

REPORT ON CORPORATE GOVERNANCE

[As per Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR")]

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. Since inception, CyberTech Systems and Software Limited ("the Company/CyberTech") has been adopting best practices in the area of Corporate Governance as a means of effectively protecting and enhancing all the stakeholders' value. It would be our endeavor to nurture sustained growth with increased profit margins and enhanced shareholders' value.

2. BOARD OF DIRECTORS

The Board is responsible for and committed to sound principles of Corporate Governance in the Company. The Board, along with its committees, provides leadership and guidance to the management and directs and supervises the performance of the Company, thereby, enhancing stakeholders' value.

The Board provides strategic guidance and independent views to the Company's senior management while discharging its fiduciary responsibilities.

a. Composition

The Board has an optimum combination of Executive and Non-executive Directors in order to have a balanced Board Structure. As on March 31, 2025, the strength of the Board of Directors is Nine (9) Directors comprising of Eight (8) Non-Executive Directors including Two (2) Women Directors. Out of total number of Directors, Five (5) are Independent Directors who constitute more than one-half of the total strength of the Board, which is in compliance with the requirements of Regulation 17 of the SEBI (LODR) Regulations, 2015 read with Sections 149 and 152 of the Act. All Directors are competent and experienced personalities in their respective fields.

The Board periodically evaluates the need for change in its size and composition. The present strength of the Board reflects a judicious mix of professionalism, competence and sound knowledge which enables the Board to provide effective leadership to the Company.

None of the Directors on the Board:

- holds Directorships in more than Twenty (20) Indian Companies and in more than Ten (10) public companies;
- is a member of more than Ten (10) committees or chairman of more than Five (5) committees across all the public companies in which he or she is a Director;
- serves as a Director or as an Independent Director in more than Seven (7) listed entities; and
- serving as a Whole-time Director/Managing Director serves as an Independent Director in more than three (3) listed entities.

Necessary disclosures regarding Committee positions in other public companies as on March 31, 2025 have been made by the Directors.

Independent Directors are Non-executive Directors as defined under Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and Section 149(6) of the Act and rules made thereunder. The maximum tenure of Independent Directors is in compliance with the Act. Based on the declarations received from the Independent Directors, the Board had confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and Section 149(6) of the Act and they are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Composition of the Board, details of other directorships, committee positions as on March 31, 2025 are given below:

Sr. No.	Name of the Director	Directors Identification Number (DIN)	Category of Directors	No. of Directorships held (including CyberTech)*	No. of Membership/ Chairmanship in Board Committees (including CyberTech)**	
					Chairman	Member
1.	Mr. Vish Tadimety	00008106	Non-Executive Chairman and Promoter Director	1	NIL	NIL
2.	Mr. Ramasubramanian Sankaran	05350841	Executive Director	1	NIL	1
3.	Mr. Steven Jeske	01964333	Non-Executive and Non-Independent Director	1	NIL	NIL
4.	Ms. Amogha Tadimety	06952042	Non-Executive and Non-Independent Director	1	NIL	NIL
5.	Mr. Haresh Desai	00349597	Non-Executive and Independent Director	1	2	NIL
6.	Mr. Justin M. Bharucha	00361911	Non-Executive and Independent Director	1	NIL	NIL
7.	Mr. Anant Amdekar	03273896	Non-Executive and Independent Director	1	NIL	2
8.	Ms. Angela C. Wilcox	08068715	Non-Executive and Independent Director	1	NIL	NIL
9.	Mr. Rahul Metha	00404552	Non-Executive and Independent Director	1	NIL	1

Notes:

*Number of Directorships held excludes Directorships in Private Limited Companies, Foreign Companies, Companies under Section 8 of the Act and Alternate directorships.

**Only covers Membership/Chairmanship of Audit Committee and Stakeholders' Relationship Committee of Listed and Unlisted Public Limited Companies.

The details of Directorships held in other Listed Companies as on March 31, 2025 are given below:

Sr. No.	Name of the Director	Directorship held in other Listed Companies	Category of Directorship
1.	Mr. Vish Tadimety	NIL	NIL
2.	Mr. Ramasubramanian Sankaran	NIL	NIL
3.	Mr. Steven Jeske	NIL	NIL
4.	Ms. Amogha Tadimety	NIL	NIL
5.	Mr. Haresh Desai*	NIL	NIL
6.	Mr. Justin M. Bharucha*	NIL	NIL
7.	Mr. Anant Amdekar*	NIL	NIL
8.	Ms. Angela C. Wilcox	NIL	NIL
9.	Mr. Rahul Metha	NIL	NIL

***Note:**

a) Mr. Haresh Desai was appointed as Director (Non-Executive - Independent) w.e.f. April 30, 2024 upto April 29, 2029. Further, his appointment was approved by the members through Postal Ballot via Special Resolution passed on July 17, 2024.

b) Mr. Anant Amdekar was appointed as Director (Non-Executive - Independent) w.e.f. July 24, 2024 upto July 23, 2029. Further, his appointment was approved by the members at the 29th Annual General Meeting of the Company held on September 26, 2024.

c) *Mr. Justin M. Bharucha was appointed as Director (Non-Executive - Independent) w.e.f. October 23, 2024 upto October 22, 2029. Further, his appointment was approved by the members through Postal Ballot via Special Resolution passed on November 27, 2024.*

The Board of Directors met Four (04) times during the year under review. The date of the Board Meetings and attendance thereat are furnished hereunder:

Date of Board Meeting	April 30, 2024	July 24, 2024	October 23, 2024	January 24, 2025
Board Strength as on the date of Board Meetings	11	12	9	9
No. of Directors Present	10	11	8	8

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the Meetings.

The Company Secretary attends the Board Meetings and advises the Board on Compliances with applicable laws and governance processes. During the year, the Board of Directors accepted all recommendations of the Committees of the Board, which were statutory in nature and required to be recommended by the Committee and approved by the Board of Directors, is in compliance with Schedule V of the Listing Regulations.

b. Attendance of individual Directors at the Board Meetings and last AGM:

Name of the Director	No. of Board Meetings held during year	No. of Board Meetings Attended	Attendance at last AGM
Mr. Vish Tadimety	4	4	Attended
Mr. Haresh Desai	4	4	Attended
Mr. Sudhir Joshi*	2	2	Attended
Dr. N. L. Sarda*	2	2	Attended
Mr. M. P. Bharucha*	2	2	Attended
Dr. Shreepad Karmalkar*	2	1	Attended
Mr. Justin M. Bharucha	2	1	Attended
Mr. Anant Amdekar	3	3	Attended
Mr. Steven Jeske	4	4	Attended
Mr. Ramasubramanian Sankaran	4	4	Attended
Ms. Amogha Tadimety	4	3	Attended
Ms. Angela C. Wilcox	4	3	Not Attended
Mr. Rahul Metha	4	4	Attended

*have ceased to be Independent Directors of the Company with effect from September 30, 2024 due to completion of their second consecutive term as an Independent Directors of the Company

c. Inter-se relationships amongst Directors

As on March 31, 2025, there is no inter-se relationship among the Directors except Ms. Amogha Tadimety, Non-Executive and Non-Independent Director is the daughter of Mr. Vish Tadimety, Non-Executive Chairman and Promoter Director of the Company.

d. Number of Shares and Convertible instruments held by Directors

The following Directors are holding Shares of the Company as on March 31, 2025:

Sr. No.	Name of the Director	Category of Directorship	No. of Shares held*	Percentage to the paid up share capital
1.	Mr. Vish Tadimety	Non-Executive Chairman and Promoter Director	44,34,139	14.24
2.	Mr. Steven Jeske	Non-Executive and Non-Independent Director	22,81,433	7.33
3.	Ms. Amogha Tadimety	Non-Executive and Non-Independent Director	8,04,320	2.58
4.	Mr. Ramasubramanian Sankaran	Executive Director	2,02,531	0.65
5.	Mr. Hareesh Desai	Non-Executive and Independent Director	4,200	0.01

*The Company has not issued any convertible instruments.

e. Independent Directors

The Company has on its Board, a group of eminent Independent Directors who have brought in an independent judgement to the Board's deliberations including issues of strategy, risk management and overall governance. They have played a pivotal role in safeguarding the interests of all stakeholders.

The Independent Directors of the Company fulfill the criteria of independence, which are given under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and have given declaration of independence as per the requirements. Based on the disclosures received from the Independent Directors, the Board has confirmed that in their opinion, the Independent Directors fulfil the conditions specified under the Act and SEBI (LODR) Regulations, 2015 and are independent of the management and are also in compliance with the limit on Independent Directorship of listed Companies as prescribed under Regulation 17A of the SEBI (LODR) Regulations, 2015. The Draft Letter of Appointment of Independent Directors is available on the website of the Company at <https://investors.cybertech.com/financialReports/IndependentDirectorAppointmentLetter.pdf>

During the year under review, a separate meeting of Independent Directors of the Company, as required under Schedule IV of the Act and Regulation 25(3) of the SEBI (LODR) Regulations, 2015 was held on February 24, 2025 without the attendance of Non-Independent Directors and the members of the management, inter-alia, to discuss the following:

- Review the performance of Non-Independent Directors and the Board of Directors as a whole;
- Review the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors; and
- Assess the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Upon the conclusion of the meeting, the Independent Directors expressed their overall satisfaction on the performance of the other Directors and the Board as a whole and some suggestions were being discussed with the Promoter Director. They also expressed their satisfaction over the quality, content and timeliness of flow of information between the Company's management and the Board/ Committees of the Board from time to time and performance of Chairman of the Company.

f. Matrix chart of core Skills / Expertise / Competence of the Board of Directors

The Board of Directors has adopted the policy on Board Diversity. It seeks to maintain a Board comprised of talented and dedicated Directors with a diverse mix of expertise, experience and skills. The skills and backgrounds collectively represented on the Board reflect the diverse nature of the business environment in which the Company operates.

