

## NOTICE

**NOTICE** is hereby given that the **Twenty-Ninth (29<sup>th</sup>)** Annual General Meeting (**AGM**) of the members of **CyberTech Systems and Software Limited ('the Company/CyberTech')** will be held on **Thursday, September 26, 2024 at 02:00 P.M. (IST)** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses:

### **ORDINARY BUSINESS:**

- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the reports of the Board of Directors and Auditors thereon and in this regard, to pass the following resolutions as an **Ordinary Resolution**:  
**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."
- To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the report of Auditors thereon and in this regard, to pass the following resolutions as an **Ordinary Resolution**:  
**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with 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, 2024 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 ₹2/- (Rupee Two only) per Equity Share of ₹10/- (Rupees Ten only) each on 3,11,30,593 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, 2024, to those eligible shareholders as per the Book-closure of the Company kept for this purpose."
- To appoint a director in place of Mr. Steven Jeske (DIN: 01964333) non-executive, non-independent Director, who retires by rotation and being eligible, offers himself for re-appointment 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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, Mr. Steven Jeske (DIN: 01964333), 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, whose period of office shall be liable to determine by retirement of Directors by rotation."

### **SPECIAL BUSINESS:**

- Appointment of Mr. Anant Amdekar (DIN: 10688414), 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, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Anant Amdekar (DIN: 10688414), who was appointed as an Additional Director (Non-Executive and Independent) of the Company with effect from July 24, 2024, and who has submitted a declaration that he meets with the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director be and is hereby appointed as an Independent Director, for a first term of 5 (five) consecutive years w.e.f. July 24, 2024 up to July 23, 2029 (both days inclusive) and whose period of office shall not be liable to determine by retirement of Directors by rotation.

**RESOLVED FURTHER THAT** any of the executive Director and/or the Company Secretary of the Company be and is / are hereby severally authorized to do all acts, deeds, and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

- Re-appointment of Mr. Ramasubramanian Sankaran as the Executive Director of the Company and to approve his remuneration**

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

**"RESOLVED THAT** pursuant to the Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and

the Board of Directors of the Company, the Members of the Company hereby approves the re-appointment of Mr. Ramasubramanian Sankaran (DIN: 05350841) as a Whole Time Director designated as an Executive Director of the Company for a period of 5 (Five) years effective from August 04, 2024 up to August 03, 2029 and whose period of office shall not be liable to determination by retirement of directors by rotation and at such remuneration and on the terms and conditions, as per the Explanatory Statement attached to this notice, with liberty to the Board of Directors to vary, amend and/or revise the remuneration within the maximum ceiling and the terms and conditions of the re-appointment in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mr. Ramasubramanian Sankaran.

**RESOLVED FURTHER THAT** the remuneration to Mr. Ramasubramanian Sankaran as an Executive Director be and is hereby approved for payment for a period of 3 (Three) years with effect from April 01, 2024 till March 31, 2027.

**RESOLVED FURTHER THAT** where in any financial year during the above-mentioned tenure the Company has no profits or its profits are inadequate, the remuneration, within the above-mentioned overall approved limits, as may be approved by the Board of Directors of the Company shall be paid as the minimum remuneration to Mr. Ramasubramanian Sankaran."

#### 7. **Payment of Commission to the Independent Directors of the Company**

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

**"RESOLVED THAT** pursuant to Section(s) 197, 198 and other applicable provision(s), if any, of the Companies Act, 2013 and Rules made thereunder read with Schedule V to the Act and Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, approval of the Members be and is hereby accorded for payment of commission out of the net profits of the Company as calculated in accordance with the provisions of Section 198 of the Act, not exceeding one percent per annum in aggregate, to the present and future Independent and Non-Executive Directors, of the Company in such amounts or proportions and in such manner as may be directed by the Board of Directors for a period of five years, commencing from the Financial Year 2024-25 upto the Financial Year 2028-29, both inclusive.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the above-mentioned period, an Independent Director may receive remuneration by way of commission, exclusive of any fees payable under sub-section (5) of Section 197, within the limits and in accordance with the provisions of Schedule V, as may be determined by the Board of Directors, from time to time.

**RESOLVED FURTHER THAT** approval of the Members be and is hereby accorded to the Board (including any Committee thereof) to do all such acts, deeds, matters and to take all such steps as may be required to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

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

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

#### **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](mailto:cssl.investors@cybertech.com)**

Place : Thane

Date : July 24, 2024

**NOTES:**

1. Pursuant to the Ministry of Corporate Affairs ("MCA") General 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, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 and the latest one being General Circular No.9/2023 dated September 25, 2023 (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. The venue of the Meeting shall be deemed to be the Registered Office of the Company.
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, Attendance Slip and Route Map 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. In compliance with the aforesaid MCA Circulars and Circulars issued by Securities and Exchange Board of India dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and dated October 07, 2023 ("SEBI Circulars"), Notice of the Meeting along with the Annual Report for the Financial Year 2023-24 is being sent only through electronic mode to those Members whose email address are registered with the Company or Depositories.

