

## NOTICE

Notice is hereby given that Nineteenth Annual General Meeting of CyberTech Systems and Software Limited will be held on Tuesday, September 30, 2014 at CyberTech House, Plot No. B-63/64/65, Road No. 21/34, J.B. Sawant Marg, MIDC, Wagle Estate, Thane – 400 604 at 4.00 p.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend on Equity Shares for the financial year 2013-14.
3. To appoint a Director in place of Mr. Viswanath Tadimety (DIN 00008106), who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of Auditors

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. Lodha & Company, Chartered Accountants (Firm Registration No. 301051E), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Second AGM of the Company to be held in the year 2017 (subject to ratification of its appointment at every AGM), at such remuneration, out-of-pocket expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### SPECIAL BUSINESS:

5. **Appointment of Mr. Prakash Sitaram Kenjale as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Prakash Sitaram Kenjale (DIN 00202324), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years from 30th September, 2014 to 29th September, 2019."

6. **Appointment of Mr. Sudhir Joshi as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Sudhir Joshi (DIN 00349597) a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years from 30th September, 2014 to 29th September, 2019."

7. **Appointment of Dr. N.L. Sarda as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Dr.N.L. Sarda (DIN 00147782), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years from 30th September, 2014 to 29th September, 2019."

8. **Appointment of Dr. Shreepad Karmalkar as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013

(Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Dr. Shreepad Karmalkar (DIN 03273896), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years from 30th September, 2014 to 29th September, 2019.”

9. **Appointment of Ms. Amogha Tadimety as a Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Amogha Tadimety (DIN 06952042), in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

10. **Approval for holding the office of profit by Mr. Steven Jeske as Director in CyberTech Systems and Software Inc. U.S.A.**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“Resolved that pursuant to Section 188 of the Companies Act, 2013 and other applicable provisions, if any, consent of the Company be and is hereby accorded to Mr. Steven Lloyd Jeske holding the office of Director, of CyberTech Systems and Software Inc. U.S.A., the wholly owned subsidiary of the Company, on a remuneration as may be approved by the Board of Directors of CyberTech Systems and Software Inc.USA from time to time, such remuneration not to exceed \$250,000 per annum, for a period of three years ending September, 2017.”

11. **Approval for holding the office of profit by Mr. Viswanath Tadimety as Director in CyberTech Systems and Software Inc. U.S.A.**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“Resolved that pursuant to Section 188 of the Companies Act, 2013 and other applicable provisions, if any, consent of the Company be and is hereby accorded to Mr. Viswanath Tadimety, a director of the Company, holding the office of Director of CyberTech Systems and Software Inc. U.S.A., the wholly owned subsidiary of the Company, on a remuneration as may be approved by the Board of Directors of CyberTech Systems and Software Inc.USA from time to time, such remuneration not to exceed \$300,000 per annum, for a period of three years ending September, 2017.”

12. **Issue of Securities under Employee Stock Option Scheme**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“Resolved that pursuant to Section 62 (1) (b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any modification or re—enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements executed with the Stock Exchanges and the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and other rules and regulations, prescribed by the Securities and Exchange Board of India (“SEBI”) or any other relevant authority, from time to time, to the extent applicable and subject to any approvals, consents, permissions and sanctions of any authorities as may be required, and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions, and which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to the Board to introduce and implement the CyberTech Employee Stock Option Scheme 2014 as detailed in the explanatory statement to this Notice and to create, grant, offer, issue and allot, to or for the benefit of such person(s) who are in the permanent employment of the Company. its holding/subsidiary companies, whether working in India or out of India and the Directors (including whole-time Directors) of the Company and its holding/subsidiary companies. (hereinafter collectively referred to as the “Employees”) but excluding Independent Directors of the Company or subsidiary Companies, Promoters and persons belonging to Promoter group of the Company and Director who either himself or through relative or through any body corporate, directly or indirectly, holding more than 10% of the outstanding equity shares of the Company, equity shares of the Company and/or Options giving right to purchase or subscribe such number of equity shares/equity Linked instruments including any depository receipts, which could give rise to the issue of equity shares (hereinafter collectively referred to as the “Securities”) of the Company, at such price, in such manner, during such period, in one or more tranches and on such terms and conditions as the Board may decide”.

