

REGD. OFFICE: 'CyberTech House', Plot No. B-63/64/65, Road # 21/34, J.B.Sawant Marg, MIDC, Wagle Estate, Thane - 400 604

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

Date: 18th November, 2016

To
General Manager
Corporation Finance Department
Division of Corporate Restructuring
The Securities and Exchange Board of India
Plot No. C4-A, G Block Near Bank of India, Bandra Kurla Complex
Bandra East, Mumbai - 400051

Dear Sir/Madam,

Sub: Request for an informal guidance viz. interpretive letter under SEBI (Informal Guidance Scheme) 2003 i.e., in connection with the proposed inter-se transfer of Shares by and between persons named as Promoter/Promoters' Group of the Company

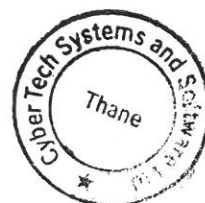
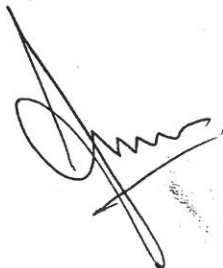
1. 'CyberTech Systems and Software Limited' (Company/CSSL) is the Listed Company having its Registered Office at CyberTech House, B-63-64-65-MIDC, Wagle Estate, J.B. Sawant Marg, Thane – 400 604. The Equity Shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange Limited (NSE) (Scrip Id: 532173 and Symbol: CYBERTECH).

2. Break-up of the Current Shareholdings of the Company as on 30th September, 2016, is as given below:

| Category of Shareholders | No. of Shares | Shareholding % |
|----------------------------|--------------------|----------------|
| Promoters/Promoters' Group | 1,02,33,782 | 37.84 |
| Public | 1,68,12,561 | 62.16 |
| Total | 2,70,46,343 | 100.00 |

3. The Shareholding pattern of Promoter and Promoters' Group as on September 30, 2016 filed with the Stock Exchanges BSE/NSE is annexed. (Annexure A)
4. Mr. Viswanath Tadimety (Promoter) and his family members (Promoter group) have proposed to consolidate their individual shareholdings in the Company and intend to hold the consolidated shareholdings (25.84%) through their family owned entity 'RED BANYAN HOLDINGS LLC', USA ('RBH'), which currently holds 2.40% of the Equity Shares of CSSL for more than 3 years, and shown under the Promoters' Group resulting in RBH holding not exceeding 28.24%. The detail of the shareholdings (Pre & Post Transfer) of Mr. Viswanath Tadimety (Promoter) along with his family members and RBH (Promoters' group) is annexed.(Annexure B)
5. In this regard, the approval of the Reserve Bank of India (RBI) vide their letter No. FED CO.FID. NO.3430/10.21.363/2016-17 dated September 29, 2016, has been obtained for the proposed transfer of shares. The Copy of the letter is annexed (Annexure C).
6. The conditions for availing 'General Exemptions' under the Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, [SEBI (SAST), Regulations, 2011] are met with, considering the shareholding pattern of the Company has provided the detail of the shareholdings of Mr. Viswanath Tadimety (Promoter) along with his family members and 'RBH' (Promoters' group), being the qualifying persons for more than 3 years.

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The Company is regular in filing the shareholding pattern with NSE/BSE, as per the erstwhile Listing Agreement / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, available at the websites of BSE and NSE and the Company.

7. With the post transfer of the said shares, RBH (acquirer) will acquire and be entitled to exercise more than twenty five percent of the voting rights in **CSSL**, as stated above.
8. Considering the proposed acquisition through the consolidation of the shareholdings, as stated above, among the Promoter / Promoters' group who are shareholders of the Company for more than 3 years, will result in RBH holding and entitled to exercise more than twenty five percent of the voting rights in **CSSL**, we seek your opinion on the applicability of the provisions of 'General Exemption' under Regulation 10(1)(a) of SEBI(SAST) Regulations, 2011 for the following proposed acquisitions of the shares of **CSSL**:
 - (i) Acquisition of Shares by RBH, which is currently holding 2.40% and post proposed transfer, will hold more than 25%, whether RBH is required to make a public announcement in terms of sub-regulation (1) of Regulation 3, and 4 of Chapter II of the SEBI (SAST) Regulations, 2011?;
 - (ii) Considering the Promoter and Promoter Group is holding 37.84% as per the shareholding pattern filed with BSE/NSE (as mentioned above in Sr.No.2), whether proposed acquisition by RBH of more than 5% in a financial year through the consolidation of shareholdings equivalent to 25.84% would be considered as crossing the threshold limit as provided under sub-regulation (2) of Regulation 3, and 4 of Chapter II of the SEBI (SAST) Regulations, 2011?;
and
 - (iii) Any application to be submitted to SEBI to avail exemption under Regulation 10(1)(a) of SEBI(SAST) Regulations, 2011, by the qualifying persons/Company with respect to the said acquisition through consolidation for the above two instances? }

We further request you to treat our above submission as confidential.

