

## NOTICE

NOTICE is hereby given that the Eighteenth Annual General Meeting of the members of CyberTech Systems and Software Limited will be held on Monday, September 30, 2013, 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 4 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, 2013 and the Statement of Profit and Loss 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. Sudhir Joshi who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. Shreepad Karmalkar who retires by rotation and being eligible, offers himself for re-appointment.
5. 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:

6. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:  
"RESOLVED THAT Dr. N.L. Sarda, who was appointed as an Additional Director by the Board of Directors of the Company at its meeting held on September 28, 2012 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."

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**  
**Date: August 13, 2013**

### 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 23, 2013 to September 30, 2013 (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 yet not encashed their dividend warrants for previous 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 2013–2014 to these Stock Exchanges.

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

### Item No. 6-Appointment of Dr. N.L. Sarda as Director of the Company

Dr. N.L. Sarda was appointed as an Additional Director of the Company to further broad base the Board. His vast experience will be extremely useful to the Company.

Directors recommend the Resolution. Dr. N.L. Sarda may be deemed to be concerned or interested in so far as the matter concerns his appointment.

No other Director is concerned or interested in this resolution.

By **Order of the Board of Directors**

**Sateesh Wadagbalkar**  
Company Secretary

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**J. B. Sawant Marg, MIDC, Wagle Estate,**

**Thane (West) – 400 604**

**Date : August 13, 2013**

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

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting as reflected under item No. 3 & 4 of the Notice.

Name of Director	Mr. Sudhir Joshi	Dr. Shreepad Karmalkar
Date of Birth	February 27, 1947	June 25, 1961
Date of Appointment	September 30, 2010	September 30, 2010
Qualifications	B.Sc.	PhD. in Electronic Engineering IIT Madras, B.Tech (EE), IIT Madras
Experience in specific Functional Areas	Forty Years	Twenty Three Years
Directorship in other Companies	1. CyberTech Systems and Software Inc, USA 2. Federal Bank Limited 3. National Securities Clearing Corporation Limited	Nil

Membership on Committees of other Companies	1. Audit Committee Member of National Securities Clearing Corporation Limited 2. Finance Committee Member and Investment Committee Member of Federal Bank Limited	Nil
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By **Order of the Board of Directors**

**Sateesh Wadagbalkar**  
Company Secretary

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