

Date: September 04, 2019

To BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 Scrip Code: 532173	To National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1 G Block, Bandra Kurla Complex Bandra (East), Mumbai-400051 Trading Symbol: CYBERTECH
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Dear Sir/Madam,

Sub.: Notice and Book Closure intimation for 24th Annual General Meeting of the Company
Ref: Applicable Regulation of SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015

Please be informed that the 24th Annual General Meeting (AGM) of CyberTech Systems and Software Limited will be held on Friday, September 27, 2019 at 04:00 P.M. (IST) at CyberTech House, Plot No. B-63/64/65, Road No. 21/34, J.B. Sawant Marg, MIDC, Wagle Estate, Thane – 400 604. Notice of AGM is enclosed for your perusal.

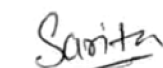
Pursuant to provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 21, 2019 to Friday, September 27, 2019 (both days inclusive) for taking record of the Members of the Company for the purpose of AGM and determining the entitlement of dividend to the Members for the Financial Year ended March 31, 2019.

Dividend as recommended by the Board of Directors on May 09, 2019 if declared at the AGM, will be paid on or before Friday, October 25, 2019 to those members whose names appear on the Register of Members as on the cut-off date i.e. September 21, 2019, as per the details furnished by the depositories viz. National Securities Depository Limited (NSDL), Central Depository Services Limited (CDSL) for the purpose as on date.

Kindly take the same on record.

Thanking You

For **CYBERTECH SYSTEMS AND SOFTWARE LIMITED**



Sarita Leelaramani
Company Secretary and Compliance Officer
Membership No.: A35587



Encl: Notice of 24th AGM

NOTICE

NOTICE is hereby given that the **Twenty-Fourth (24th) Annual General Meeting (AGM)** of the members of **CyberTech Systems and Software Limited ('the Company/CyberTech')** will be held on **Friday, September 27, 2019 at 04:00 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, Wagle Estate, Thane – 400 604 to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt (a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon and in this regard, to pass the following resolutions as **Ordinary Resolutions:**
 - "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."***
 - "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the reports of the Auditors thereon be and are hereby considered and adopted."***
- To declare a dividend on Equity Shares for the Financial Year ended March 31, 2019 and in this regard, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT a dividend at the rate of Re.1/- (Rupee One only) per Equity Share of ₹ 10/- (Rupees Ten only) each on 2,75,15,593 fully paid-up Equity Shares of the Company, as recommended by the Board of Directors of the Company, be and is hereby declared for payment for the Financial Year ended March 31, 2019, to those eligible shareholders as per the Book-closure of the Company kept for this purpose."
- To appoint Ms. Amogha Tadimety (DIN: 06952042), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Amogha Tadimety (DIN:06952042), who retires by rotation at this meeting and being eligible, offers herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

- Approval for holding the office or place of profit by Mr. Steven Jeske as Director in CyberTech Systems and Software Inc. U.S.A.**

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

"RESOLVED THAT pursuant to Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and further to the recommendation of the Nomination and Remuneration Committee, Audit Committee and the approval of the Board of Directors, the consent of the members of Company be and is hereby accorded to Mr. Steven Jeske, to continue to hold an office or place of profit as Director in 'CyberTech Systems and Software Inc.' U.S.A., the wholly-owned subsidiary of the Company, at revised remuneration not exceeding US\$ 300,000 per annum for a period of three (03) years with effect from October 01, 2019 to September 30, 2022, as mentioned in the explanatory statement annexed to the notice."

- Approval for holding the office or place of profit by Mr. Vish Tadimety as Director in CyberTech Systems and Software Inc. U.S.A.**

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

"RESOLVED THAT pursuant to Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and further to the recommendation of the Nomination and Remuneration Committee, Audit Committee and the approval of the Board of Directors, the consent of the members of Company be and is hereby accorded to Mr. Vish Tadimety (also known as Vish Tadimety), to continue to hold an office or place of profit as Director in 'CyberTech Systems and Software Inc.' U.S.A., the wholly owned subsidiary of the Company, at revised remuneration not exceeding US\$ 400,000 per annum for a period of three (03) years with effect from October 01, 2019 to September 30, 2022, as mentioned in the explanatory statement annexed to the notice."

- To re-appoint Mr. Sudhir Joshi, as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of the SEBI



(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with Schedule IV to the Act, Mr. Sudhir Joshi (DIN:00349597), be and is hereby re-appointed as an Independent and Non-Executive Director of the Company, not liable to retire by rotation, for a second term of five years from September 30, 2019 to September 29, 2024 as duly recommended by the Nomination and Remuneration Committee of the Company."

