



CyberTech

Systems and Software Limited

REGD OFFICE: `CyberTech House' Plot No. B-63/64/65, Road # 21/34, J.B Sawant Marg, MIDC, Wagle Estate, Thane 400604

• Tel: +91 224283-9200 • Fax: +91-22-4283-9236 • GSTIN 27AAACC1905B1ZE

• CIN L72100MH1995PLC084788 • Email: cssl.investors@cybertech.com • Website: <https://cybertech.com>

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)

Dear Members,

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of CyberTech Systems and Software Limited ("**Company**") by means of Postal Ballot, only by way of remote e-voting process ("**e-voting**"), pursuant to Sections 108 and 110 of the Companies Act, 2013 ("**the Act**"), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") and other applicable provisions of the Act and the Rules, Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 11/2022 dated December 28, 2022, and the latest one being General Circular no. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice are annexed hereto.

The Board of Directors has appointed M/s. Sharma and Trivedi LLP (LLPIN: AAW-6850), a Practicing Company Secretary as the Scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations; (iii) the SS-2; and (iv) MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of M/s. Link Intime India Private Limited, an electronic voting platform of the Company's Registrar and share transfer agent, Link Intime India Private Limited ("**LIPL**") as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting forms part of this Postal Ballot Notice.



The Postal Ballot Notice is also placed on the website of the Company at <https://cybertech.com> and on the website of LIPL at <https://instavote.linkintime.co.in> and shall also be available on the websites of the Stock Exchanges where the shares of the Company are listed i.e. BSE at www.bseindia.com and NSE at www.nseindia.com

The Postal Ballot Notice is being sent only by electronic mode, to those Members whose email addresses are registered with the Company/ Depositories, in accordance with the aforesaid MCA Circulars. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than **5:00 p.m. (IST) on Monday, November 27, 2023**. Remote e-Voting will be blocked immediately thereafter and will not be allowed beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company or any person authorised by the Chairman. The results of the voting conducted through Postal Ballot (through the Remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorised, on or before **Wednesday, November 29, 2023**. The same will be displayed on the website of the Company at <https://cybertech.com> and on the website of LIPL at <https://instavote.linkintime.co.in> and also shall be communicated to BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com, where the Company's equity shares are listed and be made available on their respective websites.

In accordance with SS-2, the resolutions as contained in this Postal Ballot Notice shall be deemed to have been passed at a General Meeting of Members on the last date specified by the Company for E-Voting i.e., **Monday, November 27, 2023** if the same are approved by the members of the Company with requisite majority.



SPECIAL BUSINESS:

To issue and allot equity shares on Preferential Basis:

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (**“the Act”**) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time (**“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time (**“SEBI Listing Regulations”**), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**), BSE Limited and National Stock Exchange of India Limited (together, the **“Stock Exchanges”**) on which equity shares of the Company are listed and/ or any other competent authorities (hereinafter collectively referred to as **“Regulatory Authorities”**) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals (including regulatory approvals), consents, permissions and sanctions as may be necessary or required and such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company (**“Members”**) be and is hereby accorded to the Board to create, offer, issue and allot up to 27,12,500 Equity Shares having a face value of Rs. 10/- (Rupees Ten only) at an issue price of Rs. 153/- (Rupees One Hundred and Fifty Three only) per Equity Shares (including premium of Rs. 143/- (Rupees One Hundred and Forty Three only) per Equity Shares), aggregating to Rs. 41,50,12,500/- (Rupees Forty One Crores Fifty Lakhs Twelve Thousand and Five Hundred Only) (**“Consideration”**) by way of preferential allotment to the below mentioned persons (**“Proposed Allottees”**) at a price not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations.”

