

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

To The General Manager Dept. of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001	To The Managing Director National Stock Exchange of India Limited Corporate Communication Department Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai-400051
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Dear Sir/Madam,

Ref.: Symbol: CYBERTECH Scrip Code: 532173
Sub.: Notice of 22nd Annual General Meeting

Please be informed that the 22nd Annual General Meeting (“AGM”) of CyberTech Systems and Software Limited (“the Company”) will be held on Thursday, September 28, 2017 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.

Kindly take the same on record.

Thanking You

For CyberTech Systems and Software Limited



Sarita Leelaramani

Company Secretary and Compliance Officer

Membership No.:A35587

Date: September 06, 2017

Encl: 22nd AGM Notice



NOTICE

NOTICE is hereby given that the **Twenty-second (22nd) Annual General Meeting (AGM)** of the members of **CyberTech Systems and Software Limited (“the Company”)** will be held on Thursday, September 28, 2017 at 4.00 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:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017, together with the reports of the Board of Directors and Auditors thereon;
2. To declare a dividend of Re.1/- per Equity Share of face value of ₹10/- each for the financial year 2016-17.
3. To appoint a Director in place of Mr. Vish Tadimety (DIN: 00008106), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Bagaria & Co. LLP, Chartered Accountants (Firm Registration No. 113447W/W-100019) as the Statutory Auditors of the Company in place of the outgoing Statutory Auditors viz., M/s. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E) 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 139, 140, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), and on the basis of recommendation of the Audit Committee and the Board of Directors, M/s. Bagaria & Co. LLP, Chartered Accountants, (Firm Registration No.: 113447W/W-100019), in place of the outgoing Statutory Auditors viz., M/s. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E) who holds office upto the conclusion of this Annual General Meeting, be and is hereby appointed as the Statutory Auditors of the Company for the first term of 5 (Five) consecutive Financial Years commencing from the conclusion of this Annual General Meeting till the conclusion of the 27th Annual General Meeting to be held in the year 2022, subject to ratification by the members at every Annual General Meeting required as per the applicable provisions, if any, of the law from time to time, at such remuneration and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

5. **Appointment of Mr. Willem P. Elfrink (also known as Wim Elfrink) as a Director of the Company**

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

“RESOLVED THAT pursuant to Section 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, Mr. Wim Elfrink (DIN: 07741650) who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013, and holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature to the office of the Director of the Company, be and is hereby appointed a Director of the Company, liable to retire by rotation.”

6. **Approval for holding the office of profit by Mr. Wim Elfrink as Chairman of the Advisory Board of the Company.**

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 pursuant 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. Wim Elfrink, to hold an office or place of profit as the Chairman of the advisory Board of the Subsidiary Company at such remuneration not exceeding US\$ 100,000 per annum for a period of three (03) years with effect from October 01, 2017 to September 30, 2020 as mentioned in the explanatory statement annexed to the notice.”

7. **Approval for holding the office 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 pursuant 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 such remuneration not exceeding US\$ 250,000 per annum for a period of three (03) years with effect from October 01, 2017 to September 30, 2020, as mentioned in the explanatory statement annexed to the notice."

8. **Approval for holding the office 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 pursuant 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 the Company be and is hereby accorded to Mr. Vish Tadimety, to continue to hold an office or place of profit, as a Director in 'CyberTech Systems and Software Inc.' U.S.A., the Wholly Owned Subsidiary of the Company, at such remuneration not exceeding US\$ 300,000 per annum for a period of three years viz. October 01, 2017 to September 30, 2020, as mentioned in the explanatory statement annexed to the notice."

9. **Ratification of the Remuneration paid to Mr. Ramasubramanian Sankaran, Executive Director of the Company**

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

"**RESOLVED THAT** in supersession of the resolution passed by the Members at the Annual General Meeting held on September 30, 2015 and pursuant to the provisions of Sections 197, 198 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) read with Schedule V of the Act and the Articles of Association of the Company and subject to approval of any statutory authorities as may be required, and further to the recommendation of the Nomination and Remuneration Committee and Audit Committee, and the approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the revision in the remuneration to Mr. Ramasubramanian Sankaran (DIN: 05350841), Whole-Time Director of the Company, w.e.f. 01st January, 2017, for the remaining period of his tenure ending on August 03, 2018, within the overall limits, given under Part II of Section II of Schedule V to the Act and the Rules made thereunder.

