



# CyberTech

Systems and Software Limited

**REGD OFFICE:** `CyberTech House' Plot No. B-63/64/65, Road # 21/34, J.B Sawant Marg, MIDC, Wagle Estate, Thane 400604

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- Email: [cssl.investors@cybertech.com](mailto:cssl.investors@cybertech.com)

Date: June 01, 2026

<b>To</b> <b>BSE Limited</b> <b>Listing Department</b> <b>Phiroze Jeejeebhoy Towers</b> <b>Dalal Street, Mumbai-400 001</b> <b>Scrip Code: 532173</b>	<b>To</b> <b>National Stock Exchange of India Ltd.</b> <b>Listing Department</b> <b>Plot No. C1, Exchange Plaza</b> <b>G Block, Bandra Kurla Complex</b> <b>Bandra (East), Mumbai - 400 051</b> <b>Symbol: CYBERTECH</b>
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Dear Sir / Madam,

**Sub: Submission of Letter of Offer pursuant to Regulation 8 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 in relation to the Buyback of Equity Shares of CyberTech Systems and Software Limited ("Company")**

Dear Sir / Madam,

This is with reference to the buyback of fully paid-up equity shares of CyberTech Systems and Software Limited and in continuation of the Public Announcement dated May 14, 2026, published on May 15, 2026, in accordance with the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations").

Pursuant to Regulation 8 of the SEBI Buyback Regulations, please find enclosed herewith the Letter of Offer dated May 30, 2026, in connection with the Buyback.

The Letter of Offer is being submitted in compliance with the applicable provisions of the SEBI Buyback Regulations.

We request you to take the above information on record.

Thanking You,  
Yours Faithfully,

**FOR CYBERTECH SYSTEMS AND SOFTWARE LIMITED**

**Sarita Leelaramani**  
**Company Secretary and Compliance Officer**  
**Membership No.: A35587**

**Encl.: As above**

## LETTER OF OFFER

### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as a registered Equity Shareholders (*as defined below*) or beneficial owners of fully paid-up Equity Shares of CyberTech Systems and Software Limited (“**Company**”), as on the Record Date (*as defined below*) in accordance with Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended. If you require any clarification about the action to be taken, you may consult your stockbroker or your investment consultant or the Manager to the Buyback, i.e. Saffron Capital Advisors Private Limited or the Registrar to the Buyback, i.e. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited). Please refer the section entitled “*Definition of Key Terms*” for the definition of the capitalized terms used herein.



#### CYBERTECH SYSTEMS AND SOFTWARE LIMITED

**Registered Office:** CyberTech House, Plot No. B - 63 / 64 / 65, Road No. 21/34, J. B. Sawant Marg,

MIDC, Wagle Estate, Thane (West)- 400604, Maharashtra, India

**Tel. No.** 022-6983 9200; **Email:** [cssl.investors@cybertech.com](mailto:cssl.investors@cybertech.com); **Website:** <https://cybertech.com>

**Corporate Identification Number (CIN):** L72100MH1995PLC084788

**Contact Person:** Ms. Sarita Leelaramani, Company Secretary & Compliance Officer

**OFFER TO BUYBACK UP TO 8,50,000 (EIGHT LAKH FIFTY THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- (RUPEES TEN ONLY) EACH OF THE COMPANY (“EQUITY SHARES”) AT A PRICE OF ₹ 170/- (RUPEES ONE HUNDRED AND SEVENTY ONLY) (“BUYBACK PRICE”) PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE AMOUNT NOT EXCEEDING ₹ 14,45,00,000 (RUPEES FOURTEEN CRORES AND FORTY FIVE LAKHS ONLY) (“BUYBACK SIZE”) EXCLUDING TRANSACTION COST, FROM THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF THE COMPANY AS ON THE RECORD DATE, ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.**

- 1) The Buyback is being undertaken in accordance with Article 6A of the Articles of Association of the Company, Sections 68, 69 and 70, and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof and applicable rules thereunder including the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, the Companies (Meetings of Board and its Powers) Rules, 2014 and other relevant rules made hereunder, each as amended from time to time and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (“**SEBI Buyback Regulations**”) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“**SEBI Listing Regulations**”) read with SEBI Circulars. The Buyback is subject to receipt of such approvals, permissions and sanctions, as may be required under the applicable laws including from the Securities and Exchange Board of India, and/or the National Stock Exchange of India Limited and the BSE Limited, Registrar of Companies, Reserve Bank of India, etc.
- 2) The Buyback Size is ₹ 14,45,00,000/- (Rupees Fourteen Crores and Forty Five Lakhs Only) excluding the Transaction Costs, which represents 9.81% and 7.55% of the aggregate of the total paid-up capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026 respectively, which is within the statutory limit of 10% of the total paid up equity share capital and free reserves of the Company.
- 3) This Letter of Offer is being sent electronically to all Eligible Shareholders of the Company as on the Record Date i.e. **Friday, May 29, 2026**, who have registered their email id with the Depositories/ the Company. Further, in terms of explanation to Regulation 9(ii) of the SEBI Buyback Regulations, if the Company receives a request from any Eligible Shareholder to dispatch a copy of this Letter of Offer in physical form, the same shall be provided to such shareholder’s registered postal address.
- 4) For details of the procedure for tender and settlement, please refer to the “*Procedure for Tender Offer and Settlement*” on page 40. The Form of Acceptance-cum-Acknowledgement (the “**Tender Form**”) along with the share transfer form (“**Form SH 4**”) is enclosed together with this Letter of Offer.
- 5) For details of the methodology adopted for the Buyback, please refer to the “*Process and Methodology for the Buyback*” on page 36.
- 6) For mode of payment of cash consideration to the Eligible Shareholders, please refer to “*Procedure for Tender Offer and Settlement-Method of Settlement*” on page 46.
- 7) A copy of the Public Announcement (*as defined below*), and this Letter of Offer (including the Tender Form and SH-4) will also be available on the websites of the Company, the Securities and Exchange Board of India, the Registrar to the Buyback, the Stock Exchanges i.e. BSE & NSE and the Manager to the Buyback at <https://cybertech.com>, [www.sebi.gov.in](http://www.sebi.gov.in), [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com), [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.saffronadvisor.com](http://www.saffronadvisor.com), respectively.
- 8) Eligible Shareholders are advised to refer to “*Details of Statutory Approvals*” and “*Note on Taxation*” on pages 35 and 48, of this Letter of Offer respectively, before tendering their Equity Shares in the Buyback.

#### MANAGER TO THE BUYBACK



**SAFFRON CAPITAL ADVISORS PRIVATE LIMITED**  
**Address:** 605, Sixth Floor, Centre Point, Andheri-Kurla Road,  
J. B. Nagar, Andheri (East), Mumbai - 400 059  
**Tel No.:** +91 22 49730394  
**E-mail:** [buybacks@saffronadvisor.com](mailto:buybacks@saffronadvisor.com);  
**Website:** [www.saffronadvisor.com](http://www.saffronadvisor.com);  
**Investor Grievance mail:**  
[investorgrievance@saffronadvisor.com](mailto:investorgrievance@saffronadvisor.com)  
**SEBI Registration No.:** INM000011211;  
**Validity:** Permanent  
**Contact Person:** Ms. Pooja Jain

#### REGISTRAR TO THE BUYBACK



**MUFG INTIME INDIA PRIVATE LIMITED**  
**(Formerly Link Intime India Private Limited)**  
**Address:** C101, Embassy 247, 1st Floor, LBS Marg,  
Vikhroli (West), Mumbai 400 083  
**Tel:** +91 8108114949; **Fax:** +91 22 49186060  
**E-mail:** [cybertech.buyback@in.mpms.mufg.com](mailto:cybertech.buyback@in.mpms.mufg.com)  
**Investor Grievance E-mail:**  
[cybertech.buyback@in.mpms.mufg.com](mailto:cybertech.buyback@in.mpms.mufg.com)  
**Website:** [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com)  
**Contact Person:** Shanti Gopalkrishnan  
**SEBI Registration No.:** INR000004058  
**Validity Period:** Permanent Registration

<b>BUYBACK PROGRAMME</b>	
<b>BUYBACK WINDOW OPENING DATE</b>	<b>Thursday, June 04, 2026</b>
<b>BUYBACK WINDOW CLOSING DATE</b>	<b>Wednesday, June 10, 2026</b>
<b>LAST DATE AND TIME OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS BY THE REGISTRAR TO THE BUYBACK</b>	<b>Wednesday, June 10, 2026 by 5.00 PM (IST)</b>
<b>BUYBACK ENTITLEMENT</b>	
<b>Category of Eligible Shareholders</b>	<b>Ratio of Buyback (i.e. Buyback Entitlement)*</b>
<b>Reserved Category for Small Shareholders</b>	12 Equity Share for every 277 Equity Shares held on the Record Date
<b>General Category for all other Eligible Shareholders</b>	12 Equity Share for every 277 Equity Shares held on the Record Date
<p><i>*Note: The above ratio of Buyback is approximate and provides indicative Buyback Entitlement. Any computation of the Buyback Entitlement using the above Buyback ratio may provide a slightly different number than the actual entitlement due to rounding-off. The actual Buyback Entitlement factor for Small Shareholders under the Reserved Category is 4.331835257% and for other shareholders under the General Category is 4.331893077%. Also, the numbers arrived at using the actual Buyback Entitlement may not conform exactly to the Buyback Entitlement printed in the Tender Form due to rounding-off of the factor.</i></p> <p>For further information on Ratio of Buyback as per the Buyback Entitlement in each Category, please refer paragraph 22.7 on page 37 of this Letter of Offer.</p> <p><b>ELIGIBLE SHAREHOLDERS CAN ALSO CHECK THEIR ENTITLEMENT ON THE WEBSITE OF THE REGISTRAR TO THE BUYBACK BY FOLLOWING THE STEPS GIVEN BELOW:</b></p> <ol style="list-style-type: none"> <li>1) Click on <a href="https://in.mpms.mufig.com/Offer/Default.aspx">https://in.mpms.mufig.com/Offer/Default.aspx</a></li> <li>2) Select the name of the Company – “CyberTech Systems and Software Limited-Buyback”</li> <li>3) Select holding type - “Demat” or “Physical” or “PAN”</li> <li>4) Based on the option selected above, enter your “DPID CLID” or “Folio Number” or “PAN”</li> <li>5) Click on Submit.</li> <li>6) The entitlement will be provided in the pre-filled ‘FORM OF ACCEPTANCE-CUM ACKNOWLEDGEMENT’</li> </ol>	

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## 1. SCHEDULE OF ACTIVITIES

Sr. No.	Activity Schedule	Day & Date
1.	Date of meeting of the Board of Directors approving the proposal of the Buyback	Wednesday, May 13, 2026
2.	Date of Public Announcement for the Buyback	Thursday, May 14, 2026
3.	Date of publication of the Public Announcement for the Buyback	Friday, May 15, 2026
4.	Record Date for determining the Buyback Entitlement and the names of the Eligible Shareholders	Friday, May 29, 2026
5.	Last date for dispatch of Letter of Offer	Tuesday, June 02, 2026
6.	Date of opening of the Buyback (“ <b>Buyback Window Opening Date</b> ”)	Thursday, June 04, 2026
7.	Date of closing of the Buyback (“ <b>Buyback Window Closing Date</b> ”)	Wednesday, June 10, 2026
8.	Last date of receipt of completed Tender Forms and other specified documents including physical share certificates (if and as applicable) by the Registrar to the Buyback	Wednesday, June 10, 2026
9.	Last date of completion of verification by Registrar to the Buyback	Friday, June 12, 2026
10.	Last date of intimation to the Designated Stock Exchange regarding acceptance/ non-acceptance of the tendered Equity Shares by the Registrar to the Buyback	Tuesday, June 16, 2026
11.	Last date of completion of settlement of bids by the Clearing Corporation/Stock Exchange	Wednesday, June 17, 2026
12.	Last date of dispatch of share certificate(s) by the Registrar to the Buyback/ unblocking/return of unaccepted demat Equity Shares in the account of the Eligible Shareholders/Seller Member	Wednesday, June 17, 2026
13.	Last date of payment of consideration to Eligible Shareholders who participated in the Buyback	Wednesday, June 17, 2026
14.	Last date of extinguishment of the Equity Shares	Monday, June 29, 2026

*Note: Where last dates are mentioned for certain activities, such activities may be completed on or before the respective last dates.*

## 2. DEFINITION OF KEY TERMS

*This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.*

*The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the SEBI Buyback Regulations, the Companies Act, the SEBI Act, the SEBI Depositories Act, 1996 and the rules and regulations made thereunder.*

<b>Terms</b>	<b>Description</b>
Acceptance/Accept/ Accepted	Acceptance of Equity Shares, tendered by Eligible Shareholders in the Buyback Offer.
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with the SEBI Circulars.
Additional Shares / Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholders over and above the Buyback Entitlement of such Eligible Shareholder not exceeding the Equity Shares held by such Eligible Shareholder as on the Record Date.
Articles/Articles of Association/AoA	Articles of Association of the Company, as amended from time to time
Board/ Board of Directors/ Director(s)	Board of Directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized ' <b>Buyback Committee</b> ' thereof)
Board Meeting	Meeting of the Board of Directors of the Company held on Wednesday, May 13, 2026, approving the proposal for the Buyback
BSE	BSE Limited
Buyback Window Closing Date	Wednesday, June 10, 2026
Buyback Committee	Buyback Committee comprising of Mr. Viswanath Tadimety (also known as Vish Tadimety), Chairman, Mr. Ramasubramanian Sankaran, Member, Mr. Praveen Agarwal, Member and Ms. Sarita Leelaramani, Member & Secretary, constituted on Wednesday, May 13, 2026, by a resolution of the Board of Directors, and duly authorized for the purpose of this Buyback.
Buyback Entitlement or Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback Offer, based on the number of Equity Shares held by such Eligible Shareholder, on the Record date and the ratio of Buyback applicable in the category, in which such Shareholder belongs to.
Buyback Window Opening Date	Thursday, June 04, 2026
Buyback Offer / Buyback / Offer	Offer to Buyback up to 8,50,000 (Eight Lakh Fifty Thousand) fully paid-up Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each of the company at a price of ₹ 170/- (Rupees One Hundred and Seventy Only) (" <b>Buyback Price</b> ") per Equity Share, payable in cash, for an aggregate amount not exceeding ₹ 14,45,00,000/- (Rupees Fourteen Crores and Forty Five Lakhs Only), from the Equity Shareholders / Beneficial Owners of the Equity Shares of the company as on the record date, on a proportionate basis.
Buyback Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e., ₹ 170/- (Rupees One Hundred and Seventy Only), per Equity Share, payable in cash.
Buyback Size	Maximum number of Equity Shares proposed to be bought back i.e., up to 8,50,000 (Eight Lakh Fifty Thousand) fully paid-up Equity Shares multiplied by the Buyback Price i.e., ₹ 170/- (Rupees One Hundred and Seventy Only), per Equity Share for an aggregate amount not exceeding ₹ 14,45,00,000/- (Rupees Fourteen Crores and Forty Five Lakhs Only), excluding Transaction Costs.
Buyback Period	The period between the date of board meeting to authorise Buyback and the date on which the payment of consideration to the shareholders whose Equity Shares have been accepted under the Buyback, will be made.
Buying Broker/ Company's Broker	Choice Equity Broking Private Limited
CDSL	Central Depository Services (India) Limited

