

**Date: September 07, 2020**

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

**Sub.: Notice and Book Closure intimation for 25<sup>th</sup> Annual General Meeting of the Company**  
**Ref: Applicable Regulation of SEBI (listing Obligations and Disclosure Requirements)**  
**Regulations, 2015**

Please be informed that the 25<sup>th</sup> Annual General Meeting (“AGM”) is being convened on Tuesday, September 29, 2020 at 4:30 PM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) by using InstaMeet Platform. A copy of Annual Report along with the notice of Annual general Meeting has been sent through electronic mode to the Members today. Notice of AGM is enclosed for your perusal.

Notice of the AGM and Annual Report for the financial year 2019-20 are available on the website of the Company i.e., [www.cybertech.com](http://www.cybertech.com)

Link to which is <https://www.cybertech.com/investors/annualReports.aspx>

Pursuant to provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, **the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive)** for taking record of the Members of the Company for the purpose of AGM and determining the entitlement of dividend to the Members for the Financial Year ended March 31, 2020.

Dividend as recommended by the Board of Directors on June 17, 2020, if declared at the AGM, will be paid on or before Monday, October 26, 2020 to those members whose names appear on the Register of Members as on the cut-off date i.e. September 22, 2020, as per the details furnished by the depositories viz. National Securities Depository Limited (NSDL), Central Depository Services Limited (CDSL) for the purpose as on date.

We would also like to inform that in view of MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Company has sent Annual Report along with AGM Notice through email only to those Shareholders of the Company, whose names appear in the Benpos dated August 28, 2020.

Kindly take the same on record.

Thanking You

For **CYBERTECH SYSTEMS AND SOFTWARE LIMITED**

  
**Sarita Leelaramani**

**Company Secretary and Compliance Officer**

**Membership No.: A35587**



**Encl: Notice of 25<sup>th</sup> AGM of the Company**

## NOTICE

**NOTICE** is hereby given that the **Twenty-Fifth (25<sup>th</sup>) Annual General Meeting (AGM)** of the members of **CyberTech Systems and Software Limited ("the Company"/"CyberTech")** will be held on **Tuesday, September 29, 2020 at 04:30 P.M., through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following businesses:

### **ORDINARY BUSINESS:**

- To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 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, 2020 and the report of Auditors thereon and in this regard, to pass the following resolutions as **Ordinary Resolutions:**
  - "RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."
  - "RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2020 and the reports of the Auditors thereon be and are hereby considered and adopted."
- To declare a dividend on Equity Shares for the Financial Year ended March 31, 2020 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/- (Rupee One only) per Equity Share of ₹ 10/- (Rupees Ten only) each on 2,75,43,493 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, 2020, to those eligible shareholders as per the Book-closure of the Company kept for this purpose."
- To appoint Mr. Viswanath Tadimety (DIN: 00008106) 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, Mr. Viswanath Tadimety (DIN: 00008106), (also known as Mr. Vish Tadimety) who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**By Order of the Board of Directors**

sd/-

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

Place : Thane

Date : August 12, 2020

### **Registered Office:**

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

**CIN: L72100MH1995PLC084788**

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

**Website: [www.cybertech.com](http://www.cybertech.com)**

**E-mail: [cssl.investors@cybertech.com](mailto:cssl.investors@cybertech.com)**

**NOTES:**

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm and continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 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 25th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 25th AGM shall be Registered Office of the Company. 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://www.cybertech.com/investors/overview.aspx>

2. 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 and Attendance Slip are not annexed to this Notice.**

3. 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](mailto:cssl.investors@cybertech.com)

4. The Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI, 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](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the e-voting website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>.

5. The Members may join the 25<sup>th</sup> AGM through VC/ OAVM Facility by following the procedure mentioned in **point no. 33** below in the Notice which shall be kept open for the Members from 4:15 P.M. IST i.e. 15 (fifteen) minutes before the time scheduled to start the 25<sup>th</sup> AGM and the Company may close the window for joining the VC/OAVM Facility 15 (fifteen) minutes after the scheduled time to start the 25<sup>th</sup> 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 Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. can attend the 25<sup>th</sup> AGM without any restriction.

