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

October 14, 2015

General Manager,
Listing Department,
Bombay Stock Exchange Limited,
P.J. Tower, Dalal Street,
Mumbai 400 001
Fax Nos: 022- 22722037/39/41/61
022-22723121/37/91/27811557/3354
/3577

Scrip Code No: 532173

Vice President,
Listing Department,
National Stock Exchange of India
Limited,
'Exchange Plaza', Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
Fax Nos. 022-26598237138,
022-26598347148

Scrip Code No: CYBERTECH

Dear Sir,

Sub: Minutes of 20th Annual General Meeting of the Company held on 30.9.2015

We are forwarding herewith a certified true copy of the Minutes of 20th Annual General Meeting of the Company held on Wednesday, 30th day of September, 2015 at the Registered Office of the Company at "CyberTech House", Plot No. B-63/64/65, Road no. 21/34, J.B. Sawant Marg, MIDC, Wagle Estate, Thane (West)-400 604 at 3.30 p.m.

Kindly take the above Minutes of 20th Annual General Meeting on record and oblige.

Thanking you,

Yours faithfully,
CyberTech Systems and Software Limited

Sateesh Wadagbalkar
GM & Company Secretary
ACS 6512

Encl : a\a

MINUTES OF THE TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF CYBERTECH SYSTEMS AND SOFTWARE LIMITED HELD ON WEDNESDAY, SEPTEMBER 30, 2015, AT THE REGISTERED OFFICE OF THE COMPANY AT CYBERTECH HOUSE, PLOT NO.B-63/64/65, MIDC, J. B. SAWANT MARG, WAGLE INDUSTRIAL ESTATE, THANE (WEST) – 400 604 AT 3.30 P.M. (IST)

DIRECTORS PRESENT:

Mr. Viswanath Tadimety	-	Chairman/ Member
Mr. A.V. Rajwade	-	Audit Committee Member/Independent Director
Mr. M.P. Bharucha	-	Independent Director
Mr. Sudhir Joshi	-	Audit Committee Chairman/ Nomination and Remuneration Committee Chairman/ Stakeholder's Relationship Committee Chairman /Independent Director
Mr. Ramasubramanian Sankaran	-	Executive Director

By Invitation

Mr. B.V. Goud - Special Advisor to Chairman/Member

IN ATTENDANCE

Mr. Sateesh Wadagbalkar - General Manager and Company Secretary

Mr. S. Anantha Rama Subramanian - Secretarial Auditor

Mr. Rohit Ghaisas - Scrutinizer (Practising Company Secretary)

MEMBERS

48 Members were present in person representing 72,15,424 Equity Shares.

MEMBERS present by proxy: Nil

Mr. Viswanath Tadimety took the Chair and presided over the meeting.

QUORUM

The Chairman called the meeting to order, as the necessary quorum of members was present.

CHAIRMAN'S WELCOME ADDRESS

The Chairman welcomed all the members to the 20th Annual General Meeting of the Company and briefed about the performance and the progress made by the Company during the Financial Year 2014-15.

THE CHAIRMAN ANNOUNCED THAT THE FOLLOWING DOCUMENTS & REGISTERS WERE AVAILABLE FOR INSPECTION BY MEMBERS:

i) Board's Report along with Secretarial Audit Report for the financial year ended March 31, 2015;
ii) The Audited Accounts and Auditors' Report for the financial year ended March 31, 2015;
iii) Register of Directors' and Key Managerial Personnel and their Shareholding; and
iv) Register of Contracts or arrangements in which Directors are interested, maintained under Section 189.

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The Chairman informed the members that the Company has not received any proxy for 20th Annual General Meeting.

INTRODUCTION OF MEMBERS

The Chairman introduced the Directors at the Dias to the members present. The Chairman explained the absence of Mr. Prakash Kenjale, Mr. Steven Jeske, Dr. Shreepad Karmalkar, Dr. N.L. Sarda and Ms. Amogha Tadimety, who could not attend the meeting due to personal reasons and had expressed their regret for not being able to attend the meeting.

The Chairman further informed the members that the Statutory Auditors of the Company could not attend the Annual General Meeting due to personal exigency. The members present noted the same and exempted the auditors from attending the meeting.

NOTICE

Notice convening the meeting and the Board's Report already having been circulated to the members, were taken as read with the consent of the members present.

AUDITORS' REPORT

The Company Secretary read out the Auditors' Report on the Annual Accounts of the Company for the year ended 31st March, 2015.He further informed the members that there was no qualification in the Auditors' Report.

The Company Secretary read the observations made in the Secretarial Audit Report issued by Mr. S. Anantha Rama Subramanian proprietor of M/s. S. Anantha & Co., Secretarial Auditors and attention of the members was drawn to the explanation given in the Board's Report 2014-15.

