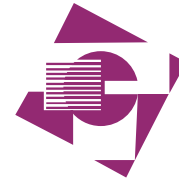


Annexure - II



CyberTech

Systems and Software Limited



21st
ANNUAL REPORT
2015-2016

COMPANY INFORMATION :

Non-Executive Chairman	:	Mr. Viswanath Tadimety
Independent Directors	:	Mr. Anant V. Rajwade Mr. M. P. Bharucha Mr. Sudhir Joshi Dr. N. L. Sarda Dr. Shreepad Karmalkar Mr. Prakash Kenjale (Resigned w.e.f. 16.11.2015)
Executive Director & CFO	:	Mr. Ramasubramanian Sankaran
Non-Executive & Non-Independent Directors	:	Mr. Steven Jeske Ms. Amogha Tadimety
Company Secretary	:	Mr. Sateesh Wadagbalkar (Retired w.e.f. 30.06.2016) Ms. Sarita Leelaramani (Appointed w.e.f. 01.07.2016)
Statutory Auditors	:	M/s. Lodha & Co., Chartered Accountants, Mumbai
Solicitors & Advocates	:	M/s. Bharucha & Partners, Mumbai
Secretarial Auditor	:	M/s. S. Anantha & Co., Company Secretaries, Mumbai
Bankers	:	ICICI Bank Limited
Registrar & Share Transfer Agent	:	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound L.B.S. Marg, Bhandup (W), Mumbai - 400 078
Registered Office	:	‘CyberTech House’ Plot No. B-63/64/65, Road No. 21/34, J. B. Sawant Marg MIDC, Wagale Estate, Thane (West) - 400 604 (CIN - L72100MH1995PLC084788) Tel. : 91 22 25834643/44/45 Website : www.cybertech.com e-mail : cssl.investors@cybertech.com
Subsidiary (Wholly owned subsidiary)	:	CyberTech Systems and Software Inc., U.S.A.

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LETTER TO FELLOW SHAREHOLDERS

Dear Shareholders,

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

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

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

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

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

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

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

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

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

Business Outlook:

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

I am grateful to our Executive Director Mr. Ramasubramanian Sankaran for his 360 degree leadership, passion and execution. I thank Mr. Steve Jeske, our partner and all his efforts as we focus and excel in map analytics area. I also thank our Sales, Delivery and Financial Leaders of the Company for their unstinted support to my efforts to enhance shareholder value. Our employees are biggest assets and I wish to record my sincere appreciation to their dedicated efforts.

The Company adheres to high level of transparency and corporate governance. We have an eminent Board of Directors such as Mr. A. V. Rajwade, Mr. Sudhir Joshi, Dr. N. L. Sarda, Dr. Shreepad Karmalkar, Mr. M. P. Bharucha and Ms. Amogha Tadimety. I am grateful for their association with CyberTech and me. I would like to thank our US Board representatives for their involvement, counsel and support. I thank M/s. Vispi Patel and Associates, Chartered Accountants and M/s. Bansi S Mehta & Co., Chartered Accountants for their valuable help. I thank Mr. M. P. Bharucha Esq. of Bharucha and Partners for his friendship, help and counsel. I thank my Special Advisor Shri. B. V. Goud, for his help to our Company.

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

With regards,

Vish Tadimety
Chairman

Thane, India

August 18, 2016

NOTICE

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

ORDINARY BUSINESS:

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

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

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

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 including any statutory amendment(s) thereof and further to the resolution passed by the Members at the Annual General Meeting held on 30th September, 2014, approving the appointment of M/s Lodha & Co., Chartered Accountants, Mumbai, (Firm Registration No. 301051E), as the Statutory Auditors of the Company for a period of 3 (Three) Financial Years i.e., Financial Year 2014-15 to 2016-17, the holding of office by M/s. Lodha & Co., Chartered Accountants, Mumbai, as the Statutory Auditors of the Company for the Financial Year 2016-17 be and is hereby ratified on such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

For and on behalf of the Board of Directors

Sd/-
Viswanath Tadimety
Chairman
DIN:00008106

Place: Thane

Date: 18.08.2016

Registered Office:

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



NOTES:

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

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

16. Additional information, pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Director seeking re-appointment at the AGM is furnished hereunder. The Director has furnished consent / declaration for her re-appointment as required under the Companies Act, 2013 and Rules thereunder.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

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

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

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

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

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



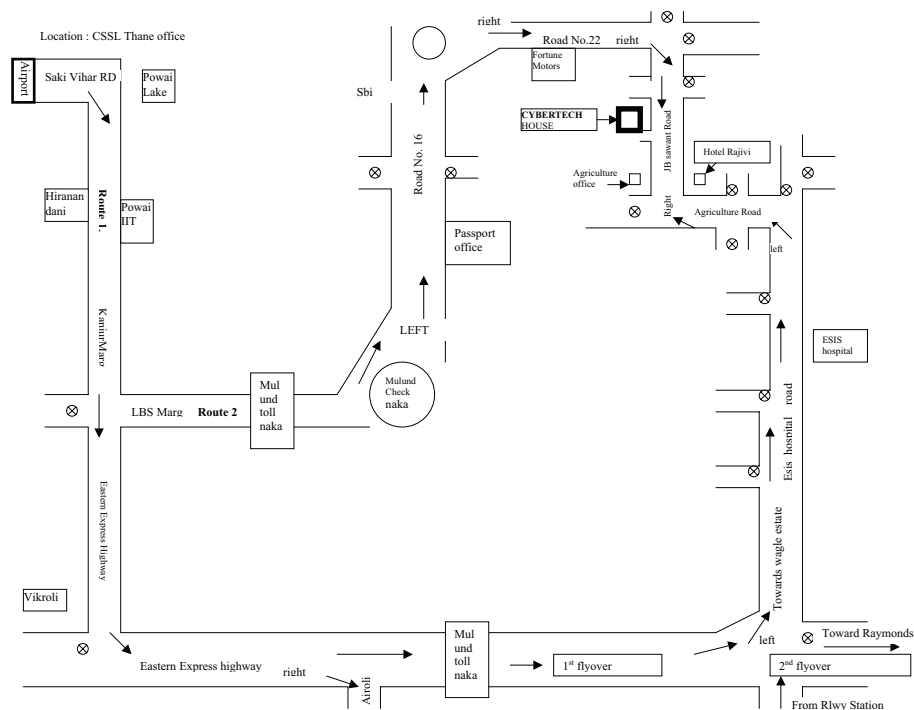
Dividend for the Financial Year 2008-09 declared by the Company on September 30, 2009 can be claimed by the shareholders by September 30, 2016.

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

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

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

26. Route Map to the venue of AGM is annexed



INSTRUCTIONS FOR E-VOTING**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Tuesday, September 27, 2016 at 9.00 A.M. and ends on Thursday, September 29, 2016 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 23, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M. on Thursday, September 29, 2016.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" tab.
- (iv) 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.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

	For Members holding 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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach 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 to be also 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. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and 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 done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same 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) Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

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.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help Section or write an email to helpdesk.evoting@cdslindia.com.

The result declared along with the Scrutinizer’s report shall be placed on the website of the Company www.cybertech.com and shall simultaneously be communicated to the Stock Exchanges.

Explanatory Statement pursuant to the provisions of Section 102 of Companies Act, 2013**Item No.5 and 6:**

With the potential for expanded business activities of the Company, the Board of Directors has proposed to borrow not exceeding ₹50,00,00,000 (Rupees Fifty Crore) notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining undischarged at any given time, exceed the aggregate of the paid-up share capital of the Company and its free reserves, for the time being.

In terms of the provisions of Section 180 (1)(c) of the Companies Act, 2013, approval of the members is required to be obtained by means of a Special resolution to enable the Board of Directors of the Company to borrow money in excess of the aggregate paid-up share capital and free reserves of the Company.

Further, In terms of the Provisions of Section 180(1)(a) of the Companies Act, 2013, a Company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company without the consent of the Shareholders of the Company. Though the creation of mortgage/ charge on the assets of the Company against the borrowing could not be considered as disposing-off of the assets of the Company, the Special resolution is proposed at the Annual General Meeting of the Company, as the Banks, Financial Institutions, lenders, etc respond only on the approval of the Members of the Company authorizing the Board of Directors / Committee thereof to borrow and create charge / mortgage on the assets of the Company against the borrowings of the Company.

In view of the aforesaid provisions, the members are requested to grant the consent to the enabling Special Resolutions as set out at Item No.5 and 6 of the accompanying Notice.

None of the Directors and Key Managerial Persons and their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company.

Copy of all the documents mentioned herein above would be available for inspection by the shareholders at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days except Saturday, Sunday and public holidays from the date hereof up to the date of the AGM.

Item No. 7:

Considering the business potential and the expansion possibilities on account of the robust economy and reforms being brought by the Government on a continuous basis towards Infrastructure, Smart Cities, Make in India, etc., the Board of Directors has proposed to bring in global investors viz. Qualified Institutional Buyers (QIBs) for an improved performance and growth of the Company through Qualified Institutional Placement (QIP).

Qualified Institutional Buyers means and includes those entities as defined under Regulation 2(zd) of the SEBI ICDR Regulations as amended from time to time.

Regulation 82 (a) read with Regulation 88 of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 provides that a Special Resolution approving the qualified institutions placement has to be passed by its shareholders; and allotment pursuant to the special resolution to be completed within a period of twelve months from the date of passing of the resolution. Hence it is imperative to have enabling approvals from the Members of the Company.

Considering the business expansion possibilities, and the fund requirements towards achieving the scalability, it is proposed to raise an aggregate amount not exceeding ₹300 Crores (or equivalent thereof in one or more foreign currency)[including the Debt securities {convertible or not}, if any, for an aggregate amount not exceeding ₹50 Crores] in one or more tranches as may be permitted under applicable laws (A Company is permitted to raise five times the net worth as per the audited balance sheet of the previous financial year) through the issue of appropriate securities as defined in the resolution, in Indian or international markets.

The pricing of the Securities to be issued to Qualified Institutional Buyers under the Private Placement shall be calculated in accordance with the SEBI ICDR Regulations. A Company is permitted to offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date when the Board or the Committee of the Board thereof decides to open the Issue for subscription.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The offer/issue/allotment/conversion/redemption would be subject to the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange Regulations.

Necessary event based disclosures will be made to the stock exchanges as may be required under the provisions of the SEBI LODR Regulations, 2015 and other applicable laws/rules made thereunder.

Section 62 of the Companies Act, 2013 provides that when it is proposed to increase the issued capital of a Company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing shareholders of such Company subject to the conditions mentioned in the aforesaid Section. Since, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than shareholders of the Company, consent of the shareholders is being sought pursuant to



the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and other applicable Regulations, if any, including the Listing Agreement executed by the Company with the stock exchanges where the Equity Shares of the Company are listed.

None of the Directors and Key Managerial Personnel and any of their relatives are deemed to be concerned or interested in the passing of resolution, except to the extent of shareholding in the Company.

Copy of all the documents mentioned herein above would be available for inspection by the shareholders at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days except Saturday, Sunday and public holidays from the date hereof up to the date of the AGM.

The Board of Directors of the Company recommends the resolution as set out at Item No. 7 for the approval of the shareholders to be passed as a Special Resolution.

For and on behalf of the Board of Directors

Sd/-
Viswanath Tadimety
Chairman
DIN:00008106

Place: Thane
Date: 18.08.2016

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

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 21st Annual Report on the business and operations of your Company together with the Audited Financial Statements and the Auditors' Report for the financial year ended March 31, 2016.

FINANCIAL RESULTS

The financial performance of your Company for the year ended March 31, 2016 is summarized below:-

(₹ in Millions)

Particulars	Standalone		Consolidated	
	2015-16	2014-15	2015-16	2014-15
Gross Revenue	480.29	440.00	771.82	669.03
Profit before Interest & Depreciation	90.63	77.45	90.30	55.13
Interest	8.36	5.76	8.36	5.76
Depreciation	32.86	23.00	35.98	30.88
Profit before Exceptional Items and tax	49.41	48.69	45.97	18.49
Exceptional items	-	(56.19)	-	(56.19)
Profit before tax	49.41	104.88	45.97	74.68
Provision for tax	22.47	22.17	22.47	22.17
Income Tax adjustments from earlier years	0.19	1.00	0.19	1.00
Profit after tax	26.74	81.71	23.30	51.51
Accumulated profit brought forward from previous year	304.67	263.57	163.94	158.31
Provision for Dividend (includes dividend tax of ₹ 4.50 million)	32.34	32.25	32.34	32.25
Balance to be carried forward	299.07	304.66	154.90	169.21

DIVIDEND AND RESERVES

Your Directors are pleased to recommend a dividend @10% (₹1/- per Equity Share of ₹10/- each) for the financial year 2015-16, subject to the approval of shareholders at the ensuing Annual General Meeting. If approved, the total dividend payout for the year under review will be 10% amounting to ₹ 2.69 Crore.

No amount was transferred to Reserves for the year under review.

FINANCIAL PERFORMANCE OVERVIEW

Your Company started developing Property Tax application of GeoCivic® product which has been completed in the current year. Your Company is now pursuing 'Go To Market' strategies for this product. Also your Company continues offshore development and support services in the core technology areas. The Company continued to receive income from surplus office premises that earn rental income.

The Company's performance for the year on standalone basis is as follows:

Total revenue for the year 2015-16 amounted to ₹ 480.29 million as compared to ₹ 440.00 million for the previous year. Total revenue is comprised of revenue from operations and other income, as follows:

- Revenue from operations for the year ended March 31, 2016 amounted to ₹ 443.16 million as against ₹ 396.95 million for the previous year. Operating revenue includes both software support and development activities. Revenue is increased by 11.64%; and
- Other Income amounted to ₹ 37.13 million as against ₹ 43.05 million.

CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the Company, including its wholly owned US subsidiary are prepared in accordance with Accounting Standard 21 (Consolidation of Accounts) as prescribed by the Institute of Chartered Accountants of India and in compliance with the terms of the listing agreement with the Stock Exchanges and SEBI (LODR) Regulations, 2015. Together, these comprise part of the Annual Report and Accounts. The summarized consolidated results are given alongside the financial results of your Company.



WHOLLY OWNED SUBSIDIARY IN USA

The Company owns 100% interest in CyberTech Systems and Software Inc., USA (CSSI), which was formed on June 12, 2003 in the State of Delaware in the United States of America, its results are provided in this report.

For the year under review, CyberTech Systems and Software, Inc. (USA) reported an operating loss of ₹4.97 million before interest and depreciation on total revenue of Rs 669.09 million. The net loss of the subsidiary for F.Y. 2015-16 aggregated to ₹ 8.08 million.

The Company is taking steps to increase the revenue of CyberTech Systems and Software Inc., (USA) and the management is of the opinion that it will be able to wipe off the accumulated losses of CyberTech Systems and Software Inc., (USA) gradually.

The Statement in Form AOC-1 containing salient features of the financial statements of Company's Subsidiary is attached as **Annexure I** to the financial statements of the Company pursuant to the provisions of Section 129(3) of the Companies Act, 2013.

BUSINESS OPERATIONS OVERVIEW AND OUTLOOK

During the year GeoCivic® Property Tax Management development got completed and capitalized in the books. This decision is based on the initial market study and ongoing mission mode projects of Government of India like Smart cities and Amrut (formerly known as JNNURM) and exposure to the domain area. GeoCivic® is currently under implementation with some of the Municipal Corporations and the awareness and visibility is being created for brand GeoCivic®. GeoCivic® specifications are part of tenders floating across many municipal corporations. The Municipal corporations have shown interest in implementation of this application to leverage their geographic intelligence and to optimize civic planning, development and revenues.

Considering the amount of interest shown by these Local Civic Bodies, your Company expects to grow its business in this area considerably in the next few years.

AWARDS & RECOGNITION

CyberTech has been awarded the contract for the creation of a comprehensive computerized geo-enabled Property database to support assessment and consolidation of all Municipal revenues for Nagpur Municipal Corporation (NMC). CyberTech continues to address the requirements by implementing GeoCivic Property Tax. Coming under the larger umbrella of CyberTech's Smart City initiative, GeoCivic Property Tax is focused on efficient and equitable property tax assessment and collection for Municipal Corporations. Your Company also has secured couple of more GeoCivic® contracts which have two to three years of horizon.

SHARE CAPITAL

During the year under review, the Company has issued 75,000 Equity Shares under Employee Stock Option Scheme (ESOP) to the employees of the Company and its subsidiary Company. As a result of above allotment, the paid up Share capital of the Company increased from ₹ 26,79,63,430 comprising of 2,67,96,343 Equity Shares of ₹10/- each as on March 31, 2015 to ₹ 26, 87,13,430 comprising of 2,68,71,343 Equity Shares of ₹10/- each as on March 31, 2016.

DEPOSITS

During the year under review, no deposits were accepted by the Company under Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

During the financial year 2015-16, your Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with the Companies (Specification of Definitions Details) Rules, 2014, which were in the ordinary course of business and on arm's length basis and in accordance with the provisions of the Companies Act, 2013, Rules issued thereunder and Regulation 23 of the SEBI (LODR) Regulations, 2015. During the financial year 2015-16, the Company did not enter into materially significant transactions with Promoters, Key Managerial Personnel or other related parties. The details of the related party transactions as required under AS - 18 are set out in Note No. 26 to the standalone financial statements forming part of this Annual Report.

The Form AOC- 2 pursuant to Section 134 (3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in respect of disclosure of contracts / arrangements with related parties under Section 188 is set out as **Annexure II** to this Report.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website www.cybertech.com and can be accessed at http://www.cybertech.com/investors/corporate_policies.aspx.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEE GIVEN AND SECURITIES PROVIDED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has not granted any loan, guarantee and investment to any person, other than its wholly owned subsidiary. The details of which are given in the Notes to Financial Statement.

RISK MANAGEMENT

Your Company recognizes that risk is an integral part of business and is committed to manage the risk in a proactive and efficient manner. Your Company has Risk Management Policy in place. The Policy provides for a risk management framework to identify and assess risk such as operational, strategic, resources, security, industry, regulatory & compliance and other risk and put in place an adequate risk

management infrastructure capable of addressing these risks. The Board periodically reviews the risk, if any, and ensures to take steps for its mitigation.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are given in **Annexure III** forming part of this Report.

MANAGERIAL REMUNERATION

In accordance with Section 178 and other applicable provisions of the Companies Act, 2013 read with the Rule 6 of the Companies (Meeting of Boards and its Powers) Rules, 2014 issued thereunder and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Board of Directors at their meeting held on 30th September, 2014 formulated the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee. The salient aspects covered in the Nomination and Remuneration Policy, covering the policy on appointment and remuneration of Directors and other matters have been outlined in the Corporate Governance Report which forms part of this Report. The information required under Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/employees of your Company is set out in **Annexure IV** to this Report and is also available on the website of your Company i.e., www.cybertech.com

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Your Company is committed to creating and maintaining a secure work environment where its employees, agents, vendors and partners can work and pursue business together in an atmosphere free of harassment, exploitation and intimidation. To empower women and protect women against sexual harassment, a policy for prevention of sexual harassment has been rolled out and Internal Complaints Committee (ICC) as per legal guidelines has been set up. All employees (permanent, contractual, temporary, trainees) are covered under this policy. This policy allows employees to report sexual harassment at the workplace. The Internal Committee is empowered to look into all complaints of sexual harassment and facilitate free and fair enquiry process with clear timelines.

During the year 2015-16, no complaints were received regarding Sexual harassment.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the financial year under review, as stipulated under Regulation 34 of SEBI (LODR) Regulations, 2015 is presented in a separate Section forming part of the Annual Report.

CORPORATE GOVERNANCE

In terms of Regulation 34 of the SEBI (LODR) Regulations, 2015, a report on Corporate Governance along with Statutory Auditors' Certificate confirming its compliance is provided separately and forms integral part of this Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Ms. Amogha Tadimety, Director of the Company retires by rotation at the ensuing Annual General Meeting, pursuant to the provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company and being eligible offered herself for re-appointment. The brief resume of Ms. Amogha Tadimety and other information under Regulation 36 of the SEBI (LODR) Regulations, 2015 with respect to the Director seeking re-appointment has been provided in the Notice convening 21st AGM. Your Directors recommend her re-appointment.

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015.

Mr. Prakash Sitaram Kenjale (DIN: 00202324), an Independent Director of the Company, tendered his resignation as the Director of the Company with effect from November 16, 2015 due to personal reasons and his resignation was accepted by the Board. The Board of Directors records their appreciation for his contributions during his tenure to the business of the Company.

Mr. Sateesh Wadagbalkar, Key Managerial Personnel, retired from the post of Company Secretary cum Compliance Officer of the Company w.e.f. June 30, 2016 and Ms. Sarita Leelaramani was appointed as the Company Secretary cum Compliance Officer of the Company w.e.f. July 01, 2016.

Presently, Mr. Ramasubramanian Sankaran, Whole-time Director & Chief Financial Officer and Ms. Sarita Leelaramani, Company Secretary are the Key Managerial Personnel of your Company in accordance with the provisions of Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

NUMBER OF MEETINGS OF THE BOARD

The details of the number of Board meetings of your Company are set out in the Corporate Governance Report which form part of this Report. In terms of requirements of Schedule IV of the Companies Act, 2013 a separate meeting of Independent Directors was also held on 31st March, 2016 to review the performance of Non-independent Directors (including the Chairman), the entire Board and quality, quantity and timelines of the flow of information between the Management and the Board.



PERFORMANCE EVALUATION OF DIRECTORS

In terms of the provisions of the Companies Act, 2013 read with Rules issued thereunder and the SEBI (LODR) Regulations, 2015, the Board of Directors has carried out the annual performance evaluation of the entire Board, Committees and all the Directors based on the criteria laid down by the Nomination and Remuneration Committee. The criteria for evaluation of the Board performance have been mentioned in the Corporate Governance Report.

AUDIT COMMITTEE

The Audit Committee of the Board of Directors of the Company is duly constituted in accordance with the provisions of Sections 177 (8) of the Companies Act, 2013, read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015 which consists of the following Members;

Sr.No.	Name	Designation & Category
1	Mr. Sudhir Joshi	Chairman, Independent Director
2	Dr. N.L. Sarda	Member, Independent Director
3	Dr. Shreepad Karmalkar	Member, Independent Director
4	Mr. Anant V. Rajwade	Member, Independent Director

All the recommendations of the Audit Committee during the year were accepted by the Board of Directors of the Company. For further details, please refer the Corporate Governance Report forming part of the Annual Report.

VIGIL MECHANISM

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy in compliance with the provisions of Section 177 (9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI (LODR) Regulations, 2015.

The policy provides for a framework and process whereby concerns can be raised by its Employees/ Directors or any other person against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them. More details on the vigil mechanism and the Whistle Blower Policy of your Company have been outlined in the Corporate Governance Report which forms part of this report. The Whistle Blower Policy of the Company is placed on Company's website www.cybertech.com

COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS

The Company has been following well laid down policy on appointment and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel.

The appointment of Directors is made by the Board pursuant to the recommendation of Nomination and Remuneration Committee (NRC).

The remuneration of Executive Directors comprises of Basic Salary, Perquisites & Allowances & follows applicable requirements of the Companies Act, 2013 and is recommended by NRC. Approval of Board, shareholders and the Central Government, if required, for payment of remuneration to Executive Directors is sought, from time to time.

The remuneration of Non-Executive Directors comprises of sitting fees and commission in accordance with the provisions of Companies Act, 2013.

The Remuneration Policy on appointment and remuneration of Directors, KMP and Senior Management is placed on the website of the Company www.cybertech.com.

DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134 (3) (C) AND SECTION 134 (5) OF THE COMPANIES ACT, 2013

In terms of Section 134(3) (c) of the Companies Act, 2013, to the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors state and confirm that:

- in the preparation of the annual financial statements for the year ended 31st March, 2016, the applicable accounting standards read with the requirements set out under Schedule III to the Act, have been followed along with proper explanation with respect to material departures, if any;
- such accounting policies as mentioned in the notes to the Financial Statements for the year ended 31st March, 2016 have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit of the Company for the year ended on that date;
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the annual financial statements for the year ended 31st March, 2016 have been prepared on a going concern basis;

- v) proper internal financial controls are followed by the Company and that such financial controls are adequate and are operating effectively; and
- vi) proper systems to ensure compliance with the provisions of all applicable laws are in place and such systems are adequate and operating effectively.

STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Lodha & Co., Chartered Accountants, Mumbai, Statutory Auditors (ICAI Firm Registration No. 301051E) hold office till the conclusion of the Annual General Meeting for the Financial Year 2016-17, and the Company has received written consent and a certificate stating that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and that the appointment, if ratified, shall be in accordance with the applicable provisions of the Companies Act, 2013 and rules issued thereunder. As required under Clause 33 (1) (d) of the SEBI (LODR), Regulations, 2015, M/s. Lodha & Co., Chartered Accountants, Mumbai, have also confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

The Auditors' Reports on Standalone (SFS) and Consolidated Financial Statements (CFS) for the financial year 2015-16 do not contain any qualification, reservation or adverse remark.

INTERNAL AUDITORS

M/s. Desai and Associates, Chartered Accountants, are the Internal Auditors of the Company and their reports are reviewed by the Audit Committee on periodical basis.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed Mr. S. Anantha Rama Subramanian (CP1925) of M/s. S. Anantha & Co., Practising Company Secretaries, Mumbai to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as **Annexure V** to this Report.

The Secretarial Audit Report does not contain any qualification/ reservation/ disclaimer or adverse remark.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to the requirement of Regulation 25 (7) of the SEBI (LODR) Regulations, 2015, the Company needs to formally arrange Induction or Familiarization Programme for Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The details are mentioned in the Report on Corporate Governance which is a part of this annual report.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as **Annexure VI** to this Report.

CORPORATE SOCIAL RESPONSIBILITY

The Company continues to believe in operating and growing its business in a socially responsible way. This belief forms the core of the CSR policy of the Company that drives it to focus on holistic development of its host community and immediate social and environmental surroundings qualitatively. Hence in accordance with the requirements of Section 135 of the Companies Act, 2013, your Company has constituted a Corporate Social Responsibility Committee ("CSR Committee"). The composition and terms of reference of the CSR Committee are provided in Corporate Governance Report. The Company has framed Corporate Social Responsibility policy which is available at www.cybertech.com. Annual Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended as **Annexure VII** to this report. During the year under review, the Company has spent ₹ 18 Lacs on Corporate Social Responsibility.

INTERNAL FINANCIAL CONTROLS WITH RESPECT TO THE FINANCIAL STATEMENTS

The Company maintains adequate internal control system and procedures commensurate with its size and nature of operations. The internal control systems are designed to provide a reasonable assurance over reliability in financial reporting, ensure appropriate authorization of transactions, safeguarding the assets of the Company and prevent misuse/ losses and legal compliances.

The internal control system includes a well defined delegation of authority and a comprehensive Management Information System coupled with quarterly reviews of operational and financial performance, a well structured budgeting process with regular monitoring of expenses and Internal audit.

The Internal Audit reports are periodically reviewed by the management and the Audit Committee and necessary improvements are undertaken, if required.



PARTICULARS OF EMPLOYEES

The table containing the names and other particulars of employees in accordance with the provisions of Section 197 (12) of the Companies Act, 2013, read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure VIII** to the Board's Report.

None of the Employee of the Company is in receipt of remuneration exceeding the limits prescribed in Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

EMPLOYEES STOCK OPTION PLAN (ESOP)

The position of ESOPs granted and exercised during the year is as under:

Number of options granted:	8,40,000
Pricing formula:	As provided in policy
Options vested:	A total of 150,000 options vested during the year.
Options exercised and number of shares arising out of such exercise:	A total of 75,000 options exercised during the year.
Options lapsed:	During the year 50,000 options lapsed out of options granted.
Variations in terms of options:	There was no variation in the terms of options.
Money realized on exercise of options:	Nil
Total Number of options in force:	1,740,000 options were in force as on 31.3.2016
ESOPs granted to senior managerial personnel:	The Company did not grant more than 1% of the issued capital of the Company to any one person as of the date of grant

Method of Accounting

The Company has elected to use the intrinsic value method to account for the compensation cost of stock options to employees of the Company, Intrinsic value is the amount by which the quoted market price of the underlying share as on the date of grant exceeds the exercise price of the option

Summary of the options outstanding under the Employees Stock Option Plan (ESOP):

Particulars	As at March 31, 2016		As at March 31, 2015	
	Options	Weighted Average Exercise Price (₹)	Options	Weighted Average Exercise Price (₹)
Options outstanding at beginning of the year	1,025,000	20.73	1,200,000	15.75
Granted during the year	840,000	38.05	2,00,00	44.30
Exercised during the year	75,000	13.46	3,25,000	17.29
Forfeited/lapsed during the year	50,000	17.95	50,000	17.95
Options outstanding at end of year	1,740,000	28.32	1,025,000	20.73
Vested options pending exercise	575,000	18.63	5,50,000	16.86

The following summarizes information about stock options outstanding:

As at March 31, 2016

Range of Exercise price	Number of Shares arising out of options	Weighted average remaining life (Years)	Weighted average Exercise Price (₹)
₹ 10 to ₹ 15	300,000	6	11.34
₹ 15 to ₹ 45	1,440,000	6	31.85

As at March 31, 2015

Range of Exercise price	Number of Shares arising out of options	Weighted average remaining life (Years)	Weighted average Exercise Price (₹)
₹ 10 to ₹ 15	350,000	6	11.34
₹ 15 to ₹ 45	675,500	5	25.60

Fair Value methodology for the option:

The fair value of options used to compute net income and earnings per Equity Share have been estimated on the dates of each grant within the range of ₹ 10 to ₹ 45 using the Black-Scholes pricing model. The Company estimated the volatility based on the historical share prices. The various assumptions considered in the pricing model for the options granted under ESOP are:

Particulars	As at March 31, 2016	As at March 31, 2015
Dividend yield	0-10%	0-10%
Expected volatility	10%-20%	10%-20%
Risk-free interest rate	6.46% - 6.65%	6.46% - 6.65%
Expected life of option	0 – 7 yrs	0 – 7 yrs

Impact of Fair value method on Net Profit and EPS

Had the compensation cost for the Company's Stock Option Plan outstanding been determined based on the fair value approach, the Company's net profit income and earnings per share would have been, as indicated below:

Particulars	As at March 31, 2016 ₹	As at March 31, 2015 ₹
Profit attributable to Equity Shareholders	26,743,609	81,711,516
Less: Stock-based compensation expense determined under fair value based method	1,942,380	4,428,463
Net Profit	24,801,229	77,283,053
Basic and diluted earnings per share (as reported)	0.93	2.90
Basic and diluted earnings per share (under fair value method)	0.90	2.83

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review or said items are not applicable to the Company:

1. Cost Audit
2. Issue of Equity Shares with differential rights as to dividend, voting or otherwise.
3. There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2015-16 and the date of this report.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation and sincere gratitude to the various departments of the Central and State Government, Company's Bankers, clients, media and business constituents for their valuable assistance and support. The Directors also acknowledge the continued support received from investors and shareholders and the confidence reposed by them. The Directors also record their appreciation for the sincere and dedicated services rendered by all the employees of the Company.