The Notice of the Meeting along with the Annual Report for the Financial Year 2023-24 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 website of the Company at <https://cybertech.com> and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>. The Member who wishes to obtain hard copy of the Notice of the AGM along with Annual Report for the Financial Year 2023-24 can send a request to the Company at [cssl.investors@cybertech.com](mailto:cssl.investors@cybertech.com)

5. 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://investors.cybertech.com/>
6. **The Members may join the 29<sup>th</sup> AGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 01:45 P.M. IST i.e. 15 (fifteen) minutes before the time scheduled to start the 29<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 29<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 29<sup>th</sup> AGM without any restriction on account of 'first come first served' basis.**
7. **CUT-OFF DATE:** 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. **Thursday, September 19, 2024.**
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. /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. Steven Jeske (DIN: 01964333), 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. 37 below**.
13. 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.
14. **DIVIDEND:** 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 Monday, October 21, 2024 as under:
  - i. To all Beneficial Owners in respect of shares held in the dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of the business hours on Thursday, September 19, 2024;
  - ii. To all Members in respect of shares held in physical form whose name will appear on the Company's Register of Members at the close of business hours on Thursday, September 19, 2024.
  - 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 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). 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). The aforesaid declarations and documents need to be submitted by the shareholders by September 27, 2024.
  - vi. All the Shareholders are requested to refer information with respect to Tax Deducted at Source (TDS) on Dividend on **page no. 256**
15. 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.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
  - a. **For shares held in electronic form:** to their Depository Participants ("DPs")
  - b. **For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

- c. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Link Intime, for assistance in this regard.

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the RTA's website <https://liiplweb.linkintime.co.in/client-downloads.html> from KYC tab. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Link Intime in case the shares are held in physical form.

17. Members seeking any information/desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send email mentioning their names, DP ID and Client IDs/ Folio No. and Mobile No. to the Company at [cssl.investors@cybertech.com](mailto:cssl.investors@cybertech.com) on or before September 22, 2024. The same will be replied by the Company suitably.
18. Share transfer documents and all correspondence relating thereto, should be addressed to Link Intime at Unit: CyberTech Systems and Software Ltd., C101, 247 Embassy Park, 1st Floor, L. B. S. Marg, Vikhroli West, Mumbai - 400 083 or at their designated email id i.e. [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
19. 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.

20. The Investors, who have not yet encashed / claimed the Dividend, are requested to encash/claim the Dividend by corresponding with the Registrar and Share Transfer Agents and Company Secretary. Members are requested to note that dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will in terms of Section 124 of the Companies Act, 2013, 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://investors.cybertech.com>. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividend have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in)
21. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
22. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>)
23. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat 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. Further, SEBI vide its circular No. SEBI/ HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company at <https://investors.cybertech.com/investors/KYCDematShares.aspx> and on the website of Link Intime. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.



24. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD RTAMB/ P/CIR/2021/687 dated December 14, 2021 has provided the norms for furnishing PAN, KYC details and Nomination by holders of physical securities. Pursuant to the aforesaid SEBI Circular, the Company has sent individual communications to all the Members holding shares of the Company in physical form. In case of physical shareholders who have not updated their KYC details may submit Form ISR-1, Form ISR-2, Form ISR-3 and Form No. SH-13. The link for downloading the forms is available on the website of the Company at <https://investors.cybertech.com/investors/KYCDematShares.aspx>
25. SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.
26. 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.
27. Members desiring any information on the Accounts of the Company are requested to write to the Company at [cssl.investors@cybertech.com](mailto:cssl.investors@cybertech.com) / 022 - 4283-9200 at least 10 days in advance so as to enable the Company to keep the information ready.
28. 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).
29. 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.
30. **BOOK CLOSURE:** 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 20, 2024 to September 26, 2024 (both days inclusive) for the purpose of 29<sup>th</sup> AGM and dividend.
31. Members may also note that the Notice of the 29<sup>th</sup> AGM and the Annual Report for the Financial Year 2023-24 is available on the Company's website: <https://investors.cybertech.com/investors/annualReports.aspx>.
32. Members who have not yet encashed their dividend warrant(s) pertaining to the Dividend for the Financial Year 2017-18, 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 2016-17 declared by the Company can be claimed by the shareholders by September 30, 2024.
33. Members are requested to note that, Dividends if not encashed for a consecutive period of 7 (seven) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed Dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members are requested to claim their Dividends from the Company, within the stipulated timeline by writing to the Link Intime with relevant details.
34. 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.
35. **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.**



36. 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 29<sup>th</sup> AGM using electronic voting system ('remote e-voting') and e-voting (during the 29<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 29<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 29<sup>th</sup> AGM.

**The voting period begins on Monday, September 23, 2024 (9.00 AM IST) and ends on Wednesday, September 25, 2024 (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 Thursday, September 19, 2024 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 29<sup>th</sup> AGM and holds shares as of the cut-off date i.e. Thursday, September 19, 2024, 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.

