

## REPORT ON CORPORATE GOVERNANCE

We are pleased to submit hereunder a detailed report on Corporate Governance for the Financial Year ended on March 31, 2022, pursuant to Regulation 17 to 27 and Regulation 34 read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof ("SEBI (LODR) Regulations, 2015") as applicable, with regard to Corporate Governance.

### 1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. Since inception, CyberTech Systems and Software Limited ("the Company/CyberTech") has been adopting best practices in the area of Corporate Governance as a means of effectively protecting and enhancing all the stakeholders' value. It would be our endeavor to nurture sustained growth with increased profit margins and enhanced shareholders' value.

The Company has adopted a Code of Conduct for its employees and the Board of Directors, which includes Code of Conduct for Independent Directors which suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013 ("the Act") and the SEBI (LODR) Regulations, 2015. These codes are available on the Company's website: <https://cybertech.com/Investor>

The Details of Corporate Governance practices followed in CyberTech are hereunder.

### 2. BOARD OF DIRECTORS

#### a. Composition

The Board has an optimum combination of Executive and Non-executive Directors in order to have a balanced Board Structure. As on March 31, 2022, the strength of the Board of Directors is 9 (Nine) Directors comprising of 8 (Eight) Non-Executive Directors including 2 (Two) Women Directors. Out of total number of Directors, 5 (Five) are Independent Directors who constitute more than one-half of the total strength of the Board. The Company is in compliance with the requirements of Regulation 17 of the SEBI (LODR) Regulations, 2015. All Directors are competent and experienced personalities in their respective fields.

None of the Directors on the Board hold Directorships in more than 10 (Ten) public companies. Further, none of them is a member of more than 10 (Ten) committees or chairman of more than 5 (Five) committees across all the public companies in which he or she is a Director. Further, in compliance with Regulation 25(1) of SEBI (LODR) Regulations, 2015, none of the Independent Directors holds directorship in more than 7 (seven) listed companies. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2022 have been made by the Directors.

Independent Directors are Non-executive Directors as defined under Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and Section 149(6) of the Act. The maximum tenure of Independent Directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and Section 149(6) of the Act.

**The Composition of the Board, details of other directorships, committee positions as on March 31, 2022 are given below:**

Sr. No.	Name	Directors Identification Number (DIN)	Category of Directors	No. of Directorships held (including CyberTech)#	No. of Membership/Chairmanship in Board Committees (including CyberTech)@	
					Chairman	Member
1.	Mr. Vish Tadimety	00008106	Non-Executive Chairman and Promoter Director	1	NIL	NIL
2.	Mr. Ramasubramanian Sankaran	05350841	Executive Director	1	NIL	1
3.	Mr. Steven Jeske	01964333	Non-Executive and Non-Independent Director	1	NIL	NIL
4.	Ms. Amogha Tadimety	06952042	Non-Executive and Non-Independent Director	1	NIL	NIL
5.	Mr. Sudhir Joshi	00349597	Non-Executive and Independent Director	1	2	NIL
6.	Mr. M.P. Bharucha	00361911	Non-Executive and Independent Director	1	NIL	NIL
7.	Dr. Shreepad Karmalkar	03273896	Non-Executive and Independent Director	1	NIL	2
8.	Dr. N.L. Sarda	00147782	Non-Executive and Independent Director	2	NIL	2
9.	Ms. Angela C. Wilcox	08068715	Non-Executive and Independent Director	1	NIL	NIL

**Notes:**

#Number of Directorships held excludes Directorships in Private Limited Companies, Foreign Companies, Companies under Section 8 of the Companies Act, 2013 (earlier Section 25 of the Companies Act, 1956) and Alternate directorships.

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

**The details of Directorships held in other Listed Companies as on March 31, 2022 are given below:**

Sr. No.	Name of the Director	Directorship held in other Listed Companies	Category of Directorship
1.	Mr. Vish Tadimety	NIL	NIL
2.	Mr. Ramasubramanian Sankaran	NIL	NIL
3.	Mr. Steven Jeske	NIL	NIL
4.	Ms. Amogha Tadimety	NIL	NIL
5.	Mr. Sudhir Joshi	NIL	NIL
6.	Mr. M.P. Bharucha	NIL	NIL
7.	Dr. Shreepad Karmalkar	NIL	NIL
8.	Dr. N.L. Sarda	NIL	NIL
9.	Ms. Angela C. Wilcox	NIL	NIL

**The Board of Directors met 04 (Four) times during the year under review. The date of the Board Meetings and attendance thereat are furnished hereunder:**

Date of Board Meeting	May 13, 2021	July 23, 2021	October 22, 2021	January 21, 2022
Board Strength as on the date of Board Meetings	9	9	9	9
No. of Directors Present*	9	7	8	8

\* In view of the outbreak of the COVID-19 pandemic, social distancing norms and restriction on movement of persons at several places in the country the Ministry of Corporate Affairs vide its Companies (Meetings of Board and its Powers) Amendment Rules, 2020 has exempted the Companies to hold the "Matters Not to be Dealt With in a Meeting Through Video Conferencing or Other Audio Visual Means" to be held through Video Conferencing. Further, the Ministry of Corporate Affairs vide its Companies (Meetings of Board and its Powers) Amendment Rules, 2021 have repealed the requirement of holding a Board Meeting for the Matters Not to be Dealt With in a Meeting Through Video Conferencing or Other Audio Visual Means.

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

Name of the Director	No. of Board Meetings held during year	No. of Board Meetings Attended	Attendance at last AGM*
Mr. Vish Tadimety	4	4	Attended
Mr. Sudhir Joshi	4	4	Not Attended
Mr. M.P. Bharucha	4	4	Not Attended
Dr. N.L. Sarda	4	4	Attended
Dr. Shreepad Karmalkar	4	2	Not Attended
Mr. Steven Jeske	4	4	Attended
Mr. Ramasubramanian Sankaran	4	4	Attended
Ms. Amogha Tadimety	4	4	Attended
Ms. Angela C. Wilcox	4	2	Not Attended

\* In view of the outbreak of the COVID-19 pandemic, social distancing norm and restriction on movement of persons at several places in the country and pursuant to various General Circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 26<sup>th</sup> AGM of the Company was conducted through Video conferencing Facility.