CIN	Corporate Identification Number
Clearing Corporation	Collectively referred as, Indian Clearing Corporation Limited or the NSE Clearing Limited (formerly National Securities Clearing Corporation Limited), as applicable.
Companies Act	Companies Act, 2013, as amended and relevant rules made thereunder including the Share Capital and Debentures Rules and the Companies (Management and Administration) Rules, 2014, as amended
Company/ the Company/ “we” / “us” / “our”	CyberTech Systems and Software Limited, having registered office at CyberTech House, Plot No. B - 63 / 64 / 65, Road No. 21/34, J. B. Sawant Marg, MIDC, Wagle Estate, Thane (West)- 400604, Maharashtra, India
Company Demat Escrow Account	A demat account of the Company wherein Demat Shares bought back in the Buyback would be transferred.
Demat Share(s)	Equity Share(s) of the Company in dematerialised form
Depositories Act	The Depositories Act, 1996
Depositories	Collectively, National Securities Depository Limited and Central Depository Services (India) Limited.
Designated Stock Exchange	The designated stock exchange for the Buyback, being BSE.
DIN	Director Identification Number
Director(s)	Director(s) of the Company
DP	Depository Participant
Eligible Shareholders	Person(s) eligible to participate in the Buyback Offer and would mean all Equity Shareholders / Beneficial Owner(s) of Equity Shares of the Company as on Record Date i.e. <b>Friday, May 29, 2026</b> , and do not include such shareholders/ beneficial owners of the Equity Shares who are not permitted under the applicable law to tender Equity shares in the Buyback.
EPS	Earnings per Equity Share
Equity Shares / Shares	Fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten only) each of the Company.
Equity Shareholder(s)/ Shareholder(s)	Holder(s) of the Equity Shares and includes beneficial owners thereof.
Escrow Bank/Escrow Agent	ICICI Bank Limited
Escrow Account	Escrow account opened with the Escrow Agent in accordance with Buyback Regulations, in the name of “ <b>CyberTech Systems and Software Limited Buyback Escrow Account</b> ” bearing account number 000405166389 and Special Escrow Account in the name and style “ <b>CyberTech Systems and Software Limited Buyback Special Account</b> ” bearing account number 000405166390 with the Escrow Agent.
Escrow Agreement	The Escrow Agreement dated May 13, 2026, to be entered into between the Company, the Manager to the Buyback and the Escrow Agent.
FEMA	Foreign Exchange and Management Act, 1999, as amended from time to time, including the regulations, circulars, directions and notifications issued thereunder
FII(s)	Foreign Institutional Investor(s)
FPI(s)	Foreign Portfolio Investor(s)
General Category	Eligible Shareholders other than the Small Shareholders
HUF	Hindu Undivided Family
IT Act/ Income Tax Act	The Income-tax Act, 2025, as amended
Letter of Offer / LOF / Offer Document	This Letter of Offer dated May 30, 2026, being sent to the Eligible Shareholders
MCA	Ministry of Corporate Affairs
Management Rules	The Companies (Management and Administration) Rules, 2014
Manager to the Buyback/Manager	Saffron Capital Advisors Private Limited
Memorandum of Association/MoA	Memorandum of Association of the Company, as amended
N.A.	Not Applicable
Non-Resident Shareholders	Includes NRIs, FIIs, FPIs, foreign corporate bodies (including OCBs) and foreign nationals etc.
NECS	National Electronic Clearing Services
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited

PA / Public Announcement	Public Announcement made in accordance with the SEBI Buyback Regulations, dated Thursday, May 14, 2026 published in Financial Express (All Edition), Jansatta (All Edition) and Navshakti (Mumbai Edition) on Friday, May 15, 2026.
PAN	Permanent Account Number
Physical Share(s)	Equity Share(s) of the Company in physical form
Promoter and Promoter Group	Promoter and members of the promoter group including such persons as have been disclosed under filings made by the Company from time to time under the SEBI LODR Regulations and the SEBI SAST Regulations.
RBI	Reserve Bank of India
Record Date	Friday, May 29, 2026, being the date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer (including the Tender Form and share transfer form) will be sent, and who are eligible to participate in the proposed Buyback in accordance with the SEBI Buyback Regulations.
Registrar/Registrar to the Offer / Registrar to the Buyback	MUFG Intime India Private Limited ( <i>Formerly Link Intime India Private Limited</i> )
Regulations / SEBI Buyback Regulations / Buyback Regulations	The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time
Reserved Category	Small Shareholders eligible to tender Equity Shares in the Buyback
RoC	Registrar of Companies, Mumbai
SEBI	The Securities and Exchange Board of India
SEBI Circulars	Tendering of Equity Shares by Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the SEBI circular bearing number CIR/ CFD/POLICYCELL/1/2015 dated April 13, 2015, read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR- III/CIR/P/2021/615 dated August 13, 2021 and SEBI circular no. SEBI/HO/CFD/PoD- 2/P/CIR/2023/35 dated March 8, 2023 and such other circulars or notifications, as may be applicable, including any amendments thereof.
SEBI (LODR) Regulations, 2015/ SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
Shareholder's Broker/ Stockbroker	The stockbrokers (who is a member of the NSE and BSE) of an Eligible Shareholder, through whom such Eligible Shareholder can participate in the Buyback
SH-4	Share transfer form
Small Shareholder	As defined under Regulation 2(i)(n) of the SEBI Buyback Regulations and in relation to the Buyback means an Eligible Shareholder who holds Equity Shares of market value of not more than ₹2,00,000/- (Rupees Two Lakhs only), on the basis of closing price on BSE or NSE, whichever registers the highest trading volume in respect of the Equity Shares on the Record Date, i.e., Friday, May 29, 2026.
Stock Exchanges	Collectively referred as, BSE and NSE.
STT	Securities Transaction Tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Tender Form/Form(s)	Form of Acceptance-cum-Acknowledgement to be filled in and sent to the Registrar by the Eligible Shareholders to participate in the Buyback.
Tender Offer	Method of Buyback as defined in Regulation 2(i)(q) of the SEBI Buyback Regulations
Tendering Period	Period of 5 (five) Working Days from the Buyback Window Opening Date till the Buyback Window Closing Date (both days inclusive).
Transaction Costs	Any expenses or transaction costs incurred or to be incurred for the buyback, such as, brokerage, filing fees, advisory fees, intermediaries' fees, public announcement publication expenses, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc. and other incidental and related expenses.
TRS	Transaction Registration Slip
United States/U.S.	United States of America
Working Day(s)	Unless otherwise specified, working day shall have the meaning ascribed to it under Regulation 2(i)(s) of SEBI Buyback Regulations

Certain conventions, currency of presentation, use of financial information and stock market data

**Page Numbers and Paragraph Numbers**

Unless otherwise stated, all references to page numbers and paragraph numbers in this Letter of Offer are to page numbers of this Letter of Offer.

**Currency and Units of Presentation**

All references to “Rupee(s)”, “Rs.”, “INR” or “₹” are to Indian Rupees, the official currency of the Republic of India.

**Financial and Other Data**

Unless stated or the context requires otherwise, our financial information in this Letter of Offer is from the audited standalone or consolidated financial statements for the fiscal years 2024, 2025 and 2026.

Our Company’s financial year commences on April 1 of each year and ends on March 31 of the next year (referred to herein as “**Financial Year**” or “**FY**”). All data related to financials are given in ₹ crores unless otherwise stated.

**Stock Market Data:** Unless stated or the context requires otherwise, stock market data included in this Letter of Offer is derived from the websites of the Stock Exchanges.

### 3. DISCLAIMER CLAUSE

As required under the SEBI Buyback Regulations, a copy of this Letter of Offer has been submitted to the Securities and Exchange Board of India (SEBI).

It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buyback, i.e., Saffron Capital Advisors Private Limited, has certified that the disclosures made in this Letter of Offer are generally adequate and are in conformity with the provisions of Companies Act, 2013 and SEBI Buyback Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback, i.e., Saffron Capital Advisors Private Limited has furnished to SEBI a Due Diligence Certificate dated May 30, 2026 in accordance with the SEBI Buyback Regulations which reads as follows:

*“We have examined various documents and materials relevant to the Buyback, as part of the due diligence carried out by us in connection with the finalisation of the Public Announcement dated Thursday, May 14, 2026 which was published on Friday, May 15, 2026 and the Letter of Offer dated Saturday, May 30, 2026. On the basis of such examination and the discussions with the Company, we hereby state that:*

- *The Public Announcement and the Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback Offer.*
- *All the legal requirements connected with the said Buyback Offer including the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, have been duly complied with.*
- *The disclosures in the Public Announcement and the Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders of the Company to make a well-informed decision in respect of the captioned Buyback Offer.*
- *Funds to be used for Buyback shall be as per the provisions of the Companies Act, 2013, as amended”.*

The filing of this Letter of Offer with SEBI does not, however, absolve the Company from any liabilities under the provisions of the Companies Act, 2013, as amended or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The Promoter, members of the Promoter Group and Board of Directors declare and confirm that no information/ material likely to have a bearing on the decision of Eligible Shareholders has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a mis-statement/ misrepresentation, the Promoter/ Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the SEBI Buyback Regulations.

The Promoter, members of the Promoter Group and Board of Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback.

#### **Disclaimer for U.S. Persons**

The information contained in this Letter of Offer is exclusively intended for persons who are not U.S. Persons as such term is defined in Regulation S of the U.S. Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

#### **Disclaimer for persons in foreign countries other than U.S.**

This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. This Letter of Offer does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation would subject the Company or the Manager to the Buyback to a new or additional requirements or registration. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Persons in possession of this Letter of Offer are required to inform themselves of any relevant restrictions in their respective jurisdictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buyback shall be

deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

### **Important notice to all Equity Shareholders**

This Letter of Offer has been prepared for the purposes of compliance with the SEBI Buyback Regulations. Accordingly, the information disclosed herein may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of this Letter of Offer.

This Letter of Offer does not and will not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. The Letter of Offer shall be dispatched to all Eligible Shareholders as per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable. However, receipt of the Letter of Offer by any Equity Shareholder in a jurisdiction in which it would be illegal to make this Tender Offer, or where making this Tender Offer would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Equity Shareholders as an offer being made to them. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions. Any Equity Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorised under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

### **Forward Looking Statements**

This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as 'believe', 'expect', 'estimate', 'intend', 'objective', 'plan', 'project', 'will', or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in which the Company operates and its ability to respond to them, the Company's ability to successfully implement its strategy, its growth and expansion, technological changes, exposure to market risks, general economic and political conditions in India or other key markets where it operates which have an impact on its business activities or investments, the monetary and fiscal policies, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which the Company operates.

Certain figures contained in this Letter of Offer, including financial information, have been subject to rounding off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

#### 4. TEXT OF RESOLUTION PASSED AT MEETING OF THE BOARD OF DIRECTORS

##### *Quote*

##### **APPROVAL FOR BUYBACK OF EQUITY SHARES OF THE COMPANY**

**“RESOLVED THAT** pursuant to the provision of Article 6A of the Articles of Association of the CyberTech Systems and Software Limited (the **“Company”**), the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the **“Companies Act”**) read with, rules framed under the Companies Act, including the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, (hereinafter referred to as the **“Share Capital Rules”**), the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the **“Management Rules”**) and other relevant rules made thereunder, as amended from time to time, and in compliance with the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (**“SEBI Buyback Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI (LODR) Regulations, 2015”**) (including re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations) and subject to such other approvals, permissions, consents, sanctions and exemptions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed or imposed by the Securities and Exchange Board of India (**“SEBI”**), Registrar of Companies, Mumbai (**“RoC”**), BSE Limited (**“BSE”**), National Stock Exchange of India Limited (**“NSE”**) and/ or other authorities, institutions or bodies (together with SEBI, BSE and NSE, the **“Appropriate Authorities”**), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include any committee of the Directors, which the Board may constitute/authorise to exercise its powers, including the powers conferred by this resolution), the Board hereby consents and approves the buyback by the Company of its fully paid-up Equity Shares of face value of ₹ 10/- (Rupees Ten only) each (**“Equity Shares”**), up to 8,50,000 (Eight Lakh Fifty Thousand only) Equity Shares (representing 2.73% of the total number of Equity Shares in the existing total paid-up Equity Share Capital) of the Company at a price of ₹ 170/- (Rupees One Hundred and Seventy only) /- per Equity Share (**“Buyback Price”**) payable in cash for an aggregate amount up to and not exceeding ₹ 14,45,00,000/- (Rupees Fourteen Crores Forty Five Lakh only) (**“Buyback Size”**), which represents 9.81% and 7.55% of the aggregate of the total paid-up capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company, respectively, as on March 31, 2026, being within the statutory limits of 10% of the aggregate of the fully paid-up equity share capital and free reserves of the Company, based on the latest audited standalone and consolidated financial statements, respectively, as on March 31, 2026, as per the provisions of the Companies Act and SEBI Buyback Regulations from all the shareholders/ beneficial owners of the Equity Shares of the Company (except any shareholders/beneficial owners who may be specifically prohibited under the applicable laws by Appropriate Authorities), as have been disclosed in the shareholding pattern filed by the Company from time to time under Regulation 31 of SEBI (LODR) Regulations, 2015 as on a record date i.e. Friday, May 29, 2026 (**“Record Date”**), through the **“tender offer”** route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the **“Buyback/ Buyback Offer/ Offer”**).

**RESOLVED FURTHER THAT** the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” pursuant to Tender-Offers under Takeovers, Buy Back and Delisting” as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI’s circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR/II/CIR/P/2021/615 dated August 13, 2021 and SEBI/HO/CFD/PoD 2/P/CIR/2023/35 dated March 08, 2023, including any amendments or statutory modifications for the time being in force (**“SEBI Circulars”**) and the Company shall approach the Stock Exchange(s), as may be required, for facilitating the same.

**RESOLVED FURTHER THAT** pursuant to Regulation 42 of the SEBI (LODR) Regulations, 2015 and Regulation 9(i) of SEBI Buyback Regulations approval of the Board be and is hereby accorded for fixing **Friday, May 29, 2026** as the **Record Date** who shall be eligible to participate in the Buyback Offer of the Company and to whom the Letter of Offer along with the Tender Form shall be dispatched through electronic mode.

**RESOLVED FURTHER THAT** the Buyback Size does not include any expenses or transaction costs incurred or to be incurred for the buyback, such as, brokerage, filing fees, advisory fees, intermediaries’ fees, public announcement publication expenses, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc. and other incidental and related expenses (**“Transaction Cost”**).

**RESOLVED FURTHER THAT** the Board may increase the Buyback Offer Price and decrease the number of shares proposed to be bought back, such that there is no change in the Buyback Size till one working day prior to the Record Date fixed for the purpose of Buyback.