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), approval of the Members be and is hereby accorded to Mr. Sudhir Joshi (DIN:00349597), to continue to hold the office of Independent Director on attaining age of Seventy Five (75) years during the tenure of his re-appointment as an Independent and Non-Executive Director of the Company."

7. To re-appoint Dr. N. L. Sarda, as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with Schedule IV to the Act, Dr. N.L. Sarda (DIN 00147782), be and is hereby re-appointed as an Independent and Non-Executive Director of the Company, not liable to retire by rotation, for a second term of five years from September 30, 2019 to September 29, 2024 as duly recommended by the Nomination and Remuneration Committee of the Company."

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), approval of the Members be and is hereby accorded to Dr. N.L. Sarda (DIN 00147782), to continue to hold the office of Independent Director on attaining age of Seventy Five (75) years during the tenure of his re-appointment as an Independent and Non-Executive Director of the Company."

8. To re-appoint Dr. Shreepad Karmalkar as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with Schedule IV to the Act, Dr. Shreepad Karmalkar (DIN:03273896), be and is hereby re-appointed as an Independent and Non-Executive Director of the Company, not liable to retire by rotation, for a second term of five years from September 30, 2019 to September 29, 2024 as duly recommended by the Nomination and Remuneration Committee of the Company."

9. To re-appoint Mr. M. P. Bharucha as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with Schedule IV to the Act, Mr. M. P. Bharucha (DIN 00361911), be and is hereby re-appointed as an Independent and Non-Executive Director of the Company, not liable to retire by rotation, for a second term of five years from October 01, 2019 to September 30, 2024 as duly recommended by the Nomination and Remuneration Committee of the Company."

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), approval of the Members be and is hereby accorded to Mr. M. P. Bharucha (DIN 00361911), to continue to hold the office of Independent Director on attaining age of Seventy Five (75) years during the tenure of his re-appointment as an Independent and Non-Executive Director of the Company."

10. Payment of Commission to the Independent Directors of the Company.

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

"RESOLVED THAT pursuant to Section(s) 197, 198 and other applicable provision(s), if any, of the Companies Act, 2013 and Rules made thereunder read with Schedule V to the Act and Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, approval of the Members be and is hereby accorded for payment of commission out of the net

profits of the Company calculated in accordance with the provisions of Section 198 of the Act, not exceeding one percent per annum in aggregate, to the Independent and Non-Executive Directors of the Company in such amounts or proportions and in such manner as may be directed by the Board of Directors and such payments shall be made out of the profits of the Company for each year, for a period of five years, commencing from Financial Year 2019-20 to Financial Year 2023-24.”

By Order of the Board of Directors

sd/-

Sarita Leelaramani
Company Secretary and Compliance Officer
Membership No. A35587

Place: Thane

Date: August 12, 2019

Registered Office:

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

CIN: L72100MH1995PLC084788

Tel.: 91 22 25834643/44/45 Fax: 91 22 25832574

Website: www.cybertech.com

E-mail: cssl.investors@cybertech.com



NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY 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 to attend the meeting are requested to send to 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), retires by rotation at the Meeting and being eligible, offers herself for re-appointment. Details of Directors seeking re-appointment 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 is provided under Note No. 30
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, for Item No. 4 to Item No. 10 is annexed and forms part of this notice.
6. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from September 21, 2019 to September 27, 2019 (both days inclusive) for the purpose of 24th AGM and dividend.
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 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. SEBI vide its Press Release dated March 27, 2019, has mandated that transfer of securities shall only be in dematerialized form, from April 01, 2019 onwards except in case of transmission or transposition of securities. Accordingly, shareholders are requested to dematerialize their shares held in physical form to enable smooth transfer of securities in real time.
- 13. Please note that pursuant to aforesaid SEBI notification in point no. 12, Link Intime India Pvt. Ltd., our Registrar and Transfer Agent and Company will not accept any request for transfer of shares in physical form. This restriction shall not be applicable to the request received for transmission or transposition of physical shares unless SEBI notifies anything in contrary thereto.**
- 14. Members desirous of holding shares in physical form are requested to advise any change in their registered address or Bank particulars, 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. All the Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.**
15. 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.
16. 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.
17. 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 DPID Number.