#### c. Inter-se relationships amongst Directors

As on March 31, 2022, there is no inter-se relationship among the Directors except Ms. Amogha Tadimety, Non-Executive and Non-Independent Director is the Daughter of Mr. Vish Tadimety, Non-Executive Chairman and Promoter Director of the Company.

#### d. Number of Shares and Convertible instruments held by Directors

The following Directors are holding Shares of the Company as on March 31, 2022:

Sr. No.	Name of the Director	No. of Shares held
1.	Mr. Vish Tadimety	57,37,189
2.	Mr. Steven Jeske	22,81,433
3.	Ms. Amogha Tadimety	2,54,320
4.	Mr. Ramasubramanian Sankaran	87,685

#### e. Independent Directors

The Independent Directors of the Company fulfill the criteria of independence, which are given under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and have given declaration of independence as per the requirements. Based on the disclosures received from the Independent Directors, it is hereby confirmed that in the opinion of the Board, the Independent Directors fulfil the conditions specified under the Act and SEBI (LODR) Regulations, 2015 and are independent of the management and are also in compliance with the limit on Independent Directorship of listed Companies as prescribed under Regulation 17A of the SEBI (LODR) Regulations, 2015. The Draft Letter of Appointment of Independent Directors is available on the website of the Company <https://cybertech.com/investors/boardofdirectors.aspx>

During the year under review, a separate meeting of Independent Directors of the Company as per the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25(3) of the SEBI (LODR) Regulations, 2015 was held on February 14, 2022 without the attendance of Non-Independent Directors and the members of the management, *inter alia*, to discuss the following:

- Review the performance of Non-Independent Directors and the Board of Directors as a whole;
- Review the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Assess the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Upon the conclusion of the meeting, the Independent Directors expressed their overall satisfaction over the performance of the other Directors and the Board as a whole and some suggestions were being discussed with the Promoter Director. They also expressed their satisfaction over the quality, quantity and timeliness of flow of information between the Company's management and the Board / Committees of the Board from time to time and performance of Chairman of the Company.

#### f. Matrix chart of core Skills / Expertise / Competence of the Board of Directors

The Board of the Company has adopted policy on Board Diversity. It seeks to maintain a Board comprised of talented and dedicated Directors with a diverse mix of expertise, experience and skills. The skills and backgrounds collectively represented on the Board reflect the diverse nature of the business environment in which the Company operates.

Pursuant to the Listing Regulations, a matrix chart setting out the core skills/ expertise/ competence of the Board is mentioned below:

Name of the Director	Information Technology	knowledge in Company's sector	Risk Management System	Corporate Governance, Human Resource Development and Administration	Marketing Strategy, Competitive Analysis, Innovation and Research and Development	Stakeholders Relationship
Mr. Vish Tadimety	✓	✓	✓	✓	✓	✓
Mr. Sudhir Joshi	✓	✓	✓	✓	✓	✓
Mr. M.P. Bharucha	✓	✓	✓	✓	✓	✓
Dr. N.L. Sarda	✓	✓	✓	✓	✓	✓
Dr. Shreepad Karmalkar	✓	✓	✓	✓	✓	✓
Mr. Steven Jeske	✓	✓	✓	✓	✓	✓
Mr. Ramasubramanian Sankaran	✓	✓	✓	✓	✓	✓
Ms. Amogha Tadimety	✓	✓	✓	✓	✓	✓
Ms. Angela C. Wilcox	✓	✓	✓	✓	✓	✓

Skills/ Expertise/ Competence of the Board of Directors can be accessed on the weblink: <https://cybertech.com/investors/boardofdirectors.aspx>

#### g. Familiarization Programme

Pursuant to the provision of Regulation 25(7) of the SEBI (LODR) Regulations, 2015, the Company has in place Familiarization Programme for Independent Directors to familiarize them about the Company and their role, rights and responsibilities in the Company. The Familiarization Programme and details of Familiarization Programme imparted during 2021-22 are uploaded on the website of the Company and can be accessed through web-link <https://cybertech.com/investors/boardofdirectors.aspx>

#### h. Information placed before the Board of Directors

Among others, information placed before the Board includes:

- Annual operating plans, Budgets and updates thereof. Quarterly, half yearly and annual results of the Company as per the format prescribed in Listing Regulations.
- Minutes of the Meetings of the Board and all other Committees of the Board.
- The information on recruitment and remuneration of senior officers just below the Board level, including the appointment or removal, if any
- Status of important/material litigations etc.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order, which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards royalty, goodwill, brand equity or intellectual property.
- Any significant development in human resources/ industrial relations front, as and when it occurs.
- Sale of material nature of investments, assets which are not in the normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement, if material.
- Non-Compliance of any regulatory, statutory nature or listing requirements and shareholders' service, such as non-payment of dividend, delay in share transfer, if any, and other steps taken by the Company to rectify instances of non-compliances, if any.

**(I) Confirmation of Independence**

In the opinion of the Board, the Independent Directors fulfil the conditions specified under the Act and SEBI (LODR) Regulations, 2015 and are independent of the management.

**3. COMMITTEES OF THE BOARD**

The Company has four Board-level Committees namely, Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee.

All decisions pertaining to the constitution of Committees, terms of reference, etc. are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the Financial Year 2021-22 and the related attendance, are provided below:

**i) Audit Committee****a) Brief description of Terms of reference**

The terms of reference of the audit committee is available on the website of the Company and is available at: [https://cybertech.com/investors/corporate\\_policies.aspx](https://cybertech.com/investors/corporate_policies.aspx) The relevant extract of the terms of reference of Audit Committee are as follows:

Oversight of financial reporting process.

