



NOTICE

NOTICE is hereby given that the **Twenty-third (23rd) Annual General Meeting (AGM)** of the members of **CyberTech Systems and Software Limited ('the Company/CyberTech')** will be held on Friday, September 28, 2018 at 04.00 P.M. at the Registered Office of the Company situated at CyberTech House, Plot No. B-63/64/65, Road No. 21/34, J.B. Sawant Marg, MIDC, Wagle Estate, Thane – 400 604 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of Re.1/- per Equity Share of face value of ₹10/- each for the Financial Year 2017-18.
3. To appoint a Director in place of Mr. Steven Jeske (DIN: 01964333), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. Bagaria & Co., LLP, Chartered Accountants (Firm Registration No. 113447W) as Statutory Auditors of the Company and in this regard to consider and pass the following resolution, as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or amendment(s) thereto or re-enactment thereof and further to the resolution passed by the Members at the 22nd Annual General Meeting held on September 28, 2017, approving the appointment of M/s. Bagaria & Co. LLP, Chartered Accountants (Firm Registration No. 113447W), as the Statutory Auditors of the Company for a period of 5 (Five) consecutive Financial Years commencing from the conclusion of 22nd Annual General Meeting till the conclusion of the 27th Annual General Meeting to be held in the year 2022, the holding of office by M/s. Bagaria & Co. LLP, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company for the Financial Year 2018-19 be and is hereby ratified on such remuneration as may be fixed by the Board of Directors of the Company."

"RESOLVED FURTHER THAT pursuant to notification of applicable provisions of the Companies (Amendment) Act, 2017 with effect from May 07, 2018 by the Ministry of Corporate Affairs, the Company shall not be required to seek the ratification of the shareholders for the appointment of Statutory Auditors till the conclusion of the 27th Annual General Meeting of the Company."

SPECIAL BUSINESS:

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

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

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with Schedule IV to the Act, the appointment of Ms. Angela C. Wilcox (DIN:08068715) who was appointed as an Additional Director of the Company under Section 161 of the Act with effect from February 13, 2018, and holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature to the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company for period of 5 (five) consecutive years, not liable to retire by rotation and to hold the office for a period upto February 12, 2023."

6. **To re-appoint Mr. Ramasubramanian Sankaran (DIN:05350841) as an 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 provisions of 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 Company hereby approves the re-appointment of Mr. Ramasubramanian Sankaran (DIN: 05350841) as a Whole Time Director designated as Executive Director of the Company for a period of 3 (three) years effective from August 04, 2018, 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 during the tenure of the appointment as an Executive Director, Mr. Ramasubramanian S. shall not be liable to retire by rotation."

7. **To increase the aggregate limit of investment by Foreign Portfolio Investors in the Share Capital of the Company:**

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

"RESOLVED THAT pursuant to applicable provisions of Foreign Exchange Management Act, 1999, as amended ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 as amended up to date, the current Consolidated Foreign Direct Investment Policy Circular of 2017, the Companies Act, 2013 as amended from time to time, applicable Regulations of Securities and Exchange Board of

India ("SEBI"), as the case may be and all other applicable laws, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Foreign Investment Promotion Board, the Reserve Bank of India, Ministry of Finance, Ministry of Corporate Affairs, Government of India, SEBI and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions, which may be agreed to by the Board of Directors of the Company (Board which term shall include any Committee thereof which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution) the limit of investment by Foreign Portfolio Investors [as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014, as amended] in the Equity Shares of the Company under FEMA, be and is hereby increased from 24% (twenty four percent) to 49% (forty nine percent) of the paid-up Equity Share capital of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and to represent the Company before any government authorities and delegating all or any of the power conferred herein to any Committee or Directors of the Company."

8. To Increase the aggregate limit of investment by Non Resident Indians/OCI in Share Capital of the Company:

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

"RESOLVED THAT pursuant to applicable provisions of Foreign Exchange Management Act, 1999, as amended ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 as amended up to date, the current Consolidated Foreign Direct Investment Policy Circular of 2017, the Companies Act, 2013 as amended from time to time, applicable Regulations of Securities and Exchange Board of India ("SEBI"), as the case may be and all other applicable laws, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Foreign Investment Promotion Board, the Reserve Bank of India, Ministry of Finance, Ministry of Corporate Affairs, Government of India, SEBI and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions, which may be agreed to by the Board of Directors of the Company (Board which term shall include any Committee thereof which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution) the limit of investment by Non-Resident Indians/OCI (as defined under FEMA) in the Equity Shares of the Company under the Portfolio Investment Scheme under FEMA, be and is hereby increased from 10% (ten percent) to 24% (twenty four percent) of the paid-up Equity Share capital of the Company or such other higher limit from time to time as may be prescribed by such other authority."

"RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and to represent the company before any government authorities and delegating all or any of the power conferred herein to any Committee or Directors of the Company."

By Order of the Board of Directors

sd/-

Sarita Leelaramani
Company Secretary and Compliance Officer
Membership No. A35587

Place: Thane

Date: August 13, 2018

Registered Office:

CyberTech House, Plot No. B-63/64/65

Road No. 21/34, J.B. Sawant Marg, MIDC

Wagle Estate, Thane (W) – 400 604

CIN: L72100MH1995PLC084788

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

Website: www.cybertech.com

E-mail: cssl.investors@cybertech.com



NOTES:

1. M/s. Bagaria & Co. LLP, Chartered Accountants (Firm Registration No. 113447W/W-100019), were appointed as the Statutory Auditor of the Company to hold the office for a period of five (5) consecutive years commencing from the conclusion of the 22nd Annual General Meeting held on September 28, 2017, subject to ratification by the members at every Annual General Meeting. Further, pursuant to the notification of Section 40 of the Companies (Amendment) Act, 2017, with effect from May 7, 2018, the requirement of ratification of the appointment of Statutory Auditors by the members is no longer required. However, as matter of abundant precaution, the ratification by the members is being sought this year at Item No. 4 of the Notice. Taking into consideration this recent amendment, the annual ratification will not be sought next year onwards till the expiry of the term of the Statutory Auditors i.e. till the conclusion of 27th AGM of the Company.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) per cent of the total paid-up share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
3. **PROXY FORM DULY STAMPED AND EXECUTED IN ORDER TO BE EFFECTIVE, MUST REACH AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**
4. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Registered Office of the Company a certified copy of the Board Resolution, authorizing their representative to attend and vote on their behalf at the meeting.
5. 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 are provided under **Note No. 30** below.
6. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, for Item No. 5 to Item No. 8 is annexed and forms part of this notice.
7. If the Dividend, as recommended by the Board of Directors, is approved at the Annual General Meeting, payment of such dividend will be made on or before Friday, October 26, 2018 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 Friday, September 21, 2018;
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Friday, September 21, 2018.
8. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three (3) days of notice in writing is given to the Company.
9. Members/Proxy holders/authorized representatives should bring the duly filled Attendance Slip.
10. The Register of Directors and Key Managerial Persons and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
11. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
12. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members holding shares in physical form and desirous of making nomination in respect of their shareholding in the Company are requested to submit details to the Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, Mumbai, in the prescribed Form SH – 13. Members holding shares in demat form may contact their respective DP for recording of nomination.
13. SEBI has vide gazette notification dated June 8, 2018, has mandated that transfer of securities would be carried out in dematerialized form only, pursuant to an amendment in Regulation 40 of the Listing Regulations which will come into effect from December 5, 2018. According to the aforesaid notification, request for effecting transfer of securities shall not be processed unless the securities are held in the Dematerialized form with the depository with effect from December 5, 2018.
14. **Please note that pursuant to aforesaid SEBI notification in point no. 13, Link Intime India Pvt. Ltd., our Registrar and Transfer Agent and Company will not accept any request for transfer of shares in physical form with effect from December 5, 2018. This restriction shall not be applicable to the request received for transmission or transposition of physical shares unless SEBI notifies anything in contrary thereto.**
15. **Members holding shares in physical form are requested to advise any change in their registered address, to the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, Mumbai, quoting their folio number. Members holding shares in electronic form are requested to intimate about change of address or bank particulars to their respective Depository Participant and not to the Company. The Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.**
16. 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.
17. Members desiring any information on the Accounts of the Company are requested to write/fax to the Company at cssl.investors@cybertech.com / 022 -25834643 at least 10 days in advance so as to enable the Company to keep the information ready.