18. If the Dividend, as recommended by the Board of Directors, is approved at the Annual General Meeting, payment of such dividend will be made on or before Friday, October 25, 2019 as under:
- To all Beneficial Owners in respect of shares held in the dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of the business hours on Friday, September 20, 2019;
 - To all Members in respect of shares held in physical form after giving effect to valid transmissions/transpositions in respect of transmissions/transpositions requests lodged with the Company on or before the close of business hours on Friday, September 20, 2019, whose name will appear on the Company's Register of Members on Saturday, September 21, 2019.
19. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/re-appointment at the AGM is furnished hereunder. The Directors have furnished consent / declaration for their appointment/re-appointment as required under the Companies Act, 2013 and Rules thereunder.
20. 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.
21. Members may also note that the Notice of the 24th AGM and the Annual Report 2018-19 is available on the Company's website: <http://www.cybertech.com/investors/overview.aspx>. 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. and 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
22. 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 dividends, 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.
- Members are requested to note that no claim shall lie against the Company in respect of any dividend amount which was unpaid / unclaimed for a period of seven (7) years and transferred to the IEPF. However, members may claim from the IEPF Authority, both unclaimed dividend amount and the shares, if any, transferred to IEPF Authority Account as per the applicable provisions of the Act and rules made thereunder. For details w.r.t. unpaid / unclaimed Dividend and shares transferred members can visit our website: <https://www.cybertech.com/investors/overview.aspx>
23. Members who have not yet encashed their dividend warrant(s) pertaining to the Dividend for the Financial Year 2012-13, onwards are requested to make their claims without any delay to Link Intime India Pvt. Ltd. , Unit: CyberTech Systems & Software Ltd., Address: C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai, Maharashtra 400083. It may be noted that the unclaimed Final Dividend for the Financial Year 2011-12 declared by the Company on September 28, 2012 can be claimed by the shareholders by September 27, 2019.
24. The Investors, who have not yet encashed / claimed the Dividend, are requested to encash/claim the Dividend by corresponding with the Registrar and Share Transfer Agents 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 124 of the Companies Act, 2013, be transferred to the "Investor Education and Protection Fund". The details of unclaimed/unpaid dividend are placed on the website of the Company <http://www.cybertech.com/investors/overview.aspx>.
25. 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.
- 26. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Link Intime India Pvt. Ltd./Depositories.**
27. The Annual Report 2018-19 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 2018-19 are being sent by the permitted mode.
28. In compliance with Section 108 of the Act, read with 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 Link Intime India Private Limited. The facility for voting, through Polling 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 Polling 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.

29. The Notice of the 24th AGM and instructions for e-voting, along with 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. Attendance slips shall be made available at the AGM venue and will be hosted on the website of the company along with Annual Report.
30. 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 appointment/re-appointment is as under:

a. Details pertaining to Independent Directors

Name of the Director	Mr. Sudhir Joshi	Dr. N. L. Sarda	Dr. Shreepad Karmalkar	Mr. M. P. Bharucha
Date of Birth	February 27, 1947	May 02, 1948	June 25, 1961	October 29, 1948
Age	72	71	58	71
Date of appointment in current designation	September 30, 2014	September 30, 2014	September 30, 2014	September 30, 2015
Date of original appointment on the Board of the Company	September 30, 2010	September 28, 2012	September 30, 2010	September 30, 2011
Terms & Conditions of Appointment/re-appointment	Re-appointment as a Non-Executive and Independent Director for a second term of five (5) years, not liable to retire by rotation	Re-appointment as a Non-Executive and Independent Director for a second term of five (5) years, not liable to retire by rotation	Re-appointment as a Non-Executive and Independent Director for a second term of five (5) years, not liable to retire by rotation	Re-appointment as a Non-Executive and Independent Director for a second term of five (5) years, not liable to retire by rotation
Brief Resume of the Director	Mr. Sudhir Joshi is a professional banker with 38 years of experience in the banking industry. He is an Ex-Treasurer of HDFC Bank Ltd. He is currently serving on the Board of National Securities Clearing Corporation of India Ltd. and is a member of its Executive Committee and Audit and Risk Committee. He has previously held key positions with State Bank of India. He was also part of the Times Bank Core Management Team as Executive Vice President-Treasury.	Dr. N.L. Sarda has extensive experience as the Professor of Computer Science and Engineering at IIT Bombay and is presently a Visiting Professor at the newly established IIT Dharwad. He was Professor-in Charge of Innovation and Entrepreneurship at IIT Bombay. In this role, he coordinated with the Society for Innovation and Entrepreneurship (SINE) and actively facilitated IITB's faculty and students to convert intellectual property developed by them into business ventures. He has also served as the Director on the Boards of various nationalized Banks.	Dr. Karmalkar is a Professor of Electrical Engineering at IIT Madras. He has held visiting research / teaching assignments at several US universities. He has authored numerous articles in journals and books, and has been awarded several patents in the areas of semiconductor device modeling and process development. For his research contributions, He has received the 2006 Vikram Sarabhai Award and a 2007 IBM Faculty Award.	Mr. Bharucha is a Law graduate from the University of Mumbai. He is a senior partner of Bharucha & Partners, Mumbai. His area of practice involves International Arbitration, Commercial litigation, General Advisory, Mergers & Acquisitions and Real Estate. He is the vice president of Bombay Incorporated Law Society and an advocate-on-record, Supreme Court of India.