For and on behalf of the Board of Directors

Sd/-
Viswanath Tadimety
Chairman
DIN: 00008106

Place : Thane

Date : August 02, 2016



ANNEXURE I TO THE BOARD'S REPORT

Statement pursuant to first proviso to sub-Section (3) of Section 129 of the Companies Act, 2013, read with Rule 5 of the Companies (Accounts) Rules 2014 in the prescribed **Form AOC-1** relating to subsidiary Company

Name of the Subsidiary	CyberTech Systems and Software Inc., USA
Reporting period of subsidiary	April 2015 to March 2016
Reporting Currency	USD
Exchange Rate	66.30
	(Amount in ₹)
Share Capital	100,500,855
Reserves and Surplus	(78,050,001)
Total Assets	245,180,467
Total Liabilities	245,180,467
Investments	-
Turnover	669,089,977
Profit before Tax	(8,083,861)
Provision for Taxation	-
Profit after taxation	(8,083,861)
Proposed Dividend	Nil
% of shareholding	100%
Country	USA

For and on behalf of the Board of Directors

Sd/-
Viswanath Tadimety
Chairman
DIN: 00008106

Place : Thane

Date : August 02, 2016

ANNEXURE II TO THE BOARD'S REPORT**FORM NO. AOC -2**

(Pursuant to clause (h) of sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub Section (1) of Section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis: **Not Applicable**
2. Details of contracts or arrangements or transactions at Arm's length basis

SL. No.	Particulars	Details		
a)	Name (s) of the related party & nature of relationship	CyberTech Systems and Software Inc. USA, Wholly owned subsidiary	Mr. Ramasubramanian Sankaran – Executive Director	Mr. Sateesh Wadagbalkar – GM and Company Secretary
b)	Nature of contracts/arrangements/ transaction	Sale of services	Remuneration	Remuneration
c)	Duration of the contracts/ arrangements/ transaction	Ongoing	Ongoing	Ongoing
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	₹ 377,555,974	₹ 43,91,672	₹11,23,658
e)	Date of approval by the Board	19.05.2016	19.05.2016	19.05.2016
f)	Amount paid as advances, if any	NA	NA	NA

For and on behalf of the Board of Directors

Sd/-
Viswanath Tadimety
Chairman
DIN: 00008106

Place : Thane

Date : August 02, 2016



ANNEXURE III TO THE BOARD'S REPORT

Information under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 and forming part of the Directors Report for the Year ended March 31, 2016:

A) CONSERVATION OF ENERGY:

- i) Steps taken or impact on conservation of energy:
The Computer systems installed are designed for low power consumption.
- ii) Steps taken by the Company for utilising alternate sources of energy:
The Company continuously uses its best endeavor for identifying and utilizing alternate sources of energy.
- iii) Capital Investment on energy conservation equipments:
No capital investment was made during the year on energy conservation equipments.

(B) TECHNOLOGY ABSORPTION –

- (i) The efforts made towards technology absorption: No efforts have been made during the year for technology absorption.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution together with future action plans: Nil
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): No technology was imported during the year or any time during the last three financial years.
- (iv) The expenditure incurred on Research and Development: No major expenses have been incurred on R & D expenditure.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

FOREIGN EXCHANGE EARNINGS AND OUTGO:	For the year ended March, 2016	For the year ended March, 2015
Activities relating to exports initiative taken to increase exports, development of new exports, development of new export market for products, services and export plans: Statement of expenditure/earnings incurred in Foreign Currency:	As detailed in the Report	As detailed in the Report
Outgo		
Dividend	₹ 9,250,637/-	₹ 9,285,539/-
Travel Expenses & other Expenses	₹ 2,869,970/-	₹ 6,899,595/-
Income		
Income from sale of Software Development services	₹ 381,549,390/-	₹ 339,967,104/-
Consideration Claim on Settlement of Dispute with CyberTech Middle East		
- Debtors	NIL	₹ 1,476,405/-
- Investments	NIL	₹ 54,714,245/-

For and on behalf of the Board of Directors

Sd/-
Viswanath Tadimety
Chairman
DIN: 00008106

Place : Thane

Date : August 02, 2016

ANNEXURE IV TO THE BOARD'S REPORT

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Ramasubramanian Sankaran - Executive Director & CFO	
1.	Gross Salary		
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	43,91,672	43,91,672
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	– as % of profit	-	-
	– others, specify	-	-
5.	Total (A)	43,91,672	43,91,672
	Ceiling as per the Act	84,00,000	84,00,000

B. REMUNERATION TO OTHER DIRECTORS (REFER CORPORATE GOVERNANCE REPORT FOR DETAILS)

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Fees for attending Board / Committee Meetings	Commission	Total
1.	Independent Directors			
	Mr. Sudhir Joshi	2,00,000	1,50,000	3,50,000
	Dr. N. L. Sarda	2,40,000	1,50,000	3,90,000
	Dr. Shreepad Karmalkar	40,000	1,00,000	1,40,000
	Mr. M. P. Bharucha	80,000	3,00,000	3,80,000
	Mr. Anant Rajwade	3,40,000	NIL	3,40,000
	Mr. Prakash Sitaram Kenjale	60,000	NIL	60,000
	Total	9,60,000	7,00,000	16,60,000
2.	Other Non-Executive Directors			
	Mr. Viswanath Tadimety	2,60,000		2,60,000
	Mr. Steven Jeske	80,000		80,000
	Mr. Amogha Tadimety	80,000		80,000
	Total	420,000		420,000
	Total	13,80,000	7,00,000	20,80,000
	Ceiling as per the Act (@1% of net profits calculated under Section 198 of the Companies Act, 2013)		8,49,449	8,49,449



C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER AND WTD

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel	
		Mr. Sateesh Wadagbalkar, Company Secretary	Total Amount
1.	Gross Salary	11,23,658	11,23,658
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	– as % of profit	-	-
	– others, specify	-	-
5.	Total (A)	11,23,658	11,23,658

For and on behalf of the Board of Directors

Sd/-
Viswanath Tadimety
Chairman
DIN: 00008106

Place : Thane

Date : August 02, 2016

ANNEXURE-V
Form No. MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

To
The Members
Cybertech Systems and Software Limited
CyberTech House
B-63-64-65-MIDC, Wagle Estate
J.B Sawant Marg, Thane – 400 604

I have conducted the Secretarial Audit of the Compliance of Applicable Statutory provisions and the adherence to good corporate practices by **CyberTech Systems and Software Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the Corporate Conducts/Statutory Compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment (There were no instances of Foreign Direct Investment received by the Company during the year. The Company has complied with the requirements of filing returns on annual basis, with respect to the Foreign Direct Investments and Overseas Direct Investment relating to the earlier period. There were no External Commercial Borrowing, hence, compliance requirements for the same are 'Not Applicable' for the year under review); and
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (including the erstwhile SEBI (Prohibition of Insider Trading) Regulations, 1992);
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable for the year under review)**;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(Not Applicable for the year under review)**;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable for the year under review)**; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable for the year under review)**.



(vi) Other laws applicable specifically to the Company:

- a) The Trade Marks Act, 1999; and
- b) The Information Technology Act, 2000.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India; (Notified with effect from 01st July, 2015); and
- (ii) Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:

The Company has filed E-Forms with the Ministry of Corporate Affairs within prescribed time except for a couple of instances wherein the Company has paid the additional fees and complied with the requirements.

I further report that

Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of compliance reports by the respective Department Heads / Company Secretary / CFO / KMP taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws like labour laws, competition law, environmental laws and all other applicable laws, rules, regulations and guidelines. The Company has responded to compliance requirements, notices for demands, claims, penalties etc. levied, by statutory/regulatory authorities and initiated actions for corrective measures and compliance thereof.

I further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, and Labour Law Compliances have not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

I further report that

Adequate notice is given to all directors to schedule the Board Meetings along with the agenda generally at least seven days in advance and detailed notes on agenda were sent well in advance before the meeting and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that during the audit period there were **no events** viz:

- (i) Public/Right/sweat Equity Shares (except allotment of 75,000 Equity Shares under Employee Stock Option Scheme 2007 by Stakeholders Relationship Committee of Board of Directors of the Company at their meeting held on February 25, 2016);
- (ii) Redemption/Buy-back of securities;
- (iii) Major decisions taken by the members pursuant to Section 180 of the Companies Act, 2013,
- (iv) Merger/amalgamation / reconstruction, etc; and
- (v) Foreign technical collaborations; or such other specific events /actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having any bearing on the Company's affairs.

**For S. Anantha & Co.,
Company Secretaries**

Sd/-

**S. Anantha Rama Subramanian
FCS: 4443 CP No.: 1925**

**Date: August 02, 2016
Place: Mumbai**

ANNEXURE- VI
Form No. MGT-9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2016

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN: L72100MH1995PLC084788
- ii) Registration Date: 19/01/1995
- iii) Name of the Company: CYBERTECH SYSTEMS AND SOFTWARE LIMITED
- iv) Category / Sub-Category of the Company: Company having Share Capital
- v) Address of the Registered office and contact details
 CyberTech House, Plot No. B-63/64/65, Road No. 21/34, J.B. Sawant Marg, MIDC, Wagle Estate, Thane -(West)-400 604
 Tel No. 022 25834643/44/45: Fax No. 022 25832574
 Email: cssl.investors@cybertech.com
 Website: www.cybertech.com
- vi) Whether listed Company: Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any Link Intime India Private Limited,
 C-13, Silk Mill Compound, L.B.S. Marg, Bhandup, Mumbai-400 078 Tel No. 022 25963838 Fax No. 022 25946969
 Email: mumbai@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Computer Programming and related activities	620	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE

Sl. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	CYBERTECH SYSTEMS AND SOFTWARE INC, U.S.A.	N.A.	WHOLLY OWNED SUBSIDIARY	100	Section 2(87)(ii)

COMPANY -

Name : CyberTech Systems and Software Inc., U.S.A.
 Registered office : 1301, West, 22nd Street,
 Suite 308, Oak Brook,
 IL 60523
 CIN/GLN : Not Applicable
 Holding/Subsidiary/ Associate : Subsidiary
 % of Shares held : 100
 Applicable Section : 2(87)



IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i. Category-wise Share Holding :

Category Code	Category of shareholder	No. of shares held at the beginning of the year (i.e. March 31, 2015)				No. of shares held at the end of the year (i.e. March 31, 2016)				% Change During the year
		DEMAT	PHYSICAL	TOTAL	% of total shares	DEMAT	PHYSICAL	TOTAL	% of total shares	
(I)	(II)									
(A)	Promoter and Promoter Group									
1	Indian									
(a)	Individuals/Hindu Undivided Family	163355	0	163355	0.61	163355	0	163355	0.61	0.00
(b)	Central Government/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total (A)(1)	163355	0	163355	0.61	163355	0	163355	0.61	0.00
2	Foreign									
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	9363014	0	9363014	34.94	9412306	0	9412306	35.03	0.52
(b)	Bodies Corporate	650000	0	650000	2.43	650000	0	650000	2.42	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investors	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total (A)(2)	10013014	0	10013014	37.37	10062306	0	10062306	37.45	0.49
	Total Shareholding of Promoter and Promoter Group (A)=(A)	10176369	0	10176369	37.98	10225661	0	10225661	38.05	0.48
	(1)+(A)(2)									
(B)	Public Shareholding									
1	Institutions									
(a)	Mutual Funds/UTI	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Financial Institutions / Banks	18	0	18	0.00	18	0	18	0.00	0.00
(c)	Central Government/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	48133	0	48133	0.18	48133	0	48133	0.18	0.00
(f)	Foreign Financial Institution	0	575	575	0.00	0	575	575	0.00	0.00
(g)	Foreign Banks	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investors	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total (B) (1)	48151	575	48726	0.18	48151	575	48726	0.18	0.00

2	Non-institutions									
(a)	Bodies Corporate	1823679	1225	1824904	6.81	1562574	1225	1563799	5.82	14.30
(b) (i)	Individuals - shareholders holding nominal share capital up to ₹2 Lacs (previous year up to ₹ 1 Lac)	4031007	133847	4164854	15.54	4500013	225647	4725660	17.59	13.46
(ii)	Individual shareholders holding nominal share capital in excess of ₹2 Lacs (previous year up to ₹ 1 Lac)	3572277	134825	3707102	13.83	2973788	40000	3013788	11.22	-18.70
(c)	Qualified Foreign Investors	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Any Other									
i	Non Resident Indians (Repat)	702943	469698	1172641	4.79	616692	469698	1086390	4.04	-7.30
ii	Non Resident Indians (Non Repat)	87525	225000	312525	1.17	147047	250027	397074	1.48	27.06
iii	Foreign Companies	0	3900000	3900000	14.55	0	3900000	3900000	14.51	0.00
iv	Clearing Member	138877	0	138877	0.52	306834	0	306834	1.14	120.94
v	Directors / Relatives	50000	0	50000	0.19	0	0	0	0.00	100.00
vi	Trusts	345	1300000	1300345	4.85	453	1300000	1300453	4.84	0.00
vii	HUF	0	0	0	0.00	302958	0	302958	1.13	-
	Sub Total (B)(2)	10406653	6164595	16571248	61.84	10410386	6186570	16571248	61.84	0.15
	Total Public Shareholding Public Group (B)=(B)(1)+(B)(2)	10454804	6165170	16619974	62.02	10458537	6187145	16645682	61.95	0.15
	Total (A)+(B)	20631173	6165170	26796343	100.00	20684198	6187145	26871343	100.00	0.28
(C)	Shares held by custodians and against which Depository Receipts have been issued									
i	Promoter and Promoter group	0	0	0	0	0	0	0	0.00	0.00
ii	Public	0	0	0	0	0	0	0	0.00	0.00
	Sub Total (C)	0	0	0	0	0	0	0	0.00	0.00
	GRAND TOTAL (A)+(B)+(C)	20631173	6165170	26796343	100.00	20684198	6187145	26871343	100.00	0.28

2. Shareholding of Promoters and Promoter Group

Shareholders Name		Shareholding at the beginning of the Year March 31, 2015			Shareholding at the end of the year i.e., March 31,2016			% change in Shareholding during the Year
Sr. No.	Name of the shareholder	Number of shares	% of Shares	% of shares pledged/ encumbered to total shares	Number of shares	% of Shares	% of shares pledged/ Encumbered to total shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
1	Mr. Viswanath Tadimety	5,604,256	20.91	0	5,613,350	20.89	0	-0.02
2	Ms. Sukhada Tadimety	1,073,005	4.00	0	1,113,203	4.14	0	0.14
3	Ms. Amogha Tadimety	254,320	0.95	0	254,320	0.95	0	0
4	Mr. Seetha Rama Chandra Rao Tadimety	75,074	0.28	0	75,074	0.28	0	0
5	Ms. Jyothi Tadimety	30,006	0.11	0	30,006	0.11	0	0
6	Ms. Shanta Radhakrishna Shanbhag	58,275	0.22	0	58,275	0.22	0	0
7	M/s. Red Banyan Holdings LLC	650,000	2.43	0	650,000	2.42	0	-0.01
8	Mr. Steven Jeske	2,431,433	9.07	0	2,431,433	9.05	0	-0.02
	TOTAL	10,176,369	37.98	0	10,225,661	38.05	0	0.07



(iii) Change in Promoters Shareholding				
NAME OF THE PROMOTER	SHAREHOLDING AT THE BEGINNING OF THE YEAR		CUMULATIVE SHAREHOLDING DURING THE YEAR	
	No. of shares	% of shares	No. of shares	% of shares
Mr. Viswanath Tadimety				
At the beginning of the year	5604256	20.86	5613350	20.86
Purchases during the year	9094	0.03	5613350	20.89
Sales during the year	-	-	-	-
At the end of the year	-	-	5613350	20.89
Mr. Steven Jeske				
At the beginning of the year	2431433	9.05	2431433	9.05
Purchases during the year	-	-	-	-
Sales during the year	-	-	-	-
At the end of the year	-	-	2431433	9.05
Ms. Sukhada Tadimety				
At the beginning of the year	1073005	3.99	1073005	3.99
Purchases during the year	40198	0.15	1113203	4.14
Sales during the year	-	-	-	-
At the end of the year	-	-	1113203	4.14
M/s Red Banyan Holdings LLC				
At the beginning of the year	650000	2.42	650000	2.42
Purchases during the year	-	-	-	-
Sales during the year	-	-	-	-
At the end of the year	-	-	650000	2.42
Ms. Amogha Tadimety	254320	0.95	254320	0.95
At the beginning of the year	-	-	-	-
Purchases during the year	-	-	-	-
Sales during the year	-	-	-	-
At the end of the year	-	-	254320	0.95
Mr. Seetha Rama Chandra Rao Tadimety				
At the beginning of the year	75074	0.28	75074	0.28
Purchases during the year	-	-	-	-
Sales during the year	-	-	-	-
At the end of the year	-	-	75074	0.28
Mr. Shanta Radha Krishna Shanbhag				
At the beginning of the year	58275	0.22	58275	0.22
Purchases during the year	-	-	-	-
Sales during the year	-	-	-	-
At the end of the year	-	-	58275	0.22
Ms. Jyothi Tadimety				
At the beginning of the year	30006	0.11	30006	0.11
Purchases during the year	-	-	-	-
Sales during the year	-	-	-	-
At the end of the year	-	-	30006	0.11

(iv) Shareholding pattern of top ten shareholders (other than Directors, promoters and Holders of GDRs and ADRs)					
SR. NO.	NAME OF THE SHAREHOLDER	SHAREHOLDING AT THE BEGINNING OF THE YEAR		CUMULATIVE SHAREHOLDING DURING THE YEAR	
		No. of shares	% of shares	No. of shares	% of shares
1	M/s Indotech Holdings LLC	3900000	14.52	3900000	14.52
	At the beginning of the year	-	-	-	-
	Purchases during the year	-	-	-	-
	Sales during the year	-	-	-	-
	At the end of the year	-	-	3900000	14.52
2	Joseph Michael Vanek Trustee				
	At the beginning of the year	1300000	4.84	1300000	4.84
	Purchases during the year	-	-	-	-
	Sales during the year	-	-	-	-
	At the end of the year	-	-	1300000	4.84
3	Mr. Prasad Rao Vellaturi				
	At the beginning of the year	1117371	4.16	1117371	4.16
	Purchases during the year	-	-	-	-
	Sales during the year	-100000	-	1017371	3.79
	At the end of the year	-	-	1017371	3.79
4	M/s AKG Finvest Ltd.				
	At the beginning of the year	659000	2.45	659000	2.45
	Purchases during the year	-	-	-	-
	Sales during the year	-	-	-	-
	At the end of the year	-	-	659000	2.45
5	M/s. Uno Metals Ltd				
	At the beginning of the year	631000	2.35	631000	2.35
	Purchases during the year	30000	0.11	661000	2.46
	Sales during the year	-300000	-1.12	361000	1.33
	At the end of the year	-	-	361000	1.33
6	Ms. B. Thimmadevi Goud				
	At the beginning of the year	259315	0.97	259315	0.97
	Purchases during the year	-	-	-	-
	Sales during the year	-	-	-	-
	At the end of the year	-	-	259315	0.97
7	Ms. Aparna V. Goud	255570	0.95	255570	0.95
	At the beginning of the year	-	-	-	-
	Purchases during the year	-	-	-	-
	Sales during the year	-	-	-	-
	At the end of the year	-	-	255570	0.95



8	Mr. Amarnath Gowda				
	At the beginning of the year	226511	0.84	226511	0.84
	Purchases during the year	-	-	-	-
	Sales during the year	-	-	-	-
	At the end of the year	-	-	226511	0.84
9	Mr. Prakash Paharia				
	At the beginning of the year	200000	0.74	200000	0.74
	Purchases during the year	-	-	-	-
	Sales during the year	-	-	-	-
	At the end of the year	-	-	200000	0.74
10	M/s Angel Fincap Private Ltd.				
	At the beginning of the year	1578	0.01	1578	0.01
	Purchases during the year	214708	0.80	216286	0.81
	Sales during the year	-37045	-0.14	179241	0.67
	At the end of the year	-	-	179241	0.67

(v) Shareholding of Directors and Key Managerial Personnel(KMP)

NAME OF THE DIRECTORS AND KMP	SHAREHOLDING AT THE BEGINNING OF THE YEAR		CUMULATIVE SHAREHOLDING DURING THE YEAR	
	No. of shares	% of shares	No. of shares	% of shares
Mr. Viswanath Tadimety				
At the beginning of the year	5604256	20.86	5604256	20.86
Purchases during the year	9094	0.03	5613350	20.89
Sales during the year	-	-	-	-
At the end of the year	-	-	5613350	20.89
Mr. Steven Jeske				
At the beginning of the year	2431433	9.05	2431433	9.05
Purchases during the year	-	-	-	-
Sales during the year	-	-	-	-
At the end of the year	-	-	2431433	9.05
Ms. Amogha Tadimety	254320	0.95	254320	0.95
At the beginning of the year	-	-	-	-
Purchases during the year	-	-	-	-
Sales during the year	-	-	-	-
At the end of the year	-	-	254320	0.95

Note: No KMP has held any share of the Company either at the beginning of the year or at the end of the year.

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in ₹ Millions)

	Secured Loans excluding deposits	Unsecured Loans	Deposits *	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	55.39	Nil	11.70	67.09
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	55.39	Nil	11.70	67.09
Change in Indebtedness during the financial year				
* Addition	51.48	Nil	6.73	58.21
* Reduction	Nil	Nil	Nil	Nil
Net Change	51.48	Nil	6.73	58.21
Indebtedness at the end of the financial year				
i) Principal Amount	106.87	Nil	18.43	125.30
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	106.87	Nil	18.43	125.30

• Company has not accepted any public deposits but these deposits are in the nature of advances received from the creditors and Licensees

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(₹ In lacs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Ramasubramanian Sankaran - Executive Director	
1	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	43.91	43.91
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission	Nil	Nil
	- as % of profit	Nil	Nil
	- others (Performance Bonus)	Nil	Nil
5	Total (A)	43.91	43.91
	Ceiling as per the Act calculated under Section 198 of the Companies Act, 2013	84.00	84.00



B. Remuneration to other Directors (Refer Corporate Governance Report for details)

(₹ In lacs)

Sr. No.	Particulars of Remuneration	Fees for attending Board/ Committee Meetings	Commission	Total
1	Independent Directors			
	Mr. Sudhir Joshi	2.00	1.50	3.50
	Dr. N.L. Sarda	2.40	1.50	3.90
	Dr. Shreepad Karmalkar	0.40	1.00	1.40
	Mr. M.P. Bharucha	0.80	3.00	3.80
	Mr. Prakash Kenjale	0.60	0.00	0.60
	Mr. Anant V. Rajwade	3.40	0.00	3.40
	Total	9.60	7.00	16.60
2	Other Non- Executive Directors			
	Mr. Viswanath Tadimety	2.60	-	2.60
	Mr. Steven Jeske	0.80	-	0.80
	Ms. Amogha Tadimety	0.80	-	0.80
	Total	4.20	0.00	4.20
	Total Managerial Remuneration	13.80	7.00	20.80
	Ceiling as per the Act (@1% of net profits calculated under Section 198 of the Companies Act, 2013	-	8.49	8.49

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER AND WTD :

(₹ In lacs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel	
		Mr. Sateesh Wadagbalkar, Company Secretary	Total
1	Gross salary	11.24	11.24
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	others, specify	-	-
5	Others, please specify	-	-
	Total	11.24	11.24

VII. PENALTIES (PUNISHMENT/ COMPOUNDING OF OFFENCES): NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/COURT]	Appeal made if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



ANNEXURE VII TO THE BOARD'S REPORT

Annual Report on Corporate Social Responsibility ("CSR")

[Pursuant to Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline of the Company's CSR Policy

Every Company which is covered by the prescribed criteria is required to spend, in a financial year, at least 2% of its average net profits of the Company made during 3 immediately preceding financial years. The Company has framed Corporate Social Responsibility policy which is available at www.cybertech.com. Based on the aforesaid requirement, the Company was required to spend about ₹ 1,904,238/- as per working given below:

Sr. No.	Financial Year	Profit After Tax (₹)	Average net Profit (In ₹)	CSR Amount (In ₹)
1	2012-13	153,028,250	95,211,872	1,904,238
2	2013-14	90,957,882		
3	2014-15	41,649,485		
Total		285,635,617		

2. CSR Expenditure

The Company has given a CSR Donation of ₹ 18 Lakhs to IIT Mumbai for CSR Project "Computer-based Learning Environment for Three -Year Degree Students of Mumbai."

3. Objective of CSR Expenditure

Objective of the project is to provide computer access to three year Degree (B.Sc., B.A., B.Com.) students of Mumbai colleges and help them to learn useful software in their field of specialization.

This program is meant for students in about 300 colleges in Mumbai City that have three year degree course. Out of these 300 colleges IIT Mumbai will identify one college that is willing to offer its college premises to host computers and provide access to its students. IIT Mumbai has shortlisted Vaze Kelkar College in Mulund, Mumbai for this purpose.

This college will be provided 30 Laptops, each of which has all necessary software. These laptops will be given on loan basis to this college and will be the property of IIT Mumbai.

Laptops will be preloaded with training programme in the form of 'Spoken Tutorials'.

4. Composition of CSR Committee

Please refer to Corporate Governance Report for the Composition of CSR Committee.

5. CSR Committee Responsibility Statement

The CSR Committee confirms that the implementation and monitoring of the CSR activities of the Company are in compliance with the CSR objectives and CSR Policy of the Company.

Sd/-
Viswanath Tadimety
Chairman

Sd/-
Sudhir Joshi
Chairman (CSR Committee)

Place : Thane

Date: August 02, 2016

ANNEXURE VIII TO THE BOARD'S REPORT

Disclosure pursuant to Section 197(2) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

S.No.	REQUIREMENTS	DISCLOSURE	
		Name of Director	Ratio
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	Mr. Anant V. Rajwade	0.79
		Dr. N.L. Sarda	0.91
		Mr. M. P. Bharucha	0.88
		Mr. Prakash Sitaram Kenjale	0.14
		Mr. Shreepad Karmalkar	0.33
		Mr. Sudhir Joshi	0.81
		Mr. Viswanath Tadimety	0.60
		Mr. Steven Jeske	0.19
		Ms. Amogha Tadimety	0.19
		For this purpose, sitting fees paid to Independent directors have not been considered as Remuneration.	
2.	The percentage increase in remuneration of each Director, Chief financial officer (CFO), Company Secretary(CS) in the financial year	Name of Director / KMP	Increase/ Decrease
		Mr. Anant V. Rajwade	0.00%
		Dr. N.L. Sarda	-13.33%
		Mr. M. P. Bharucha	15.15%
		Mr. Prakash Sitaram Kenjale	-70.00%
		Mr. Shreepad Karmalkar	0.00%
		Mr. Sudhir Joshi	-22.22%
		Mr. Viswanath Tadimety	44.44%
		Mr. Steven Jeske	0.00%
		Ms. Amogha Tadimety	300.00%
		Mr Ramasubramanian Sankaran	40.47%
		Mr Sateesh Wadagbalkar	19.10%
		Increase in remuneration is made as per appraisal system and Nomination and Remuneration Policy of the Company.	
3.	The Percentage increase in the median remuneration of the employees in the financial year	During the year, the percentage increase in median remuneration of the employees as compared to previous year was 11%	
4.	The number of permanent employees on the rolls of the Company	There were 376 employees as on March 31,2016	
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last year and its comparison with the percentile increase in the managerial remuneration and justifications thereof and point out if there is any exceptional circumstances for increase in the managerial remuneration.	Average increase in Salary of employees other than managerial personnel is 3% and average increase in managerial remuneration (comprising of remuneration to Whole time director and KMPs) is 28.30%. Nomination and Remuneration Committee (NRC) evaluates the performance of the Chairman and Executive Director in every financial year and recommends their compensation package to the Board. NRC also ensures that the remuneration package is in accordance with applicable laws, in line with Company's objectives, shareholders' interests industry standards.	
6.	Affirmation that the remuneration is as per the remuneration policy of the Company	The remuneration is paid as per the Nomination and Remuneration policy of the Company	



MANAGEMENT'S DISCUSSION AND ANALYSIS

The following discussion and analysis should be read in conjunction with the Company's financial statements included herein and the notes thereto. The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 read with rules made thereunder and Generally Accepted Accounting Principles (GAAP) in India.

GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 and guidelines issued by the Securities and Exchange Board of India (SEBI). The Company's management accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present the Company's state of affairs and profits for the year. Investors are cautioned that this discussion contains forward looking statements that involve risks and uncertainties. When used in this discussion, words like 'will', 'shall', 'anticipate', 'believe', 'estimate', 'intend', 'expect' and other similar expressions as they relate to the Company or its business are intended to identify such forward-looking statements. The Company undertakes no obligations to publicly update or revise any forward-looking statements, whether as a result of new informations, future events, or otherwise. Actual results, performances or achievements could differ materially from those expressed or implied in such statements. Factors that could cause or contribute to such differences include those described under the heading "Risk factors" in the Company's prospectus filed with the Securities and Exchange Board of India (SEBI) as well as factors discussed elsewhere in this report. Readers are cautioned not to place undue reliance on the forward-looking statements as they speak only as on their date of statement.

Information provided in this Management Discussion and Analysis (MD&A) pertains to CyberTech Systems and Software Limited (the Company) and its subsidiary on a consolidated basis, unless otherwise stated.

1. INDUSTRY OVERVIEW

Global Economy & IT

In 2015, global economic activity remained subdued. Growth in emerging market and developing economies—while still accounting for over 70 percent of global growth—declined for the fifth consecutive year, while a modest recovery continued in advanced economies. Three key transitions continue to influence the global outlook: (1) the gradual slowdown and rebalancing of economic activity in China away from investment and manufacturing toward consumption and services, (2) lower prices for energy and other commodities, and (3) a gradual tightening in monetary policy in the United States in the context of a resilient U.S. recovery as several other major advanced economy central banks continue to ease monetary policy.

Monetary easing in the euro area and Japan is proceeding broadly as previously envisaged, while in December 2015 the U.S. Federal Reserve lifted the federal funds rate from the zero lower bound. Overall, financial conditions within advanced economies remain very accommodative. Prospects of a gradual increase in policy interest rates in the United States as well as bouts of financial volatility amid concerns about emerging market growth prospects have contributed to tighter external financial conditions, declining capital flows, and further currency depreciations in many emerging market economies.

International Monetary Fund (IMF) has revised downward its global growth forecast for 2016 to 3.2%, down by 0.2 percentage point from its projection in January, 2016. IMF said that Greece's long-festering debt problems, a mounting refugee crisis and the Brexit from the European Union risk wreaking havoc on the Eurozone. Renewed stress in emerging markets, especially rising corporate debt problems, could create financial stress, sovereign debt concerns, further exchange-rate depreciations and greater capital flight. Weak oil prices could spell deeper troubles ahead for oil exporters. The recovery is projected to strengthen in 2017 and beyond, driven primarily by emerging market and developing economies, as conditions in stressed economies start gradually to normalize.

According to OECD, global economy is expected to grow modestly at 3% in 2016 and 3.3% in 2017. U.S is expected to grow by 1.8% in 2016 and by 2.2% in 2017, while the Eurozone is projected to grow at 1.6% in 2016 and 1.7% in 2017. With rebalancing continuing in China, growth is expected to continue to drift lower to 6.5% in 2016 and 6.2% in 2017, supported by demand stimulus. India's growth rates are expected to hover near 7.5% in 2016 and 2017.

Global economy is stuck in a low-growth trap that will require more coordinated and comprehensive use of fiscal, monetary and structural policies to move to a higher growth path.

State of the Technology Industry

Technology is the backbone of the digital economy. The rate of change and the level of disruption driven by modern technology are exponential. Advancements in computer processing power, data storage, and chip design; the ubiquity of bandwidth; enterprise mobility; and many other developments that have unfolded in recent years are enabling myriad opportunities that were once impossible, both technologically and economically.

Now, we have reached a tipping point where cognitive computing, big data analytics, cloud computing, and the rapidly growing Internet of Things (IoT) are transforming businesses around the globe-including those outside the technology sector. We're also seeing promising advancements in materials, software, fabrication techniques and machine design that are likely to lead to an expansion in enterprise applications for additive manufacturing (3D printing).

Meanwhile, in the technology industry itself, enterprises are making plans for the next economy rising from today's disruptive and unprecedented change.

According to Gartner, worldwide IT spending is forecast to total \$3.49 trillion in 2016, a decline of 0.5% over 2015 spending of \$3.5 trillion. The change in the forecast is mainly due to currency fluctuations. Spending in the IT services market is expected to return to growth in 2016, totalling \$929 billion, up 2.1% from 2015.

We are seeing technology businesses beginning to think more strategically about adapting their business models and operations, and creating new revenue opportunities. Companies across the entire IT services landscape are changing how they deliver their offerings, shifting toward more flexible consumption business models that allow customers the flexibility to consume and pay for products and services based on need and usage.

Indian Market

The Indian IT industry is a global powerhouse today and its impact on India has been incomparable. In the last decade, the industry has grown six-fold in revenue terms and relative share to India's GDP has increased to 9.3%. In 2015, Indian IT industry accounted for over 45% of the country's total services exports. Rapid consumerisation of India's economy, coupled with a pervasive Government digital agenda, rapid advancement in technology infrastructure and increasingly competitive Indian organizations are key drivers for increased technology adoption in India. The governments expected investments in digitization, infrastructure improvement, implementing technology in healthcare, manufacturing and agriculture sectors is expected to provide an opportunity of around USD 5.9 billion to the IT services sector. The e-governance agenda of reforming government through technology by enabling customer services, providing electronic delivery of services through e-education, e-healthcare etc is expected to be a major demand driver. Digital technologies forecast to propel the addressable market for global technology services to USD 4 trillion by 2025.

Indian IT-BPM sector is projected to grow 8.5% in FY2016 – from USD 132 billion in FY2015 to USD 143 billion (excl. eCommerce), an addition of USD 11 billion. The aggregate growth rate has been affected due to the dollars strengthening against the rupee bringing down domestic market growth to 3.2%.

Geospatial Industry

Geospatial technology broadly includes mapping and surveying techniques, remote sensing, photogrammetric, cartography, Global Positioning Systems (GPS) and Geographical Information Systems (GIS). With its unique ability for acquisition, integration and analysis of geographically referenced spatial and non-spatial information, this technology in recent times has been recognised as an effective tool for planning, management and decision making locally and globally. It is attached to many operations and has many applications related to engineering, planning, management, transport/logistics, insurance, telecommunications, and business.

According to Markets and markets latest report, the global geospatial analytics market is expected to grow from \$27.42 billion in 2015 to \$72.21 billion by 2020, at a CAGR of 21.4% from 2015 to 2020. Various factors such as convergence & integration, security & safety and commoditization are expected to drive the global geospatial analytics market. In the global geospatial analytics market, the Asia-Pacific region competes strongly with the rest of the world in terms of growth observed in varied industry verticals. Automobile, Utility and Telecommunication are some of the verticals with high growth rate in the Asia-Pacific region, owing to growth in Gross Domestic Product (GDP), heavy investments in technological advancements, and economic stability. Governments in Latin America and North America are also emphasizing and investing heavily to enhance national security operations using geospatial intelligence. The major factors that restrain the growth in global geospatial analytics market are geopolitical issues, changes in countries rules and regulations and high cost associated with the development of geospatial technologies.

Among all geospatial technologies, the GIS technology has grown significantly in the recent years. According to P&S Market research report, the global GIS market is expected to increase from \$7,612.9 million in 2014 to reach \$14,623.8 million by 2020, growing at a CAGR of 11.4%. The ability of GIS to enhance the end users' productivity, decision-making ability, and safety and security standards is expected to result in augmented adoption during the forecast period (2015-2020). According to the report, the major use of GIS in the government sector is for national security purposes. Government sector accounted for about 28.3% share of the global GIS market in 2014. Geographically, the Americas is expected to account for the largest share of the market during the forecast period. The recent increase in the usage of GIS technology across the utilities and healthcare sectors will contribute towards its growth during the predicted period. Further, the report states that lack of standardization and low interoperability are some of the major inhibitors for the increased adoption of cloud-based GIS software.

An increase in the accuracy of data gathered; advancements in hardware technologies, such as improved GPS devices and range finders; and improved accessibility of open source software are factors influencing the demand of GIS technology. Advancements in navigational technology have revolutionized the geospatial analytics market and compelled organizations to use geospatial information in new and innovative ways. During the recent years, the demand for 3D based GIS has increased, owing to the development of smart cities in China, India, and other South East Asian countries. The use of 3D GIS is witnessing rapid growth in building surveillance application. In the developed countries of North America and Western Europe, the GIS market has witnessed significant growth post economic slowdown. In developing countries, the increasing penetration of consumer navigation system,



owing to the growth of connected mobile devices is driving the demand of GIS market.

Earlier in the past, much of GIS spend was discretionary - hence the industry was vulnerable to economic slowdown. Much of the GIS expenditure has moved from capital expenditure to operating expenditure and is part of the essential day-to-day running of an organisation. Also, huge amount of the upfront expenditure in terms of buying the underlying technology and capturing the data has been undertaken.

At the organisational level, GIS, which was once considered to be a niche technology, has now become a part of the IT strategy of several corporate CIOs. Many organisations are in the process of migrating their GIS to enterprise level implementation and integrating it with ERP, CRM, SCADA and other IT subsystems. Geospatial services, being one of the first activities to be undertaken in infrastructure development, these services should see substantial increase in the volume of business in the coming years.

The geospatial industry is in a transformation phase wherein a demand for Cloud-based and open-interoperable solutions has led to a major shift in the business models of the industry. Most of the core geospatial vendors are doing partnership/collaboration with other player's in industry and aggressively serving the users what they need.

In this revolutionary phase of change in geospatial awareness, India is standing at a special position of leadership in terms of markets and capabilities. The huge market for location based equipment is a powerful magnet towards which all geospatial companies in the world are attracted. The GDP in India is expected to approach \$9-10 trillion by 2025 and the Indian economy would be characterised by its transformation to being highly industrialised and technologically advanced. India will therefore require an efficient and advanced information and knowledge regime to arm itself for the envisaged economic growth. The economic steps India has taken are on par with world leaders in terms of infrastructure investment and also the current scenario has compelled India to look at substantial investment in the areas of crisis management at the national level. The modifications made by government in its mapping policy by opening its skies to private industry will stand in good stead.

Geospatial technologies would be central to information management in India in future and the applications of this technology can have great social as well as national relevance. It can support governance, help prepare sustainable development strategies, enable better management of business process and make geographical knowledge available to the citizens.

Several Indian states such as Andhra Pradesh, Karnataka, Rajasthan and Tamil Nadu are now using geospatial technology for good governance and efficient management. Several businesses and industries are now using geospatial services in India for analysis of demography, competitiveness, expansion, risk management, target oriented marketing, planning of route etc. The major sectors using geospatial technology in India are: agriculture, telecommunications, oil & gas, environmental management, forestry, public safety, infrastructure, logistics etc. Rural development is potentially a huge market, but it is dormant at this time, for want of appropriate implementation models.

Geospatial technology has made inroads across various sectors in the public as well as private domain in India. As stakeholders across sectors realise the utility and long term cost effectiveness of using geospatial tools and technologies, the geospatial industry is set to progress by leaps and bounds in the coming years. Well-articulated policy mechanisms, Government support and the ever increasing domestic demand would go a long way in popularising geospatial technology in India and bring it into the mainstream an aid for effective governance and developmental planning.

2. BUSINESS OVERVIEW

CyberTech started developing Property Tax application of GeoCivic® product which has been completed in the current year.

CyberTech is now pursuing Go To Market strategies for this product. Also your Company continues offshore development and support services in the core technology areas. The Company continued to receive income from surplus office premises that earn rental income.

CyberTech generates 90% of its revenue from U.S and rest 10% is contributed from India region.

Awards

CyberTech received award for the 'creation of a comprehensive computerized geo-enabled Property database to support assessment and consolidation of all Municipal revenues for Nagpur Municipal Corporation (NMC). CyberTech will address the requirements by implementing GeoCivic Property Tax. Coming under the larger umbrella of CyberTech's Smart City initiative, GeoCivic Property Tax is focused on efficient and equitable property tax assessment and collection for Municipal Corporations. This is a ₹ 13.95 cr. contract with a vision to regularize the property tax management of ₹6 lakh properties in the City of Nagpur over a period of 3 years.

CMMI Recognition

CyberTech has continued the journey of CMMI and received CMMI Level 3 Certification in June, 2015.

CMMI is an internationally recognised & accepted model by IT industry for the software development. It assures process oriented approach for delivering Quality Product & timeliness in delivery. Through CMMI, CyberTech now has detailed processes to guide the product lifecycle from its conception to final delivery. CMMI Institute, USA, has now officially published on their Site about CyberTech achieving this prestigious status of CMMI Level 3.

3. HUMAN RESOURCES

For an IT Company HR is an integral function. Continuous hiring of right talent is an important function of HR. It also focuses on creating a performance-driven environment in the Company where innovation is encouraged, performance recognised and employees are motivated to realise their potentials.

HR not only continuously acquires right people for right place but groom them. CyberTech Management is constantly in touch with employees to boost their morals. Training programs are arranged to improve their skill sets which in turn helps the Company to efficiently achieve their targets, to provide timely support to customers and follow up with the clients to support their software platforms.

The Company and its 100% subsidiary have 407 permanent employees on its payroll.

Company tries to keep attrition ratio at minimum but simultaneously prepares timesheets to allocate and recover cost incurred on HR to improve its operating margins.

4. OPPORTUNITIES AND THREATS

Opportunities:

Information Technology support services remains an increasingly competitive business environment. With the change in emerging technology areas, companies have become dependent on technology not only for day-to-day operations, but also for the use of technology as a strategic tool to enable them to re-engineer business processes, restructure operations, ensure regulatory compliances, etc. As systems continually become more complex, companies increasingly turn to external IT services provider to develop & implement new technologies & integrate them with existing applications in which companies have made considerable prior investments. Additionally, many companies continue to explore methods to reduce their cost of IT operations. This provides an opportunity for providers to support and integrate Company IT systems on an on-going basis. The Indian IT Industry becomes a powerful tool used by companies to reduce their costs.

CyberTech has Alliance partnerships with several leading technology companies in its practice areas including SAP, ESRI, Cisco and Microsoft. The Company is well poised to take advantage of the new advanced technologies provided by these alliance partners. These technology alliance partners expect to see major technology opportunities for their customers in the United States.

CyberTech continues to focus as a priority on obtaining and providing offshore sourced services for its customers. Any increase in offshore related services should have the effect of increased Company margins and profitability and increased longevity of business contracts. The Company intends its growth share with the existing clients which will have a supplemental effect of reducing cost of overhead as well as the delivery cost.

Threats:

The economic uncertainty of the current worldwide markets makes the future less predictable than in the past due to the current demand environment. Worldwide IT spending growth has significantly reduced with budget cutbacks on IT spending by customers, buyers in "wait and watch" mode, government units significantly cutting budgets to match expected revenue shortfalls and delayed decision making. Reduction in new client additions, absence of large deals, vendor consolidation, downsizing for greater efficiencies and cost savings as well as pricing pressures — in both onsite and offshore realization put greater pressures on revenues and margins in the last fiscal year and are expected to track lower for some time.

The US market is under increasing pressure from general economic conditions as growth diminishes. US spending on off-shore services have slowed down in the face of these market conditions as well as the adoption of protectionist measures by policy makers. CyberTech is also subject to the threats of competing against much larger International IT service providers, the large global Indian IT service providers and more entrenched US and Global System integrators, many of which also provide services to established markets on an offshore basis. The good news is that, global sourcing is expected to increase as focus on cost and 'value' increases with buyers "stretching the dollar" to include greater value delivery.

As with other Indian IT Services companies, other general threats to the business continue to include competition among Information and Technology units in India for talented people, which has resulted in rising employee compensation packages and shrinking margins available to IT Companies. We are also seeing a potential backlash in the US from the increasing loss of employment due to outsourced services overseas, resulting in an impact on the country's immigration enforcement procedures.

5. OUTLOOK AND RISKS

Outlook

During the year GeoCivic ® Property Tax Management development got completed and capitalized in the books. This decision is based on the initial market study and ongoing mission mode projects of Government of India like Smart cities and Amrut (formerly known as JNNURM) and exposure to the domain area. GeoCivic ® is currently under implementation with some of the Municipal Corporations and the awareness and visibility is being created for brand GeoCivic® and GeoCivic® specifications are part of many tenders floating across many municipal corporations. Many Municipal corporations have shown interest in implementation of this application to leverage their geographic intelligence and to optimize civic planning and development.



Considering the amount of interest shown by these Local Civic Bodies, your Company expects to grow its business in this area considerably in the next few years.

The Company maintains its focus on the Public sector and Enterprise SAP and GIS custom technology applications. It is expected that its strengthened relationships and alliances with partners such as SAP, Microsoft, IBM, and ESRI will continue to lead to business and revenue growth and increasing profitability with a continued focus on offshore revenue as and when the global market improves.

Risks:

Risk management program involves risk identification, assessment and risk mitigation. The Company has evolved following business units.

1. India BU
2. GIS BU
3. AMO BU

Each BU has been given full operational freedom to improve the business but their margins are constantly monitored by the Management and Board of Directors and Executive Committee. Each BU has been given targets and means by way of budgets to improve their efficiency and healthy strategic growth of the Company.

Some of the key strategic risks the Company faces, their impact and corresponding risk mitigation actions undertaken by the Company are discussed in the table:

Key Risks	Impact on CyberTech	Mitigation
Lack of Diversification	The Company's potential for growth is driven by one market segment, namely IT services, with a focus on several technology areas.	Company management has purposely remained focused in the near term as opposed to spreading its manpower too thin to achieve its goals. The Company is also taking measures to change the perspective from the pure services providers Company to market Product and IPs.
Excessive dependence on one geographic segment	A large percentage of Company's revenue comes from USA, heavy dependence on this one geographic segment could lead to volatility because of the economic and political situation there.	The Company has successfully penetrated into the local Indian market apart from the operations established in USA. It is exploring the possibilities to penetrate its Geoshield Product in other countries.
Legal and Statutory Risks	The Company's international operations are subject to local legal and statutory risks including compliance with local laws and regulations, one of which is compliance with immigration laws and regulations, which may change from time-to-time. Other risks include contractual risks when delivering complex technology solutions.	As of the date of this report, the Company is not aware of any noncompliance with local laws or regulations that would have a material impact on Financial Statements.
Risk of attracting and retaining of IT Professionals in a highly competitive environment	In the IT services industry, people are the most valuable assets. Attrition of the key technical talent is one of the major risks.	The Company reviews its compensation policies regularly to determine that compensation is competitive with the market conditions. The Company also determines that there is a defined career path for all employees and the work environment provided to all employees is very competitive and is of very high standard.
Currency Risk	The changes in currency rate between Indian Rupees and US dollars have been a major cause of concern. The fluctuation of rates coupled with the shocks emerging from various parts of the world relating to the economic meltdown has increased the currency risk.	The Company has framed its hedging policy and Management and the Board of Directors monitor the currency position from time to time.

6. INTERNAL CONTROL SYSTEM & THEIR ADEQUACY

The Company has Internal Control procedures commensurate with its size and nature of the business. These business procedures ensure optimum use and protection of the resources and compliance with the policies, procedures and statutes.

The Internal Control Systems provide for well-defined policies, guidelines and authorizations and approval procedures. The operation and monitoring of the system of internal control is entrusted to employees who possess the necessary skills, technical knowledge, understanding of the Company, industries and markets in which it operates.

An Independent Audit Committee, on quarterly basis, reviews adequacy and effectiveness of internal controls and provides observations/ recommendations. The discussions are also made with Internal Auditors and the Internal Audit Report is also reviewed by the Committee.

7. FINANCIAL CONDITION

Your Company had consolidated revenues of ₹ 77.18 Crores and ₹2.33 Crores net income in the current year. We expect to achieve significant growth in revenue and net income in the coming years. The detailed financial condition is stated in Board's Report which forms part of Annual Report.

8. CAUTIONARY STATEMENT

Statements in this document/discussion relating to future status, events, or circumstances, including but not limited to statements describing the Company's objectives, projections, estimates and expectations maybe 'forward looking statements' within the meaning of applicable laws and regulations. Such statements are subject to numerous risks and uncertainties and are not necessarily predictive of future results. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic developments, particularly in the USA & improvements in the state of Information Technology Services markets, changes in the Government regulations in India & USA, tax laws & other incidental factors.



REPORT ON CORPORATE GOVERNANCE

We are pleased to submit hereunder a detailed report on Corporate Governance for the financial year ended on 31st March, 2016, as stipulated in Clause 49 of the Listing Agreement of the Company with stock exchanges for the period 01st April, 2015 to 30th November, 2015 and as per relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") as referred to in Regulation 15(1), 34(3) read with Schedule V of SEBI (LODR) Regulations, 2015 for the period 01st December, 2015 to 31st March, 2016.

1. Company's Philosophy on Code of Corporate Governance

Since inception, CyberTech Systems and Software Limited (CyberTech/Company) has been adopting best practices in the area of Corporate Governance as a means of effectively protecting and enhancing shareholders' value. CyberTech continues to focus on delivering predictable revenues with consequential profits. It would be our endeavour to nurture sustained growth with increased profit margins and enhanced shareholder value. CyberTech believes that transparency in operations strengthens investors' confidence. Keeping this in view, the responsibility for upholding high standards of corporate governance lies with the Board and the various Committees of the Board. Details of corporate governance practices followed in CyberTech are detailed hereunder:

2. Board of Directors

a. Composition

The Board has an optimum combination of Executive and Non-Executive Directors and is in conformity with the requirements of Regulation 17 of the SEBI (LODR), Regulations, 2015. All Directors are competent and experienced personalities in their respective fields.

During the year under review, following changes took place in the Composition of the Board:

- Mr. Prakash Kenjale (DIN: 00202324) resigned from the position of Independent Director w.e.f. 16th November, 2015; and
- Mr. Ramasubramanian Sankaran was re-appointed as the Executive Director (In whole-time employment) of the Company for a period of three years commencing from 04th August, 2015 to 03rd August, 2018.

The Composition of the Board, details of other Directorships, committee positions as on 31st March, 2016 are given in the table below:

Sr. No.	Name	Directors Identification Number (DIN)	Category of Directorship	No. of Directorships held (including CSSL)#	No. of Membership/Chairmanship in Board Committees (including CSSL)@	
					Chairman	Member
1.	Mr. Viswanath Tadimety	00008106	Non-Executive Chairman and Promoter Director	1	NIL	NIL
2.	Mr. Ramasubramanian Sankaran	05350841	Executive Director	1	NIL	1
3.	Mr. Steven Jeske	01964333	Non-Executive and Non-Independent Director	1	NIL	NIL
4.	Ms. Amogha Tadimety	06952042	Non-Executive and Non-Independent Director	1	NIL	NIL
5.	Mr. Sudhir Joshi	00349597	Non-Executive and Independent Director	4	2	3
6.	Mr. M.P. Bharucha	00361911	Non-Executive and Independent Director	5	NIL	NIL
7.	Dr. Shreepad Karmalkar	03273896	Non-Executive and Independent Director	1	NIL	2

8.	Dr. N.L. Sarda	00147782	Non-Executive and Independent Director	6	1	3
9.	Mr. A.V. Rajwade	00007232	Non-Executive and Independent Director	3	NIL	2
10.	Mr. Prakash Kenjale*	00202324	Non-Executive and Independent Director	NIL	NIL	NIL

*Mr. Prakash Kenjale (DIN: 00202324) resigned from the position of Independent Director w.e.f. 16th November, 2015

#Number of Directorships held excludes directorships in foreign companies, companies under Section 8 of the Companies Act, 2013 (earlier Section 25 of the Companies Act, 1956) and alternate directorships.

@Only covers Membership/Chairmanship of Audit Committee and Stakeholders' Relationship Committee of Listed and Unlisted Public Limited Companies.

The Board met 4 times during the year under review. The date of the Board Meetings and attendance thereat are furnished hereunder:

Date of Board Meeting	May 26, 2015	August 13, 2015	November 6, 2015	February 4, 2016
Board Strength	10	10	10	9*
No. of Directors Present	9	9	9	7

*Mr. Prakash Kenjale (DIN:00202324) resigned from the position of Independent Director w.e.f. 16th November, 2015

b. Attendance of individual Directors at the Board Meetings and last AGM:

Name of Director	No. of Board Meetings held during year	No. of Board Meetings attended	Attendance at last AGM
Mr. Viswanath Tadimety	4	4	Attended
Mr. Ramasubramanian Sankaran	4	4	Attended
Mr. Sudhir Joshi	4	3	Attended
Mr. Prakash Kenjale\$	3	3	Not Attended
Mr. Steven Jeske®	4	4	Not Attended
Mr. M.P. Bharucha	4	3	Attended
Dr. Shreepad Karmalkar	4	1	Not Attended
Ms. Amogha Tadimety®	4	4	Not Attended
Dr. N.L. Sarda	4	4	Not Attended
Mr. A.V. Rajwade	4	4	Attended

@ Attended in person and/or through audio visual means

\$ Mr. Prakash Kenjale ceased to be a director by resignation with effect from 16.11.2015

None of the Directors on the Board is a Member of more than 10 Board Committees and a Chairman of more than 5 such Committees, across all Companies in which he/she is a Director.

Further, in compliance with Regulation 25(1) of SEBI (LODR) Regulations, 2015, none of the Independent Directors hold directorship in more than seven listed companies.

c. Inter-se relationships amongst directors

As on 31st March, 2016, there is no inter-se relationship among the Directors except Ms. Amogha Tadimety inducted on the Board w.e.f. 30th September, 2014 is Daughter of Mr. Viswanath Tadimety, Non-Executive Chairman and Promoter Director.



d. Number of Shares and Convertible instruments held by Non-Executive Directors:

The following Non-Executive Directors are holding Shares and Convertible Instruments of the Company as on 31st March, 2016:

S.No.	Name of Director	No. of Shares held
1.	Mr. Viswanath Tadimety	56,13,350
2.	Ms. Amogha Tadimety	2,54,320
3.	Mr. Steven Jeske	24,31,433

e. Independent Directors

The Independent Directors fulfill the criteria of independence as given under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and have given declaration of independence. The Draft Letter of Appointment of Independent Directors is available on the website of the Company www.cybertech.com.

During the year under review, a separate meeting of Independent Directors was held on March 31, 2016.

f. Familiarisation Programme:

The Company has in place Familiarisation Programme for Independent Directors to familiarize them about the Company and their role, rights and responsibilities in the Company. The Familiarisation Programme and details of Familiarisation Programme imparted during 2015-16 are uploaded on the website of the Company and can be accessed through [web-link:http://www.cybertech.com/financialReports/Familiarization_Program_for_Independent_Directors.pdf](http://www.cybertech.com/financialReports/Familiarization_Program_for_Independent_Directors.pdf)

3. Audit Committee

a) Terms of Reference

The scope and terms of reference of the committee inter alia includes following:

Financial Reporting and Related Processes:

- Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public;
- Reviewing with the Management the quarterly unaudited financial statements and Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies, if any and major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the financial statements and/ or recommendation, if any, made by the Statutory Auditors in this regard;
- Reviewing the Management Discussion & Analysis of financial and operational performance; and
- Scrutiny of inter-corporate loans and investments, if any.

Internal Controls and Governance Processes:

- Review the adequacy and effectiveness of the Company's internal control system. Review and discuss with management the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure;
- Review adequacy of internal audit function, internal audit reports and discussion with Internal Auditors on significant findings and follow-up thereon;
- To oversee and review the functioning of a Vigil Mechanism and to review findings of investigation into cases of material nature and the actions taken in respect thereof; and
- Approval and Review of Related Party Transactions.

Audit & Auditors

- Review the scope of the Statutory Auditors, the annual audit plan and the internal audit plan with a view to ensure adequate coverage;
- Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Management's response thereto;
- Review and recommend to the Board appointment/re-appointment of the Statutory Auditors, Internal Auditors; and
- Fixation of Statutory Audit Fees and approval of such other services to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Companies Act, 2013 and payment for such services.

b) Composition and Meetings:

As on 31st March, 2016, the Audit Committee comprises of Four Directors/ Members. All the Members of the Audit Committee are qualified, experienced and possess sound knowledge of finance, accounting practices and Internal Controls.

During the year under review, 4 meetings were held viz., on May 26, 2015, August 13, 2015, November 6, 2015 and February 4, 2016.