Pursuant to the Listing Regulations, a matrix chart setting out the core skills/ expertise/ competence of the Board is mentioned below:

Name of the Director	Information Technology	knowledge in Company's sector	Risk Management System	Corporate Governance, Human Resource Development and Administration	Marketing Strategy, Competitive Analysis, Innovation and Research and Development	Stakeholders Relationship
Mr. Vish Tadimety	✓	✓	✓	✓	✓	✓
Mr. Haresh Desai	✓	✓	✓	✓	✓	✓
Mr. Justin M. Bharucha	✓	✓	✓	✓	✓	✓
Mr. Anant Amdekar	✓	✓	✓	✓	✓	✓
Mr. Steven Jeske	✓	✓	✓	✓	✓	✓
Mr. Ramasubramanian Sankaran	✓	✓	✓	✓	✓	✓
Ms. Amogha Tadimety	✓	✓	✓	✓	✓	✓
Ms. Angela C. Wilcox	✓	✓	✓	✓	✓	✓
Mr. Rahul Mehta	✓	✓	✓	✓	✓	✓

Note: These skills/competencies are broad-based, encompassing several areas of expertise/experience as shown in the table above. Each Director may possess varied combinations of skills/experience within the described set of parameters.

g. Familiarization Programme

Pursuant to the provision of Regulation 25(7) of the SEBI (LODR) Regulations, 2015, the Company has in place Familiarization Programme for Independent Directors to familiarize them about the Company and their role, rights and responsibilities in the Company, the industry in which the Company operates and business model etc.

The Familiarization Programme and details of the Programme imparted during 2024-25 are uploaded on the website of the Company and can be accessed through web-link: <https://investors.cybertech.com/investors/boardofdirectors.aspx#box6>

h. Information placed before the Board of Directors

Among others, information placed before the Board includes:

- Annual operating plans, Budgets and updates thereof. Quarterly, half-yearly and annual financial results of the Company as per the format prescribed in SEBI (LODR) Regulations, 2015.
- Minutes of the Meetings of the Board of Directors and Committees of the Board.
- The information on recruitment and remuneration of senior officers below the Board level, including the appointment or removal, if any, of Chief Financial Officer and Company Secretary.
- Status of important/material litigations etc.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order, which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.

- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards royalty, goodwill, brand equity or intellectual property.
- Any significant development in human resources/ industrial relations front, as and when it occurs.
- Sale of material nature of investments, assets which are not in the normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement, if material.
- Non-Compliance of any regulatory, statutory nature or listing requirements and shareholders' service, such as non-payment of dividend, delay in share transfer, if any, and other steps taken by the Company to rectify instances of non-compliances, if any.

(I) **Confirmation of Independence**

Based on the declarations received from the Independent Directors, the Board of Directors is of opinion that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and Section 149(6) of the Act and they are independent of the management.

3. COMMITTEES OF THE BOARD

The Company has four Board-level Committees namely, Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee.

All decisions pertaining to the constitution of Committees, terms of reference, etc. are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the Financial Year 2024-25 and the attendance thereto, are provided below:

i) **Audit Committee**

a) **Terms of reference**

Sr. No.	Particulars	Frequency
1	Financials: ⇒ Overseeing the Company's financial reporting process and disclosure. ⇒ Reviewing, with the management, the quarterly, half-yearly and annual financial statements and audit report thereon and statement of application of funds raised through an issue. ⇒ Scrutinising inter-corporate loans and investments. ⇒ Valuation of undertakings or assets, wherever necessary. ⇒ Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.	Quarterly/ Half Yearly / Annually
2	Audits: ⇒ Recommending to the Board, appointment, remuneration, terms of appointment and payments for any other services of Statutory Auditor, Cost Auditors, Secretarial Auditor and Internal Auditors ('Auditors'). ⇒ Review and discussions with the Auditors, without the presence of the Management, on their independence, performance, effectiveness of audit process, adequacy of the internal control systems and significant findings, if any, and investigations thereof, into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.	Annually
3	Vigil mechanism: ⇒ Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances. ⇒ Complaints received under Whistle Blower Policy and adequacy of action taken thereunder. ⇒ Evaluating internal financial controls, accounting policies and risk management systems. ⇒ Adoption and review of codes and policies	Quarterly

4	Appointment of Chief Financial Officer (CFO): Approving the appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate.	Event Based
5	M&A Transactions: Consider and comment on rationale, cost-benefits and impact of schemes involving mergers, demerger, amalgamation etc., on the listed entity and its shareholders	Event Based
6	Other responsibilities applicable under law: i. Internal control procedures and accounting policies. ii. Audited Financial Statements of the subsidiaries. iii. Compliances under SEBI (Prohibition of Insider Trading) Regulations, 2015 and decisions on deviations, if any, thereunder. iv. Related Party Transactions including independent assessment and third-party affirmation thereto	Quarterly

All the recommendations of the Audit Committee were accepted by the Board. As a part of its annual process.

b) Key Matters considered by the Audit Committee:

Sr. No.	Particulars	Frequency
1	Review and recommendation of Audited standalone and consolidated financial statements of the Company and its subsidiaries	Annually
2	Review and recommendation of Unaudited standalone and consolidated financial statements of the Company and its subsidiaries	Quarterly
3	Review of the related party transactions during preceding quarter	Quarterly
4	Review, approval and recommendation of related parties transactions to the Board.	Periodically
5	Omnibus approval for the related party transactions proposed to be entered into by the Company	Periodically
6	Review of Internal Audit report and presentation to evaluate the internal financial controls and risk management systems	Quarterly
7	Review the Audited Financial Statements of the subsidiaries, in particular the investments	Quarterly
8	Review of investment made, loans given, guarantee / securities provided	Quarterly
9	Recommendation for appointment (re-appointments), remuneration and terms of appointment of Auditors of the Company	Annually
10	Approval of payment to statutory auditors for any other services rendered by the statutory auditors	Annually
11	Review and monitor the report on whistle blower incidents	Quarterly
12	Review and monitor the auditor's independence and performance and effectiveness of audit process	Annually
13	Review with the Management, performance of statutory and internal auditors, adequacy of the internal control systems	Annually
14	Review compliances with SEBI (Prohibition of Insider Trading) Regulations, 2015	Quarterly
15	Review and oversight of Code of Conduct and policies	Periodically

c) Governing Policies:

- a) Related Party Transaction ('RPT') Policy** -The Related Party Transaction Policy aims at enhanced transparency and due process for identification of related parties and approval of the related party transactions. In line with the Act and Listing Regulations and the amendments thereof, the Related Party Transaction Policy enumerates the minimum information to be provided by the Management for the Audit Committee to review the transactions which is available on the Company's website and accessible through weblink: <https://investors.cybertech.com/investors/corporatepolicies.aspx>

The details of all transactions with related parties are periodically placed before the Audit Committee for their review and noting. The Company had entered into related party transactions as set out in notes to financial statements, which do not have potential conflict with the interests of the Company at large. All RPTs entered into by the Company, were approved by the Audit Committee and were in the ordinary course of business and at arm's length basis. The percentage of RPTs against the consolidated revenue is minuscule.

The related party transactions are reviewed by external consultants on quarterly basis and their report is presented to the Audit Committee for their review. Pursuant to Regulation 23(9) of the Listing Regulations, the Company has filed the half yearly reports on related party transactions with the stock exchanges on which the shares of the Company are listed.

- b. Whistle Blower Policy:** The Company has designed a Whistle Blower Policy to establish a framework for receiving complaints related to any allegations of corruption, wilful misuse of power or discretion, unethical behavior, actual or suspected fraud, leakage or potential leakage of unpublished price-sensitive information, or violations of the Code of Business Conduct and Ethics for Board of Directors and Employees. It provides a platform to report such concerns against any employee or public servant and ensures a process for investigating these disclosures. Additionally, the policy offers safeguards to protect individuals making complaints, provided the disclosure is made in good faith and within a reasonable timeframe.

Salient features of the Whistle Blower Policy: Whistle Blower Policy aims to provide secured environment and requires all employees to act responsibly to defend the reputation of the Company and maintain public confidence. This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business.