"Resolved further that the maximum number of Securities issued/granted in terms of this resolution, to any single Employee (including any non executive or Independent Director) during any one year shall be less than 1 % of the issued and paid up equity shares of the Company i.e. upto 2,65,21,343 equity shares, provided however that the aggregate Securities issued/granted to all the Employees/other persons under the ESOS shall not exceed (5%) five per cent of the existing paid-up share capital of the Company as on September 30, 2014, i.e. up to 13,26,067 equity shares of the Company.

"Resolved further that the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect the ESOS on such terms and conditions as contained in the Explanatory Statement to this item in the Notice and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the SOS from time to time including but not limited to, amendment(s) with respect to vesting period and schedule, number of options, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the ESOS."

"Resolved further that the Securities may be allotted in accordance with, the ESOS either directly and/or through an existing trust or a trust which may be set up and/or in any other permissible manner and that the ESOS may also envisage for providing any financial assistance to the trust to enable the trust to acquire, purchase or subscribe the Securities of the Company as per the ESOS."

"Resolved further that subject to the terms stated herein, the equity shares allotted pursuant to the aforesaid Resolution shall in all respects rank *pari passu* inter se with the then existing equity shares of the Company."

"Resolved further that the Board be and is hereby authorised to take necessary steps for listing of the Securities allotted under ESOS on the Stock Exchanges, where the securities of the Company are listed, as per the provisions of the Listing Agreement executed with the concerned Stock Exchanges and other guidelines, rules and regulations as may be applicable."

"Resolved further that for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"Resolved further that the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee of Directors or the Chairman of the Company with a power to further delegate to any executives/officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard".

### 13. **Issue of Securities under Employee Stock Option Scheme (ESOS) to the employees and directors of holding and subsidiary companies and other persons**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**;

"Resolved that pursuant to Section 62 (1) (b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any modification or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company the Listing agreements with the Stock Exchanges and the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and other rules and regulations, prescribed by the Securities and Exchange Board of India (SEBI) or any other relevant authority from time to time, to the extent applicable and subject to any approvals, consents, permissions and sanctions of any authorities as may be required, and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions, and which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to the Board to extend the benefits of the CyberTech Employee Stock Option Scheme (ESOS) 2014 referred to in the resolution under Item No. 12 of this Notice and duly passed by the Members, subject to the overall Limit specified under the said ESOS, to such permanent employees of the holding company and subsidiary companies of the Company whether working in India or out of India and Directors of the holding company and subsidiary companies whether whole time Directors but excluding Independent Directors of the Company or subsidiary Companies, Promoters and persons belonging to Promoter group of the Company and Director who either himself or through relative or through any body corporate, directly or indirectly, holding more than 10% of the outstanding equity shares of the Company, or otherwise and/or such other persons, as may from time to time, be allowed to enjoy the benefits of ESOS under prevailing laws and regulations on such terms and conditions as may be decided by the Board."

"Resolved further that for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary expedient or proper and to settle any questions,

difficulties or doubts that may arise in this regard at any stage including at the time of Listing of the securities without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“Resolved further that the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee of Directors or the Chairman of the Company with a power to further delegate to any executive officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard”.

#### Notes:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 5 to 13 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors under Item No. 3 and Item Nos. 5 to 8 of the Notice, are also annexed.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than **FORTY-EIGHT HOURS** before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Transfer Books of the Company will be closed from Monday September 22, 2014 to Tuesday, September 30, 2014, both days inclusive.
4. If the Dividend as recommended by the Board of Directors is approved at the AGM, payment of such dividend will be made on or after Saturday, October 25, 2014 as under:
  - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Friday, September 19, 2014;
  - b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Friday, September 19, 2014 whose name appeared on the Company’s Register of Members on Tuesday, September 30, 2014.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrars and Transfer Agents, Link Intime India Private Limited (LIIP) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to LIIP.
6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or LIIP for assistance in this regard.
7. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or LIIP, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
8. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members seeking any information with regard to the Accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
10. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to section 124 (5) and other applicable provisions, if any, of the Companies Act, 2013, all unclaimed/unpaid dividend, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company

have been transferred to the IEPF established by the Central Government.

No claim shall lie against the IEPF or the Company for the amounts so transferred, nor shall any payment be made in respect of such claim.