The Composition of Audit Committee and details of attendance of the members during the year 2015-16 are as under:

S. No.	Name	Designation & Category	No. of Meetings attended
1	Mr. Sudhir Joshi	Chairman, Independent Director	3
2	Dr. N.L. Sarda	Member, Independent Director	4
3	Dr. Shreepad Karmalkar	Member, Independent Director	1
4	Mr. Anant V. Rajwade*	Member, Independent Director	4

*Mr. Anant V. Rajwade has been appointed as Member of Audit Committee w.e.f. May 26, 2015

The representatives of the Statutory Auditors, Internal Auditors, and Chief Financial Officer are permanent invitees to the Audit Committee Meetings and they attend the meetings.

Mr. Sudhir Joshi, Chairman of the Audit Committee attended the last Annual General Meeting and responded to the queries raised by the shareholders.

4. Nomination and Remuneration Committee

In compliance with Section 178 of the Companies Act, 2013, erstwhile Listing Agreement and SEBI (LODR) Regulations, 2015, the Board has constituted the Nomination and Remuneration Committee ("NRC").

a) The terms of reference of the Committee inter alia, includes:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel (KMP) and other employees;
- Lay down criteria for identifying and selection of candidates for appointment as Directors/ Independent Directors and KMP and other Senior Management positions;
- To recommend to the Board, appointment, removal of Directors, Senior Management Personnel and KMP in accordance with the criteria laid down;
- Succession planning of the Board of Directors and Senior Management Employees;
- Recommendation to the Board on remuneration of Managing Director/Executive Directors/KMP and also revision in remuneration;
- Formulation of the criteria for evaluation of performance of every Director and carry out performance evaluation of Directors and to recommend to the Board on whether to extend or continue the term of appointment of Independent Directors;
- Devising a policy on Board Diversity;
- Formulate and review the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- To devise and recommend to the Board, a Scheme for granting stock options to the employees of the Company; and
- To frame suitable regulations for ensuring proper administration and superintendence of the Employees Stock Option Plan (ESOP) Scheme. The Committee submits its recommendation to the Board of Directors from time to time indicating details of eligible employees to whom options under ESOP would be granted.

b) Nomination and Remuneration Policy

The Company has formed a Nomination and Remuneration policy and the same has been placed on the website of the Company namely www.cybertech.com.

c) Composition and Meetings:

During the year under review, two meetings of the Nomination and Remuneration Committee were held on May 26, 2015 & February 25, 2016.

The Composition of the Nomination and Remuneration Committee and details of attendance of the members during the year 2015-16 are as under:

S. No.	Name	Designation & Category	No. of Meetings attended
1	Mr. Sudhir Joshi	Chairman, Independent Director	Nil
2	Dr. N.L. Sarda	Member, Independent Director	2
3	Dr. Shreepad Karmalkar	Member, Independent Director	1
4	Mr. Anant V. Rajwade*	Member, Independent Director	2
5	Mr. M.P. Bharucha	Member, Independent Director	1
6	Mr. Viswanath Tadimety	Member, Non-Independent Director	2

*Mr. Anant V. Rajwade has been appointed as Member of Nomination and Remuneration Committee w.e.f. May 26, 2015.



d) **Performance Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors.

e) **Remuneration to Non- Executive Directors for the Financial Year 2015- 2016:**

Name	Designation	Salary ₹	Commission ₹	Sitting fees ₹	Total (₹)	Notice Period
Mr. Viswanath Tadimety	Chairman	Nil	Nil	2,60,000	2,60,000	Nil
Ms. Amogha Tadimety	Director	Nil	Nil	80,000	80,000	Nil
Mr. Prakash Kenjale	Director	Nil	Nil	60,000	60,000	Nil
Mr. Steven Jeske	Director	Nil	Nil	80,000	80,000	Nil
Mr. Sudhir Joshi	Director	Nil	1,50,000	2,00,000	3,50,000	Nil
Dr. Shreepad Karmalkar	Director	Nil	1,00,000	40,000	1,40,000	Nil
Mr. M.P. Bharucha	Director	Nil	3,00,000	80,000	3,80,000	Nil
Dr. N.L. Sarda	Director	Nil	1,50,000	2,40,000	3,90,000	Nil
Mr. Anant.V. Rajwade	Director	Nil	Nil	3,40,000	3,40,000	Nil

Remuneration paid to Executive Director & CFO

The remuneration paid to Mr. Ramasubramanian Sankaran during the financial year 2015-16 is as follows:

Particulars	Amount (₹)
Salary	43,91,672
Total	43,91,672

As per ESOP scheme, 5,00,000 Equity Shares were granted to Mr. Ramasubramanian Sankaran, out of which 1,00,000 Equity Shares have been vested on 31st March, 2016 and the same can be exercised within 7 years from the date of grant or termination of the Scheme, whichever is earlier.

There is no separate provision for payment of severance fees.

Notice period is 3 Months as per terms of appointment.

Remuneration paid to Company Secretary

The remuneration paid to Mr. Sateesh Wadagbalkar, Company Secretary of the Company during the financial year 2015-16 is ₹ 11,23,658/-

There is no separate provision for payment of severance fees.

Notice period is as per the Nomination and Remuneration Policy of the Company.

5. **Stakeholders' Relationship Committee**

Composition & Meetings

The Board has constituted Stakeholders' Relationship Committee inter alia to consider and review the complaints received from shareholders. Details of share transfers/ transmissions approved by the Committee are placed at the Board Meetings from time to time. The Board has delegated the authority to allot Equity Shares against the Stock Options exercised by the employees/ directors, granted to them under the Employees Stock Option Plan (ESOP) of the Company, to the Stakeholders' Grievance Committee.

During the year under review, one meeting of Stakeholders' Relationship Committee was held on February 25, 2016

The composition of Stakeholders' Relationship Committee and details of attendance of the Members during the year 2015-16 is as under:

S. No.	Name	Designation & Category	No. of Meeting attended
1	Mr. Sudhir Joshi	Chairman, Independent Director	Nil
2	Dr. N.L. Sarda	Member, Independent Director	1
3	Dr. Shreepad Karmalkar	Member, Independent Director	Nil
4	Mr. Anant V. Rajwade*	Member, Independent Director	1
5	Mr. Ramasubramanian Sankaran	Member, Independent Director	1

*Mr. Anant V. Rajwade has been appointed as Member of Stakeholders' Relationship Committee w.e.f. May 26, 2015.

The Company Secretary acts as the Secretary of the committee.

The Company has one investor complaint outstanding as on date, which is sub-judice.

Exclusive e-mail id for Investor Grievances: cssl.investors@cybertech.com.

6. Corporate Social Responsibility Committee

In compliance with Section 135 of the Companies Act, 2013, the Board has constituted the "Corporate Social Responsibility Committee". The terms of reference of CSR Committee includes formulating and recommending to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, recommend the amount of expenditure to be incurred on the CSR activities, provide guidance on various CSR activities to be undertaken by the Company and monitor the CSR Policy of the Company from time to time.

During the year under review, the CSR Committee met once on 25th February, 2016.

The composition of Corporate Social Responsibility Committee and details of attendance of the Members during the year 2015-16 is as under:

S. No.	Name	Designation & Category	Attendance
1	Mr. Sudhir Joshi	Chairman, Independent Director	Nil
2	Dr. N.L. Sarda	Member, Independent Director	1
3.	Mr. Viswanath Tadimety	Member, Non-Independent Director	1
4.	Mr. Ramasubramanian Sankaran	Member, Non-Independent Director	1

A Report on CSR is provided in Board's Report.

7. General Body meetings

i. Location and time, where last three AGMs were held

Year	Venue	Date	Time	Special Resolutions passed
2012-13	'CyberTech House' Plot No. B-63/64/65 Road No. 21/34, J. B. Sawant Marg, MIDC, Wagale Estate, Thane (West)-400604	September 30, 2013	04.00 p.m.	Nil
2013-14	'CyberTech House' Plot No. B-63/64/65 Road No. 21/34, J. B. Sawant Marg, MIDC, Wagale Estate, Thane (West)- 400604	September 30, 2014	04.00 p.m.	(1) Approval for holding the office of profit by Mr. Steven Jeske as Director in CyberTech Systems and Software Inc. U.S.A (2) Approval for holding the office of profit by Mr. Viswanath Tadimety as Director in CyberTech Systems and Software Inc. U.S.A. (3) Issue of Securities under Employee Stock Option Scheme (4) Issue of Securities under Employee Stock Option Scheme (ESOS) to the employees and directors of holding and subsidiary companies and other persons
2014-15	CyberTech House' Plot No. B-63/64/65 Road No. 21/34, J. B. Sawant Marg, MIDC, Wagale Estate, Thane (West)-400604	September 30, 2015	03.30 p.m.	(1) Re-appointment of Mr. Ramasubramanian Sankaran (DIN: 05350841) as an Executive Director of the Company. (2) Ratification of the Remuneration paid to Mr. Ramasubramanian Sankaran, Executive Director of the Company. (3) Payment of Commission to Independent Directors



During the F.Y. 2015-16, no resolution was passed by way of postal ballot.

During the year under review no Extra-Ordinary General Meeting was held.

8. **Disclosures**

(1) **Penalties/Strictures**

No penalty or stricture has been imposed on the Company by the Stock Exchanges or SEBI on any matter related to the capital markets, during the last three years. However, during the year 2013-14, Reserve Bank of India levied a penalty of ₹3,97,800/- for compounding the offence under Regulation 2(ii) Foreign Exchange Management (Transfer or Issue of Security by a person Resident outside India) Regulation 2000 notified vide Notification No. FEMA-20/2000-RB dated 3rd May 2000).

(2) **Related Party Transactions**

The Company has adopted the Related Party Transaction Policy which is available on the website of the Company www.cybertech.com and can be accessed at weblink: http://www.cybertech.com/financialReports/corporatePolicies/Related_Party_Transaction_Policy.pdf

The details of all significant transactions with related parties are periodically placed before the Audit Committee. The Company has entered into related party transaction as set out in notes to accounts, which do not have potential conflict with the interests of Company at large.

(3) **Subsidiary**

During the year under review, the Company has material subsidiary as per the criteria specified in erstwhile Listing Agreement and SEBI (LODR) Regulations, 2015. Further, the Company has adopted a policy on material subsidiaries and the same is uploaded on the website of the Company which can be accessed through the web-link http://www.cybertech.com/financialReports/corporatePolicies/Policy_on_Material_Subsiidiary.pdf

(4) **Vigil Mechanism / Whistle Blower Policy**

In line with Companies Act, 2013, erstwhile Listing Agreement and SEBI (LODR) Regulations, 2015, the Company has formulated Vigil Mechanism/Whistle Blower to report concerns about unethical behaviour, actual or suspected incidents of fraud or violation of Code of Conduct, that could adversely impact the Company's operations, business performance and/ or reputation, in a secure and confidential manner. The Vigil Mechanism/ Whistle Blower Policy has been placed on the website of the Company and web-link thereto is: http://www.cybertech.com/financialReports/corporatePolicies/Vigil_Mechanism_Policy.pdf

9. **Compliance with Mandatory and Non-Mandatory Requirements**

The Company has complied with all the mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable.

Non-Mandatory Requirements

Particulars	Status
A. The Board -Non Executive Chairperson may be entitled to maintain a chairperson's office at the listed entity's expense and also allowed reimbursement of expenses incurred in performance of his duties.	Complied
B. Shareholder Right A Half- Yearly declaration of financial performance including summary of significant events in last six-months, may be sent to each household of shareholders	Complied, as the Company's half-yearly results are published in leading English and Marathi newspaper and also uploaded on the website of the Company, hence, the same need not be sent to the shareholders of the Company
C. Modified opinion in audit report The listed entity may move towards a regime of financial statements with unmodified opinion	Complied, there are no qualification the Audit Report
D. Separate posts of chairperson and chief executive officer The listed entity may appoint separate persons to the posts of chairperson and managing director or chief executive officer	Not Applicable, as there is no chief executive officer in the Company.
E. Reporting of internal auditor The internal auditor may report directly to the audit committee	Complied, The Internal Auditors of the Company are present in each Audit Committee and directly interacts with Audit Committee Members.

10. Non-Compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of Schedule V of the SEBI (LODR) Regulations, 2015.

There are no non-compliances of any requirements of Corporate Governance Report of sub-para (2) to (10) mentioned in schedule V of the SEBI (LODR) Regulations, 2015.

11. The Company has complied with Corporate Governance Requirements specified in regulation 17 to 27 to the extent applicable and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (LODR) Regulations, 2015**12. Disclosure of Accounting Treatment**

The financial statements are prepared on accrual basis of accounting in accordance with Indian GAAP, provisions of the Companies Act, 2013 (the Act) and comply in material aspects with the accounting standards, notified under Section 133 of the Act read with the Companies (Accounting Standard) Rules, 2014.

13. Model Code of Conduct for Directors and Senior Management Team

The Company has adopted a Code of Conduct applicable to all its Directors and members of the Senior Management which is in consonance with the requirements of Erstwhile Listing Agreement and SEBI (LODR) Regulations, 2015. The said code is available on the website of the Company and can be accessed through web-link [http://www.cybertech.com/financialReports/corporatePolicies/Code of Conduct for Directors and Key Managerial Personnel.pdf](http://www.cybertech.com/financialReports/corporatePolicies/Code%20of%20Conduct%20for%20Directors%20and%20Key%20Managerial%20Personnel.pdf).

All the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct of the Company for the year ended 31st March, 2016. A declaration to this effect signed by Mr. Ramasubramanian S., Executive Director of the Company forms part of this Report as **Annexure 1**.

14. CEO/CFO Certification

In terms of requirement of Regulation 17(8) of SEBI (LODR) Regulations, 2015, Mr. Viswanath Tadimety, Chairman and Mr. Ramasubramanian Sankaran, Chief Financial Officer have furnished certificate to the Board in the prescribed format. The certificate has been reviewed by the Audit Committee and taken on record by the Board at the meeting held on May 19, 2016.

15. Directors' Responsibility Statement

The Directors' Responsibility Statement signed by all the Directors which is included in Board's Report for F.Y. 2015-16 was reviewed by Audit Committee at its meeting held on August 02, 2016.

16. Reconciliation of Share Capital Audit Report

In terms of the provisions of Clause 55A of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practising Company Secretary with a view to reconcile the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and those held in physical form with the total issued, paid up and listed capital of the Company. The audit report, inter alia, confirms that the Register of Members is duly updated and that demat/remat requests were confirmed within stipulated time etc. The said report is also submitted to BSE Limited and National Stock Exchange of India Limited.

17. Risk Management

The risk assessment and minimization procedures are in place and the Board is regularly informed about the business risks and the steps taken to mitigate the same. The Details with respect to Forward Exchange Contracts and Foreign Exchange Cover are covered in Note No. 30 of Notes to Financial Statements.

18. Code for Prevention of Insider Trading

The Company has adopted a code of conduct to regulate, monitor and report trading by insiders for prevention of Insider Trading in the shares of the Company. The code, inter-alia, prohibits purchase / sale of shares of the Company by Directors and designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

19. Means of Communication

Website: The Company's website www.cybertech.com contains inter alia the updated information pertaining to quarterly, half-yearly and annual financial results, annual reports, official press releases, the investor/ analysts presentations, details of investor calls and meets, shareholding pattern, important announcements. The said information is available in an user friendly and downloadable form.

Financial Results: The quarterly, half yearly and annual financial results of the Company are submitted to BSE Limited and National Stock Exchange of India Limited after approval of the Board of Directors of the Company. The results of the Company are published in one English daily newspaper (Free Press Journal) and one Marathi newspaper (Navshakti) within 48 hours of approval thereof.

Annual Report: Annual Report containing inter alia Standalone Financial Statements, Consolidated Financial Statements, Board's Report, Auditors' Report, Corporate Governance Report is circulated to the members and others entitled thereto and is also available on website of the Company.



Designated Exclusive Email ID: The Company has designated Email Id cssl.investors@cybertech.com exclusively for shareholder/investor servicing.

SCORES (SEBI Complaints Redressal System): SEBI has commenced processing of investor complaints in a centralized web based complaints redress system i.e., SCORES. The Company uses SCORES as a platform for communication between SEBI and the Company.

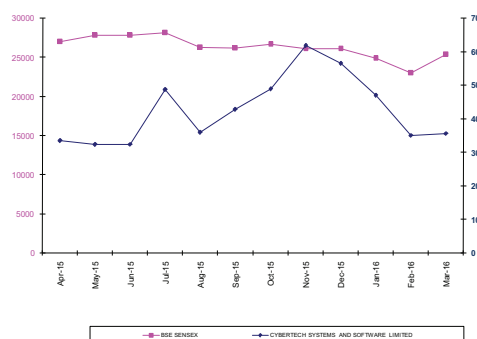
Uploading on NEAPS & BSE Listing Centre: The quarterly results, quarterly compliances and all other corporate communications to the Stock Exchanges are filed electronically on NEAPS for NSE and on BSE Listing Centre for BSE.

Email: The financial results of the Company along with press release and investor presentation, if any, are sent by email to the shareholders who have registered their email id with the Company or Depository Participant.

There are no shares lying in demat suspense Account or unclaimed suspense account, hence the disclosure with respect to the same is not applicable.

20. General Shareholder information:

- a. Annual General Meeting : September 30, 2016
- b. Time : 04:30 p.m.
- c. Venue : CyberTech House, Plot No. B – 63/64/65, Road No. 21/34,
J. B. Sawant Marg, MIDC, Wagale Estate, Thane – 400 6004.
- d. Financial Year : April 01, 2015 to March 31, 2016
- e. Financial Reporting for:
 - Quarter ending June 30, 2016 : Second week of August, 2016
 - Half-year ending September 30, 2016 : Second week of November, 2016
 - Quarter ending December 31, 2016 : Second week of February, 2017
 - Year ending March 31, 2017 : End May, 2017
- f. Listing on Stock Exchange : (i) BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
(ii) The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051
Annual Listing Fees have been paid to both stock exchanges for the year 2015-16.
The Company has paid the annual Custody Fees to Central Depository Services (India) Limited and National Securities Depository Limited for the year 2015-16.
The Company has executed fresh Listing Agreement under SEBI (LODR) Regulations, 2015 within the prescribed time.
- g. Date of book closure : September 24, 2016 to September 30, 2016 (both days inclusive)
- h. Dividend Payment : Dividend, if approved at the AGM shall be paid/credited on or after October 26, 2016
- i. **Performance in comparison of broad based indices such as BSE, Sensex, CRISIL, Index, etc.**



- j. Listing on Stock Exchanges and Code :
 (i) The BSE Limited: 532173
 (ii) National Stock Exchange of India Limited: CYBERTECH
- k. Market Price Data : High, Low during each month in last financial year

Month	BSE		NSE	
	High	Low	High	Low
April 2015	41.15	27.50	41.00	28.10
May 2015	35.75	31.00	36.70	30.00
June 2015	39.49	25.30	39.50	25.05
July 2015	58.90	31.70	59.00	31.00
August 2015	51.50	35.05	52.00	35.20
September 2015	43.35	32.10	43.75	31.75
October 2015	58.85	42.65	59.00	42.00
November 2015	69.30	46.05	69.35	43.95
December 2015	63.10	48.30	63.25	47.50
January 2016	64.70	41.75	64.50	41.50
February 2016	48.60	32.50	48.85	32.25
March 2016	40.00	34.20	40.50	34.20

- l. Registrar and Transfer Agents : Link Intime India Private Limited (formerly known as Intime Spectrum Registry Limited) C 12, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (West), Mumbai -400 078.
- m. Share transfer system: Transfer of Equity Shares in dematerialized form is done through the depositories without any involvement of the Company. Share transfers in physical form are processed by Link Intime India Private Limited, Registrar & Transfer Agents and the share certificates are generally returned to the transferee(s) within a period of fifteen days from the date of receipt of transfer documents provided that the transfer documents are complete in all respects. The Board has constituted Share Transfer Committee which approves share transfers, transmission, issue of duplicate share certificates etc. on a weekly basis. In terms of Regulation 40(9) of SEBI (LODR) Regulations, 2015, every six months, a Company Secretary in practice undertakes audit of the share transfer related activities and the compliance certificate issued upon audit is submitted to BSE and NSE.
- n. Distribution of shareholding :

Categories of Shareholders as on March 31, 2016

Category of Shareholder	Number of Shareholders	% of Shareholders	Number of Shares held	% of Shareholding
Promoter & Promoter Group	11	38.05	1,02,25,661	56.71
Public	10787	61.95	1,66,45,682	43.29
Total	10,798	100.00	2,68,71,343	100.00

Distribution of Shareholding as on March 31, 2016

Category of Shareholder	Number of Shareholders	% of Shareholders	Number of Shares held	% of \Shareholding
1 – 500	8721	80.7650	1320415	4.9138
501 – 1000	971	8.9924	809675	3.0132
1001 – 2000	517	4.7879	785085	2.9216
2001 – 3000	165	1.5281	411942	1.5330
3001 – 4000	84	0.7779	297945	1.1088
4001 – 5000	81	0.7501	378802	1.4097
5001 – 10000	100	0.9261	716585	2.6667
10001 & above	159	1.4725	22150894	82.4331
Total	10,798	100.00	2,68,71,343	100.00



- o. Dematerialization of shares and liquidity: As on March 31, 2016, 26,871,343 Equity Shares (76.9924% of total Equity Shares) of the Company are held by the Shareholders in dematerialized form.
- p. Outstanding GDRs /ADRs /Warrants or any Convertible instruments, Conversion date and likely impact on equity : The Company has not issued any GDRs /ADRs/ or convertible instruments.
- q. Plant Locations : Not applicable
- r. Address for correspondence: CyberTech House, Plot No. B-63/64/65, Road No. 21/34, J.B. Sawant Marg, MIDC, Wagale Estate, Thane (West) – 400 604.

Corporate Governance Certificate

To
The Members of
CyberTech Systems and Software Limited

We have examined the compliance of conditions of Corporate Governance by CyberTech Systems and Software Limited ("Company") stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges for the period from April 01, 2015 to November 30, 2015 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from December 01, 2015 up to March 31, 2016.

We have conducted our examination on the basis of the relevant records and documents maintained by the Company and furnished to us for the purpose of the review and the information and explanations given to us by the Company during the course of such review.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has in all material respect complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For LODHA & CO.
Chartered Accountants
Firm Registration No. 301051E

Sd/-
R . P. Baradiya
Partner
Membership No. 44101

Place: Mumbai
Date 19/05/2016

ANNEXURE I DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

Pursuant to the requirements of SEBI (LODR) Regulations, 2015, I hereby confirm that all the Board members and Senior Management Personnel of CyberTech Systems and Software Limited have affirmed compliance with the Code of Business Conduct and Ethics for the year ended 31st March, 2016.

For CyberTech Systems and Software Limited

Sd/-
Ramasubramanian Sankaran
Executive Director
Din: 05350841

Date: 02nd August, 2016
Place: Thane



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS

CYBERTECH SYSTEMS AND SOFTWARE LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **CYBERTECH SYSTEMS AND SOFTWARE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016 and its profit and cash flows for the year ended on that date.

Emphasis of Matter

Without qualifying, we draw an attention to Note 36 of financial statements regarding the investment of ₹ 15.34 crores made in Cybertech Systems & Software Inc., the wholly owned subsidiary whose networth is substantially eroded. As explained by the management, it being a long term and strategic investment and the diminution being temporary therefore, no provisioning has been considered necessary.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraph 3 of the Order.

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to other matter to be included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements- Refer Note 29 (A) to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There has been no delay in transferring amount, required to be transferred, to the Investor Education and Protection Fund by the Company.

For LODHA & CO.
Chartered Accountants
Firm Registration No. 301051E

R. P. Baradiya
Partner
Membership No. 44101

Place : Mumbai
Date : May 19, 2016



“ANNEXURE A”

ANNEXURE REFERRED TO IN PARAGRAPH “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT TO THE MEMBERS OF “THE COMPANY” FOR THE YEAR ENDED 31ST MARCH, 2016

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we state that:

1. 1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
b) All the fixed assets have been physically verified by the management at year end, which is reasonable considering the size and nature of its business. No material discrepancies were noticed on such verification.
c) Based on the information and explanations given to us and on the basis of our examination of our records of the Company, the title deeds of immovable properties are held in the name of the Company.
2. The Company being a service Company, primarily rendering information technology services, it does not hold any physical inventories. Accordingly, the provisions of clause 3(ii) of the Order are not applicable to the Company.
3. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3(iii) of the Order are not applicable to the Company.
4. The Company has not granted any loans, made investments, provided guarantees and security during the year. Accordingly, the provisions of clause 3(iv) of the Order are not applicable to the Company.
5. No deposits within the meaning of directives issued by RBI (Reserve Bank of India) and Sections 73 to 76 or any other relevant provisions of the Act and rules framed there under have been accepted by the Company.
6. According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 148 of the Act in respect of Company's products/services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable to the Company.
7. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income- tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to the Company with appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.
b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess which have not been deposited on account of any dispute .
8. The Company has not defaulted in repayment of loans or borrowings to banks during the year. The Company has not taken any loans or borrowings from financial institution or debenture holders during the year.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) or term loan during the year. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company.
10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud by or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of such case by the management.

11. According to the information and explanations given to us and based on examination of records of the Company, managerial remuneration has been paid or provided for during the year is in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
13. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, all transactions with the related party are in compliance with Section 177 and 188 of the Act and the details have been disclosed as required by the applicable Accounting Standard in Note 26 to the Financial Statements.
14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, the provisions of clause 3(xiv) of the Order are not applicable to the Company.
15. Based on the information and explanations given to us, the Company has not entered into any non-cash transactions prescribed under Section 192 of the Act with directors or persons connected with them during the year. Therefore, the provisions of clause 3(xv) of the Order are not applicable to the Company.
16. In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Therefore, the provisions of clause 3(xvi) of the Order are not applicable to the Company.

For LODHA & CO.
Chartered Accountants
Firm Registration No. 301051E

R. P. Baradiya
Partner
Membership No. 44101

Place : Mumbai
Date : May 19, 2016



"ANNEXURE B"

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of **CYBERTECH SYSTEMS AND SOFTWARE LIMITED** ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date:

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial

control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For LODHA & CO.
Chartered Accountants
Firm Registration No. 301051E

R. P. Baradiya
Partner
Membership No. 44101

Place : Mumbai
Date : May 19, 2016



BALANCE SHEET AS AT MARCH 31, 2016			
	NOTE NO.	As at March 31, 2016 ₹	As at March 31, 2015 ₹
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	2	268,713,430	267,963,430
Reserves and surplus	3	466,363,706	471,702,314
Non-current liabilities			
Long-term borrowings	4	408,011	819,530
Deferred tax liabilities (Net)	5	25,970,406	14,098,005
Other long term liabilities	6	18,221,050	6,451,200
Current Liabilities			
Short term borrowings	7	106,466,530	54,566,014
Trade payables	8		
-Total outstanding dues of micro enterprises and small enterprises; and		-	-
-Total outstanding dues of creditors other than micro enterprises and small enterprises		34,729,911	35,441,562
Other current liabilities	9	14,502,638	22,063,459
Short term provisions	10	100,995,728	80,966,253
TOTAL		1,036,371,410	954,071,767
ASSETS			
Non current assets			
Fixed assets	11		
Tangible assets		336,283,960	347,137,086
Intangible assets		52,918,674	4,964,419
Capital work-in-progress		75,480,732	71,234,241
Intangible assets under development		-	44,106,653
Non current investments	12	153,403,250	153,403,250
Long-term loans and advances	13	3,601,252	2,678,612
Current Assets			
Current investments	14	89,017,319	89,017,319
Trade receivables	15	201,954,533	193,792,630
Cash and bank balances	16	43,096,347	25,275,295
Short-term loans and advances	17	19,002,943	7,161,030
Other current assets	18	61,612,400	15,301,232
Total		1,036,371,410	954,071,767

Significant Accounting Policies and Notes to Financial Statements

1 to 40

As per our attached report of even date

For Lodha & Co.
Chartered Accountants
Firm Registration No. 301051E

R. P. Baradiya
Membership No. 44101
Partner

Place : Mumbai
Dated : May 19, 2016

Sateesh Wadagbalkar
Company Secretary
MEM.No. A6512

Place : Thane
Dated : May 19, 2016

For and on behalf of the Board of Directors

Ramasubramanian Sankaran
Executive Director & CFO
DIN: 05350841

Sudhir Joshi
Director
DIN: 00349597

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016			
	NOTE NO.	For the year ended March 31, 2016 ₹	For the year ended March 31, 2015 ₹
INCOME			
Revenue from operations	19	443,163,798	396,949,615
Other income	20	37,125,474	43,051,466
TOTAL REVENUE		480,289,272	440,001,081
EXPENSES			
Cost of hardware/software package for service delivery		1,044,953	6,401,191
Employee benefits expense	21	289,781,827	281,957,112
Finance costs	22	8,357,357	5,760,150
Depreciation and amortisation expense	11	32,862,569	22,999,369
Other expenses	23	98,835,111	74,196,134
TOTAL REVENUE		430,881,817	391,313,956
PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX		49,407,455	48,687,125
Exceptional Items	38	-	56,190,650
PROFIT BEFORE TAX		49,407,455	104,877,775
Tax expense			
Current tax		10,600,000	19,200,000
Deferred tax		11,872,401	2,968,594
Income Tax Adjustments for earlier years		191,445	997,665
PROFIT FOR THE YEAR		26,743,609	81,711,516
Basic Earnings per share of face value of ₹10 each		1.00	3.07
Diluted Earnings per share of face value of ₹10 each		0.98	3.02

Significant Accounting Policies and Notes to
Financial Statements

1 to 40

As per our attached report of even date

For Lodha & Co.
Chartered Accountants
Firm Registration No. 301051E

R. P. Baradiya
Membership No. 44101
Partner

Place : Mumbai
Dated : May 19, 2016

Sateesh Wadagbalkar
Company Secretary
MEM.No. A6512

Place : Thane
Dated : May 19, 2016

For and on behalf of the Board of Directors

Ramasubramanian Sankaran
Executive Director and CFO
DIN: 05350841

Sudhir Joshi
Director
DIN: 00349597



CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

	For the year ended March 31, 2016		For the year ended March 31, 2015	
	₹	₹	₹	₹
A. Cash flow from Operating activities				
Profit before tax		49,407,455		104,877,775
Adjustments for :				
Depreciation and amortisation expense	32,862,569		22,999,369	
Unrealised foreign exchange gain	(165,135)		(2,933,670)	
Loss on assets disposed / discarded (Net)	1,340,473		853,941	
Interest income	(4,612,456)		(4,360,804)	
Interest expense	8,357,357		5,760,150	
Provision for doubtful debts	2,315,910		-	
Sundry Balances written back (Net)	(1,208,142)		(12,649,134)	
Profit on Sale of long term and current investments	-		(54,946,973)	
		38,890,576		(45,277,121)
Operating profit before Working Capital changes		88,298,031		59,600,654
Adjustments for :				
Decrease/(Increase) in Trade receivables	(10,477,813)		(26,853,486)	
Decrease/(Increase) in Other receivables	(59,075,721)		(4,977,749)	
Increase/(Decrease) in Trade and other payables	5,179,869		14,017,306	
		(64,373,665)		(17,813,929)
Cash Generated from operations		23,924,366		41,786,725
Direct taxes (paid) refund (net)		10,065,410		(21,000,000)
Net cash generated from operating activities (A)		33,989,776		20,786,725
B. Cash flow from investing activities				
Purchase of fixed assets		(34,394,219)		(96,502,580)
Sale of fixed assets		163,365		336,253
Purchase of current investments		-		(20,000,000)
Sale of current investments		-		135,456,740
Investment in Wholly Owned Subsidiary		-		(47,100,000)
Deposits with Banks		(20,947,955)		(2,236,098)
Interest received		6,168,852		1,971,599
Net cash used in investing activities (B)		(49,009,957)		(28,074,086)

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

	For the year ended March 31, 2016		For the year ended March 31, 2015	
	₹	₹	₹	₹
C. Cash flow from financing activities :				
Proceeds from short term borrowings (Net)		51,900,516		47,360,911
Repayment of long-term borrowings		(411,519)		(44,782,236)
Equity issue (ESOP) proceeds (including securities premium)		1,009,500		5,618,500
Interest paid		(8,360,329)		(5,755,843)
Dividend and Dividend Tax paid thereon		(32,244,890)		(31,025,851)
Net cash generated/(used in) from financing activities (C)		11,893,278		(28,584,519)
Net Increase / (Decrease) in cash & cash equivalents	(A+B+C)	(3,126,903)		(35,871,880)
Cash & cash equivalents (opening)		4,619,416		40,491,296
Cash & cash equivalents (closing)		1,492,513		4,619,416
		(3,126,903)		(35,871,880)

Note

- The above Cash Flow Statement has been prepared using the Indirect Method prescribed by the Accounting Standards (AS) 3 "Cash Flow Statements".
- The previous year's figures have been regrouped/rearranged wherever necessary.