RESOLVED FURTHER THAT except for the revision in the remuneration, all other terms and conditions of his appointment as the Whole-Time Director of the Company, as approved by the resolution passed at the Annual General Meeting of the Company held on September 30, 2015, shall remain unchanged.

RESOLVED FURTHER THAT the payment of remuneration and the perquisites calculated as compensation made vide Stock Options granted/vested to Mr. Ramasubramanian Sankaran (DIN: 05350841), during his tenure as a Whole-Time Director of the Company, as detailed in the Explanatory Statement be and is hereby ratified and approved."

By Order of the Board of Directors

sd/-

Sarita Leelaramani
Company Secretary and Compliance Officer
Membership No. A35587

Place: Thane
Date: August 23, 2017

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, Mr. Vish Tadimety (DIN: 00008106), retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend his 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. 27 below.
5. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, for Item No. 4 to Item No. 9 is annexed and forms part of this notice.
6. If the Dividend, as recommended by the Board of Directors, is approved at the Annual General Meeting, payment of such dividend will be on or before Friday, October 27, 2017 as under:
 - i. 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 Thursday, September 21, 2017;
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Thursday, September 21, 2017.
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 (03) 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. 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 holder in the order of names as per the register of Members of the Company will be entitled to vote.
14. Members desiring any information on the Accounts of the Company are requested to write/fax to the Company at cssl.investors@cybertech.com / 022 -25832574 at least 10 days in advance so as to enable the Company to keep the information ready.



15. 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.
16. The Register of Members and Share Transfer Books of the Company shall remain closed from September 22, 2017 to September 28, 2017 (both days inclusive) for the purpose of 22nd Annual General Meeting.
17. 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 his re-appointment as required under the Companies Act, 2013 and Rules thereunder.
18. 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.
19. Members may also note that the Notice of the 22nd AGM and the Annual Report 2016-17 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. 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
20. 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, (erstwhile Section 205A of the Companies Act, 1956) be transferred to the "Investor Education and Protection Fund". The details of unclaimed/unpaid dividend is placed on the website of the Company www.cybertech.com.
21. 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.
22. 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.
23. The Annual Report 2016-17 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 2016-17 are being sent by the permitted mode.
24. In compliance with Section 108 of the Companies Act, 2013, 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 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.
25. The Notice of the 22nd 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.
26. 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 2010-11, onwards are requested to make their claims without any delay to Company or Link Intime India Pvt. Ltd. It may be noted that the unclaimed Final Dividend for the Financial Year 2009-10 declared by the Company on September 30, 2010 can be claimed by the shareholders by September 30, 2017.