37. 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	Mr. Steven Jeske (DIN: 01964333)	Mr. Anant Govind Amdekar (DIN: 10688414)	Mr. Ramasubramanian Sankaran (DIN: 05350841)
Date of Birth	December 09, 1952	October 20, 1966	July 02, 1965
Age	72	58	59
Date of Appointment in current designation	December 22, 2007	July 24, 2024	August 04, 2024
Date of First appointment on the Board of the Company	December 22, 2007	July 24, 2024	August 04, 2015
Terms & Conditions of Appointment/ re-appointment	Non-Executive Director of the Company liable to retire by rotation.	Non-Executive and Independent Director of the Company not liable to retire by rotation.	Executive Director of the Company not liable to retire by rotation.
Brief Resume of the Director	Steven Jeske is the Chief Financial Officer of CyberTech since 1999. He has been involved in strategy and financing decisions, including building several promising technology practice areas such as Internetworking and Geospatial Solutions to substantial size and scale. He has also set up and managed several international locations in Europe, Asia, Latin America and Japan.	Prof. (CS) Anant G. Amdekar, is a distinguished professional and educator in corporate law, governance, and business strategy, He has over 30 years of rich experience in corporate secretarial work, legal, compliance, and business consulting. As the founder of Anant Amdekar & Associates, a practicing Company Secretary firm, he has developed expertise in board-level compliance, corporate law interpretation, secretarial audits, and legal due diligence.	Ramasubramanian Sankaran has been associated with Company for past 30 years. He heads the global operations of the Company. He has a vast experience and expertise in strategic planning, budgeting, forecasting, finance, taxation and day to day business operations of CyberTech group
Qualification	CPA (US) and MBA - University of Chicago, USA	Company Secretary from ICSI, B.com and LLB from University of Mumbai	B.com - Madurai Kamaraj University
Nature of expertise /Experience	Operations, Finance, Taxation and Business Development	Legal, Corporate Governance, Management and Finance	Operations, Finance, Taxation and Business Development
No. of shares held in the Company as on date	2,281,433 equity shares	Nil	2,02,531 equity shares



<b>Directorships (Excluding alternate directorship, foreign companies and companies under Section 8 of the Companies Act, 2013)</b>	CyberTech Systems and Software Limited	CyberTech Systems and Software Limited	CyberTech Systems and Software Limited
<b>Chairman/Member of the committees of the Board of Directors of the Listed Entity(s) as on date</b>	Nil	Nil	Member of Stakeholder Relationship Committee and Corporate Social Responsibility Committee
<b>Number of Board Meeting attended during the year</b>	4 (four)	1 (One). As special invitee (The Meeting held on July 24, 2024 for considering his appointment)	4 (four)
<b>Inter se relationship between the Directors</b>	He is neither related nor has any inter se relationship with any other existing Director(s) of the Company.	He is neither related nor has any inter se relationship with any other existing Director(s) of the Company.	He is neither related nor has any inter se relationship with any other existing Director(s) 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. Steven Jeske is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr. Anant Amdekar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr. Ramasubramanian Sankaran is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

**38. 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 Speak during the AGM through InstaMeet
- D. Instructions for Shareholders/ Members to Vote during the AGM through InstaMeet

**A. INSTRUCTIONS FOR REMOTE E-VOTING**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

**Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.



**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 – From Easi/Easiest**

**Users who have registered/ opted for Easi/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Users not registered for Easi/Easiest**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders 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 holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘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).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).
4. 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.

**Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):**

**STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

**STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - a. ‘Investor ID’-
    - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - b. ‘Investor’s Name - Enter full name of the entity.
  - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
  - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

**STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

**METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

**VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select ‘**View**’ icon for ‘**Company’s Name / Event number**’: E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.
- f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**

**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## Forgot Password:

### Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

### Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**Corporate Body/ Custodian/Mutual Fund**' tab and further Click '**forgot password?**'
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 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 has forgotten the password:

Shareholders 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".

## InstaVote Support Desk

### Link Intime India Private Limited

#### B. PROCEDURE FOR AGM THROUGH (VC) INSTAMEET:

##### Process and manner for attending the General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".

- ▶ 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 SPEAK DURING THE AGM 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](mailto:cssl.investors@cybertech.com) from September 18, 2024 (9:00 a.m. IST) to September 25, 2024 (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 who would like to speak during the meeting must register their request with the company.
3. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
4. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
5. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
6. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**D. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE AGM THROUGH INSTAMEET:**

Once the electronic voting is activated by the scrutinizer 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 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 General Meeting will be eligible to attend/ participate in the 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, InstaMeet Support Desk, Link Intime India Private Limited on: - Tel: 022-49186175

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

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

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

Place : Thane

Date : July 24, 2024

**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 Annual General Meeting.**

**Item No. 5**

The Management believes that Board should consist of adequate mix of Directors from varied backgrounds for bringing in Board diversity and ensuring that the discussions are broad based with multiple perspectives. The Management further recognises the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage.

The Nomination and Remuneration Committee reviewed the profile of Mr. Anant Amdekar for recommending his appointment as Director on the Board, taking into consideration knowledge, experience, financial literacy, expertise and other relevant factors and required board skills.