The Company Secretary further informed that as per provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the (Management and Administration) Rules, 2014, the Company had provided the e-voting facility from Sunday, September 27,2015 (9.00 a.m.) to Tuesday, September 29, 2015 (5.00 p.m.) to the Members of the Company in respect of the business to be transacted at the Annual General Meeting. He informed that Mr. Rohit Ghaisas, Practicing Company Secretary (CP No. 12782) was appointed as the scrutinizer by the Board for scrutinizing the e-voting process and Poll.

The Company Secretary further informed that Company has made necessary arrangements for a taking poll on all the resolutions, as mentioned in the notice convening the Annual General Meeting, for those Members who are present at the meeting but who had not cast their votes earlier through e-voting. The Members who had already voted electronically were not eligible to vote again through Poll. Representatives of the Company distributed Polling papers to members to vote on the resolutions.

The Company Secretary then read the following resolutions which were proposed and seconded by the Shareholders as follows:

ORDINARY BUSINESS

1. **ADOPTION OF AUDITED FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) :**

As regards the first item on the agenda relating to the adoption of accounts, the Company Secretary read the following resolution to be passed as an **Ordinary Resolution:**

"**RESOLVED THAT** the Audited Balance Sheet as at March 31, 2015, Statement of Profit and Loss and the Cash Flow Statement for the year ended on the said date and

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the Reports of the Auditors & Board's thereon, be and are hereby approved and adopted."

"**RESOLVED FURTHER THAT** the Audited Consolidated Balance Sheet as at March 31, 2015 and Consolidated Statement of Profit and Loss and the Cash Flow Statement for the year ended on the said date and the Report of the Auditors thereon, be and are hereby approved and adopted."

The Company Secretary invited the Comments / queries from the Members on the Financial Statements placed for adoption. The Chairman replied all the queries raised by the members.

The resolution was then proposed by Mr. Prakash Buva (DP ID/client ID: IN30018310080492) and seconded by Mr. Sanjay S. Naik (DP ID/client ID.: IN30018311172464).

2. DIVIDEND

The Chairman informed that the Board of Directors has recommended dividend of Re.1/- per share for 9th year in a row.

Thereafter, Mrs. Arunaben Chabadia (DP ID/client ID: 1301870000232349) proposed and Mr. Mahesh Kishancand Makhija (DP ID/client ID: 1201370000054022) seconded the following resolution as an **ordinary Resolution:**

"**RESOLVED THAT** dividend at the rate of Re 1/- per share on the equity shares of the Company be and is hereby declared out of the current profits of the Company and the same be paid to the shareholders whose names appear on the Register of Members on the closing hours of September 18, 2015 and the dividend warrants be sent to the shareholders within 30 days and / or the amount of the dividend amount be credited to the Bank Accounts specified by the shareholders in their ECS Mandate."

3. REAPPOINTMENT OF DIRECTOR

The Company Secretary informed the members that in accordance with the provision of Section 152 of the Companies Act, 2013 read with Article 137 of Articles of Association of the Company, Mr. Steven Jeske, Director of the Company is retiring by rotation at the 20th Annual General Meeting and being eligible has offered himself for re-appointment.

Thereafter Mr. Vaibhav Pradeep Rokade (DP ID/client ID: IN30302853028589) proposed and Mr. Prakash Buva (DP ID/client ID: IN30018310080492) seconded the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** Mr. Steven Jeske, (DIN 0196433), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as a Director, liable to retire by rotation."

4. RATIFY THE APPOINTMENT OF STATUTORY AUDITORS

Mr. Mahesh Makhija (DP ID/client ID: 1201370000054022) proposed and Mr. Manoj Gajanan Thakur (DP ID/client ID: 1203320009320095) seconded the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the resolution passed by the Members at the Annual General Meeting held on 30th September, 2014, in accordance with Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, approving the appointment of M/s. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E), as the Statutory

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Auditors of the Company for a period of 3 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 upto the conclusion of Annual General Meeting for the Financial Year 2016-17, be and is hereby ratified at such remuneration to be fixed by the Board of Directors of the Company in consultation with the Statutory Auditors of the Company."

SPECIAL BUSINESS

5. APPOINTMENT OF MR. ANANT VISHNU RAJWADE (DIN: 00007232) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Prakash Buva (DP ID/client ID IN30018310080492) proposed and Mr. Manoj Gajanan Thakur (DPID/clientID:1203320009320095) seconded the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges, Mr. Anant Vishnu Rajwade (DIN: 00007232), who was appointed as an Additional Director by the Board of Directors of the Company with effect from March 30, 2015, and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received Notice in writing from a Member along with required deposit under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Anant Vishnu Rajwade for the office of Director, be and is hereby appointed as an Independent Director of the Company for 5 (five) consecutive years, not liable to retire by rotation and to hold the office for a period upto March 29, 2020."

"RESOLVED FURTHER THAT any Director/Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things which may be necessary, usual, proper or expedient to give effect to the above resolution."

