

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended and applicable Circulars issued by Ministry of Corporate Affairs from time to time)

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
09.00 A.M. (IST), Tuesday, October 29, 2024	05.00 P.M. (IST), Wednesday, November 27, 2024

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022, General Circular No.9/2023 dated September 25, 2023 and the latest one being General Circular No.9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs Government of India (the "MCA Circulars") and Further, the Securities and Exchange Board of India ("SEBI") vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations, (including any statutory modification(s) or re-enactment(s) / amendments thereof, for the time being in force and as amended from time to time, the Company seeks approval of the Members via Postal Ballot through remote e-voting process only (Voting through Electronic means), that the resolutions enunciated below are proposed to be passed by the members of the Company as on Friday, October 25, 2024 ("Cut-off Date"), through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process. An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice").

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Board of Directors of the Company has appointed M/s. Sharma and Trivedi LLP (LLPIN: AAW-6850), Practicing Company Secretaries, Mumbai as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

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In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and Rule 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice.

The Company has engaged the services of M/s. Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent ("RTA") for facilitating e-voting and has made necessary arrangements to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 05:00 P.M. (IST) on Wednesday, the November 27, 2024. The e-voting facility will be disabled immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e., Wednesday, November 27, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

1. Appointment of Mr. Justin Bharucha (DIN: 02628682), 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. Justin Bharucha (DIN: 02628682), who was appointed as an Additional Director (Non-Executive and Independent) of the Company with effect from October 23, 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. October 23, 2024 up to October 22, 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 Director and/or the Company Secretary of the Company be and is 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."



2. Payment of Bonus to Mr. Steven Jeske (DIN: 01964333), Non-Executive Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, and pursuant to the applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, and as per the recommendations of the Audit Committee and Nomination and Remuneration Committee, the consent of the members of Company be and is hereby accorded towards the payment upto a maximum of US\$ 100,000 (US\$ Hundred Thousand), payable at discretion of Chairman of the Company, each Financial Year, as bonus for a period of 3 (three) years from the financial year 2024-25 upto financial year 2026-27 by CyberTech Systems & Software Inc., USA, the subsidiary company of the Company, in addition to the existing remuneration to Mr. Steven Jeske (DIN: 01964333), Director (Non-Executive and Non-Independent) of the Company and , who is holding an office or place of profit as Director in the above-mentioned CyberTech Systems & Software Inc., USA.”

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

sd/-

Sarita Leelaramani

Company Secretary

Membership No.: A35587

Place: Thane

Date: October 23, 2024

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

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Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason/ rationale for the proposal is annexed herewith. Postal Ballot Notice ("Notice") shall also be available on the website of the Company, <https://investors.cybertech.com/>
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / depository participant(s), as on October 25, 2024 ("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Wednesday, November 27, 2024. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
4. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot (through remote e-voting process) will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the website of the Company at <https://cybertech.com>, on the website of RTA and communicated to the stock exchanges.
5. Resolutions passed by the Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members. Resolutions passed by the Members with requisite majority through postal ballot shall be deemed to have been passed on the last date of e-voting (i.e., Wednesday, November 27, 2024).
6. Please note that there will be no dispatch of physical copies of Notices or Postal Ballot forms to the Members of the Company and no physical ballot forms will be accepted.
7. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days except Saturday and Sunday, between 11.00 a.m. and 01.00 p.m. until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to the Company or RTA from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
8. Process for registration of e-mail address(es): In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members who have registered their e-mail address with the Company / Registrar / Depositories. Member(s), who are yet to register their email address or wish to update their email address, are requested to follow the below process:

Shares held in Physical form	Please submit Form ISR-1 duly filled and signed to M/s Link Intime India Private Limited, Registrar and Share Transfer Agent (RTA) at Unit: CyberTech Systems and Software Limited, C-101, Embassy 247, L.B.S.Marg, Vikhroli (West), Mumbai – 400083 Form ISR-1 is available for download on the RTA website: https://liiplweb.linkintime.co.in/KYC-downloads.html
Shares held in DEMAT form	Please contact your Depository Participant (DP) to register / update your email address and / or other details in your DEMAT account, as per the process advised by your DP.

9. A person who is not a member of the Company on the cut-off date should treat this Postal Ballot Notice for information purposes only.



10. Attention of members is invited to Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023 read with Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023 issued by the Securities and Exchange Board of India (SEBI) for awareness on online resolution of disputes in the Indian Securities Market through common Online Dispute Resolution (ODR) Portal which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. A member shall first take up his / her / their grievance with the Company by lodging a complaint directly with the Company. If the grievance is not redressed satisfactorily, the member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. After exhausting these options for resolution of the grievance, if the member is still not satisfied with the outcome, he / she / they can initiate dispute resolution through the ODR Portal at: <https://smartodr.in/login>

Attention Physical Shareholders!!!