**RESOLVED FURTHER THAT** as required under Regulation 6 of the SEBI Buyback Regulations, the Company shall buyback Equity Shares from the existing shareholders who holds Equity Shares of the Company as on Record

Date (“**Eligible Shareholders**”), on a proportionate basis under the Tender Offer, provided that 15% (Fifteen Percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the SEBI Buyback Regulations (“**Small Shareholders**”), as on the Record Date, whichever is higher, shall be reserved for the small shareholders in accordance the SEBI Buyback Regulations.

**RESOLVED FURTHER THAT** as required under Regulation 4 of the SEBI Buy Back Regulations, the proposed Buy Back of Equity Shares shall be implemented from the existing shareholders as on the Record Date in a manner the Board may consider appropriate, from out of its free reserves and/or securities premium account of the Company and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

**RESOLVED FURTHER THAT**, the Company has earmarked adequate resources of funds for the purpose of Buyback and the payment of the Buyback shall be made out of the Company’s current surplus and/or cash balances and/or current investments and/or cash available from internal resources of the Company (and not from any borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

**RESOLVED FURTHER THAT**, as required under the provisions of Section 68(6) of the Companies Act read with Regulation 8(i)(b) of the SEBI Buyback Regulations, the draft of the Declaration of Solvency prepared in the prescribed form and supporting affidavit and other documents, placed before the meeting be and is hereby approved for filing with Registrar of Companies, Mumbai and SEBI in accordance with the applicable laws and that Mr. Steven Jeske, Director and Mr. Ramasubramanian Sankaran, Executive Director be and are hereby, jointly authorized to sign the same, for and on behalf of the Board.

**RESOLVED FURTHER THAT** the Buyback from the Eligible Shareholders who are persons residents outside India, including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies) and qualified institutional buyers including foreign portfolio investors, shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, Income Tax Act, 1961 and rules framed there under, as amended if any, and that such approvals shall be required to be taken by such non-resident shareholders themselves.

**RESOLVED FURTHER THAT** the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI (LODR) Regulations, 2015 read with Rule 19(2) and 19A of Securities Contracts (Regulation) Rules, 1957, as amended (“**SCRR**”) and in the event, after the completion of the Buy-Back, the non promoter shareholding of the Company fall below the minimum level required as per Listing Regulations, the Company shall bring the public shareholding to twenty five per cent shareholding within the time and in the manner as prescribed under SCRR and SEBI from time to time.

**RESOLVED FURTHER THAT** the Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from banks and financial institutions for paying the Buyback consideration to the shareholders who have tendered their Equity Shares in the Buyback.

**RESOLVED FURTHER THAT**, the Board hereby confirms that:

- i. all the Equity Shares of the Company are fully paid-up;
- ii. the Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus issue till the expiry of the buyback period i.e. from the date of Board meeting approving the Buyback of its equity shares till the date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Act and the SEBI Buyback Regulations (“**Buyback Period**”);
- iii. the Company, as per the provisions of Section 68(8) of the Act, shall not make any further issue of the same kind of Equity Shares or other securities including allotment of new equity shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- iv. unless otherwise as may be specifically permitted under any relaxation circular issued by SEBI, as per Regulation 24(i)(f) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the Buyback Period i.e. the date on which the payment of consideration to shareholders who have accepted the buyback offer is made except in discharge of subsisting obligations;
- v. the Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

- vi. the aggregate amount of the Buyback i.e. up to ₹ 14,45,00,000/- (Rupees Fourteen Crores and Forty Five Lakhs Only) does not exceed 10% of the total paid-up capital, securities premium account and free reserves of the Company as per the latest audited standalone and consolidated financial statements, of the Company, as at March 31, 2026, whichever is lower;
- vii. the number of Equity Shares proposed to be purchased under the Buyback i.e. 8,50,000 (Eight Lakh Fifty Thousand) Equity Shares does not exceed 25% of the total number of Equity shares in the total paid-up equity capital of the Company as per the latest audited standalone and consolidated financial statements, respectively, as at March 31, 2026;
- viii. there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Act (“Scheme”) involving the Company, and no public announcement of the Buy-back shall be made during pendency of any such Scheme;
- ix. the Company shall not make any further offer of buy-back within a period of one year reckoned from the expiry of the Buy-back Period i.e. date on which the payment of consideration to shareholders who have accepted the Buy Back Offer is made;
- x. the Company shall not withdraw the Buyback offer after the public announcement of the offer of the Buyback is made;
- xi. the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Act and/or the SEBI Buyback Regulations and any other applicable laws;
- xii. the Company shall not utilize any borrowed funds, whether secured or unsecured, of any form or nature, from banks or financial institutions for the purpose of buying back its Equity Shares tendered in the Buy-back;
- xiii. the Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies;
- xiv. the Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the SEBI Buyback Regulations;
- xv. the company is in compliance with the provisions of Section 92, 123, 127 and 129 of the Act;
- xvi. the Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buyback Regulations and the Act within the specified timelines;
- xvii. there are no defaults (either in past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be;
- xviii. the Company will not buyback Equity Shares which are locked-in or non-transferable until the pendency of such lock-in or until the time the Equity Shares become transferable, as applicable;
- xix. the consideration for the Buyback shall be paid by the Company only in cash;
- xx. the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buy-back shall be less than or equal to 2:1 of its paid-up capital and free reserves based on the audited standalone and consolidated financial statements of the Company as per the latest audited standalone and consolidated financial statements as on March 31, 2026 respectively, as prescribed under the Act and the SEBI Buy-back Regulations;
- xxi. the Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buy-back to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited standalone and consolidated financial statements;
- xxii. the Buyback shall not result in delisting of the Equity Shares or other specified securities from BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”);

- xxiii. the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations and under the Securities Contracts (Regulation) Rules, 1957, as amended;
- xxiv. as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of the Board meeting approving buyback till the closing of the Buyback Offer;
- xxv. the Buyback will not be in contravention of Regulation 4(vii) of SEBI Buyback Regulations, i.e. the Company has not made the offer of Buy-back within a period of one year reckoned from the date of expiry of buyback period of the preceding offer of buy-back; and
- xxvi. As on the date this Public Announcement, the Company has obtained short credit facilities with lenders. In accordance with Regulation 5(i)(c) and Schedule I clause (xii) of the SEBI Buy Back Regulations, it is confirmed that there is no breach of any covenants of loans taken and therefore the consent from the lenders in this regard is not required to be obtained by the Company;
- xxvii. The letter of offer with the tender form shall be dispatched to Eligible Shareholders within 2 (two) working days from the Record Date.

**RESOLVED FURTHER THAT** as required by Clause (x) of Schedule I and in accordance with Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board hereby confirms that it has made full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed an opinion that:

- a. immediately following the date of the Board Meeting i.e., Wednesday, May 13, 2026, there will be no grounds on which the Company can be found unable to pay its debts;
- b. as regards the Company's prospects for the year immediately following date of the Board Resolution, having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of 1 (one) year from the date of the Board Resolution; and in forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company was being wound up under the provisions of the Companies Act or Insolvency and Bankruptcy Code, 2016 (to the extent notified).

**RESOLVED FURTHER THAT**, the Buyback is being proposed in keeping with the Company's desire to (a) enhance the overall return to shareholders in the long run; and (b) enhance the long term value for shareholders.

**RESOLVED FURTHER THAT** the powers of the Board in respect of Buyback be and are hereby delegated to the committee (the "**Buyback Committee**") comprising:

Sr. No	Committee Members	Designation
1.	Mr. Vish Tadimety	Chairman
2.	Mr. Ramasubramanian Sankaran	Member
3.	Mr. Praveen Agarwal	Member
4.	Ms. Sarita Leelaramani	Member & Secretary

**RESOLVED FURTHER THAT**, the Buyback Committee and each member of the Buyback Committee be and is hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual or proper, in relation to the Buyback, including but not limited to the following:

- i. finalizing the terms of Buyback including the mechanism for the Buyback, the schedule of activities including the preparation of public announcement, letter of offer, dates of opening and closing of the Buyback, Record Date, entitlement ratio, the timeframe for completion of the Buyback;

- ii. make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the Notice prior to its circulation, as it, in its absolute discretion deems fit;
- iii. negotiation and execution of escrow arrangement(s) in accordance with the SEBI Buyback Regulations;
- iv. earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws;
- v. opening, operating and closing of all necessary accounts for this purpose, including bank accounts, trading account, depository accounts, escrow account, special escrow account, and authorizing persons to operate such accounts;
- vi. appointing and finalizing the terms of designated stock exchange, merchant bankers, brokers, escrow agents, registrars, legal counsel, depository participants, scrutinizer, compliance officer, advertising agency and such other intermediaries/ agencies / persons including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- vii. preparing, approving, executing and filing of various documents as may be necessary or desirable in connection with or incidental to the Buyback including declaration of solvency, public announcement, letter of offer, extinguishment of Equity Shares and certificate of extinguishment and post-completion advertisement which are required to be filed in connection with the Buyback on behalf of the Board;
- viii. extinguishment of the Equity Shares bought back by the Company, and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or Board, as required under applicable law;
- ix. decide the form (whether cash deposit or bank guarantee) and the amount to be deposited in the escrow account;
- x. To verify offer/acceptances received, to finalize basis of acceptance, to pay to the members consideration for shares bought back pursuant to the Buyback;
- xi. To finalize basis of acceptance;
- xii. To pay to the shareholders consideration for shares bought back pursuant to the Buyback;
- xiii. To issue rejection letters, if any;
- xiv. To file 'Return of Buyback' with Registrar of Companies and other statutory authorities;
- xv. providing such confirmations and opinions as may be required in relation to the Buyback;
- xvi. creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;
- xvii. to deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to Tender-Offers under Takeovers, Buy Back and Delisting" as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI's circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2021/615 dated August 13, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, including any amendments or statutory modifications for the time being in force ("**SEBI Circulars**") or such other circulars or notifications, as may be applicable.
- xviii. to sign the documents as may be necessary with regard to the Buyback and use of common seal of the Company wherever necessary on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the Appropriate Authorities, Registrar of Companies, stock exchanges, and depositories;
- xix. making all necessary applications, providing all necessary information and documents to, and representing the Company before third parties, including, statutory auditors, in relation to the Buyback;
- xx. settling all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;

- xxi. carrying out incidental documentation and to prepare applications and submit them to the Appropriate Authorities for their requisite approvals;
- xxii. obtaining all necessary consents, certificates and reports from statutory auditors and other third parties (including the lenders) as required under applicable laws;
- xxiii. giving any information, explanation, declarations and confirmation in relation to the public announcement, letter of offer as may be required by the relevant authorities;
- xxiv. to do all such acts, deeds, matters and things incidental and in connection with the Buyback and deliver such documents as may be necessary, desirable and expedient; and
- xxv. delegating all or any of the authorities conferred as above to any authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the Appropriate Authorities or advisors.
- xxvi. The Company Secretary shall act as the Secretary to the Buyback Committee.

**RESOLVED FURTHER THAT** the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members and the Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions and may approve the above resolutions including by way of circular resolutions.

**RESOLVED FURTHER THAT** BSE Limited, be and is hereby appointed as the designated stock exchange for the purpose of the Buyback.

**RESOLVED FURTHER THAT** Sarita Leelaramani, Company Secretary, be and is hereby appointed as Compliance Officer for the Buyback, and MUFG Intime India Private Limited, Registrar to the Buyback be and is hereby designated as the investors service centre for compliance with SEBI Buyback regulations and to redress the grievances of the investors, as required under regulation 24(iii) of the SEBI Buyback Regulations.

**RESOLVED FURTHER THAT** in compliance with Securities and Exchange Board of India (Buy Back of Securities) Regulation 2018, Saffron Capital Advisors Private Limited (“**Manager**”), be and is hereby appointed as the Manager to the proposed Buyback transaction to inter-alia carry out the activities as Merchant Banker under the SEBI Buy Back Regulations, on such terms and conditions as mutually decided.

**RESOLVED FURTHER THAT** in compliance with the SEBI Buyback Regulations, the following intermediaries and other third parties be and are hereby appointed for the Buyback at such remuneration as may be mutually agreed between the Company and the intermediary/third Party:

Sr. No	Entity	Purpose
1	Saffron Capital Advisors Private Limited	Manager to the Buyback
2	Choice Equity Broking Private Limited	Buying Broker
3	MUFG Intime India Private Limited	Registrar to the Offer
4	BSE Limited	Designated Stock Exchange
5	ICICI Bank Limited	Escrow Agent

**RESOLVED FURTHER THAT**, the Board hereby takes on record the auditor report dated May 13, 2026, issued by Lodha & Co. LLP, Chartered Accountants the Statutory Auditor of the Company, as required under clause (xi) of Schedule I of the SEBI Buyback Regulations and placed before the Board for its noting.

**RESOLVED FURTHER THAT** an escrow account be opened with ICICI Bank Limited (“**Escrow Agent/Escrow Bank**”) for the purpose of the Buyback and the Company shall in accordance with the provisions of the SEBI Buyback Regulations, as and by way of security, for the performance of its obligations under the SEBI Buyback Regulations, enter into an escrow arrangement and agreements with the Escrow Agent and the Manager to the Buyback and before the opening of the Buyback, deposit in the Escrow Account requisite amount in accordance with Regulation 9(xi) of the SEBI Buyback Regulations and the Manager to the Buyback be and is hereby authorized to operate the Escrow Account in accordance with the SEBI Buyback Regulations.

**RESOLVED FURTHER THAT** Saffron Capital Advisors Private Limited, the Manager to Buyback Offer is authorized to operate the Escrow Account and Special Escrow Account and instruct the Escrow Agent to make the

payment of the amount lying to the credit of the Escrow Account in accordance with the Buyback Regulations and/or the directions of SEBI.

**RESOLVED FURTHER THAT** in terms of the SEBI Buyback Regulations, in the event of non fulfilment of the obligations under the SEBI Buyback Regulations by the Company, the monies deposited in the escrow account in full or in part shall be forfeited and distributed pro rata amongst the shareholders who accepted the offer and balance if any shall be utilized for investor protection in accordance with SEBI Buyback Regulations.

**RESOLVED FURTHER THAT** Mr. Ramasubramanian Sankaran, Executive Director and Mr. Praveen Agarwal, Chief Financial Officer, in the name and on behalf of the Company, be and are severally authorised to execute/perform the acts, deeds, documents, letters and things, as may be required, to execute the escrow agreement and deposit therein the escrow amount as required under the Buyback Regulations.

**RESOLVED FURTHER THAT**, no information/ material likely to have a bearing on the decision of the shareholders has been/ shall be suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to mis-statement/ misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and SEBI Buyback Regulations.

**RESOLVED FURTHER THAT**, nothing contained herein shall confer any right on any shareholder to offer or confer any obligation on the Company or the Board or the Buyback Committee to buy back any equity shares of the Company or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if permitted by law.

**RESOLVED FURTHER THAT**, the Company shall maintain a register of Equity Shares bought back wherein details of Equity Shares so bought, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying the Equity Shares and such other particulars as may be prescribed in relation to the Buyback shall be entered and that Ms. Sarita Leelaramani, Company Secretary of the Company be and is hereby authorized to authenticate the entries made in the said register.