Members who have not yet encashed their dividend warrant(s) pertaining to the Dividend for the financial year 2007-08 onwards for the Company are requested to make their claims without any delay to Company or LIIP. It may be noted that the unclaimed Final Dividend for the financial year 2006-07 declared by the Company on August 24, 2007 can be claimed by the shareholders by August 23, 2014 and Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.

11. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with LIIP /Depositories.
13. In compliance with the provisions of section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.
14. The Company's Equity Shares are listed on The Stock Exchange, Mumbai and the National Stock Exchange of India Limited. The Company has paid the annual listing fee for the financial year 2014-15 to these stock exchanges.

**The instructions for e-voting are as under:**

**A. In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

## **B. In case of members receiving the physical copy:**

(A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

(B) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **C. Other Instructions:**

i. The e-voting period commences on Wednesday, September 24, 2014 (9.00 a.m. IST) and ends on Friday, September 26, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, September 19, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on September 19, 2014.

iii. Mr. Rohit Ghaisas Practicing Company Secretary (Membership No. ACS 30073), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

v. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Rohit Ghaisas, Practicing Company Secretary, (Membership No. ACS 30073), at the Registered Office of the Company not later than Friday, September 26, 2014 (6.00 p.m. IST). Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [cssl.investors@cybertech.com](mailto:cssl.investors@cybertech.com) by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Friday, September 26, 2014 (6.00 p.m. IST). Ballot Form received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://india.cybertech.com> and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) within two days of the passing of the resolutions at the Nineteenth AGM of the Company on September 30, 2014 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

## By Order of the Board of Directors

### **Sateesh Wadagbalkar** **GM and Company Secretary**

Thane, August 6, 2014

Corporate Identification Number (CIN) : L72100MH1995PLC084788

### **Registered Office:**

CyberTech Systems and Software Limited,

CyberTech House, Plot No. B-63/64/65,

Road No. 21/34, J.B. Sawant Marg,

MIDC, Wagle Estate

Thane (West) – 400 604

Tel: 91 22 25834643/44/45 Fax: 91 22 25832574

E-mail: [cssl.investors@cybertech.com](mailto:cssl.investors@cybertech.com),

Website: <http://india.cybertech.com>

### **Explanatory Statement** **(Pursuant to section 102 of the Companies Act, 2013)**

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement gives all material facts relating to the business mentioned under Item Nos. 4 to 13 of the accompanying Notice:

#### **Item No. 4:**

This explanatory statement is provided though strictly not required as per section 102 of the Companies Act, 2013.

M/s. Lodha & Co. (ICAI Firm Registration No. 301051E), Chartered Accountants (CAs), Mumbai was appointed as the statutory auditor of the Company for financial year 2013-14 at the Annual General Meeting (AGM) of the Company held on September 30, 2013.

M/s. Lodha & Co. has been the Auditor of the Company since 2001 and has completed a term of 14 years. Prior to this, M/s. PRICE WATERHOUSE was the Auditor of the Company from the financial year 97-98 till financial year ending June 2001. As per the provisions of section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

In view of the above, M/s. Lodha & Co., being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on August 6, 2014, proposed the appointment of M/s. Lodha & Co. as the statutory auditor of

the Company for a period of three years to hold office from the conclusion of this AGM till the conclusion of the Twenty Second AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM).

The Board commends the Resolution at Item No. 4 for approval by the Members.

#### **MEMORANDUM OF INTEREST**

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

#### **Item Nos. 5 to 13:**

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Prakash Sitaram Kenjale, Mr. Sudhir Joshi, Dr. Shreepad Karmalkar and Dr. N.L. Sarda, as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Board of Directors has recommended the appointment of these directors as Independent Directors in the ensuing Annual General Meeting.

Mr. Prakash Sitaram Kenjale, Mr. Sudhir Joshi, Dr. Shreepad Karmalkar and Dr. N.L. Sarda, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

A brief profile of the Independent Directors to be appointed is given below:

#### **Mr. Prakash Sitaram Kenjale**

Mr. Prakash Sitaram Kenjale is a Non-Executive Independent Director of the Company in terms of Listing Agreement with the Stock Exchanges. Mr. Prakash Sitaram Kenjale joined the Board of Directors of the Company on 28.09.2006.

