

NOTICE

NOTICE is hereby given that the **Twenty-Seventh (27th) Annual General Meeting (AGM)** of the members of **CyberTech Systems and Software Limited ('the Company/CyberTech')** will be held on **Tuesday, September 27, 2022 at 04:00 P.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and the report of Auditors thereon and in this regard, to pass the following resolutions as **Ordinary Resolutions:**
 - (a) **"RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."
 - (b) **"RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2022 and the reports of the Auditors thereon be and are hereby considered and adopted."
2. To declare a dividend on Equity Shares for the Financial Year ended March 31, 2022 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT a dividend at the rate of ₹1.5 (Rupee One and Fifty Paise only) per Equity Share of ₹10/- (Rupees Ten only) each on 28,383,693 paid-up Equity Shares of the Company, as recommended by the Board of Directors of the Company, be and is hereby declared for payment for the Financial Year ended March 31, 2022, to those eligible shareholders as per the Book-closure of the Company kept for this purpose."
3. To appoint Ms. Amogha Tadimety (DIN: 06952042), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Amogha Tadimety (DIN: 06952042), who retires by rotation at this meeting and being eligible, offers herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
4. To appoint M/s. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E) as the Statutory Auditors of the Company in place of the outgoing Statutory Auditors viz., M/s. Bagaria & Co. LLP, Chartered Accountants (Firm Registration No. 113447W/W-100019) 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. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E), in place of the outgoing Statutory Auditors viz., M/s. Bagaria & Co. LLP, Chartered Accountants (Firm Registration No. 113447W/W-100019) who holds office upto the conclusion of this Annual General Meeting, be and is hereby appointed as the Statutory Auditors of the Company to hold office for a period of 5 (Five) Consecutive Financial Years commencing from the conclusion of this Annual General Meeting till the conclusion of the 32nd Annual General Meeting to be held in the year 2027, 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. **Approval for holding the office or place of profit by Mr. Vish Tadimety (DIN: 00008106) as Director in CyberTech Systems and Software Inc. U.S.A**

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

"RESOLVED THAT pursuant to Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, and further to the recommendation of the Nomination and Remuneration Committee, Audit Committee and the approval of the Board of Directors, the consent of the members of Company be and is hereby accorded to Mr. Viswanath Tadimety (DIN: 00008106), (also known as Mr. Vish Tadimety) to continue to hold an office or place of profit as Director in 'CyberTech Systems and Software Inc.' U.S.A., the wholly owned subsidiary of the Company, at the existing remuneration not exceeding US\$ 400,000 per annum for a period of three (03) years with effect from October 01, 2022 to September 30, 2025, as mentioned in the explanatory statement annexed to the notice."



6. **Approval for holding the office or place of profit by Mr. Steven Jeske (DIN: 01964333) as Director in CyberTech Systems and Software Inc. U.S.A.**

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

"RESOLVED THAT pursuant to Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, and further to the recommendation of the Nomination and Remuneration Committee, Audit Committee and the approval of the Board of Directors, the consent of the members of Company be and is hereby accorded to Mr. Steven Jeske (DIN: 01964333), 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 the existing remuneration not exceeding US\$ 300,000 per annum for a period of three (03) years with effect from October 01, 2022 to September 30, 2025, as mentioned in the explanatory statement annexed to the notice."

7. **To re-appoint Ms. Angela C. Wilcox (DIN:08068715), as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with Schedule IV to the Act, Ms. Angela C. Wilcox (DIN:08068715), be and is hereby re-appointed as an Independent and Non-Executive Director of the Company, not liable to retire by rotation, for a second term of five years from February 13, 2023 to February 12, 2028 as duly recommended by the Nomination and Remuneration Committee of the Company."