**RESOLVED FURTHER THAT**, the particulars of the Equity Share certificates extinguished shall be furnished by the Company to the stock exchanges within seven working days of such extinguishment and the dematerialised Equity Shares shall be extinguished in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, and the bye-laws, circulars, guidelines framed thereunder, each as amended, and that Sarita Leelaramani Company Secretary of the Company be and is hereby authorized to do all such acts as may be required for this purpose.

**RESOLVED FURTHER THAT** Ms. Sarita Leelaramani, Company Secretary of the Company be and is hereby authorized to send the necessary intimations to the Stock Exchanges in relation to this resolution, as may be required under the SEBI Listing Regulations.

**RESOLVED FURTHER THAT** any actions taken so far in connection with the Buyback by the officers of the Company be and are hereby ratified, confirmed and approved.

**RESOLVED FURTHER THAT** Mr. Ramasubramanian Sankaran, Executive Director and Mr. Praveen Agarwal, Chief Financial Officer, be and are hereby severally authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any committee(s)/ director(s)/ officer(s)/ authorized representative(s) of the Company in order to give effect to the aforesaid resolutions, including but not limited to make all necessary applications to the Appropriate Authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India; preparing, signing and filing of the public announcement, letter of offer with the Securities and Exchange Board of India, the Stock Exchanges and other Appropriate Authorities; obtaining all necessary certificates and report from the statutory auditors and other third parties as required under applicable laws entering into escrow arrangements as required in terms of the SEBI Buy Back Regulations; opening, operating and closing of all necessary accounts including escrow account, special payment account, demat account as required in terms of the SEBI Buy Back Regulations; extinguishing dematerialized Equity Shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company; and filing such other undertakings, agreements, papers, documents and correspondence, as may be required to be led in connection with the Buy Back with the Securities and Exchange Board of India, the Stock Exchanges, Registrar of Companies, Mumbai, depositories and/or other Appropriate Authorities as may be required from time to time.

**RESOLVED FURTHER THAT** the Company Secretary be and is hereby authorized to furnish a copy of this resolution certified as true as and when required”.

*Unquote*

## 5. DETAILS OF THE PUBLIC ANNOUNCEMENT

- 5.1 In accordance with the provisions of Regulation 7(i) of the SEBI Buyback Regulations, the Company has made the Public Announcement dated Thursday, May 14, 2026, for the Buyback of Equity Shares which was published on Friday, May 15, 2026, in the newspapers mentioned below:

Name of the Newspapers	Language	Editions
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Navshakti	Marathi	Mumbai Edition

- 5.2 The Public Announcement was published within 2 (two) Working Days from the date of the board resolution being passed by the Board of Directors approving the Buyback i.e., Wednesday, May 13, 2026. The Company will publish further notices or corrigendum to or relating to the Public Announcement, if any, in the abovementioned newspapers.
- 5.3 A copy of the Public Announcement is available on the website of the Company, i.e., <https://cybertech.com>, the Manager to the Buyback, i.e., [www.saffronadvisor.com](http://www.saffronadvisor.com), the website of SEBI i.e., [www.sebi.gov.in](http://www.sebi.gov.in) and on the websites of the Stock Exchanges i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
- 5.4 After dispatch of this Letter of Offer, the Company will publish an advertisement in all editions of Financial Express, an English daily, all editions of Jansatta, Hindi national daily and Mumbai edition of Navshakti, a regional language Marathi daily to inform the Eligible Shareholders about the completion of dispatch of the Letter of Offer. The dispatch advertisement will also include the link for shareholders to check their entitlement under the Buyback.

## 6. DETAILS OF THE BUYBACK

- 6.1 The Buyback has been authorised by a resolution of the Board of Directors on Wednesday, May 13, 2026. The details of the Buyback are set out below:

<b>Name of the Company</b>	CyberTech Systems and Software Limited
<b>Maximum number of Equity Shares proposed to be bought back pursuant to the Buyback</b>	The Company proposes to buy back up to 8,50,000 (Eight Lakh Fifty Thousand) fully paid-up Equity Shares of face value of ₹ 10/- each of the Company.
<b>Number of Equity Shares proposed to be bought back pursuant to the Buyback as a percentage of the existing paid-up equity share capital of the Company</b>	Buyback of up to 8,50,000 (Eight Lakh Fifty Thousand) fully paid-up Equity Shares representing up to 2.73% of the total number of Equity Shares in the existing total paid-up equity share capital of the Company.
<b>Buyback Price</b>	The Equity Shares of the Company are proposed to be bought back at a price of ₹ 170/- (Rupees One Hundred and Seventy Only) per Equity Share. The Buyback Price has been arrived at after considering various factors including, but not limited to trends in the volume weighted average market prices of the Equity Shares traded on the Stock Exchanges where the Equity Shares are listed, the closing market price of the Equity Shares on the Stock Exchanges, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.
<b>Applicable regulations of SEBI and provisions of the Act, in accordance with which the Buyback is made</b>	The Buyback is being undertaken in accordance with the provisions of Article 6A of the Articles of Association of the Company and in terms of Chapter III of the SEBI Buyback Regulations, the SEBI Circulars, SEBI (LODR) Regulations, 2015 and Sections 68, 69, 70 and all other applicable provisions, if any, of the Act and the relevant rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable.

<b>Methodology for the Buyback</b>	The Buyback Offer will be undertaken on a proportionate basis from the Eligible Shareholders through the tender offer process who holds Equity Shares as on the Record Date i.e., <b>Friday, May 29, 2026</b> , as prescribed under Regulation 4(iv)(a) read with Regulation 9(x) of the SEBI Buyback Regulations. Additionally, the Buyback Offer shall be, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI Circulars. in terms of Regulation 9(vii) of the SEBI Buyback Regulations. For the purposes of this Buyback, BSE will be the Designated Stock Exchange.
<b>Buyback Size and its percentage with respect to the total paid-up equity share capital and free reserves and percentage with respect to net worth of the Company</b>	Aggregate consideration up to and not exceeding ₹ 14,45,00,000/- (Rupees Fourteen Crores and Forty Five Lakhs Only), excluding Transaction Cost being up to 9.81% and 7.55% of the aggregate of the total paid-up capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026, which is within the statutory limit of 10% of the aggregate of the total paid-up share capital and free reserves of the Company as prescribed under the SEBI Buyback Regulations.

- 6.2 The Equity Shares of the Company are listed on NSE and BSE.
- 6.3 The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”), under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, each as amended and that such approvals shall be required to be taken by such non-resident shareholders.
- 6.4 The Buyback would involve reservation for Small Shareholders which will be 15% of the number of Equity Shares that the Company proposes to Buyback, or their entitlement, whichever is higher.
- 6.5 The aggregate shareholding of the (i) Promoters, members of the Promoter Group (“Promoter Group”) and Persons in Control of the Company, if any; (ii) the Directors of the Promoters or Promoter Group, where Promoter or Promoter Group is a Company; and (iii) Directors and Key Managerial Personnel of the Company as on the Board Meeting Date, i.e., Wednesday, May 13, 2026, the date of the Public Announcement i.e. Thursday, May 14, 2026 and the date of this Letter of Offer, Saturday, May 30, 2026 are as follows:
- (i) Aggregate shareholding of the Promoters, Promoter Group and Person in Control of the Company in the Company:

Sr. No.	Name of the Shareholders	Promoter/Promoter Group	Number of Equity Shares held	% of paid-up equity share capital
1.	Viswanath Tadimety	Promoter	46,77,975	15.03
2.	Steven Jeske	Promoter Group	22,81,433	7.33
3.	Sukhada Tadimety	Promoter Group	11,21,592	3.60
4.	Amogha Tadimety	Promoter Group	8,04,320	2.58
5.	Amulya Tadimety	Promoter Group	8,00,000	2.57
6.	Sanjay R Shanbhag	Promoter Group	58,275	0.19
7.	Jyothi Tadimety	Promoter Group	30,026	0.10
8.	Red Banyan Holdings LLC	Promoter Group	17,35,000	5.57
<b>Total</b>			<b>1,15,08,621</b>	<b>36.97</b>

- (ii) Aggregate shareholding in the Company i.e., CyberTech Systems and Software Limited of the directors of the Promoter or Promoter Group, where the Promoter or Promoter Group is a company as on the Board Meeting Date, the date of the Public Announcement and the date of this Letter of Offer:

Sr. No.	Name of the Promoter Group Company	Name of Director*	Number of Equity Shares held in CyberTech Systems and Software Limited	% of paid-up equity share capital
1.	Red Banyan Holdings LLC	Viswanath Tadimety	46,77,975	15.03
		Sukhada Tadimety	11,21,592	3.60

\*Viswanath Tadimety and Sukhada Tadimety are Investment Partner – Class A of Red Banyan Holdings LLC and are also the promoter of the Company.

- (iii) Aggregate Shareholding of the Directors and Key Managerial Personnel of the Company as on the Board Meeting Date, the date of the Public Announcement and the date of this Letter of Offer:

Sr. No.	Name of the Shareholders	Designation	Number of Equity Shares held	% of paid-up equity share capital
<b>A. Directors</b>				
1.	Viswanath Tadimety*	Director	46,77,975	15.03
2.	Steven Jeske**	Director	22,81,433	7.33
3.	Amogha Tadimety**	Director	8,04,320	2.58
4.	Ramasubramanian Sankaran	Executive Director	2,02,531	0.65
5.	Haresh Desai	Independent Director	2500	0.00
6.	Anant Govind Amdekar	Independent Director	0.00	0.00
7.	Rahul Mehta	Independent Director	0.00	0.00
8.	Justin Marezban Bharucha	Independent Director	0.00	0.00
9.	Angela Cook Wilcox	Independent Director	0.00	0.00
<b>Total (A)</b>			<b>79,68,759</b>	<b>25.60</b>
<b>B. Key Managerial Personnel</b>				
1.	Praveen Agarwal	Chief Financial Officer	150	0.00
2.	Sarita Leelaramani	Company Secretary & Compliance Officer	0	0.00
<b>Total (B)</b>			<b>150</b>	<b>0.00</b>

\* Viswanath Tadimety is also the promoter of the Company.

\*\* Steven Jeske and Amogha Tadimety forms part of Promoter Group.

- (iv) There are no outstanding Employee Stock Options (“Options”) held by the Directors and Key Managerial Personnel of the Company as on the date of this Public Announcement.

6.6 Except as mentioned below, no Equity Shares of the Company were either purchased or sold by the Promoters & members of the Promoter Group and Person in Control of the Company, Directors of the Promoter Group Company and Directors and Key Managerial Personnel of the Company, during a period of 12 (twelve) months preceding the date of the Board Meeting Date, i.e. Wednesday, May 13, 2026 the date of the Public Announcement i.e. Thursday, May 14, 2026 and the date of this Letter of Offer, Saturday, May 30, 2026:

Sr. No.	Name of Shareholder	Aggregate No. of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (₹)*	Date of Maximum Price	Minimum Price (₹)**	Date of Minimum Price
1.	Mr. Viswanath Tadimety	1,68,742	Market Purchase	274.8	03-10-2025	95.3	09-03-2026
2.	Mr. Haresh Desai	5000	Market Sale	274.8	03-10-2025	95.3	09-03-2026
3.	Mr. Haresh Desai	2500	Market Purchase	274.8	03-10-2025	95.3	09-03-2026

\*High Price of last 12 (twelve) months taken from NSE.

\*\*Low Price of last 12 (twelve) months taken from NSE.

## 7. INTENTION OF THE PROMOTER AND PROMOTER GROUP TO TENDER THEIR EQUITY SHARES IN THE BUYBACK

7.1 In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have the option to participate in the Buyback. However, the Promoter and Promoter Group of the Company have expressed their intention that they do not wish to participate in the Buyback vide their letters dated May 13, 2026.

Accordingly, the disclosure required as per the paragraph (viii) of the Schedule I of the SEBI Buyback Regulations are not applicable. Given that the Promoter and Promoter Group have expressed their intention not to participate in the Buyback, the Equity Shares held by Promoter and Promoter Group shall not be considered for computing the entitlement ratio, in accordance with the proviso to Regulation 4(iv) (a) of the SEBI Buyback Regulations, and to that extent, the Eligible Shareholders will have a higher Buyback Entitlement ratio. The Buyback will not result in any benefit to Promoter and Promoter Group or any Directors of the Company except to the extent of increase in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback. Any change in voting rights of the Promoter and Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

7.2 Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoters and Promoter Group in the Company which constitutes 36.97% as on date, may change. We confirm that after the completion of the Buyback, the public shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the SEBI (LODR) Regulations, 2015.

## 8. AUTHORITY FOR THE BUYBACK

8.1 The Buyback is pursuant to Article 6A of the Articles of Association of the Company, Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable, SEBI Buyback Regulations read with SEBI Circulars, and the SEBI (LODR) Regulations, 2015 subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, Registrar of Companies, Mumbai, the Stock Exchanges and/or other authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board.

8.2 The Buyback has been duly authorised by a resolution of the Board of Directors at its meeting held on Wednesday, May 13, 2026.

## 9. NECESSITY OF THE BUYBACK

The Board at its meeting held on Wednesday, May 13, 2026 considered the accumulated free reserves, cash liquidity, strategic and operational cash requirements of the Company reflected in the latest available audited standalone and consolidated financial statements for the financial year ended March 31, 2026 and considered and approved to Buyback of up to 8,50,000 (Eight Lakh Fifty Thousand) fully paid-up Equity Shares of face value of ₹ 10/- (Rupees Ten Only) at a price of ₹ 170/- (Rupees One Hundred and Seventy Only) each from the Eligible Shareholders of the Company and decided to allocate up to ₹ 14,45,00,000/- (Rupees Fourteen Crores and Forty Five Lakhs Only) excluding the Transaction Costs, for distributing to the Eligible Shareholders through the Buyback which will help the Company to achieve the following objectives:

- i) The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares, thereby, enhancing the overall return to shareholders;
- ii) The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- iii) The Buyback may help in improving its return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
- iv) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

Accordingly, the above proposed objectives could be achieved by returning part of the surplus cash back to shareholders through the Buyback process and lead to reduction of outstanding Shares. Further, the Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.

## **10. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK**

At Buyback Price and Buyback Size, the Company proposes to Buyback up to 8,50,000 (Eight Lakh Fifty Thousand) fully paid-up Equity Shares of face value of ₹ 10/- (Rupees Ten each) each of the Company, representing up to 2.73% of the total number of Equity Shares in the existing total paid-up Equity Share Capital, which shall not exceed 25% of the total number of Equity Shares in the existing total paid-up Equity Share Capital of the Company at the Buyback Price for an amount not exceeding ₹ 14,45,00,000/- (Rupees Fourteen Crores and Forty-Five Lakhs Only).