27. Information 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, seeking re-appointment is as under:

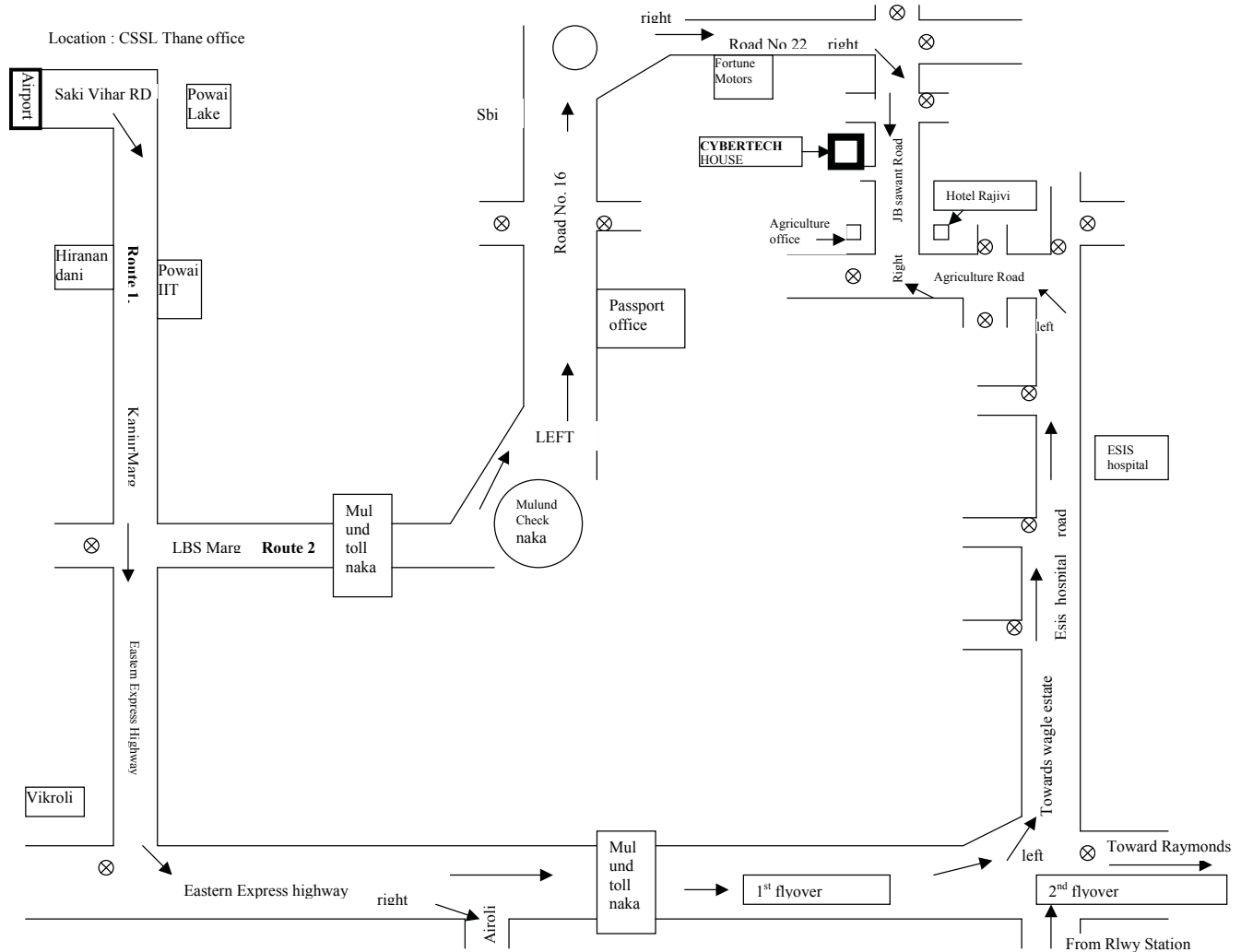
Name of the Director	Mr. Vish Tadimety (DIN: 00008106)	Mr. Wim Elfrink (DIN:07741650)	Mr. Steven Jeske (DIN: 01964333)
Date of Birth	05/10/1962	12/04/1952	09/12/1952
Age	55	65	65
Date of Appointment	23/05/1995	21/02/2017	22/12/2007
Brief Resume of the Director including nature of expertise in specific functional areas	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 holds an advanced degree in electrical engineering from Indian Institute of Technology, Madras, India.	Mr. Wim Elfrink is one of the pioneers in the field of IoT and Digitization. He worked as an advisor to a number of Smart-City initiatives, worldwide. Dubai Smart city development is example of one such initiative. During his 18 year tenure at Cisco, Mr. Elfrink managed a broad horizon of responsibilities as an Executive Officer and a member of Cisco's Operating Committee. As Cisco's Executive Vice President of Industry Solutions and Chief Globalization Officer, he was instrumental in establishing Cisco's second world headquarters in India.	Mr. Steven Jeske is a serial entrepreneur having been involved in the formation, financing and growth of several high profile start-ups. He is a CPA, former manager at PWC and holds an undergraduate degree in accounting from the University of Illinois and a Masters of Business Administration degree from the University of Chicago. 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.
No. of shares held in the Company as on March 31, 2017	56,13,350	NIL*	24,31,433
Directorships (Excluding alternate directorship, foreign companies and companies under Section 8 of the Companies Act, 2013)	NIL	NIL	NIL
Chairman/Member of the below mentioned committees of the Board of Directors as on March 31, 2017	NIL	NIL	NIL
A. Audit Committee	-	-	-
B. Stakeholders Relationship Committee	-	-	-
Number of Board Meeting attended during the year#	5	NIL Since appointed w.e.f. February 21, 2017	4
Inter-se relationship between the Directors	Father of Ms. Amogha Tadimety, inducted on the Board w.e.f. September 30, 2014.	NIL	NIL