6. 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 22, 2020.

7. Since the 25<sup>th</sup> AGM will be held through VC/OAVM Facility, the **Route Map is not annexed** in this Notice.

8. 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.

9. 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.

10. Members must quote their Folio No. /16 Digit 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.

11. 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.
12. In terms of Section 152 of the Companies Act, 2013, Mr. Vish Tadimety (DIN: 00008106), retires by rotation at the Meeting and being eligible, offers himself for re-appointment. 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. 31 below.
13. If the Dividend, as recommended by the Board of Directors, is approved at the Annual General Meeting, payment of such dividend will be made on or before Monday, October 26, 2020 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 22, 2020.
  - 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 22, 2020, whose name will appear on the Company's Register of Members on Wednesday, September 23, 2020.
  - 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](mailto:rnt.helpdesk@linkintime.co.in) with 'CyberTech Systems & Software Ltd., in subject line along with 16 digit Demat A/c no. or Folio no. in case of Physical shares. 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](mailto:rnt.helpdesk@linkintime.co.in) with 'CyberTech Systems & Software Ltd., in subject line along with 16 digit Demat A/c no. or Folio no. in case of Physical shares. The aforesaid declarations and documents need to be submitted by the shareholders.
  - vi. For more details relating to deduction of tax on dividend kindly refer page no. 13
14. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members holding shares in physical form and desirous of making nomination in respect of their shareholding in the Company are requested to submit details to the Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, Mumbai, in the prescribed Form SH – 13. Members holding shares in demat form may contact their respective DP for recording of nomination.
15. SEBI vide its Press Release dated March 27, 2019, has mandated that transfer of securities shall only be in dematerialized form, from April 01, 2019 onwards except in case of transmission or transposition of securities. Accordingly, shareholders are requested to dematerialize their shares held in physical form to enable smooth transfer of securities in real time.
16. Please note that pursuant to aforesaid SEBI notification in point no. 15, Link Intime India Pvt. Ltd., our Registrar and Transfer Agent and Company will not accept any request for transfer of shares in physical form. This restriction shall not be applicable to the request received for transmission or transposition of physical shares unless SEBI notifies anything in contrary thereto.
17. 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 the name of the Company and 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.
18. 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.
19. Members desiring any information on the Accounts of the Company are requested to write/fax to the Company at [cssl.investors@cybertech.com](mailto:cssl.investors@cybertech.com) / 022 -25834643 at least 10 days in advance so as to enable the Company to keep the information ready.

20. 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](mailto:cssl.investors@cybertech.com).
21. 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.
22. 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 23, 2020 to September 29, 2020 (both days inclusive) for the purpose of 25th AGM and dividend.
23. Members may also note that the Notice of the 25<sup>th</sup> AGM and the Annual Report 2019-20 is available on the Company's website: <http://www.cybertech.com/investors/overview.aspx>.
24. 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.
25. Members who have not yet encashed their dividend warrant(s) pertaining to the Dividend for the Financial Year 2013-14, 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 2012-13 declared by the Company on September 30, 2013 can be claimed by the shareholders by September 30, 2020.
26. 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 <http://www.cybertech.com/investors/overview.aspx>.
27. 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.
28. 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.
29. 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 25<sup>th</sup> AGM using electronic voting system ('remote e-voting') and e-voting (during the 25<sup>th</sup> 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 25<sup>th</sup> 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 25<sup>th</sup> AGM.  
The voting period begins on Saturday, September 26, 2020 (9.00 AM IST) and ends on Monday, September 28, 2020 (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 22, 2020 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 25th AGM and holds shares as of the cut-off date i.e. August 28, 2020, may obtain the login ID and password by sending a request at [rnt.helpdesk@linkintime.co.in](mailto: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.
30. The Designated Partner(s) of M/s. S. Anantha & Ved LLP (LLP IN : AAH-8229) Practicing Company Secretaries, Mumbai have been severally appointed as the Scrutinizers for the 25<sup>th</sup> AGM of the Company, to scrutinize the remote e-voting process and voting through VC at the 25<sup>th</sup> AGM in a fair and transparent manner  
The Scrutinizer shall, immediately after the conclusion of voting at the 25<sup>th</sup> AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the 25<sup>th</sup> AGM, prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or to the Executive Director of the Company, who shall countersign the same. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company ([www.cybertech.com](http://www.cybertech.com)). The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the 25<sup>th</sup> AGM i.e. September 29, 2020.