## **11. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP EQUITY SHARE CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED**

- 11.1 The maximum amount required under the Buyback will not exceed ₹ 14,45,00,000/- (Rupees Fourteen Crores and Forty-Five Lakhs Only) ("**Buyback Size**"), excluding Transaction Costs. The said amount constitutes 9.81% and 7.55% of the aggregate of the total paid-up capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company, respectively, financial Year ended March 31, 2026, which is within the prescribed limit of 10%.
- 11.2 The Buyback is 10% or less of the aggregate of the total paid up equity share capital and free reserves of the Company based on both audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026, permitted through the board approval route as per the provisions of the Companies Act and SEBI Buyback Regulations.
- 11.3 The funds for the implementation of the Buyback (including the Transaction Costs) will be sourced out of the free reserves of the Company and/or such other source as may be permitted by the SEBI Buyback Regulations or the Companies Act.
- 11.4 The Company shall transfer from its free reserves or securities premium account and /or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares so bought back to the capital redemption reserve account and details of such transfer shall be disclosed in its subsequent audited financial statements.
- 11.5 The funds borrowed, if any, from banks and financial institutions will not be used for the purpose of the Buyback.

## **12. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF BUYBACK ON THE COMPANY**

- 12.1 The Company believe that the Buyback is not likely to cause any material impact on the profitability or earnings of the Company, except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming there is full participation in the Buyback, the funds deployed by the Company towards the Buyback (excluding Transaction Costs) would be up to ₹ 14,45,00,000/- (Rupees Fourteen Crores and Forty-Five Lakhs Only) with a likely reduction in the equity share capital base, the Buyback will likely improve the return on net worth or return on equity ratio.
- 12.2 The Company believe that the Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations. The Buyback is being undertaken, inter alia, for helping the Company to return surplus cash to the Eligible Shareholders broadly in proportion to their shareholding, thereby, enhancing the overall return to the Equity Shareholders.
- 12.3 In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have the option to participate in the Buyback. the Promoter and Promoter Group of the Company have expressed their intention that they do not wish to participate in the Buyback vide their letters dated May 13, 2026. Assuming participation in the Buyback is to the extent of 100% (full acceptance) from all the other Eligible Shareholders up to their Buyback Entitlement, the aggregate shareholding of the Promoter and Promoter Group after the completion of the Buyback shall increase to 38.01% of the post- Buyback total paid-up Equity Share capital of the Company from 36.97% of the pre-Buyback total paid-up Equity Share capital of the Company (as on the date of the Public Announcement), and the aggregate shareholding of the public in the Company shall change to 61.99% of the post-Buyback total paid-up Equity Share capital of the Company from 63.03% of the pre-Buyback total paid-up Equity Share capital of the Company.
- 12.4 The Buyback will not result in a change in control or otherwise affect the existing management structure of the Company.
- 12.5 As on the date of this Letter of Offer, the debt-equity ratio following the Buyback, shall be compliant with the permissible limit of 2:1 prescribed by the SEBI Buyback Regulations and the Companies Act even if the response to the Buyback is to the extent of 100% (full Acceptance) from all the Eligible Shareholders up to their Buyback Entitlement.).
- 12.6 The Buyback will not result in any benefit to the Directors except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as Equity Shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.
- 12.7 The Promoter and Promoter Group and their associates, other than the Company, shall not deal in the Equity Shares or other specified securities of the Company on the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoter and Promoter Group) during the period from the date of passing of the board resolution by the Board of Directors of the Company approving the Buyback till the date of closing of the Buyback Offer.
- 12.8 Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding of each such person shall undergo a change. The FIIs/FPIs are advised to ensure that their investment in the Company continues to be within the limit prescribed under applicable laws, post completion of the Buyback.
- 12.9 The Company believes that the Buyback will not impact the growth opportunities of the Company.
- 12.10 In compliance with regulation 24(i)(b) of the SEBI Buyback Regulations, the Company shall not issue any new Equity Shares or other specified securities including by way of bonus till the date of closure of the Buyback Period, except in discharge of subsisting obligations through conversion of stock option schemes into equity shares.

- 12.11 The Company shall not raise further capital for a period of one year from the closure of the Buyback except in discharge of its subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.
- 12.12 There are no defaults subsisting in the repayment of deposits or interest payment thereon, redemption of debentures or interest payment thereon or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company, in the last three years.
- 12.13 The Company is not undertaking the Buyback so as to delist its shares from the Stock Exchanges.
- 12.14 Salient financial parameters consequent to the Buyback based on the latest audited standalone and consolidate financial statements for the financial year ended March 31, 2026 are as under:

Parameters	Audited Standalone Financial Statements		Audited Consolidated Financial Statements	
	Pre-Buyback	Post Buyback*	Pre-Buyback	Post Buyback*
Networth (₹ in Lakhs) <sup>1</sup>	14,723.85	13,278.85	19,141.59	17,696.59
Return on Networth (%) <sup>2</sup>	13.52	14.12	14.26	14.76
Total Debt <sup>3</sup>	377.23	377.23	377.23	377.23
Earnings per Share - Basis (₹) <sup>4</sup>	7.51	7.72	9.77	10.05
Earnings per Share –Diluted (₹) <sup>4</sup>	7.49	7.70	9.75	10.03
Book Value per Share (₹) <sup>5</sup>	47.30	43.85	61.49	58.44
Price / Earnings Ratio (P/E) as per latest audited financial statement <sup>7</sup>	13.21	12.85	10.15	9.87
Total Debt / Equity Ratio <sup>6</sup>	0.0256	0.0284	0.0197	0.0213

\*The Post-Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount (assuming full acceptance), without factoring in any other impact.

<sup>1</sup> Net Worth = Equity share capital + free reserve as per Section 68 of the Companies Act, 2013

<sup>2</sup>Return on Net Worth = Net Profit After Tax / Average Net Worth of the year ended March 31, 2026 and March 31, 2025 (excluding revaluation reserves, capital reserve, Equity settled employee benefits reserve, miscellaneous expenditure to the extent not written off and foreign currency translation reserve)

<sup>3</sup>Total Debt = Borrowings (Non-current and Current Borrowing)

<sup>4</sup>Basic and Diluted EPS = Net Profit After Tax attributable to equity shareholders / Weighted average number of Shares (Basic and diluted) outstanding during the year

<sup>5</sup>Book Value per Share = Net worth (excluding revaluation reserves, capital reserve, Equity settled employee benefits reserve, miscellaneous expenditure to the extent not written off and foreign currency translation reserve) / Number of Equity Shares outstanding at year end

<sup>6</sup>Debt Equity Ratio = Total Debt / Net Worth (excluding revaluation reserves, capital reserve, Equity settled employee benefits reserve, miscellaneous expenditure to the extent not written off and foreign currency translation reserve)

<sup>7</sup>Price / Earnings Ratio based on the closing market price on NSE as on March 30, 2026 divided by Earnings per equity share for the period ending as on March 31, 2026 on pre and post Buyback basis. March 31, 2026 was a holiday on account of Mahavir Jayanti.

### 13. BUYBACK PRICE AND BASIS OF ARRIVING AT THE BUYBACK PRICE

- 13.1 The Equity Shares of the Company are proposed to be bought back at a price of ₹ 170/- (Rupees One Hundred and Seventy Only) ("**Buyback Price**") per Equity Share.
- 13.2 The Buyback Price has been arrived at after considering various factors including, but not limited to trends in the volume weighted average market prices of the Equity Shares traded on the Stock Exchanges where the Equity Shares are listed, the closing market price of the Equity Shares on the Stock Exchanges, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.
- 13.3 In line with the recent market practice in relation to the Buybacks, the Buyback Price represents:
- (i) Premium of 41.95% and 41.88% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the three months preceding Thursday, May 07, 2026, being the date of intimation to the Stock Exchanges for the board meeting to consider the proposal of the Buyback ("**Intimation Date**").

- (ii) Premium of 33.29% and 32.71% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the 2 (two) weeks preceding the Intimation Date.
- (iii) Premium of 32.97% and 32.44% over the closing price of the Equity Shares on BSE and NSE, respectively as on the day preceding the Intimation Date.
- (iv) Premium of 20.23% and 20.25% over the closing price of the Equity Shares on BSE and NSE, respectively as on date of Board Meeting i.e., Wednesday, May 13, 2026.
- (v) The closing market price of the Equity Shares as on the date of intimation of the Board Meeting for considering the Buyback, being Thursday, May 07, 2026, was ₹ 125.65/- on BSE and ₹ 126.41/- on NSE.
- (vi) The closing market price of the Equity Shares on the date of Board Meeting for considering the Buyback, being Wednesday, May 13, 2026, was ₹ 141.40/- on BSE and ₹ 141.37/- on NSE.

#### **14. SOURCES OF FUNDS FOR THE BUYBACK**

- 14.1 Assuming full acceptance, the funds that would be utilised by the Company for the purpose of the Buyback of up to 8,50,000 (Eight Lakh Fifty Thousand) fully paid-up Equity Shares at a price of ₹ 170/- (Rupees One Hundred and Seventy Only) per Equity Share aggregating amount not exceeding ₹ 14,45,00,000/- (Rupees Fourteen Crores and Forty Five Lakhs Only) excluding the Transaction Costs.
- 14.2 The Buyback is less than 10% of the aggregate of the total paid up equity share capital and free reserves of the Company based on both audited standalone financial statements and consolidated financial statements of the Company as on March 31, 2026, the approval of the shareholders is not required for the Buyback in terms of the SEBI Buyback Regulations and the Companies Act.
- 14.3 The funds for the implementation of the Buyback (including the transaction costs) will be sourced out of free reserves or securities premium account and/or such other source as may be permitted by the SEBI Buyback Regulations or the Companies Act. The Company shall transfer from its free reserves or securities premium account and /or such other sources as permitted, a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve Account, and details of such transfer shall be disclosed in its subsequent audited Standalone and Consolidated financial statements.
- 14.4 The funds borrowed, if any, from banks and financial institutions will not be used for the purpose of the Buyback.

#### **15. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN**

- 15.1 In accordance with Regulation 9(xi) of the SEBI Buyback Regulations, the Company has appointed the Escrow Agent, namely, ICICI Bank Limited, a banking company duly incorporated under the Companies Act, 1956 and registered as a banking company within the meaning of the Banking Regulation Act, 1949. The Company, the Manager to the Buyback and the Escrow Agent have entered into an Escrow Agreement dated May 13, 2026, pursuant to which the Escrow Account in the name and style “**CYBERTECH SYSTEMS AND SOFTWARE LIMITED BUYBACK ESCROW ACCOUNT**” bearing account number 000405166389 and Special Account in the name and style “**CYBERTECH SYSTEMS AND SOFTWARE LIMITED BUYBACK SPECIAL ACCOUNT**” bearing account number 000405166390 has been opened with the Escrow Agent. The Company shall deposit requisite amount in the form of cash deposit and Manager to the Buyback is empowered to operate the Escrow Account in accordance with the terms of the Escrow Agreement and the SEBI Buyback Regulations.
- 15.2 In accordance with Regulation 9(xi) of the SEBI Buyback Regulations, the Company has deposited a sum of ₹ 3,61,25,000 (Rupees Three Crore Sixty One Lakh and Twenty Five Thousand Only) in cash in the Escrow Account, being 25% of the Buyback Size in accordance with SEBI Buyback Regulations.
- 15.3 In accordance with Regulation 10 of the SEBI Buyback Regulations, the Company shall immediately after the closure of the Tendering Period deposit the amount of consideration payable to the Eligible Shareholders in a special escrow account with the Escrow Agent. Such consideration would be the aggregate of 90% of the amount lying in the Escrow Account and the balance amount payable to the Eligible Shareholders and will constitute the entire sum due and payable as consideration for the Buyback in terms of the SEBI Buyback Regulations.
- 15.4 Lodha & Co LLP, Chartered Accountant (**Firm Registration Number:** 301051E/E300284), located at 6, Karim Chambers, 40, Ambalal Doshi Marg (Hamam Street), Fort, Mumbai, 400-001; **Email id:** mumbai@lodhaco.com; the statutory auditor has certified, vide letter dated May 13, 2026 that the Company has adequate and firm financial resources to fulfil all the obligations under the Buyback.
- 15.5 Based on the aforementioned certificate, the Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the SEBI Buyback Regulations.

## 16 CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

16.1 The present capital structure of the Company as on the date of this Letter of Offer is as follows:

Particulars	Aggregate Value (₹ in lakhs)
<b>Authorised Share Capital</b>	
- 3,60,00,000 Equity Shares of ₹ 10/- each	3,600.00
<b>Issued Share Capital<sup>^</sup></b>	
- 3,11,35,552 Equity Shares of ₹ 10/- each	3,113.56
<b>Subscribed and Paid-up Share Capital before the Buyback</b>	
- 3,11,30,593 Equity Shares of ₹ 10/- each	3,113.06
<b>Subscribed and Paid-up Share Capital after the Buyback*</b>	
- 3,02,80,593 Equity Shares of ₹ 10/- each	3,028.06

\*Assuming full acceptance of the Equity Shares in the Buyback. However, the post-Buyback issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back.

<sup>^</sup>Reason for Difference in Issued and Paid-up capital - 3967 shares have been kept in abeyance as per NSDL letter dated January 11, 2002, and due to subsequent bonus issue made by the Company @ 5:4, total of 4959 shares were also kept in abeyance. Hence there is a difference of 4959 shares in Issued Capital & Listed Capital.

16.2 There have been no Buybacks done by the Company in the past 3 (three) financial years.

16.3 The Company confirms that as on date of this Letter of Offer:

- All the Equity Shares for Buyback are fully paid-up and there are no partly paid-up shares or calls-in-arrears;
- There are no outstanding preference shares or convertible securities;
- it shall not issue any shares or other specified securities including by way of bonus issue till the date of closure of the Buyback Period, except in discharge of subsisting obligations through conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares in accordance with Regulation 24(i)(b) of the SEBI Buyback Regulations; and
- unless otherwise specifically permitted by any relaxation issued by SEBI and / or any other regulatory authority, the Company shall not raise further capital for a period of one year, as prescribed under the provisions of Regulation 24(f) of the SEBI Buyback Regulations, from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of its subsisting obligations;
- There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act.
- It shall not Buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable.
- The Company has obtained short credit facilities with lenders. In accordance with Regulation 5(i)(c) and Schedule I clause (xii) of the SEBI Buy Back Regulations, it is confirmed that there is no breach of any covenants of loans taken and therefore the consent from the lenders in this regard is not required to be obtained by the Company.

16.4 The shareholding pattern of the Company before the Buyback (as on the Record Date, i.e. Friday, May 29, 2026) and after the completion of the Buyback, is provided below:

Category of shareholder	Pre Buyback		Post Buyback*	
	Number of Shares	% to the existing Equity Share Capital	Number of Shares	% to the existing Equity Share Capital
Promoters and persons acting in concert	11508621	36.97%	1,15,08,621	38.01%
Foreign Investors (OCBs/FIIs/NRIs/Non-residents/Non-domestic companies)	8545095	27.45%	1,87,71,972	61.99%
Indian Financial Institutions/ Banks/Mutual Funds/Govt. Companies	150398	0.48%		
Public including other Bodies Corporate	10926479	35.10%		
<b>Total</b>	<b>3,11,30,593</b>	<b>100%</b>	<b>3,02,80,593</b>	<b>100%</b>

\* Assuming the full acceptance of 8,50,000 Equity Shares in the Buyback in accordance with the Buyback Entitlement for all Eligible Shareholders. However, the Post Buyback shareholding pattern may differ depending upon the actual number of Equity Shares bought back.