Role of Audit Committee in Whistle Blower mechanism:

- The Audit Committee oversees the vigil mechanism process of the Company in accordance with the provisions of the Act.
- The Chairman of the Audit Committee has direct access to the designated email ID: audit.committee@cybertech.com for receiving complaints under the Whistleblower Policy.
- The Policy outlines the process for the Whistle Officer to segregate complaints, the investigation conducted by the Whistle Committee, and subsequent reporting to the Audit Committee.
- In alignment with good corporate governance practices, the Company encourages the raising of concerns and reporting incidents related to malpractices, including financial irregularities, fraud, unlawful acts, employee misconduct and violations of the Company's codes and policies.
- A report detailing the functioning of the mechanism, including the complaints received and actions taken, is presented to the Audit Committee on a quarterly basis.

Complaints raised during the year:

During the year under review, no complaint was received.

The Whistle Blower Policy is available on the website of the Company and can be accessed through weblink: <https://investors.cybertech.com/investors/corporatepolicies.aspx>

d. Composition and attendance at Audit Committee Meetings:

As on March 31, 2025, the Audit Committee comprises of three (3) Independent Directors as its Members. All the Members of the Audit Committee are qualified, experienced and possess sound knowledge of finance, accounting practices and Internal Controls.

During the year under review, four (04) meetings were held viz., on April 30, 2024, July 24, 2024, October 23, 2024, and January 24, 2025.

The Composition of Audit Committee and details of attendance of the members during the year 2024-25 are as under:

Name	Designation & Category	No. of Meetings attended (held)
Mr. Sudhir Joshi (till Sept 29, 2024)	Chairman, Independent Director	2
Dr. N. L. Sarda (till Sept 29, 2024)	Member, Independent Director	2
Dr. Shreepad Karmalkar (till Sept 29, 2024)	Member, Independent Director	Nil
Mr. Haresh Desai (w.e.f. Sept 30, 2024)*	Chairman, Independent Director	2
Mr. Anant Amdekar (w.e.f. Sept 30, 2024)*	Member, Independent Director	2
Mr. Rahul Mehta (w.e.f. Sept 30, 2024)*	Member, Independent Director	2

* The Audit Committee was reconstituted with effect from September 30, 2024, due to completion of term of Independent Directors of the prior Committee.

The Chief Financial Officer and representatives of the Statutory Auditors, Internal Auditors and Secretarial Auditors are the permanent invitees to the Audit Committee Meetings. The Audit Committee invites the other executives of the Company, as it considers appropriate. All the members of the Audit Committee are financially literate and have requisite accounting and financial management expertise.

The Chairman of the Audit Committee attended the 29th Annual General Meeting in compliance with Regulation 18(1)(e) of SEBI (LODR) Regulations, 2015. The Company Secretary of the Company acts as the Secretary of the Audit Committee.

ii) Nomination and Remuneration Committee

The Nomination and Remuneration Committee ("NRC") is constituted in accordance with Section 178 of the Act and Regulation 19 of SEBI (LODR) Regulations, 2015. During the year under review, the composition of the NRC changed due to completion of term of the Independent Directors of the Company.

a) Nomination and Remuneration Policy

The Company had formed a Nomination and Remuneration policy in accordance with the provisions of the Act and the SEBI Listing Regulations to harmonize the aspirations of human resources, consistent with the goals of the Company which, inter-alia, includes Company's Policy on Board Diversity, selection, appointment and remuneration of Directors, criteria for determining qualifications, positive attributes, independence of a Director and criteria for performance evaluation of the Directors.

The terms of reference of the Nomination and Remuneration Committee are available on the website of the Company and are accessible through https://investors.cybertech.com/investors/corporate_policies.aspx The relevant extract of the terms of reference of Nomination and Remuneration Committee are as follows:

- Recommend to the Board the setting up and composition of the Board and its committees.
- Recommend to the Board the appointment/ re-appointment of Directors and Key Managerial Personnel.
- Recommend to the Board the Remuneration Policy for Directors, executive team and Key Managerial Personnel & other employees.
- Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

b) Composition and attendance at Nomination and Remuneration Committee Meetings

During the year under review, one (01) meeting of the Nomination and Remuneration Committee was held on March 17, 2025.

The Composition of the Nomination and Remuneration Committee and details of attendance of the members during the year 2024-25 are as under:

The Nomination and Remuneration Committee was reconstituted with effect from September 30, 2024 with following members due to completion of the term of our Independent Directors of the prior Committee:

Sr. No.	Name	Designation & Category	No. of Meetings attended (held)
1	Mr. Sudhir Joshi (till Sept 29, 2024)	Chairman, Independent Director	Nil
2	Mr. M.P. Bharucha (till Sept 29, 2024)	Member, Independent Director	Nil
3	Mr. Vish Tadimety	Member, Non-Executive and Non-Independent Director	Nil
4	Dr. N. L. Sarda (till Sept 29, 2024)	Member, Independent Director	Nil
5	Dr. Shreepad Karmalkar (till Sept 29, 2024)	Member, Independent Director	Nil
6	Mr. Haresh Desai (w.e.f. Sept 30, 2024)*	Chairman, Independent Director	1
7	Mr. Rahul Mehta (w.e.f. Sept 30, 2024)*	Member, Independent Director	1
8	Ms. Angela Wilcox (w.e.f. Sept 30, 2024)*	Member, Independent Director	1

*The Company Secretary acts as the Secretary to the Committee. Mr. Sudhir Joshi, Independent Director and the Chairman of the Nomination and Remuneration Committee attended the 29th Annual General Meeting.

c) Performance Evaluation

Pursuant to the provisions of the Act and SEBI (LODR) Regulations, 2015, the Board has carried out the Annual Performance Evaluation of the Directors individually as well as the evaluation of the working of its Committees on January 24, 2025. The performance evaluation criteria for Independent Directors are determined by an indicative list of factors on which evaluation was carried out and it includes, participation and contribution by a Director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment.

The Board of Directors at its meeting held on January 24, 2025, has noted the overall feedback on the performance of the Directors and the Board as a whole and its Committees. The overall outcome of this exercise to evaluate effectiveness of the Board and its Committees was positive and members expressed their satisfaction.

The Independent Directors at their separate meeting held on February 24, 2025, reviewed the performance of the Chairman, Executive Director and other Non-Executive Directors on the Board of the Company. They also assessed the quality, content and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The criteria for performance evaluation are as under:

❖ **For Chairperson:**

The criteria for evaluation of Chairperson, inter-alia, includes his leadership, his ability to conduct meetings, ability to elicit inputs from all the members, ability to table and openly discuss challenging matters, attendance at meetings, assistance to Board in formulating policies and setting standards, accessibility, ability to analyze strategic situations, ability to project positive image of the Company, compliance with regulatory requirements, impartial in conducting discussions, sufficiently committed to the Board, ability to keep shareholders' interest in mind during discussions and decisions.

❖ **For Executive Directors:**

The criteria for evaluation of Executive Directors, inter-alia, includes their ability to elicit inputs from all members, ability to table and openly discuss challenging matters, attendance and participation at meetings, integrating quality and re-engineering, capitalize on opportunities created by economic and technological changes, assistance to Board in formulating policies and setting standards and following them, accessibility, ability to analyze strategic situations, ability to project positive image of the Company, compliance with regulatory requirements, handling critical situations concerning the Company.

❖ **For Non-Executive Directors (including Independent Directors):**

The criteria for evaluation of Non-Executive Directors, Inter-alia, includes attendance at the meetings, study of agenda and active participation, contribution in discussions on strategy, participate constructively and actively in Committees of the Board, exercise of skills and diligence with due and reasonable care and to bring independent judgment to the Board, ability to bring in best practices from their experience and adherence to the Code of Conduct.

❖ **For Board as a whole:**

The criteria for evaluation of the Board, inter-alia, includes composition and diversity, induction programme, team work, performance culture, risk management and financial controls, integrity, credibility, trustworthiness, active and effective participation by members, proper mix of competencies to conduct and enough experience to conduct affairs effectively.

❖ **Committees of the Board:**

The criteria for evaluation of the Committees of the Board, inter-alia, includes effectiveness in fulfilling functions assigned by the Board, appropriateness of structure of various committees, level of frequency and adequacy of meetings, meaningful and comprehensive discussion and effectiveness of the recommendations of Committees and contribution thereof to the decision of the Board.