Qualification	Bachelor of Science (Chemistry) from University of Pune, Certified Associate of the Indian Institute of Banking and Finance.	B.E. (Electrical), Nagpur University, India; M.Tech (Comp. Sci.) IIT Bombay; Ph.D.(Comp. Sci.), IT Bombay; and Executive Development Program, Kellogg School of Management, Northwestern University, USA.	B. Tech and accelerated PhD degrees in Electrical Engineering from IIT Madras	L.L.B., University of Mumbai; solicitor, Bombay High Court; Solicitor, Supreme Court of England and Wales; Solicitor, Hong Kong.
Nature of expertise/ Experience	Finance, Operations, Strategy and Business Development	Technical knowhow, Strategy, Finance and Business Development	Technical knowhow, Strategy and Business Development	Legal, Finance, Strategy and Business Development
No. of shares held in the Company as on March 31, 2019	Nil	Nil	Nil	Nil
Directorships (Excluding alternate directorship, foreign companies and companies under Section 8 of the Companies Act, 2013)	1. CyberTech Systems & Software Ltd. 2. The Clearing Corporation of India Ltd. 3. Essel Finance Home Loans Limited 4. Essel MF Trustee Limited	1. CyberTech Systems & Software Ltd. 2. Ujjivan Small Finance Bank Ltd. 3. E-Mudhra Ltd. 4. Omhy Technologies Pvt. Ltd.	CyberTech Systems & Software Ltd.	1. CyberTech Systems & Software Ltd. 2. Lucid Colloids Ltd.
Chairman/Member of the committees of the Board of Directors of the Listed Entity(s) as on March 31, 2019	CyberTech Systems & Software Ltd. Chairman of Audit Committee, Nomination & Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee	CyberTech Systems & Software Ltd. Member of Audit Committee, Nomination & Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee	CyberTech Systems & Software Ltd. Member of Audit Committee, Nomination & Remuneration Committee, Stakeholder Relationship Committee	CyberTech Systems & Software Ltd. Member of Nomination & Remuneration Committee
Number of Board Meeting attended during the year*	4	4	1	4
Inter se relationship between the Directors	Nil	Nil	Nil	Nil
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24, dated 20/06/18	Mr. Sudhir Joshi is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Dr. Sarda is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Dr. Karmalkar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr.M.P. Bharucha is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

b. Details pertaining to Non-Executive Directors.

Name of the Director	Ms. Amogha Tadimety	Mr. Vish Tadimety	Mr. Steven Jeske
Date of Birth	June 08, 1992	October 5, 1962	December 09, 1952
Age	27	57	67
Date of Appointment in current designation	September 30, 2014	May 23, 1995	September 30, 2008
Date of First appointment on the Board of the Company	September 30, 2014	May 23, 1995	September 30, 2008
Terms & Conditions of Appointment/ re-appointment	Non-Executive Director of the Company liable to retire by rotation	Chairman and Non-Executive promoter Director of the Company liable to retire by rotation	Non-Executive Director of the Company liable to retire by rotation



