sawant Marg
Thane - 400 604

CYBERTECH SYSTEMS AND SOFTWARE LIMITED

CIN - L72100MH1995PLC084788
Registered Office: CyberTech House, B-63-64-65- MIDC Wagale Estate, J.B. Sawant Marg, Thane - 400 604
Telephone No: 022-2583 4643
E-mail: cssl.investors@cybertech.com | **website: www.cybertech.com**

POSTAL BALLOT FORM

(To be returned to the scrutinizer appointed by the Company)

Sr. No.

1. Name of the Member and registered Address of the Sole/ First Named Member/ Beneficial Owner

2. Name(s) of Joint-Holder(s) if any

3. Register Folio No. / DP Id. – Client ID. (*Applicable to Members holding shares in dematerialized form)

4. No. of Equity Shares held

I / We hereby exercise my/ our vote in respect of Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated August 19, 2016 by sending my/our assent or dissent to the said resolution by placing tick (√) mark at the appropriate box below:

Particulars	No. of Equity Shares	Assent (For)	Dissent (Against)
Special Resolution for issue, offer and allotment of not exceeding One Million (1,000,000) Optionally Fully Convertible Warrants (OFCWs /Warrants / Securities) {with each warrant convertible into one equity share} to Mr. Willem P. Elfrink at an issue price in terms of Regulation 76 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.			

Place: (Signature of the Shareholder(s))

Date:

Electronic Voting Particulars

EVSN (Electronic Voting Sequence Number)	User ID	*Password
		USE YOUR PAN

*Only Members who have not updated their PAN with the Company/Depository shall use default PAN.
Note: Please read carefully the Instructions printed overleaf before exercising the vote.

Instructions for filing postal Ballot form:

1. A member desiring to exercise the vote by physical postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed prepaid postage Business Reply Envelope. Postal charges will be borne and paid by the Company. However, envelopes containing Postal ballot(s), if deposited in person or sent by courier or register/ Speed post at the expense of the Member will also be accepted.

2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository participants). In case of joint holding, this Form should be completed and signed by the First named Member and in his/ her absence, by the next named member.

3. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. (IST) on Monday, 19th September, 2016. All the Postal Ballot Forms received after this date will be strictly treated as if reply from such member(s) has not been received.

4. There will be only one Postal Ballot Form for every folio irrespective of the number of joint holder(s). Postal Ballot cannot be exercised by a proxy.

5. In case of shares held by Company, trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by the relevant Board Resolution/ Authority Letter duly certified/ attested by Authorised Signatory(ies).

6. Members are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self addressed prepaid postage business reply envelope, as all such envelopes will be sent to the Scrutinizers and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be liable to acknowledge or act on the same.

7. A Member need not use all the votes or cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid up equity share capital as on Friday, 12th August, 2016.

8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.

9. The Company is also offering remote e-voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form.

10. The Scrutinizer will submit his report to the Chairman of the Company, related to the Resolution in the Notice of Postal Ballot on Tuesday, 20th September, 2016 after completion of Scrutiny and the result declared alongwith the consolidated Scrutinizer Report shall be placed on the Website of the Company www.cybertech.com and on the website of CDSL. The results shall simultaneously be communicated to NSE and BSE. The said date of declaration of results shall be the date on which the said resolution would be deemed to have been passed, if approved by the requisite majority as mandated under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.