The details of the Proposed Allottees and the maximum number of equity shares of the Company proposed to be allotted is set forth in the below table

Sr. No.	Name of the Proposed Allottees	Category	Maximum number of Equity Shares to be allotted
1	Red Banyan Holdings LLC	Promoter Group	10,85,000
2	Indotech Holdings LLC	Public	16,27,500



“RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the floor price of the Equity Shares to be issued and allotted as above as per Chapter V of SEBI ICDR Regulations, is **October 27, 2023**, being the date 30 (Thirty) days prior to the last date for Remote e-Voting for postal ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e., **Monday, November 27, 2023.**”

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

1. The Equity Shares to be issued and allotted shall be fully paid-up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
2. The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to National Stock Exchange of India Limited, BSE Limited and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
3. The Pre-preferential shareholding of the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
4. The Equity Shares to be allotted shall be subject to lock in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.
5. The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.
6. The Proposed Allottees shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
7. Allotment of Equity Shares under the Preferential Issue shall only be made in dematerialized form.
8. The Equity Shares to be allotted to the Proposed Allottees shall be listed on the stock exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottees through private placement offer letter in Form PAS-4 as prescribed under the Companies Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges, receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 42, 62(1)(c) and any other related provisions of the Act and rules and regulations made thereunder, the shareholders hereby accord their approval to the record of private placement offer to be maintained by the Company in Form PAS-5 with details of the Proposed Allottees to whom Equity Shares are proposed to be offered on a preferential allotment basis by way of private placement.”



“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, making applications to the stock exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of the Equity Shares, and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

**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 27, 2023

Registered Office:

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

CIN: L72100MH1995PLC084788

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

Website: <https://cybertech.com>

E-mail: cssl.investors@cybertech.com



Notes:

1. 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://cybertech.com/investor>.
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 20, 2023 (“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., **November 27, 2023**. 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. 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.
6. 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.



Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 09, 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:

1. Individual Shareholders holding securities in demat mode with NSDL

- i. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
- ii. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

- i. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- iii. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.



- iv. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e., LinkIntime and you will be redirected to e-Voting service provider website for casting your 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. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

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

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

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

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

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).



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

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

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

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

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.

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

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical 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>

- ❖ Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- ❖ 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 minimum 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.

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

❖ **Information at a glance.**

Cut-off Date to determine eligible numbers to vote on the resolution	Friday, October 20, 2023
Voting start time and date	09.00 A.M. IST, Sunday, October 29, 2023
Voting end time and date	05.00 P.M. IST, Monday, November 27, 2023
Date on which the resolution is deemed to be passed	Monday, November 27, 2023
Name, address and contact details of RTA	M/s. Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 Tel No.: +918108116767 e-mail : https://www.linkintime.co.in
Name, address and contact details of e-voting service provider	M/s. Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 Tel No.: +918108116767 e-mail : https://www.linkintime.co.in



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER

ITEM NO. 1:

The Equity Shares of CyberTech Systems and Software Limited (“**Company**”) are listed on BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) (together referred to as the “**Stock Exchanges**”). To meet with the requirements of the fund for various purpose, the Board at its meeting held on October 27, 2023, considered and approved the issue of up to 27,12,500 Equity Shares having a face value of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 153/- (Rupees One Hundred and Fifty Three only) per Equity Shares (including premium of Rs. 143/- (Rupees One Hundred and Forty Three only), each payable in cash aggregating up to Rs. 41,50,12,500/- (Rupees Forty One Crores Fifty Lakhs Twelve Thousand Five Hundred Only) on preferential basis to Proposed Allotees subject to the approval of the shareholders in terms of the provisions of the Companies Act, 2013, SEBI ICDR Regulations and SEBI Listing Regulations as amended.

The disclosures in accordance with the Act and SEBI ICDR Regulations and the other applicable provisions of law, are as follows:

a) **Particulars of the offer including date of passing of Board resolution:**

The Board of Directors at its Meeting held on October 27, 2023, has passed the resolution, subject to the approval of the Members and such other approvals as may be required, to issue up to 27,12,500 Equity Shares having a face value of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 153/- (Rupees One Hundred and Fifty Three only) per Equity Shares (including premium of Rs. 143/- (Rupees One Hundred and Forty Three only), aggregating up to Rs. 41,50,12,500/- (Rupees Forty One Crores Fifty Lakhs Twelve Thousand Five Hundred Only) to the Proposed Allotees, for cash consideration, by way of a preferential issue on a private placement basis.

b) **Purpose or Objects of the preferential issue:**

The Company proposes to raise an amount aggregating up to Rs. 41,50,12,500/- (Rupees Forty One Crores Fifty Lakhs Twelve Thousand Five Hundred Only) through the Preferential Issue with an objective to accomplish the Company’s vision to expand its existing activities and increase its competitiveness in the market. The proceeds of the Preferential Issue will be utilized for business activities, general corporate purposes, investment in subsidiaries and financing the future growth opportunities including acquisitions of companies which are yet to be identified.