Brief Resume of the Director	Ms. Amogha Tadimety is a PhD Candidate in Biomedical Engineering and Innovation at the Thayer School of Engineering at Dartmouth College, NH, USA. She graduated from Princeton University in 2014 with a B.S.E. in Chemical and Biological Engineering. Amogha has worked at some leading research institutions at Harvard and Oxford University, and has industry experience in financial services at IDFC in Mumbai and Novantas in NYC.	Mr. Vish Tadimety is the Chairman and co-founder of the Company. He has extensive experience as a turnaround specialist, raising capital from the public markets, strategic partners and venture funds. He along with Mr. Steven Jeske co-founded Corliant with seed Capital from Cisco Systems and partner venture capital funds. Corliant designed next generation IP networks for the Telecom and Enterprise clients. In 2007, Accenture acquired Corliant and He was named Global Managing Director for Cisco Solutions Unit at Accenture.	Mr. Steven Jeske is a serial entrepreneur having been involved in the formation, financing and growth of several high profile start-ups. He was a former manager at PwC®. He has been involved in strategy and financing decisions, including building several promising technology practice areas such as Internet working and Geospatial Solutions to substantial size and scale
Qualification	B.S.E. in Chemical and Biological Engineering Princeton University, USA	M. Tech from Indian Institute of Technology-Madras	Certified public accountant from (AICPA), undergraduate degree in accounting from the University of Illinois and a Masters of Business Administration degree from the University of Chicago.
Nature of expertise/ Experience	Strategy and Business Development	Technical knowhow, operations, Strategy, Finance and Business Development	Strategy, Finance, Operations and Business Development
No. of shares held in the Company as on March 31, 2019	254,320	57,21,141	24,31,433
Directorships (Excluding alternate directorship, foreign companies and companies under Section 8 of the Companies Act, 2013)	CyberTech Systems & Software Ltd.	CyberTech Systems & Software Ltd.	CyberTech Systems & Software Ltd.
Chairman/Member of the committees of the Board of Directors of the Listed Entity(s) as on March 31, 2019	Nil	<u>CyberTech Systems & Software Ltd.</u> Member of Nomination & Remuneration Committee and Corporate Social Responsibility Committee	Nil
Number of Board Meeting attended during the year*	4	4	4
Inter se relationship between the Directors	Ms. Amogha Tadimety ,Non-Executive Director is Daughter of Mr. Vish Tadimety, Chairman and Non-Executive Director of the Company		Nil
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24, dated 20/06/18	Ms. Amogha is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr. Vish Tadimety is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr. Steven Jeske is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

*Attendance includes in person and/or through audio visual means.

31. M/s. Bagaria & Co. LLP, Chartered Accountants (Firm Registration No. 113447W), were appointed as the Statutory Auditors of the Company to hold the office for a period of five (5) consecutive years commencing from the conclusion of the 22nd Annual General Meeting held on September 28, 2017, subject to ratification by the members at every Annual General Meeting. Further, pursuant to the notification of Section 40 of the Companies (Amendment) Act, 2017, with effect from May 7, 2018, the requirement of ratification of the Statutory Auditors by the members is no longer required. Taking into consideration this amendment, the annual ratification is not sought this year onwards till the expiry of the term of the Statutory Auditors i.e. till the conclusion of 27th AGM of the Company.

32. Route Map to the venue of AGM is annexed as per Secretarial Standard -2 in page no. 19

INSTRUCTIONS FOR E-VOTING

❖ **"InstaVOTE" e-Voting System of Link Intime India Private Limited (LIPL)**

The voting period begins on Tuesday, September 24, 2019 at 9.00 a.m. and ends on Thursday, September 26, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Saturday, September 21, 2019, (cut-off date) may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Pvt. Ltd. for voting thereafter.

1. The shareholders should visit the e-voting website <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or 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). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- On the voting page, you will see "Resolution Description" and against the same the option "Favour/Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.



- Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
- If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.
- The Board of Directors have appointed Mr. Dilipkumar M. Bhimsen, Designated Partner failing which Mr. Sachin Sharma Designated Partner of M/s. S. Anantha & Ved LLP, Practicing Company Secretaries, Mumbai as the Scrutinizers of the Company for the purpose of scrutinizing E-voting process as well as the voting by way of poll, to be conducted at the 24th AGM, in a fair and transparent manner.

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. 4

The Members of the Company at the Twenty Second (22nd) Annual General Meeting held on September 28, 2017, approved the holding of office or place of profit by Mr. Steven Jeske, in CyberTech Systems and Software Inc. U.S.A., the wholly owned subsidiary of the Company, as a Director for a period of three years at a remuneration not exceeding US\$ 250,000 per annum.

Taking into consideration the growth potential of the subsidiary and the contributions made by Mr. Steven Jeske, as Director, his longer association with the Company is much needed. In order to retain his services and in view of the highly Competitive employment market, your Directors have approved the continuation of his employment as a Director with CyberTech Systems and Software Inc. U.S.A., with an increment in remuneration from US\$ 250,000 to US\$ 300,000 per annum payable on a monthly/ annual basis, effective from October 01, 2019.