- i. Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval.
- ii. Evaluation of internal financial controls and risk management systems.
- iii. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- iv. Approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the same.
- v. To consider matters with respect to the Code of Conduct and vigil mechanism.
- vi. Recommending to the Board the appointment/ remuneration of the Auditors.
- vii. Approving the payments of Cost Auditors towards other services rendered by them..
- viii. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

**b) Composition and attendance at Audit Committee Meetings:**

As on March 31, 2022, the Audit Committee comprises of 03 (Three) Directors as the Members. All the Members of the Audit Committee are qualified, experienced and possess sound knowledge of finance, accounting practices and Internal Controls.

During the year under review, 04 (four) meetings were held viz., on May 13, 2021, July 23, 2021, October 22, 2021 and January 21, 2022.

**The Composition of Audit Committee and details of attendance of the members during the year 2021-22 are as under:**

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

\$ The attendance includes presence of Directors through Video/tele-conferencing facilities.

The representatives of the Statutory Auditors, Internal Auditors, Secretarial Auditors and Chief Financial Officer are permanent invitees to the Audit Committee Meetings and they attend the meetings. All the members of the Audit Committee have requisite accounting and financial management expertise.

Mr. Sudhir Joshi, Independent Director and Chairman of the Audit Committee had sought leave of absence and authorized Dr. N. L Sarda, Member of the aforesaid Committee to represent him at the 26<sup>th</sup> Annual General Meeting to respond to the queries raised by the shareholders at the AGM. As per Regulation 18 (1)(e) of SEBI (LODR) Regulations, 2015, the Company Secretary acts as the Secretary of the Audit Committee.

**ii) Nomination and Remuneration Committee**

The Nomination and Remuneration Committee ("NRC") is constituted in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015.

**a) Nomination and Remuneration Policy**

The Company had formed a Nomination and Remuneration policy in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations to harmonize the aspirations of human resources, consistent with the goals of the Company which, inter alia, includes Company's Policy on Board Diversity, selection, appointment and remuneration of Directors, criteria for determining qualifications, positive attributes, independence of a Director and criteria for performance evaluation of the Directors.

The terms of reference of the Nomination and Remuneration Committee are available on the website of the Company and are accessible through [https://cybertech.com/investors/corporate\\_policies.aspx](https://cybertech.com/investors/corporate_policies.aspx) The relevant extract of the terms of reference of Nomination and Remuneration Committee are as follows:

- Recommend to the Board the setup and composition of the Board and its committees.
- Recommend to the Board the appointment/ re-appointment of Directors and Key Managerial Personnel.
- Recommend to the Board the Remuneration Policy for Directors, executive team or Key Managerial Personnel and other employees.
- Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

#### b) Composition and attendance at Nomination and Remuneration Committee Meetings

During the year under review, 01 (one) meeting of the Nomination and Remuneration Committee was held on July 23, 2021.

**The Composition of the Nomination and Remuneration Committee and details of attendance of the members during the year 2021-22 are as under:**

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

The Company Secretary acts as the Secretary to the Committee. Mr. Sudhir Joshi, Independent Director and Chairman of the Nomination & Remuneration Committee had sought leave of absence and authorized Dr. N. L Sarda, Member of the aforesaid Committee to represent him at the 26<sup>th</sup> Annual General Meeting to respond to the queries raised by the shareholders at the AGM.

#### c) Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of its Directors individually as well as the evaluation of the working of its Committees on January 21, 2022. The performance evaluation criteria for Independent Directors are determined by an indicative list of factors on which evaluation was carried out and it includes, participation and contribution by a Director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment. The performance evaluation of the Directors, the Board and its Committees was accordingly carried out in accordance with the SEBI Circular dated January 05, 2017.

The Independent Directors in their separate meeting held on February 14, 2022, reviewed the performance of the Chairman, Executive Director and other Non-Executive Directors on the Board of the Company. They also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Skills /expertise/ competencies fundamental for the effective functioning of the Company are accessible at: <https://cybertech.com/investors/boardofdirectors.aspx>

#### d) Remuneration to Non-Executive Directors paid during the Financial Year 2021-22

(₹ in Lakhs)

Name	Designation	Salary	Commission	Sitting fees	Total *
Mr. Vish Tadimety**	Chairman	Nil	Nil	1.80	1.80
Ms. Amogha Tadimety	Director	Nil	Nil	1.80	1.80
Mr. Steven Jeske**	Director	Nil	Nil	1.60	1.60
Mr. Sudhir Joshi	Director	Nil	3.00	3.00	6.00
Mr. M.P. Bharucha	Director	Nil	3.00	1.00	4.00
Dr. N.L. Sarda	Director	Nil	2.00	2.20	4.20
Dr. Shreepad Karmalkar	Director	Nil	1.00	0.60	1.60
Ms. Angela C. Wilcox	Director	Nil	3.00	0.20	3.20

\*The remuneration paid to Non-Executive Directors includes commission and sitting fees paid towards attending the Board Meeting and Other Committee Meetings held during the year.

\*\*Mr. Vish Tadimety and Mr. Steven Jeske hold Office or place of profit as Directors in the wholly owned subsidiary, CyberTech Systems and Software Inc. USA and hold Directorship in spatialitics LLC, USA.

**e) Remuneration paid to Executive Director**

The remuneration paid to Mr. Ramasubramanian Sankaran, Executive Director for the Financial Year 2021-22 is ₹331.63 Lakhs.

Mr. Ramasubramanian Sankaran, Executive Director has also been granted Employee Stock Options under the Employee Stock Option Scheme (ESOP) of the Company, apart from the aforesaid remuneration.