31. Information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) with respect to the Director, seeking appointment/re-appointment is as under:

<b>Name of the Director</b>	<b>Mr. Vish Tadimety</b> (DIN: 00008106)
<b>Date of Birth</b>	October 5, 1962
<b>Age</b>	58
<b>Date of Appointment in current designation</b>	May 23, 1995
<b>Date of First appointment on the Board of the Company</b>	May 23, 1995
<b>Terms &amp; Conditions of Appointment/ re-appointment</b>	Chairman and Non-Executive promoter Director of the Company liable to retire by rotation.
<b>Brief Resume of the Director</b>	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.
<b>Qualification</b>	M. Tech from Indian Institute of Technology-Madras
<b>Nature of expertise/Experience</b>	Technical knowhow, operations, Strategy, Finance and Business Development
<b>No. of shares held in the Company as on March 31, 2020</b>	57,32,189
<b>Directorships (Excluding alternate directorship, foreign companies and companies under Section 8 of the Companies Act, 2013)</b>	CyberTech Systems & Software Limited
<b>Chairman/Member of the committees of the Board of Directors of the Listed Entity(s) as on March 31, 2020</b>	<u>CyberTech Systems &amp; Software Limited</u> Member of Nomination & Remuneration Committee and Corporate Social Responsibility Committee
<b>Number of Board Meeting attended during the year*</b>	Four (4)
<b>Inter se relationship between the Directors</b>	Ms. Amogha Tadimety, Non-Executive Director of the Company is the Daughter of Mr. Vish Tadimety, Chairman and Non-Executive Director of the Company.
<b>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</b>	Mr. Vish Tadimety is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

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

32. M/s. Bagaria & Co. LLP, Chartered Accountants (Firm Registration No. 113447W/W-100019), were appointed as the Statutory Auditor of the Company to hold the office for a period of five (5) consecutive years commencing from the conclusion of the 22<sup>nd</sup> Annual General Meeting held on September 28, 2017, subject to ratification by the members at every Annual General Meeting. Further, pursuant to the notification of Section 40 of the Companies (Amendment) Act, 2017, with effect from May 7, 2018, the requirement of ratification of the Statutory Auditors by the members is no longer required. Taking into consideration this amendment, the annual ratification is not sought till the expiry of the term of the Statutory Auditors i.e. till the conclusion of 27<sup>th</sup> AGM of the Company.
33. Shareholders are requested to go through the following instructions carefully to attend and vote at the AGM held through VC :
- Instructions for remote e-voting
  - Procedure for Annual General Meeting through (VC) InstaMeet
  - Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet
  - Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet

## A. INSTRUCTIONS FOR REMOTE E-VOTING

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

**Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:**

▶ Click on **“Sign Up”** under **‘SHARE HOLDER’** tab and register with your following details: -

**A. User ID:** Enter your User ID

- 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** Event No + 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. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in CDSL demat account shall provide either ‘C’ or ‘D’, above
- Shareholders/ members holding shares in NSDL demat account shall provide ‘D’, above
- 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).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL:

<https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on ‘Login’ under **‘SHARE HOLDER’** tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **‘Submit’**.
4. After successful login, you will be able to see the notification for e-voting. Select **‘View’** icon.
5. E-voting page will appear.
6. 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).
7. 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.
8. 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> 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.
9. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat account.

### If you have forgotten the password:

- o Click on **‘Login’** under **‘SHAREHOLDER’** 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.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

In case shareholders/ members 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](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

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

1. 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).

