



## NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting of the members of CyberTech Systems and Software Limited will be held on Friday, the 30th Day of September 2011, at the Registered Office of the Company at CyberTech House, Plot No. B - 63/64/65, Road No.21/34, J. B. Sawant Marg, MIDC, Wagle Estate, Thane (West) - 400 604 at 3 p.m. to transact the following business:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Company's audited Balance Sheet as at March 31, 2011 and the Profit and Loss Account for the year ended as on that date along with Schedules and the Reports of Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. Viswanath Tadimety who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Lodha & Co., Chartered Accountants, Mumbai, as Auditors from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS:

5. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:  
"RESOLVED THAT Mr. Sudhir Joshi, who was appointed as an Additional Director by the Board of Directors of the Company at its meeting held on September 30, 2010 and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, from a member of the Company proposing his candidature to the office of a Director, be and is hereby appointed as a Director liable to retire by rotation."
6. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:  
"RESOLVED THAT Dr. Shreepad Karmalkar, who was appointed as an Additional Director by the Board of Directors of the Company at its meeting held on September 30, 2010 and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, from a member of the Company proposing his candidature to the office of a Director, be and is hereby appointed as a Director liable to retire by rotation."
7. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:  
"RESOLVED THAT Dr. Tapan Kumar Mukhopadhyay, who was appointed as an Additional Director by the Board of Directors of the Company as on March 15, 2011 by way of circular resolution and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, from a member of the Company proposing his candidature to the office of a Director, be and is hereby appointed as a Director not liable to retire by rotation."
8. 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 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as 'the said Act' including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article 173 of the Articles of Association of the Company, approval of the Company be and is hereby accorded for the appointment of Dr. Tapan Kumar Mukhopadhyay as Whole Time Director in the whole-time employment of the Company, for a period of three years with effect from March 15, 2011 upon the terms and conditions approved by the Board at its meeting held on March 15, 2011."  
"RESOLVED FURTHER THAT the Board be and is hereby authorised to alter, vary and modify the said terms including salary, allowances and perquisites in such a manner as may be agreed to between the Board and Dr. Tapan Kumar Mukhopadhyay within and in accordance with and subject to the limits prescribed in Schedule XIII of the Companies Act, 1956 and if necessary, as may be stipulated by the Central Government and as may be agreed to accordingly between the Board and Dr. Tapan Kumar Mukhopadhyay."  
"RESOLVED FURTHER THAT notwithstanding anything hereinabove stated, where in any financial year, during the currency of the term of Dr. Tapan Kumar Mukhopadhyay as Whole Time Director of the Company, if the Company has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary and perquisites not exceeding the limits specified in Schedule XIII of the Companies Act, 1956."  
"RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorised to do all such acts as are necessary to give effect to the above resolution."

By **Order of the Board of Directors**

**Sateesh Wadagbalkar**  
Company Secretary

### Registered Office:

CyberTech House  
Plot No.B - 63/64/65, Road No.21/34, J. B. Sawant Marg,  
MIDC, Wagle Estate, Thane (West) - 400 604.  
Dated : August 12, 2011

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies, in order to be effective, must be lodged with the Company not less than 48 hours before the time fixed for the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from September 22, 2011 to September 30, 2011 (both days inclusive).
4. Members are requested to:
  - a. Notify immediately, change of address, if any, to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound , L.B.S. Marg, Bhandup (W), Mumbai - 400 078, if they are holding shares in physical form and to update such details with their respective Depository Participants (DPs), if they are holding shares in electronic form.
  - b. Write to the Company for any information about accounts at least 10 days in advance of the Annual General Meeting and
  - c. Bring the copy of the Annual Report along with them and to produce the Attendance Slip at the entrance of the Meeting Hall.
5. Members who have not yet encashed their dividend warrants for previous four years may approach the Company for issue of demand draft in lieu of the said warrant since in terms of the amendments to Section 205A and Section 205C of the Companies (Amendment) Act, 1999, the amount of dividend remaining unclaimed for a period of seven years from the due date of payment is required to be transferred to the Investors Education and Protection Fund and no amount could be claimed thereafter.
6. Members/Beneficial Owners are requested to quote Folio No. /DP and Client ID Nos., as the case may be, in all correspondence with the Company.
7. Members are requested to give their valuable suggestions for improvement of investor services and are also advised to quote their e-mail ID, telephone/facsimile number for prompt reply to their communications.
8. 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 fees for the financial year 2011-2012 to these Stock Exchanges.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

### Item Nos. 5 and 6 - Appointment of Mr. Sudhir Joshi and Dr. Shreepad Karmalkar as Directors of the Company

Mr. Sudhir Joshi and Dr. Shreepad Karmalkar were appointed as an Additional Directors of the Company to further broad base the Board. Pursuant to provisions of Section 260 of the companies act, 1956 and Article 140 of the Articles of Association of the Company, they hold their offices till the date of this Annual General Meeting. The Company has received a notice from a shareholder proposing their appointment as Directors to retire by rotation. Their vast experience were extremely useful to the Company.