In view of the above, the Board at its meeting held on July 24, 2024, appointed Mr. Anant Amdekar (DIN: 10688414) as an Additional Director (designated as Non-Executive and Independent) of the Company with effect from July 24, 2024.

Mr. Anant Amdekar holds office up to the date of the forthcoming General Meeting and is eligible to be appointed as an Independent Director for a first term of 5 (Five) consecutive years. As per the terms of amendment in the Listing Regulations effective from 01 January 2022, a listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Anant Amdekar as Independent Director would require the approval of members of the Company at the ensuing AGM.

Prof. (CS) Anant G. Amdekar, is a distinguished professional and educator in corporate law, governance, and business strategy, He has over 30 years of rich experience in corporate secretarial work, legal, compliance, and business consulting. As the founder of Anant Amdekar & Associates, a practicing Company Secretary firm, he has developed expertise in board-level compliance, corporate law interpretation, secretarial audits, and legal due diligence.

Mr. Anant Amdekar is qualified to be appointed as a Director in terms of Section 164 of the Act and has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also received a declaration that he is not disqualified under Section 164(2) of the Companies Act, 2013 and is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Anant Amdekar for the office of Independent Director of the Company.

The Board is of the view that the association of Mr. Anant Amdekar coupled with his rich experience and knowledge in Legal, Corporate Governance, Financial expertise and management would benefit the Company and support the Board in discharging its responsibility, functions, and duties effectively. Further, Mr. Anant Amdekar has also expressed his commitment to contribute wholeheartedly to the vision, mission and purpose of Company.

The resolution seeks the approval of members for the appointment of Mr. Anant Amdekar as an Independent Director of the Company for a period of 5 (Five) Consecutive years till July 23, 2029, pursuant to Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and commission, if any, within the limits stipulated under Section 197 of the Act.

Additional information of Director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards are detailed in point No. 37 of notes to the notice of the AGM.

The Company has received, inter alia, the consent letter, declarations and confirmations from Mr. Anant Amdekar with regard to the proposed appointment

All documents referred to in the Notice of this Annual General Meeting and this Explanatory Statement will be available electronically for inspection of the Members on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the voting results. The Members seeking to inspect such documents can send an e-mail to [cssl.investors@cybertech.com](mailto:cssl.investors@cybertech.com)

None of the Directors, Key Managerial Personnel or their relatives except Mr. Anant Amdekar are in anyway, concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the passing of resolution as set out at Item No. 5 for approval of the members as a special resolution.



**Item no. 6**

Keeping in view the vast experience and expertise of Mr. Ramasubramanian Sankaran, Executive Director, in IT Industry, commercial negotiations and his involvement in day to day operations of the Company, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on July 24, 2024, has proposed his re-appointment as a Whole-time Director designated as an Executive Director for a period of 5 (Five) Years with effect from August 04, 2024 up to August 03, 2029, subject to approval of the members of the Company. The Board has also proposed approving his remuneration for a period of 3 (Three) years, from April 01, 2024 to March 31, 2027, on the terms and conditions and within the maximum ceilings as per Section II of Part II of Schedule V to the Companies Act, 2013, as set out herein below:

- I. Salary: Not exceeding ₹1,15,00,000/- (Rupees One Crore Fifteen Lakhs Only) per annum and Reimbursements, with such annual increment as may be decided by Board of Directors.
- II. Performance Linked Incentive: Mr. Ramasubramanian Sankaran shall also be entitled to performance linked incentive based on the specific goals mutually set and approved by the Board of Directors or any committee of Directors from time to time.
- III. Perquisites & Allowances: Perquisites are classified into three parts A, B and C as follows:

**Part A:**

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

**Part B:**

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

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

**Part C:**

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

**Others:**

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

**ESOP:**

The Board has the power to grant on its discretion and based on the recommendation of the Nomination Remuneration Committee, the employee stock options, if any to Mr. Ramasubramanian Sankaran, with the exercising of options as and when vested, the differential amount will be calculated as a perquisite and shall be considered as a part of his remuneration.

**Minimum Remuneration:**

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Executive Director, the payment of salary, performance incentives, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013, as may be for the time being in force.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:

- i. The payment of remuneration is approved by a resolution passed by the members of the Company by Special Resolution and also by the Nomination and Remuneration Committee of Directors.
- ii. There is no default in repayment of any of its debts or interest payable thereon.

The Nomination and Remuneration Committee vide its circular resolution dated July 24, 2024 has approved the above remuneration payable to Mr. Ramasubramanian Sankaran, Whole-time Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon. The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act.

Further, the above remuneration payable to Mr. Ramasubramanian Sankaran as an Executive Director is in line with industry benchmarking. Terms of remuneration as mentioned herein is based on outcome of such benchmarking, with a view to align with the market and adopt competitive remuneration structure as a measure of retention.

Income Tax in respect of the above remuneration will be deducted at source as per the applicable Income Tax Laws / Rules.