Mr. Steven Jeske is on the Board of Directors of the Company, hence the continuation of his appointment in the wholly owned Subsidiary as Director, will fall under the provisions of Section 2(76), 188 of the Companies Act, 2013 and the Rules made thereunder and it will be deemed to be holding an office or place of profit by the Director within the meaning of Section 188 of the Act by a Related Party, and accordingly the approval of the members by an Ordinary Resolution is being sought in terms of the requirements of the Act and the Rules made thereunder.

The continuation of his appointment at a remuneration not exceeding US\$ 300,000, per annum with effect from October 01, 2019 has been duly recommended by the Audit Committee and Nomination and Remuneration Committee and approval of the Board of Directors at their meeting held on August 12, 2019, subject to the approval of the members of the Company, considering The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

Name of the Related Party:	Mr. Steven Jeske
Name of the Director or Key Managerial personnel who is related:	Nil
Nature of relationship:	N.A
Remuneration:	Not exceeding US\$ 300,000 per annum

Nature, material terms and particulars of the arrangement	Payment of remuneration to Mr. Steven Jeske for services to be rendered in his capacity as a Director in the Company's subsidiary company 'CyberTech Systems and Software Inc. U.S.A.' for a period of Three Years with effect from 01st October, 2019
Duration of the contract:	Three (3) years

Details required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) with respect to the Director is provided in **Point No. 30 (b)** of notes.

A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days except Saturday and Sunday, between 11.00 a.m. and 1.00 p.m. upto the date of AGM.

None of the Directors/ Key Managerial Personnel / their relatives of the Company except Mr. Steven Jeske and his relatives are in any way, concerned or interested, financially or otherwise, in the said Resolution set out at Item No. 4 of the Notice except to the extent of shareholding in the Company, if any.

Mr. Steven Jeske, being an Interested Director, will not participate in passing of the resolution which is proposed as an Ordinary Resolution.

Item No. 5

The Members of the Company at the Twenty Second (22nd) Annual General Meeting held on September 28, 2017, approved for holding the office or place of profit by Mr. Vish Tadimety, in CyberTech Systems and Software Inc. U.S.A., the wholly owned subsidiary of the Company, for a period of three years at a remuneration not exceeding US\$ 300,000 per annum.

Taking into consideration considering the growth potential of the subsidiary and the contributions made by Mr. Vish Tadimety, as the Director his contributions as the Chairman of the Company is much needed. In order to retain his services and to compensate him in commensurate with the market, your Directors have approved the continuation of his employment with CyberTech Systems and Software Inc. U.S.A., as the Director with an increment in remuneration from US\$ 300,000 per annum to US\$ 400,000 per annum payable on a monthly/ annual basis, effective from October 01, 2019.

Mr. Vish Tadimety is the Promoter and Director of the Company, hence the continuation of his appointment in the wholly owned Subsidiary will be deemed to be holding an office or place of profit by a Related Party within the meaning of Section 188 of the Companies Act, 2013, read with Section 2(76) and the Rules made thereunder, and accordingly the approval of the members by an Ordinary Resolution is being sought in terms of the requirements under the Act and the Rules made thereunder.

The continuation of his appointment at a remuneration not exceeding US\$ 400,000, per annum is duly recommended by the Audit Committee and Nomination and Remuneration Committee at their meeting held on August 12, 2019, subject to the approval of the members of the Company,

The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

Name of the Related Party:	Mr. Vish Tadimety
Name of the Director or Key Managerial personnel who is related:	Ms. Amogha Tadimety
Nature of relationship:	Ms. Amogha Tadimety is daughter of Mr. Vish Tadimety
Remuneration:	Not exceeding US\$ 400,000 per annum
Nature, material terms and particulars of the arrangement	Payment of remuneration to Mr. Vish Tadimety for services to be rendered in his capacity as a Director in the Company's subsidiary company 'CyberTech Systems and Software Inc. U.S.A.' for a period of Three Years with effect from 01st October, 2019.
Duration of the contract:	Three (3) years

Details required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) with respect to the Director is provided in **Point No. 30 (b)** of notes.

A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days except Saturday and Sunday, between 11.00 a.m. and 1.00 p.m. upto date of AGM.

None of the Directors/ Key Managerial Personnel of the Company except Mr. Vish Tadimety, Ms. Amogha Tadimety (Daughter) and his relatives are in any way, concerned or interested, financially or otherwise, in the said Resolution set out at Item No.5 of the Notice except to the extent of shareholding, if any, in the Company.