The details of the ESOP granted and exercised by Mr. Ramasubramanian Sankaran during the year are detailed below:

Particulars	As at March 31, 2022
<b>Grants to the Executive Director:</b>	
Outstanding at the beginning	400,000
Add: Granted during the year	-
Less: Exercised during the year	250,000
Less : Forfeited/Lapsed during the year	-
<b>Outstanding as at the end</b>	<b>150,000</b>
<b>Vested to the Executive Director:</b>	
Outstanding at the beginning	400,000
Add: Vested during the year	-
Less : Exercised during the year	250,000
Less : Forfeited/Lapsed during the year	-
<b>Outstanding as at the end</b>	<b>150,000</b>
<b>Details of options Exercised during the year:</b>	
<u>Allotment on July 23, 2021:</u>	
ESOP's exercised	50,000
Exercise price	₹34.12
Amount paid	₹17,06,000
Perquisite value of Options exercised	₹53,80,250
<u>Allotment on September 30, 2021:</u>	
ESOP's exercised	200,000
Exercise price	₹44.30
Amount paid	₹88,60,000
Perquisite value of Options exercised	₹2,01,40,000

**f) Fees paid to Statutory Auditors for F.Y. 2021-22**

Payments made to Bagaria & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, for the Services rendered by them for the period April 01, 2021 to March 31, 2022 are as follows:

Particulars	Amount (₹)
Audit Fees	15,25,000
Certification and Other Services	150,000
<b>Total</b>	<b>16,75,000</b>

### iii) Stakeholders' Relationship Committee

#### **Composition and attendance at Stakeholders' Relationship Committee Meeting**

In compliance with Regulation 20 of the SEBI (LODR) Regulations 2015, the Board has constituted the Stakeholders' Relationship Committee, inter alia, to consider and review the complaints received from shareholders. Details of share transfers/ transmissions approved by the Committee are placed at the Board Meetings from time to time. The Board has delegated the authority to allot equity shares against the Stock Options exercised by the employees/ Directors, granted to them under the Employees Stock Option Plan (ESOP) of the Company, to the Stakeholders' Relationship Committee.

The Stakeholders' Relationship Committee meeting was held on March 24, 2022 during the year under review.

#### **The Composition of Stakeholders' Relationship Committee and details of attendance of the members during the year 2021-22 are as under:**

S. No.	Name	Designation & Category	No. of Meetings attended
1	Mr. Sudhir Joshi	Chairman, Independent Director	1
2	Dr. N.L. Sarda	Member, Independent Director	1
3	Dr. Shreepad Karmalkar	Member, Independent Director	Nil
4	Mr. Ramasubramanian Sankaran	Member, Executive Director	1

As per the provisions of Regulation 20(2) of SEBI (LODR) Regulations, 2015, Mr. Sudhir Joshi, Chairman of the Committee is a Non-Executive and Independent Director. Further, Mr. Sudhir Joshi, Independent Director and Chairman of the Stakeholders' Relationship Committee had sought leave of absence and authorized Dr. N. L Sarda, Member of the aforesaid Committee to represent him at the 26<sup>th</sup> Annual General Meeting to respond to the queries raised by the shareholders at the AGM.

#### **Name, designation and address of Compliance Officer:**

##### **Ms. Sarita Leelaramani**

Company Secretary and Compliance Officer  
 CyberTech Systems and Software Limited  
 'CyberTech House,' Plot No. B-63/64/65  
 Road No. 21/34, J. B. Sawant Marg, MIDC  
 Wagle Estate, Thane (W)-400604  
 Tel: +91-22-4283-9200; Fax: +91-22-4283-9236

#### **Details of investor complaints received and redressed during the year 2021-22 are as follows:**

Opening Balance	Received during the year	Resolved during the year	Closing Balance
Nil	Nil	Nil	Nil

Exclusive e-mail id for Investor Grievances: [cssl.investors@cybertech.com](mailto:cssl.investors@cybertech.com).

#### **Transfer of Equity Shares of the Company to DEMAT Account of Investor Education and Protection Fund (IEPF) Authority:**

In terms of the provisions of Section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the Equity Shares held by the shareholders in respect of which dividend entitlements have remained unclaimed or unpaid for 07 (seven) consecutive years has to be or more compulsorily transferred to the DEMAT account of the IEPF Authority by the Company within 30 days from the due date. Accordingly, 7,011 Equity Shares were transferred to the Authority's DEMAT Account with NSDL.

The Company has uploaded complete details of such shares on its website : <https://cybertech.com/investors/unclaimedShares>. Also, Shareholders whose names are appearing in the list in the aforesaid link shall claim refund from IEPF Authority by accessing the link <https://www.iepf.gov.in/IEPF/refund>. and filling out the e-Form IEPF-5. The shareholders are requested to seek professional help while filing the e-Form IEPF-5.

There are no shares lying in suspense account / unclaimed suspense account.

### iv) Corporate Social Responsibility Committee

In compliance with Section 135 of the Companies Act, 2013, the Board has constituted the "Corporate Social Responsibility Committee" ('CSR Committee').

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

During the year under review, CSR Committee meeting held on March 24, 2022, noted the CSR expenditure for the F.Y. 2021-22.



The composition of Corporate Social Responsibility Committee and details of attendance of the members during the year 2021-22 are as under:

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

#### 4. GENERAL BODY MEETINGS

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

Year	Venue	Date	Time	Special Resolution(s) passed
2018-19	'CyberTech House' Plot No. B-63/64/65 Road No. 21/34, J. B. Sawant Marg, MIDC, Wagle Estate, Thane (West)-400604	September 27, 2019	04.00 p.m.	(1) To re-appoint Mr. Sudhir Joshi as an Independent Director of the Company. (2) To re-appoint Dr. N. L. Sarda as an Independent Director of the Company. (3) To re-appoint Dr. Shreepad Karmalkar as an Independent Director of the Company. (4) To re-appoint Mr. M. P. Bharucha as an Independent Director of the Company. (5) Payment of Commission to the Independent Directors of the Company.
2019-20	Through Video Conferencing/ Other Audio Visual Means (OAVM)	September 29, 2020	04.30 p.m.	NIL
2020-21	Through Video Conferencing/ Other Audio Visual Means (OAVM)	September 15, 2021	05.00 p.m.	(1) To re-appoint Mr. Ramasubramanian Sankaran as an Executive Director of the Company and to approve his remuneration.

##### ii. Details of special resolution passed through postal ballot:

During the year under review, no resolution was passed through Postal Ballot. None of the business proposed to be transacted at the ensuing AGM requires passing a resolution through Postal Ballot.