11. SEBI, vide Circular dated 17th November, 2023, has deleted reference to the term ‘freezing/frozen’ and done away with the referral of folios by the RTA / Company to the administering authority under the Prohibition of Benami Property Transactions Act, 1988 and / or Prevention of Money Laundering Act, 2002 in Para 19.2 of “Master Circular for Registrars to an Issue and Share Transfer Agents” dated 17th May, 2023 to mitigate unintended challenges. However it is mandatory for all holders of physical securities of the Company to furnish the following documents / details to the Company’s RTA i.e., Link Intime India Private Limited:
- PAN
 - Nomination
 - Contact Details
 - Bank Account details
 - Specimen Signature

Investors shall submit Form ISR-1 to RTA for updating PAN and other KYC details. In case of mismatch in the signature of the holder in the records of RTA, the investor shall furnish original cancelled cheque and banker’s attestation of the signature as per Form ISR-2 and Request for issue of Duplicate Certificate and other Service Requests as per Form ISR-4. Investors shall continue to use Form SH-13 and Form SH-14 for declaration of nomination and change in nomination respectively. However, in case investor wants to optout of nomination, Form ISR-3 shall be filed. All the Forms are available for download on RTA website: <https://liiplweb.linkintime.co.in/KYC-downloads.html>

12. 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 not be eligible for any payment including dividend, interest or redemption in respect of such folios. The said payments shall be made only through electronic mode with effect from April 01, 2024 after due compliance of KYC of those physical folios.

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

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..

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Remote e-Voting Instructions for shareholders:

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 who have not registered for NSDL 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 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or 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 who have not registered for CDSL Easi/Easiest facility.

- a) To register on **CDSL Easi**, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) To register on **CDSL Easiest**, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- c) Proceed with updating the required fields.
- d) Post registration, user will be provided Login ID and password.
- e) After successful login, user able to see e-voting menu.
- f) 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.

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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 at Sr.No. 2 above). 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.
- 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 or contact on: - Tel: 022 – 4918 6000.

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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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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 shareholder 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**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 this Postal Ballot.****Item no. 1**

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. Justin Bharucha 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 October 23, 2024, appointed Mr. Justin Bharucha (DIN: 02628682) as an Additional Director (designated as Non-Executive and Independent) of the Company with effect from October 23, 2024.

Mr. Justin Bharucha 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. Justin Bharucha as Independent Director would require the approval of members of the Company.

Mr. Justin Bharucha 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).

Mr. Justin Bharucha practice focuses on mergers and acquisitions, finance, infrastructure, and litigious investor exits. His mergers and acquisitions practice includes advising on domestic and offshore acquisitions (ranging from organic joint ventures to venture capital and private equity investments).

The Board is of the view that the association of Mr. Justin Bharucha 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. Justin Bharucha has also expressed his commitment to contribute wholeheartedly to the vision, mission and purpose of Company.

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

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The resolution seeks the approval of members for the appointment of Mr. Justin Bharucha as an Independent Director of the Company for a period of 5 (Five) Consecutive years till October 22, 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 annexure below.

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

A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days except Saturday and Sunday, between 11.00 a.m. and 01.00 p.m. until the last date for receipt of votes by e-voting.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Justin Bharucha are in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors recommends the resolution as set out in Item No. 1 of the Notice for the approval of the Members of the Company as a Special Resolution.

Item no. 2

In recognition of the contributions of Mr. Steven Jeske (DIN: 01964333) to the Company's growth and success through his active role as a Director in the Company, the Board of Directors at their meeting held on October 23, 2024, on the basis of recommendation of the Nomination and Remuneration Committee and Audit Committee, considered and approved the payment upto a maximum of US\$ 100,000 (US\$ Hundred Thousand), each Financial Year, as a bonus for a period of 3 (three) years starting from the financial year 2024-25 upto financial year 2026-27 by CyberTech Systems & Software Inc., USA, the subsidiary company of the Company, payable at discretion of Chairman of the Company in addition to the existing remuneration to Mr. Steven Jeske (DIN: 01964333), Director (Non-Executive and Non-Independent) of the Company, who is holding an office or place of profit as Director in the above-mentioned CyberTech Systems & Software Inc., USA. This Bonus shall be paid over and above the remuneration already paid or payable by CyberTech Systems & Software Inc., USA to Mr. Steven Jeske

Mr. Steven Jeske being a Director (Non-Executive and Non-Independent) of the Company, the payment of bonus shall be deemed to be a related party transaction within the meaning of Section 188 of the Companies Act, 2013, read with Section 2(76) and the Rules made thereunder, and accordingly the approval of the members of the Company by an Ordinary Resolution is being sought in terms of the requirements under the Act and the Rules made thereunder.