18. 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 DP Id & Client Id.
19. The Register of Members and Share Transfer Books of the Company shall remain closed from **September 22, 2018 to September 28, 2018 (both days inclusive)** for the purpose of 23rd AGM and payment of dividend.
20. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA of the Company.
22. Members may also note that the Notice of the 23rd AGM and the Annual Report 2017-18 is available on the Company's website: <http://www.cybertech.com/investors/keyfinancialresults.aspx>. The physical copies of the documents referred to in the Notice will be available for inspection by the members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturday & Sunday, up to the date of Annual General Meeting. Members who require communication in physical copies, in addition to e-communication, or have any other queries, may write to us at cssl.investors@cybertech.com
23. 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 of the Company. Members are requested to note that dividend not claimed within 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, will in terms of Section 124 of the Companies Act, 2013, be transferred to the "Investor Education and Protection Fund" (IEPF). The details of unclaimed/unpaid dividend are placed on the website of the Company <http://www.cybertech.com/investors/unclaimeddividend.aspx>.
24. **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.**
25. **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.**
26. The Annual Report 2017-18 is being sent through electronic mode only to the members whose email address are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the Report. For members who have not registered their email address, physical copies of the Annual Report 2017-18 are being sent by the permitted mode.
27. In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting, through Ballot Paper, will be also made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
28. The Notice of the 23rd AGM and instructions for e-voting and Proxy form is being sent through electronic mode to all members whose email address are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the documents are being sent by the permitted mode. Attendance Slip shall be available at the entrance of the AGM Venue, it shall also be made available on the website of the company: <http://www.cybertech.com/investors/annualReports.aspx>
29. **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.
- Members who have not yet encashed their dividend warrant(s) pertaining to the Dividend for the Financial Year 2011-12, 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 2010-11 declared by the Company on September 30, 2011 can be claimed by the shareholders on or before September 30, 2018.
30. Information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) with respect to the Director, seeking appointment/re-appointment is as under:



Name of the Director	Steven Jeske	Angela C. Wilcox
Director Identification No. (DIN)	01964333	08068715
Date of Birth	09/12/1952	01/10/1974
Age	65	43
Date of Appointment	22/12/2007	13/02/2018
Brief Resume of the Director including nature of expertise in specific functional areas	Steven Jeske is a serial entrepreneur having been involved in the formation, financing and growth of several high profile start-ups. He is a CPA, former manager at PWC and holds an undergraduate degree in accounting from the University of Illinois and a Masters of Business Administration degree from the University of Chicago. He has been involved in strategy and financing decisions, including building several promising technology practice areas such as Internet working and Geospatial Solutions to substantial size and scale.	Ms. Wilcox is a Legal Counsel based in Chicago, USA with specialization in Trademark and Copyright. She has provided trademark and copyright counsel to her clients in areas such as brand and corporate name research, acquisition, prosecution, protection and litigation for more than 15 years. Currently Ms. Wilcox is a Partner in Vanek, Vickers & Masini, PC, Law firm based in Illinois, Chicago, USA
No. of shares held in the Company as on March 31, 2018	24,31,433 (8.87%)	NIL
Directorships (Excluding alternate directorship, foreign companies and companies under Section 8 of the Companies Act, 2013)	NIL	NIL
Chairman/Member of the below mentioned committees of the Board of Directors as on March 31, 2018	NIL	NIL
A. Audit Committee	-	-
B. Stakeholders Relationship Committee	-	-
Number of Board Meeting attended during the year#	4	NIL Since appointed w.e.f February 13, 2018
Inter se relationship between the Directors	NIL	NIL

#Mr. Steven Jeske has attended in person and/or through audio visual means

31. Route Map to the venue of AGM is annexed as per Secretarial Standard -2

INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Tuesday**, September 25, 2018 at 9.00 a.m. and ends on **Thursday**, September 27, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, September 21, 2018, (cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name name and the last 8 digits of the demat account/ folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg: If your name is Ramesh Kumar with folio number 100 then enter RA000000100 in the PAN field.
Date of Birth (DOB)	Enter the DOB as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. **The result declared along with the Scrutinizer's report shall be placed on the website of the Company www.cybertech.com and shall simultaneously be communicated to the Stock Exchanges.**



Explanatory statement pursuant to the provisions of Section 102 of Companies Act, 2013

Item No. 5

The Board of Directors has appointed Ms. Angela C. Wilcox (DIN: 08068715), as an Additional Director (Non-Executive and Independent) of the Company with effect from February 13, 2018, on the recommendation of the Nomination and Remuneration Committee. As per the provisions of Section 161(1) of the Act, she holds the office of Additional Director only up to the date of this Annual General Meeting of the Company, and is eligible for appointment as a Director (Non-Executive and Independent) of the Company for a term of 5 (Five) years with effect from February 13, 2018 and is not liable to retire by rotation. The Company has received a notice under Section 160(1) of the Act proposing her candidature to the office of Director of the Company.

Ms. Wilcox has submitted a declaration to the Company to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Ms. Wilcox fulfils the conditions specified in the Act and the Rules framed there under for appointment as Director (Non-Executive and Independent) and she is independent of the management. Ms. Wilcox has submitted, a declaration in prescribed Form DIR-8 to the effect that she is not disqualified from being appointed as Director in terms of Section 164 of the Act, consent to act as Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1.