Mr. Vish Tadimety and Mr. Steven Jeske attended in person and/or through audio visual means

* Allotted One Million (1,000,000) Optionally Fully Convertible Warrants (OFCWs /Warrants /Securities) with each warrant convertible into one Equity Share on October 27, 2016 with prior approval from members through postal ballot on September 20, 2016.



28. Route Map to the venue of AGM:



29. INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Monday**, September 25, 2017 at 9.00 a.m. and ends on **Wednesday**, September 27, 2017 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, September 21, 2017, (cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (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.
- (vi) 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.
- (vii) 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 sequence number which is printed on Postal Ballot / Attendance Slip/ address sticker indicated 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for CyberTech Systems and Software Ltd. on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) 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.

(xix) 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 the Companies Act, 2013 ('the Act')**Item No. 4****This Explanatory Statement is provided though strictly not required as per Section 102 of the Act**

M/s. Lodha & Co., Chartered Accountants, Mumbai, (ICAI Firm Registration No. 301051E), were appointed as the Auditors of the Company at the Nineteenth Annual General Meeting (AGM) of the Company held on September 30, 2014 for a term of three years to hold office till the conclusion of this AGM.

M/s. Lodha & Co. have been the Auditors of the Company since financial year 2000-01. In view of the above, M/s. Lodha & Co. can continue as the Auditors of the Company only up to the conclusion of this Annual General Meeting ('AGM'), having completed their term as per the provisions of Section 139 of the Act.

Prior to this, M/s. Price Waterhouse, Chartered Accountants, were the Auditors of the Company from the financial year 1997-98 till financial year 2000-01.

As per the provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditors for more than two terms of five consecutive years. The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on January 31, 2017, proposed the appointment of M/s Bagaria & Co. LLP, Chartered Accountants (FRN:113447W/W-100019) as the Statutory Auditors of the Company for a first term of period of 5 consecutive years, to hold office from the conclusion of this AGM till the conclusion of the twenty-seventh AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM, if so, required under the Act/Rules).

M/s. Bagaria & Co. LLP, Chartered Accountants (FRN:113447W/W-100019) have consented to their appointment as the Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 4 of the Notice.

Copy of all the documents 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.

Item No. 5 & 6

The Board of Directors has appointed Mr. Wim Elfrink (DIN: 07741650), as an Additional Director of the Company with effect from February 21, 2017, on the recommendation of the Nomination and Remuneration Committee. As per the provisions of Section 161(1) of the Act, he holds the office of Additional Director only up to the date of this Annual General Meeting of the Company, and is eligible for appointment as a Director of the Company liable to retire by rotation. The Company has received a notice under Section 160(1) of the Act proposing his candidature to the office of Director of the Company, along with the requisite deposit.

Mr. Wim Elfrink, being a Strategic Investor, had been allotted 1,000,000 (One Million) Optionally Fully Convertible Warrants (OFCWs) of the Company on a preferential allotment basis on 27th October, 2016 and was appointed as the Chairman of the Advisory Board of the Company, considering his contributions and commitments towards the business of the Company.