**By Order of the Board of Directors of
CyberTech Systems and Software Limited**

Sd/-

Sarita Leelaramani

Company Secretary and Compliance Officer

Membership No. A35587

Place : Thane

Date : July 20, 2022

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 22-4283-9200 Fax: +91-22-4283-9236

Website: <https://cybertech.com>

E-mail: cssl.investors@cybertech.com

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("**MCA**") vide its Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 05, 2022, (collectively referred to as "**MCA Circulars**") permitted the holding of the Annual General Meeting ("the Meeting") through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), MCA Circulars the Meeting of the Members of the Company is being held through VC/OAVM.
2. A Statement pursuant to Section 102(1) of the Act, ("Explanatory Statement") relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and therefore the **Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**
4. Participation of members through VC/ OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act"). Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at cssl.investors@cybertech.com
5. The Circular dated May 12, 2020 and May 13, 2022 issued by SEBI states that owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of the Company at <https://cybertech.com> and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>.
6. Link Intime India Pvt. Ltd will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at end of the notice and is also available on the website of the Company at https://cybertech.com/investors/agm_egm_evoting.aspx
7. The Members may join the 27th AGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 03:45 P.M. IST i.e. 15 (fifteen) minutes before the time scheduled to start the 27th AGM and the Company may close the window for joining the VC/OAVM Facility 15 (fifteen) minutes after the scheduled time to start the 27th AGM. Members may note that the VC/ OAVM Facility, allows participation of at least 1,000 Members on a 'first come first served' basis. The large Shareholders (i.e. shareholders holding 2% or more), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. can attend the 27th AGM without any restriction on account of 'first come first served' basis.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. **Tuesday, September 20, 2022.**
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company/Registrar and Share Transfer Agent, Link Intime India Private Limited.
10. In terms of the applicable provisions of the Act and Rules thereto, the Company has obtained e-mail addresses of its Members and have given an advance opportunity to every Member to register their e-mail address and changes therein from time to time with the Company for service of communications/ documents (including Notice of General Meetings, Audited Financial Statements, Boards' Report, Auditors' Report and all other documents) through electronic mode.



Although, the Company has given opportunity for registration of e-mail addresses and has already obtained e-mail addresses from some of its Members, Members who have not registered their E-mail address so far are requested to register their e-mail for receiving all communications including Annual Report, Notices and Circulars etc. from the Company electronically. Members can do this by updating their email addresses with their depository participants.

11. Members must quote their Folio No. /Demat Account No. and contact details such as e-mail address, contact no. etc. in all their correspondence with the Company/Registrar and Share Transfer Agent.
12. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent.
13. In terms of Section 152 of the Companies Act, 2013, Ms. Amogha Tadimety (DIN: 06952042), retires by rotation at the Meeting and being eligible, offers herself for re-appointment. Details of 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 is provided under **Note No. 33** below.
14. If the Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or before Tuesday, October 25, 2022 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 Tuesday, September 20, 2022;
 - 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 Tuesday, September 20, 2022, whose name will appear on the Company's Register of Members on Wednesday, September 21, 2022.
 - iii. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with our Registrar & Share Transfer Agents Link Intime India Ltd. (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
 - iv. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to rnt.helpdesk@linkintime.co.in. Shareholders are requested to note that, **in case their PAN is not registered, the tax will be deducted at a higher rate of 20%**.
 - v. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to rnt.helpdesk@linkintime.co.in. The aforesaid declarations and documents need to be submitted by the shareholders.
 - vi. Shareholders are requested to send the documents related to TDS to Link Intime India Pvt. Ltd., at email ID : cssldivtax@linkintime.co.in or update the same by visiting the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before September 22, 2022 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication/documents on the tax determination/ deduction shall be considered post 11:59 PM (IST) of Thursday, September 22, 2022. **(kindly Refer Page No. 236 to 238 for more details)**.
15. Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to the RTA of the Company. Further, Members desirous of cancelling/varying nomination are requested to send their requests in Form ISR-3 or Form No. SH-14 as the case may be, to the RTA of the Company. These forms will be made available on request, the format of which is available on the website of the Company i.e. <https://cybertech.com/investors/KYCDematShares.aspx>.
16. SEBI vide its notification dated January 24, 2022 has mandated that all request for transfer of securities including transmission and transposition request shall be processed only in dematerialized form. Accordingly, Members are advised to dematerialize the shares held by them in physical form. Members may contact the Company or Link Intime for assistance in this regard.

17. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to submit a duly filled and signed Form ISR-4, the format of which is available on the website of the Company i.e. <https://cybertech.com/investors/KYCDematShares.aspx>. and on the website of Link Intime. It may be noted that any service request can be processed only after the folio is KYC Compliant.
18. SEBI has recently mandated furnishing of Permanent Account Number (PAN), KYC details (i.e. Postal Address with pin code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 01, 2022, any service requests or complaints received from the Member will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after April 01, 2023, in case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s).
19. Members desirous of holding shares in physical form are requested to advise any change in their registered address or Bank particulars, to the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, Mumbai, quoting their folio number. Members holding shares in electronic form are requested to intimate about change of address or bank particulars to their respective Depository Participant and not to the Company. All the Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
20. In case of joint holders attending the meeting the Members whose name appears as the first holders in the order of names as per the register of Members of the Company will be entitled to vote.
21. Members desiring any information on the Accounts of the Company are requested to write to the Company at cssl.investors@cybertech.com / 022 - 4283-9200 at least 10 days in advance so as to enable the Company to keep the information ready.
22. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 and the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 will be available for inspection in electronic mode. Members can inspect the same by sending an e-mail to at cssl.investors@cybertech.com.
23. 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.
24. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from September 21, 2022 to September 27, 2022 (both days inclusive) for the purpose of 27th AGM and dividend.
25. Additional information, pursuant to Regulation 36(3) of the SEBI LODR Regulations and SS-2 issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at the AGM is furnished hereunder. The Directors have furnished consent / declaration for their appointment/re-appointment as required under the Companies Act, 2013 and Rules thereunder.
26. Members may also note that the Notice of the 27th AGM and the Annual Report 2021-22 is available on the Company's website: <https://cybertech.com/Investor>
27. Transfer of unclaimed/unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to Section 125 and other applicable provisions, if any, of the Companies Act, 2013, all unclaimed/unpaid dividends, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company have been transferred to the IEPF established by the Central Government.

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.
28. Members who have not yet encashed their dividend warrant(s) pertaining to the Dividend for the Financial Year 2015-16, 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 2014-15 declared by the Company can be claimed by the shareholders by September 29, 2022.
29. The Investors, who have not yet encashed / claimed the Dividend, are requested to encash/claim the Dividend by corresponding with the Registrar and Share Transfer Agents and Company Secretary. Members are requested to note that dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will in terms of Section 124 of the Companies Act, 2013, be transferred to the "Investor Education and Protection Fund"(IEPF). The details of unclaimed/unpaid dividend are placed on the website of the Company: <https://cybertech.com/investors/unclaimedShares.aspx>

30. 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.

31. **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.**

32. In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is pleased to provide its Members the facility to cast their votes either for or against each resolutions set forth in the Notice of the 27th AGM using electronic voting system ('remote e-voting') and e-voting (during the 27th AGM), provided by Link Intime India Private Limited ("Link Intime") and the business may be transacted through such voting.

Only those Members who will be present in the 27th AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the 27th AGM.

The voting period begins on Saturday, September 24, 2022 (9.00 AM IST) and ends on Monday, September 26, 2022 (5.00 PM IST). During this period, Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Tuesday, September 20, 2022 may cast their votes electronically. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of 27th AGM and holds shares as of the cut-off date i.e. Tuesday, September 20, 2022, may obtain the login ID and password by sending a request: rnt.helpdesk@linkintime.co.in. However, if a Member is already registered with Link Intime for e-voting, then he/she can use existing user id and password/PIN for casting the vote.

