

Charter of Nomination and Remuneration Committee of CyberTech Systems and Software Limited

CyberTech's Board of Directors has resolved to establish a Nomination and Remuneration Committee among its members, which shall prepare the matters pertaining to the nomination and remuneration of Board members, the appointment and remuneration of the Executive Director and/or Whole Time Director and other executives of the company as well as the remuneration schemes of the personnel.

1. Composition of the Committee

Nomination and Remuneration Committee shall have at least three Non Executive Directors from the Board of Directors, one of whom will be the Independent Director.

Executive Directors or other Whole Time Director of the company may not be appointed to the Nomination and remuneration Committee.

Presently following are the members of Nomination and Remuneration Committee

Mr. Sudhir Joshi–Chairman
Dr. N.L. Sarda–Member
Dr. Shreepad Karmalkar–Member
Mr. M.P. Bharucha-Member
Mr. Viswanath Tadimety-Member

2 Duties of the Committee

The duties of the Nomination and Remuneration Committee will include:

1. Matters pertaining to the Nomination and Remuneration of members of the Board of Directors such as
2. Matters pertaining to the appointment of Board members to be presented to the general meeting
 - Considering the matters pertaining to the Remuneration of Non Executive members of the Board.
 - taking care of the succession planning of Board members
 - Appointment of Board members at the General Meeting of CyberTech
 - Matters pertaining to remuneration payable to Executive Director and/or Whole Time Director as well as the identification of their possible successors
 - Consideration of ESOP Scheme for the benefit of Employees and other remuneration schemes of the company
 - Answering questions related to the Remuneration paid to Executive Directors and Non Executive Director at the general meeting.

In addition to the tasks listed above, the Nomination and Remuneration Committee may have other tasks that are appropriate for it to be able to fulfill its function.

The Nomination and Remuneration Committee has the right to investigate and examine matters pertaining to its function and use outside experts and consultants at its discretion.

The Board remains responsible for the duties assigned to the committee. The committee has no autonomous decision-making power, and thus the board makes the decisions within its competence collectively.

3 Committee meetings

The committee convenes at least one meeting in a year in order to prepare the proposals to be presented to the general meeting.

At the Nomination and Remuneration Committee meetings shall, if need be, be present also other persons invited by the Committee.

The meetings shall follow the procedures concerning meetings of the Board of Directors to the extent applicable.

The committee shall regularly report on its work to the Board. The reports may be in the form of Minutes and shall include at least a summary of the matters addressed and the measures taken by the committee.

4 Remuneration for committee work

Members of the Committee will be entitled to receive sitting fees @ Rs. 20,000/- per meeting for attending Nomination and Remuneration Committee meetings . The commission may be payable to Non Executive Directors inter alia to work as a member of Nomination and Remuneration Committee as per the resolution approved by the shareholders in general meeting.

5 Publication of information related to the Nomination and Remuneration Committee

The Company shall report the composition of the committee, number of committee meetings held during the financial year and the attendance of committee members and describe the key content of the committee's charters in its annual report and web pages.

This Charter is published in its entirety on the company's Internet site.