#Given that the Promoter and Promoter Group have expressed their intention not to participate in the Buyback, the Equity Shares held by members of the Promoter and Promoter Group are expected to remain same pre-Buyback and post-Buyback. Moreover, shares held by the Promoter and Promoter Group shall not be considered for computing the entitlement ratio.

## 17 BRIEF INFORMATION OF THE COMPANY

### 17.1 History and Overview of the Company

- 17.1.1 CyberTech Systems and Software Limited was incorporated in India on January 19, 1995 under the Companies Act, 1956 and was granted a certificate for commencement of business on January 31, 1995. The Company is engaged in the business of Information Technology Services and delivers cloud-based SAP solutions and Esri ArcGIS Enterprise platforms. The Company helps global organizations digitalize their SAP and GIS landscapes through managed ArcGIS cloud services, SAP S/4 transformations, enterprise integration, and utility network transformation. Serving utilities, government, public safety, manufacturing, and healthcare industries, CyberTech is an Esri Gold Partner and SAP Gold Partner providing comprehensive cloud transformation services on AWS and Microsoft Azure from offices in North America and development centers in India.
- 17.1.2 The registered office of the Company is situated at CyberTech House, Plot No. B-63/64/65, Road No. 21/34, J.B. Sawant Marg, MIDC, Wagle Estate, Thane (West) -400604, Maharashtra, India, **Tel No.** 022-6983 9200, **Email:** [cssl.investors@cybertech.com](mailto:cssl.investors@cybertech.com); **Website:** <https://cybertech.com>; **Contact Person:** Ms. Sarita Leelaramani, Company Secretary & Compliance Officer. The corporate identification number of the Company is L72100MH1995PLC084788.
- 17.1.3 The Equity Shares of the Company are listed on BSE (**Scrip Code:** 532173) and NSE (**Symbol:** CYBERTECH). The ISIN of the Company is INE214A01019. (Source: BSE and NSE website)
- 17.1.4 The authorised share capital of the Company is ₹ 36,00,00,000 (Rupees Thirty-Six Crores Only) comprising 3,60,00,000 (Three Crores Sixty Lakhs) Equity Shares of face value of ₹ 10 (Rupees Ten only) each. The issued share capital of the Company is ₹ 31,13,55,520 (Rupees Thirty-One Crore Thirteen Lakh Fifty-Five Thousand Five Hundred and Twenty Only) comprising 3,11,35,552 (Three Crore Eleven Lakh Thirty-Five Thousand Five Hundred and Fifty-Two) Equity Shares of face value of ₹ 10 (Rupees Ten only) each. The subscribed and fully paid-up equity share capital of the Company is ₹ 31,13,05,930 (Rupees Thirty-One Crore Thirteen Lakh Five Thousand Nine Hundred and Thirty Only) comprising 3,11,30,593 (Three Crore Eleven Lakh Thirty Thousand Five Hundred and Ninety-Three) Equity Shares of face value of ₹ 10 (Rupees Ten only) each. The Company does not have any partly paid-up Equity Shares.

### 17.2 Growth of Business:

**On a Standalone Basis:** For the financial years ended March 31, 2026, 2025 and 2024, the Company recorded revenue from operations of ₹ 16,038.73 lakh, ₹ 16,104.62 lakh and ₹ 15,585.93 lakh, respectively, and profit after tax of ₹ 2,336.93 lakh, ₹ 2,466.95 lakh, and ₹ 1,830.08 lakh, respectively. For further details on financial information about the Company for the financial years 2026, 2025, 2024, see “Financial Information about the Company” on page 31 of this Letter of Offer.

**On a Consolidated Basis:** For the financial years ended March 31, 2026, 2025 and 2024, the Company recorded revenue from operations of ₹ 23,715.23 lakh, ₹ 23,589.69 lakh and ₹ 22,173.52 lakh, respectively, and profit after tax of ₹ 3,042.97 lakh, ₹ 3,493.43 lakh, and ₹ 2,274.03 lakh, respectively. For further details on financial information about the Company for the financial years 2026, 2025, 2024, see “Financial Information about the Company” on page 31 of this Letter of Offer.

17.3 The history of the Equity Share Capital of the Company is set out below:

Date of Allotment	No. of shares allotted/ (extinguished)	Face Value (₹)	Issue Price (₹)	Nature of consideration (Cash/Other than cash)	Type of Issue (IPO/FPO/ Preferential Issue/Scheme /Bonus/ Rights Issue/ESOP etc.	Cumulative Equity Share Capital	
						Cumulative Capital (No. of Shares)	Cumulative Capital (in ₹)
January 23, 1995	7	10	10	Cash	Subscription to MOA	7	70
July 31, 1996	21,27,093	10	10	Cash	Promoters Contribution - Further Allotment	21,27,100	2,12,71,000
July 31, 1996	13,57,400	10	10	Cash	Promoters Contribution - Further Allotment	34,84,500	3,48,45,000
July 31, 1996	12,62,800	10	10	Cash	Further Allotment - Public	47,47,300	4,74,73,000
July 31, 1996	3,03,000	10	30	Cash	Further Allotment- Public	50,50,300	5,05,03,000
June 19, 1998	52,56,500	10	110	Cash	Preferential Allotment	1,03,06,800	10,30,68,000
April 01, 2000	1,28,57,370	10	0	Other than Cash	Bonus Issue	2,31,64,170	23,16,41,700
June 28, 2000	10,622	10	0	Other than Cash	Bonus Issue	2,31,74,792	23,17,47,920
September 25, 2000	5,781	10	0	Other than Cash	Bonus Issue	2,31,80,573	23,18,05,730
December 21, 2000	1,250	10	0	Other than Cash	Bonus Issue	2,31,81,823	23,18,18,230
April 26, 2001	625	10	0	Other than Cash	Bonus Issue	2,31,82,448	23,18,24,480
September 19, 2001	250	10	0	Other than Cash	Bonus Issue	2,31,82,698	23,18,26,980
January 28, 2002	625	10	0	Other than Cash	Bonus Issue	2,31,83,323	23,18,33,230
October 21, 2002	1,800	10	11.2	Cash	ESOP	2,31,85,123	23,18,51,230
July 30, 2002	100	10	58.55	Cash	ESOP	2,31,85,223	23,18,52,230
January 27, 2006	6,750	10	11.2	Cash	ESOP	2,31,91,973	23,19,19,730
September 28, 2006	15,00,000	10	12.6	Cash	Preferential Allotment	2,46,91,973	24,69,19,730
January 31, 2007	7,510	10	11.2	Cash	ESOP	2,46,99,483	24,69,94,830
January 31, 2007	760	10	12.2	Cash	ESOP	2,47,00,243	24,70,02,430
May 30, 2007	4,940	10	12.2	Cash	ESOP	2,47,05,183	24,70,51,830
May 30, 2007	7,470	10	11.2	Cash	ESOP	2,47,12,653	24,71,26,530
October 27, 2007	960	10	12.2	Cash	ESOP	2,47,13,613	24,71,36,130
October 27, 2007	840	10	11.2	Cash	ESOP	2,47,14,453	24,71,44,530

January 29, 2008	640	10	12.2	Cash	ESOP	2,47,15,093	24,71,50,930
January 29, 2008	6,250	10	11.38	Cash	ESOP	2,47,21,343	24,72,13,430
March, 28, 2008	17,50,000	10	13.25	Cash	Conversion of Warrants	2,64,71,343	26,47,13,430
August, 06, 2014	50,000	10	17.95	Cash	ESOP	2,65,21,343	26,52,13,430
November 13, 2014	50,000	10	17.95	Cash	ESOP	2,65,71,343	26,57,13,430
November 13, 2014	2,00,000	10	17.70	Cash	ESOP	2,67,71,343	26,77,13,430
November 13, 2014	25,000	10	11.34	Cash	ESOP	2,67,96,343	26,79,63,430
February, 25, 2016	25,000	10	17.70	Cash	ESOP	2,68,21,343	26,82,13,430
February, 25, 2016	50,000	10	11.34	Cash	ESOP	2,68,71,343	26,87,13,430
May 19, 2016	50,000	10	17.70	Cash	ESOP	2,69,21,343	26,92,13,430
May 19, 2016	25,000	10	11.34	Cash	ESOP	2,69,46,343	26,94,63,430
August 02, 2016	1,00,000	10	17.70	Cash	ESOP	2,70,46,343	27,04,63,430
October 27, 2016	25,000	10	17.70	Cash	ESOP	2,70,71,343	27,07,13,430
October 27, 2016	5,000	10	11.34	Cash	ESOP	2,70,76,343	27,07,63,430
January 31, 2017	2,000	10	11.34	Cash	ESOP	2,70,78,343	27,07,83,430
May 10, 2017	1,75,000	10	17.70	Cash	ESOP	2,72,53,343	27,25,33,430
May 10, 2017	35,000	10	11.34	Cash	ESOP	2,72,88,343	27,28,83,430
May 10, 2017	13,750	10	36.10	Cash	ESOP	2,73,02,093	27,30,20,930
August 23, 2017	1,05,000	10	11.34	Cash	ESOP	2,74,07,093	27,40,70,930
August 23, 2017	7,500	10	36.10	Cash	ESOP	2,74,14,593	27,41,45,930
May 09, 2018	5,000	10	11.34	Cash	ESOP	2,74,19,593	27,41,95,930
May 09, 2018	21,000	10	36.10	Cash	ESOP	2,74,40,593	27,44,05,930
August 13, 2018	70,000	10	11.34	Cash	ESOP	2,75,10,593	27,51,05,930
August 13, 2018	5,000	10	36.10	Cash	ESOP	2,75,15,593	27,51,55,930
June 17, 2020	28,000	10	11.34	Cash	ESOP	2,75,43,593	27,54,35,930
November 11, 2020	20,250	10	36.10	Cash	ESOP	2,75,63,843	27,56,38,430
February 11, 2021	35,250	10	36.10	Cash	ESOP	2,75,99,093	27,59,90,930
May 13, 2021	3,500	10	56.55	Cash	ESOP	2,76,02,593	27,60,25,930
May 13, 2021	33,700	10	36.10	Cash	ESOP	2,76,36,293	27,63,62,930
July 23, 2021	50,000	10	34.12	Cash	ESOP	2,76,86,293	27,68,62,930
July 23, 2021	4,500	10	56.55	Cash	ESOP	2,76,90,793	27,69,07,930
July 23, 2021	1,04,750	10	36.10	Cash	ESOP	2,77,95,543	27,79,55,430
September	2,00,000	10	44.30	Cash	ESOP	2,79,95,543	27,99,55,430

30, 2021							
September 30, 2021	1,20,750	10	36.10	Cash	ESOP	2,81,16,293	28,11,62,930
September 30, 2021	42,000	10	56.55	Cash	ESOP	2,81,58,293	28,15,82,930
October 22, 2021	8,000	10	24.45	Cash	ESOP	2,81,66,293	28,16,62,930
January 21, 2022	8,000	10	36.10	Cash	ESOP	2,81,74,293	28,17,42,930
May 04, 2022	1,50,000	10	34.12	Cash	ESOP	2,83,24,293	28,32,42,930
May 04, 2022	17,000	10	24.45	Cash	ESOP	2,83,41,293	28,34,12,930
May 04, 2022	32,800	10	36.10	Cash	ESOP	2,83,74,093	28,37,40,930
July 20, 2022	9,600	10	36.10	Cash	ESOP	2,83,83,693	28,38,36,930
October 21, 2022	50,541	10	36.10	Cash	ESOP	2,84,34,234	28,43,42,340
January 25, 2023	38,859	10	36.10	Cash	ESOP	2,84,73,093	28,47,30,930
December 12, 2023	26,32,500	10	153.00	Cash	Preferential Allotment	3,11,05,593	31,10,55,930
April 30, 2024	25,000	10	24.45	Cash	ESOP	3,11,30,593	31,13,05,930

17.4 The details regarding the Board of the Directors as on the date of this Letter of Offer are as follows:

Sr. No.	Name, DIN, Age and Occupation of the Director	Designation	Qualifications	Date of Appointment/ Reappointment	Other Directorships*
1	Viswanath Tadimety DIN: 00008106 Age: 63 years Occupation: Business	Director	M. Tech from Indian Institute of Technology-Madras	May 23, 1995	Nil
2	Ramasubramanian Sankaran DIN: 05350841 Age: 60 years Occupation: Service	Whole-Time Director	B.com from Madurai Kamaraj University	August 04, 2012 <sup>s</sup>	Nil
3	Steven Jeske DIN: 01964333 Age: 73 years Occupation: Service	Director	Certified public accountant from (AICPA), undergraduate degree in accounting from the University of Illinois and a Masters of Business Administration degree from the University of Chicago.	December 22, 2007	Nil
4	Amogha Tadimety DIN: 06952042 Age: 33 years Occupation: Business	Director	B.S.E. in Chemical and Biological Engineering Princeton University, USA	September 30, 2014	Nil

5	Haresh Gunvantrai Desai <b>DIN:</b> 00048112 <b>Age:</b> 70 years <b>Occupation:</b> Professional	Independent Director	Commerce graduate from Sydenham College, Mumbai	April 30, 2024	1. Sugun Consultants Private Limited 2. Aplab Limited 3. Chikhali Advisors LLP 4. Rajwade Treasury Consultants LLP 5. A.V. Rajwade & Co. LLP
6	Anant Govind Amdekar <b>DIN:</b> 10688414 <b>Age:</b> 59 years <b>Occupation:</b> Professional	Independent Director	Company Secretary from ICSI, B.com and LLB from University of Mumbai	September 26, 2024 <sup>#</sup>	Nil
7	Rahul Mehta <b>DIN:</b> 00404552 <b>Age:</b> 59 years <b>Occupation:</b> Business	Independent Director	Magna Cum Laude with a BA in Mathematics and Economics from Cornell University and holds an MBA from MIT's Sloan School of Management, USA.	April 27, 2023	1. Agronaut Investment Advisors Private Limited 2. Beas Manali Advisory LLP
8	Angela Cook Wilcox <b>DIN:</b> 08068715 <b>Age:</b> 51 years <b>Occupation:</b> Legal Counsel	Independent Director	J.D. DePaul College of Law 1999 and B.S. University of Illinois, USA 1996	February 13, 2018	Nil
9	Justin Marezban Bharucha <b>DIN:</b> 02628682 <b>Age:</b> 48 years <b>Occupation:</b> Advocate on Record at the Supreme Court of India	Independent Director	B.A. LL.B (Hons.) - National Law School of India University, Bengaluru and LL.M (Corporate & Financial Laws), London School of Economics - London	October 23, 2024	1. Social Lens Consulting Private Limited 2. Toolbox India Foundation 3. Grover Zampa Vineyards Limited

\*As per details available on website [www.mca.gov.in](http://www.mca.gov.in)

<sup>#</sup>Anant Amdekar was appointed as an additional director (Non-Executive and Independent) on July 24, 2024.