33. **Information required under Regulation 36(3) of the SEBI LODR Regulations and SS-2 with respect to the Director, seeking appointment/re-appointment is as under:**

Name of the Director	Ms. Amogha Tadimety	Ms. Angela C. Wilcox
Date of Birth	June 08, 1992	October 01, 1974
Age	30 years	47 years
Date of Appointment at current designation	September 30, 2014	September 28, 2018
Date of First appointment on the Board of the Company	September 30, 2014	February 13, 2018
Terms & Conditions of Appointment / re-appointment	Non-Executive and Non-Independent Director liable to retire by rotation.	Non-Executive and Independent Director not liable to retire by rotation.
Brief Resume of the Director	Dr. Amogha Tadimety is the Co-Founder and CEO of www.nanopathdx.com . Amogha is a leader in translational research. Her background combines deep scientific expertise in ultrasensitive biomarker detection with industry experience in life sciences consulting and venture capital.	Ms. Angela C. Wilcox is a Legal Counsel based in Chicago, USA with specialization in Trademark and Copyright. She has provided trademark and copyright counsel to her clients in areas such as brand and corporate name research, acquisition, prosecution, protection and litigation for more than 15 years. Currently she is a Partner in Vanek, Vickers & Masini, PC, Law firm based in Illinois, Chicago, USA.

Qualification	B.S.E. in Chemical and Biological Engineering Princeton University, USA	Legal Counsel, Chicago, USA
Nature of expertise/Experience	Strategy and Business Development	Legal and Litigation
No. of shares held in the Company as on date	804,320 (2.83%)	NIL
Directorships (Excluding alternate directorship, foreign companies and companies under Section 8 of the Companies Act, 2013)	NIL	NIL
Chairman/Member of the committees of the Board of Directors of the Listed Entity(s) as on March 31, 2022	Nil	NIL
Number of Board Meeting attended during the year	04	02
Inter se relationship between the Directors	Ms. Amogha Tadimety, Non-Executive and Non-Independent Director is the Daughter of Mr. Vish Tadimety, Chairman and Non-Executive Director of the Company.	NIL
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24, dated 20/06/18	Ms. Amogha Tadimety is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.	Ms. Angela C. Wilcox is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.
Skills and capabilities required for the role of Independent Directors and the manner in which the proposed person meets such requirements	N.A.	Legal and Litigation Experience in providing trademark and copyright counsel in areas such as brand and corporate name research, acquisition, prosecution, protection and litigation across various organizations.

Name of the Director	Mr. Vish Tadimety	Mr. Steven Jeske
Date of Birth	October 05, 1962	December 09, 1952
Age	59 years	69 years
Date of Appointment at current designation	May 23, 1995	September 30, 2008
Date of First appointment on the Board of the Company	May 23, 1995	December 22, 2007
Terms & Conditions of Appointment / re-appointment	Chairman and Non-Executive Promoter Director liable to retire by rotation.	Non-Executive and Non-Independent Director liable to retire by rotation.



Brief Resume of the Director	Mr. Vish Tadimety is the Chairman and co-founder of CyberTech. He has successfully founded several companies including CyberTech Europe, Corliant and Spatialitics, LLC. In 2000, He along with Steve Jeske co-founded Corliant Inc. with seed Capital from Cisco Systems, Great Hill Partners and JMI Equity. Corliant designed next generation IP networks for telecom and enterprise clients. Corliant was acquired by Accenture and he was the Global Managing Director of Accenture Cisco Solutions Unit. He has extensive experience as a IT turnaround specialist; and in raising capital from public markets, strategic investors and venture funds. He holds an advanced degree in Electrical Engineering from the Indian Institute of Technology, Madras, India and has completed Columbia Business School Executive education program in Management Essentials.	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 Geo-spatial Solutions to substantial size and scale.
Qualification	M. Tech from Indian Institute of Technology-Madras.	Certified public accountant from (AICPA), undergraduate degree in accounting from the University of Illinois and a Masters of Business Administration degree from the University of Chicago.
Nature of expertise /Experience	Technical knowhow, operations, Strategy, Finance and Business Development.	Strategy, Finance, Operations and Business Development.
No. of shares held in the Company as on date	4,387,189 (15.46%)	2,281,433 (8.04%)
Directorships (Excluding alternate directorship, foreign companies and companies under Section 8 of the Companies Act, 2013)	CyberTech Systems & Software Ltd.	CyberTech Systems & Software Ltd.
Chairman/Member of the committees of the Board of Directors of the Listed Entity(s) as on March 31, 2022	<u>CyberTech Systems & Software Ltd.</u> Member of Nomination & Remuneration Committee and Corporate Social Responsibility Committee.	NIL
Number of Board Meeting attended during the year	04	04
Inter se relationship between the Directors	Amogha Tadimety, Non-Executive and Non-Independent Director is the Daughter of Mr. Vish Tadimety, Chairman and Non-Executive Promoter Director of the Company.	NIL
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24, dated 20/06/18	Mr. Vish Tadimety is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.	Mr. Steven Jeske is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