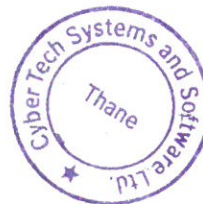
In case you require any additional information or explanation, we shall provide the same upon hearing from you.

Looking forward for an early response.

Thanking You,
Yours truly,

For CyberTech Systems and Software Limited


Ramasubramanian Sankaran
Executive Director
DIN: 05350841



Address: B-305, Jasmine Towers, Pokhran Road No. 2 Vasant Vihar, Thane - 400601



Shareholding Pattern

CYBERTECH SYSTEMS AND SOFTWARE LTD.

Scrip Code : 532173

Quarter Ending : September 2016

Statement showing shareholding pattern of the Promoter and Promoter Group

| Category of shareholder | Nos. of shareholders | No. of fully paid up equity shares held | Total nos. shares held | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) | Number of equity shares held in dematerialized form |
|---|----------------------|---|------------------------|--|---|
| A1) Indian | | | | 0.00 | |
| Individuals/Hindu undivided Family | 3 | 1,63,355 | 1,63,355 | 0.60 | 1,63,355 |
| SHANTA RADHAKRISHNA SHOBHAG | 1 | 58,275 | 58,275 | 0.22 | 58,275 |
| SEETHA RAMA CHANDRA RAO TADIMETY | 1 | 75,074 | 75,074 | 0.28 | 75,074 |
| JYOTHI TADIMETY | 1 | 30,006 | 30,006 | 0.11 | 30,006 |
| Sub Total A1 | 3 | 1,63,355 | 1,63,355 | 0.60 | 1,63,355 |
| A2) Foreign | | | | 0.00 | |
| Individuals (NonResident Individuals/ Foreign Individuals) | 4 | 94,20,427 | 94,20,427 | 34.83 | 94,20,427 |
| ✓ VISWANATH TADIMETY | 1 | 56,13,350 | 56,13,350 | <u>20.75</u> | 56,13,350 |
| ✓ SUKHADA TADIMETY | 1 | 11,21,324 | 11,21,324 | <u>4.15</u> | 11,21,324 |
| STEVEN JESKE | 1 | 24,31,433 | 24,31,433 | 8.99 | 24,31,433 |
| ✓ AMRITHA TADIMETY | 1 | 2,54,320 | 2,54,320 | <u>0.94</u> | 2,54,320 |
| Any Other (specify) | 1 | 6,50,000 | 6,50,000 | 2.40 | 6,50,000 |
| <u>RED BANYAN HOLDINGS</u> | 1 | 6,50,000 | 6,50,000 | 2.40 | 6,50,000 |
| Sub Total A2 | 5 | 1,00,70,427 | 1,00,70,427 | 37.23 | 1,00,70,427 |
| A=A1+A2 | 8 | 1,02,33,782 | 1,02,33,782 | 37.84 | 1,02,33,782 |

Annexure B

Pre Transfer - Shareholding Pattern of Promoter and Promoter Group (as filed with BSE/NSE as on September 30, 2016):

| Sr. No. | Category of Shareholder | No. of Shares | Shareholding as a % of total no. of shares |
|---------|--|------------------|--|
| | Individuals (Non Resident Individuals/ Foreign Individuals) | | |
| 1. | Mr. Viswanath Tadimety | 56,13,350 | 20.75 |
| 2. | Mrs. Sukhada Tadimety | 11,21,324 | 4.15 |
| 3. | Ms. Amogha Tadimety | 2,54,320 | 0.94 |
| | Total | 6,988,994 | 25.84 |
| | Any Other (specify) | | |
| 1. | Red Banyan Holdings | 6,50,000 | 2.40 |

***Post Transfer - Shareholding Pattern of Promoter and Promoter Group:**

| Sr. No. | Category of Shareholder | No. of Shares | Shareholding as a % of total no. of shares |
|---------|--|---------------|--|
| | Individuals (Non Resident Individuals/ Foreign Individuals) | | |
| 1. | Mr. Viswanath Tadimety | NIL | NIL |
| 2. | Mrs. Sukhada Tadimety | NIL | NIL |
| 3. | Ms. Amogha Tadimety | NIL | NIL |
| | Total | NIL | NIL |
| | Any Other (specify) | | |
| 1. | Red Banyan Holdings | 7,638,994 | 28.24 |

* Assuming all the shares held by the Individuals (Non Resident Individuals/ Foreign Individuals) are fully transferred to RBH.