<sup>§</sup>Ramasubramanian Sankaran was appointed as the Whole Time Director of the Company with effect from August 08, 2012 pursuant to Form 32 filed with the ROC.

17.5 The changes in our Board during the three years immediately preceding the date of this Letter of Offer are as follows:

Sr.No	Name of the Director	Appointment/Cessation	Effective Date	Reasons
1	Angela Cook Wilcox	Appointment	February 13, 2023	Re-appointment as Independent Director for a consecutive second Term
2	Rahul Mehta	Appointment	April 27, 2023	Appointment as Independent Director
3	Haresh Gunvantrai Desai	Appointment	April 30, 2024	Appointment as Independent Director
4	Anant Govind Amdekar	Appointment	July 24, 2024	Appointment as Independent Director
5	Sudhir Joshi	Cessation	September 30, 2024	Cessation as Independent Director due to completion of his term
6	Marezban Padam Bharucha	Cessation	September 30, 2024	Cessation as Independent Director due to completion of his term
7	Nandlal Laxminarayan Sarda	Cessation	September 30, 2024	Cessation as Independent Director due to completion of his term
8	Shreepad Karmalkar	Cessation	September 30, 2024	Cessation as Independent Director due to completion of his term

9	Justin Marezban Bharucha	Appointment	October 23, 2024	Appointment as Independent Director
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17.6 The Buyback will not result in any benefit to any Directors, Key Managerial Personnel, Promoter and Promoter Group except to the extent of their participation in the Buyback, as applicable, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to a reduction in the equity share capital post Buyback.

## 18 FINANCIAL INFORMATION ABOUT THE COMPANY

18.1 The brief financial information of the Company, as extracted from the audited standalone and consolidated financial statements of the Company for the last 3 (three) financial years ended March 31, 2026, March 31, 2025, and March 31, 2024, are set out below:

### Based on Standalone Financial Statements

*(₹ in lakhs, unless otherwise stated)*

Particulars	Year Ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Revenue from operations	16,038.73	16,104.62	15,585.93
Other Income	1,854.11	1,402.93	882.66
<b>Total Income</b>	<b>17,892.84</b>	<b>17,507.55</b>	<b>16,468.59</b>
<b>Expenses</b>			
Outsourced service cost	4,832.51	4,690.59	4,556.43
Employee benefits expense	8,181.94	7,867.24	7,467.75
Finance costs	86.25	59.20	58.78
Depreciation and amortisation expenses	272.64	386.25	582.95
Other expenses	1,434.35	1,314.34	1,368.41
<b>Total Expenses</b>	<b>14,807.69</b>	<b>14,317.62</b>	<b>14,034.32</b>
<b>Profit before Tax</b>	<b>3,085.15</b>	<b>3,189.93</b>	<b>2,434.27</b>
Tax Expenses	748.22	722.98	604.19
<b>Profit after tax</b>	<b>2,336.93</b>	<b>2,466.95</b>	<b>1,830.08</b>
<b>Other Comprehensive Income/(Loss)</b>	<b>24.92</b>	<b>(47.92)</b>	<b>(67.21)</b>
<b>Total Comprehensive Income for the year</b>	<b>2,361.85</b>	<b>2,419.03</b>	<b>1,762.87</b>
Paid-up equity share capital	3,113.06	3,113.06	3,110.56
Other Equity	11,793.41	16,902.93	15,102.89
<b>Total Equity</b>	<b>14,906.47</b>	<b>20,015.99</b>	<b>18,213.45</b>
Current Borrowings	377.23	402.20	335.05
<b>Total Debt</b>	<b>377.23</b>	<b>402.20</b>	<b>335.05</b>

### **Key financial ratios on Standalone basis:**

Other Financial Data	Year Ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Basis Earning per share (in ₹)	7.51	7.93	6.25
Diluted Earning per share (in ₹)	7.49	7.91	6.23
Book value per Equity share (in ₹)	47.30	63.71	57.96
Total Debt-Equity Ratio (Times)	0.0256	0.0203	0.0197
Return on Networth (%)	13.52	13.03	10.34

### Based on Consolidated Financial Statements

*(₹ in lakhs, unless otherwise stated)*

Particulars	Year Ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Revenue from operations	23,715.23	23,589.69	22,173.52

Other Income	2,588.01	2,023.40	1,425.87
<b>Total Income</b>	<b>26,303.24</b>	<b>25,613.09</b>	<b>23,599.39</b>
<b>Expenses</b>			
Outsourced service cost	5,760.82	5,451.81	5,250.06
Employee benefits expense	13,492.86	12,656.48	12,019.72
Finance costs	94.54	61.04	62.02
Depreciation and amortisation expenses	345.67	495.40	754.13
Other expenses	2,587.18	2,311.58	2,359.35
<b>Total Expenses</b>	<b>22,281.07</b>	<b>20,976.31</b>	<b>20,445.28</b>
<b>Profit before Tax</b>	<b>4,022.17</b>	<b>4,636.78</b>	<b>3,154.11</b>
Tax Expenses	979.20	1,143.35	880.08
<b>Profit after tax</b>	<b>3,042.97</b>	<b>3,493.43</b>	<b>2,274.03</b>
<b>Other Comprehensive Income/(Loss)</b>	891.72	103.14	37.66
<b>Total Comprehensive income for the year</b>	<b>3,934.69</b>	<b>3,596.57</b>	<b>2,311.69</b>
Paid-up equity share capital	3,113.06	3,113.06	3,110.56
Other Equity	18,116.94	21,653.64	18,676.06
<b>Total Equity</b>	<b>21,230.00</b>	<b>24,766.70</b>	<b>21,786.62</b>
Current Borrowings	377.23	402.20	335.05
Total Debt	377.23	402.20	335.05

**Key financial ratios on Consolidated basis:**

Other Financial Data	Year Ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Basis Earning per share (in ₹)	9.77	11.22	7.77
Diluted Earning per share (in ₹)	9.75	11.20	7.75
Book value per Equity share (in ₹)	61.49	75.63	66.59
Total Debt-Equity Ratio (Times)	0.0197	0.0171	0.0171
Return on Networth (%)	14.26	15.41	10.15

**The key ratios have been computed as below:**

Key Ratios	Basis
Earnings per Share (₹)	Net Profit attributable to equity shareholders / Weighted average number of Shares outstanding during the year
Book value per Share (₹)	Total Equity / Total number of Equity Shares outstanding at year end
Return on Net Worth (%)	Net Profit After Tax / Total Equity
Debt-Equity Ratio	Total Debt / Total Equity

18.2 The Company hereby declares that it will comply with the Takeover Regulations, as amended, if it becomes applicable, in connection with the Buyback.

18.3 The Company hereby also declares that it has complied with and will comply with Sections 68, 69 and 70 of the Companies Act, and all other provisions of the Companies Act, as may be applicable to the Buyback.

**19 STOCK MARKET DATA**

19.1 The Equity Shares are listed on the National Stock Exchange of India Limited (“NSE”) having Symbol – CYBERTECH and on BSE Limited (“BSE”) having Scrip Code - 532173 (hereinafter together referred to as the “Stock Exchanges”). The ISIN of the Equity Shares is INE214A01019.

19.2 The high, low and average market prices in preceding 3 (three) financial years and the monthly high, low and average market prices for the 6 (six) months preceding the date of Public Announcement i.e., May 15, 2026 and the corresponding volumes on BSE and NSE are as follows:

**BSE**

Period	High <sup>(1)</sup> (₹)	Date of High	No. of Shares traded on that date	Low <sup>(2)</sup> (₹)	Date of Low	No. of Shares traded on that date	Average Price <sup>(3)</sup>	Total Volume traded in the period
<b>PRECEDING THREE FINANCIAL YEARS</b>								
FY 2025-26	274.8	October 03, 2025	4,97,355	95.3	March 09, 2026	10,432	150.66	32,02,452
FY 2024-25	293.15	September 02, 2024	5,64,086	128.15	June 04, 2024	30,388	191.81	62,10,725
FY 2023-24	215.4	January 12, 2024	1,56,894	98.7	April 03, 2023	20,527	148.52	55,90,925
<b>PRECEDING SIX MONTHS</b>								
Period	High <sup>(1)</sup> (₹)	Date of High	No. of Shares traded on that date	Low <sup>(2)</sup> (₹)	Date of Low	No. of Shares traded on that date	Average Price <sup>(3)</sup>	Total Volume traded in the period
April 2026	140.02	April 08, 2026	25,718	97.10	April 01, 2026	7,176	125.42	1,98,713
March 2026	114.40	March 18, 2026	3,013	95.30	March 09, 2026	10,432	104.69	1,17,587
February 2026	153.00	February 06, 2026	1,439	113.30	February 27, 2026	2,122	127.99	63,832
January 2026	148.80	January 02, 2026	7,265	122.20	January 30, 2026	1,948	135.93	66,652
December 2025	151.95	December 15, 2025	2,910	136.90	December 22, 2025	21,098	146.08	80,817
November 2025	184.50	November 04, 2025	65,725	141.00	November 24, 2025	9,287	155.02	1,82,007

(Source: [www.bseindia.com](http://www.bseindia.com))

<sup>(1)</sup>High of daily high prices

<sup>(2)</sup>Low of daily low prices

<sup>(3)</sup>Arithmetic average of daily closing prices of all trading days during the said period.

**NSE**

Period	High <sup>(1)</sup> (₹)	Date of High	No. of Shares traded on that date	Low <sup>(2)</sup> (₹)	Date of Low	No. of Shares traded on that date	Average Price <sup>(3)</sup>	Total Volume traded in the period
<b>PRECEDING THREE FINANCIAL YEARS</b>								
FY 2025-26	274.80	October 03, 2025	91,77,818	95.30	March 09, 2026	93,296	150.53	3,93,25,626
FY 2024-25	293.00	September 02, 2024	63,75,892	129	June 04, 2024	1,12,584	191.73	6,86,30,754
FY 2023-24	215.40	January 12, 2024	10,12,419	98.60	April 03, 2023	88,148	148.56	5,03,01,402
<b>PRECEDING SIX MONTHS</b>								
Period	High <sup>(1)</sup> (₹)	Date of High	No. of Shares traded on that date	Low <sup>(2)</sup> (₹)	Date of Low	No. of Shares traded on that date	Average Price <sup>(3)</sup>	Total Volume traded in the period
April 2026	139.90	April 08, 2026	3,37,749	102.00	April 01, 2026	65,654	125.09	16,59,154
March 2026	114.02	March 18, 2026	56,229	95.30	March 09, 2026	93,296	104.64	11,21,060
February 2026	141.71	February 11, 2026	38,507	113.00	February 27, 2026	35,590	127.58	8,58,999
January 2026	150.15	January 05, 2026	23,900	124.50	January 28, 2026	19,382	135.87	5,04,904
December 2025	152.40	December 08, 2025	37,670	138.20	December 04, 2025	24,412	145.96	4,27,215
November 2025	184.43	November 04, 2025	4,06,601	139.10	November 24, 2025	45,824	155.01	12,15,333

(Source: [www.nseindia.com](http://www.nseindia.com))

<sup>(1)</sup>High of daily high prices

<sup>(2)</sup>Low of daily low prices

<sup>(3)</sup>Arithmetic average of daily closing prices of all trading days during the said period.

19.3 The closing market price of the Equity Shares of the Company based on following events is summarized below:

Particulars	Date	BSE (₹)	NSE (₹)
Being one trading day prior to the date on which intimation was submitted to the Stock Exchanges regarding the convening of the Board Meeting for consideration and approval of the Buyback proposal	May 06, 2026	127.85	128.36
One trading day prior to the Board Meeting Date	May 12, 2026	136.85	136.38
Board Meeting Date	May 13, 2026	141.40	141.37
Trading day immediately after date of Board Meeting	May 14, 2026	137.80	137.88
Date of publication of Public Announcement	May 15, 2026	137.90	137.83

(Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com))

## 20 DETAILS OF THE STATUTORY APPROVALS

- 20.1 The Board at its meeting held on Wednesday, May 13, 2026, approved the proposal for the Buyback.
- 20.2 The Buyback will be subject to such necessary approvals, permissions, consents, exemptions and sanctions, if any, and subject to any modifications and conditions as may be required under the applicable laws, including under the Companies Act, the SEBI Buyback Regulations, and applicable rules and regulations as specified by RBI under FEMA and/or such other applicable rules and regulations for the time being in force.
- 20.3 The Buyback from each Eligible Shareholder is subject to all statutory consents and approvals as may be required by such Eligible Shareholder under applicable laws and regulations. The Eligible Shareholder shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India, if any) as may be required by them in order to tender their Equity Shares to the Company pursuant to the Buyback. An Eligible Shareholder would be required to provide copies of all such consents and approvals obtained by them to the Registrar to the Buyback.
- 20.4 The Buyback of Equity Shares from Non-Resident Shareholders (including NRIs, foreign nationals, FIIs/FPIs, OCBs) will be subject to approvals, if any, of the appropriate authorities, including RBI, as may be required. It is the obligation of such Non-Resident Shareholders, to obtain such approvals and submit such approvals along with the tender form, so as to enable them to tender Equity Shares in the Buyback and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment in respect of the Eligible Shareholders in respect of whom no prior RBI approval is required and not accept Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.
- 20.5 Non-Resident Shareholders (excluding OCBs) permitted under general permission under the consolidated Foreign Direct Investment policy issued by the Government of India read with applicable regulations issued under FEMA, are not required to obtain approvals from RBI.
- 20.6 By agreeing to participate in the Buyback, each Eligible Shareholder (including the Non-Resident Shareholder) undertakes to complete all relevant regulatory/statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buyback, each Eligible Shareholder hereby: (a) authorises the Company to take all necessary action, solely to the extent required, and if necessary, to be undertaken by the Company, for making any regulatory/statutory filings and compliances on behalf of each shareholder; and (b) undertakes to provide the requisite assistance to the Company for making any such regulatory/statutory filings and compliances.
- 20.7 The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the FEMA and rules and regulations framed thereunder, if any, Income Tax Act, 2025 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the FEMA and rules and

regulations framed thereunder, if any.

- 20.8 As of date of this Letter of Offer, there are no statutory or regulatory approvals required to implement the Buyback, other than as indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback will be subject to such statutory or regulatory approval(s) and the Company shall obtain such statutory approvals as may be required, from time to time, if any. In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback Offer, if any, shall be intimated to the Stock Exchanges.
- 20.9 The reporting requirements for Non-Resident Shareholders under RBI, FEMA, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/or the shareholder's broker through which the Eligible Shareholder places the bid.
- 20.10 In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporations and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
- 20.11 The Company has availed certain facilities from its lenders. In accordance with Regulation 5(i)(c) and Schedule I clause (xii) of the SEBI Buyback Regulations, it is confirmed that there is no breach of any covenants of loans taken from all the lenders including the consortium of lenders. Further, the Company has obtained such approvals as may be required from the lenders pursuant to the provisions of such facilities.