If the resolution approving the re-appointment of and remuneration payable to the Executive Director (in whole-time employment) is passed by the members by way of a special resolution, the maximum ceiling on remuneration as mentioned above in the resolution would be ₹ 4,00,00,000/- (Rupees Four Crores Only) per annum. The scope and quantum of remuneration and perquisites along with ceiling limits specified above herein may be enhanced, enlarged, widened, altered or varied by the Board of Directors as may be necessary considering any yearly increment in remuneration or change in Market price of Shares/options, if granted and vested in light of and in conformity of the Companies Act and or/ the rules and regulations made thereunder and/ or such guidelines as may be announced by Central Government from time to time.

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

#### I. General Information:

**1) Nature of Industry:**

Information Technology

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

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

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

Not Applicable

**4) Financial performance based on given indicators - as per audited standalone financial results for the year ended March 31, 2024:**

Particulars	₹ (in Million)
Income from Operations	1,558.59
Other Income	88.27
Total Expenses	1,403.43
Net Profit as per Profit & Loss Account (after tax)	183.00
Profit as computed under Section 198 of the Companies Act, 2013	231.00
<b>Net worth</b>	<b>1,821.34</b>

**5) Foreign Investment or collaborations, if any:**

The Company has investment in its overseas subsidiaries i.e. CyberTech Systems and Software Inc. U.S.A and Spatialitics LLC, USA

#### II. Information about the appointee:

**1) Background Details:**

Mr. Ramasubramanian Sankaran, 59, is a graduate in Commerce has an overall experience of 30 years and has been associated with CyberTech since its inception.

**2) Past Remuneration:**

The total remuneration drawn by Mr. Ramasubramanian Sankaran during the Financial Year 2023-24 was ₹89.31 Lakhs inclusive of perquisites calculated as per provisions of Income Tax Act 1961.

**3) Job profile and his suitability:**

He has been associated with CyberTech for past 30 years. He has considerable experience in operations, Finance, Taxation and Administration.

**4) Remuneration proposed:**

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

**5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

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

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

Mr. Ramasubramanian Sankaran neither has any pecuniary relationship directly or indirectly with the company nor related to any Director or Key Managerial Personnel or Promoters of the Company.

**III. Other Information:****i) Reasons for loss or inadequate profits:**

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

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

In line with the strategy to invest and expand in the development of Cloud-based Spatial Analytics Platforms, in addition to Spatialitics LLC, a step-down subsidiary of CyberTech Systems and Software Inc. by the name of CyberTech Systems and Software Canada Inc. has been incorporated. This strategic step will help us focus on growth opportunities in the US as well as Canada markets related to Solutions and Platforms for Spatial Analytics and to hold our Intellectual Property created in connection with these activities. With our Spatial Analytics platform, our focus is to make our products available and sold through our strategic and channel partners.

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

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

**IV. ADDITIONAL REQUIREMENTS AS PER SECRETARIAL STANDARD - 2:**

<b>Date of Previous Appointment on the Board</b>	August 04, 2021
<b>Shareholding as on March 31, 2024</b>	2,02,531 equity shares
<b>Number of Meetings of the Board attended during the year</b>	04
<b>Other Directorships</b>	Nil
<b>Membership/ Chairmanship of Committees</b>	02 (Includes membership in Stakeholders Relationship Committee and Corporate Social Responsibility Committee)

Additional information of Director recommended for re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards are detailed in point no. 37 of notes to the notice of the AGM.

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

All documents referred to in the Notice of this Annual General Meeting and this Explanatory Statement will be available electronically for inspection of the Members/Shareholders on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the voting results. The Members/ Shareholders seeking to inspect such documents can send an e-mail to [cssl.investors@cybertech.com](mailto:cssl.investors@cybertech.com). The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 6 for approval of members as Special Resolution.

**Item no. 7**

The Independent Directors bring relevant knowledge and expertise and provide required diversity in Board's decision making process. The role played by the Directors in Company's governance and performance is very important for sustainable growth of the Company. Taking into consideration the roles and responsibilities of the Independent Directors and their contribution towards the growth of the Company, it is proposed that the remuneration by way of commission, may be paid to the Independent Directors of the Company, for a sum not exceeding 1% (one percent) of the net profits, calculated in accordance with the provisions of the Companies Act, 2013, for each relevant financial year for a period of five years, commencing from the Financial Year 2024-25 upto the Financial Year 2028-29, both inclusive.

Further, pursuant to the provisions of Section 197 of the Companies Act, 2013 which has been amended by the Companies (Amendment) Act, 2020 vide notification of the Ministry of Corporate Affairs dated March 18, 2021, non-executive directors including independent directors have been brought under the ambit of provision of Section 197(3) including any managing director, whole time director or manager. Pursuant to such amendment, in the event of absence or inadequacy of profits, an Independent Director may receive remuneration in accordance with the provisions of Schedule V, exclusive of any fees payable under sub-section (5) of Section 197, as may be determined by the Board of Directors, from time to time.

The quantum of remuneration payable to each of the Independent Directors by way of commission shall be fixed and decided by the Board of Directors, considering their participation and contribution at the Board and Committee meetings as well as time spent / guidance provided on operational matters in addition to attending the meetings of the Board and / or Committee(s) thereof.