Skills /expertise/ competencies fundamental for the effective functioning of the Company are accessible at <https://cybertech.com/investors/boardofdirectors.aspx>

d) Remuneration to Non-Executive Directors paid during the Financial Year 2024-25:

(₹ in Lakhs)

Name	Designation	Commission	Sitting fees	Total*
Mr. Vish Tadimety	Chairman	Nil	0.80	0.80
Ms. Amogha Tadimety	Director	Nil	0.60	0.60
Mr. Steven Jeske	Director	Nil	0.80	0.80
Mr. Sudhir Joshi	Director	5.00	3.00	8.00
Mr. M.P. Bharucha	Director	5.00	1.50	6.50
Dr. N.L. Sarda	Director	2.50	3.00	5.50
Dr. Shreepad Karmalkar	Director	1.00	0.75	1.75
Ms. Angela C. Wilcox	Director	8.50	2.75	11.25

Mr. Rahul Metha	Director	Nil	Nil	Nil
Mr. Hareesh Desai	Director	5.00	7.50	12.50
Mr. Anant Amdekar	Director	3.00	5.50	8.50
Mr. Justin Bharucha	Director	3.00	0.75	3.75

***Notes**

- a) The remuneration paid to Non-Executive Directors includes commission and sitting fees paid towards attending the Board Meeting and Other Committee Meetings held during the year.
- b) No Stock Option has been offered to the Directors during the Financial Year 2024-25.
- c) The Executive Director is not paid any sitting fees for attending meetings of the Board of Directors and its committees. The Company has no pecuniary relationship with Non- Executive Independent Directors except for payment of sitting fees for attending meetings of the Board/Committees thereof.
- d) Mr. Vish Tadimety and Mr. Steven Jeske hold Office or place of profit as Directors in the wholly-owned subsidiaries, CyberTech Systems and Software Inc. USA and Spatialitics LLC, USA.
- e) Mr. Rahul Mehta, Independent Director of the Company does not accept any sitting fees or commission from the Company voluntarily.
- f) Mr. Sudhir Joshi, Mr. M.P. Bharucha, Dr. N.L. Sarda and Dr. Shreepad Karmalkar ceased to be the Directors of the Company on completion of their respective terms on September 30, 2024. The commission paid to them pertains to FY 2023-24
- g) Mr. Hareesh Desai, Independent Director; Mr. Anant Amdekar, Independent Director and Mr. Justin Bharucha, Independent Director were appointed on April 30, 2024; July 24, 2024 and October 23, 2024 respectively. The commission payable to them pertains to FY 2024-25
- h) The commission for Ms. Angela Wilcox, Independent Director includes amounts for both the current year and the previous year.

e) Remuneration paid to Executive Director

The remuneration paid to Mr. Ramasubramanian Sankaran, Executive Director for the Financial Year 2024-25 is ₹ 108.08 Lakhs.

Mr. Ramasubramanian Sankaran, Executive Director has also been granted Employee Stock Options under the Employee Stock Option Scheme (ESOP) of the Company, apart from the aforesaid remuneration. As on date he has exercised all his outstanding stock options granted and vested to him and has no options outstanding in his name.

iii) Stakeholders' Relationship Committee**Composition and attendance at Stakeholders' Relationship Committee Meeting:**

In compliance with Regulation 20 of the SEBI (LODR) Regulations 2015, the Board has constituted the Stakeholders' Relationship Committee, inter-alia, to consider and review the complaints received from shareholders and to consider and approve the transfer and transmission of securities.

During the year under review, one (01) meetings of the Stakeholders' Relationship Committee was held on March 17, 2025.

The Composition of Stakeholders' Relationship Committee and details of attendance of the members during the year 2024-25 are as under:

Stakeholders' Relationship Committee was reconstituted with effect from September 30, 2024 with following members due to completion of term of our Independent Directors of the prior Committee.

Sr. No.	Name	Designation & Category	No. of Meetings attended (held)
1	Mr. Sudhir Joshi (till Sept 29, 2024)	Chairman, Independent Director	Nil
2	Mr. Vish Tadimety (till Sept 29, 2024)	Member, Non-Executive and Non-Independent Director	Nil
3	Dr. N. L. Sarda (till Sept 29, 2024)	Member, Independent Director	Nil
4	Mr. Hareesh Desai (w.e.f. Sept 30, 2024)	Chairman, Independent Director	1
5	Mr. Anant Amdekar (w.e.f. Sept 30, 2024)	Member, Independent Director	1
6	Mr. Ramasubramanian S.	Member, Executive Director	1

The Chairman of the Stakeholders' Relationship attended the 29th Annual General Meeting to respond to the queries raised by the shareholders at the said AGM.

The name, designation and address of the Company Secretary & Compliance Officer of the Company are as under:

Name and Designation:	Ms. Sarita Leelaramani, Company Secretary and Compliance Officer
Corporate Office Address:	'CyberTech House', Plot No. B-63/64/65 Road No. 21/34, J. B. Sawant Marg, MIDC, Wagle Estate, Thane (W)-400604
Contacts:	Tel: +91 226983-9200; E-mail ID: cssl.investors@cybertech.com

Details of investor complaints received and redressed during the year 2024-25 are as follows:

Opening Balance as on April 01, 2024	Received during the year	Resolved during the year	Closing Balance as on March 31, 2025
Nil	Nil	Nil	Nil

Transfer of Equity Shares of the Company to DEMAT Account of Investor Education and Protection Fund (IEPF) Authority

In terms of the provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the Equity Shares held by the shareholders in respect of which dividend entitlements have remained unclaimed or unpaid for seven consecutive years has to be compulsorily transferred to the DEMAT account of the Investor Education and Protection Fund Authority ("IEPF Authority") by the Company within 30 days from the due date. Accordingly, Equity Shares were transferred to the IEPF Authority's DEMAT Account with NSDL.

The Company has uploaded complete details of such shares on its website <https://investors.cybertech.com/investors/unclaimedShares.aspx>. Also, Shareholders whose names are appearing in the list in the aforesaid link shall claim refund from IEPF Authority by accessing the link <http://www.iepf.gov.in/IEPFA/refund.html> and filling out the e-Form IEPF-5. The shareholders are requested to seek professional help while filing the e-Form IEPF-5. There are no shares lying in the suspense account / unclaimed suspense account of the Company.

iv) Corporate Social Responsibility Committee

In compliance with Section 135 of the Act, the Board has constituted the "Corporate Social Responsibility Committee" ('CSR Committee').

The terms of reference of CSR Committee includes formulating and recommending to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act, formulating and recommending to the Board an Annual Action Plan recommending the expenditure to be incurred on the CSR activities, provide guidance on various CSR activities to be undertaken by the Company and monitor the CSR Policy of the Company from time to time.

During the year under review, one (01) meetings of the CSR Committee was held on March 17, 2025.

The composition of Corporate Social Responsibility Committee and details of attendance of the members during the year 2024-25 are as under:

The CSR Committee was reconstituted with effect from September 30, 2024 with following members due to completion of term of our Independent Directors of the prior Committee.

Sr. No.	Name	Designation & Category	No. of Meetings attended (held)
1	Mr. Sudhir Joshi (till Sept 29, 2024)	Chairman, Independent Director	Nil
2	Mr. Vish Tadimety	Member, Non-Executive and Non-Independent Director	Nil
3	Dr. N. L. Sarda (till Sept 29, 2024)	Member, Independent Director	Nil
4	Mr. Haresh Desai (w.e.f. Sept 30, 2024)	Chairman, Independent Director	1
5	Mr. Anant Amdekar (w.e.f. Sept 30, 2024)	Member, Independent Director	1
6	Mr. Ramasubramanian S.	Member, Executive Director	1

Details of CSR activities for FY 2024-25 is available in Annual Report on CSR Activities which is annexed as **Annexure-V** of Board's Report.

4. Periodic Review of Compliances of all Applicable Laws

Your Company follows a system whereby all the Acts, Rules and Regulations applicable to the Company are identified and compliance with such Acts, Rules and Regulations are monitored by dedicated teams on a regular basis. Verification of the compliances with the major Acts/ Regulations is carried out by suitable external auditors/ lawyers/ consultants and their reports and implementation of their observations are reported to the Board/ Audit Committee. In addition, the audit and verification plan and actual status thereof are reviewed by the Board/ Audit Committee periodically.

5. General Body Meetings:**i. Location and time, where last three AGMs were held:**

Year	Date	Venue	Time	Special Resolution(s) passed
2021-22	September 27, 2022	Through Video Conferencing/ Other Audio Visual Means (OAVM)	04.00 P.M.	To re-appoint Ms. Angela C. Wilcox (DIN: 08068715), as an Independent Director of the Company.
2022-23	September 29, 2023	Through Video Conferencing/ Other Audio Visual Means (OAVM)	04.00 P.M.	Nil
2023-24	September 26, 2024	Through Video Conferencing/ Other Audio Visual Means (OAVM)	02.00 P.M.	a) Appointment of Mr. Anant Amdekar (DIN: 10688414), as an Independent Director of the Company. b) Re-appointment of Mr. Ramasubramanian Sankaran as the Executive Director of the Company and to approve his remuneration. c) Payment of Commission to the Independent Directors of the Company.

ii. Details of special resolution passed through postal ballot:

- A. The Company had sought the approval of the shareholders by way of a Special Resolution through notice of postal ballot dated April 30, 2024 for appointment of Mr. Haresh Desai (DIN: 00048112), as an Independent Director of the Company.

The aforesaid resolution was duly passed on July 17, 2024, and the results of which were announced on July 18, 2024.

M/s Sharma and Trivedi LLP (LLPIN: AAW-6850), Practising Company Secretaries, was appointed as the Scrutinizer to scrutinize the postal ballot process by voting through electronic means only (remote e-voting) in a fair and transparent manner. Details of the voting pattern are provided below:

Sr. No.	Particulars	No. of e-Votes	No of Equity Shares	% Total valid votes
A	Votes in favour of the Resolution	101	1,86,77,261	99.996
B	Votes against the Resolution	3	695	0.004
C	Total Valid Votes (A + B)	104	1,86,77,956	100.000

- B. The Company had sought the approval of the shareholders by way of a Special Resolution through notice of postal ballot dated October 23, 2024, for appointment of Mr. Justin Bharucha (DIN: 02628682), as an Independent Director of the Company and Payment of Bonus to Mr. Steven Jeske (DIN: 01964333), Non-Executive Director of the Company.