Mr. Prakash Kenjale did his M.Tech. from IIT, Kanpur in 1974. Soon after, he joined Tata Consultancy Services Ltd. (BSE, NSE: TCSCONS) as Trainee and has risen to senior management level. Held several concurrent positions, including CEO, Tata-Intraco Systems Pte. Ltd., Singapore. Helped it grow from 300 to 3,000 people company. He was with TCS Group till 1988. He joined Syntel Inc. (NASDAQ: SYNT) a US listed company in 1988. He helped grow the Company from a mere 70 people to 5,000 strong by 2005. He was one of the top 5 corporate officers and held positions of Chief Technology Officer (CTO) and Chief Delivery Officer. He was director and CEO of SkilBay.com, Inc., USA, and director of Textile Online Marketplaces Ltd., UK, and Convergent Systems Ltd., UK. He has managed up to 3,500 people directly. He has widely traveled and worked for 31 years in US, UK, France, The Netherlands, Switzerland, Spain, Portugal, India, Singapore, Malaysia, Australia and New Zealand. Positively impacted bottom-line results for Syntel Inc. and Tata Consultancy Services Ltd. in very competitive environments. Mr. Prakash Kenjale is a US Citizen of Indian Origin. He currently stays in Michigan

#### **Mr. Sudhir Joshi**

Mr. Sudhir Joshi is a Non-Executive Independent Director of the Company in terms of Listing Agreement with the Stock Exchanges. Mr. Sudhir Joshi joined the Board of Directors of the Company on 30.09.2010. Mr. Sudhir Joshi was Advisor to National Stock Exchange (NSE) Mumbai, on interest rate products. Mr. Sudhir Joshi retired in August 2009 after 38 years in banking- the last 15 years in private sector banks as a member of the top management team. From 2000 to 2009 Mr. Sudhir Joshi was a Treasurer of HDFC Bank Ltd. During this period, he built a sophisticated treasury that has remained at the forefront in the use of latest technology for internal book management of the bank as well as delivery of treasury products to customers. Several customer surveys conducted by international organizations like Asiamoney



rated HDFC Treasury as the top provider of foreign exchange and derivative products, among Indian banks.

During 1995-99 he was an EVP treasury and international banking at Times Bank Ltd. The bank was later merged with HDFC Bank Ltd. From 1971-1995 he worked with State Bank of India in various capacities in India and abroad, the last 10 years being in wholesale banking, specializing in international banking and treasury. He Played an active role in broader market development activities. He was elected Director of Fixed Income, Money Market and Derivatives Association of India (FIMMDA) from 2000 to 2007 and its Chairman between 2003 and 2007. He took keen interest in standardizing market practices – published the handbook codifying market practices in domestic trading in govt securities and derivatives for the first time. He was a member of the technical advisory committee (TAC) of RBI on behalf of FIMMDA for three years. He was co-chairman of the Finance Committee of Bombay Chambers from 2004- 07. He served as director of the Clearing Corporation of India from its inception till his retirement in 2009.

Currently he is a Director on the Board of Directors of The Federal Bank Limited, The Clearing Corporation of India Limited and National Securities Clearing Corporation Limited.

## **Dr. Shreepad Karmalkar**

Dr. Shreepad Karmalkar is a Non-Executive Independent Director of the Company in terms of Listing Agreement with the Stock Exchanges. Dr. Shreepad Karmalkar joined the Board of Directors of the Company on 30.09.2010. Dr. Shreepad Karmalkar is a Professor of Electrical Engineering at IITM. He received the B. Tech and accelerated PhD degrees in Electrical Engineering from the Indian Institute of Technology Madras (IITM), in 1983 and 1989, respectively. He has held visiting research / teaching assignments at several US universities, namely, University of California, Santa Barbara; Rensselaer Polytechnic Institute, Troy, New York; and University of South Carolina, Columbia, USA. He has authored numerous articles in journals, conferences and books, and has been awarded several patents in the areas of semiconductor device modeling and process development. For his research contributions, he has received the 2005 Vikram Sarabhai Award and a 2007 IBM Faculty Award. His contributions in the field of education include a one semester video course on Solid State Devices hosted on Youtube and telecast nationwide on Ekalvya TV channel, and a lecture-cum-activity oriented course to foster research skills.