Mr. Vish Tadimety, Chairman and his relatives, being interested will not participate in passing of the resolution which is proposed as an Ordinary Resolution.



Item No. 6

The Members at the Nineteenth Annual General Meeting of the Company held on September 30, 2014, appointed Mr. Sudhir Joshi, as an Independent and Non-Executive Director, for a period of Five years w.e.f. September 30, 2014 to September 29, 2019. Taking into consideration his knowledge, experience, expertise, guidance and contribution towards the growth of the Company, his longer association with the Company is much needed.

Accordingly, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, have approved the re-appointment of Mr. Sudhir Joshi (DIN: 00349597), as a Non-Executive and Independent Director of the Company pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with Schedule IV to the Act for a further period of Five years with effect from September 30, 2019 to September 29, 2024, subject to the approval of members at the ensuing annual general meeting. He is not liable to retire by rotation.

Further, considering the requirements of Regulation 17(1A) of the SEBI (LODR), approval of the members is also sought, as proposed in the Special Resolution, towards the continuation of Directorship of Mr. Sudhir Joshi, as an Independent and Non-Executive Director, on his attaining the age of 75 Years during the tenure of this re-appointment.

Mr. Sudhir Joshi has submitted a declaration to the Company to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed there under for re-appointment as Director (Non-Executive and Independent). He has also submitted, a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being re-appointed as Director in terms of Section 164 of the Act, consent to act as Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1.

Copy of the terms and conditions of the aforesaid Director 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 from the date hereof up to the date of the AGM.

The brief profile of Mr. Sudhir Joshi as per the requirements of the Companies Act, 2013, and the SEBI (LODR), Regulations, 2015 and the rules made thereunder and the Secretarial Standards (SS-2) are given in **Note No. 30(a)** which forms part of the Notice.

Except Mr. Sudhir Joshi, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution except to the extent of the shareholding in the Company, if any.

The Board of Directors of your Company recommends the resolution as set out under Item No. 6, for the approval of the shareholders of the Company, to be passed as a Special Resolution.

Item No. 7

The Members at the Nineteenth Annual General Meeting held on September 30, 2014, appointed Dr. N. L. Sarda, as an Independent and Non-Executive Director of the Company, for a period of Five years w.e.f. September 30, 2014 to September 29, 2019. Taking into consideration his knowledge, experience, expertise, guidance and contribution towards the growth of the Company, his longer association with the Company is much needed.

Accordingly, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, have approved the re-appointment of Dr. N.L. Sarda (DIN 00147782), as a Non-Executive and Independent Director of the Company pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with Schedule IV to the Act for a further period of Five years with effect from September 30, 2019 to September 29, 2024, subject to the approval of members at the ensuing annual general meeting. He is not liable to retire by rotation.

Further, considering the requirements of Regulation 17(1A) of the SEBI (LODR), approval of the members is also sought, as proposed in the Special Resolution, towards the continuation of Directorship of Dr. N. L. Sarda, as an Independent and Non-Executive Director, on his attaining the age of 75 Years during the tenure of this re-appointment.

Dr. Sarda has submitted a declaration to the Company to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed there under for re-appointment as Director (Non-Executive and Independent). He has also submitted, a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being re-appointed as Director in terms of Section 164 of the Act, consent to act as Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1.

Copy of the terms and conditions of the aforesaid Director 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 from the date hereof up to the date of the AGM.

The brief profile of Dr. N.L. Sarda as per the requirements of the Companies Act, 2013, and the SEBI (LODR), Regulations, 2015 and the rules made thereunder and the Secretarial Standards (SS-2) are given in **Note No. 30 (a)** which forms part of the Notice.

Except Dr. N.L. Sarda, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution except to the extent of the shareholding in the Company, if any.

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

Item No. 8

The Members at the Nineteenth Annual General Meeting held on September 30, 2014, appointed Dr. Shreepad Karmalkar, in CyberTech Systems and Software Ltd. as an Independent and Non-Executive Director, for a period of Five years w.e.f. September 30, 2014 to September 29, 2019. Taking into consideration his knowledge, experience, expertise, guidance and contribution towards the growth of the Company, his longer association with the Company is much needed.