Copy of the terms and conditions of the aforesaid Director would be available for inspection by the shareholders at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturday & Sunday from the date hereof up to the date of the AGM.

The brief profile of Ms. Angela C. Wilcox as per the requirements of the Companies Act, 2013, and the SEBI (LODR), Regulations, 2015 and the rules made thereunder and the Secretarial Standards (SS-2) are given in **Note No. 30** which forms part of the Notice.

Except Ms. Angela C. Wilcox, 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.

The Board of Directors of your Company recommends the resolution as set out under Item No. 5, for the approval of the shareholders of the Company, to be passed as an Ordinary 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, the Board of Directors at their Meeting held on May 09, 2018, has proposed his re-appointment as an Executive Director for period of 3 (Three) Years with effect from August 04, 2018 subject to approval of the Members of the Company on the terms and conditions and remuneration 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 ₹ 4,10,000/- per month and Reimbursements, with such annual increment as may be decided by Board of Directors.
- II. Performance Linked Incentive: Mr. Ramasubramanian Sankaran shall also be entitled to performance linked incentive based on the specific goals mutually set and approved by the Board of Directors or any committee of Directors from time to time.
- III. Perquisites & Allowances: Perquisites are classified into three parts A, B and C as follows:

Part A:

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

Part B:

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

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

Part C:

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

OTHERS

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

ESOP:

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

ESOP Details	FY 2017-18
Outstanding at the beginning	700,000
Add: Granted during the year	-
Less: Exercised during the year	50,000
Less: Forfeited/Surrendered during the year	200,000
Outstanding as at the end	450,000
Details of options Exercised during the year:	
Exercised during the year	50000
Exercise price	11.34
Amount paid	₹ 567,000/-
Perquisite value of Options exercised	₹ 2,041,750/-

Minimum Remuneration:

Pursuant to the proviso to clause (A) of Section II of Part II of Schedule V to the Companies Act, 2013, if the resolution approving the re-appointment of and remuneration payable to the Executive Director (in whole-time employment) is passed by the members by way of a special resolution, the maximum ceiling on remuneration mentioned above would be doubled. Considering Mr. Ramasubramanian Sankaran contribution to the Company, it is proposed to pass the resolution as a special resolution for a maximum remuneration up to ₹ 168 Lakhs p.a. to be paid to him, considering the effective capital of the Company is more than ₹ 5 Crores but less than ₹ 100 Crores as per Balance Sheet for the year ended March 31, 2018 subject to approval of Nomination and Remuneration Committee and the Board of Directors of the Company. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable or at actual cost. The scope and quantum of remuneration and perquisites specified above herein may be enhanced, enlarged, widened, altered or varied by the Board of Directors in the light of and in conformity of the Companies Act and or/ the rules and regulations made thereunder and/ or such guidelines as may be announced by Central Government from time to time.

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

I. General Information:**1) Nature of Industry:**

Information Technology

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

The Company was incorporated on 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, 2018:

Particulars	₹ in Million
Income from Operations	510.67
Other Income	81.41
Total Expenses	564.68
Net Profit as per Profit & Loss Account (after tax)	19.60
Profit as computed under Section 198 of the Companies Act, 2013	368.74
Net worth	866.32



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

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

II. **Information about the appointee**

1) **Background Details:**

Mr. Ramasubramanian Sankaran, 53, is a graduate in Commerce and has been associated with CyberTech for past 21 years

2) **Past Remuneration:**

The total remuneration drawn by Mr. Ramasubramanian Sankaran during the Financial Year 2017-18 was ₹76.39 Lakhs inclusive of perquisites amounting to ₹ 20.42 Lakhs pursuant to exercise of ESOPs during the year under review.

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

He has been associated with CyberTech for past 21 years. He has considerable experience in Corporate Management, Finance, Taxation and Administration.

4) **Remuneration proposed:**

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

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

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

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

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

III. **Other Information**

i) **Reasons for loss or inadequate profits:**

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

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

In line with the strategy to invest in the development of Cloud-based Spatial Analytics Platforms, Spatialitics LLC, a new wholly owned subsidiary of CyberTech in Delaware (US) has been incorporated. This strategic step will help us focus on growth opportunities in the US market 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**

Date of Previous Appointment on the Board	August 04, 2015
Shareholding as on March 31, 2018	1,00,000 Shares (0.36%)
Number of Meetings of the Board attended during the year	04
Other Directorships	Nil
Membership/ Chairmanship of Committees	02 (Includes membership in Stakeholders Relationship Committee and Corporate Social Responsibility Committee)

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

The Board of Directors of your Company recommends the resolution as set out under Item No. 6, in relation to the re-appointment and remuneration paid to Mr. Ramasubramanian Sankaran as an Executive Director, for the approval of the shareholders of the Company, to be passed as a Special Resolution.