34. M/s. Bagaria & Co. LLP, Chartered Accountants, (Firm Registration No.: 113447W) were appointed as the Statutory Auditors of the Company to hold office from the conclusion of 22nd AGM till the conclusion of this AGM. M/s. Lodha & Co., Chartered Accountants, (Firm Registration No.: 301051E) have been appointed as the Statutory Auditors of the Company in place of the outgoing Statutory Auditors viz., M/s. Bagaria & Co. LLP, Chartered Accountants, for a period of 5 (Five) consecutive years, starting from the conclusion of this AGM till the conclusion of 32nd AGM, to be held in the year 2027.

35. **Shareholders are requested to go through the following instructions carefully to attend and vote at the AGM held through VC :**

- A. Instructions for remote e-voting
- B. Procedure for AGM through (VC) InstaMeet
- C. Instructions for Shareholders/ Members to Vote during the AGM through InstaMeet
- D. Instructions for Shareholders/ Members to Speak during the AGM through InstaMeet

A. INSTRUCTIONS FOR REMOTE E-VOTING

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail id with their DPs to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
<p>Individual Members holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> ● If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. ● After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. ● If the user is not registered for IDeAS e-Services, option to register is available at: https://eservices.nsdl.com/ Select "Register Online for IDeAS" Portal or click at: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp ● Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



<p>Individual Members holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
<p>Individual Members (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Members holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click “confirm” (Your password is now generated). Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at: <https://instavote.linkintime.co.in/Home/Contactus> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’) and InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

B. PROCEDURE FOR ANNUAL GENERAL MEETING THROUGH (VC) INSTAMEET:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction.

C. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the AGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: -
Tel: 022-49186175.

D. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH (VC) INSTAMEET:

1. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at: cssl.investors@cybertech.com from September 21, 2022 (9:00 a.m. IST) to September 25, 2022 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company will select the speakers on first come first serve basis. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**By Order of the Board of Directors of
CyberTech Systems and Software Limited**

**Sd/-
Sarita Leelaramani**
Company Secretary and Compliance Officer
Membership No. A35587

Place : Thane

Date : July 20, 2022

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 22-4283-9200 Fax: +91-22-4283-9236

Website: <https://cybertech.com>

E-mail: cssl.investors@cybertech.com

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts in respect of Special Business to be transacted at the AGM.

Item No. 5

The Members of the Company at the Twenty Fourth (24th) Annual General Meeting (AGM) held on September 27, 2019, approved for holding the office or place of profit by Mr. Vish Tadimety, in CyberTech Systems and Software Inc. U.S.A., the wholly owned subsidiary of the Company, for a period of 3 (three) years at a remuneration not exceeding US\$ 400,000 per annum.

Our US-based business continued to grow, the Company's strategy, focused on enterprise cloud transformation, is showing great results. This is primarily attributed to the contributions made by Mr. Vish Tadimety, as Director, hence his longer association with the Company is much needed.