Given the increasing size and complexity of the Company and considering a corresponding increase in time devoted, level of expertise, market trend, performance and contributions made by the Independent Directors, the Board proposed to obtain the Members' consent for the payment of commission to Independent Directors not exceeding 1% (one percent) of the net profits, calculated in accordance with the provisions of the Companies Act, 2013, for each relevant financial year effective from financial year 2024-25 onwards.

The Board therefore recommends the passing of resolution as set out at Item No. 7 for approval of the Members as a Special Resolution.

Save and except the Independent Directors, to the extent of the amount of commission that may be payable, if any, none of the directors, the Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the said 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

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

Place : Thane

Date : July 24, 2024

## 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 April 30, 2024 recommended payment of dividend for the financial year 2023-24 of ₹2/- (Rupee Two only) per equity share of the face value of ₹10/- (Rupees Ten) each for the financial year ended March 31, 2024 ("Final Dividend"), subject to approval of the shareholders at the ensuing 29<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on September 26, 2024 at 02.00 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 19, 2024. The final dividend would be paid to the eligible shareholders on or before October 21, 2024.

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.:

**TDS on Dividend:** In accordance with the provisions of the Income Tax Act, 1961 ('the Act'), dividend paid on or after 01 April 2020, is taxable in the hands of members and the Company is required to deduct tax at source ('TDS') from dividend paid to the members at the applicable rates.

TDS rates that are applicable to members depend upon their residential status and classification as per the provisions of the Act. The Company will therefore deduct tax at source at the time of payment of dividend, at rates based on the category of Members and subject to fulfilment of conditions as provided herein below:

### For Resident Members:

Tax will be deducted at source under Section 194 of the Act @ 10% on the amount of dividend payable, unless exempt under any of the provisions of the Act. However, in case of Individuals, TDS would not apply if the aggregate of total dividend paid to them by the Company during the financial year does not exceed ₹5,000.

No TDS will be deducted in cases where a shareholder provides Form 15G (applicable to individual)/Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions as prescribed under the Act are met (click here to download the Form 15G and 15 H). Please note that all fields mentioned in the forms are mandatory and the Company will not be able to accept the forms submitted, if not filled correctly.

NIL/lower tax will be deducted on dividend payable to the following categories of resident members, on submission of self-declaration:

- **Insurance companies:** Documentary evidence to prove that the Insurance company qualify as Insurer in terms of the provisions of Section 2(7A) of the Insurance Act, 1938 along with self-attested copy of PAN Card.
- **Mutual Funds:** Documentary evidence to prove that the mutual fund is a mutual fund specified under clause (23D) of Section 10 of the Act and is eligible for exemption, along with self- attested copy of the registration documents and PAN Card.
- **Alternative Investment Fund (AIF) established in India:** Documentary evidence to prove that AIF is a fund eligible for exemption u/s 10(23FBA) of the Act and that they are established as Category I or Category II AIF under the Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012, made under the Securities and Exchange Board of India Act, 1992 (15 of 1992). Copy of self-attested registration documents and PAN card should also be provided.
- **National Pension System Trust & other Members:** Declaration along with self-attested copy of documentary evidence supporting the exemption and self-attested copy of PAN Card.
- Members who have provided a valid certificate issued u/s 197 of the Act for lower/nil rate of deduction or an exemption certificate issued by the income tax authorities.

Please also note that where tax is deductible under the provisions of the Act and the PAN of the shareholder is either not available or PAN available in records of the Company is invalid / inoperative, tax shall be deducted @ 20% as per section 206AA of the Act.

For non-resident members (including Foreign Institutional Investors and Foreign Portfolio Investors):

- Tax is required to be withheld in accordance with the provisions of Sections 195 and 196D of the Act @ 20% (plus applicable surcharge and cess) on the amount of dividend payable.



- As per section 90 of the Act, a non-resident member has an option to be governed by the provisions of the Double Taxation Avoidance Agreement ('DTAA') between India and the country of tax residence of the shareholder, if such DTAA provisions are more beneficial to such shareholder. To avail the DTAA benefits, the non-resident shareholder will have to provide the following documents: -
  - Self-attested copy of PAN, if any, allotted by the Indian tax authorities. In case of non-availability of PAN, declaration is to be submitted.
  - Self-attested copy of valid Tax Residency Certificate ('TRC') issued by the tax authorities of the country of which shareholder is tax resident, evidencing and certifying shareholder's tax residency status.
- Filing of Form 10F on Income Tax Portal i.e. Self-declaration certifying the following points: -
  - Member is and will continue to remain a tax resident of the country of its residence during FY 2024-25 (i.e. 01 April 2024 to 31 March 2025);
  - Member is the beneficial owner of the shares and is entitled to the dividend receivable from the Company.
  - Member qualifies as 'person' as per DTAA and is eligible to claim benefits as per DTAA for the purposes of tax withholding on dividend declared by the Company.
  - Member has no permanent establishment/ business connection/place of effective management in India. Or Dividend income is not attributable/effectively connected to any Permanent Establishment (PE) or Fixed Base in India.
  - Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner.
- For cases where PAN is available, need to submit Online Form 10F filed on Income-tax portal.
- In case of Foreign Institutional Investors and Foreign Portfolio Investors, self-attested copy of the registration certificate issued by the Securities and Exchange Board of India.
- In case members is tax resident of Singapore and desires to claim treaty benefit, satisfaction of requirement of Article 24-Limitation of Benefit of India-Singapore Tax Treaty must be provided.
- Where a member furnishes lower/nil withholding tax certificate under Section 197 of the Act, TDS will be deducted as per the rates prescribed in such certificate

Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-resident shareholder and meeting the requirements of the Act, read with the applicable DTAA. In absence of the same, the Company will not be able to apply the beneficial DTAA rates at the time of deducting tax on dividend.

#### **Section 206AB of the Act:**

Rate of TDS @ 10% u/s 194 of the Act is subject to provisions of Section 206AB of the Act (effective from July 01 2021) which introduces special provisions for TDS in respect of taxpayers who have not filed their income-tax returns (referred to as "Specified Persons"). Under section 206AB of the Act, tax is to be deducted at higher of the following rates in case of payments to the specified persons:

- at twice the rate specified in the relevant provision of the Act;
- or at twice the rate or rates in force;
- or at the rate of 5%.

#### **"Specified Person" as defined under section 206AB (3) of the Act.**

The Central Board of Direct Taxes vide Circular No. 11 of 2021 dated June 21 2021 has clarified that new functionality will be issued for compliance check under Section 206AB of the Act. Accordingly, for determining TDS rate on Dividend, the Company will be using said functionality to determine the applicability of Section 206AB of the Act.

#### **Transferring credit to the beneficial owner**

In cases where the member is merely a custodian of the shares and, accordingly, not the beneficial owner of the dividend payable in respect thereof, then, in order to effect TDS to the credit of the beneficial owner of dividend income, the member may provide a declaration prescribed by Rule 37BA of the Income-tax Rules, 1962. The aforesaid declaration shall contain.

- i. Name, address, PAN and residential status of the person to whom credit is to be given;
- ii. Payment in relation to which credit is to be given; and
- iii. The reason for giving credit to such person.



The above declaration must be provided on or before 5.00 p.m. on Friday, September 27, 2024. Please note that no application under Rule 37BA would be considered in the absence of the aforesaid details and necessary declarations prescribed under the Companies Act, 2013 is lodged with the Company. No communication on the tax determination/ deduction shall be entertained after the above time limit.

To summarise, dividend will be paid after deducting tax at source as under:

- i. Nil for resident individual members receiving dividend from the Company upto H 5,000 during financial year.
- ii. Nil for resident individual members in cases where duly filled up and signed Form 15G/Form 15H (as applicable) along with self-attested copy of the PAN card is submitted.
- iii. 10% for other resident members in case copy of valid PAN is provided/available.
- iv. 20% for resident members if copy of PAN is not provided/not available or resident shareholder is specified person under section 206AB as per compliance check utility of income tax department.
- v. TDS rate will be determined based on documents submitted by the non-resident Members.
- vi. 20% (plus applicable surcharge and cess) for non-resident members in case the relevant documents are not submitted.
- vii. Lower/NIL TDS on submission of self-attested copy of the valid certificate issued under Section 197 of the Act.

The above-mentioned rates will be subject to applicability of Section 206AB of the Act. In terms of Rule 37BA of the Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with Company in the manner prescribed in the rules.

**For all Members:**

In order to enable the Company to determine the appropriate tax rate at which tax has to be deducted at source under the respective provisions of the Income-tax Act, 1961, we request you to provide the above-mentioned details and documents as applicable to the member on or before Friday, September 27, 2024. The dividend will be paid after deduction of tax at source as determined based on the aforementioned documents provided by the respective members as applicable to them and being found satisfactory.

Members may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/ documents from you or due to defect in any of the aforementioned details/documents, option is available to you to file the return of income as per

Act and claim an appropriate refund of the excess tax deducted, if eligible. No claim shall lie against the Company for such taxes deducted.

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/>

We request your cooperation in this regard.

**For CyberTech Systems and Software Limited**

**Sd/-  
Sarita Leelaramani  
Company Secretary and Compliance Officer**

Place : Thane

Date : July 24, 2024

**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.

## Attention Physical Shareholders!!!

Dear Sir/ Madam,

**Sub: Treatment in case of KYC non-compliant folios and dividend payment -Physical securities**

SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN (Aadhar seeded) or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.

Further, relevant FAQs have also been published by SEBI on its website at the following web link for investor awareness:

[https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf)

In this regard, Listed companies are hereby advised to prominently display the aforesaid requirements to be complied with by holders of physical securities on their respective websites. Listed companies shall also, directly or through RTA, intimate\* their security holders about folios which are incomplete about PAN (Aadhar seeded) or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature by providing the following message:

- i. In case of non-updation of PAN (Aadhar seeded) or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend/interest etc. shall be paid only through electronic mode with effect from April 01, 2024, upon furnishing all the aforesaid details in entirety.
- ii. If a security holder updates the folio with the KYC details as aforesaid after April 01, 2024, then the security holder would receive all the dividends/ interest etc. declared during that period (from April 01, 2024, till date of updation) automatically in respect of the folio/securities.