The accompanying notes form an integral part of the financial statements

As per our attached report of even date

For Lodha & Co.
Chartered Accountants
Firm Registration No. 301051E

R. P. Baradiya
Membership No. 44101
Partner

Place : Mumbai
Dated : May 19, 2016

Sateesh Wadagbalkar
Company Secretary
MEM.No. A6512

Place : Thane
Dated : May 19, 2016

For and on behalf of the Board of Directors

Ramasubramanian Sankaran **Sudhir Joshi**
Executive Director and CFO Director
DIN: 05350841 DIN: 00349597



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

Company Overview

CyberTech Systems and Software Limited (the 'Company') was incorporated on January 19, 1995. Along with its subsidiary in USA, Company provides Information Technology services to customers primarily in the USA and India with focus on next-generation geospatial, networking and enterprise IT solutions. The Company offers services that span across all major industries including government, education, utilities, public safety & homeland defense, technology, telecom, retail, healthcare, and manufacturing. The Company is focused on delivering its development and support projects on an offshore basis.

The Company is a public limited company incorporated and domiciled in India and has its registered office in Thane, India. The Company has its primary listings on the BSE Limited and National Stock Exchange in India.

NOTE '1'

SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis.

Use of Estimates

The preparation of financial statements in conformity with Indian Generally Accepted Accounting Principles (GAAP) and Accounting Standards (AS) require the management to make estimates and assumptions that affect the reported income and expenses during the reported period and the reported amounts of assets and liabilities and disclosure of contingent liabilities as of the date of the financial statements. The recognition, measurement, classification or disclosure of an item or information in the financial statements has been made relying on these estimates. Actual results may differ from these estimates. Any revision to the accounting estimates is recognized prospectively.

Revenue Recognition

Income from software development, consulting and customer support services is recognized as and when rendered in accordance with the terms of the contract.

Revenue from fixed price contracts with milestone billings and fixed time frame contracts are recognized as per the proportionate completion method.

Unbilled Revenues

Revenue recognized over and above the billings on a customer is classified as "unbilled revenue".

Fixed Assets and Depreciation / Amortisation

Fixed assets are stated at cost of acquisition less accumulated depreciation.

Leasehold land is amortised over the balance period of lease since acquisition.

Depreciation on tangible fixed assets is provided based on the useful life prescribed under Part C of Schedule II of the Companies Act, 2013.

Intangible assets are amortised over a period of four years.

At each balance sheet date, the Company assesses whether there is any indication that any assets may be impaired. If any such indication exists, the carrying value of such assets is reduced to its recoverable amount and the amount of such impairment loss is charged to Statement of Profit and Loss. If, at the balance sheet date, there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and asset is restated to that effect.

Investments

Long-term investments are valued at cost. However, provision for diminution in the value of such investments, other than temporary, is made to recognize a decline on individual investment basis. Current investments are stated at the lower of cost and fair value.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

Foreign Currency Transactions

- a) Transactions in foreign currency are accounted at the exchange rates prevailing on the date of the transaction. Gains and losses arising out of subsequent fluctuations are accounted for on actual payment / realisation. Gains / losses, if any, at the year end on account of restatement of the monetary assets and liabilities, denominated in foreign currency are dealt with in the Statement of Profit and Loss.
- b) In case of forward exchange contracts, the premium is amortised over the period of the contract. Any profit or loss arising on the cancellation or renewal of a forward exchange contract is recognized as income or expense for the year.

Employee Benefits

- a) Short-term employee benefits :

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc. are recognized at actual amounts due in the period in which the employee renders the related service.

- b) Post-employment benefits:

- i) Defined Contribution Plans:

Payments made to defined contribution plans such as Provident Fund are charged as an expense as they fall due.

- ii) Defined Benefit Plans:

The cost of providing defined benefits i.e. gratuity is determined using the Projected Unit Credit Method with actuarial valuations carried out at the balance sheet date. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss.

- iii) Other long-term employee benefits :

Other long-term employee benefits viz. leave entitlement are recognised as an expense in the Statement of Profit and Loss as and when they accrue. The Company determines the liability using the Projected Unit Credit Method with actuarial valuations carried out as at the balance sheet date. Actuarial gains and losses in respect of such benefits are charged to the Statement of Profit and Loss.

Taxation

Provision for current income tax is made on the basis of the estimated taxable income for the current accounting year in accordance with the Income-tax Act, 1961.

Minimum Alternate Tax (MAT) credit is recognized and carried forward only if there is a reasonable certainty of it being set off against regular tax payable within the stipulated statutory period.

Deferred tax assets are recognized only to the extent that there is reasonable certainty that the assets can be realized in future. However, where there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonably / virtually certain, as the case may be, to be realized.

Borrowing Costs

Borrowing costs directly attributable to acquisition, construction and production of qualifying assets are capitalised as a part of the cost of such asset upto the date of completion. Other borrowing costs are charged to the Statement of Profit and Loss.

Provisions, Contingent Liabilities and Contingent Assets

A provision is made based on reliable estimate when it is possible that an outflow of resources embodying economic benefit will be required to settle an obligation. Contingent liabilities, unless the possibility of outflow of resources embodying economic benefit is remote, are disclosed by way of notes to accounts. Contingent assets are not recognized or disclosed in the financial statements.



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

	As at March 31, 2016 ₹	As at March 31, 2015 ₹
NOTE '2'		
SHARE CAPITAL		
Authorised		
36,000,000 (Previous Year 36,000,000) Equity Shares of ₹10 each	360,000,000	360,000,000
Issued		
26,876,302 (Previous Year 26,801,302) Equity Shares of ₹10 each	268,763,020	268,013,020
Subscribed and paid-up		
26,871,343 (Previous Year 26,796,343) Equity Shares of ₹10 each, fully paid up	268,713,430	267,963,430
[Allotment of 4,959 (Previous year 4,959) bonus shares on 3,967 (Previous year 3,967) Equity shares is pending on account of non-establishment of beneficial ownership by National Securities Depository Limited]		

(a) Reconciliation of Share Capital

Particulars	As at March 31, 2016		As at March 31, 2015	
	No of shares	Amount ₹	No of shares	Amount ₹
At beginning of the year	26,801,302	268,013,020	26,476,302	264,763,020
Addition during the year	75,000	750,000	325,000	3,250,000
Outstanding at the end of the year	26,876,302	268,763,020	26,801,302	268,013,020

(b) Terms/rights attached to equity shares

The Company has only one class of equity shares having a face value of ₹10 per share. Each shareholder has a right to vote in respect of such share, on every resolution placed before the Company and his voting right on a poll shall be in proportion to his share of the paid-up equity capital of the Company. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the Company after payments to secured and unsecured creditors in proportion to their shareholding.

(c) Shareholders holding more than 5% of the equity shares :

Particulars	As at March 31, 2016		As at March 31, 2015	
	No of shares	%	No of shares	%
Viswanath Tadimety	5,613,350	20.89%	5,604,256	20.91%
Steven Jeske	2,431,433	9.05%	2,431,433	9.07%
Indotech Holdings LLC	3,900,000	14.51%	3,900,000	14.55%

d) During the previous five years, the Company has not issued Bonus shares/ bought back shares/issued shares for consideration other than cash.

e) Refer note no. 25 in respect of ESOP.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

	As at March 31, 2016 ₹	As at March 31, 2015 ₹
NOTE '3' RESERVES AND SURPLUS		
Securities Premium Account		
Balance as per last Balance Sheet	167,035,532	164,667,032
Add: Received during the year	259,500	2,368,500
Closing Balance	167,295,032	167,035,532
Surplus		
Opening Balance	304,666,782	263,575,638
Add: Profit for the year	26,743,609	81,711,516
Less: Transitional depreciation adjustments	-	(12,301,716)
Add: Deferred tax adjustments -Transitional depreciation adjustments (Refer Note No 39)	-	3,991,291
Balance available for appropriations	331,410,391	336,976,729
Less: Appropriations during the year		
Proposed Dividend	26,871,343	26,846,343
Tax on Dividend	5,470,374	5,463,604
Closing Balance	299,068,674	304,666,782
	466,363,706	471,702,314
NOTE '4' LONG-TERM BORROWINGS		
Secured		
Vehicle Loan from a Bank (Refer Note below)	408,011	819,530
	408,011	819,530
Notes:		
The Company had taken vehicle loans amounting to ₹800,000 and ₹750,000 are being be paid in 48 and 47 equal monthly installments of ₹20,304 and ₹19,723 each respectively and the final installment will be paid on July 8, 2017 and May 08, 2018 respectively. The loans are secured by hypothecation of the vehicles thus, purchased there against. Interest is paid @10.05% p.a.(Previous Year 10.05%).		
NOTE '5' DEFERRED TAX LIABILITY (NET)		
Deferred tax asset		
Expenses allowable on payments and others	6,740,774	6,197,576
Less: Deferred tax liability		
Difference between book and tax depreciation	32,711,180	20,295,581
Net Deferred tax liability	25,970,406	14,098,005
NOTE '6' OTHER LONG-TERM LIABILITIES		
Security deposits received against leased premises	18,221,050	6,451,200
	18,221,050	6,451,200



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

	As at March 31, 2016 ₹	As at March 31, 2015 ₹
NOTE '7' SHORT-TERM BORROWINGS		
Bank Overdraft- (Refer Note (i) below)	40,985,789	6,900,876
Bank Overdraft- (Refer Note (ii) below)	65,480,741	47,665,138
	106,466,530	54,566,014
Details of Security ii) Bank overdraft is secured by way of exclusive charge on immovable property of the Company at Thane (rental to be credited to Escrow account with the bank). Interest is paid @ base rate + margin i.e. ranging from 11.50% p.a. to 13% p.a. (Previous Year 11.50% p.a. to 13% p.a.) ii) Banks overdraft is secured by pledging of mutual fund units in UTI mutual fund..Interest is paid @ base rate + margin i.e. ranging from 10.50% p.a. to 12% p.a. (Previous year 10.5% to 12%)		
NOTE '8' TRADE PAYABLES		
Total outstanding dues of micro enterprises and small enterprises *	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	34,729,911	35,441,562
Refer Note 31	34,729,911	35,441,562
NOTE '9' OTHER CURRENT LIABILITIES		
Current maturities of long term debt (Refer note no. 4)	411,514	1,368,759
Interest accrued but not due on borrowing	6,055	9,027
Security deposits received	217,011	5,299,450
Statutory dues	4,829,986	2,119,151
Payables for capital expenditure	5,869,861	8,806,439
Income received in advance	820,895	2,119,875
Unclaimed dividend	2,347,316	2,340,758
	14,502,638	22,063,459
NOTE '10' SHORT TERM PROVISIONS		
Provision for employee benefits		
Gratuity (Refer note no. 27)	8,454,209	8,330,929
Leave Entitlement	6,910,816	7,870,862
Income Tax (Net of Advance Tax ₹192,424,419 (Previous Year ₹250,768,842)	53,288,986	32,513,014
Proposed Dividend	26,871,343	26,796,343
Tax on Dividend	5,470,374	5,455,105
	100,995,728	80,966,253

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016**NOTE '11'
FIXED ASSETS**

(Amount in ₹)									
DESCRIPTION	GROSS BLOCK (At Cost)				DEPRECIATION/AMORTISATION			NET BLOCK	
	As at April 1, 2015	Additions during the year	Deductions/ Adjustments during the year	As at March 31, 2016	upto March 31, 2015	for the year	On Deductions/ Adjustments	upto March 31, 2016	As at March 31, 2016
TANGIBLE ASSETS									
Leasehold Land *	3,308,683	-	-	3,308,683	879,516	50,258	-	929,774	2,378,909
Buildings**	252,159,510	2,389,646	-	254,549,156	27,639,155	3,118,035	-	30,757,190	223,791,966
Plant and Equipment	66,776,845	1,535,791	101,523	68,211,113	34,444,717	4,826,412	96,447	39,174,682	29,036,431
Furniture and Fixtures	140,067,871	4,241,574	26,564,222	117,745,223	74,336,111	8,703,046	25,237,170	57,801,987	59,943,236
Vehicles	5,434,648	764,196	-	6,198,844	1,477,409	692,609	-	2,170,018	4,028,826
Office Equipment	8,797,874	97,361	-	8,895,235	4,041,042	815,471	-	4,856,513	4,038,722
Computers	52,158,804	3,976,108	3,503,216	52,631,696	38,749,199	4,148,134	3,331,507	39,565,826	13,065,870
TOTAL (A)	528,704,235	13,004,676	30,168,961	511,539,950	181,567,149	22,353,965	28,665,124	175,255,990	336,283,960
INTANGIBLE ASSETS									
Computer-Software	25,346,526	58,462,859	-	83,809,385	20,382,107	10,508,604	-	30,890,711	52,918,674
TOTAL (B)	25,346,526	58,462,859	-	83,809,385	20,382,107	10,508,604	-	30,890,711	52,918,674
Total (A + B)	554,050,761	71,467,535	30,168,961	595,349,335	201,949,256	32,862,569	28,665,124	206,146,701	389,202,634
CAPITAL WORK IN PROGRESS									
Building under construction									69,662,007
Plant and equipment									3,217,155
Computer									2,601,570
TOTAL (C)									75,480,732
* Land was taken on lease for 66 years from September, 1997									
** Buildings include ₹ 4000 (previous year ₹4000) being the value of 80 (Previous Year 80) shares of ₹50 each in Acme Plaza Premises Co-operative Society Ltd.									



NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

**NOTE '11'
FIXED ASSETS**

(Amount in ₹)											
	GROSS BLOCK (At Cost)					DEPRECIATION/AMORTISATION					NET BLOCK
DESCRIPTION	As at April 1, 2014	Additions during the year	Deductions/ Adjustments during the year	As at March 31, 2015	upto March 31, 2014	for the year	Adjusted against reserves ***	On Deductions/ Adjustments	upto March 31, 2015	As at March 31, 2015	
TANGIBLE ASSETS											
Leasehold Land *	3,308,683	-	-	3,308,683	829,258	50,258	-	-	879,516	2,429,167	
Buildings**	115,543,480	136,616,030	-	252,159,510	23,805,031	3,834,124	-	-	27,639,155	224,520,355	
Plant and Equipment	40,376,704	34,761,815	8,361,674	66,776,845	24,516,172	6,636,623	11,821,259	7,743,780	35,230,274	31,546,571	
Furniture and Fixtures	85,777,624	54,290,247	-	140,067,871	70,025,058	4,057,314	253,739	-	74,336,111	65,731,760	
Vehicles	5,326,006	955,762	847,120	5,434,648	1,582,018	636,809	-	741,418	1,477,409	3,957,239	
Office Equipment	6,314,041	2,483,833	-	8,797,874	2,618,001	637,484	-	-	3,255,485	5,542,389	
Computers	53,388,198	7,753,035	8,982,429	52,158,804	41,703,506	5,334,808	226,718	8,515,833	38,749,199	13,409,605	
TOTAL (A)	310,034,736	236,860,722	18,191,223	528,704,235	165,079,044	21,187,420	12,301,716	17,001,031	181,567,149	347,137,086	
INTANGIBLE ASSETS											
Computer-Software	22,765,444	2,581,082	-	25,346,526	18,570,158	1,811,949	-	-	20,382,107	4,964,419	
TOTAL (B)	22,765,444	2,581,082	-	25,346,526	18,570,158	1,811,949	-	-	20,382,107	4,964,419	
Total (A + B)	332,800,180	239,441,804	18,191,223	554,050,761	183,649,202	22,999,369	12,301,716	17,001,031	201,949,256	352,101,505	
CAPITAL WORK IN PROGRESS											
Building under construction											
Plant and equipment											
70,310,178											
924,063											
TOTAL (C)											
71,234,241											
INTANGIBLE ASSETS UNDER DEVELOPMENT											
Softwares under development											
44,106,653											
TOTAL (D)											
44,106,653											
* Land was taken on lease for 66 years from September, 1997											
** Buildings include ₹ 4000 (previous year ₹4000) being the value of 80 (Previous Year 80) shares of ₹50 each in Acme Plaza Premises Co-operative Society Ltd.											
*** Refer Note No 38											

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016		
	As at March 31, 2016 ₹	As at March 31, 2015 ₹
NOTE ‘12’ NON CURRENT INVESTMENTS Long Term at cost, (Unquoted Fully paid) Trade In Equity-Subsidiaries Cybertech Systems and Software Inc., USA-(Wholly Owned Subsidiary) 1,585,000 (Previous Year 1,585,000) common stocks of USD 0.01 each 1,500,000 (Previous Year 750,000) common stocks of USD 1.00 each	 72,564,500 80,838,750	 72,564,500 80,838,750
	153,403,250	153,403,250
Aggregate amount of unquoted investments	153,403,250	153,403,250
NOTE ‘13’ LONG-TERM LOANS AND ADVANCES (Unsecured, considered good) Capital advances Security deposits Prepaid expenses	- 2,523,274 1,077,978	149,732 2,299,484 229,396
	3,601,252	2,678,612
NOTE ‘14’ CURRENT INVESTMENTS (Unquoted, Fully paid, At cost) Mutual funds UTI Treasury Advantage Fund - Institutional Plan (Growth Option) 7650.55 (Previous Year 7650.55) units of ₹1000 each UTI Fixed Income Interval Fund - Annual Interval Plan Series - I - Institutional Growth Plan 2,996,182.863 (Previous Year 2,996,182.863) units of ₹10 each* UTI - Fixed Income Interval Fund - Annual Interval Plan Series - II - Direct Growth Plan 1,817,113.576 (Previous Year 1,817,113.576) units of ₹10 each*	 13,325,830 45,691,489 30,000,000	 13,325,830 45,691,489 30,000,000
	89,017,319	89,017,319
Aggregate amount of unquoted investments Aggregate repurchase price *Refer Note 7	89,017,319 116,921,269	89,017,319 107,864,504



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

	For the year ended March 31, 2016 ₹	For the year ended March 31, 2015 ₹
NOTE '15' TRADE RECEIVABLES (Unsecured and considered good, unless stated otherwise)		
<u>Outstanding for a period exceeding six months from the date they are due for payment</u>		
Considered good	1,665,768	12,354,706
Considered doubtful	2,315,910	-
	3,981,678	12,354,706
Less: Provision for doubtful debts	(2,315,910)	-
	1,665,768	12,354,706
<u>Other receivables</u>		
Considered good	200,288,765	181,437,924
	201,954,533	193,792,630
NOTE '16' CASH AND BANK BALANCES		
I. Cash and Cash Equivalents		
a) Balances with banks		
- in current accounts	1,351,578	4,537,363
b) Cash on hand	140,935	82,053
	1,492,513	4,619,416
II. Other Bank Balances		
in Unpaid dividend accounts	2,347,316	2,340,758
in Fixed deposit accounts *		
- Deposits with maturity more than 3 months but less than 12 months (including interest accrued ₹1,056,742, Previous Year ₹574,592)	31,815,469	18,019,911
- Deposits with maturity more than 12 months (including interest accrued ₹74,869, Previous Year ₹Nil)	7,441,049	295,210
	41,603,834	20,655,879
	43,096,347	25,275,295
* Fixed Deposits with Banks held as margin money against the following Guarantees issued to Municipal Corporations:	38,124,907	15,851,924
NOTE '17' SHORT-TERM LOANS AND ADVANCES (Unsecured and considered good, unless stated otherwise)		
Advance for supply of goods and rendering of services		
Considered good	8,577,947	1,477,627
Considered doubtful	900,000	900,000
	9,477,947	2,377,627
Less: Provision for doubtful advances	(900,000)	900,000
	8,577,947	1,477,627

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016		
	For the year ended March 31, 2016 ₹	For the year ended March 31, 2015 ₹
Loans and advances to employees	672,534	784,808
Deposits	4,099,027	4,410,442
Balance with Government Authorities	-	126,628
Service Tax Receivable (Net)	5,653,435	361,525
	19,002,943	7,161,030
NOTE '18'		
OTHER CURRENT ASSETS		
Unbilled revenue	35,842,771	4,032,985
Prepaid expenses	6,481,234	8,946,201
Software package for service delivery	16,810,000	-
Other receivables	2,478,395	2,322,046
	61,612,400	15,301,232
NOTE '19'		
REVENUE FROM OPERATIONS		
From Sale of Services		
Information Technology Services	443,163,798	396,949,615
	443,163,798	396,949,615
NOTE '20'		
OTHER INCOME		
Interest on:		
Deposit with banks	2,318,303	1,797,488
Income tax refund	1,965,997	2,501,174
Others	328,156	62,142
	4,612,456	4,360,804
Profit on sale of investments		
Current investments	-	6,742,495
Long-term investments	-	1,149,086
Exchange Gain	11,968,234	10,538,034
Rent Received	20,108,662	18,029,620
Less: Rates and Taxes (directly attributable)	1,563,189	1,665,108
	18,545,473	16,364,512
Sundry credit balances written back (Net)	1,208,142	3,513,876
Miscellaneous income	791,169	382,659
	37,125,474	43,051,466



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

	For the year ended March 31, 2016 ₹	For the year ended March 31, 2015 ₹
NOTE '21'		
EMPLOYEE BENEFITS EXPENSE		
Salaries and wages	283,483,783	288,902,107
Contribution to provident and other funds	2,521,297	2,284,909
Staff welfare expenses (including Group Medical Insurance of ₹4,294,874; Previous year ₹4,065,670)	8,371,278	9,092,602
	294,376,358	300,279,618
Less: Transferred to capital work in progress		
Software under development	4,594,531	18,322,506
	289,781,827	281,957,112
NOTE '22'		
FINANCE COSTS		
Interest on borrowings	8,357,357	5,760,150
	8,357,357	5,760,150
NOTE '23'		
OTHER EXPENSES		
Rent	930,722	998,764
Repairs and Maintenance		
Buildings	2,578,708	1,026,527
Plant & Equipment	6,663,602	5,482,614
Others	1,867,523	2,900,445
	11,109,833	9,409,586
Insurance	530,905	539,693
Rates and Taxes	9,700,627	2,576,447
Travelling & Conveyance	13,172,632	14,857,931
Communication	2,575,171	2,410,386
Electricity Expenses	8,220,038	9,525,653
Professional fees	15,768,341	12,127,461
Software Programming, Consultancy and Development Charges	14,645,504	3,229,010
Auditors' Remuneration		
Audit Fees	700,000	700,000
Tax Audit Fees	125,000	125,000
Certification and Other Services	456,806	102,500
Reimbursement of Expenses	61,480	86,600
	1,343,286	1,014,100

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

	For the year ended March 31, 2016 ₹	For the year ended March 31, 2015 ₹
Security Expenses	3,085,116	2,824,913
Directors' sitting fees/commission	1,830,000	2,000,000
CSR expenses	1,800,000	-
Loss on assets disposed / discarded (Net)	1,340,473	853,941
Provision for Doubtful Debts	2,315,910	-
Miscellaneous Expenses	10,466,553	11,828,249
	98,835,111	74,196,134

NOTE '24'**EARNINGS PER SHARE:**

	For the year ended March 31, 2016	For the year ended March 31, 2015
Basic :		
Profit attributable to the Shareholders (₹)	26,743,609	81,711,516
Weighted average number of Equity Shares outstanding during the year (Nos.)	26,808,679	26,613,611
Nominal Value of Equity Shares (₹)	10	10
Basic Earnings Per Share (₹)	1.00	3.07
Diluted :		
Profit attributable to the Shareholders (₹)	26,743,609	81,711,516
Weighted average number of Equity Shares outstanding during the year (Nos.)	27,415,602	27,080,543
Nominal Value of Equity Shares (₹)	10	10
Diluted Earnings Per Share (₹)	0.98	3.02



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

NOTE '25'

EMPLOYEES STOCK OPTION PLAN (ESOP)

The Company's Employees' Stock Option Scheme - 2007, provides for issue of equity option in each financial year up to 5% (Previous Year 5%) of the outstanding fully paid-up equity capital of the Company as on March 31, 2007 on to eligible employees, and the carry forward of un-allotted options in each of the financial years to the subsequent financial years for grant, in aggregate not exceeding 9,264,970 shares (Previous Year 9,264,970 shares). The Shareholder at their meeting held on September 30, 2014 passed a new ESOP plan 2014. Under new ESOP plan the shareholders has permitted to grant 1,323,567 equity shares to the employees of the Company and to the employees of wholly owned subsidiary viz. CyberTech Systems and Software Inc., USA. The schemes covers directors and the employees of the subsidiaries, apart from the employees and directors of the Company except directors/ employees belonging to promoter group. The options vest in a phased manner over four years with 25% of the grants vesting at the end of each year from the date of grant and the same can be exercised within seven years from the date of the grant at the market price as on the date of the grant. One option is equal to one equity share.

	As at March 31, 2016	As at March 31, 2015
Face Value of Grant	10	10
Grants:		
Outstanding at the beginning	1,025,000	1,200,000
Add: Granted during the year	840,000	200,000
Less: Exercised during the year	75,000	325,000
Less: Forfeited during the year	50,000	50,000
Outstanding as at the end	1,740,000	1,025,000
Vested:		
Outstanding at the beginning	550,000	668,750
Add: Vested during the year	150,000	256,250
Less: Exercised during the year	75,000	325,000
Less: Forfeited during the year	50,000	50,000
Outstanding as at the end	575,000	550,000
Out of the above : Grants to the Whole Time Director		
Outstanding at the beginning	300,000	100,000
Add: Granted during the year	200,000	200,000
Less: Exercised during the year	0	0
Less: Forfeited during the year	0	0
Outstanding as at the end	500,000	300,000
Vested to the Whole Time Director		
Outstanding at the beginning	25,000	0
Add: Vested during the year	75,000	25,000
Less: Exercised during the year	0	0

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

Less: Forfeited during the year	0	0
Outstanding as at the end	100,000	25,000
Grants to Non Executive Director		
Outstanding at the beginning	0	150,000
Add: Granted during the year	0	0
Less: Exercised during the year	0	100,000
Less: Forfeited during the year	0	50,000
Outstanding as at the end	0	0
Vested to non-executive director		
Outstanding at the beginning	0	150,000
Add: Vested during the year	0	0
Less: Exercised during the year	0	100,000
Less: Forfeited during the year	0	50,000
Outstanding as at the end	0	0

The Company has elected to use the intrinsic value method to account for the compensation cost of stock options to employees of the Company. Intrinsic value is the amount by which the quoted market price of the underlying share as on the date of grant exceeds the exercise price of the option.