6. APPOINTMENT OF MR. M.P. BHARUCHA (DIN: 00361911) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Ramkrishna Rawool (DP ID/client ID: 1203320000738107) proposed and Mr. Prakash Buva (DP ID/client ID: IN30018310080492) seconded the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges, Mr. M.P. Bharucha (DIN: 00361911), who was appointed as a Director liable to retire by rotation and holding the office as an Independent Director and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, alongwith the required deposit, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold the office for a period upto 30th September 2019."

"RESOLVED FURTHER THAT any Director/Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things which may be necessary, usual, proper or expedient to give effect to the above resolution."

7. REAPPOINTMENT OF MR. RAMASUBRAMANIAN SANKARAN (DIN: 05350841) AS AN EXECUTIVE DIRECTOR OF THE COMPANY

Mr. Niranjan Amin (DP ID/client ID: 1203320001176768) proposed and Mr. Shankar Mailaram (DP ID/client ID: 1203320000959218) seconded 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 an Executive Director of the Company for a period of three years effective from August 04, 2015, 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 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** any Director/Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things which may be necessary, usual, proper or expedient to give effect to the above resolution."

8. RATIFICATION OF THE REMUNERATION PAID TO MR. RAMASUBRAMANIAN SANKARAN, EXECUTIVE DIRECTOR OF THE COMPANY

Mr. Vaibhav Pradeep Rokade (DP ID/client ID IN303028530285 89) proposed and Mr. Mahesh Makhija (DP ID/client ID: 1201370000054022) seconded the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 197, 198 of the Companies Act, 2013 (Act) and the rules made there under read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions, if any, of Section 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956 and subject to such other approvals, if any, required, the Members do hereby ratify the remuneration (as detailed in the Explanatory Statement) paid to Mr. Ramasubramanian Sankaran, Executive Director, during the tenure of his appointment from 04th August, 2012 to 03rd August, 2015."

"**RESOLVED FURTHER THAT** any Director/Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things which may be necessary, usual, proper or expedient to give effect to the above

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9. PAYMENT OF COMMISSION TO INDEPENDENT DIRECTORS

Mr. Ramkrishna Rawool (DP ID/client ID: 1203320000738107) proposed and Mr. Mahesh Makhija (DP ID/client ID: 1201370000054022) seconded the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, and pursuant to the provisions of the Articles of Association of the Company, a sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, be paid to the non-executive independent directors of the Company or some or any of them in such amounts or proportion and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made with respect to the profits of the Company for each year, for a period of 5 (Five) years from the Financial Year 2014-15 to 2018-19."

"**RESOLVED FURTHER THAT** any Director/Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things which may be necessary, usual, proper or expedient to give effect to the above resolution."

The Chairman requested the members to cast their vote and drop the same in the ballot box and authorised the scrutinizer to conduct and complete the voting process in a fair and transparent manner. After the voting process got completed, the Chairman informed the members present that the scrutinizer would be expected to submit his report on or before October 02, 2015 and the same would be intimated to the stock exchanges and also to be hosted on the Company's website. The Chairman also informed the members that in terms of Secretarial Standard 17.2.2.2, the summary of Scrutinzer would also be recorded in the Minutes Book.

VOTE OF THANKS

Mr. Sateesh Wadagbalkar, General Manager and Company Secretary proposed vote of thanks to the Chairman, all the directors and dignitaries present on the Dias and all the members who were present at the 20th Annual General Meeting of the Company.

Chairman, thereafter, declared formal closure of 20th Annual General Meeting of the Company at **5.30 P.M.**

Place: Thane

Date: 12.10.2015

sd/-

Viswanath Tadimety
Chairman

Certified True Copy
For CyberTech Systems and Software Limited
S.K. Wadagbalkar
GM and Company Secretary

Brief summary of the result of the remote e-voting and voting through Poll at the venue on the Ordinary and Special Businesses:

Resolution No.	For		Against		Invalid	Results declared
	No. of Equity Shares	(%)	No. of Equity Shares	(%)		
1	16268489	100	Nil	NA	Nil	Passed unanimously
2	16268489	100	Nil	NA	Nil	Passed unanimously
3	13837056	100	Nil	NA	Nil	Passed unanimously
4	13837056	85	2431433	15	Nil	Passed with requisite majority
5	16268489	100	Nil	NA	Nil	Passed unanimously
6	16268489	100	Nil	NA	Nil	Passed unanimously
7	16268489	100	Nil	NA	Nil	Passed unanimously
8	16268444	99.99	45	0.01	Nil	Passed with requisite majority
9	16268444	99.99	45	0.01	Nil	Passed with requisite majority

Place: Thane

Date: 12.10.2015

Sd/-
Viswanath Tadimety
Chairman

Certified True Copy
For CyberTech Systems and Software Limited

GM and Company Secretary