#### 5 Disclosures

##### 1. Statutory Compliance, Penalties/Strictures

The Company has complied with rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India and any other statutory authority relating to capital market.

No penalty or stricture has been imposed on the Company by the Stock Exchanges or SEBI on any matter related to the capital markets, during the last three years.

##### 2. Related Party Transactions

The Company has adopted the Related Party Transaction Policy which is available on the website of the Company and can be accessed at web link: [https://cybertech.com/investors/corporate\\_policies.aspx](https://cybertech.com/investors/corporate_policies.aspx)

The details of all significant transactions with related parties are periodically placed before the Audit Committee. The Company has entered into related party transactions as set out in Note No. 34 to the Standalone Financial Statements of the Company which do not have potential conflict with the interests of the Company at large.

##### 3. Subsidiary

During the year under review, the Company has material subsidiary as per the criteria specified in SEBI (LODR) Regulations, 2015. Further, the Company has adopted a policy on material subsidiaries and the same is uploaded on the website of the Company which can be accessed through the web-link: [https://cybertech.com/investors/corporate\\_policies.aspx](https://cybertech.com/investors/corporate_policies.aspx)

#### 4. **Vigil Mechanism / Whistle Blower Policy**

In line with the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Company has formulated Vigil Mechanism Policy to report concerns about unethical behavior, actual or suspected incidents of fraud or violation of Code of Conduct that could adversely impact the Company's operations, business performance and / or reputation, in a secure and confidential manner. The Company has also provided the complainant direct access to the Chairman of the Audit Committee. Further, no personnel have been denied access to the Audit Committee.

The Vigil Mechanism Policy has been placed on the website of the Company and web-link thereto is:

[https://cybertech.com/investors/corporate\\_policies.aspx](https://cybertech.com/investors/corporate_policies.aspx)

#### 5. **Compliance with Mandatory and Non-Mandatory Requirements**

The Company has complied with all the mandatory requirements of SEBI (LODR) Regulations, 2015 to the extent applicable.

##### **Non-Mandatory Requirements:**

Particulars		Status
<b>A.</b>	<b>The Board</b> Non-Executive Chairperson may be entitled to maintain a Chairperson's office at the listed entity's expense and also allowed reimbursement of expenses incurred in performance of his duties.	Complied
<b>B.</b>	<b>Shareholders' Right</b> A Half-Yearly declaration of financial performance including summary of significant events in last six-months, may be sent to each household of shareholders.	Complied, as the Company's half-yearly results are published in leading English and Marathi newspaper, and also uploaded on the website of the Company, hence, the same need not be sent to the shareholders of the Company.
<b>C.</b>	<b>Modified opinion in audit report</b> The listed entity may move towards a regime of financial statements with unmodified opinion.	Complied, Auditor's Report on Audited Financial Results (Standalone and Consolidated) for the quarter and year ended March 31, 2022 is with un-modified opinion.
<b>D.</b>	<b>Separate posts of chairperson and chief executive officer</b> The listed entity may appoint separate persons to the posts of chairperson and Managing Director or chief executive officer.	Complied, The Company has a Non-Executive Chairperson. Since there is No CEO, the Executive Director of the Company is entrusted with the day to day functions of the Company.
<b>E.</b>	<b>Reporting of internal auditor</b> The internal auditor may report directly to the audit committee.	Complied, The Internal Auditors of the Company are present in each Audit Committee Meeting and directly interacts with Audit Committee Members.

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

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

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

#### 7. **Disclosure of Accounting Treatment**

The financial statements are prepared on accrual basis of accounting in accordance with the provisions of the Companies Act, 2013 (the Act) and comply in material aspects with the accounting standards, notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015.

#### 8. **Code of Conduct for Directors and Senior Management Team**

The Company has adopted a Code of Conduct applicable to all its Directors and members of the Senior Management which is in consonance with the requirements of SEBI (LODR) Regulations, 2015. The said code is available on the website of the Company and can be accessed through web-link: [https://cybertech.com/investors/corporate\\_policies.aspx](https://cybertech.com/investors/corporate_policies.aspx)

All the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct and Code of Conduct to Regulate, Monitor and Report Trading by Insiders of the Company for the year ended March 31, 2022. A declaration to this effect signed by Mr. Ramasubramanian S., Executive Director of the Company forms part of this Report is attached as **Enclosure I**.

#### 9. **CEO/CFO Certification**

In terms of requirement of Regulation 17(8) of SEBI (LODR) Regulations, 2015, Mr. Praveen Agarwal, Chief Financial Officer has furnished certificate to the Board in the prescribed format. The certificate has been reviewed by the Audit Committee and taken on record by the Board at the meeting held on May 04, 2022. The Certificate is attached as **Enclosure II**.

**10. Non-Disqualification of Directors & Certificate of Corporate Governance**

Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Certificate of Non-Disqualification of Directors is attached as **Enclosure III** along with the Certificate of Corporate Governance as issued by our Secretarial Auditor M/s. S. Anantha & Ved LLP (LLPIN : AAH-8229), Company Secretaries, Mumbai **Enclosure IV**.

**11. Directors' Responsibility Statement**

The draft Directors' Responsibility Statement signed by Executive Director on behalf of the Board dated May 04, 2022 which is included in the Board's Report for F.Y. 2021-22, has been reviewed by the Audit Committee at its meeting held on May 04, 2022.

**12. Reconciliation of Share Capital Audit Report**

In terms of the provisions of Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, Reconciliation of Share Capital Audit was carried out on a quarterly basis by M/s. Anant Amdekar & Associates, Company Secretaries, Thane for F.Y. 2021-22 towards reconciliation of the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and those held in physical form with the total issued, paid up and listed capital of the Company. The audit report, inter alia, confirms that the Register of Members is duly updated and that demat/remat requests were confirmed within stipulated time etc. The said report is also submitted to BSE Limited and National Stock Exchange of India Limited.