Prior to his appointment as a Director of the Company, Mr. Wim Elfrink has been holding the office or place of profit as the Chairman of the Advisory Board of CyberTech Systems and Software Inc. U.S.A., the wholly owned subsidiary of the Company, at a remuneration not exceeding US\$100,000/-

Mr. Wim Elfrink has played a key role in helping CyberTech's transition from Success to Leadership in the areas of Advanced Mapping Analytics and Digital Transformation.

Taking into consideration his contributions towards the growth of the Company, his longer association with the Company is much needed.

Mr. Wim Elfrink is on the Board of Directors of the Company, hence the continuation of his appointment as Chairman of the Advisory Board of the Subsidiary Company will be deemed to be holding an office or place of profit within the meaning of Section 188 of the Companies Act, 2013 and the Rules made thereunder.

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. Wim Elfrink
Name of the director or Key Managerial personnel who is related:	None
Nature of relationship:	N.A
Remuneration:	Not exceeding US\$ 100,000 per annum



Nature, material terms and particulars of the arrangement	As stated in the Explanatory Statement
Duration of the contract	3 years

Copy of all the documents 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. Wim Elfrink 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. 27 which forms part of the notes to the Notice.

The Board recommends the Resolution at Item No. 5 & 6 of the accompanying Notice for the approval by the Members of the Company.

Except Mr. Wim Elfrink, none of the Directors or Key Managerial Personnel of the Company and their relatives is / are concerned or interested, in any manner, financially or otherwise, in passing the Resolution set out at Item No. 5 & 6 of the Notice.

Item No.7

The Members of the Company at the Nineteenth Annual General Meeting held on September 30, 2014, 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, for a period of three years at a remuneration not exceeding US\$ 250,000 per annum.

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. 27 of notes.

Taking into consideration his contribution towards the growth of the Company, 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 with CyberTech Systems and Software Inc. U.S.A., with same remuneration to US\$ 250,000 per annum payable on a monthly/ annual basis, effective from 01st October, 2017.

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\$ 250,000, per annum with effect from October 01, 2017 is duly recommended by the Audit Committee and Nomination and Remuneration Committee at their meeting held on August 23, 2017, subject to the approval of the members of the Company, considering the growth potential of the subsidiary and the contributions made by Mr. Steven Jeske, as Director.

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\$ 250,000 per annum
Nature, material terms and particulars of the arrangement	As provided in the Explanatory Statement
Duration of the contract	3 Years

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. 7 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. 8

The consent of Members of the Company was obtained at the Nineteenth Annual General Meeting held on September 30, 2014, 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 his contributions towards the growth of the Company, his contributions as the Chairman of 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 with CyberTech Systems and Software Inc. U.S.A., as the Director with same remuneration to US\$ 300,000 per annum payable on a monthly/ annual basis, effective from October 01, 2017.

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\$ 300,000, per annum is duly recommended by the Audit Committee and Nomination and Remuneration Committee at their meeting held on August 23, 2017, subject to the approval of the members of the Company, considering the growth potential of the subsidiary and the contributions made by Mr. Vish Tadimety, as the Director.

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\$ 300,000 per annum
Nature, material terms and particulars of the arrangement	As provided in the explanatory statement
Duration of the contract	3 Years

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 and his relatives are in any way, concerned or interested, financially or otherwise, in the said Resolution set out at Item No.8 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. 9

Keeping in view of the vast experience and expertise of Mr. Ramasubramanian Sankaran, Executive Director, in IT Industry, commercial negotiations and his involvement in day to day operations of the Company, the Board of Directors at their Meeting held on January 31, 2017, based on the recommendation of Audit Committee and Nomination and Remuneration Committee at their meeting held on January 31, 2017, has, subject to approval of the members of the Company, proposed the revision of the remuneration payable to Mr. Ramasubramanian Sankaran, for the period from January 01, 2017 till the current term of his employment i.e., upto August 03, 2018, within the maximum ceilings as per Section II of Part II of Schedule V to the Companies Act, 2013, on the terms and conditions as set out herein below:

- I. Salary: Not exceeding ₹ 4,10,000/- per month and Reimbursements, with such annual increment as may be decided by Board of Directors.
- II. Performance Linked Incentive: Mr. Ramasubramanian Sankaran shall also be entitled to performance linked incentive based on the specific goals mutually set and approved by the Board of Directors or any committee of Directors from time to time.
- III. Perquisites & Allowances: Perquisites are classified into three parts A, B and C as follows:

Part A:

 - i. Medical Reimbursement: Expenses incurred for self and family incurred in accordance with the rules of the Company.
 - ii. Leave Travel Allowance: For self and family once in a year incurred in accordance with the rules of the Company.
 - iii. Fees of clubs: Subject to a maximum of two clubs excluding admission and Life Membership Fees, if any approved by the Board of Directors.
 - iv. Personal Accident Insurance: The amount of the annual premium at actual if any approved by the Board of Directors.



Part B:

Contribution to provident fund, superannuation fund or annuity fund will not be included in computation of ceiling on perquisite to the extent that these either singly or put together are not taxable under the Income Tax Act.

Gratuity: Gratuity payable shall be in accordance with the Company's Scheme as may be applicable or amended from time to time. He shall be entitled to 24 days leave with full salary for every 12 months of service or part thereof, encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

Part C:

The Company shall provide a Car with driver, and mobile, telephone, communication facilities at residence of Executive Director. Provision of Car for use of the Company's business and telephone, communication facilities at residence will not be considered as perquisites. Personal Long distance call and use of car for private purpose shall be billed by Company on the Executive Director.

OTHERS

Mr. Ramasubramanian Sankaran shall be entitled to reimbursement of expenses, entertainment, travelling expenses, boarding and lodging and all other incidental expenses in connection with and for the business of Company in India and abroad and will not be deemed/treated as a perquisite. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable or at actual cost.

ESOP:

The members have approved the ESOP Scheme 2014 vide Special Resolution passed at the Nineteenth Annual General Meeting held on Tuesday, September 30, 2014 authorizing the Board of Directors to issue/grant to any single Employee (including any non-executive or Independent Director) during any one year less than 1% of the issued and paid up Equity Shares of the Company i.e., upto 2,65,21,343 Equity Shares, provided however that the aggregate Securities issued/granted to all the Employees/other persons under the ESOS shall not exceed (5%) five per cent of the existing paid-up Share Capital of the Company as on September 30, 2014, i.e. up to 13,26,067 Equity Shares of the Company. The Board allotted on the basis of the recommendation of the NRC the following ESOPs to Mr. Ramasubramanian S., during his Employment as General Manager (Accounts) and as a Director in whole-time employment, as per details given below:

Options granted and vested to the Executive Director	
Grants to the Executive Director	FY 2016-17
Outstanding at the beginning	500,000
Add: Granted during the year	200,000
Less: Exercised during the year	50,000
Less: Forfeited during the year	-
Outstanding as at the end	6,50,000
Vested to the Executive Director	
Outstanding at the beginning	1,50,000
Add: Vested during the year	1,25,000
Less: Exercised during the year	50,000
Less: Forfeited during the year	-
Outstanding as at the end	2,25,000
Details of options Exercised during the year:	
Exercised during the year	50000
Exercise price	17.70
Amount paid	₹ 8,85,000/-
Perquisite value of Options exercised	₹ 19,25,000/-

With the exercising of Options vested, the differential amount is calculated as a perquisite, accordingly, the proposed resolution ratifies and approves his additional remuneration through ESOPs already exercised (as detailed above / to be exercised).

Minimum Remuneration: Pursuant to the proviso to clause (A) of Section II of Part II of Schedule V to the Companies Act, 2013, if the resolution approving the re-appointment of and remuneration payable to the Executive Director (in whole-time employment) is passed by the members by way of a special resolution, the maximum ceiling on remuneration mentioned above would be doubled. Considering Mr. Ramasubramanian Sankaran contribution to the Company, it is proposed to pass the resolution as a special resolution for a maximum remuneration up to ₹168 Lakhs p.a. to be paid to him, considering the effective capital of the Company is more than ₹5 crores but less than ₹100 Crores as per Balance Sheet for the year ended March 31, 2017 subject to approval of Nomination and Remuneration Committee and the Board of Directors of the Company. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable or at actual cost. The

scope and quantum of remuneration and perquisites specified above herein may be enhanced, enlarged, widened, altered or varied by the Board of Directors in the light of and in conformity of the Companies Act and or/ the rules and regulations made thereunder and/ or such guidelines as may be announced by Central Government from time to time.