c) **Kinds of securities offered, maximum number of shares to be issued, and the price at which security is being offered:**

The Company proposes to issue and allot up to 27,12,500 (Twenty Seven Lakh Twelve Thousand Five Hundred) fully paid up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 153/- (Rupees One Hundred and Fifty Three only) per Equity Shares (including premium of Rs. 143/- (Rupees One Hundred and Forty Three only), aggregating up to Rs. 41,50,12,500/- (Rupees Forty One Crores Fifty Lakhs Twelve Thousand Five Hundred Only) payable in cash being not less than the price determined in accordance with the provision of Chapter V of SEBI ICDR Regulations (“**Floor Price**”).



d) Basis or justification on which the price (including premium, if any) has been arrived at:

The equity shares of the company are listed on stock exchanges and are frequently traded in accordance with regulation 164 of the SEBI ICDR Regulations. For the purpose of computation of the price per equity share, National Stock Exchange of India Limited (“NSE”), the stock exchange which has the higher trading volume in respect of the equity shares of the company, during the preceding 90 Trading days prior to the relevant date has been considered. The floor price of Rs. 153/- (Rupees One Hundred and Fifty Three only) is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and it is higher of the following:

(i) 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 152.76/- (Rupees One Hundred Fifty Two and Seventy Six Paise only) per Equity Shares

(ii) 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 152.03/- (Rupees One Hundred Fifty Two and Three Paise only) per Equity Shares

The Board proposes to issue the Equity Shares at an issue price of Rs. 153/- (Rupees One Hundred and Fifty Three only) per Equity Shares, which is not less than the floor price determined in accordance with SEBI ICDR Regulations. The Board found the price to be justified. Further a certificate has been obtained from M/s. Sharma and Trivedi LLP (LLPIN: AAW-6850), a Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation.

e) Amount which the Company intends to raise by way of such securities/ size of the issue:

Up to Rs. 41,50,12,500/- (Rupees Forty One Crores Fifty Lakhs Twelve Thousand Five Hundred Only)

f) Relevant Date with reference to which the price has been arrived at:

The relevant date for the purpose of determination of the floor price of the Equity Shares to be issued and allotted as above as per SEBI ICDR Regulations and other applicable laws is Friday, October 27, 2023, being the date 30 (Thirty) days prior to the last date for Remote e-Voting for postal ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e. Monday, November 27, 2023.

g) Principal terms of assets charged as securities:

Not applicable.

h) Class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees belonging to the Promoter and Public category as set out below:

Sr. No.	Name of Proposed Allottees	Category
1	Red Banyan Holdings LLC	Promoter Group
2	Indotech Holdings LLC	Public



i) Intention of promoters, directors or key managerial personnel or senior management of the Company to subscribe to the offer:

Red Banyan Holdings LLC, Promoter Group of the Company intends to subscribe to the preferential issue for the number of Equity shares mentioned above. No other promoters, directors or key managerial personnel or senior management intends to subscribe to the proposed preferential issue.

j) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and name and address of valuer who performed valuation:

Not applicable.

k) Timeframe/ proposed time schedule, within which the preferential issue/allotment shall be completed:

As required under the SEBI ICDR Regulations, preferential allotment of Equity Shares to the Proposed Allottees pursuant to the special resolution shall be completed within a period of 15 (fifteen) days from the date of passing of special resolutions. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchanges or other concerned authorities.

l) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees:

The following are the disclosures of Ultimate Beneficial Ownership details as applicable:

Sr. No.	Name of Proposed Allottees	Category	Ultimate Beneficial Ownership
1	Red Banyan Holdings LLC	Promoter Group	Viswanath Tadimety (also known as Vish Tadimety) Sukhada Tadimety
2	Indotech Holdings LLC	Public	Paul Jacob Dangermond Laura Catherine Dangermond

m) Percentage of post preferential issue capital that may be held by the Proposed Allottees and change in control, if any, in the company that would occur consequent to the preferential offer:

Details of shareholding of Proposed Allottees in the Company, prior to and after the proposed preferential issue, are as under:

Name of the Proposed Allottees	Category	Pre-Preferential Issue		Proposed issue of Equity Shares	Post-Allotment of Equity Shares pursuant to the Preferential Issue	
		No. of equity shares held	%		No. of equity shares to be held	%
Red Banyan Holdings LLC	Promoter Group	6,50,000	2.28	10,85,000	17,35,000	5.56
Indotech Holdings LLC	Public	39,00,000	13.70	16,27,500	55,27,500	17.72



There shall be no change in the management or control over the Company pursuant to the aforesaid preferential issue.

n) Current and proposed Status of the Proposed Allottees post preferential issue:-

Sr. No.	Name of Proposed Allottees	Current Status	Proposed Status
1	Red Banyan Holdings LLC	Promoter Group	Promoter Group
2	Indotech Holdings LLC	Public	Public

o) Lock-in Period:

The Equity Shares to be issued and allotted shall be locked-in for such period as per the requirement of the provisions of the SEBI ICDR Regulations.

p) Undertakings:

As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of Equity Shares shall not be applicable. However, the Company shall re-compute the price of the Equity Shares to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Equity Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

q) Other disclosures:

- The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- Neither the Company nor its Promoter, Directors or Promoter Group have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. None of the Promoter, members of the Promoter Group or Directors of the Company is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the financial year 2023-24.

r) Shareholding pattern of the Company before and after the Preferential Issue:

Please refer **Annexure - A** to this Notice for details.

s) Certificate of a practicing company secretary

The certificate from M/s. Sharma and Trivedi LLP (LLPIN: AAW-6850), a Practicing Company Secretary, certifying that the proposed preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the voting period and is also hosted on website of the Company which can be accessed at the link: <https://cybertech.com>.



In accordance with the provisions of Sections 23, 42 and 62 of the Act, read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Proposed Allottees are being sought by way of a Special Resolution as set out in the said item of the Notice.

Issue of the Equity Shares pursuant to the preferential issue would be within the authorised share capital of the Company.

The Board of Directors believe that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

None of the Directors (except Mr. Vish Tadimety and Ms. Amogha Tadimety by virtue of Red Banyan Holdings LLC, a member of the Promoter Group, being one of the Proposed Allottees), Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as members in general, in the said resolution.

**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 27, 2023

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



Annexure - A

Shareholding pattern of the Company before and after the Preferential Issue

Sr. No.	Category	Pre issue No. of Shares	Pre Issue %	Post issue No. of Shares	Post Issue %
A. Promoter and Promoter Group					
1.	Indian				
a.	Individual	1,63,395	0.57	1,63,395	0.52
	Sub Total (A)(1)	1,63,395	0.57	1,63,395	0.52
2.	Foreign (A)(2)				
a.	Individuals/ (Non-Resident Individuals/ Foreign Individuals)	94,38,284	33.15	94,38,284	30.26
b.	Bodies Corporate	6,50,000	2.28	17,35,000	5.56
	Sub Total (A)(2)	1,00,88,284	35.43	1,11,73,284	35.83
	Total Promoter Shareholding A = (A)(1) + (A)(2)	1,02,51,679	36.00	1,13,36,679	36.35
B. Non-Promoter Group – Public					
1	Institutions				
a.	Institutions	-	-	-	-
	Sub-Total B (1)	-	-	-	-
2	Non- Institutions				
a.	Directors / KMP	2,22,681	0.78	2,22,681	0.71
b.	Non-Resident Indians (NRIs)	16,30,466	5.73	16,30,466	5.23
c.	Foreign Nationals	14,15,000	4.97	14,15,000	4.54
d.	Foreign Companies	39,00,000	13.70	55,27,500	17.72
e.	Bodies Corporate	2,35,987	0.83	2,35,987	0.76
f.	Others (Including Individuals, IEPF, Clearing Member, LLP, HUF and Trusts)	1,08,17,280	37.99	1,08,17,280	34.69
	Sub-Total B (2)	1,82,21,414	64%	1,98,48,914	63.65%
	Total Public Shareholding B = (B)(1) + (B)(2)	1,82,21,414	64%	1,98,48,914	63.65%
	Total A+B	2,84,73,093	100%	3,11,85,593	100%