In order to retain his services your Directors have approved the continuation of his employment with CyberTech Systems and Software Inc. U.S.A., as the Director at a remuneration of US\$ 400,000 per annum payable on a monthly/ annual basis, effective from October 01, 2022.

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

The continuation of his appointment at a remuneration not exceeding US\$ 400,000 per annum is duly recommended by the Audit Committee and Nomination and Remuneration Committee at their meeting held on July 20, 2022, subject to the approval of the members of the Company.

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

Name of the Related Party and Shares held on an date:	Mr. Vish Tadimety (43,87,189 shares)
Name of the director or Key Managerial personnel who is related and Shares held on an date:	Ms. Amogha Tadimety (8,04,320 shares)
Nature of relationship:	Ms. Amogha Tadimety is daughter of Mr. Vish Tadimety
Remuneration:	Not exceeding US\$ 400,000 per annum
Nature, material terms and particulars of the arrangement:	Payment of remuneration to Mr. Vish Tadimety for services to be rendered in his capacity as a Director in the Company's subsidiary 'CyberTech Systems and Software Inc. U.S.A.,' for a period of 3 (three) years with effect from October 01, 2022.
Duration of the contract:	Three (3) years - October 2022 to September 2025

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 under the notes at Sr. No. 33.

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

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

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

Item No. 6

The Members of the Company at the Twenty Fourth (24th) Annual General Meeting (AGM) held on September 27, 2019, approved for holding the 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 3 (three) years at a remuneration not exceeding US\$ 300,000 per annum.

Our US-based business continued to grow, the Company's strategy, focused on enterprise cloud transformation, is showing great results. This is attributed to the contributions made by Mr. Steven Jeske, as Director, hence his longer association with the Company is much needed.

In order to retain his services, your Directors have approved the continuation of his employment as a Director with CyberTech Systems and Software Inc. U.S.A., at a remuneration of US\$ 300,000 per annum payable on a monthly/ annual basis, effective from October 01, 2022.

Mr. Steven Jeske is on the Board of Directors of the Company, hence the continuation of his appointment in the wholly owned Subsidiary will deemed to be holding of 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 July 20, 2022, subject to the approval of the members of the Company.

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

Name of the Related Party and Shares held on an date:	Mr. Steven Jeske (22,81,433 shares)
Name of the director or Key Managerial personnel who is related and Shares held on an date:	NIL
Nature of relationship:	N.A.
Remuneration:	Not exceeding US\$ 300,000 per annum
Nature, material terms and particulars of the arrangement:	Payment of remuneration to Mr. Steven Jeske for services to be rendered in his capacity as a Director in the Company's subsidiary 'CyberTech Systems and Software Inc. U.S.A.,' for a period of 3 (three) years with effect from October 01, 2022
Duration of the contract:	Three (3) years - October 2022 to September 2025

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 under the notes at Sr. No. 33.

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 / 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. 6 of the Notice except to the extent of shareholding in the Company.

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

Item No. 7

The Board of Directors had appointed Ms. Angela C. Wilcox (DIN: 08068715), as an Additional Director (Non-Executive and Independent) of the Company with effect from February 13, 2018, on the recommendation of the Nomination and Remuneration Committee.

Further, the Members at the AGM held on September 28, 2018 appointed Ms. Angela C. Wilcox as an Independent Director to hold office for a term of 5 (five) years. Accordingly, the tenure of Ms. Angela C. Wilcox, as an Independent Director will lapse on February 12, 2023.

In terms of provisions of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Shareholders of the Company and disclosure of such re-appointment in the Board's report.

Ms. Angela C. Wilcox has given a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also received from Ms. Angela C. Wilcox the consent in writing to act as Director, intimation that she is not disqualified under section 164(2) of the Companies Act, 2013 and a declaration to the effect that she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

After taking into account the performance evaluation, during her first term of five years and considering the knowledge, expertise and experience in respective fields and the substantial contribution made by Ms. Angela C. Wilcox during her tenure as an Independent Director, the Nomination and Remuneration Committee at its meeting held on July 20, 2022 has considered, approved and recommended to the Board of Directors for their approval, the re-appointment of Ms. Angela C. Wilcox as an Independent Directors for a second term of (five) consecutive years with effect from February 13, 2023.