Summary of the options outstanding under the Employees Stock Option Plan (ESOP):

	As at March 31, 2016		As at March 31, 2015	
	Options	Weighted Average Exercise Price (₹)	Options	Weighted Average Exercise Price (₹)
Options outstanding at beginning of the year	1,025,000	20.73	1,200,000	15.75
Granted during the year	840,000	38.05	200,000	44.30
Exercised during the year	75,000	13.46	325,000	17.29
Forfeited/lapsed during the year	50,000	17.95	50,000	17.95
Options outstanding at end of year	1,740,000	28.32	1,025,000	20.73
Vested options pending exercise	575,000	18.63	550,000	16.86



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

The following summarizes information about stock options outstanding:

As at March 31, 2016

Range of Exercise Price	Number of shares arising out of options	Weighted average remaining life (Years)	Weighted average Exercise Price (₹)
₹ 10 to ₹ 15	300,000	6	11.34
₹ 15 to ₹ 45	1,440,000	6	31.85

As at March 31, 2015

Range of Exercise Price	Number of shares arising out of options	Weighted average remaining life (Years)	Weighted average Exercise Price (₹)
₹ 10 to ₹ 15	350,000	6	11.34
₹ 15 to ₹ 45	675,000	5	25.60

Fair Value methodology for the option:

The fair value of options used to compute net income and earnings per equity share have been estimated on the dates of each grant within the range of ₹10 to ₹45 using the Black-Scholes pricing model. The Company estimated the volatility based on the historical share prices. The various assumptions considered in the pricing model for the options granted under ESOP are:

	March 31, 2016	March 31, 2015
Dividend yield	0-10%	0-10%
Expected volatility	10%-20%	10%-20%
Risk-free interest rate	6.46% - 6.65%	6.46% - 6.65%
Expected life of option	0 – 7 yrs	0 – 7 yrs

Impact of Fair value method on Net Profit and EPS

Had the compensation cost for the Company's Stock Option Plan outstanding been determined based on the fair value approach, the Company's net profit income and earnings per share would have been, as indicated below:

	For the Year ended March 31, 2016 ₹	For the Year ended March 31, 2015 ₹
Profit attributable to Equity Shareholders	26,743,609	81,711,516
Less: Stock-based compensation expense determined under fair value based method	1,942,380	4,428,463
Net Profit	24,801,229	77,283,053
Basic and diluted earnings per share (as reported)	0.93	2.90
Basic and diluted earnings per share (under fair value method)	0.90	2.83

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016**NOTE '26'****RELATED PARTY DISCLOSURES**

Disclosure in respect of Related Parties pursuant to Accounting Standard 18 is as under:

A. List of Related Parties:**i) Parties where control exists:**

Wholly Owned Subsidiary:

CyberTech Systems and Software Inc. USA (CSSI)

ii) Other Parties with whom the Company has entered into transactions during the year:**Key Management Personnel**

Ramasubramanian Sankaran - Executive Director and CFO

Sateesh Wadagbalkar- GM and Company Secretary

B. Transactions entered with Related Parties in the ordinary course of business:

(Amount in ₹)

Particulars	Related Party Transactions		
	CSSI	Key Management Personnel	Total
Sale of Services	377,555,974 (336,394,042)	- (-)	377,555,974 (336,394,042)
Expenses / Reimbursement of Expenses	1,599,960 (2,020,143)	# 5,515,330 # (4,069,785)	7,115,290 (6,089,928)
Receivable	184,625,672 (155,013,527)	- -	184,625,672 (155,013,527)
Payable	- (-)	1,448,595 (1,312,727)	1,448,595 (1,312,727)
Investment	153,403,250 (153,403,250)		153,403,250 (153,403,250)

Disclosure in Respect of Material Related Party Transactions during the year

- # Payment to Key Managerial Personnel includes remuneration paid to
 Ramasubramanian Sankaran ₹ **4,391,672** (Previous Year ₹3,126,331)
 Sateesh Wadagbalkar ₹ **1,123,658** (Previous Year ₹943,454)

Notes:

- i) Related party relationship is as identified by the Company and relied upon by the Auditors.
 ii) No amounts have been written off/back and provided for in respect of the related parties during the year.
 iii) Figures in brackets represent previous year figures.

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016****NOTE '27'****DEFINED BENEFIT PLANS IN RESPECT OF GRATUITY PAYABLE**

The present value of obligation is determined based on Actuarial valuation using Projected Unit Credit Method.

Change in present value of obligation

(Amount in ₹)

		As at March 31, 2016	As at March 31, 2015
1	Present Value of Defined Benefit Obligation, beginning of the year	9,699,012	9,270,398
2	Interest Cost	768,162	863,074
3	Current Service Cost	1,559,697	1,931,468
4	Benefits paid during the year	(830,949)	(800,512)
5	Actuarial (gain)/loss on Defined Benefit Obligation	(2,124,775)	(1,565,416)
6	Present Value of Defined Benefit Obligation, end of the year	90,71,147	9,699,012

Amounts recognized in the Balance Sheet

(Amount in ₹)

		As at March 31, 2016	As at March 31, 2015
1	Present Value of Defined Benefit Obligation	90,71,147	9,699,012
2	Fair Value of plan assets	616,938	1,368,083
3	Net Liability recognized in the Balance Sheet	84,54,209	8,330,929

Net gratuity cost for the year ended March 31, 2016

(Amount in ₹)

		For the year ended March 31, 2016	For the year ended March 31, 2015
1	Current Service Cost	1,559,697	1,931,468
2	Interest Cost on obligation	768,162	863,074
3	Expected Return on plan assets	(108,352)	(95,405)
4	Net Actuarial (gain)/loss recognized for the year ending March 31, 2016	(20,96,227)	(1,542,001)
5	Net Gratuity Cost	123,280	1,157,136

Assumptions used in accounting for the gratuity plan

(Rate per annum)

		As at March 31, 2016	As at March 31, 2015
1	Discount Rate	7.86%	7.92%
2	Rate of Salary Escalation	2.00%	4.00%
3	Rate of return on plan assets	7.86%	7.92%

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016**NOTE '28'****LEASES:**

- (A) The Company has leased its vacant premises under cancellable lease agreements, the income from which is recognised and disclosed as Rent received under Note No. 20.
- (B) The Company has taken commercial premises on lease basis, the agreements for which are mutually renewable/cancellable. The rental expenses in respect of operating lease are charged as rent under Note No. 23 under the head 'Rent'.

NOTE '29'**CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)****(A) Contingent Liabilities:**

a) Disputed Income Tax Matters:

- i) Regular demand under assessment (excluding interest liability) **₹28,20,300** (Previous Year ₹115,840)
- ii) Penalties & Interest upto the date of demand of **₹7,053,526** (Previous Year ₹58,198,919)
- iii) Other Income Tax proceedings in respect of earlier years decided in favour of the Company by the Appellate Authorities against which the Department is in further appeals excluding further interest liability, if any of **₹3,769,968** (Previous Year ₹3,769,968)
- iv) In the previous years, the Company has received Income Tax refunds of ₹189,474,293 (including interest amount of ₹74,080,633) towards Assessment years 1997-98, 1998-99 and 1999-00, pursuant to the favourable Order from Income Tax Appellate Tribunal. The Income Tax Department has filed an appeal against the said Order with the Hon'ble High Court, Bombay. Accordingly, the Company has, however continued the provision of ₹121,961,829 (Previous Year ₹121,961,829) made in earlier years.

b) Disputed Service Tax Matters **₹Nil** (Previous Year ₹6,607,614)

The Company's pending litigations comprise proceedings pending with Tax and other Authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed in the contingent liabilities, wherever applicable, in its financial statements. The Company does not reasonably expect the outcome of these proceedings to have a material impact on its financial statements.

(B) Commitments:

Estimated amount (Net of Advances) of contracts remaining to be executed on capital account and not provided for: **₹Nil** (Previous Year ₹1,967,426)

NOTE '30'**Forward Exchange Contracts and Foreign Exchange Cover:**

- a) The Company uses Forward Exchange Contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The Company does not enter in to any such instruments for trading or speculative purposes. The following are the contracts entered into by the Company and outstanding at the year end:

	As at March 31, 2016	As at March 31, 2015
Forward Exchange Contracts:		
No. of Contracts	12	18
Type	Sell	Sell
US \$ Equivalent	1,050,015	1,850,000
INR Equivalent	71,781,016	118,809,000

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016**

b) The year-end foreign currency exposures that have not been hedged, are given below:

Particulars	As at March 31, 2016		As at March 31, 2015	
	USD	₹	USD	₹
Trade Receivables	1,726,577	113,384,312	664,033	40,672,416

NOTE '31'**MICRO, SMALL AND MEDIUM ENTERPRISES**

The details of amounts outstanding to Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), based on the available information with the Company are as under:

(Amount in ₹)

Sl.No	Particulars	Current Year	Previous Year
1	Principal amount due and remaining unpaid	-	-
2	Interest due on (1) above and the unpaid interest	-	-
3	Interest paid on all delayed payments under the MSMED Act.	-	-
4	Payment made beyond the appointed day during the year	-	-
5	Interest due and payable for the period of delay other than (3) above	-	-
6	Interest accrued and remaining unpaid	-	-
7	Amount of further interest remaining due and payable in succeeding years	-	-

NOTE '32'

In the opinion of the Board, assets other than Fixed Assets and Non Current Investments have a value on realisation in the ordinary course of business atleast equal to the amount at which they are stated. Provision for depreciation and all known liabilities is adequate and not in excess of the amount reasonably necessary.

NOTE '33'

The accounts of certain Trade Receivables, Trade Payables and Loans and Advances are subject to formal confirmation/reconciliation and adjustments, if any. The Management does not expect any material difference affecting the current year's financial statements.

NOTE '34'

	For the year ended March 31, 2016 ₹	For the year ended March 31, 2015 ₹
Expenditure in foreign currency:		
Travel expenses (Net of reimbursements)	2,869,970	3,179,395
Professional fees	-	3,720,200

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016**NOTE '35'**

	For the year ended March 31, 2016	For the year ended March 31, 2015
	₹	₹
Earnings in foreign exchange:		
Income from Sale of Software Development Services	381,549,390	339,967,104
Consideration Claim on settlement of Dispute with CyberTech Middle East		
-Debtors	-	1,476,405
-Investments	-	54,714,245

NOTE '36'

	For the year ended March 31, 2016	For the year ended March 31, 2015
	₹	₹
Dividend remitted in foreign currency:	92,50,637	92,85,539
Dividend relating to the year	2014-15	2013-14
Number of Equity Shares held (Nos.)	92,50,637	92,85,539
Number of Non-Resident Shareholders (Nos.)	28	33

NOTE '37'

The Company has invested ₹153,403,250 (Previous Year ₹153,403,250) in its Wholly Owned Subsidiary viz. CyberTech Systems and Software Inc., USA, which has incurred losses during the current year as well as in the previous year. However, being a long term and strategic investment, there is a reasonable certainty that there will be no diminution in the value of this investment, and therefore, no provisioning has been considered necessary.

NOTE '38'

Exceptional items for the previous year include a claim of ₹56,190,650 received on settlement of dispute in respect of investment and receivable from CyberTech Middle East WLL. The said amount includes writing back of ₹9,135,258 being provision made for diminution in the value of aforesaid investment and for doubtful receivable in the earlier year.

NOTE '39'

In the previous year, consequent to the enactment of the Companies Act, 2013 (the Act) and its applicability for accounting periods commencing from April 1, 2014, the Company had realigned the remaining useful life of its tangible assets in accordance with the provisions prescribed under Schedule II to the Act. Accordingly, in the case of tangible assets which have completed their useful life, the carrying value (net of residual value) as at April 1, 2014 amounting to ₹8,310,425 (net of Deferred Tax of ₹3,991,291) had been adjusted to "Surplus in the Statement of Profit and Loss" and in the case of other tangible assets, the carrying value (net of residual value) is being depreciated over the revised remaining useful lives. Accordingly, the depreciation and amortization expense is higher by ₹7,230,243 for the year ended 31st March, 2015.

NOTE '40'

Previous year's figures have been re-grouped/re-arranged, wherever necessary, to conform to the current year's classification/presentation.

Signatures to Notes 1 to 40

For and on behalf of the Board of Directors

Sateesh Wadagbalkar
Company Secretary
MEM.No. A6512

Ramasubramanian Sankaran
Executive Director and CFO
DIN: 05350841

Sudhir Joshi
Director
DIN: 00349597

Place: Thane

Dated: May 19, 2016



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF CYBERTECH SYSTEMS & SOFTWARE LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **CYBERTECH SYSTEMS & SOFTWARE LIMITED** ("the Holding Company") and a subsidiary collectively referred to as 'the Group', which comprise the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information. (hereinafter referred to as 'the Consolidated Financial Statements').

Management's Responsibility for the Standalone Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the company included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Group's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group as at 31st March, 2016 and its consolidated profit and consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (ii) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - (iii) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (iv) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (v) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company, none of the directors are disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (vi) With respect to the adequacy of the internal financial controls over financial reporting of Holding Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - (vii) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclosed the impact of pending litigations on the consolidated financial position of the Group– Refer Note No. 29 to the consolidated financial statements.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group

For LODHA & CO.
Chartered Accountants
Firm Registration No. 301051E

R. P. Baradiya
Partner
Membership No. 44101

Place : Mumbai
Date : May 19, 2016



“ANNEXURE A”

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of **CYBERTECH SYSTEMS AND SOFTWARE LIMITED** (hereinafter referred to as “the Holding Company”).

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Holding company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For LODHA & CO.
Chartered Accountants
Firm Registration No. 301051E**

**R. P. Baradiya
Partner
Membership No. 44101**

**Place : Mumbai
Date : May 19, 2016**

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016			
	NOTE NO.	As At March 31, 2016 ₹	As At March 31, 2015 ₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	268,713,430	267,963,430
Reserves and surplus	3	334,873,688	332,229,328
Non-Current liabilities			
Long term borrowings	4	408,011	819,530
Deferred tax liabilities (Net)	5	25,970,406	14,098,005
Other long term liabilities	6	18,221,050	6,451,200
Current Liabilities			
Short term borrowings	7	106,466,530	54,566,014
Trade payables	8		
Total outstanding dues of micro enterprises and small enterprises; and		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		73,371,474	68,442,488
Other current liabilities	9	14,502,638	22,464,289
Short-term provisions	10	100,995,728	80,966,253
TOTAL		943,522,955	848,000,537
ASSETS			
Non Current Assets			
Fixed Assets	11		
Tangible assets		337,951,224	349,567,671
Intangible assets		52,918,674	6,665,203
Capital work-in-progress		75,480,732	71,234,241
Intangible assets under development		47,276,276	77,683,745
Long-term loans and advances	12	4,782,585	3,881,102
Current Assets			
Current investments	13	89,017,319	89,017,319
Trade receivables	14	166,178,394	134,078,179
Cash and bank balances	15	67,587,434	78,680,731
Short-term loans and advances	16	19,348,035	7,496,946
Other current assets	17	82,982,282	29,695,400
TOTAL		943,522,955	848,000,537

Significant Accounting Policies and Notes forming part of
the Consolidated Financial Statements

1 to 35

As per our attached report of even date

For Lodha & Co.
Chartered Accountants
Firm Registration No. 301051E

R. P. Baradiya
Membership No. 44101
Partner

For and on behalf of the Board of Directors

Sateesh Wadagbalkar
Company Secretary
MEM.No. A6512

Ramasubramanian Sankaran
Executive Director and CFO
DIN: 05350841

Sudhir Joshi
Director
DIN: 00349597

Place : Mumbai
Dated : May 19, 2016

Place : Thane
Dated : May 19, 2016



CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016			
	NOTE NO.	For the year ended March 31, 2016 ₹	For the year ended March 31, 2015 ₹
INCOME			
Revenue from operations	18	729,145,066	625,914,092
Other Income	19	42,678,209	43,118,102
TOTAL REVENUE		771,823,275	669,032,194
EXPENDITURE			
Cost of hardware/software package for service delivery		1,044,953	6,401,191
Employee benefits expense	20	506,148,533	472,218,790
Finance costs	21	8,357,357	5,760,150
Depreciation and amortisation expense		35,980,959	30,879,356
Other expenses	22	174,324,872	135,284,684
TOTAL EXPENSES		725,856,674	650,544,171
PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX		45,966,601	18,488,023
Exceptional Items	33	-	56,190,650
PROFIT BEFORE TAX		45,966,601	74,678,673
Tax expense:			
Current tax		10,600,000	19,200,000
Deferred tax		11,872,401	2,968,594
Income tax adjustments for earlier years		191,445	997,665
PROFIT FOR THE YEAR		23,302,755	51,512,414
Basic Earnings per share of face value of ₹10 each		0.87	1.94
Diluted Earnings per share of face value of ₹10 each		0.85	1.90

Significant Accounting Policies and Notes forming part of Consolidated Financial Statements

1 to 35

As per our attached report of even date

For Lodha & Co.
Chartered Accountants
Firm Registration No. 301051E

R. P. Baradiya
Membership No. 44101
Partner

Place : Mumbai
Dated : May 19, 2016

For and on behalf of the Board of Directors

Sateesh Wadagbalkar
Company Secretary
MEM.No. A6512

Place : Thane
Dated : May 19, 2016

Ramasubramanian Sankaran
Executive Director and CFO
DIN: 05350841

Sudhir Joshi
Director
DIN: 00349597

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016				
	For the year ended March 31, 2016		For the year ended March 31, 2015	
	₹	₹	₹	₹
A. Cash flow from Operating activities				
Net Profit before tax		45,966,601		74,678,673
Adjustments for :				
Depreciation and amortisation expense	35,980,959		30,879,356	
Loss on assets disposed / discarded (Net)	1,340,473		853,941	
Interest income	(4,682,844)		(4,427,440)	
Interest expense	8,357,357		5,760,150	
Provision for Doubtful debts	4,206,918		-	
Sundry balances written back (Net)	(5,880,179)		(12,649,134)	
Profit on sale of long term and current investments	-		(54,946,973)	
		39,322,684		(34,530,100)
Operating profit before Working Capital changes		85,289,285		40,148,573
Adjustments for :				
Decrease/(Increase) in Trade receivables	(36,307,136)		16,046,691	
Decrease/(Increase) in Other receivables	(66,039,578)		(10,245,757)	
Increase/(Decrease) in Trade & other payables	25,297,969		(4,337,656)	
		(77,048,745)		1,463,278
Cash generated from operations		8,240,540		41,611,851
Direct taxes paid		10,065,410		(21,000,000)
Net cash generated from operating activities(A)		18,305,950		20,611,851
B. Cash flow from investing activities				
Purchase of fixed assets		(47,695,254)		(118,217,626)
Sale of fixed assets		163,365		336,253
Purchase of current investments		-		(20,000,000)
Sale of current investments		-		135,456,740
Deposits with banks withdrawn/(placed)		(20,947,955)		(2,236,098)
Interest received		6,239,364		2,040,987
Net cash used in investing activities (B)		(62,240,480)		(2,619,744)



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

	For the year ended March 31, 2016		For the year ended March 31, 2015	
	₹	₹	₹	₹
C. Cash flow from financing activities :				
Proceeds from short term borrowings (Net)		51,900,516		47,360,911
Proceeds from long term borrowings		(411,519)		(44,782,236)
Equity issue (ESOP) proceeds (including securities premium)		1,009,500		5,618,500
Interest paid		(8,360,329)		(5,755,843)
Dividend and Dividend Tax paid thereon		(32,244,890)		(31,025,851)
Net cash (used in)/generated from financing activities (C)		11,893,278		(28,584,519)
Net Increase / (Decrease) in cash & cash equivalents (A+B+C)		(32,041,252)		(10,592,412)
Cash & cash equivalents (opening)		58,024,852		68,617,264
Cash & cash equivalents (closing)		25,983,600		58,024,852
		(32,041,252)		(10,592,412)

Note

- 1 The above Cash Flow Statement has been prepared using the Indirect Method prescribed by the Accounting Standards (AS) 3 "Cash Flow Statements".
- 2 The previous year's figures have been regrouped/rearranged wherever necessary.
- 3 The accompanying notes form an integral part of the financial statements.

As per our attached report of even date

For Lodha & Co.
Chartered Accountants
Firm Registration No. 301051E

R. P. Baradiya
Membership No. 44101
Partner

Place : Mumbai
Dated : May 19, 2016

For and on behalf of the Board of Directors

Sateesh Wadagbalkar
Company Secretary
MEM.No. A6512

Place : Thane
Dated : May 19, 2016

Ramasubramanian Sankaran
Executive Director and CFO
DIN: 05350841

Sudhir Joshi
Director
DIN: 00349597

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016**Note '1'****SIGNIFICANT ACCOUNTING POLICIES:****A. Basis of preparation:**

The Consolidated Financial Statements are prepared in accordance with Accounting Standard 21 "Consolidated Financial Statements" prescribed under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

B. Principles of Consolidation:

- (a) The Consolidated Financial Statements (CFS) comprise the financial statements of the holding Company, CyberTech Systems and Software Limited and its subsidiaries which are as under:

Name of the Subsidiary Company	Country of Incorporation	Proportion of ownership interest
CyberTech Systems and Software Inc. (CSSI)	U.S.A.	100 %

- (b) The Consolidated Financial Statements have been prepared using uniform accounting policies, in accordance with the generally accepted accounting policies except for amortization of Goodwill in the books of its wholly owned subsidiary where the Goodwill has been amortised over a period of 10 years as against the policy adopted by Holding Company to amortise Goodwill over a period of 5 years.

- (c) The effect of intra group transactions between CyberTech Systems and Software Limited and its subsidiaries are eliminated in consolidation.

- (d) For significant accounting policies followed, refer note no. 1 of the Holding Company's audited financial statements.

C. Foreign Subsidiaries :

CyberTech Systems & Software Inc., USA has been considered as non-integral and accordingly all assets and liabilities, both monetary and non-monetary, are translated at the closing rate while the income and expenses are translated at the average rate for the year. The resulting exchange differences have been accumulated in the Foreign Currency Translation Reserve.

	As at March 31, 2016 ₹	As at March 31, 2015 ₹
NOTE '2'		
SHARE CAPITAL		
Authorised		
36,000,000 (Previous Year 36,000,000) Equity Shares of ₹10 each	360,000,000	360,000,000
Issued		
26,876,302 (Previous Year 26,476,302) Equity Shares of ₹10 each	268,763,020	268,013,020
Subscribed and fully paid up		
26,871,343 (Previous Year 26,796,343) Equity Shares of ₹10 each, fully paid up	268,713,430	267,963,430

[Allotment of **4,959** (Previous year 4,959) bonus shares on **3,967** (Previous year 3,967) Equity shares is pending on account of non-establishment of beneficial ownership by NSDL.]

(a) Reconciliation of Share Capital

	As at March 31, 2016		As at March 31, 2015	
	No of shares	Amount ₹	No of shares	Amount ₹
At beginning of the year	26,801,302	268,013,020	26,476,302	264,763,020
Addition during the year	75,000	750,000	325,000	3,250,000
Outstanding at the end of the year	26,876,302	268,763,020	26,801,302	268,013,020



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

(b) Terms/rights attached to equity shares

The Company has issued one class of equity shares having a face value of ₹10 per share. Each shareholder has right to vote in respect of such share, on every resolution placed before the Company and his voting right on a poll shall be in proportion to his share of the paidup equity capital of the Company. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the Company after payments to secured and unsecured creditors, in proportion to their shareholding.

(c) Shareholders holding more than 5% of the equity shares :

	As at March 31, 2016		As at March 31, 2015	
	No of shares	%	No of shares	%
Viswanath Tadimety	5,613,350	20.89%	5,604,256	20.91%
Steven Jeske	2,431,433	9.05%	2,431,433	9.07%
Indotech Holdings LLC	3,900,000	14.51%	3,900,000	14.55%

d) During the previous five years, the Company has not issued Bonus shares/ bought back shares/issued shares for consideration other than cash.

e) Refer note no. 24 in respect of ESOP

	As at March 31, 2016 ₹	As at March 31, 2015 ₹
NOTE '3'		
RESERVES AND SURPLUS		
Securities Premium Account		
Balance as per last Balance Sheet	167,035,532	164,667,032
Add: Received during the year	259,500	2,368,500
Closing Balance	167,295,032	167,035,532
Surplus		
Opening Balance	163,943,613	158,314,019
Add: Profit for the year	23,302,755	51,512,414
Less: Deferred Tax adjustments- Transitional Depreciation adjustments) (Refer Note no 34)	-	(8,310,425)
Balance available for appropriations	187,246,368	201,516,008
<u>Less : Appropriations during the year</u>		
Proposed Dividend	26,871,343	26,846,343
Dividend Distribution Tax	5,470,374	5,463,604
Closing Balance	154,904,651	169,206,061
Foreign Currency Translation Reserve		
Opening Balance	(4,012,265)	11,258,267
Add: Foreign Currency Translation during the year	16,686,270	(15,270,532)
Closing Balance	12,674,005	(4,012,265)
	334,873,689	332,229,328

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016		
	As at March 31, 2016 ₹	As at March 31, 2015 ₹
NOTE '4' LONG-TERM BORROWINGS Secured Vehicle loan from a Bank (Refer Note below)	408,011	819,530
	408,011	819,530
Notes: The Company had taken vehicle loans amounting to ₹800,000 and ₹750,000 are being paid in 48 and 47 equal monthly installments of ₹20,304 and ₹19,723 each, respectively and the final installment will be paid on July 8, 2017 and May 08, 2018. respectively The loans are secured by hypothecation of the vehicles purchased there against. Interest is paid @10.05% p.a. (Previous Year 10.05%)		
NOTE '5' DEFERRED TAX LIABILITY (NET) Deferred tax asset Expenses allowable on payments and others Less : Deferred Tax Liability : Difference between book & tax depreciation Net Deferred Tax liability	6,740,774 32,711,180 25,970,406	6,197,576 20,295,581 14,098,005
NOTE '6' OTHER LONG-TERM LIABILITIES Security deposits received against leased premises	18,221,050	6,451,200
	18,221,050	6,451,200
NOTE '7' SHORT-TERM BORROWINGS Bank Overdraft- (Refer Note (i) below) Bank Overdraft- (Refer Note (ii) below)	40,985,789 65,480,741 106,466,530	6,900,876 47,665,138 54,566,014
Details of Security i) Bank overdraft is secured by way of exclusive charge on immovable property of the Company at Thane (rental to be credited to Escrow account with the bank). Interest is paid @ base rate + margin i.e. ranging from 11.50% p.a. to 13% p.a. (Previous Year 11.50% p.a.to 13% p.a) ii) Banks overdraft is secured by pledging the mutual fund units in UTI mutual fund. Interest is paid @ base rate + margin i.e. ranging from 10 .50% p.a. to 12% p.a. (Previous year 10.50% to 12%)		



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

	As at March 31, 2016 ₹	As at March 31, 2015 ₹
NOTE '8'		
TRADE PAYABLES		
(i) Total outstanding dues of micro enterprises and small enterprises;	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	73,371,474	68,442,488
	73,371,474	68,442,488
* Refer Note 30		
NOTE '9'		
OTHER CURRENT LIABILITIES		
Current maturities of long term debt (Refer note no. 4)	411,514	1,368,759
Interest accrued but not due on borrowings	6,055	9,027
Security deposits received	217,011	5,299,450
Statutory dues	4,829,986	2,119,151
Payables for capital expenditure	5,869,861	8,806,439
Income received in advance	820,895	2,119,875
Other payable	-	400,830
Unclaimed dividend	2,347,316	2,340,758
	14,502,638	22,464,289
NOTE '10'		
SHORT TERM PROVISIONS		
Provisions for employee benefits		
Gratuity (Refer note no. 26)	8,454,209	8,330,929
Leave Entitlements	6,910,816	7,870,862
Income Tax	53,288,986	32,513,014
[(Net of Advance Tax ₹228,612,574 (Previous Year ₹250,768,842)]		
Proposed Dividend	26,871,343	26,796,343
Tax on Dividend	5,470,374	5,455,105
	100,995,728	80,966,253

