

# SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000  
C-316, 3rd Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg,  
Mulund (W), Mumbai – 400 080  
Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

To  
The Board of Directors  
CyberTech Systems and Software Limited  
B-65, CyberTech House, Wagle Estate  
Thane West - 400604

We, Sharma and Trivedi LLP, Company Secretaries have been appointed vide by Letter dated October 23, 2023 by **CyberTech Systems and Software Limited** (hereinafter referred to as 'Company'), having CIN:72100MH1995PLC084788 and having its Registered Office at B-65, CyberTech House, Wagle Estate, Thane West - 400604 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In accordance with the Regulations, the Company has proposed issue of not exceeding 27,12,500 Equity Shares with face value of Rs.10/- each, fully paid up on a preferential basis with an issue price of Rs.153/- each ('Proposed Preferential issue'). The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on October 27, 2023.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, we have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:

- i. Memorandum of Association and Articles of Association of the Company;
- ii. The Present capital structure including the details of the Authorised, Subscribed, Issued and Paid-up share capital of the Company along with the shareholding pattern;
- iii. Resolutions passed at the meeting of the Board of Directors;
- iv. List of Proposed Allottees;
- v. The relevant date in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of said minimum issue price was October 27, 2023;
- vi. The statutory registers of the Company and List of shareholders issued by RTA:
  - a. to note that the equity shares are fully paid up.
  - b. all equity shares held by the proposed allottees in the Company are in dematerialised form.
- ix. Permanent Account Numbers of the proposed allottees
- x. It is verified from the Draft notice of Postal Ballot, Explanatory Statement and confirmed that:
  - a. The disclosures are made in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.

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- b. The Pre-preferential shareholding of the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter V of the ICDR Regulations.
  - c. The Equity Shares to be allotted shall be subject to lock in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
  - d. The terms for payment of consideration and allotment are complied with Regulation 169 of the Regulations.
- xi. Computation of the minimum price of the shares to be allotted in preferential issue in accordance with the Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under these Regulations has been worked out at Rs.153/-;
- xii. Board/shareholders' resolution and statutory registers to verified that promoter(s) or the promoter group has not failed to exercise any warrants of the Company which were previously subscribed by them;
- xv. verified the relevant statutory records of the Company to confirm that:
- a. it has no outstanding dues to the SEBI, the Stock Exchanges or the Depositories.
  - b. it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to preparation of Notice and explanatory statement, determination of relevant date & minimum price of shares and making estimates that are reasonable in the circumstances.

## **Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We are not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company.
4. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

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## **Certification:**

Based on our examination of such information/documents and explanation furnished to us by the management and employees of the Company and to the best of our knowledge and belief, we hereby certify that proposed preferential issue is being made in accordance with the requirements of the applicable provisions of the Regulations.

**For Sharma and Trivedi LLP**  
**Company Secretaries**



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**Vishwanath**  
**Designated Partner**  
**ACS: 14521; C. P. No.: 25099**  
**UDIN: A014521E001494538**

Date: 27<sup>th</sup> October, 2023  
Place: Mumbai