



CyberTech

Systems and Software Limited

REGD OFFICE: CyberTech House, Plot No. B-63/64/65, Road No. 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 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014

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, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, 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 resolution enunciated below is proposed for the appointment of Mr. Rahul Mehta (DIN:00404552), as a Non-Executive and Independent Director, be passed by the members of the Company (as on the 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 resolution 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.

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 July 16, 2023. 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. July 16, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.



SPECIAL BUSINESS

Appointment of Mr. Rahul Mehta (DIN: 00404552), 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 the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, recommendation and approval of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, Mr. Rahul Mehta (DIN: 00404552), who was appointed as an Additional Director (Non-Executive and Independent) of the Company with effect from April 27, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) Consecutive financial years till April 26, 2028, and that he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby severally authorized to prepare, sign and to file necessary forms with Registrar of Companies, and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution including issuance of certified true copy of this resolution to the concerned authorities/entity(ies) and they be requested to rely upon the authority of the same.”

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

**sd/-
Sarita Leelaramani
Company Secretary
Membership No.: A35587**

Place: Thane

Date: June 15, 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

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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 June 09, 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., July 16, 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. 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. Sunday, July 16, 2023).
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.



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 redirected 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:

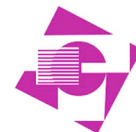
1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click 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, June 09, 2023
Voting start time and date	09.00 A.M. IST, Saturday, June 17, 2023
Voting end time and date	05.00 P.M. IST, Sunday, July 16, 2023
Date on which the resolution is deemed to be passed	Last date of voting i.e. Sunday, July 16, 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(1) of the Companies Act, 2013 setting out material facts in respect of Special Business to be transacted at the AGM.

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on April 27, 2023, appointed Mr. Rahul Mehta (DIN: 00404552) as an Additional Director (Non-Executive and Independent) of the Company with effect from April 27, 2023, for a period of 5 (Five) Consecutive financial years till April 26, 2028, on the recommendation of the Nomination and Remuneration Committee, subject to the approval of the members by way of special resolution.

Mr. Rahul Mehta 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 his consent in writing to act as Director, intimation that he is not disqualified under Section 164(2) of the Companies Act, 2013 and a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

The resolution seeks the approval of members for the appointment of Mr. Rahul Mehta as an Independent Director of the Company for a period of 5 (Five) Consecutive financial years till April 26, 2028, 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.

The brief profile of Mr. Rahul Mehta and other relevant information as required under SEBI LODR Regulations and SS-2 are provided hereunder.

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. Rahul Mehta are in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors of your Company recommends the resolution as set out in this notice for the approval of the shareholders of the Company, to be passed as a Special 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.

1. Brief profile (in case of appointment) –

Mr. Rahul Mehta is qualified to be appointed as an Independent Director, he is having experience of over 20 years in financial services industry across the United States and India. He has invested capital across venture capital, private equity and most recently public markets in India. He is Chief Investment Officer of Paragon Partners Equity Fund which manages public market investments for HNIs/institutional investors. Prior to joining Paragon Partners, he has served as a Director and Country Head for Argonaut Private Equity for 10 years. While at Argonaut, he invested capital in public markets primarily in the financials and consumer sectors. Prior to Argonaut, he was a Principal at Blue River Capital where he sourced and executed transactions across a variety of sectors including financial services, manufacturing and media. He has also held positions at Chrys Capital, one of India's largest independent private equity firms, Greenhill & Co in New York and Merrill Lynch in its investment banking division. As far as his professional qualification is concerned he is a graduate from Magna Cum Laude with a BA in Mathematics and Economics from Cornell University and holds an MBA from MIT's Sloan School of Management, USA.

2. Date of Birth –

March 05, 1976.

3. Age –

47 years.

4. Qualifications –

Mr. Rahul Mehta is a graduate from Magna Cum Laude with a BA in Mathematics and Economics from Cornell University and holds an MBA from MIT's Sloan School of Management, USA.

5. Experience –

Kindly refer the brief profile of the Director.

6. Terms and Conditions of appointment –

As per the resolution mentioned in this Notice read along with the explanatory statement thereto.

7. Date of first appointment on Board, last drawn remuneration and number of Board meetings attended –

It is proposed to appoint Mr. Rahul Mehta as Director for his first term on the Board and hence, these details are not applicable.



- 8. Nature of expertise in specific functional areas –**
Leadership, Investment Management, Risk Management and Business Management.
- 9. Disclosure of relationships between the Directors inter-se –**
NIL
- 10. Names of other listed entities in which the person also holds the directorship and the membership of Committees of the Board –**
NIL
- 11. Names of the listed entities in which the person has resigned in the past three years –**
NIL
- 12. Shareholding of Non - executive Directors in the listed entity, including shareholding as a Beneficial Owner –**
NIL
- 13. In case of Independent Director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements –**
The Board was satisfied that the appointment of Mr. Rahul Mehta is justified due to the following reasons:
- Mr. Rahul Mehta has extensive experience in financial services industry across the United States and India.
 - His experience as a Chief Investment Officer managing public market investments for HNIs/institutional investors.
 - His deep knowledge and expertise in Leadership, Investment Management, Risk Management and Business Management.

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

sd/-
Sarita Leelaramani
Company Secretary
Membership No.: A35587

Place: Thane

Date: June 15, 2023

Registered Office:

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