## **Dr. N.L. Sarda**

Dr. N.L. Sarda is a Non-Executive Independent Director of the Company in terms of Listing Agreement with the Stock Exchanges. Dr. N.L. Sarda joined the Board of Directors of the Company on 28.09.2012. Dr. N. L. Sarda is a Professor in the Department of Computer Science and Engineering at IIT Mumbai (Bombay). He received his Master's (M.Tech.) and PhD degrees from IIT Bombay, and joined as faculty at IIT Bombay, where he is teaching since 1972. He was a Visiting Associate Professor at University of New Brunswick, Canada from 1986 to 88. He was Head of the Computer Science & Engineering Department at IIT Bombay from 1994 to 1997. He was Head of Shailesh J. Mehta School of Management from Aug. 2006 till Feb. 2007. He was Dean of Academic Programmes, IIT Bombay, from October 2001 to September 2004.. In this capacity, he coordinated with IIT's Senate and its various Academic departments for creating, revising, operationalizing and supervising IIT's academic programmes. He served as Professor-in-Charge of Innovation and Entrepreneurship, from October 2004 to Feb. 2006, in which role he coordinated with the Society for Innovation and Entrepreneurship (SINE) hosted by IIT Bombay.

In terms of Section 149 and any other applicable provisions of the Companies Act 2013 ('the Act'), Mr. Sudhir Joshi, Mr. Prakash Sitaram Kenjale, Dr. Shreepad Karmalkar and Dr. N.L. Sarda being eligible, offer themselves for appointment, as Independent Directors for a term of five years.

The Company has received a Notices in writing under Section 160 of the Act from a Member, proposing candidature of Mr. Prakash Sitaram Kenjale, Mr. Sudhir Joshi, Dr. Shreepad Karmalkar and Dr. N.L. Sarda for the Office of Directors of the Company.

The Board of Directors, at its meeting held on 6.8.2014, subject to approval of the members at the ensuing Annual General Meeting, has also approved their appointment as an Independent Directors of the Company.

Further Mr. Prakash Sitaram Kenjale, Mr. Sudhir Joshi, Dr. Shreepad Karmalkar and Dr. N.L. Sarda do not hold by themselves or through any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Mr. Prakash Sitaram Kenjale, Mr. Sudhir Joshi, Dr. Shreepad Karmalkar and Dr. N.L. Sarda fulfill the conditions specified in the Act and Rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letters for appointment of Mr. Prakash Sitaram Kenjale, Mr. Sudhir Joshi, Dr. Shreepad Karmalkar and Dr. N.L. Sarda as Independent Directors and setting out the terms and conditions for the said appointments would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays and

Sundays.

The Board considers that Mr. Prakash Sitaram Kenjale, Mr.Sudhir Joshi, Dr. Shreepad Karmalkar and Dr. N.L. Sarda's continued association will be of immense benefit to the Company and it will be desirable to continue to avail their services as Independent Directors.

Accordingly the Board recommends the resolution Nos. 5 to 8 in relation to appointment of Mr. Prakash Sitaram Kenjale, Mr.Sudhir Joshi, Dr. Shreepad Karmalkar and Dr. N.L. Sarda as an Independent Director, for the approval by the Shareholders of the Company.

This Explanatory Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges with which the Company's equity shares have been listed.

#### **MEMORANDUM OF INTEREST:**

Except Mr. Prakash Sitaram Kenjale, Mr.Sudhir Joshi, Dr. Shreepad Karmalkar and Dr. N.L. Sarda being appointees, no other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution.

#### **Item No. 9.**

Proviso to sub clause 1 of Section 149 of the Companies Act, 2013 read with Rule 3 of Companies (Appointment and Qualification of directors) Rules, 2014 makes it mandatory to Listed Companies to have at least one woman director on the Board of Directors of the Company.

The Board of Directors at its meeting held on August 6, 2014 approved the proposal to appoint Ms. Amogha Tadimety as woman director retiring by rotation subject to the approval of members in the Nineteenth Annual General Meeting.

Ms. Amogha Tadimety earned her B.S.E. from Princeton University in 2014 in Chemical and Biological Engineering. She also holds additional certificates in Engineering Biology, Public Policy and Entrepreneurship from Princeton. Ms. Amogha has work and research experience at IDFC, Mumbai and Harvard University, Cambridge, MA. Her DIN No. is 06952042

Ms. Amogha Tadimety along with other relatives holds 254320 Equity Shares of the Company.

The Company has received a Notice in writing under Section 160 of the Act from a Member, proposing candidature of Ms. Amogha Tadimety for the Office of Director of the Company.