The Board of Directors at its meeting held on July 20, 2022 has approved the proposal for re-appointment of Ms. Angela C. Wilcox as an Independent Director for a second term of 5 (five) consecutive years with effect from February 13, 2023.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Ms. Angela C. Wilcox, the Shareholders are requested to approve the re-appointment of Ms. Angela C. Wilcox as an Independent Directors for a second term of 5 (five) consecutive years with effect from February 13, 2023, by way of Special Resolution in terms of the requirements under the Act and the Rules made thereunder.

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 under the notes at Sr. No. 33.

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 01.00 p.m. upto date of AGM.

None of the Directors/ Key Managerial Personnel / their relatives of the Company except Ms. Angela C. Wilcox and her 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.

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

**By Order of the Board of Directors of
CyberTech Systems and Software Limited**

sd/-
Sarita Leelaramani
Company Secretary and Compliance Officer
Membership No. A35587

Place : Thane

Date : July 20, 2022

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 22-4283-9200 | Fax: +91-22-4283-9236

Website: <https://cybertech.com>

E-mail: cssl.investors@cybertech.com

Intimation on Tax Deduction on Dividend

Dear Shareholder(s),

We are pleased to inform you that the Board of Directors of the Company at their meeting held on May 04, 2022 recommended payment of dividend for F.Y. 2021-22 of ₹1.5 (*Rupee One and Fifty Paise only*) per equity share of the face value of ₹10/- (Rupees ten) each for the Financial Year ended March 31, 2022 ("final dividend"), subject to approval of the shareholders at the ensuing 27th Annual General Meeting (AGM) of the Company to be held on September 27, 2022 at 04.00 p.m. through Video Conferencing /Other Audio Visual Means. The Record date fixed for determining the eligibility of shareholders for the payment of final dividend is September 20, 2022. The final dividend would be paid to the eligible shareholders on or before October 25, 2022.

As you are aware that as per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by a Company after April 01, 2020 shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source at the time of making the payment of the said Final Dividend, if declared at the above AGM.

The TDS rate may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Act. The TDS for various categories of shareholders along with required documents are provided in Table 1 and below:

1. FOR RESIDENT SHAREHOLDERS:

Category of Shareholder	Exemption Applicability / Documents required
Mutual Funds	No TDS is required to be deducted as per Section 196(iv) of the Act, subject to specified conditions. Self attested copy of valid SEBI registration certificate needs to be submitted.
Insurance Companies	No TDS is required to be deducted as per Section 194 of the Act, subject to specified conditions. Self-attested copy of valid IRDAI registration certificate needs to be submitted.
Category I and II Alternative Investment Fund	No TDS is required to be deducted as per Section 197A(1F) of the Act, subject to specified conditions. Self attested copy of valid SEBI registration certificate needs to be submitted.
Recognized Provident Fund	No TDS is required to be deducted as per Circular No.18/2017, subject to specified conditions Self-attested copy of a valid order from Commissioner under Rule 3 of Part A of Fourth Schedule to the Act, or self-attested valid documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the provident fund being established under a scheme framed under the Employees' Provident Funds Act, 1952 needs to be submitted.
Approved Superannuation Fund	No TDS is required to be deducted as per Circular No.18/2017, subject to specified conditions. Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part B of Fourth Schedule to the Act needs to be submitted.
Approved Gratuity Fund	No TDS is required to be deducted as per Circular No.18/2017, subject to specified conditions. Self- attested copy of valid approval granted by Commissioner under Rule 2 of Part C of Fourth Schedule to the Act needs to be submitted.
National Pension Scheme	No TDS is required to be deducted as per Section 197A(1E) of the Act.
Government (Central/State)	No TDS is required to be deducted as per Section 196(i) of the Act.
Any other entity entitled to exemption from TDS	Valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the entity being entitled to TDS exemption needs to be submitted.