Copy of all the documents mentioned herein above would be available for inspection by the shareholders at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days from the date hereof up to the date of the AGM.

Item No. 7 & 8

In terms of Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and the Consolidated FDI Policy 2015, and the re-enactment and Amendments thereof, Foreign Portfolio Investors ("FPIs") registered with the Securities and Exchange Board of India ("SEBI") can acquire and hold on their own account and on behalf of their SEBI approved sub-accounts together, up to an aggregate limit of 24% (Twenty-four per cent) of the paid up Equity Share capital of an Indian company. The said Regulations further provide that the limit of 24% (Twenty-four per cent) can be further increased up to the sectoral cap/statutory ceiling as applicable, by passing a resolution of the Board, a Special Resolution to that effect by its members and followed by necessary filings with the Reserve Bank of India ("RBI").

Similarly under Portfolio Investment Scheme, a Non-resident Indian (NRI) or an Overseas Citizen of India (OCI) may purchase or sell Capital Instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the following conditions:

- (1) NRIs or OCIs may purchase and sell Capital Instruments through a branch designated by an Authorised Dealer for the purpose;
- (2) The total holding by any individual NRI or OCI shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or should not exceed 5 percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed ten percent of the total paid-up equity capital on a fully diluted basis or shall not exceed ten percent of the paid-up value of each series of debentures or preference shares or share warrants;

Provided that the aggregate ceiling of 10 percent may be raised upto 24 percent if a special resolution to that effect is passed by the General Body of the Indian company.

As of March 31, 2018, holding by Foreign Portfolio Investors viz. FPIs (both Foreign Portfolio Investors and FIIs) and NRIs/OCIs under Portfolio Investment Scheme were less than the maximum ceiling of 24% and 10% of the paid up Equity Share capital of the Company.

Considering the investments by FPIs and OCIs/ NRIs will give greater advantage to the investors at large, it is proposed to enable FPIs, OCIs (Overseas Citizens of Indian Origin) and NRIs to invest upto the permissible limits viz. (1) To increase the present limit of FPIs shareholding in the Company upto 49% (Forty-nine per cent) of paid up Equity Share capital of the Company; and (2) To increase the present limit of NRIs/OCIs shareholding in the Company upto 24% (Twenty-four per cent) of paid up Equity Share capital of the Company.

The Board of Directors at their meeting held on August 13, 2018, approved, subject to the consent of the Members, to increase the aggregate permissible limit of FPI equity shareholding of the Company upto 49% and increase the aggregate permissible limit of NRIs /OCIs in equity shareholding of the Company upto 24% of the paid-up Equity Share Capital of the Company, in accordance with applicable laws.

Accordingly, the resolutions set out at item No. 7 & 8 of this Notice are proposed to enable the FPIs and/or NRIs to acquire Equity shares of the Company upto the maximum revised ceiling limits as mentioned above under the Schemes for Foreign Portfolio Investors.

None of the Directors, Manager, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the Item No. 7 & 8 to be passed by the members of the Company as Special Resolution.

By Order of the Board of Directors

sd/-

Sarita Leelaramani
Company Secretary and Compliance Officer
Membership No. A35587

Place: Thane

Date: August 13, 2018

Registered Office:

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

CIN: L72100MH1995PLC084788

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

Website: www.cybertech.com

E-mail: cssl.investors@cybertech.com



CyberTech Systems and Software Ltd.

CyberTech House, B-63-64-65-MIDC Wagle Estate, J.B. Sawant Marg, Thane - 400 604

CIN - L72100MH1995PLC084788 | Tel. - 022 2583 4643/44/45 | Fax - 022 2583 2574

E-mail ID – cssl.investors@cybertech.com | Website - www.cybertech.com

(To be handed over at the entrance of the meeting hall)

DP ID:	Folio No.:
Client ID:	No. of Shares:

Full name of the Shareholder/Proxy attending _____
(In block letters)

I hereby record my presence at the **23rd Annual General Meeting** held on **Friday September 28, 2018** at 4.00 P.M. at the Registered Office of the Company at CyberTech House, B-63-64-65-MIDC, Wagle Estate J.B. Sawant Marg, Thane - 400 604.

(Member's /Proxy's Signature)

Note:

- 1) The Proxy, to be effective should deposit Proxy Form (duly filled & signed) at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 2) A Proxy need not be a member of the Company.
- 3) Shareholder/Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.