



CyberTech
Systems and Software Ltd.

REGD. OFFICE : 'CyberTech House', Plot No. B-63/64/65, Road # 21/34, J.B.Sawant Marg, MIDC, Wagle Estate, Thane - 400 604
• Tel : 91-22-2583 4643 / 44 / 45 • Fax : 91-22-2583 2574
• CIN L72100MH1995PLC084788 • E-mail : cssl.investors@cybertech.com • Website : www.cybertech.com

September 20, 2016

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1,
G Block, Bandra Kurla Complex
Bandra (E)
Mumbai-400 051.

To,
BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 023.

Dear Sirs/Madam,

Sub: Postal Ballot Results

Stock Code: BSE - 532173

NSE - CYBERTECH

Ref: Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please find attached herewith the details of voting result as per the format prescribed by SEBI vide its circular CIR/CFD/ CMD/8/2015 dated 4th November, 2015 with respect to the resolution passed through Postal Ballot and declared by the Chairman of the Company on 20th September, 2016.

Kindly take the same on your record.

Thanking you,
Yours faithfully

For CyberTech Systems and Software Limited

Sarita

Sarita Leelaramani
Company Secretary & Compliance Officer
Membership No: A35587



Encl. a/a



CyberTech Systems and Software Limited

Date of AGM / EGM / Postal Ballot	Date of declaration of result of postal ballot: <u>20th September, 2016</u>
Total Number of Shareholder on Record Date	10562
No. of Shareholder Present in the meeting either in person or through Proxy	N.A.
1. Promoter & Promoter Group	-
2. Public	-
No. of Shareholder attended the meeting through Video Conferencing	N.A.
1. Promoter & Promoter Group	-
2. Public	-



Sawta



CyberTech Systems and Software Limited

Regd.Off.: CyberTechHouse,PlotNo.B-63/64/65,RoadNo.21/34,J.B.Sawant Marg MIDC, WagleEstate,Thane(West) -400604

Tel. No. : 912225834643/44/45; FaxNo.: 912225832574; Fax No.: 912225832574

E-mail:cssl.investors@cybertech.com;Website:www.cybertech.com;CIN: L72100MH1995PLC084788

Resolution Required : Special		1 - Consider and approve issue, offer and allotment of not exceeding One Million (1,000,000) Optionally Fully Convertible Warrants (OFCWs /Warrants / Securities) (with each warrant convertible into one equity share) to Mr. Willem P. Elfrink at an issue price as arrived in terms of Regulation 76 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	10233782	0	0.0000	0	0	0.0000	0.0000
	Poll		7638994	74.6449	7638994	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7638994	74.6449	7638994	0	100.0000	0.0000
Public Institutions	E-Voting	48726	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	16763835	57712	0.3443	7571	50141	13.1186	86.8814
	Poll		1485010	8.8584	1485010	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1542722	9.2027	1492581	50141	96.7498	3.2502
Total		27046343	9181716	33.9481	9131575	50141	99.4539	0.5461

Sawant



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Dear Sirs/Madam,

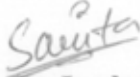
Sub: Report of Scrutinizer
Stock Code: BSE - 532173
NSE - CYBERTECH
Ref: Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please find attached herewith the Report of Scrutinizer issued by the Scrutinizer S. Anantha Rama Subramanian, Practicing Company Secretary (M. No. 4443, CP No. 1925) with respect to the resolution passed through Postal Ballot and declared by the Chairman of the Company on 20th September, 2016.

Kindly take the same on your record.

Thanking you,
Yours faithfully

For CyberTech Systems and Software Limited


Sarita Leelaramani
Company Secretary & Compliance Officer
Membership No: A35587





S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES

C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai 400080
Tel : (+91 22) 2591 3041 / 3051
Cell : +91 98 33 77 00 11
Website : www.aishcon.co
income108@yahoo.co.in/admin@aishcon.co

Report of Scrutinizer
[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies
(Management and Administration) Rules, 2014]

To

The Chairman

CyberTech Systems and Software Limited

CyberTech House, Plot No. B - 63/64/65

Road No. 21/34, J. B. Sawant Marg

MIDC, Wagle Estate, Thane (West) - 400 604

Dear Sir,

**Sub: Result of the Postal Ballot conducted to obtain the approval of Shareholders of
CyberTech Systems and Software Limited (the 'Company')**

I, S. Anantha Rama Subramanian, Proprietor of M/s. S. Anantha & Co., Practising Company Secretary (FCS: 4443; CP: 1925), Mumbai, appointed as the Scrutinizer by the Company for the purpose of Postal Ballot carried out as per Section 110 of Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on the resolution as mentioned in the notice of postal ballot dated 19th August, 2016 submit my report as under:

1. The dispatch of Notice dated 19th August, 2016, was completed on 20th August, 2016.
2. The e-voting period commenced on Sunday, 21st August, 2016 (09.00 a.m. IST) and ended on Monday, 19th September, 2016 (05.00 p.m. IST).
3. The last date of receipt of Postal Ballot Form was Monday, 19th September, 2016, (05.00 p.m. IST).
4. The Shareholders holding the shares as on the "cut-off" date i.e., Friday, August 12, 2016 were entitled to vote on the proposed resolution.
5. 17 Postal Ballot Forms were received and 21 shareholders cast the vote on e-voting platform.

S. Anantha Rama Subramanian ...2





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6. The Postal Ballot Form were scrutinized and the signatures of Members who had cast their votes were verified with their specimen signatures registered with RTA as provided by the depositories.
7. There were no instances of voting by both the modes by the same shareholder(s) viz., by way of e-voting and also through physical postal ballot form.
8. At the end of voting period on Monday, 19th September, 2016 (05.00 p.m. IST), I collected from the office of the RTA all the Postal Ballot Forms received from the Shareholders.
9. The Report of the Postal Ballot was duly compiled and accordingly the result of Postal Ballot which includes e-voting is as under:

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

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

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

- (a) The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority or the Central Government for allotment remains pending, the period of 15 days shall be counted from the date of obtaining such approval or permission;
- (b) In accordance with the ICDR Regulations, the Investor shall pay on the date of issue and allotment of the Warrants, an amount equivalent to 25% of the total consideration payable towards the Warrants. Upon the Investor exercising his right to convert any of the Warrants into Equity Shares of the Company, the remaining 75%, payable in respect of the Warrants being so converted, shall be paid by the Investor to the Company simultaneously towards the allotment of Equity Shares by the Company pursuant to such exercise;
- (c) The price including the premium of the Equity Shares to be allotted on conversion of the Warrants to the warrant holder shall not be lower than the minimum price specified as per SEBI Regulations for Preferential Issues [Chapter VII of SEBI (ICDR) Regulations, 2009]; considering 'Relevant Date' being 30 days prior to the date of declaration of results of the Postal Ballot. The 'Relevant Date' for the purpose of calculating the price of the Securities shall be 19th August, 2016 (20th August, 2016 being Saturday), being the date which is 30 days prior to the proposed date of declaration of result of Postal Ballot i.e., 20th September, 2016, which is deemed to be the date of general meeting for passing the resolution in accordance with Section 110 of the Companies Act, 2013, read with relevant rules made thereunder;
- (d) Each Warrant shall be convertible into One Equity Share of Face Value of Rs.10/- each at a premium of Rs.57/- per Equity Share aggregating to Rs.67/- per Equity Share [being equivalent to the weekly volume weighted average price quoted at the Stock Exchange(s)] or at a price determined in accordance with the SEBI (ICDR) Regulations, 2009, whichever is higher;
- (e) In case the warrant holder does not apply for the shares of the Company against exchange/surrender of the said warrants, within 18 months from the date of their allotment in accordance with the SEBI (ICDR) Regulations or other provisions of the law as may be prevailing at the time of allotment of equity shares/conversion of Warrants, then the amount paid up on each of the said warrant shall be forfeited and all the rights attached to the said warrant shall lapse automatically;
- (f) The Warrants/Equity Shares that shall be issued to the investor shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (g) The Warrants allotted pursuant to this resolution and the Equity Shares arising on conversion of the said warrants shall remain locked-in from such date and for such periods as specified under the ICDR Regulations as amended from time to time.

[Handwritten Signature]

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“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon exercise of the Warrants by the Warrant holder within the time period as afore-mentioned.”

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

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

Further to the scrutiny of the said forms and e-Votes, I hereby certify the following Result of Postal Ballot in connection with the Special Resolution proposed under Section 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013:

Total number of Postal Ballot Forms / e-Votes considered in connection with the passing of the above mentioned Special Resolution:

Sr. No.	Particulars	No. of Postal Ballot Forms (17) / e-Votes (21)	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	35	9,131,575	99.45
B	Votes against the Resolution	3	50,141	0.55
C	Total Valid Votes (A + B)	38	9,181,716	100.00
D	Invalid votes (signatures not tallied and / or Vote not casted)	Nil	Nil	Nil
	Total (C + D)	38	9,181,716	100.00

Place: Mumbai
Date: 20th September, 2016



For S. ANANTHA & Co.,
Company Secretaries

S. Anantha Rama Subramanian
Proprietor
C.P. No.: 1925