The Board considers that appointment of Ms. Amogha Tadimety on the Board of the Company will immensely benefit the Company.

Accordingly the Board recommends the resolution No. 9 in relation to appointment of Ms. Amogha Tadimety as a Director, for the approval by the Shareholders of the Company.

#### **MEMORANDUM OF INTEREST:**

Except Mr. Viswanath Tadimety, no other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution.

#### **Item No. 10 – Consent for Mr. Steven Jeske to continue to hold the office of Director in the subsidiary Company.**

**Mr. Steven Jeske** is a Director of CyberTech Systems and Software Inc., a 100 % subsidiary of the Company. He is paid a remuneration as may be approved by the Board of Directors of CyberTech Systems and Software Inc. USA from time to time, such remuneration not exceeding \$250,000 per annum for a period of three years ending March 2017. Section 188 of the Companies Act 2013 requires every Director of the Company to obtain consent of the shareholders for continuing to hold an office of profit in a subsidiary company and the remuneration payable to him. Accordingly the Board commends this resolution for the approval of the shareholders.

#### **Memorandum of Interest**

Except **Mr. Steven Jeske**, no other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution.

#### **Item No. 11 – Consent for Mr. Viswanath Tadimety to continue to hold the office of Profit in the subsidiary Company.**

**Mr. Viswanath Tadimety** is a Director of CyberTech Systems and Software Inc., a 100 % subsidiary of the Company. He is paid a remuneration as may be approved by the Board of Directors of CyberTech Systems and Software Inc. from time to time, such remuneration not exceeding \$300,000 per annum for a period of three years ending March 2017. Section 188 of the Companies Act 2013 requires every Director of the Company to obtain consent of the shareholders for continuing to hold an office of profit in a subsidiary company and the

remuneration payable to him. Accordingly the Board commends this resolution for the approval of the shareholders.

## **Memorandum of Interest**

Except **Mr. Viswanath Tadimety**, no other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution.

## **Item No. 12 and 13:**

The Shareholders at the meeting held on August 24, 2007 had approved ESOP Plan 2007. The plan was valid for seven years from the date of the resolution. Hence the Company proposes to initiate ESOP Plan 2014. The salient features of the New ESOP Plan 2014 are as under:

1. No. of ESOP that could be granted during the entire period of seven years from the date of the new scheme will be 1323567 Equity shares.
2. The maximum number of shares which shall be offered under new plan shall not exceed 5% of the outstanding fully paid up Equity shares of the Company.
3. All the employees with a designation of senior manager and above shall be eligible for the grant after completion of six months employment of the Company. All other employees will become eligible after completion of twelve months of employment.
4. The options granted will vest at the rate of 25% of the options granted after the completion of first year, second year, third year and fourth year from the date of the grant
5. The options will be priced at the closing price on the applicable stock exchanges (where the volume of shares traded of the Company on the day of the grant is the higher.
6. The persons to whom the Options are granted may exercise all or part of the options vested before the expiry of seven years from the date of the grant.
7. The options will be granted to the eligible employees at the discretion of the Nomination and Remuneration Committee of the Board of Directors.
8. Nomination and Remuneration Committee of the Board shall decide the quantum of options to be granted to any eligible employee.
9. The Company agrees to follow the accounting standards as prescribed under clause 13.1 of the SEBI (Employees Stock Option) Guidelines 1999.
10. Eligible Employees mean permanent employees of CyberTech Systems and Software Limited (CSSL) and CyberTech Systems and Software Inc.U.S.A., 100% subsidiary including directors of the Company but does not include promoter of CyberTech Systems and Software Limited (CSSL) and CyberTech Systems and Software Inc. U.S.A., independent directors of these companies and any person holding more than 10% of equity shares of CyberTech Systems and Software Limited

## **Memorandum of Interest**

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution.

## **By Order of the Board of Directors**

**Sateesh Wadagbalkar**  
**GM and Company Secretary**

Thane, August 6, 2014  
Corporate Identification Number (CIN) : L72100MH1995PLC084788

## **Registered Office:**

CyberTech Systems and Software Limited,  
CyberTech House, Plot No. B-63/64/65,  
Road No. 21/34, J.B. Sawant Marg,  
MIDC, Wagle Estate  
Thane (West) – 400 604  
Tel: 91 22 25834643/44/45 Fax: 91 22 25832574  
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Website: <http://india.cybertech.com>