Further pursuant to SEBI Circular 16th March, 2023, an intimation to the physical holders about the non-updation of KYC was also sent within six months from end of each financial year.

In case of any additional information/clarifications, do reach out to our RTA:

Link Intime India Private Limited  
Unit: CyberTech Systems and Software Ltd.,  
C101, 247 Embassy Park, 1st Floor, L. B. S. Marg,  
Vikhroli West, Mumbai - 400 083

or at their designated email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

or to the Company:

Ms. Sarita Leelaramani  
Company Secretary & Compliance Officer  
CyberTech House, Plot No. B-63/64/65,  
Road No. 21/34, J.B. Sawant Marg, MIDC,  
Wagle Estate, Thane (W) – 400 604  
E-mail ID: [cssl.investors@cybertech.com](mailto:cssl.investors@cybertech.com)

We request you to take note of the same.

**For CyberTech Systems and Software Limited**

**Sd/-  
Sarita Leelaramani  
Company Secretary and Compliance Officer**

Place : Thane

Date : July 24, 2024



## Attention!

**To**  
**The Shareholders**  
**CyberTech Systems and Software Limited**  
**Thane - 400604**

**Dear Member(s),**

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

We wish to inform you that pursuant to Section 124(5) and (6) of the Companies Act, 2013 (the "Act"), read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including any statutory modification(s), enactments(s) thereof for the time being in force) (hereinafter referred to as 'IEPF Rules') available on the website of Ministry of Corporate Affairs [www.iepf.gov.in](http://www.iepf.gov.in) at has inter-alia, specified the manner for transfer of Unclaimed/Unpaid Dividend along with the shares in respect of which dividend is unpaid or unclaimed for a period of seven years to Investor Education and Protection Fund (IEPF) established by the Central Government.

Unpaid / Unclaimed dividend for the Financial Year 2015-16 and shares on which dividend has not been claimed for seven consecutive years i.e. from Financial Year 2009-10 has already been deposited/transferred to Investor Education and Protection Fund. Shareholders who have not claimed their dividend for a period of seven years i.e., for the Financial Year 2016-17 and shares on which dividend has not been claimed for seven consecutive years i.e., from the Financial Year 2010-11 is(are) liable to be transferred to IEPF as provided under the Companies Act, 2013 read with IEPF Rules.

In compliance to the provisions of IEPF Rules read with Secretarial Standard on Dividend (SS-3), the Company has uploaded details i.e. Name and Folio No./DPID-CLID of such shareholders whose dividend and shares are due for transfer to IEPF on its website under Investor Relation Section and the Company shall initiate transfer of shares to IEPF in respect of which dividend stands unclaimed for a consecutive period of seven years starting from the financial year 2010-11 and transfer of unpaid / unclaimed dividend for the financial year 2016-17 to IEPF.

We would further like to state that future dividend / benefits, if any, in respect of shares so transferred shall also be credited to the IEPF. Upon transfer of shares and dividend to the IEPF, the claimant can claim those shares and dividend in accordance with the procedure and on submission of necessary forms and documents to the IEPF Authority. You are also hereby informed that upon transfer of shares and dividend to IEPF, **no claim shall lie against the Company/RTA.** (IEPF Rules and web-form IEPF-5 for claiming Refund of shares and dividend are available on the website of Ministry of Corporate Affairs at [www.iepf.gov.in](http://www.iepf.gov.in)).

In view of above, you are once again requested to claim your Unclaimed/Unpaid dividend, if any immediately on or before September 30, 2024.

Procedure for claim of unpaid/unclaimed dividend: In case you are holding shares in demat mode, then please update your bank detail in your demat account and send a request letter along with updated client master data to RTA.

In case you are holding shares in physical mode, then as per SEBI's Circulars SEBI/HO/MI RSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November, 03, 2021 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, shareholders holding shares in physical form are also required to send duly filled Form ISR-1, Form ISR-2, Form No. SH- 13 (which can be download from the website of RTA under download tab) and other supporting documents as mentioned in the form along with request letter to be delivered at Link Intime India Private Limited, **Unit: CyberTech Systems and Software Limited** (Company's Registrar and Transfer Agent), having its registered office at C-101, 247 Embassy Park, L.B.S. Marg, Vikhroli (W), Mumbai 400083 Maharashtra, Tel: 022 49186000, Fax: 022 49186060, Email: [rt.helpdesk@linkintime.co.in](mailto:rt.helpdesk@linkintime.co.in) or to the Company at [cssl.investors@cybertech.com](mailto:cssl.investors@cybertech.com)

Please note that outstanding dividend payments will be credited directly to the bank account of the shareholders only.

**For CyberTech Systems and Software Limited**

**Sd/-**  
**Sarita Leelaramani**  
**Company Secretary and Compliance Officer**

Place : Thane  
 Date : July 24, 2024