**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 Annual General Meeting 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](mailto: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:**

- 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](mailto:cssl.investors@cybertech.com) from September 25, 2020 (9:00 a.m. IST) to September 28, 2020 (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
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
- Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
- 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**

sd/-

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

Place : Thane  
Date : August 12, 2020

**Registered Office:**

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

**CIN: L72100MH1995PLC084788**

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

**Website: [www.cybertech.com](http://www.cybertech.com)**

**E-mail: [cssl.investors@cybertech.com](mailto:cssl.investors@cybertech.com)**

## Intimation on Tax Deduction on Dividend

Dear Shareholder,

We are pleased to inform you that the Board of Directors at their Meeting held on June 17, 2020 has recommended a Dividend for of ₹ 1/- per equity share i.e. 10% for the Financial Year ended March 31, 2020 and the said Dividend will be payable post approval of the shareholders at the ensuing Annual General Meeting of the Company to be held on Tuesday, September 29, 2020.

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 1, 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 2 below:

**Table 1: Resident Shareholders**

Category of Shareholder	Tax Deduction Rate	Exemption Applicability/ Documents required
Any resident shareholder	7.5%	Update the PAN if not already done with depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents – Link Intime India Private Limited (in case of shares held in physical mode).  <ul style="list-style-type: none"> <li>No deduction of taxes in the following cases - If dividend income to a resident Individual shareholder during FY 2020-21 does not exceed INR 5,000/-,</li> <li>If shareholder is exempted from TDS provisions through any circular or notification and provides an attested copy of the PAN along with the documentary evidence in relation to the same.</li> </ul>
Submitting Form 15G/ Form 15H	NIL	Eligible Shareholder providing Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years) - on fulfilment of prescribed conditions. Please refer attached format
Order under section 197 of the Act	Rate provided in the order	Lower/NIL withholding tax certificate obtained from Income Tax authorities.
Insurance Companies: Public & Other Insurance Companies	NIL	Self-declaration that it has full beneficial interest with respect to shares owned, along with self-attested copy of PAN card and registration certificate
Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income- tax on its income.	NIL	Documentary evidence that the person is covered under section 196 of the Act.
Mutual Funds	NIL	Documentary evidence that the person is covered under section 196 of the Act.
Alternative Investment fund	NIL	Documentary evidence that the person is covered by Notification No. 51/2015 dated 25 June 2015.
Other resident shareholder without PAN/ Invalid PAN	20%	

**Please Note that:**

- 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.
- 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.

**Table 2: Non-resident Shareholders**

Category of Shareholder	Tax Deduction Rate	Exemption Applicability/ Documents required
Any non-resident shareholder	20% (plus applicable surcharge and cess) or Tax Treaty rate whichever is lower	<p>Non-resident shareholders may opt for tax rate under Double Taxation Avoidance Agreement ("Tax Treaty"). The Tax Treaty rate shall be applied for tax deduction at source on submission of following documents to the company</p> <ul style="list-style-type: none"> <li>• Copy of the PAN Card, if any, allotted by the Indian authorities.</li> <li>• Self-attested copy of Tax Residency Certificate (TRC) valid as on the AGM date obtained from the tax authorities of the country of which the shareholder is resident</li> <li>• Self-declaration in Form 10F in the attached form.</li> <li>• Self-declaration confirming not having a Permanent Establishment in India, eligibility to Tax Treaty benefit and do not / will not have place of effective management in India. (format attached herewith).</li> </ul> <p>TDS shall be recovered at 20% (plus applicable surcharge and cess) if any of the above-mentioned documents are not provided.</p> <p>The Company is not obligated to apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of Tax Treaty rate shall depend upon the completeness of the documents submitted by the non-resident shareholder and are in accordance with the provisions of the Act.</p>
Foreign Institutional Investors, Foreign Portfolio Investors (FII, FPI)	20% (plus applicable surcharge and cess)	None
Submitting Order under section 195(3) /197 of the Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from Income Tax authorities.

**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](mailto: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 21, 2020** 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 Monday, September 21, 2020.

**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://incometax-indiaefiling.gov.in>.

*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.**

**Sarita Leelaramani**  
**Company Secretary & Compliance Officer**

Place : Thane  
 Date : August 12, 2020

**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