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016										
NOTE '11' FIXED ASSETS										
DESCRIPTION	GROSS BLOCK (At Cost)				DEPRECIATION/AMORTISATION				NET BLOCK	
	As at April 1, 2015	Additions during the year	Deductions/ Adjustments during the year	As at March 31, 2016	Upto March 31, 2015	for the year	Adjusted against reserves ***	On Deductions/ Adjustments	Upto March 31, 2016	As at March 31, 2016
TANGIBLE ASSETS										
Leasehold Land *	3,308,683	-	-	3,308,683	879,516	135,944	-	-	1,015,460	2,293,223
Buildings **	252,159,510	2,389,646	-	254,549,156	27,639,155	3,118,035	-	-	30,757,190	223,791,966
Plant and Equipment	67,416,190	1,535,791	57,181	68,894,800	35,728,010	4,826,412	-	61,091	40,493,331	28,401,469
Furniture & Fixtures	144,239,355	4,241,574	26,274,909	122,206,020	77,622,607	9,081,379	-	25,005,548	61,698,438	60,507,582
Vehicles	5,434,648	764,196	-	6,198,844	1,477,409	692,609	-	-	2,170,018	4,028,826
Office Equipment	8,797,874	97,361	-	8,895,235	3,255,485	815,471	-	-	4,070,956	4,824,279
Computers	59,794,786	4,374,257	2,973,624	61,195,419	44,981,193	5,001,318	-	2,890,971	47,091,540	14,103,879
SUB TOTAL	541,151,046	13,402,825	29,305,714	525,248,157	191,583,375	23,671,168	-	27,957,610	187,296,933	337,951,224
INTANGIBLE ASSETS										
Computer-Software	45,756,926	58,462,859	(1,415,560)	105,635,345	39,091,723	12,309,791	-	(1,315,157)	52,716,671	52,918,674
SUB TOTAL	45,756,926	58,462,859	(1,415,560)	105,635,345	39,091,723	12,309,791	-	(1,315,157)	52,716,671	52,918,674
Current Year Total	586,907,972	71,865,684	27,890,154	630,883,502	230,675,098	35,980,959		26,642,453	240,013,604	390,869,898
CAPITAL WORK IN PROGRESS										
Building under Construction										69,662,007
Plant and Equipment										3,217,155
Computers										2,601,570
SUB TOTAL										75,480,732
INTANGIBLE ASSETS UNDER DEVELOPMENT										
Softwares under development										47,276,276
SUB TOTAL										47,276,276
* Land was taken on lease for 66 years from September, 1997										
** Buildings include ₹ 4000 being the value of 80 shares of ₹50 each in Acme Plaza Premises Co-operative Society Ltd.										
*** Refer Note No. 33										



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015										
NOTE '11' FIXED ASSETS										(Amount in ₹)
DESCRIPTION	GROSS BLOCK (At Cost)			DEPRECIATION/AMORTISATION					NET BLOCK	
	As at April 1, 2014	Additions during the year	Deductions/ Adjustments during the year	As at March 31, 2015	Upto March 31, 2014	for the year	Adjusted against reserves ***	On Deductions/ Adjustments	Upto March 31, 2015	As at March 31, 2015
TANGIBLE ASSETS										
Leasehold Land *	3,308,683	-	-	3,308,683	829,258	50,258	-	-	879,516	2,429,167
Buildings **	115,543,480	136,616,030	-	252,159,510	23,805,031	3,834,124	-	-	27,639,155	224,520,355
Plant and Equipment	40,994,600	34,761,815	8,340,225	67,416,190	24,911,225	6,724,431	11,821,259	7,728,905	35,728,010	31,688,180
Furniture & Fixtures	88,918,990	55,211,319	(109,046)	144,239,355	73,029,147	4,233,113	253,739	(106,608)	77,622,607	66,616,748
Vehicles	5,326,006	955,762	847,120	5,434,648	1,582,018	636,809	-	741,418	1,477,409	3,957,239
Office Equipment	6,314,041	2,483,833	-	8,797,874	2,618,001	637,484	-	-	3,255,485	5,542,389
Computers	59,572,481	8,990,059	8,767,754	59,794,786	46,843,383	6,236,565	226,718	8,325,473	44,981,193	14,813,593
SUB TOTAL	319,978,281	239,018,818	17,846,053	541,151,046	173,618,063	22,352,784	12,301,716	16,689,188	191,583,375	349,567,671
INTANGIBLE ASSETS										
Computer-Software	42,491,108	2,581,082	(684,736)	45,756,926	30,076,835	8,526,572	-	(488,316)	39,091,723	6,665,203
Goodwill	46,438,000	-	(1,612,000)	48,050,000	46,438,000	-	-	(1,612,000)	48,050,000	-
SUB TOTAL	88,929,108	2,581,082	(2,296,736)	93,806,926	76,514,835	8,526,572		(2,100,316)	87,141,723	6,665,203
Current Year Total	408,907,389	241,599,900	15,549,317	634,957,972	250,132,898	30,879,356		14,588,872	278,725,098	356,232,874
CAPITAL WORK IN PROGRESS										
Building										70,310,178
Computers										924,063
SUB TOTAL										71,234,241
INTANGIBLE ASSETS UNDER DEVELOPMENT										
Softwares under development										77,683,745
SUB TOTAL										77,683,745
* Land was taken on lease for 66 years from September, 1997										
** Buildings include ₹ 4000 being the value of 80 shares of ₹50 each in Acme Plaza Premises Co-operative Society Ltd.										
*** Refer Note No. 33										

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016		
	As at March 31, 2016 ₹	As at March 31, 2015 ₹
NOTE '12'		
LONG-TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
Capital advances	-	149,732
Security deposits	3,704,607	3,501,974
Prepaid Expenses	1,077,978.00	229,396.00
	4,782,585	3,881,102
NOTE '13'		
CURRENT INVESTMENTS		
(Unquoted, Fully paid) (at the lower of cost and fair value)		
Mutual funds		
UTI Fixed Income Interval Fund - Annual Interval Plan Series - I - Institutional Growth Plan 2,996,182.863 (Previous Year 2,996,182.863) units of ₹10 each*	13,325,830	13,325,830
UTI - Fixed Income Interval Fund - Annual Interval Plan Series - II - Direct Growth Plan 1,817,113.576 (Previous Year 1,817,113.576) units of ₹10 each*	45,691,489	45,691,489
UTI Fixed Term Income Fund Series XVII-VI (366 days) - Direct Growth Plan Nil (Previous Year 2,650,000) units of ₹10 each	30,000,000	30,000,000
	89,017,319	89,017,319
Aggregate amount of unquoted investments	89,017,319	89,017,319
Aggregate repurchase price	116,921,269	107,864,504
*Refer Note 7		
NOTE '14'		
TRADE RECEIVABLES		
(Unsecured and considered good unless stated otherwise)		
<u>Outstanding for a period exceeding six months from the date they are due for payment</u>		
Considered good	16,929,354	27,630,886
Considered doubtful	4,304,910	74,400
	21,234,264	27,705,286
Less: Provision for doubtful debts	(4,304,910)	(74,400)
	16,929,354	27,630,886
<u>Other receivables</u>		
Considered good	149,249,040	106,447,293
	149,249,040	106,447,293
	166,178,394	134,078,179



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

	As at March 31, 2016 ₹	As at March 31, 2015 ₹
NOTE '15'		
CASH AND BANK BALANCES		
I. Cash and Cash Equivalents		
Cash on hand	140,935	82,053
Bank Balances		
- in Current Accounts	25,842,665	49,681,485
- in Call accounts	-	8,261,314
Fixed deposits with maturity less than 3 months	-	-
	25,983,600	58,024,852
II. Other Bank Balances		
in unpaid dividend accounts	2,347,316	2,340,758
in fixed deposit accounts*		
- Deposits with maturity more than 3 months but less than 12 months (including interest accrued ₹ 1,056,742, Previous Year ₹ 574,592)	31,815,469	18,019,911
- Deposits with maturity more than 12 months ₹ 295,210 (including interest accrued ₹ 74,869, Previous Year ₹ Nil)	7,441,049	295,210
	67,587,434	78,680,731
* Fixed Deposits with Banks held as margin money against the Guarantees issued to Municipal Corporations	15,851,924	15,851,924
NOTE '16'		
SHORT-TERM LOANS AND ADVANCES		
(Unsecured, Considered good)		
Advance for Supply of goods and rendering of services	8,577,947	1,477,627
Considered Good	900,000	900,000
Considered doubtful		
	9,477,947	2,377,627
Less: Provision for doubtful Advances	900,000	900,000
	8,577,947	1,477,627
Loans and advances to employees	672,534	895,788
Deposits	4,444,119	4,635,378
Balance with Government Authorities	-	126,628
Service Tax Receivable (Net)	5,653,435	361,525
	19,348,035	7,496,946
NOTE '17'		
OTHER CURRENT ASSETS		
Unbilled revenue	51,380,839	16,274,823
Interest accrued but not due	-	124
Prepaid expenses	12,313,048	11,098,407
Software package for service delivery	16,810,000	-
Other Receivables	2,478,395	2,322,046
	82,982,282	29,695,400

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016		
	For the year ended March 31, 2016 ₹	For the year ended March 31, 2015 ₹
NOTE '18' REVENUE FROM OPERATIONS From Sale of Services Information Technology Services	729,145,066	625,914,092
	729,145,066	625,914,092
NOTE '19' OTHER INCOME Interest on: Deposit with banks Income tax refund Others Profit on sale of current investments Exchange Gain (Net) Rent Received Less: Rates and Taxes (directly attributable) Sundry credit balances written back (Net) Miscellaneous Income	2,388,691 1,965,997 328,156 4,682,844 - 11,968,234 20,108,662 1,563,189 18,545,473 5,880,179 1,601,479 42,678,209	1,864,124 2,501,174 62,142 4,427,440 7,891,581 10,538,034 18,029,620 1,665,108 16,364,512 3,513,876 382,659 43,118,102
NOTE '20' EMPLOYEE BENEFITS EXPENSE Salaries Contribution to Provident and other funds Staff Welfare expenses Less: Transferred to capital work in progress Software under development	482,707,845 7,774,097 20,261,122 510,743,064 4,594,531 506,148,533	462,579,520 2,284,909 25,676,867 490,541,296 18,322,506 472,218,790
NOTE '21' FINANCE COSTS Interest on Borrowings	8,357,357 8,357,357	5,760,150 5,760,150
NOTE '22' OTHER EXPENSES Rent Repairs and Maintenance Buildings Plant & Equipment Others	9,540,586 2,578,708 7,139,900 4,450,719 14,169,327	7,953,313 1,026,527 8,358,238 5,733,603 15,118,368



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

	For the year ended March 31, 2016 ₹	For the year ended March 31, 2015 ₹
Insurance	3,550,280	3,169,639
Rates and Taxes	10,209,295	3,981,002
Travelling & Conveyance	29,833,594	30,998,752
Communication	6,605,054	6,701,763
Electricity Expenses	8,802,639	10,059,903
Professional fees	26,699,089	19,518,338
Software Programming, Consultancy and Development Charges	32,048,753	12,305,589
Auditors' Remuneration		
Audit Fees	1,530,599	1,250,710
Tax Audit Fees	125,000	125,000
Certification and Other Services	456,806	102,500
Reimbursement of Expenses	61,480	86,600
	2,173,885	1,564,810
Security Expenses	3,085,116	2,824,913
Directors' sitting fees/commission	1,830,000	2,000,000
Corporate social responsibility expenses	1,800,000	-
Loss on assets disposed / discarded (Net)	1,340,473	853,941
Provision for Doubtful Debts	4,206,918	-
Miscellaneous Expenses	18,429,863	20,234,353
	174,324,872	135,284,684

NOTE : '23'

EARNINGS PER SHARE:

	For the year ended March 31, 2016	For the year ended March 31, 2015
Basic :		
Profit attributable to the Shareholders (₹)	23,302,755	51,512,414
Weighted average number of Equity Shares outstanding during the year (Nos.)	26,808,679	26,613,611
Nominal Value of Equity Shares (₹)	10	10
Basic Earnings Per Share (₹)	0.87	1.94
Diluted :		
Profit attributable to the Shareholders (₹)	23,302,755	51,512,414
Weighted average number of Equity Shares outstanding during the year (Nos.)	27,415,602	27,080,543
Nominal Value of Equity Shares (₹)	10	10
Diluted Earnings Per Share (₹)	0.85	1.90

NOTE : '24'

EMPLOYEES STOCK OPTION PLAN (ESOP)

The Company's Employees' Stock Option Scheme - 2007, provides for issue of equity option in each financial year up to 5% (Previous Year 5%) of the outstanding fully paid-up equity capital of the Company as on March 31, 2007 on to eligible employees, and the carry forward of un-allotted options in each of the financial years to the subsequent financial years for grant, in aggregate not exceeding 9,264,970 shares (Previous Year 9,264,970 shares). The Shareholder at their meeting held on September 30, 2014 passed a new ESOP plan 2014. Under new ESOP plan the shareholders has permitted to grant 1,323,567 equity shares to the employees of the Company and to the employees of wholly owned subsidiary viz. CyberTech Systems and Software Inc., USA. The schemes covers directors and the employees of the subsidiaries, apart from the employees and directors of the Company except directors/ employees belonging to promoter group. The options vest in a phased manner over four years with 25% of the grants vesting at the end of each year from the date of grant and the same can be exercised within seven years from the date of the grant at the market price as on the date of the grant. One option is equal to one equity share.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

	As at March 31, 2016	As at March 31, 2015
Face Value of Grant	10	10
Grants:		
Outstanding at the beginning	1,025,000	1,200,000
Add: Granted during the year	840,000	200,000
Less: Exercised during the year	75,000	325,000
Less: Forfeited during the year	50,000	50,000
Outstanding as at the end	1,740,000	1,025,000
Vested:		
Outstanding at the beginning	550,000	668,750
Add: Vested during the year	150,000	256,250
Less: Exercised during the year	75,000	325,000
Less: Forfeited during the year	50,000	50,000
Outstanding as at the end	575,000	550,000
Out of the above :		
Grants to the Whole Time Director		
Outstanding at the beginning	300,000	100,000
Add: Granted during the year	200,000	200,000
Less: Exercised during the year	0	0
Less: Forfeited during the year	0	0
Outstanding as at the end	500,000	300,000
Vested to the Whole Time Director		
Outstanding at the beginning	25,000	0
Add: Vested during the year	75,000	25,000
Less: Exercised during the year	0	0
Less: Forfeited during the year	0	0
Outstanding as at the end	100,000	25,000
Grants to Non Executive Director		
Outstanding at the beginning	0	150,000
Add: Granted during the year	0	0
Less: Exercised during the year	0	100,000



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

Less: Forfeited during the year	0	50,000
Outstanding as at the end	0	0
Vested to non-executive director		
Outstanding at the beginning	0	150,000
Add: Vested during the year	0	0
Less: Exercised during the year	0	100,000
Less: Forfeited during the year	0	50,000
Outstanding as at the end	0	0

The Company has elected to use the intrinsic value method to account for the compensation cost of stock options to employees of the Company. Intrinsic value is the amount by which the quoted market price of the underlying share as on the date of grant exceeds the exercise price of the option.

Summary of the options outstanding under the Employees Stock Option Plan (ESOP):

	As at March 31, 2016		As at March 31, 2015	
	Options	Weighted Average Exercise Price (₹)	Options	Weighted Average Exercise Price (₹)
Options outstanding at beginning of the year	1,025,000	20.73	1,200,000	15.75
Granted during the year	840,000	38.05	200,000	44.30
Exercised during the year	75,000	13.46	325,000	17.29
Forfeited/lapsed during the year	50,000	17.95	50,000	17.95
Options outstanding at end of year	1,740,000	28.32	1,025,000	20.73
Vested options pending exercise	575,000	18.63	550,000	16.86

The following summarizes information about stock options outstanding:

As at March 31, 2016

Range of Exercise Price	Number of shares arising out of options	Weighted average remaining life (Years)	Weighted average Exercise Price (₹)
₹ 10 to ₹ 15	300,000	6	11.34
₹ 16 to ₹ 45	1,440,000	6	31.85

As at March 31, 2015

Range of Exercise Price	Number of shares arising out of options	Weighted average remaining life (Years)	Weighted average Exercise Price (₹)
₹ 10 to ₹ 15	350,000	6	11.34
₹ 15 to ₹ 45	675,000	5	25.60

Fair Value methodology for the option:

The fair value of options used to compute net income and earnings per equity share have been estimated on the dates of each grant

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

within the range of ₹ 10 to ₹ 45 using the Black-Scholes pricing model. The Company estimated the volatility based on the historical share prices. The various assumptions considered in the pricing model for the options granted under ESOP are:

	As at March 31, 2016	As at March 31, 2015
Dividend yield	0 - 10%	0 - 10%
Expected volatility	10% - 20%	10% - 20%
Risk-free interest rate	6.46% - 6.65%	6.46% - 6.65%
Expected life of option	0 - 7 yrs	0 - 7 yrs

Impact of Fair value method on Net Profit and EPS

Had the compensation cost for the Company's Stock Option Plan outstanding been determined based on the fair value approach, the Company's net profit income and earnings per share would have been, as indicated below:

	For the Year ended March 31, 2016 ₹	For the Year ended March 31, 2015 ₹
Profit attributable to Equity Shareholders	23,302,755	51,512,414
Less: Stock-based compensation expense determined under fair value based method	1,942,380	4,428,463
Net Profit	21,360,375	77,283,053
Basic and diluted earnings per share (as reported)	0.80	1.94
Basic and diluted earnings per share (under fair value method)	0.80	1.90

NOTE : '25'**RELATED PARTY DISCLOSURES**

Disclosure in respect of Related Parties pursuant to Accounting Standard 18 is as under:

A. List of Related Parties with whom the Holding Company has entered into transactions during the year:

- (i) Associate:
CyberTech Systems Inc., USA
- (ii) Key Management Personnel

Mr. Ramasubramanian Sankaran	Executive Director	CSSL
Mr. Sateesh Wadagbalkar	GM and Company Secretary	CSSL
Mr. Viswanath Tadimety	Director	CSSL and CSSI
Mr. Steven Jeske	Director	CSSL and CSSI

B. Transactions entered with Related Parties in the ordinary course of business

(Amount in ₹)

Particulars	Related Party Transactions		
	Associate	Key Management Personnel	Total
Expenses#	- (-)	39,316,573 (34,766,788)	39,316,573 (34,766,788)
Outstanding as at the year end			
Payable	- (1,348,200)	2,871,283 (2,643,144)	2,871,283 (2,643,144)



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

Disclosure in Respect of Material Related Party Transactions during the year

- # Payment to Key Managerial Personnel includes remuneration paid to
 Ramasubramanian Sankaran ₹ **4,391,672** (Previous Year ₹ 3,126,331)
 Sateesh Wadagbalkar ₹ **1,123,658** (Previous Year ₹ 943,454)
 Mr. Viswanath Tadimety ₹ **18,699,443** (Previous Year ₹ 16,623,303)
 Mr. Steven Jeske ₹ **15,101,800** (Previous Year ₹ 14,073,700)

Notes:

- i) Related party relationship is as identified by the Company and relied upon by the Auditors.
 ii) No amounts have been written off/back and provided for in respect of the related parties during the year.
 iii) Figures in brackets represent previous year figures.

NOTE : '26'

DEFINED BENEFIT PLANS IN RESPECT OF GRATUITY PAYABLE:

The present value of obligation is determined based on Actuarial valuation using Projected Unit Credit Method.

Change in present value of obligation

		As at March 31, 2016 ₹	As at March 31, 2015 ₹
1	Present Value of Defined Benefit Obligation, beginning of the year	96,99,012	92,70,398
2	Interest Cost	768,162	863,074
3	Current Service Cost	1,559,697	1,931,468
4	Benefits paid during the year	(830,949)	(800,512)
5	Actuarial (gain)/loss on Defined Benefit Obligation	(2,124,775)	(1,565,416)
6	Present Value of Defined Benefit Obligation, end of the year	90,71,147	9,699,012

Amounts recognized in the Balance Sheet

		As at March 31, 2016 ₹	As at March 31, 2015 ₹
1	Present Value of Defined Benefit Obligation	90,71,147	9,699,012
2	Fair Value of plan assets	616,938	1,368,083
3	Net Liability recognized in the Balance Sheet	84,54,209	8,330,929

Net gratuity cost for the year ended March 31, 2016

		For the Year ended March 31, 2016 ₹	For the Year ended March 31, 2015 ₹
1	Current Service Cost	1,559,697	1,931,468
2	Interest Cost on obligation	768,162	863,074
3	Expected Return on plan assets	(108,352)	(95,405)
4	Net Actuarial (gain)/loss recognized for the year ending March 31, 2014	(20,96,227)	(1,542,001)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

5	Net Gratuity Cost	123,280	1,157,136
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Assumptions used in accounting for the gratuity plan

(Rate per annum)

		As at March 31, 2016	As at March 31, 2015
1	Discount Rate	7.86%	7.92%
2	Rate of Salary Escalation	2.00%	4.00%
3	Rate of return on plan assets	7.86%	7.92%

NOTE : '27'**LEASES**

(A) The Company has leased its vacant premises under cancellable lease agreements, the income from which is recognised and disclosed as Rent received under Note No. 19.

(B) The Company has taken commercial premises on lease basis, the agreements for which are mutually renewable/cancellable. The rental expenses in respect of operating lease are charged as rent under Note No. 22 under the head 'Rent'

NOTE : '28'**SEGMENT REPORTING**

Pursuant to Accounting Standard 17 on "Segment Reporting" prescribed by the Companies (Accounting Standards) Rules, 2006, the Group has only one reportable segment viz. Software Development Services.

NOTE : '29'**CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR) IN RESPECT OF :****(A) Contingent Liabilities:**

- a) Disputed Income Tax Matters:
 - i) Regular demand under assessment (excluding interest liability) ₹28,20,300 (Previous Year ₹ 115,840)
 - ii) Penalties & Interest upto the date of demand of ₹7,053,526 (Previous Year ₹58,198,919)
 - iii) Other Income Tax proceedings in respect of earlier years decided in favour of the Company by the Appellate Authorities against which the Department is in further appeals excluding further interest liability, if any of ₹3,769,968 (Previous Year ₹3,769,968)
 - iv) In the previous year, the Holding Company has received Income Tax refunds of ₹189,474,293 (including interest amount of ₹74,080,633) towards Assessment years 1997-98, 1998-99 and 1999-00, pursuant to the favourable Order from Income Tax Appellate Tribunal. The Income Tax Department has filed an appeal against the said Order with the Hon'ble High Court, Bombay. Accordingly, the Holding Company has, however continued the provision of ₹121,961,829 (Previous Year ₹121,961,829) made in earlier years.
- b) Disputed Service Tax Matters ₹Nil (Previous Year ₹6,607,614)

The Company's pending litigations comprise claims mainly against the Company and proceedings pending with Tax and other Authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not reasonably expect the outcome of these proceedings to have a material impact on its financial statements

(B) Commitments:

Estimated amount (Net of Advances) of contracts remaining to be executed on capital account and not provided for: ₹ Nil (Previous Year ₹1,967,426)



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

NOTE : '30'

MICRO, SMALL AND MEDIUM ENTERPRISES

The details of amounts outstanding to Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), based on the available information with the Company are as under:

(Amount in ₹)

Sl.No	Particulars	Current Year	Previous Year
1	Principal amount due and remaining unpaid	-	-
2	Interest due on (1) above and the unpaid interest	-	-
3	Interest paid on all delayed payments under the MSMED Act.	-	-
4	Payment made beyond the appointed day during the year	-	-
5	Interest due and payable for the period of delay other than (3) above	-	-
6	Interest accrued and remaining unpaid	-	-
7	Amount of further interest remaining due and payable in succeeding years	-	-

NOTE : '31'

In the opinion of the Board, assets other than Fixed Assets and Non-current investments have a value on realisation in the ordinary course of business atleast equal to the amount at which they are stated. Provision for depreciation and all known liabilities is adequate and not in excess of the amount reasonably necessary.

NOTE '32'

The accounts of certain Banks, Trade Receivables, Trade Payables and Loans and Advances are subject to formal confirmation/reconciliation and adjustments, if any. The Management does not expect any material difference affecting the current year's consolidated financial statements.

NOTE : '33'

Exceptional items include a claim of ₹56,190,650 received on settlement of dispute in respect of investment and receivable from CyberTech Middle East WLL. The said amount includes writing back of ₹9,135,258 being provision made for diminution in the value of aforesaid investment and for doubtful receivable in the earlier year.

NOTE : '34'

Consequent to the enactment of the Companies Act, 2013 (the Act) and its applicability for accounting periods commencing from April 1, 2014, the Company has realigned the remaining useful life of its tangible assets in accordance with the provisions prescribed under Schedule II to the Act. Accordingly, in the case of tangible assets which have completed their useful life, the carrying value (net of residual value) as at April 1, 2014 amounting to ₹8,310,425 (net of Deferred Tax of ₹3,991,291) has been adjusted to "Surplus in the Statement of Profit and Loss" and in the case of other fixed assets, the carrying value (net of residual value) is being depreciated over the revised remaining useful lives. Accordingly, the depreciation and amortization expense was higher by ₹7,230,243 for the year ended 31st March, 2015.

NOTE '35'

Previous year's figures have been re-grouped/re-arranged, wherever necessary, to conform to the current year's classification/presentation.

Signatures to Note 1 to 35

For and on behalf of the Board of Directors

Sateesh Wadagbalkar
Company Secretary
MEM.No. A6512

Ramasubramanian Sankaran
Executive Director and CFO
DIN: 05350841

Sudhir Joshi
Director
DIN: 00349597

Place : Thane
Dated : May 19, 2016

DIRECTORS' REPORT

To the Shareholders of CyberTech Systems and Software, Inc. (USA)

Your Directors have pleasure in presenting this Annual Report on the business and operations of your Company together with the Audited Accounts of the Company for the year ended 31st March 2016.

COMPANY FINANCIAL RESULTS:

U.S.Dollars(\$)

	2015-16	2014-15
Gross Revenue	10,190,222	9,240,483
Profit/(Loss) before Interest & Depreciation	(75,624)	(364,751)
Interest	NIL	NIL
Depreciation	47,493	128,779
Profit/(Loss) before tax	(123,117)	(493,530)
Provision for tax	NIL	NIL
Current Tax	NIL	NIL
Profit/(Loss) after tax	(123,117)	(493,530)
Profit/(Loss) b/f from previous year	(2,623,258)	(2,129,728)
Balance to be carried forward	(2,746,375)	(2,623,258)

REVIEW OF COMPANY'S OPERATIONS AND PERFORMANCE:

Operations of the Company are integrated with its parent company viz., CyberTech Systems and Software Limited. The Company operates as CyberTech Systems and Software Limited's sales front end, servicing the combined Company's customers in the United States and promoting offshore support and development services. The Company focuses on customer facing and business development activities including pre-sales, marketing, sales and onsite project/program management activities.

During the year under review CyberTech Systems and Software, Inc has made a loss after tax of \$ (123,117) on the revenue of \$ 10,190,222. Results are disclosed in the attached financial statements.

Your company continues to maintain its focus on the alliances with partners such as ESRI, Microsoft, CISCO, SAP etc. These strong bonds help your company to attain revenue growth and increase in profitability with a continued focus on offshore revenue.

Your Company continues to invest in GeoShield® product initiative. Your directors are pleased to inform that GeoShield® product is getting traction among various Counties and Police Departments. Considering the amount of interest shown by these Counties and Police Departments, your company expects to grow its business in the area considerably in the next few years. It will help the company to restore the eroded net worth and improve the Company's performance.

Registered Office
1301, West 22nd Street,
Suite 308, Oak Brook,
IL 60523, USA.

For and on behalf of the Board of Directors

Viswanath Tadimety
Chairman

Place : Thane, India
Date : May 16, 2016



AUDITORS' REPORT

TO THE MEMBERS OF CYBERTECH SYSTEMS & SOFTWARE INC. (USA)

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **CYBERTECH SYSTEMS & SOFTWARE INC. (USA)** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the generally accepted accounting principles. This responsibility also includes maintenance of adequate accounting records in accordance for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2016 and its Loss and cash flows for the year ended on that date.

Emphasis of Matter

Without qualifying, we draw attention to Note No. 23 of financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has incurred a loss of Rs. 8,083,861 during the year ended March 31, 2016 (loss of Rs. 30,199,101 in the previous financial year) and, as of that date, net worth has been substantially eroded. However, as explained by the management, project under development and due to continuing commitment towards financial, technical and administrative support by the holding company these financial statements have been prepared on a going concern basis.