**13. Risk Management Policy**

The Company has in place Risk Management System which takes care of risk identification, assessment and mitigation. There are no risks which in the opinion of the Board threaten the existence of the Company. Risk factors and its mitigation are covered extensively in the Management Discussion and Analysis Report forming part of this Board's Report.

**14. Code for Prevention of Insider Trading**

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

[https://cybertech.com/investors/corporate\\_policies.aspx](https://cybertech.com/investors/corporate_policies.aspx)

**15. Means of Communication**

- **Website:** The Company's website <https://cybertech.com> under investors Tab contains, inter-alia, the updated information pertaining to quarterly, half-yearly and annual financial results, annual reports, official press releases, the investor/ analysts presentations, details of investor calls and meets, shareholding pattern, important announcements. The said information is available in a user friendly and downloadable form.
- **Financial Results:** The quarterly, half yearly and annual financial results of the Company are submitted to BSE Limited and National Stock Exchange of India Limited after approval of the Board of Directors of the Company. The results of the Company are published in one English daily newspaper and one Marathi newspaper within 48 hours of approval thereof.
- **Chairman's Communiqué:** The Chairman's Letter is distributed to shareholders at Annual General Meeting as a part of Annual Report. The document is also put on the Company's website and can be accessed at <https://cybertech.com/Investor>
- **Annual Report:** Annual Report containing, inter-alia, Standalone Financial Statements, Consolidated Financial Statements, Board's Report, Auditors' Report, Corporate Governance Report is circulated to the members and others entitled thereto and is also available on website of the Company.
- **Designated Exclusive Email ID:** The Company has designated Email Id [cssl.investors@cybertech.com](mailto:cssl.investors@cybertech.com) exclusively for shareholder/investor servicing.
- **Reminder to Investors:** Reminders for unclaimed shares and unpaid dividend were sent to the shareholders as per our records with RTA during the year under review.
- **SCORES (SEBI Complaints Redressal System):** SEBI has commenced processing of investor complaints in a centralized web based complaints redress system i.e. SCORES. The Company supported SCORES by using it as a platform for communication between SEBI and the Company.
- **Uploading on NSE Electronic Application Processing System (NEAPS) & BSE Listing Centre:** The quarterly results, quarterly compliances and all other corporate communications to the Stock Exchanges are filed electronically on NEAPS for NSE and on BSE Listing Centre for BSE.
- **Email:** The financial results of the Company along with press release and investor presentation, if any, are sent by email to the shareholders who have registered their email id with the Company.

## 16. General Shareholders' information:

### a. Annual General Meeting for F.Y. 2021-22

Date : Tuesday, September 27, 2022

Time : 04:00 P.M.

Venue : Through Video Conferencing/Other Audio Visual Means

As required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015, particulars of Directors seeking appointment/re-appointment at the ensuing AGM are given in the Notice of the AGM to be held on **Tuesday, September 27, 2022.**

### b. Financial Calendar

Year ending : March 31

AGM : in September

Dividend Payment : Within 30 days of declaration of dividend at the AGM, subject to shareholders approval.

**c. Date of Book Closure / Record Date** : Wednesday, September 21, 2022 to Tuesday, September 27, 2022 (Both days inclusive)  
Record date/cut-off date: Tuesday, September 20, 2022

**d. Financial Calendar for F.Y. 2022-23** : Results for the Quarter ending  
(Tentative)  
June 30, 2022 – within 45 days from the end of the quarter  
September 30, 2022 – within 45 days from the end of the quarter  
December 31, 2022 – within 45 days from the end of the quarter  
March 31, 2023 – within 60 days from the end of the quarter  
Annual General Meeting – September, 2023

**e. Listing on Stock Exchanges** : **National Stock Exchange of India Limited ("NSE")**  
Exchange Plaza, C-1, Block G, Bandra Kurla Complex,  
Bandra (East), Mumbai 400 051  
**BSE Limited**  
P. J. Towers, Dalal Street Fort, Mumbai 400 001  
Annual Listing Fees have been paid to the stock exchanges for the F.Y. 2021-22  
The Company has paid the annual Custody Fees to Central Depository Services (India) Limited and National Securities Depository Limited for the F.Y. 2021-22

**f. Scrip Code/ Symbol** : **NSE- CYBERTECH**  
**BSE- 532173**

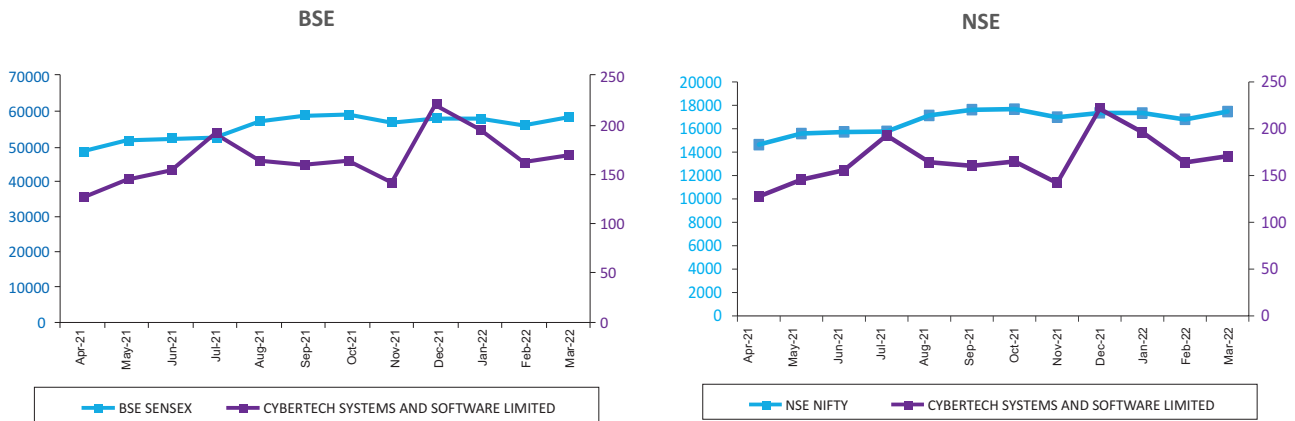
**g. Market Price Data** : The monthly high and low market price of shares traded on BSE and NSE for F.Y. 2021-22 is as follows:

(Amount in ₹)

Month	BSE		NSE	
	High	Low	High	Low
April, 2021	142.85	116.00	143.00	117.00
May, 2021	163.95	122.20	164.10	124.50
June, 2021	158.35	132.55	158.50	132.60
July, 2021	208.45	153.55	208.40	153.50
August, 2021	199.40	152.80	199.80	152.30
September, 2021	178.30	153.05	178.90	153.00
October, 2021	183.00	154.25	183.00	154.80
November, 2021	172.00	129.20	168.00	134.00
December, 2021	243.00	141.75	242.90	143.50
January, 2022	245.70	179.00	245.35	178.75
February, 2022	212.40	151.70	216.00	150.45
March, 2022	197.00	160.80	197.60	160.00

[Source: This information is compiled from the data available on the websites of BSE and NSE]

**h. Performance in comparison of broad based indices such as BSE-Sensex, CRISIL, Index, etc. :**



**i. Registrar and Transfer Agents**

**Link Intime India Private Limited**

**Unit : CyberTech Systems and Software Ltd.**

C-101, 247 Park, LBS Marg, Vikhroli (W), Mumbai – 400 083

T +91 22 49186000 | F +91 22 49186060

E mail: [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in) | [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

**j. Share transfer system:**

Shares sent for transfer in physical form are generally registered and returned within a period of 15 days from the date of lodgement and Demat requests are normally confirmed within an average period of 15 days, provided the documents are clear and complete in all respect.

The Company obtains from a Company Secretary in Practice yearly certificate to the effect that all certificates have been issued within thirty days of the date of lodgment of the transfer, sub-division, consolidation and renewal as required under Regulation 40(9) of the SEBI (LODR) Regulations, 2015 and files a copy of the said certificate with Stock Exchanges.

SEBI on June 8, 2018 notified SEBI (LODR) 4<sup>th</sup> amendment Regulation, 2018, regarding mandatory dematerialization for transfer of securities. Pursuant to the amendment to SEBI (LODR) Regulation, 2015 Shareholders holding Physical Shares Certificates are advised to ensure that shares which are lodged for transfer are mandatorily in dematerialized form with effect from April 1, 2019.

**k. Transfer of Unpaid / Unclaimed Amounts and Shares to Investor Education and Protection Fund:**

During the year under review, the Company has credited Unpaid / Unclaimed Amounts of dividends amounting to ₹2.39 Lakhs pertaining to FY 2013-14 to the Investor Education and Protection Fund (IEPF) and 7,011 Equity Shares of the Company were transferred to the Authority’s DEMAT Account with NSDL pursuant to the provisions of the Companies Act, 2013.

The Company has uploaded on its website the details of unpaid and unclaimed amounts lying with the Company and details of shares transferred to IEPF during Financial Year.

**l. Distribution of shareholding :**

**Summary of Shareholding Pattern as on March 31, 2022 :**

Category of Shareholder	Number of Shareholders	% of Shareholders	Number of Shares held	% of Shareholding
Promoter & Promoter Group	8	00.02	1,02,07,929	36.23
Public	33,029	99.98	1,79,66,364	63.77
<b>Total</b>	<b>33,037</b>	<b>100.00</b>	<b>2,81,74,293</b>	<b>100.00</b>

\* Difference in number of shareholders in shareholding pattern and distribution of shareholding is due to consolidation of folio no. /demat accounts of the shareholders on the basis of PAN in case of shareholding pattern.

**Distribution of Shareholding as on March 31, 2022 :**

Category of Shares	Number of Shareholders	% of Shareholders	Number of Shares held	% of Shareholding
1 – 500	30,923	91.8305	28,93,046	10.2684
501 - 1000	1,456	4.3238	11,62,466	4.1260
1001 - 2000	634	1.8828	9,41,190	3.3406
2001 - 3000	218	0.6474	5,58,024	1.9806
3001 - 4000	111	0.3296	3,95,159	1.4026
4001 - 5000	78	0.2316	3,69,152	1.3102
5001 - 10000	101	0.2999	7,63,607	2.7103
10001 and Above	153	0.4544	2,10,91,649	74.8613
<b>Total</b>	<b>33,674</b>	<b>100.0000</b>	<b>2,81,74,293</b>	<b>100.0000</b>

**Top Ten Shareholders of the Company as on March 31, 2022 :**

S. No.	Name of the Shareholder	Number of equity shares held	Percentage of Holding (%)
1	Vish Tadimety	57,37,189	20.36
2	Indotech Holdings LLC	39,00,000	13.84
3	Steven Jeske	22,81,433	8.10
4	Joseph Michael Vanek	1,390,000	4.93
5	Sukhada Tadimety	11,21,592	3.98
6	Red Banyan Holdings LLC	6,50,000	2.31
7	Prasad Rao Vellaturi	3,00,000	1.06
8	Aparna V. Goud	2,59,315	0.92
9	B. Thimmadevi Goud	2,55,570	0.91
10	Amogha Tadimety	2,54,320	0.90

**m. Bifurcation of shares held in physical and demat form as on March 31, 2022 :**

Particulars	No. of Shares	Percentage (%)
<b>Physical Segment</b>	6,15,573	2.19
<b>Demat Segment</b>		
NSDL (A)	2,17,84,839	77.32
CDSL (B)	57,73,881	20.49
Total (A+B)	27,558,720	97.81
<b>Total</b>	<b>2,81,74,293</b>	<b>100.00</b>

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is **INE214A01019**

**n. Outstanding GDRs /ADRs /Warrants or any Convertible instruments, Conversion date and likely impact on equity:**

Not applicable for the year under review.

