



NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting of the members of **CyberTech Systems and Software Limited** will be held on Thursday, the 30th Day of September 2010, 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, 2010 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. Steven Jeske 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 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 reappointment of Mr. C.N. Rao as an Executive Director in the whole-time employment of the Company, for a period of one year with effect from October 1, 2010 upon the terms and conditions approved by the Board at its meeting held on August 4, 2010."
"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 Mr. C. N. Rao 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 Mr. C.N. Rao."
"RESOLVED FURTHER THAT notwithstanding anything hereinabove stated, wherein any financial year, during the currency of the term of Mr. C.N. Rao as Executive Director of the Company, 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."
6. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:
"RESOLVED THAT the Authorised Share Capital of the Company be and is hereby increased from Rs. 30,00,00,000 (Rupees Thirty Crores) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- each to Rs. 50,00,00,000/- (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs.10/- each."
"RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be deleted and the following clause be substituted in its place:-
The Authorised Share capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs.10/- each. The Company has power from time to time to increase or reduce its capital and issue any shares in the original or new capital as equity or preference shares (CCP) or shares of any other kind and to attach to any classes of such shares any preference, rights, privileges or priorities in payment of dividends or distribution of assets or otherwise over any other shares to subject the same and upon the sub-division of a share to apportion the right to participate in profits, in any manner, subject to the prior consent of the Government of India or any other court if the same, be necessary, being obtained before doing so."
7. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:
"RESOLVED THAT the Article 3 of Articles of Association be deleted and the following Article be substituted in its place :-
The Authorised Share capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs.10/- each."

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 4, 2010.

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, 2010 to September 30, 2010 (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 three 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 2010-11 to these Stock Exchanges.

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956.

Item No. 5

Reappointment and Remuneration of Mr. C.N. Rao as Executive Director

Members of the Company reappointed Mr. C.N. Rao as an Executive Director for a period of one year, with effect from October 1, 2009 in the 14th Annual General Meeting held on September 30, 2009. His tenure as Executive Director expires on September 30, 2010 unless he is reappointed for further period. The Board after considering his performance has decided to reappoint him as Executive Director for further period of one year effective from October 1, 2010 subject to the approval of members. The Board has considered the recommendations of the Remuneration Committee while determining the remuneration to be payable to him after he is reappointed as Executive Director.

Except Mr. C.N. Rao, no other director may be deemed to be concerned or interested in this resolution.

I The information as required under Schedule XIII Part II section II 1(B)(iv) is given below:

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, 2009-March 31, 2010
Total Revenue: : Rs. 207.40 Million (Standalone)
Profit (Loss) after Tax: : Rs. 43.85 Million (Standalone)

5. Export performance and net foreign exchange collaboration, if any:

Revenue (Export): Rs. 122.76 Million (Standalone)

6. Foreign Investment or collaboration, if any: The Company has investment in the following overseas subsidiaries / Joint Venture:

1. CyberTech Systems and Software Inc. U.S.A
2. CyberTech Middle East W.L.L., Bahrain

II Information about the Appointee:

1) Background Details:

Mr. C. N. Rao, 65, is B.Com Hons. and LL.B. from the University of Kolkata and Associate Member of all the three professional bodies viz., ACAI, ICWAI and ICSI.

Prior to joining CSSL, he has a total of over thirty four years experience including twenty four years experience as head of Finance and I.T in a large public sector undertaking. The remuneration paid to him has been recommended by the Remuneration Committee and is subject to the approval of the shareholders by way of special resolution.

- 2) Past remuneration : Rs. 12 Lakhs per annum when he was appointed
as Executive Director in the Company

Last Remuneration drawn : Last drawn remuneration was Rs. 10.50 Lakhs per annum.

3) Job profile and his suitability:

Mr. C.N. Rao has completed 4 years of service in CyberTech Systems and Software Limited.

Since Mr. C.N. Rao has total of 35 years of rich experience in industry and has headed the Finance and I.T functions in a large public sector undertaking, the Board considers him to be the most suitable person.

The Company has received a Notice under Section 257 of the Companies Act, 1956 from a member signifying his intention to propose Mr. C.N.Rao, for the office of Executive Director not liable to retire by rotation.

4) Remuneration proposed:

- a) **Salary:** Rs.87,500 per month
- b) **Conveyance facilities:** The company shall reimburse all repairs, maintenance and running expenses including driver's salary for his car, the total amount not exceeding Rs. 1,50,000 per annum
- c) **Telephone facilities:** The company shall reimburse the expenses for one fixed land line and two mobile phones at his residence
- d) **Gratuity:** Gratuity at the rate of half month's salary for each completed year of service
- e) **Leave:** Entitled for leave with full pay or encashment thereof as per the rules of the company
- f) **Notice:** Three months on either side.

This may be treated as abstract of the terms & conditions for re-appointment of Mr. C.N. Rao as Executive Director of the Company.

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.

Item Nos. 6 & 7

The present Authorised Share Capital of the Company is Rs.30,00,00,000/- divided into 3,00,00,000 Equity Shares of Rs.10/- each. Present Issued Capital of the Company is Rs.26,47,63,020/- divided into 2,64,76,302 Equity Shares of Rs.10/- each.

It is proposed to increase the Authorised Capital to enable the Company to issue any additional capital for expansion of business activities to be under taken in near future.

The Board of Directors has recommended the passing of the Resolutions contained in Item Nos. 6 & 7.

The Directors may be deemed to be concerned or interested in the Resolutions at item Nos. 6 & 7 to the extent of their respective shareholdings in the Company.

Inspection of Documents:

A copy of the Memorandum & Articles of Association with the proposed amendments is available for inspection of the Members of the Company at the Registered Office of the Company during the Company's business hours from Monday to Friday.

By **Order of the Board of Directors**

Sateesh Wadagbalkar
Company Secretary

Registered Office:

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MIDC, Wagle Estate, Thane (West) – 400 604.
Date : August 4, 2010.

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. Steven Lloyd Jeske
Date of Birth	09/12/1952
Date of Appointment	September 30, 2008
Qualifications	Certified Public Accountant and M.B.A. from Chicago University U.S.A.
Experience in specific Functional Areas	He was formerly the CFO of several start ups including Petcare Plus, Inc., a US \$100m retailer and VSMLP, a Blockbuster Video Franchise.
Directorship in other Companies	CyberTech Systems and Software, Inc. CyberTech Middle East W.L.L.
Membership on Committees of other Companies	Nil

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