The following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I. General Information:

1) Nature of Industry:

Information Technology

2) Date or expected date of Commencement of Commercial production:

The Company was incorporated on 19th January, 1995 and commenced its commercial production in the same financial year.

3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4) Financial performance based on given indicators - as per audited standalone financial results for the year ended March 31, 2017:

Particulars	₹ in Million
Income from Operations	558.72
Other Income	100.39
Total Expenses	523.43
Net Profit as per Profit & Loss Account (after tax)	102.20
Profit as computed under Section 198 of the Companies Act, 2013	189.34
Net worth	840.52

5) Foreign Investment or collaborations, if any:

The Company has investment in the in its overseas subsidiary i.e. CyberTech Systems and Software Inc. U.S.A

II. Information about the appointee

1) Background Details:

Mr. Ramasubramanian Sankaran, 52, is a graduate in Commerce and has been associated with CyberTech for past 20 years

2) Past Remuneration:

The total remuneration drawn by Mr. Ramasubramanian Sankaran during the Financial Year 2015-16 was ₹ 43.92 Lakhs.

3) Job profile and his suitability:

He has been associated with CyberTech for past 20 years. He has considerable experience in Corporate Management, Finance, Taxation and Administration.

4) Remuneration proposed:

Remuneration payable to Mr. Ramasubramanian Sankaran has already been mentioned in the explanatory statement.

5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the qualifications, experience and expertise of Mr. Ramasubramanian Sankaran, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

6) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Mr. Ramasubramanian Sankaran has no pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel



III. Other Information

i) Reasons for loss or inadequate profits:

Though the Company is achieving profits, but the same could be considered as inadequate and considering the managerial personnel's abilities, rich experience and qualifications, the Company would be required to compensate adequately in commensuration for a better performance and the Profit after Tax could be considered as inadequate.

ii) Steps taken or proposed to be taken for improvement:

The Company continues its focus to become leader into Spatial Analytics. The Company's solutions GeoCivic addressing Municipal Budgets in India and GeoShield-Intelligence Led Policing and CyberServe-Population Health in the United States continued to gain significant traction in the market place. In terms of strategic partnership and alliances, CyberTech partnered with Cisco for Smart City and Digitization Solutions and continued to work with its existing partners - Microsoft, ESRI and SAP®.

iii) Expected increase in productivity and profits in measurable terms:

The above measures undertaken are expected to yield positive results and improve the Financial performance of the Company in the coming years.

IV. ADDITIONAL REQUIREMENTS AS PER SECRETARIAL STANDARD -2

Date of First Appointment on the Board	August 04, 2015
Shareholding as on March 31, 2017	50,000 Equity Shares (0.18%)
Number of Meetings of the Board attended during the year	05
Other Directorships	Nil
Membership/ Chairmanship of Committees	02 (Includes membership in Stakeholders Relationship Committee and Corporate Social Responsibility Committee)

Except Mr. Ramasubramanian Sankaran, 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. Accordingly, Mr. Ramasubramanian Sankaran and his relatives will not participate in passing of the resolution.

The Board of Directors of your Company recommends the resolution as set out under Item No. 9, in relation to the remuneration paid to Mr. Ramasubramanian Sankaran as an Executive Director, for the approval of the shareholders of the Company, to be passed as a Special Resolution.

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 from the date hereof up to the date of the AGM.

By Order of the Board of Directors

sd/-

Sarita Leelaramani
Company Secretary and Compliance Officer
Membership No. A35587

Place: Thane
Date: August 23, 2017

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

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