The Board of Directors recommends the resolution as set out in Item No. 2 of the Notice for the approval of the Members of the Company as an Ordinary Resolution.

A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days except Saturday and Sunday, between 11.00 a.m. and 01.00 p.m. until the last date for receipt of votes by e-voting.

None of the Directors/ Key Managerial Personnel / their relatives of the Company except Mr. Steven Jeske and his relatives are in any way, concerned or interested, financially or otherwise, in the said Resolution set out at Item No. 2 of the Notice except to the extent of shareholding in the Company, (22,81,433 shares [7.33%] held as on September 30, 2024). Mr. Steven Jeske, being an Interested Director, will not participate in passing of the resolution.



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:

Name of the Director	Mr. Justin Bharucha (DIN: 02628682)	Mr. Steven Jeske (DIN: 01964333)
Date of Birth	23/09/1977	December 09, 1952
Age	47 years	72 years
Nationality	Indian	US
Educational Qualification	B.A. LL.B (Hons.) - National Law School of India University, Bengaluru and LL.M (Corporate & Financial Laws), London School of Economics – London	CPA (US) and MBA - University of Chicago, USA
Date of Appointment	23/10/2024	22/12/2007
Date of First Appointment to the Board	23/10/2024	22/12/2007
Terms and conditions of appointment	Non-Executive and Independent director for a period of five (05) consecutive years not liable to retire by rotation.	Non-Executive Director of the Company liable to retire by rotation.
Brief Resume of the Director including nature of expertise in specific functional areas	Justin Bharucha is the Managing Partner of Bharucha and Partners and an Advocate on Record at the Supreme Court of India. Justin's practice focuses on mergers and acquisitions, finance, infrastructure, and litigious investor exits. His mergers and acquisitions practice includes advising on domestic and offshore acquisitions (ranging from organic joint ventures to venture capital and private equity investments). Justin is developing the Firm's Infrastructure Practice, focusing on ports, roads, and logistics, while also advising clients on anti-corruption and ethics mandates. He chairs the Employment Law Practice and oversees the Firm's Impact Policy Group, focusing on policy engagement, government relations, impact mandates, and pro bono work.	Steven Jeske is the Chief Financial Officer of CyberTech Inc. 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. In 2000, Vish and Steve co-founded Corliant with seed capital from Cisco and several venture capital funds. Corliant designed next generation IP networks for Telecomm and Enterprise clients. In 2007, Corliant was sold to Accenture where it became a core piece of their Cisco internetworking strategy. Steve is a serial entrepreneur having been involved in the formation, financing and growth of several high profile start-ups.
Experience / Nature of expertise in Specific Functional Areas	Legal and Litigation expertise, administration, and governance.	Operations, Finance, Taxation and Business Development
No. of shares held in the Company as on date	Nil	2,281,433 Equity Shares (7.33%)
List of Directorship held in the Companies	1. Social Lens Consulting Private Limited 2. Toolbox India Foundation	CyberTech Systems and Software Limited

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Chairman/Member of the committees of the Board of Directors of the Listed Entity(s) as on date	Nil	Nil
Listed Entities from which resigned as a Director in past three years.	None	None
Number of Board Meetings attended during the year (as on the date of this Notice)	One as special invitee (<i>The Meeting held on October 23, 2024 for considering his appointment</i>)	3 (three) meetings during FY 2024-25
Inter se relationship between the Directors	Justin Bharucha is neither related nor have any inter se relationship with any other existing Director(s) of the Company.	Steven Jeske is neither related nor have any inter se relationship with any other existing Director(s) of the Company.
Information as required under Circular No. LIST/ COMP/14/2018-19 issued by the BSE	Justin Bharucha is not debarred from holding of office of a Director by virtue of any SEBI order or any other such authority.	Steven Jeske is not debarred from holding of office of a Director by virtue of any SEBI order or any other such authority.

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

sd/-

**Sarita Leelaramani
Company Secretary
Membership No.: A35587**

Place: Thane

Date: October 23, 2024

Registered Office:

CyberTech House, Plot No. B-63/64/65,
Road No. 21/34, J.B. Sawant Marg, MIDC,
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