The aforesaid resolution was duly passed on November 27, 2024 and the results of which were announced on November 28, 2024.

M/s Sharma and Trivedi LLP (LLPIN: AAW-6850), Practising Company Secretaries, was appointed as the Scrutinizer to scrutinize the postal ballot process by voting through electronic means only (remote e-voting) in a fair and transparent manner. Details of the voting pattern are provided below:

1. Appointment of Mr. Justin Bharucha (DIN: 02628682), as an Independent Director

Sr. No.	Particulars	No. of e-Votes	No of Equity Shares	% Total valid votes
A	Votes in favour of the Resolution	82	1,79,58,667	99.96
B	Votes against the Resolution	4	7,933	0.04
C	Total Valid Votes (A + B)	86	1,79,66,600	100.00

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

Sr. No.	Particulars	No. of e-Votes	No of Equity Shares	% Total valid votes
A	Votes in favour of the Resolution	78	1,56,76,684	99.95
B	Votes against the Resolution	6	8,283	0.05
C	Total Valid Votes (A + B)	84	1,56,84,967	100.00

Notes: 2 (Two) folios holding in aggregate 22,81,633 Equity Shares of face value of ₹ 10/- each of the Company, abstained from voting in the above resolution.

Procedure for postal ballot: The aforesaid both the postal ballots were carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and read with the General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, respectively issued by the Ministry of Corporate Affairs. The voting results and scrutinizer's report can be accessed in the link given below.

https://investors.cybertech.com/investors/agm_egm_evoting.aspx

iii. Extra-Ordinary General Meeting:

During the year under review, no Extra-Ordinary General Meeting of the Company was held.

6. Senior Management

A senior management team consists of core member of the management team, which are leading and managing a team of employees, providing guidance and support as needed. The Profile of the Senior Management is available on the website of the Company at https://cybertech.com/about-us/?_team_button=our-leadership There has no change in the senior management team since close of the previous Financial Year.

7. Means of Communication

The quarterly, half-yearly and annual financial results, and other Statutory Notices and intimations of the Company are published in the leading newspapers which include the Financial Express and Mumbai Lakshadeep. The results are also displayed on the Company's website <https://investors.cybertech.com/investors/keyfinancialresults.aspx> Financial Results, Statutory Notices, Press Releases and Presentations made to the institutional investors/ analysts after the declaration of the quarterly, half-yearly and annual results are submitted to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) as well as uploaded on the Company's website.

- **Website:** The Company's website <https://cybertech.com> under investors Tab contains, inter-alia, the updated information pertaining to quarterly, half-yearly and annual financial results, annual reports, official press releases, the investor/ analysts presentations, details of investor calls and meets, shareholding pattern, important announcements. The said information is available in a user friendly and downloadable form.
- **Financial Results:** The quarterly, half-yearly and annual financial results of the Company are submitted to BSE and NSE after approval of the Board of Directors of the Company. The results of the Company are published in one English daily newspaper and one Marathi newspaper within 48 hours of approval thereof.
- **Chairman's Communiqué:** The Chairman's Letter is distributed to shareholders at Annual General Meeting as a part of Annual Report. The document is also put on the Company's website and can be accessed at <https://investors.cybertech.com/investors/annualReports.aspx>
- **Annual Report:** Annual Report containing, *inter-alia*, Standalone Financial Statements, Consolidated Financial Statements, Board's Report, Auditors' Report, Corporate Governance Report is circulated to the members and others entitled thereto and is also available on website of the Company.
- **Designated Exclusive Email ID:** The Company has designated Email Id cssl.investors@cybertech.com exclusively for shareholder/investor servicing
- **Reminder to Investors:** Reminders for unclaimed shares and unpaid dividend are sent to the shareholders as per the Company's records with RTA during the year under review.
- **SCORES (SEBI Complaints Redressal System):** SEBI has commenced processing of investor complaints in a centralized web based complaints redressal system i.e. SCORES. The Company supported SCORES by using it as a platform for communication between SEBI and the Company.
- **Uploading on NSE Electronic Application Processing System (NEAPS) & BSE Listing Centre:** The Company's results, periodical compliances and all other corporate communications to the Stock Exchanges are filed electronically on the stock exchanges on NEAPS for NSE and on BSE Listing Centre for BSE.
- **Email:** The financial results of the Company along with press release and investor presentation, if any, are sent by email to the shareholders who have registered their email id with the Company.

8. Disclosures

1. **Statutory Compliance, Penalties/Strictures**

The Company has complied with rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India (SEBI) and any other statutory authority relating to capital market.

No penalty or stricture has been imposed on the Company by the Stock Exchanges or SEBI on any matter related to the capital markets, during the last three years.

2. **Related Party Transactions**

The Company has adopted the Related Party Transaction Policy which is available on the website of the Company at https://investors.cybertech.com/investors/corporate_policies.aspx

The details of all significant transactions with related parties are periodically placed before the Audit Committee. The Company has entered into related party transactions as set out in Note No. 34 to the Standalone Financial Statements of the Company which do not have potential conflict with the interests of the Company at large.

3. **Subsidiary**

The Audit Committee reviews the financial statements of the Company and its subsidiaries. The Minutes of the Board Meeting of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company. During the year under review, the Company has material subsidiary as per the criteria specified in SEBI (LODR) Regulations, 2015. Further, the Company has adopted a policy on material subsidiaries and the same is available on the website of the Company at https://investors.cybertech.com/investors/corporate_policies.aspx

4. **Vigil Mechanism / Whistle Blower Policy**

In line with the provisions of the Act and SEBI (LODR) Regulations, 2015, the Company has formulated Vigil Mechanism Policy to report concerns about unethical behavior, actual or suspected incidents of fraud or violation of Code of Conduct that could adversely impact the Company's operations, business performance and/or reputation, in a secure and confidential manner. The Company has also provided the complainant direct access to the Chairman of the Audit Committee. Further, no personnel have been denied access to the Audit Committee.

The Vigil Mechanism Policy has been placed on the website of the Company at https://investors.cybertech.com/investors/corporate_policies.aspx

5. **Compliance with Mandatory and Non-Mandatory Requirements**

The Company has complied with all the mandatory requirements of SEBI (LODR) Regulations, 2015 to the extent applicable.

❖ **Non-Mandatory Requirements:**

Particulars		Status
A.	The Board Non-Executive Chairperson may be entitled to maintain a Chairperson's office at the listed entity's expense and also allowed reimbursement of expenses incurred in performance of his duties.	Complied
B.	Shareholders' Right A Half-Yearly declaration of financial performance including summary of significant events in last six-months, may be sent to each household of shareholders.	Complied, as the Company's half-yearly results are published in leading English and Marathi newspaper, and also uploaded on the website of the Company and exchanges, hence, the same need not be sent to the shareholders of the Company.
C.	Modified opinion in Audit Report The listed entity may move towards a regime of financial statements with unmodified opinion.	Complied, Auditor's Report on Audited Financial Results (Standalone and Consolidated) for the quarter and year ended March 31, 2025 is with un-modified.
D.	Separate posts of chairperson and Managing Director or Chief Executive Officer The listed entity may appoint separate persons to the posts of chairperson and Managing Director or chief executive officer.	Complied, The Company has a Non-Executive Chairperson and an Executive Director of the Company is entrusted with the day to day functions of the Company.
E.	Reporting of Internal Auditor The internal auditor may report directly to the Audit Committee.	Complied, The Internal Auditors of the Company are present in each Audit Committee Meeting and directly interacts with the Members of the Audit Committee.

6. Non-Compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of schedule V of the SEBI (LODR) Regulations, 2015.

There are no non-compliances of any requirements of Corporate Governance Report of sub-paras (2) to (10) mentioned in schedule V of the SEBI (LODR) Regulations, 2015.

The Company is in compliance with the Corporate Governance Requirements specified in Regulation 17 to 27 to the extent applicable and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (LODR) Regulations, 2015 read with Schedule V of the SEBI (LODR) Regulations, 2015, as applicable.