Accordingly, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, have approved the re-appointment of Dr. Shreepad Karmalkar (DIN 03273896), as a Non-Executive and Independent Director of the Company pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with Schedule IV to the Act for a further period of Five years with effect from September 30, 2019 to September 29, 2024, subject to the approval of members at the ensuing annual general meeting. He is not liable to retire by rotation.

Dr. S. Karmalkar has submitted a declaration to the Company to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed there under for re-appointment as Director (Non-Executive and Independent). He has also submitted, a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being re-appointed as Director in terms of Section 164 of the Act, consent to act as Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1.

Copy of the terms and conditions of the aforesaid Director 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 from the date hereof up to the date of the AGM.

The brief profile of Dr. S. Karmalkar as per the requirements of the Companies Act, 2013, and the SEBI (LODR), Regulations, 2015 and the rules made thereunder and the Secretarial Standards (SS-2) are given in **Note No. 30 (a)** which forms part of the Notice.

Except Dr. S. Karmalkar, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution except to the extent of the shareholding in the Company, if any.

The Board of Directors of your Company recommends the resolution as set out under Item No. 8, for the approval of the shareholders of the Company, to be passed as a Special Resolution.

Item No. 9

The Members at the Twentieth Annual General Meeting held on September 30, 2015, appointed Mr. M. P. Bharucha, in CyberTech Systems and Software Ltd. as an Independent and Non-Executive Director upto September 30, 2019. Taking into consideration his knowledge, experience, expertise, guidance and contribution towards the growth of the Company, his longer association with the Company is much needed.

Accordingly, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, have approved the re-appointment of Mr. M. P. Bharucha (DIN 00361911), as a Non-Executive and Independent Director of the Company pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with Schedule IV to the Act for a further period of Five years with effect from October 01, 2019 to September 30, 2024, subject to the approval of members at the ensuing annual general meeting. He is not liable to retire by rotation.

Further, considering the requirements of Regulation 17(1A) of the SEBI (LODR), approval of the members is also sought, as proposed in the Special Resolution, towards the continuation of Directorship of Mr. M. P. Bharucha, as an Independent and Non-Executive Director, on his attaining the age of 75 Years during the tenure of this re-appointment.

Mr. Bharucha has submitted a declaration to the Company to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed there under for re-appointment as Director (Non-Executive and Independent). He has also submitted, a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being re-appointed as Director in terms of Section 164 of the Act, consent to act as Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1.



CyberTech

Systems and Software Limited

Copy of the terms and conditions of the aforesaid Director 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 from the date hereof up to the date of the AGM.

The brief profile of Mr. Bharucha as per the requirements of the Companies Act, 2013, and the SEBI (LODR), Regulations, 2015 and the rules made thereunder and the Secretarial Standards (SS-2) are given in **Note No. 30 (a)** which forms part of the Notice.

Except Mr. Bharucha, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution except to the extent of the shareholding in the Company, if any.

The Board of Directors of your Company recommends the resolution as set out under Item No. 9, for the approval of the shareholders of the Company, to be passed as a Special Resolution.

Item No.10

In accordance with the provisions of Section 197 of the Companies Act, 2013 and Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, payment of remuneration to Independent Directors of the Company by way of commission, is permitted, if the Company authorizes such payment by obtaining the approval of the shareholders of the Company.

Taking into consideration the significant professional expertise and contributions made by Independent Directors towards the performance and growth of the Company, it is proposed to pay the Commission in aggregate not exceeding one percent per annum, to the Independent Directors of the Company in such amounts or proportions and in such manner as may be directed by the Board of Directors and such payments shall be made out of the profits of the Company for each year calculated in accordance with Section 197, 198 and the applicable provisions, if any, the Companies Act, 2013, for a period of five years, commencing from Financial Year 2019-20 to Financial Year 2023-24.

None of the Directors, Key Managerial Personnel or their respective relatives, except all of the Independent Directors of the Company viz. Mr. Sudhir Joshi, Dr. N.L. Sarada, Dr. Shreepad Karmalkar, Mr. M. P. Bharucha and Ms. Angela C. Wilcox are deemed to be concerned or interested, financially or otherwise in the said Resolution to be passed as a Special Resolution.

By Order of the Board of Directors

sd/-

Sarita Leelaramani
Company Secretary and Compliance Officer
Membership No. A35587

Place: Thane

Date: August 12, 2019

Registered Office:

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

CIN: L72100MH1995PLC084788

Tel.: 91 22 25834643/44/45 Fax: 91 22 25832574

Website: www.cybertech.com

E-mail: cssl.investors@cybertech.com

Route Map to the venue of AGM