**o. Plant Locations :** Not applicable

**p. Address for correspondence:** Company Secretary and Compliance Officer  
CyberTech Systems and Software Limited  
'CyberTech House', Plot No. B-63/64/65  
Road No. 21/34, J. B. Sawant Marg, MIDC  
Wagle Estate, Thane (W)-400604

**q. Disclosure pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 :**

Disclosure pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is given in the Board's Report which forms part of this Annual Report of the Company.

Your Company recognizes its responsibility and continues to provide a safe working environment for women, free from sexual harassment and discrimination.

The following Complaints were reported pursuant to Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for the FY 2021-22:

- a) Number of complaints received in the year: NIL
- b) Number of complaints disposed off during the year: NIL
- c) Number of cases pending as on end of the year: NIL

**r. Debentures :**

The Company has not issued any debentures during the year under review.

**17 Disclosure of Commodity Price risk or Foreign Exchange Risk and Hedging Activities:**

The Company has Foreign Exchange exposures and the transactions in foreign currency are recorded at the exchange rate prevailing at the date of the transaction. Exchange differences arising on foreign currency transactions settled during the period/year are recognized in the statement of profit and loss. Foreign currency monetary items of the Company are restated at the closing exchange rates. Non-monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

**Derivative financial instruments :**

The Company uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value, with changes in fair value recognized in Statement of Profit and Loss.

**18 Disclosure on Website:**

The relevant and necessary information / Codes / Policies as required by SEBI (LODR) Regulations, 2015 as amended from time to time have been hosted on the website of the Company and it can be accessed on the Web-link: <https://cybertech.com/Investor>

**19 Disclosure pursuant to Regulation 32 (7A) of the SEBI (LODR), Regulations, 2015:**

During the Financial Year under review, the Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the SEBI (LODR), Regulations, 2015.

Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances along with email address for grievance redressal and other relevant details are available on the website of the Company: <https://cybertech.com/Investor>

The Company has complied with all the requirements of corporate governance report as mentioned in sub-para (2) to (10) of Para C of Schedule V of the SEBI (LODR), Regulations, 2015. The above-referred Policies / Codes have been revised from time to time as per requirements of the provision of SEBI (LODR) Regulations, 2015.

**For CyberTech Systems and Software Ltd.**

**Sd/-**  
**Vish Tadimety**  
Chairman  
DIN: 00008106

Place : Trevose, PA, USA

Date : May 04, 2022

**ENCLOSURE-I**

## **Compliance with Code of Conduct**

Pursuant to the Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Ramasubramanian S. (DIN: 05350841), Executive Director of CyberTech Systems and Software Limited ("the Company") hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the 'Code of Conduct for Board of Directors and Senior Management' and 'the Code of Conduct to Regulate, Monitor and Report Trading by Insiders' for the Financial Year ended March 31, 2022.

**For and on behalf of the Board of Directors  
CyberTech Systems and Software Limited**

**Sd/-  
Ramasubramanian S.  
Executive Director  
DIN: 05350841**

Place : Thane  
Date : May 04, 2022

**ENCLOSURE-II**

## **C.F.O. Certification under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

To  
The Board of Directors  
CyberTech Systems and Software Limited

I, Praveen Agarwal, Chief Financial Officer of CyberTech Systems and Software Ltd. pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and to the best of our knowledge and belief hereby certify:

- (a) I have reviewed the financial statements and the cash flow statement for the year ended on March 31, 2022 and based on my knowledge and belief, I state that:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws, and regulations.
- (b) I further state that to the best of my knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal, or violative of the Company's code of conduct.
- (c) I accept the responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps have been taken or propose to taken to rectify these deficiencies.
- (d) I have indicated, based on my most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
  - (i) Significant changes, if any, in the internal control over financial reporting during the year;
  - (ii) Significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

**For CyberTech Systems and Software Ltd.**

**Sd/-  
Praveen Agarwal  
Chief Financial Officer**

Place : Thane  
Date : May 04, 2022



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To  
The Members  
CyberTech Systems and Software Limited  
CyberTech House, B-63-64-65 MIDC  
Wagale Estate, J.B. Sawant Marg  
Thane – 400604

We have examined the relevant registers, records, forms, returns and disclosures relating to the Directors of **CyberTech Systems and Software Limited** having CIN: **L72100MH1995PLC084788** and having Registered Office at CyberTech House, B-63-64-65 MIDC, Wagle Estate, J.B. Sawant Marg, Thane – 400 604 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub Clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **March 31, 2022** have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs (MCA) or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Date of appointment in Company #
1.	Mr. Vish Tadimety	00008106	May 23, 1995
2.	Mr. Nandlal Laxminarayan Sarda	00147782	September 28, 2012
3.	Mr. Sudhir Moreswar Joshi	00349597	September 30, 2010
4.	Mr. Marezban Padam Bharucha	00361911	September 30, 2011
5.	Mr. Steven Lloyd Jeske	01964333	December 22, 2007
6.	Mr. Shreepad Karmalkar	03273896	September 30, 2010
7.	Mr. Ramasubramanian Sankaran	05350841	August 04, 2015
8.	Ms. Amogha Tadimety	06952042	September 30, 2014
9.	Ms. Angela Cook Wilcox	08068715	February 13, 2018

# The date of appointment is as per the MCA website.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For S. Anantha & Ved LLP  
(LLP IN: AAH 8229)  
Company Secretaries**

**Sd/-  
Sachin Sharma**  
Designated Partner  
CP No.: 20423  
UDIN: A046900D000267747

Place : Jodhpur  
Date : May 04, 2022

## Certificate of Corporate Governance

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

We have examined the compliance of conditions of Corporate Governance by **CyberTech Systems and Software Limited** ("Company") {CIN: L72100MH1995PLC084788}, stipulated in Regulations 17-27 and clauses (b) to (i) of Regulation 46 (2) and Para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the year 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022.

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

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

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

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

**For S. Anantha & Ved LLP**  
(LLP IN: AAH 8229)  
Company Secretaries

**Sd/-**  
**Sachin Sharma**  
Designated Partner  
CP No.: 20423  
UDIN: A046900D000267780

Place : Jodhpur  
Date : May 04, 2022