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence and/or 'eligibility'	16{1} {b} & 25{6}	Yes
Board composition	17(1) & 17(1A)	Yes
Meetings of Board of directors	17(2)	Yes
Quorum of Board meeting	17{2A}	Yes
Review of Compliance Reports	17{3}	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17{9}	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meetings of Audit Committee	18(2)	Yes
Role of Audit Committee	18{3}	Yes
Composition & Role of Nomination, Remuneration and Compensation Committee	19(1), (2) & (4)	Yes
Quorum of Nomination, Remuneration and Compensation Committee	19{2A}	Yes
Meeting of Nomination, Remuneration and Compensation Committee	19{3A}	Yes
Composition & Role of Stakeholders Relationship Committee	20(1), (2), {2A} & {4}	Yes
Meeting of Stakeholders Relationship Committee	20{3A}	Yes
Composition and Role of Risk Management Committee	21{1}, (2), {3} & (4)	Not Applicable
Meeting of Risk Management Committee	21{3A}	Not Applicable
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1), (1A), (5), (6),	Yes
(7) & (8)	Yes	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2) & (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Secretarial Audit and Annual Secretarial Compliance Report	24A	Yes
Alternate Directorship & Tenure of Independent Directors	25(1) & (2)	Yes

Meeting of independent directors	25(3) & (4)	Yes
Familiarization programmes for the independent directors	25(7)	Yes
Declaration form Independent Directors	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	Yes
Membership in Committees	26(1)	Yes
Affirmation of compliance with code of conduct from Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to obligations of directors and senior management	26(2) & (5)	Yes
Disclosures by Senior Management on material, financial and commercial Transactions	26(5)	Yes
Agreement with regard to compensation or profit sharing in connection with dealings in securities of the Company	26(6)	Not Applicable*
Maintenance of a functional Website containing basic information about the Company	46(2) (b) to (i)	Yes

* The Company does not have any such agreement.

7. **Disclosure of Accounting Treatment**

The financial statements are prepared on accrual basis of accounting in accordance with the provisions of the Act and comply in material aspects with the accounting standards, notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015.

8. **Code of Conduct for Directors and Senior Management Team**

The Company has adopted a Code of Conduct applicable to all its Directors and members of the Senior Management which is in consonance with the requirements of SEBI (LODR) Regulations, 2015. The said code is available on the website of the Company at https://investors.cybertech.com/investors/corporate_policies.aspx

All the Board Members and Senior Management Personnel have affirmed the compliance with the said Code and the Code of Conduct to Regulate, Monitor and Report Trading by Insiders of the Company for the year ended March 31, 2025. A declaration to this effect signed by Mr. Ramasubramanian S., Executive Director of the Company forms part of this Report is attached as **Enclosure I**.

9. **CFO Certification**

In terms of requirement of Regulation 17(8) of SEBI (LODR) Regulations, 2015, Mr. Praveen Agarwal, Chief Financial Officer has furnished certificate to the Board in the prescribed format. The certificate has been reviewed by the Audit Committee and taken on record by the Board at the meeting held on May 06, 2025. The Certificate is attached as **Enclosure II**.

10. **Non-Disqualification of Directors and Certificate of Corporate Governance**

Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (LODR) Regulations, 2015, a Certificate of Non-Disqualification of Directors is attached as **Enclosure III** along with the Certificate of Corporate Governance as **Enclosure IV** issued by our Secretarial Auditor M/s. Sharma and Trivedi LLP. (LLPIN: AAW-6850), Company Secretaries, Mumbai.

11. **Annual Secretarial Compliance Report:**

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 read with Regulation 24(A) of the Listing Regulations, directed listed entities to conduct Annual Secretarial compliance audit from a Practicing Company Secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder. The said Secretarial Compliance Report is in addition to the Secretarial Audit Report by Practicing Company Secretaries under Form MR – 3 and is required to be submitted to Stock Exchanges within 60 days of the end of the Financial Year. The Company has submitted the Annual Secretarial Compliance Report to the Stock Exchanges.

12. **Directors' Responsibility Statement**

The draft Directors' Responsibility Statement signed by the Executive Director on behalf of the Board of Directors dated May 06, 2025, forms part of the Board's Report for the financial year 2024-2025, has been reviewed by the Audit Committee at its meeting held on May 06, 2025.

13. **Reconciliation of Share Capital Audit Report**

In terms of the provisions of Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, Reconciliation of Share Capital Audit was carried out on a quarterly basis by M/s. Sudhanwa S Kalamkar & Associates, Company Secretaries for financial year 2024-25 towards reconciliation of the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and those held in physical form with the total issued, paid up and listed capital of the Company. The audit report, inter-alia, confirms that the Register of Members is duly updated and that demat/remat requests were confirmed within stipulated time etc. The said report is also submitted to BSE and NSE.

14. **Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part.**

During the year under review, the Company paid a total fees (including reimbursement of expenses) of ₹ 5.32 million (consolidated) to Lodha & Co. LLP, Chartered Accountants, Statutory Auditors of the Company.

M/s. Lodha & Co., Chartered Accountants, (Firm Registration No.: 301051E), that was established in 1941. The firm has offices in major Indian cities, including Kolkata, Chennai, Hyderabad, Mumbai, New Delhi, and Jaipur. It was converted into limited liability partnership, i.e. Lodha & Co. LLP on December 27, 2023 thereby having a new firm registration no. 301051E / E-300284. The registered office of the firm is at 19, Esplanade Mansions, 14 Government Place East, Income Tax Building, Kolkata, West Bengal, India, 700069.

With respect to all entities in the network firm/network entity of which the statutory auditor is a part: **None.**

15. **Risk Management Policy**

The Company has a dynamic risk management framework to identify, monitor, mitigate and minimize risks, There are no risks which in the opinion of the Board which threatens the existence of the Company. Risk factors and its mitigation are covered extensively in the Management Discussion and Analysis Report forming part of this Board's Report.

16. **Code for Prevention of Insider Trading**

The Company has adopted a code of conduct to regulate, monitor and report trading by the insiders for prevention of Insider Trading in the shares of the Company. The code, inter-alia, prohibits purchase/ sale of shares of the Company by Directors and other designated persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The said code is available on the website of the Company at https://cybertech.com/investors/corporate_policies.aspx

17. **Policy and procedure for inquiry in case of leak/ suspected leak of Unpublished Price Sensitive Information:**

The Company has formulated the 'Policy and procedure for inquiry in case of leak / suspected leak of Unpublished Price Sensitive Information' ('UPSI'). The Policy is formulated to maintain ethical standards in dealing with sensitive information of the Company by persons who have access to UPSI. The rationale of the Policy is to strengthen the internal control systems to ensure that the UPSI is not communicated to any person except in accordance with the Insider Trading Regulations. The Policy also provides an investigation procedure in case of leak/suspected leak of UPSI. The Policy is also available on the website of the Company at https://investors.cybertech.com/investors/corporate_policies.aspx

18. **General Shareholders' information:**

a. **Annual General Meeting for financial year 2024-25**

Date : Monday, September 29, 2025

Time : 02:00 P.M.

Venue : Meeting is being conducted through VC/OAVM pursuant to the relevant MCA Circular(s) and SEBI Circular(s) and hence there is no requirement to have a venue for the AGM. For more details please refer to the Notice of this AGM

As required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015, particulars of Directors seeking appointment/re-appointment at the ensuing AGM are given in the Notice of the AGM to be held on Monday, September 29, 2025

b. **Financial Calendar**

Year ending : March 31, 2025

AGM in : September 2025

c. **Dividend Payment** : The final dividend, if approved, by the members at the AGM shall be paid/credited within 30 days of declaration.

d. **Date of Book Closure** : As mentioned in the AGM Notice

Record Date : Monday, September 22, 2025

- e. Financial Calendar for the financial year 2025-26 (Tentative):** **Results for the Quarter ending**
June 30, 2025 – within 45 days from the end of the quarter
September 30, 2025 – within 45 days from the end of the quarter
December 31, 2025 – within 45 days from the end of the quarter
March 31, 2026 – within 60 days from the end of the quarter
Annual General Meeting – September, 2026

- f. Listed on Stock Exchanges:** **■ National Stock Exchange of India Limited (“NSE”)**
Exchange Plaza, C-1, Block G, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051
■ BSE Limited
P. J. Towers, Dalal Street Fort, Mumbai 400 001

- g. Scrip Code/ Symbol :** **NSE- CYBERTECH**
BSE- 532173

- h. Market Price Data :** The monthly high and low market price of shares traded on BSE and NSE for the financial year 2024-25 are as follows:

(Amount in ₹)

Month	BSE		NSE	
	High	Low	High	Low
April, 2024	176.30	139.00	177.10	138.60
May, 2024	175.90	142.20	177.00	142.30
June, 2024	190.65	128.15	191.09	129.00
July, 2024	217.15	165.35	217.15	165.61
August, 2024	264.30	168.10	264.42	168.01
September, 2024	293.15	209.95	293.00	208.00
October, 2024	244.80	195.20	242.00	195.89
November, 2024	232.00	184.40	232.60	181.00
December, 2024	241.60	210.50	238.00	211.14
January, 2025	250.00	187.00	249.99	186.05
February, 2025	215.00	151.50	212.69	149.81
March, 2025	176.00	141.40	169.00	141.10

[Source: This information is compiled from the data available on the websites of BSE and NSE]

- i. Registrar and Transfer Agents : MUFG Intime India Private Limited**
(Erstwhile known as Link Intime India Private Limited)
C-101, 247 Embassy Park, LBS Marg,
Vikhroli (W), Mumbai – 400 083
T +91 22 49186000
E mail: mumbai@in.mpms.mufg.com

j. Updation of shareholders details:

- Shareholders holding shares in physical form are requested to notify the changes to the Company/ it's RTA, promptly by a written request under the signatures of sole/first joint holder; and
- Any service request relating to Physical Shares shall be entertained by RTA only upon registration of the PAN, Bank Account details and Nomination
- Physical Shareholders are requested to keep record of their specimen signature before lodgment of shares with the Company to obviate possibility of difference in signature at a later date.