Other resident shareholder	<p>a. TDS is required to be deducted at the rate of 10% under Section 194 of the Act.*</p> <p>b. In case the dividend is not exceeding ₹5,000 in a fiscal year to resident individual shareholder then no tax will be deducted from the dividend. If any resident individual shareholder is in receipt of Dividend exceeding ₹5,000 in a fiscal year, entire dividend will be subject to TDS @ 10%.</p> <p>c. No TDS is required to be deducted on furnishing of valid Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form 15H (for individual above the age of 60 years with no tax liability on total income).</p> <p>TDS is required to be deducted at the rate of 20% under Section 206AA of the Act, if valid PAN of the shareholder is not available.**</p> <p>d. TDS is required to be deducted at the rate prescribed in the lower tax withholding certificate issued under Section 197 of the Act, if such valid certificate is provided.</p>
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* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section.

** If the PAN is not as per the database of the Income-tax Portal, it would be considered as invalid PAN. Further as per the Notification of Central Board of Direct Taxes, individual shareholders are requested to link their Aadhaar number with PAN.

Please Note that:

- a) Recording of the valid Permanent Account Number (PAN) for the registered Folio/DP id Client Id is mandatory. In absence of valid PAN, tax will be deducted at a higher rate of 20% as per Section 206AA of the Act..
- b) Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

2 FOR Non-resident Shareholders

Category of Shareholder	Exemption Applicability / Documents required
Non-resident shareholders [Including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)]	<p>TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess) under Section 196D or 195 of the Act, as the case may be.*</p> <p>Or</p> <p>Further, as per Section 90 of the Act, a non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail Tax Treaty benefits, the non-resident shareholders will have to provide the following:</p> <ul style="list-style-type: none"> o Self-attested copy of the PAN allotted by the Indian Income Tax authorities, if available; o Self-attested copy of valid Tax Residency Certificate obtained from the tax authorities of the country of which the shareholder is a resident; o Self-declaration in Form 10F; and o Self-declaration in the attached format certifying: <ul style="list-style-type: none"> i. Shareholder is and will continue to remain a tax resident of the country of its residence during the Financial Year 2021-22; ii. Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company; iii. Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner; iv. Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and v. Shareholder does not have a taxable presence or a permanent establishment in India during the Financial Year 2021-22.



Any entity / individual entitled to exemption from TDS	TDS is required to be deducted at the rate prescribed in valid lower tax withholding certificate issued under Section 197 of the Act, if such certificate is provided. Or Valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order, etc. by Indian tax authorities) in support of the entity being entitled to exemption from TDS is to be submitted.
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** As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid section. However, in case a non-resident shareholder or a non-resident Foreign Portfolio Investor (FPI) / Foreign Institutional Investor (FII), higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.*

Note:

The Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

Kindly note that the documents as mentioned in the Table 1 and 2 above are required to be submitted to the Registrar at email ID : cssldivtax@linkintime.co.in or update the same by visiting the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> **on or before September 22, 2022** in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication/ documents on the tax determination/ deduction shall be considered post 11:59 PM (IST) of Thursday, September 22, 2022.

No claim shall lie against the Company for such taxes deducted.

The Company will arrange to email a soft copy of the TDS certificate at the shareholders registered email ID in due course, post payment of the said Final Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in/iec/foportal/>

In view of the prevailing lockdown due to COVID 19, shareholders are requested to complete necessary formalities with regard to their bank accounts attached to their demat account for enabling the Company to make timely credit of dividend in the respective bank accounts.

We request your cooperation in this regard.

Yours Sincerely,

For CyberTech Systems & Software Ltd.

Sd/-

Sarita Leelaramani

Company Secretary & Compliance Officer

Place : Thane

Date : July 20, 2022

Disclaimer: *This communication shall not be treated as an advice from the Company or its Registrar & Transfer Agent. Shareholders should obtain the tax advice related to their tax matters from a tax professional.*