For LODHA & CO.
Chartered Accountants
Firm Registration No. 301051E

R. P. Baradiya
Partner
Membership No. 44101

Place : Mumbai
Date : May 19, 2016

BALANCE SHEET AS AT MARCH 31, 2016

	NOTE NO.	As at March 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2015
		US Dollars	₹	US Dollars	₹
EQUITY AND LIABILITIES					
Shareholders' Funds					
Share capital	2	1,515,850	100,500,855	1,515,850	93,982,700
Reserves and surplus	3	(1,177,225)	(78,050,001)	(1,054,108)	(78,294,159)
Current Liabilities					
Trade payables	4				
micro enterprises and small enterprises	5	3,359,421	222,729,613	3,046,306	188,870,972
Other current liabilities		-	-	6,465	400,830
TOTAL		3,698,046	245,180,467	3,514,513	204,960,343
ASSETS					
Non Current Assets					
Fixed Assets	6				
Tangible assets		25,147	1,667,264	39,203	2,430,586
Intangible assets		-	-	27,432	1,700,784
Intangible assets under development		713,066	47,276,276	541,566	33,577,092
Long term loans and advances	7	17,818	1,181,333	19,395	1,202,490
Current Assets					
Trade receivables	8	2,245,091	148,849,533	1,787,957	97,913,871
Cash and bank balances	9	369,398	24,491,087	861,378	53,405,436
Short term loans and advances	10	5,205	345,092	5,418	335,916
Other current assets	11	322,321	21,369,882	232,164	14,394,168
TOTAL		3,698,046	245,180,467	3,514,513	204,960,343

Significant Accounting Policies and Notes to
Financial Statements

1 to 24

As per our attached report of even date

For Lodha & Co.
Chartered Accountants
Firm Registration No. 301051E

R. P. Baradiya
Membership No. 44101
Partner

Place : Mumbai
Dated : May 19, 2016

For and on behalf of the Board of Directors

Steven Jeske
Director

Place : Oakbrook
Dated : May 16, 2016



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016

	NOTE NO.	For the year ended March 31, 2016	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2015
		US Dollars	₹	US Dollars	₹
INCOME					
Revenue from operations	12	10,105,654	663,537,242	9,239,394	565,358,519
Other income	13	84,568	5,552,735	1,089	66,636
TOTAL REVENUE		10,190,222	669,089,977	9,240,483	565,425,155
EXPENSES					
Employee benefits expense	14	3,295,259	216,366,706	3,109,359	190,261,678
Depreciation and amortisation expense	6	47,493	3,118,390	128,779	7,879,987
Other expenses	15	6,970,587	457,688,742	6,495,875	397,482,591
TOTAL EXPENSES		10,313,339	677,173,838	9,734,013	595,624,256
LOSS BEFORE TAX		(123,117)	(8,083,861)	(493,530)	(30,199,101)
Tax expenses		-	-	-	-
LOSS FOR THE YEAR		(123,117)	(8,083,861)	(493,530)	(30,199,101)
Basic and diluted Earnings per share		(0.08)	(5.33)	(0.61)	(37.33)

Significant Accounting Policies and Notes to
Financial Statements

1 to 24

As per our attached report of even date

For Lodha & Co.
Chartered Accountants
Firm Registration No. 301051E

R. P. Baradiya
Membership No. 44101
Partner

Place : Mumbai
Dated : May 19, 2016

For and on behalf of the Board of Directors

Steven Jeske
Director

Place : Oakbrook
Dated : May 16, 2016

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

	For the year ended March 31, 2016		For the year ended March 31, 2015	
	US Dollars	₹	US Dollars	₹
A. Cash flow from Operating activities				
Net Loss	(123,117)	(8,083,861)	(493,530)	(30,199,101)
Adjustments for :				
Depreciation and amortisation expense	47,493	3,118,390	128,779	7,879,987
Interest income	(1,072)	(70,388)	(1,089)	(66,636)
Sundry Credit Balances written back	(71,155)	(4,672,037)	-	-
Provision for Doubtful Debts	28,800	1,891,008	-	-
Effect of exchange rate change	-	13,793,741	-	(14,734,973)
	4,066	14,060,714	127,690	(6,921,622)
Operating profit before Working Capital changes	(119,051)	5,976,853	(365,840)	(37,120,723)
Adjustments for :				
Decrease/(Increase) in Trade receivables	(485,934)	(52,826,670)	321,991	28,514,213
Decrease/(Increase) in Other receivables	(88,369)	(6,963,857)	(78,997)	(5,268,009)
Increase/(Decrease) in Trade & other payables	377,805	38,129,848	106,090	12,706,677
	(196,498)	(21,660,679)	349,084	35,952,881
Net cash generated used in operating activities	(315,549)	(15,683,826)	(16,756)	(1,167,842)
B. Cash flow from investing activities				
Purchase of fixed assets	(177,505)	(13,301,035)	(342,393)	(21,715,046)
Interest received	1,074	70,512	1,135	69,388
Net cash generated used in investing activities	(176,431)	(13,230,523)	(341,258)	(21,645,658)
C. Cash flow from financing activities :				
Increase in Common Stock	-	-	750,000	48,092,968
Net cash generated from / (used in) financing activities	-	-	750,000	48,092,968
Net Decrease in cash & cash equivalents (A+B+C)	(491,980)	(28,914,349)	391,986	25,279,468
Cash & cash equivalents (Opening)	861,378	53,405,436	469,392	28,125,968
Cash & cash equivalents (Closing)	369,398	24,491,087	861,378	53,405,436
	(491,980)	(28,914,349)	391,986	25,279,468

Note

- The above Cash Flow Statement has been prepared using the Indirect Method prescribed by the Accounting Standards (AS) 3 "Cash Flow Statements".
- The previous years' figures have been regrouped/rearranged wherever necessary.
- The accompanying notes form an integral part of financial statements

As per our attached report of even date

For Lodha & Co.
Chartered Accountants
Firm Registration No. 301051E

R. P. Baradiya
Membership No. 44101
Partner

Place : Mumbai
Dated : May 19, 2016

For and on behalf of the Board of Directors

Steven Jeske
Director

Place : Oakbrook
Dated : May 16, 2016



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

NOTE '1'

SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis.

Use of estimates

The preparation of financial statements in conformity with Indian Generally Accepted Accounting Principles (GAAP) and Accounting Standards (AS) require the management to make estimates and assumptions that affect the reported income and expenses during the reported period and the reported amounts of assets and liabilities and disclosure of contingent liabilities as of the date of the financial statements. The recognition, measurement, classification or disclosure of an item or information in the financial statements has been made relying on these estimates. Actual results may differ from these estimates. Any revision to the accounting estimates is recognized prospectively.

Revenue Recognition

Income from software development, customer support services and consulting are recognised in accordance with the terms of contract.

Revenue from fixed price contracts with milestone billings and fixed time frame contracts are recognized as per the proportionate completion method.

Unbilled Revenues

Revenue recognized over and above the billings on a customer is classified as "unbilled revenue".

Employee Benefits

a) Compensation and Short-term employee benefits :

All employee benefits which are payable within twelve months of rendering the service are classified as short term employee benefits. Compensation are recognized at actual amounts due in the period in which the employee renders the related service. Vacation pay is recognized as and when taken and only limited amount may be carried forward from year to year.

Associated Short-term Benefits include the following:

- i) Healthcare Insurance
- ii) Disability Insurance
- iii) Life Insurance

All Short-term Benefits Cost is shared between the Company and the Employee The Company portion is recognized at actual amount in the period billed.

b) Other Short-term Benefits:

i) Defined Contribution Plans:

Contributions are made annually to the Companies 401k Plan (Defined Contribution Plan) based on savings contributions made by employees. All Company contributions accrue to the benefit of and are 100% vested to employees when earned, based on their contribution and as defined by the US Safe Harbor contribution limitations. The Company contribution is recognized monthly on an accrual basis in the period that employee contributions are credited.

c) Long-term Post Retirement Benefits:

The Company does not sponsor a Defined Benefit or other Post Retirement Benefits Plan

Fixed Assets and Depreciation / Amortisation

Fixed assets are stated at cost of acquisition less accumulated depreciation/amortisation. Depreciation/amortisation is provided based on the useful life prescribed under Part C of schedule II of the Companies Act 2013:

Goodwill arising on purchase of business by the Company (representing the cost of business acquisition in excess of the fair value assigned to the net tangible assets acquired).

The company assesses at each balance sheet date whether there is any indication that any assets may be impaired. If any such indication exists, the carrying value of such assets is reduced to its recoverable amount and the amount of such impairment loss is charged to Statement of Profit and Loss. If at the balance sheet date, there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and asset is restated to that effect.

Taxation

Provision for tax is made on the basis of the estimated taxable income for the current accounting year in accordance with the relevant Income Tax laws of United States of America. The deferred tax for timing difference is accounted for, based on the tax rules and laws that have been substantively enacted as of the Balance Sheet date. Deferred tax assets arising out from the timing differences are recognized to the extent there is virtual/reasonable certainty that these would be realized in future.

Borrowing Costs

Borrowing costs directly attributable to acquisition, construction and production of qualifying assets are capitalized as a part of the cost of such asset up to the date of completion. Other borrowing costs are charged to the Statement of Profit and Loss.

Provisions, contingent liabilities and contingent assets

A provision is made based on reliable estimate when it is possible that an outflow of resources embodying economic benefit will be required to settle an obligation. Contingent liabilities, unless the possibility of outflow of resources embodying economic benefit is remote, are disclosed by way of notes to accounts. Contingent assets are not recognized or disclosed in the financial statement.

Foreign currency translation:

All assets and liabilities, both monetary and non-monetary, are translated at the closing rate while the income and expenses are translated at the average rate for the year. The resulting exchange differences have been accumulated in the Foreign Currency Translation Reserve



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

	As at March 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2015
	US Dollars	₹	US Dollars	₹
NOTE '2'				
SHARE CAPITAL				
Authorised				
10,000,000 (Previous Year 10,000,000) Common Stock of USD 0.01 each.	100,000	6,630,000	100,000	6,200,000
2,000,000 (Previous Year 2,000,000) Common Stock of USD.1.00 each	2,000,000	132,600,000	2,000,000	124,000,000
	2,100,000	139,230,000	2,100,000	130,200,000
Issued, Subscribed and Paid-Up				
1,585,000 (Previous Year 1,585,000) Common Stock of USD.0.01 each, fully paid up	15,850	1,050,855	15,850	982,700
1,500,000 (Previous year 1,500,000) Common Stock of USD.1.00 each, fully paid up	1,500,000	99,450,000	1,500,000	93,000,000
	1,515,850	100,500,855	1,515,850	93,982,700

(a) Reconciliation of Share Capital

	As at March 31, 2016		As at March 31, 2015	
	Opening	Closing	Opening	Closing
Face Value of USD 0.01 each				
No of shares	1,585,000	1,585,000	1,585,000	1,585,000
Amount in USD	15,850	15,850	15,850	15,850
Amount in ₹*	982,700	1,050,855	949,732	982,700

*change is on account of reinstatement

	As at March 31, 2016		As at March 31, 2015	
	Opening	Closing	Opening	Closing
Face Value of USD 1.00 each				
No of shares	1,500,000	1,500,000	750,000	1,500,000
Amount in USD	1,500,000	1,500,000	750,000	1,500,000
Amount in ₹*	93,000,000	99,450,000	44,940,000	93,000,000

*change is on account of reinstatement

(b) Terms/rights attached to equity shares

The company has two classes of common stock having par value of USD 0.01 per share and USD 1 per share. Both the class of shares have equal rights.

Each shareholder has right to vote in respect of such share on every resolution placed before the Company and his voting right on a poll shall be in proportion to his share of the paid up equity capital of the Company. In the event of liquidation the equity shareholders are entitled to receive the remaining assets of the Company after payments to secured and unsecured creditors, in proportion to their shareholding.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016**(c) Shareholders holding more than 5% of the equity shares :**

	As at March 31, 2016		As at March 31, 2015	
	No. of shares	%	No. of shares	%
CyberTech Systems and Software Limited (Holding Company)				
Face Value of USD 0.01 each	1,585,000	100	1,585,000	100
Face Value of USD 1.00 each	1,500,000	100	1,500,000	100

d) During the previous five years, the Company has not issued Bonus shares/ bought back shares/issued shares for consideration other than cash.

	As at March 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2015
	US Dollars	₹	US Dollars	₹
NOTE '3' RESERVES AND SURPLUS				
Securities Premium Account Balance as per last Balance Sheet	1,569,150	104,034,645	1,569,150	97,287,300
Foreign Currency Translation Reserve Opening Balance		(37,912,058)		(20,143,002)
Add : Foreign Currency translation during the year		1,580,674		(17,769,056)
Closing Balance		(36,331,384)		(37,912,058)
Surplus Opening Balance	(2,623,258)	(137,669,401)	(2,129,728)	(107,470,300)
Add: Loss/Profit for the year	(123,117)	(8,083,861)	(493,530)	(30,199,101)
Closing Balance	(2,746,375)	(145,753,262)	(2,623,258)	(137,669,401)
	(1,177,225)	(78,050,001)	(1,054,108)	(78,294,159)
NOTE '4' TRADE PAYABLES				
Holding Company	2,776,592	184,088,050	2,514,033	155,870,046
Others	582,829	38,641,563	532,273	33,000,926
	3,359,421	222,729,613	3,046,306	188,870,972
Refer Note 18				
NOTE '5' OTHER CURRENT LIABILITIES				
Others	-	-	6,465	400,830
	-	-	6,465	400,830



NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

**NOTE '6' -
FIXED ASSETS**

(Amount in US Dollars)

DESCRIPTION	GROSS BLOCK (At Cost)			DEPRECIATION/AMORTISATION			NET BLOCK	
	As at 1st April, 2015	Additions during the year	Deductions/ Adjustments during the year	As at 31st March, 2016	Upto 1st April, 2015	for the year	On Deductions/ Adjustments	Upto 31st March, 2016
TANGIBLE ASSETS								
Plant & Equipment	10,312	-	-	10,312	8,028	1,305	-	9,333
Furniture and Fixtures	67,282	-	-	67,282	53,008	5,762	-	58,770
Computers	123,161	6,005	-	129,166	100,516	12,994	-	113,510
TOTAL (A)	200,755	6,005	-	206,760	161,552	20,061	-	181,613
INTANGIBLE ASSETS								
Goodwill	775,000	-	-	775,000	775,000	-	-	775,000
Computer Software	329,200	-	-	329,200	301,768	27,432	-	329,200
TOTAL (B)	1,104,200	-	-	1,104,200	1,076,768	27,432	-	1,104,200
TOTAL (A + B)	1,304,955	6,005	-	1,310,960	1,238,320	47,493	-	1,285,813
INTANGIBLE ASSETS UNDER DEVELOPMENT								
Softwares	-	-	-	-	-	-	-	-
TOTAL (C)	-	-	-	-	-	-	-	713,066

(Amount in ₹)

DESCRIPTION	GROSS BLOCK (At Cost)			DEPRECIATION/AMORTISATION			NET BLOCK	
	As at 1st April, 2015	Additions during the year	Deductions/ Adjustments during the year	As at 31st March, 2016	Upto 1st April, 2015	for the year	On Deductions/ Adjustments	Upto 31st March, 2016
TANGIBLE ASSETS								
Plant & Equipment	639,344	-	(44,342)	683,686	497,736	85,686	(35,356)	618,778
Furniture and Fixtures	4,171,484	-	(289,313)	4,460,797	3,286,496	378,333	(231,622)	3,896,451
Computers	7,635,982	398,149	(529,592)	8,563,723	6,231,992	853,186	(440,535)	7,525,713
TOTAL (A)	12,446,810	398,149	(863,247)	13,708,206	10,016,224	1,317,205	(707,513)	12,040,942
INTANGIBLE ASSETS								
Goodwill	48,050,000	-	(3,332,500)	51,382,500	48,050,000	-	(3,332,500)	51,382,500
Computer Software	20,410,400	-	(1,415,560)	21,825,960	18,709,616	1,801,185	(1,315,158)	21,825,960
TOTAL (B)	68,460,400	-	(4,748,060)	73,208,460	66,759,616	1,801,185	(4,647,658)	73,208,460
TOTAL (A + B)	80,907,210	398,149	(5,611,307)	86,916,666	76,775,840	3,118,390	(5,355,171)	85,249,402
INTANGIBLE ASSETS UNDER DEVELOPMENT								
Softwares	-	-	-	-	-	-	-	-
TOTAL (C)	-	-	-	-	-	-	-	47,276,276

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016									
NOTE '6'									
FIXED ASSETS									
(Amount in US Dollars)									
DESCRIPTION	GROSS BLOCK (At Cost)			DEPRECIATION/AMORTISATION			NET BLOCK		
	As at 1st April, 2014	Additions during the year	Deductions/ Adjustments during the year	As at 31st March, 2015	Upto 1st April, 2014	for the year	On Deductions/ Adjustments	Upto 31st March, 2015	As at 31st March, 2015
TANGIBLE ASSETS									
Plant & Equipment	10,312	-	-	10,312	6,593	1,435	-	8,028	2,284
Furniture and Fixtures	52,426	14,856	-	67,282	50,135	2,873	-	53,008	14,274
Computers	103,209	19,952	-	123,161	85,779	14,737	-	100,516	22,645
TOTAL (A)	165,947	34,808	-	200,755	142,507	19,045	-	161,552	39,203
INTANGIBLE ASSETS									
Goodwill	775,000	-	-	775,000	775,000	-	-	775,000	-
Computer Software	329,200	-	-	329,200	192,034	109,734	-	301,768	27,432
TOTAL (B)	1,104,200	-	-	1,104,200	967,034	109,734	-	1,076,768	27,432
TOTAL (A + B)	1,270,147	34,808	-	1,304,955	1,109,541	128,779	-	1,238,320	66,635
INTANGIBLE ASSETS UNDER DEVELOPMENT									
Softwares	-	-	-	-	-	-	-	-	541,566
TOTAL (C)	-	-	-	-	-	-	-	-	541,566
(Amount in ₹)									
DESCRIPTION	GROSS BLOCK (At Cost)			DEPRECIATION/AMORTISATION			NET BLOCK		
	As at 1st April, 2014	Additions during the year	Deductions/ Adjustments during the year	As at 31st March, 2015	Upto 1st April, 2014	for the year	On Deductions/ Adjustments	Upto 31st March, 2015	As at 31st March, 2015
TANGIBLE ASSETS									
Plant & Equipment	617,895	-	(21,449)	639,344	395,053	87,808	(14,875)	497,736	141,608
Furniture and Fixtures	3,141,366	921,072	(109,046)	4,171,484	3,004,089	175,799	(106,608)	3,286,496	884,988
Computers	6,184,283	1,237,024	(214,675)	7,635,982	5,139,877	901,757	(190,358)	6,231,992	1,403,990
TOTAL (A)	9,943,544	2,158,096	(345,170)	12,446,810	8,539,019	1,165,364	(311,841)	10,016,224	2,430,586
INTANGIBLE ASSETS									
Goodwill	46,438,000	-	(1,612,000)	48,050,000	46,438,000	-	(1,612,000)	48,050,000	-
Computer Software	19,725,664	-	(684,736)	20,410,400	11,506,677	6,714,623	(488,315)	18,709,616	1,700,784
TOTAL (B)	66,163,664	-	(2,296,736)	68,460,400	57,944,677	6,714,623	(2,100,315)	66,759,616	1,700,784
TOTAL (A + B)	76,107,208	2,158,096	(2,641,906)	80,907,210	66,483,696	7,879,987	(2,412,156)	76,775,840	4,131,370
INTANGIBLE ASSETS UNDER DEVELOPMENT									
Softwares	-	-	-	-	-	-	-	-	33,577,092
TOTAL (C)	-	-	-	-	-	-	-	-	33,577,092



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

	As at March 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2015
	US Dollars	₹	US Dollars	₹
NOTE '7' LONG TERM LOANS AND ADVANCES (Unsecured, considered good unless stated otherwise)				
Security Deposits	17,818	1,181,333	19,395	1,202,490
	17,818	1,181,333	19,395	1,202,490
NOTE '8' TRADE RECEIVABLES (Unsecured) <u>Outstanding for a period exceeding six months</u> <u>from due date</u>				
Considered good	230,220	15,263,586	246,390	15,276,180
Considered doubtful	30,000	1,989,000	1,200	74,400
	260,220	17,252,586	247,590	15,350,580
Less: Provision for doubtful debts	(30,000)	(1,989,000)	(1,200)	(74,400)
	230,220	15,263,586	246,390	15,276,180
Other receivables				
Considered good	2,014,871	133,585,947	1,541,567	82,637,691
	2,014,871	133,585,947	1,541,567	82,637,691
	2,245,091	148,849,533	1,787,957	97,913,871
NOTE '9' CASH AND BANK BALANCES Cash and cash equivalents Bank Balances				
- in Current Accounts	369,398	24,491,087	728,131	45,144,122
- in Call Accounts	-	-	133,247	8,261,314
	369,398	24,491,087	861,378	53,405,436
NOTE '10' SHORT-TERM LOANS AND ADVANCES (Unsecured, considered good)				
Recoverable from employees	-	-	1,790	110,980
Security Deposits	5,205	345,092	3,628	224,936
	5,205	345,092	5,418	335,916
NOTE '11' OTHER CURRENT ASSETS				
Interest receivable	-	-	2	124
Unbilled revenues	234,360	15,538,068	197,449	12,241,838
Prepaid expenses	87,961	5,831,814	34,713	2,152,206
	322,321	21,369,882	232,164	14,394,168

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

	For the year ended March 31, 2016		For the year ended March 31, 2015	
	US Dollars	₹	US Dollars	₹
NOTE '12' REVENUE FROM OPERATIONS				
Sale of Services				
Software Development Services	10,105,654	663,537,242	9,239,394	565,358,519
	10,105,654	663,537,242	9,239,394	565,358,519
NOTE '13' OTHER INCOME				
Interest income	1,072	70,388	1,089	66,636
Sundry credit balances written back	71,155	4,672,037		
Miscellaneous income	12,341	810,310	-	-
	84,568	5,552,735	1,089	66,636
NOTE '14' EMPLOYEE BENEFITS EXPENSE				
Salaries and wages	3,034,177	199,224,062	2,838,330	173,677,413
Contribution to other fund	80,000	5,252,800	57,505	3,518,731
Staff welfare expenses	181,082	11,889,844	213,524	13,065,534
	3,295,259	216,366,706	3,109,359	190,261,678
NOTE '15' OTHER EXPENSES				
Rent	131,128	8,609,864	113,655	6,954,549
Repairs and Maintenance				
Plant and Equipment	7,254	476,298	46,995	2,875,624
Others	39,342	2,583,196	46,301	2,833,158
	46,596	3,059,494	93,296	5,708,782
Insurance	45,985	3,019,375	42,980	2,629,946
Rates and Taxes	7,747	508,668	22,954	1,404,555
Travelling & Conveyance	253,746	16,660,962	263,782	16,140,821
Communication	61,375	4,029,883	70,132	4,291,377
Electricity Expenses	8,873	582,601	8,731	534,250
Professional fees	253,835	16,666,806	207,345	12,687,441
Software Programming, Consultancy and Development Charges	5,998,571	393,866,172	5,559,308	340,174,057
Auditors' Remuneration	12,650	830,599	9,000	550,710
Provision for Doubtful Debts	28,800	1,891,008	-	-
Miscellaneous Expenses	121,281	7,963,310	104,692	6,406,103
	6,970,587	457,688,742	6,495,875	397,482,591

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016****NOTE '16'****SEGMENT REPORTING :**

Pursuant to Accounting Standard 17 on "Segment Reporting" issued by the Companies (Accounting Standards) Rules, 2006, Company has only one reportable segment viz. Software Development Services.

NOTE '17'**EARNINGS PER SHARE:**

	For the year ended March 31, 2016	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2015
Loss attributable to the shareholders	USD (123,117)	₹ (8,083,861)	USD (493,530)	₹ (30,199,101)
Weighted average number of Equity Shares outstanding during the year (Nos.)	1,515,850	1,515,850	809,001	809,001
Nominal Value of Equity Shares	USD 1.00	₹ 66.30	USD 1.00	₹ 62.00
Basic and Diluted Earnings Per Share (Not annualised)	USD (0.08)	₹ (5.33)	USD (0.61)	₹ (37.33)

NOTE '18'**RATES USED FOR CONVERSION**

Particulars	Unit of Currency	As at March 31, 2016	As at March 31, 2015
Balance Sheet	USD	₹66.30	₹62.00
Statement of Profit and loss	USD	₹65.66	₹61.19

NOTE '19'**RELATED PARTY DISCLOSURES:**

Disclosure in respect of Related Party pursuant to Accounting Standard 18 are as under

A. List of Related Parties:**(1) Parties where control exists:****(i) Holding Company :**

CyberTech Systems and Software Ltd., India

(2) Other Parties with whom the company has entered into transactions during the year**Key Management Personnel :**

Mr. Viswanath Tadimety - Director

Mr. Steven Jeske - Director

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

B. Transactions entered with Related Parties in the ordinary course of business:

Particulars	Referred in (A)(1) above	Referred in (A)(1) above	Referred in (A)(2) above	Referred in (A)(2) above
	USD	₹	USD	₹
1) Expenses	5,845,582 (5,553,721)	383,820,914 (341,667,888)	# 514,792 # (501,667)	30,697,003 (30,697,003)
2) Outstanding as at the year end: Payable	2,776,592 (2,514,033)	184,088,050 (155,870,046)	21,458 (21,458)	1,422,688 (1,330,417)

Disclosure in Respect of Material Related Party Transactions during the year

Payment to Key Managerial Personnel includes remuneration paid to

	USD	₹
Mr. Viswanath Tadimety	284,792	18,699,443
	(271,667)	(16,623,303)
Mr. Steven Jeske	230,000	15,101,800
	(230,000)	(14,073,700)

Note:

- i) Related party relationship is as identified by the Company and relied upon by the Auditors.
- ii) No amounts have been written off/back and provided for in respect of the related party during the year.
- iii) Figures in bracket represent previous year figures

NOTE '20'**Operating lease :**

The Company has taken commercial premises on lease basis, the agreements for which are mutually renewable/cancellable. The rental expenses in respect of operating lease are charged as rent under Note No. 15 under the head 'Rent'.

NOTE '21'

In the opinion of the Board, assets other than Fixed Assets and Non-Current investments have a value on realisation in the ordinary course of business atleast equal to the amount at which they are stated. Provision for depreciation and all known liabilities is adequate and not in excess of the amount reasonably necessary.

NOTE '22'

The accounts of certain Banks, Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation/reconciliation and adjustments, if any. The Management does not expect any material difference affecting the current year's financial statements.

NOTE '23'

Although the network has been eroded, considering the advance stage of new software product under development, the management is confident of reversing the losses in the coming years with a committed financial, technical and administrative support from the holding company. Accordingly, these financial statements have been prepared on a going concern basis.

NOTE '24'

Previous year's figures have been re-grouped/re-arranged, wherever necessary, to conform to the current year's classification/presentation.

Signatures to Note 1 to 24

For and on behalf of the Board of Directors

Place : Oakbrook
Dated : May 16, 2016

Steven Jeske
Director



CYBERTECH SYSTEMS AND SOFTWARE LIMITED

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 **CIN:** L72100MH1995PLC084788

ATTENDANCE SLIP

Please fill the attendance slip and hand it over at the entrance of the meeting hall.

Joint holders may obtain additional Slip at the venue of the meeting.

DP ID*		Folio No	
Client ID*		No of shares	

Name and Address of the Shareholder / Proxy: _____

I hereby record my presence at the **21st Annual General Meeting** of the Company held on **Friday, 30th September, 2016** at 04.30 p.m. at CyberTech House, Plot No. B-63/64/65, Road No. 21/34, J.B. Sawant Marg, MIDC, Wagale Estate, Thane – 400 604.

Signature of Shareholder / Proxy

NOTE: Shareholder/Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

* Applicable for members holding shares in electronic form.

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Form No. MGT 11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L72100MH1995PLC084788

Name of the Company: **CyberTech Systems and Software Limited**

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

Name of the Member(s) : _____

Registered Address : _____

Email Id : _____

Folio No / Client ID : _____

DP ID : _____

I / We being the member(s) holding _____ Equity Shares of CyberTech Systems and Software Limited, hereby appoint:

1. Name: _____

Address: _____

E-mail ID: _____

Signature _____ or failing him

2. Name: _____

Address: _____

E-mail ID: _____

Signature _____ or failing him

3. Name: _____

Address: _____

E-mail ID: _____

Signature _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **21st ANNUAL GENERAL MEETING** of the Company, to be held on **Friday, 30th September, 2016** at 04.30 p.m. at CyberTech House, B-63-64-65-MIDC Wagale Estate, J.B. Sawant Marg, Thane - 400 604 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of the business as set out in the 21 st AGM	For	Against
1.	Receive, consider and adopt the Audited Standalone and consolidated Financial Statements of the Company including Balance Sheet as at 31 st March, 2016, Statement of Profit and Loss and Cash Flow Statement for the year ended as on that date and reports of the Board of Directors and Auditors thereon.		
2.	Declare a Dividend of ₹1/- per Equity Share of face value of ₹10/- each for the Financial Year 2015-16.		
3.	Appoint a Director in place of Ms. Amogha Tadimety (DIN: 06952042), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.		
4.	Ratification of the appointment of Statutory Auditors of the Company for financial year 2016-17 and to fix their remuneration		
5.	To create Charge /Mortgage/Pledge on assets of the Company		
6.	To authorize the Board to borrow monies under section 180(1)(c) of the Companies Act, 2013		
7.	To consider and approve Qualified Institutional Placement		

Signed this _____ day of _____, 2016

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp
of ₹ 1/-

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at CyberTech House, B-63-64-65- MIDC, Wagale Estate, J.B. Sawant Marg, Thane - 400 604 not less than 48 hours before the commencement of the meeting.

FINANCIAL HIGHLIGHTS

Standalone

Rupees in millions

Financial Year	2015-16	2014-15	2013-14	2012-13	2011-12
Gross Revenue	480.29	440.00	459.51	447.93	312.99
EBIDTA	90.63	77.45	125.86	178.79	86.55
PAT	26.74	81.71	86.88	111.84	50.64
Net Worth	735.08	739.67	692.96	637.04	556.17
Book Value	27.36	27.60	26.18	24.07	21.01
Dividend Rate	10%	10%	10%	10%	10%

Consolidated

Rupees in millions

Financial Year	2015-16	2014-15	2013-14	2012-13	2011-12
Gross Revenue	771.82	669.03	730.83	752.14	573.58
EBIDTA	90.30	55.13	125.48	164.36	88.56
PAT	23.30	51.51	76.34	88.08	48.21
Net Worth	603.59	600.19	598.95	551.03	490.45
Book Value	22.46	22.40	22.63	20.82	18.53
Dividend Rate	10%	10%	10%	10%	10%

B00K-POST



If undelivered, please return to:

‘CyberTech House’

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

(CIN) : L72100MH1995PLC084788

www.cybertech.com