- Shareholders holding shares in electronic form/DEMAT are requested to send their instructions directly to their DPs.

k. Share transfer system:

In terms of Regulation 40(1) of the SEBI (LODR) Regulations, 2015, the transfer, transmission and transposition of securities shall be effected only in dematerialized form. Pursuant to SEBI Circular dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialization request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares which are transferred to the Suspense Escrow Demat account of the Company upon submission of necessary documentation.

l. Transfer of Unpaid / Unclaimed Amounts and Shares to Investor Education and Protection Fund:

During the year under review, the Company has credited unpaid/ unclaimed amounts of dividends amounting to ₹ 2,61,443/- pertaining to the financial year 2016-17 to the IEPF Authority and 16,004 equity shares of the Company were transferred to the IEPF Authority's DEMAT Account with NSDL pursuant to the provisions of the Act.

The Company has uploaded on its website the details of unpaid and unclaimed amounts lying with the Company and details of shares transferred to IEPF Authority during the financial year.

Dividends declared in the past –

Financial Year	Type of Dividend	Amount of Dividend per Share (in ₹)	Date of declaration	Due date for transfer to IEPF	Balance of Dividend as on March 31, 2025 (Amount in ₹)
2017-18	Final	1/-	28-09-2018	04-11-2025	230,368.00
2018-19	Final	1/-	27-09-2019	03-11-2026	197,065.00
2019-20	Final	1/-	29-09-2020	05-11-2027	243,628.00
2020-21	Final	1/-	15-09-2021	22-10-2028	258,076.00
2021-22	Final	1.5	27-09-2022	03-11-2029	271,371.50
2022-23	Final	2/-	29-09-2023	05-11-2030	307,238.96
2023-24	Final	2/-	26-09-2024	02-11-2031	858,577.48

Unclaimed Dividend

Pursuant to the provisions of Section 124(5) of the Act, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any, to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125 of the Act. The details of unclaimed/unpaid dividend are available on the website of the Company viz. <https://investors.cybertech.com/investors/unclaimeddividend.aspx>

m. Distribution of shareholding :

Summary of Shareholding Pattern as on March 31, 2025:

Category of Shareholder	Number of Shareholders	% of Shareholders	Number of Shares held	% of Shareholding
Promoter & Promoter Group	09	00.03	1,13,39,879	36.43
Public	34,372	99.97	1,97,90,714	63.57
Total	34,381	100.00	3,11,30,593	100.00

*Difference in number of shareholders in shareholding pattern and distribution of shareholding is due to consolidation of folio no. /demat accounts of the shareholders on the basis of PAN in case of shareholding pattern.

Distribution of Shareholding as on March 31, 2025 :

Category of Shares	Number of Shareholders	% of Shareholders	Number of Shares held	% of Shareholding
1 – 500	31,877	90.9732	29,61,878	9.5144
501 - 1000	1,634	4.6632	12,90,305	4.1448
1001 - 2000	733	2.0919	10,87,717	3.4940
2001 - 3000	278	0.7934	6,95,102	2.2329
3001 - 4000	128	0.3653	4,60,045	1.4778
4001 - 5000	85	0.2426	3,98,448	1.2799
5001 - 10000	137	0.3910	10,25,173	3.2931
10001 and Above	168	0.4795	2,32,11,925	74.5631
Total	35,040	100.0000	3,11,30,593	100.0000

Top Ten Shareholders of the Company as on March 31, 2025 :

Sr. No.	Name of the Shareholder	Number of equity shares held	Percentage of Holding (%)
1.	Indotech Holdings LLC	54,47,500	17.51
2.	Vish Tadimety	44,34,139	14.24
3.	Steven Jeske	22,81,433	7.33
4.	Red Banyan Holdings LLC	17,35,000	5.58
5.	Sukhada Tadimety	11,21,592	3.61
6.	Amogha Tadimety	8,04,320	2.59
7.	Amulya Tadimety	8,00,000	2.57
8.	Kaylee Ann Ferro	6,00,000	1.92
9.	Allyson Marie Vanek	6,00,000	1.92
10.	Aparna V. Goud	2,59,315	0.83

n. Bifurcation of shares held in physical and demat form as on March 31, 2025 :

Particulars	No. of Shares	Percentage (%)
Physical Segment	5,34,593	1.72
Demat Segment		
NSDL (A)	2,46,61,628	79.22
CDSL (B)	59,34,372	19.06
Total (A+B)	3,05,96,000	98.28
Total	3,11,30,593	100.00

Equity shares of the Company can be traded only in electronic mode by all the investors. The Company has entered into an agreement and established connectivity with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). 98.28% of the Equity Shares have been dematerialized as on March 31, 2025. Under the Depository System, the International Securities Identification Number (ISIN) allotted to

the Company's shares is INE214A01019.

The Company's shares are frequently traded on the 'BSE Limited' and the 'National Stock Exchange of India Limited'. The shareholders holding shares in physical form are requested to dematerialize their shares for hassle free. Shareholders are accordingly requested to get in touch with any of the Depository Participant(s) registered with SEBI to open a Demat account. Transactions involving issue of share certificates, namely, issuance of duplicate share certificates, split, re-materialization, consolidation and renewal of share certificates etc. should be addressed to RTA of the Company at the address given above and the same are approved by the Stakeholders Relationship Committee.

Pursuant to SEBI circular dated January 25, 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

In terms of the said circular the necessary forms for processing the above requests are available on the website of the Company i.e. <https://investors.cybertech.com/investors/KYCDematShares.aspx> Shareholders holding shares in physical form are advised to avail the facility of dematerialization. Shareholders may communicate with Link Intime India Private Limited, the Company's Registrar & Share Transfer Agent quoting their folio number or Depository Participant ID and Client ID number, for any queries relating to their securities.

The prescribed process for dealing with the above requests has been advised to the shareholders holding shares in physical form vide our separate communication on this. The shareholders holding shares in physical form are requested to refer to the same. In terms of the circular, the Registrar and Share Transfer Agents are required to issue a letter of confirmation upon processing of investor requests in lieu of physical share certificates and the same is required to be dematerialized by the shareholder or claimant within 120 days of the issue of letter of confirmation. In case the shareholders or claimant fails to submit a demat request within the aforesaid 120 days, the shares would be credited to a Suspense Escrow Demat Account opened by the Company. The Company shall issue shares from Suspense Escrow Demat Account as and when the shareholder or claimant approaches the Company.

The said measure of SEBI is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities in demat form will improve ease, convenience and safety of transactions for investors.

o. Details of Material Subsidiaries of the Company:

Sr. No.	Name of Material Subsidiary	Date of Incorporation	Place of Incorporation	Name of Statutory Auditor and Date of Appointment
1.	CyberTech Systems and Software Inc., USA*	June 12, 2003	State of Delaware, USA	M/s. Lodha & Co LLP, Chartered Accountants. Date of Appointment: June 12, 2003
2.	Spatialitics LLC, USA	February 08, 2018	State of Delaware, USA	M/s. Lodha & Co LLP, Chartered Accountants. Date of Appointment: February 08, 2018

* CyberTech Systems and Software Inc., USA promoted and incorporated CyberTech Systems & Software, Canada Inc., as its subsidiary during the financial year 2022-23.

p. Disclosure of certain types of agreements binding listed entities:

In terms of Regulation 30A of the SEBI (LODR) Regulations, 2015, there are no such agreements which are required to be disclosed.

q. Outstanding GDRs /ADRs /Warrants or any Convertible instruments, Conversion date and likely impact on equity:

The Company has not issued any GDRs/ ADRs/ Warrants or any convertible instruments during the period under reviews and hence, as on March 31, 2025, the Company does not have any outstanding GDRs/ ADRs/ Warrants or any convertible instruments.

r. Employee Stock Options:

During the year under review 25,000 Equity Shares were allotted under Employee Stock Options Scheme(s). During the financial year 2024-25, there has been no change in the Employee Stock Option Plan, 2014 of the Company. The "Employee Stock Options Plan 2014" was valid for a period of seven (07) years i.e. till September 29, 2022, No further renewal of existing scheme is recommended by the Nomination and Remuneration Committee (NRC).