Directors recommend the resolution. Mr. Sudhir Joshi and Dr. Shreepad Karmalkar may be deemed to be concerned or interested in so far as the matter concerns their appointment.

No other Director is concerned or interested in this resolution

### Item Nos. 7 and 8 Appointment and Remuneration of Dr. Tapan Kumar Mukhopadhyay as Whole Time Director.

Dr. Tapan Kumar Mukhopadhyay was appointed as an Additional Director by the Board of Director on March 15, 2011 by passing a resolution by circulation. The Board also appointed him as Whole Time Director for a period of three years with effect from March 15, 2011. The Board considered the recommendations of Remuneration Committee while determining the remuneration payable to him.

Pursuant to provisions of Section 260 of the companies act, 1956 and Article 140 of the Articles of Association of the Company, he holds his office till the date of this Annual General Meeting. The Company has received a notice from a shareholder proposing his appointment as directors to not liable to retire by rotation.

**The information as required under Schedule XIII Part II 1(B)(IV) is given below.**

## I. GENERAL INFORMATION:

1. Nature of Industry: Information Technology



2. Date or expected date of commencement of commercial production: Not Applicable (The Company is an existing Company)
3. In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus: Not Applicable
4. Financial performance based on given indicators:  
Particular Period : April 1, 2010-March 31, 2011  
Total Revenue : ₹ 247.45 Millions (Standalone)  
Profit (Loss) after Tax : ₹ 47.60 Millions (Standalone)
5. Export performance and net foreign exchange collaboration, if any:  
Revenue (Export) : ₹ 150.00 Millions (Standalone)
6. Foreign Investment or collaboration, if any: The Company has investment in the following overseas subsidiaries/ Joint Venture:
  - i. CyberTech Systems and Software Inc. U.S.A
  - ii. CyberTech Middle East W.L.L., Bahrain

### II Information about the Appointee:

- 1) Background Details:  
Dr. Tapan Kumar Mukhopadhyay, aged 61, is B.Sc Hons. In Chemistry, B.Tech (Chemical Engg) M.Tech (Chemical Engg), PGDBM, Ph.D.  
Prior to joining CSSL, he has more than thirty six years of experience in SAIL, Financial Institutions and Banking Sector. He has retired as Chief General Manager and Country Head (Administration & Premises) from IDBI BANK after serving 30 years in the institution in different senior executive positions including positions as Head of Project Finance, Project Management and Project Monitoring Department besides holding independent charges of different branches/zones. He had opened 200 new bank branches and 400 ATMs of IDBI Bank all over India during 2008 to 2009 as Country Head. In his service tenure with IDBI Bank, he was appointed as a Nominee Director of IDBI Bank on the Board of various private sector companies like J.K.Tyres & Industries Ltd., BPL Mobile Communications Ltd., Hindustan Sanitary Wares Ltd., IFB Industries Ltd., Visuvious Industries Ltd., Manor Floatel Ltd., Alok Industries Ltd., Uniworth Ltd. and State Industrial Development Corporations of Sikkim, Bihar, Rajasthan, Assam and West Bengal etc.
- 2) Past remuneration : New appointment  
Last Remuneration drawn : Last drawn remuneration was ₹ 40 Lakhs p.a.
- 3) Job profile and his suitability :  
Dr. Tapan Kumar Mukhopadhyay has more than 36 years of experience in SAIL, Financial Institutions and Banking Sector in senior executive positions and being appointed as a Nominee Director of IDBI on the Boards of various companies, The Board considers him to be the suitable person.
- 4) Remuneration proposed:  
The details structure of salary components and perquisites, benefits as recommended by the Remuneration Committee and approved by the Board of Directors were communicated to the shareholders on March 23, 2011 as required in terms of section 302 of the companies act,1956, hence not specifically covered herein.
- 5) Comparative remuneration profile with respect to industry, size of the Company, Profile of the position and person:  
The remuneration payable to the appointee has been benchmarked with the remuneration being drawn by similar positions in IT industry and such benchmark has been considered by the Remuneration Committee/Board of Directors of the Company.

- 6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:  
The appointee has no pecuniary relationship directly or indirectly with the Company.

By **Order of the Board of Directors**

**Sateesh Wadagbalkar**  
Company Secretary

**Registered Office:**

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J. B. Sawant Marg, MIDC, Wagle Estate,  
Thane (West) – 400 604  
Dated : August 12, 2011

**Information pursuant to clause 49 VI (A) of the Listing Agreement-**

Details of a Director seeking re-appointment at the forthcoming Annual General Meeting as reflected under item No. 3 of the Notice.

Name of Director	Mr. Viswanath Tadimety
Date of Birth	October 5, 1962
Date of Appointment	May 23, 1995
Qualifications	M. Tech from Indian Institute of Technology
Experience in specific Functional Areas	Rich experience of over 24 years in Information Technology, specializing in network systems and integrations
Directorship in other Companies	CyberTech Systems and Software, Inc. CyberTech Middle East W.L.L.
Membership on Committees of other Companies	Nil

By **Order of the Board of Directors**

**Sateesh Wadagbalkar**  
Company Secretary

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