Relevant Disclosures as required under applicable regulations of SEBI with regard to existing to Employees' Stock Options are put up on the

Company's website <https://investors.cybertech.com/>

s. Whistle Blower Policy:

The Company has adopted a Whistle Blower Policy and Prevention of Sexual Harassment Policy, has established the necessary vigil mechanism and procedures and it affirms that no personnel has been denied access to the Audit Committee. The said policies are also posted on the website of the Company at https://investors.cybertech.com/investors/corporate_policies.aspx

The Company has also adopted Policy on Determination of Materiality for Disclosures, Policy on Archival of Documents and Policy for Preservation of Documents. The said policies have been displayed on the website of the Company at https://investors.cybertech.com/investors/corporate_policies.aspx

t. Number of locations where plants and/or offices of the Company are situated:

The said information is available on website of the Company and can be accessed at <https://cybertech.com/contact-us/>

u.	
Address for correspondence:	For any queries relating to the shares and dividend relating to the Company, correspondence may please be addressed to:
Ms. Sarita Leelaramani Company Secretary and Compliance Officer CyberTech Systems and Software Limited 'CyberTech House', Plot No. B-63/64/65 Road No. 21/34, J. B. Sawant Marg, MIDC Wagale Estate, Thane (W)-400604 T +91 22-6983-9200 E mail: cssl.investors@cybertech.com	MUFG Intime India Private Limited (Erstwhile known as Link Intime India Private Limited) Unit: CyberTech Systems and Software Limited C-101, 247 Embassy Park, LBS Marg, Vikhroli (W), Mumbai – 400 083 T +91 22 49186000 F +91 22 49186060 E mail: rnt.helpdesk@in.mpms.mufg.com
Branch Offices:	
Pune Office: Lunkad Sky Vista, Unit No 701 7 th Floor, Viman Nagar Pune – 411016. E-mail ID: info@cybertech.com	Kolkata Office: 5 th Floor, 506 Infinity IT Lagoon, Salt Lake Electronics Complex, Sector-V, Bidhannagar North 24 Parganas, Kolkata, West Bengal – 700091 E-mail ID: info@cybertech.com

v. Disclosure pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Disclosure pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is given in the Board's Report which forms part of this Annual Report of the Company. Your Company recognizes its responsibility and continues to provide a safe working environment for women, free from sexual harassment and discrimination.

No Complaints were reported pursuant to Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for the financial year 2024-25:

- Number of complaints received in the year: NIL
- Number of complaints disposed off during the year: NIL
- Number of cases pending as on end of the year: NIL
- Number of cases pending for more than 90 days: NIL

w. Debentures :

The Company has not issued any Debentures during the year under review.

x. Disclosure by listed entity and its subsidiaries of "loans and advances in the nature of loans to Firms/Companies in which Directors are interested by Name and Amount":

Not Applicable, as the Company has not given any loans and advances in the nature of loans to Firms/Companies in which Directors are interested

by name and amount, during the year under review.

19 Disclosure of Commodity Price risk or Foreign Exchange Risk and Hedging Activities:

The Company has Foreign Exchange exposures and the transactions in foreign currency are recorded at the exchange rate prevailing at the date of the transaction. Exchange differences arising on foreign currency transactions settled during the period/year are recognized in the statement of profit and loss. Foreign currency monetary items of the Company are restated at the closing exchange rates. Non-monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

Derivative financial instruments :

The Company uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value, with changes in fair value recognized in Statement of Profit and Loss.

20 Disclosure on Website:

The relevant and necessary information/ Codes/ Policies as required by SEBI (LODR) Regulations, 2015 as amended from time to time have been hosted on the website of the Company <https://investors.cybertech.com>.

21 Disclosure pursuant to Regulation 32 (7A) of the SEBI (LODR), Regulations, 2015:

Allotment of 26,32,500 Equity Shares having a face value of ₹ 10/- (Rupees Ten only) at an issue price of ₹ 153/- (Rupees One Hundred and Fifty-Three only) per Equity Shares (including premium of ₹ 143/- (Rupees One Hundred and Forty-Three only) per Equity Shares) aggregating to ₹ 40,27,72,500/- (Rupees Forty Crores Twenty-Seven Lakhs Seventy-Two Thousand and Five Hundred only) on a preferential basis to the proposed allottees specified herein below

Sr. No.	Name of the proposed allottees	Category	No. of shares allotted	Total Subscription amount (in ₹)
1	Red Banyan Holdings LLC	Promoter Group	10,85,000	16,60,05,000
2	Indotech Holdings LLC	Public	15,47,500	23,67,67,500
Total			26,32,500	40,27,72,500*

* Pending actual utilization of funds raised through Preferential Issue, unutilized funds have been temporarily parked in Fixed Deposits with Banks.

The Company has not utilized any of the funds raised through the preferential issue of Equity Shares. The fund raised through issue of equity shares on preferential basis shall be utilized in due course to accomplish the Company's vision to expand its existing business activities, general corporate purposes, investment in subsidiaries and financing the future growth opportunities including acquisitions of companies which are yet to be identified.

Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances along with email address for grievance redressal and other relevant details are available on the website of the Company: <https://investors.cybertech.com>.

The Company has complied with all the requirements of corporate governance report as mentioned in sub-para (2) to (10) of Para C of Schedule V of the SEBI (LODR) Regulations, 2015. The above-referred Policies/ Codes have been revised from time to time as per requirements of the provision of SEBI (LODR) Regulations, 2015.

For CyberTech Systems and Software Limited

Sd/-
Vish Tadimety
 Chairman
 DIN: 00008106

Place : Trevoze, USA
 Date : May 06, 2025

ENCLOSURE-I

Declaration regarding Compliance by the Board of Directors and Senior Management Personnel with the Company's Code of Conduct

Pursuant to the Part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Ramasubramanian S. (DIN: 05350841), Executive Director of **CyberTech Systems and Software Limited** ("the Company") hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with 'the Code of Conduct for Board of Directors and Senior Management' and 'the Code of Conduct to Regulate, Monitor and Report Trading by Insiders' for the financial year ended March 31, 2025.

**For and on behalf of the Board of Directors
CyberTech Systems and Software Limited**

**Sd/-
Ramasubramanian S.
Executive Director
DIN: 05350841**

Place : Thane
Date : May 06, 2025

ENCLOSURE-II

C.F.O. Certification under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

**To
The Board of Directors
CyberTech Systems and Software Limited
Thane**

I, Praveen Agarwal, Chief Financial Officer of **CyberTech Systems and Software Limited** pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and to the best of our knowledge and belief hereby certify:

- (a) I have reviewed the financial statements and the cash flow statement for the year ended on March 31, 2025 and based on my knowledge and belief, I state that:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws, and regulations.
- (b) I further state that to the best of my knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal, or violative of the Company's code of conduct.
- (c) I accept the responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps have been taken or propose to taken to rectify these deficiencies.
- (d) I have indicated, based on my most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
 - (i) Significant changes, if any, in the internal control over financial reporting during the year;
 - (ii) Significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

For CyberTech Systems and Software Limited

**Sd/-
Praveen Agarwal
Chief Financial Officer**

Place : Thane
Date : May 06, 2025

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

*(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To

The Members

CyberTech Systems and Software Limited

CyberTech House, B-63-64-65 MIDC

Wagle Estate, J.B. Sawant Marg

Thane – 400 604

We have examined the relevant registers, records, forms, returns and disclosures relating to the Directors of **CyberTech Systems and Software Limited** having **CIN:L72100MH1995PLC084788** and having Registered Office at CyberTech House, B-63-64-65 MIDC Wagale Estate, J.B. Sawant Marg, Thane – 400 604 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **March 31, 2025** have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Date of appointment in Company #
1.	Mr. Vish Tadimety	00008106	May 23, 1995
2.	Mr. Steven Lloyd Jeske	01964333	December 22, 2007
3.	Mr. Sudhir Moreswar Joshi	00349597	September 30, 2010 *
4.	Mr. Shreepad Karmalkar	03273896	September 30, 2010*
5.	Mr. Marezban Padam Bharucha	00361911	September 30, 2011*
6.	Mr. Nandlal Laxminarayan Sarda	00147782	September 28, 2012*
7.	Ms. Amogha Tadimety	06952042	September 30, 2014
8.	Mr. Ramasubramanian Sankaran	05350841	August 04, 2015
9.	Ms. Angela Cook Wilcox	08068715	February 13, 2018
10.	Mr. Rahul Mehta	00404552	April 27, 2023
11.	Mr. Haresh Desai	00048112	April 30, 2024
12.	Mr. Anant Amdekar	10688414	July 24, 2024
13.	Mr. Justin Bharucha	02628682	October 23, 2024

*Ceased to be Director w.e.f. 30th September, 2024

The date of appointment is as per the MCA website.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Sharma and Trivedi LLP
Company Secretaries
(Unique ID: L2021MH011000)

Sd/-
Vishwanath
Designated Partner
Membership No.: A14521
CP No.: 25099
UDIN: A014521G000281645
PR No.: 5560/2024

Place : Mumbai
Date : May 06, 2025

Certificate of Corporate Governance

To
The Members
CyberTech Systems and Software Limited
CyberTech House B-63-64-65
MIDC Wagle Estate J.B. Sawant Marg
Thane- 400 604

We have examined the compliance of conditions of Corporate Governance by **CyberTech Systems and Software Limited** ("Company") {CIN: L72100MH1995PLC084788}, stipulated in Regulations 17-27 and clauses (b) to (i) of Regulation 46 (2) and Para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the financial year 01st April, 2024 to 31st March, 2025.

We have conducted our examination on the basis of the relevant records and documents maintained by the Company and furnished to us for the purpose of the review and the information and explanations given to us by the Company during the course of such review.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and we certify that the Company has in all material respect complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Sharma and Trivedi LLP
Company Secretaries
(Unique ID: L2021MH011000)

Sd/-

Vishwanath

Designated Partner

Membership No.: A14521

CP No.: 25099

UDIN: A014521G000281480

PR No.: 5560/2024

Place : Mumbai
Date : May 06, 2025