## 21 DETAILS OF REGISTRAR TO THE BUYBACK AND COLLECTION CENTRES

Eligible Shareholders who wish to tender their Equity Shares in the Buyback can send the Tender Form along with the other requisite document(s), as mentioned in "Procedure for Tender Offer and Settlement" on page 40 of this Letter of Offer along with TRS generated by the stock exchanges bidding system upon placing of a bid, either by speed post or courier or hand deliver to the Registrar to the Buyback, so that the same are received not later than Buyback Window Closing Date i.e. Wednesday, June 10, 2026 by 5:00 P.M. IST. The envelope should be superscribed as "CYBERTECH SYSTEMS AND SOFTWARE LIMITED BUYBACK OFFER". The Company has appointed MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) as the Registrar to the Buyback their contact details are set forth below:



### **MUFG INTIME INDIA PRIVATE LIMITED**

(Formerly Link Intime India Private Limited)

**Address:** C101, Embassy 247, 1st Floor, LBS Marg, Vikhroli (West), Mumbai 400 083

**Tel:** +91 8108114949; **Fax:** +91 22 49186060

**E-mail:** cybertech.buyback@in.mpms.mufg.com

**Investor Grievance E-mail:** cybertech.buyback@in.mpms.mufg.com

**Website:** www.in.mpms.mufg.com

**Contact Person:** Ms. Shanti Gopalkrishnan

**SEBI Registration No.:** INR000004058

**Validity Period:** Permanent Registration

In case of any query, the shareholders may contact the Registrar during working hours i.e. 10:00 a.m. and 5:00 p.m. (IST) on all working days except Saturday, Sunday and public holidays.

For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager to the Buyback or the Registrar to the Buyback. After the confirmation of lien marked in demat account of the Eligible Shareholders to the Clearing Corporation and a valid bid in the exchange bidding system, the bid for buyback shall be deemed to have been accepted for Eligible Shareholders holding the equity shares in demat form.

**ELIGIBLE SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK. ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.**

## 22 PROCESS AND METHODOLOGY FOR THE BUYBACK

- 22.1 The Company proposes to Buyback up to 8,50,000 (Eight Lakh Fifty Thousand) fully paid-up Equity Shares, representing 2.73% of the issued, subscribed and paid-up Equity Shares, from the Eligible Shareholders as on the Record Date, on a proportionate basis, through the ‘Tender Offer’ process, at a price of ₹170/- (Rupees One Hundred and Seventy Only) per Equity Share, payable in cash, for an aggregate amount not exceeding ₹ 14,45,00,000/- (Rupees Fourteen Crores and Forty Five Lakhs Only), excluding the Transaction Costs, which represents 9.81% and 7.55% of the aggregate of the total paid-up capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company respectively, for the financial year ended March 31, 2026 (being the latest audited financial statement, as on the date of Board Meeting recommending the proposal for the Buyback).
- 22.2 The Buyback is in accordance with Article 6A of the Articles of Association of the Company, Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, the Companies (Share Capital and Debentures) Rules, 2014, to the extent applicable (“**Share Capital Rules**”), the Companies (Management and Administration) Rules, 2014 (“**Management Rules**”) and in compliance with the SEBI Buyback Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended SEBI Listing Regulations and subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, Registrar of Companies, Mumbai, the Stock Exchanges and/or other authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board.
- 22.3 The Buyback is open to all Eligible Shareholders and beneficial owners of the Company holding Equity Shares either in physical or electronic form, as on the Record Date.
- 22.4 The aggregate shareholding of the Promoter and Promoter Group as at the date of the Public Announcement and this Letter of Offer is 1,15,08,621 Equity Shares, which represents 36.97% of the existing equity share capital of the Company. In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have an option to participate in the Buyback. In this regard the Promoter and Promoter Group have expressed their intention to not participate in the Buyback vide their letters dated May 13, 2026.
- 22.5 Assuming participation in the Buyback is to the extent of 100% (*full acceptance*) from all the Eligible Shareholders up to their Buyback Entitlement, the aggregate shareholding of the Promoter and Promoter Group after the completion of the Buyback, shall increase to 38.01% post Buyback total paid-up Equity Share Capital of the Company from 36.97% of the pre-Buyback total paid-up Equity Share capital of the Company, and the aggregate shareholding of the public Shareholders in the Company may decrease to 61.99% post Buyback total paid-up Equity Share Capital of the Company from 63.03% of the pre-Buyback total paid-up Equity Share capital of the Company.
- 22.6 The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buyback. The Board approved the Buyback vide a board resolution which was passed in the Board Meeting held on Wednesday, May 13, 2026. The Buyback Size does not exceed 10% of the aggregate of the total paid up equity share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026, available as on the date of the Board Meeting approving the Buyback, i.e., Wednesday, May 13, 2026.
- 22.7 **Record Date and Ratio of Buyback and Buyback Entitlement:**
- a) As required under the SEBI Buyback Regulations, the Company has fixed Friday, May 29, 2026, as the Record Date for the purpose of determining the Buyback entitlement and the names of the Equity Shareholders, who are eligible to participate in the Buyback. The Tendering Period for the Buyback offer will commence from Thursday, June 04, 2026, i.e. not later than 4 (four) working days from the Record Date and shall remain open for a period of 5 (five) working days, i.e., until Wednesday, June 10, 2026.
  - b) The Equity Shares to be bought back pursuant to the Buyback are divided in to two categories:
    - i. Reserved Category for Small Shareholders (“**Reserved Category**”); and
    - ii. General Category for all other Eligible Shareholders (“**General Category**”)
  - c) As per Regulation 2(i)(n) of the SEBI Buyback Regulations, a “**Small Shareholder**” means an Eligible Shareholder who holds Equity Shares having market value of not more than ₹2,00,000/- (Rupees Two lakhs only), on the basis of closing price on BSE or NSE, on which the highest trading volume in respect of the

Equity Shares on the Record Date was recorded. As on the Record Date, the volume of Equity Shares traded on BSE was 4,320 Equity Shares and on NSE was 1,12,147 Equity Shares. Accordingly, NSE being the stock exchange with highest trading volume, the closing price was ₹ 140.30/- and hence all Eligible Shareholders holding not more than 1425 Equity Shares as on the Record Date are classified as ‘Small Shareholders’ for the purpose of the Buyback.

- d) Based on the above definition, there are 36,846 Small Shareholders with aggregate shareholding of 49,23,202 (Forty Nine Lakh Twenty Three Thousand Two Hundred and Two) Equity Shares as on the Record Date, which constitutes 15.81% of the outstanding number of Equity Share of the Company and 579.20% of the maximum number of Equity Shares which the Company proposes to buy back as a part of this Buyback.
- e) In accordance with Regulation 6 of the SEBI Buyback Regulations, the reservation for the Small Shareholders, will be the higher of:
- i. 15% (Fifteen percent) of the maximum number of Equity Shares which the Company proposes to Buyback, i.e., 15% of 8,50,000 Equity Shares which is 1,27,500 Equity Shares; or
  - ii. the number of Equity Shares entitled as per their shareholding as on the Record Date (i.e.,  $49,23,202/1,96,21,972 \times 8,50,000$  which is 2,13,265\* (Two Lakh Thirteen Thousand Two Hundred and Sixty-Five) Equity Shares.
- \*Kindly note that the multiplying factor derived from the above calculation is taken upto 4 decimals.
- f) Since the Promoter and Promoter Group of the Company have declared their intention to not participate in the Buyback, all outstanding Equity Shares held by them has not been considered for the purposes of computing the Buyback entitlement ratio. Based on the above analysis and in accordance with Regulation 6 of the Buyback Regulations, 2,13,265 (Two Lakh Thirteen Thousand Two Hundred and Sixty Five) Equity Shares have been reserved for the Small Shareholders (“**Reserved Portion**”) and accordingly, the General Category for all other Eligible Shareholders shall consist of 6,36,735 (Six Lakh Thirty Six Thousand Seven Hundred and Thirty Five) Equity Shares (“**General Portion**”).
- g) Based on the aforementioned, the entitlement ratio of Buyback for both categories is set forth below:

Category of Shareholders	Ratio of Buyback
Reserved category for Small Shareholders	12 Equity shares for every 277 Equity shares held on the Record date
General category for all other Eligible Shareholders	12 Equity shares for every 277 Equity shares held on the Record date

\* Note: The above ratio of Buyback is approximate and provides indicative Buyback Entitlement. Any computation of the Buyback Entitlement using the above Buyback ratio may provide a slightly different number than the actual entitlement due to rounding-off. The actual Buyback Entitlement factor for Small Shareholders under the Reserved Category is **4.331835257%** and for other shareholders under the General Category is **4.331893077%**. Also, the numbers arrived at using the actual Buyback Entitlement may not conform exactly to the Buyback Entitlement printed in the Tender Form due to rounding-off of the factor.

## 22.8 Fractional Entitlements:

If the Entitlement under Buyback, after applying the above-mentioned ratios to the Equity Shares held on the Record Date, is not in the multiple of 1 (one) Equity Share, then the fractional Entitlement shall be ignored for computation of the Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold 23 or less Equity Shares as on the Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender additional Equity Shares as part of the Buyback and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered additional Equity Shares. The Company shall make its best efforts, subject to SEBI Buyback Regulations in accepting Equity Shares tendered by such Eligible Shareholders to the extent possible and permissible.

## 22.9 Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders:

Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by the Small Shareholders in the Reserved Category in the following order of priority:

- a) Full acceptance of Equity Shares from Small Shareholders in the Reserved Category who have validly tendered their Shares, to the extent of their Buyback Entitlement, or the number of Shares tendered by them whichever is

- less; and
- b) Post the acceptance as described in clause (a) above, in case there are any Equity Shares left to be bought back in the Reserved Category for Small Shareholders, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered additional Shares as part of the Buyback Offer, shall be given preference and one Equity Share each from the Additional Shares shall be bought back in the Reserved Category.
  - c) Post-acceptance as described in clauses (a) and (b) above, in case there are any Equity Shares left to be bought back in the Reserved Category, the additional Equity Shares tendered by the Small Shareholders over and above their Buyback Entitlement, shall be accepted in proportion of the additional Equity Shares tendered by them and the acceptance per Small Shareholder shall be made in accordance with the SEBI Buyback Regulations (valid acceptance per Small Shareholder shall be equal to the additional Equity Shares validly tendered by them divided by the total additional Equity Shares validly tendered by the Small Shareholders and multiplied by the total number of Equity Shares remaining to be bought back in Reserved Category). For the purpose of this calculation, the additional Equity Shares taken into account for the Small Shareholders, from whom one Equity Share has been accepted in accordance with clause (c) above, shall be reduced by one.

***Adjustment for fractional results in case of proportionate Acceptance, as described above:***

- i. For any shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
- ii. For any shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 22 of this Letter of Offer.

**22.10 *Basis of Acceptance of Shares validly tendered in the General Category for Other Shareholders:***

Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by all other Eligible Shareholders in the General Category in the following order of priority:

- a) Full acceptance in the General Category from the Eligible Shareholders who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- b) Post-acceptance as described in clause (a) above, in case there are any validly tendered unaccepted Equity Shares in the General Category and the Equity Shares left to be bought back in the General Category, the additional Equity Shares tendered by the Eligible Shareholders under the General Category over and above their Buyback Entitlement shall be accepted in proportion of the additional Equity Shares tendered by them and the acceptances shall be made in accordance with the SEBI Buyback Regulations (valid acceptance per such Eligible Shareholder shall be equal to the additional Equity Shares validly tendered by them divided by the total additional Equity Shares validly tendered in the General Category and multiplied by the total number of Equity Shares remaining to be bought back in General Category).

***Adjustment for fractional results in case of proportionate acceptance as described below:***

- i. For any Eligible Shareholder, if the number of additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional acceptance is greater than or equal to 0.50 (point five zero), then the fraction would be rounded off to the next higher integer.
- ii. For any Eligible Shareholder if the number of additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

**22.11 *Basis of Acceptance of Equity Shares between Categories:***

- a) In case there are any Equity Shares left to be bought back in one category ("**Partially Filled Category**") after Acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category ("**Over Tendered Category**"), then the further Additional Equity Shares in the Over Tendered Category shall be Accepted proportionately (i.e., valid Acceptances per Eligible Shareholder shall be equal to the additional outstanding Equity Shares validly tendered by an Eligible Shareholder in the Over Tendered Category divided by the total additional

outstanding Equity Shares validly tendered in the Over Tendered Category and multiplied by the total pending number of Equity Shares to be bought back in the Partially Filled Category).

- b) If the Partially Filled Category is the General Category and the Over Tendered Category is the Reserved Category, then any Small Shareholder who has received a Tender Form with zero Buyback Entitlement and who has tendered Additional Equity Shares shall be eligible for priority Acceptance of one Equity Share before Acceptance in clause (a) out of the Equity Shares left to be bought back in the Partially Filled Category provided no Acceptance could take place from such Shareholder in accordance with paragraph 22.10 of this Letter of Offer.
- c) Adjustment for fraction results in case of proportionate acceptance, as described in clauses (a) and (b) above is set forth below:
  - i. For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
  - ii. For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in section 22 of this Letter of Offer.

#### **22.12 For avoidance of doubt, it is clarified that, in accordance with the clauses above:**

- a) The Eligible Shareholders are advised to tender Equity Shares from their respective demat accounts/ folios in which they are holding the Equity Shares as on the Record Date;
- b) The Equity Shares accepted under the Buyback from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholders;
- c) The Equity Shares accepted under the Buyback from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date; and
- d) The Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of acceptance in accordance with the paragraphs above.
- e) In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Board or Buyback Committee authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in the paragraph 22 of Letter of Offer.

#### **22.13 Clubbing of Entitlement**

In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder(s) with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical and where the PANs of all joint shareholders are not available, the Registrar will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the name of joint shareholders are identical. In case of physical shareholders, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/trusts and insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar and Transfer Agent as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body –broker" as per the beneficial position data as on the Record Date, with common PAN, are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

## 23 PROCEDURE FOR TENDER OFFER AND SETTLEMENT

- 23.1 The Buyback is open to all Eligible Shareholders who hold Equity Shares either in physical form or dematerialized form as on the Record Date. The Company will affect the Buyback through a Tender Offer, through stock exchange mechanism on a proportionate basis.
- 23.2 The Company proposes to implement the Buyback through the Tender Offer process through stock exchange mechanism, on a proportionate basis. This Letter of Offer and Tender Form, outlining the terms of the Buyback and additional disclosures as specified in the SEBI Buyback Regulations, will be sent through electronic means to Eligible Shareholders who have registered their email IDs with the Depositories/ the Company, on the Record Date and in the case of receipt of a request from any Eligible Shareholder to receive a copy of the Letter of Offer in physical form, the same shall be provided.
- 23.3 In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure as mentioned in this section.
- 23.4 The Company will not accept any Equity Shares offered in the Buyback which are under any restraint order of a court/ any competent authority for transfer/sale of such Equity Shares and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
- 23.5 In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable. The Company shall also not Accept the Equity Shares offered for Buyback where the title to such Equity Shares is under dispute or otherwise not clear.
- 23.6 Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date, and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar. The Board or the Buyback Committee authorised by the Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.
- 23.7 The Company will accept Equity Shares validly tendered for the Buyback by the Eligible Shareholders, on the basis of their Buyback Entitlement and also Additional Equity Shares, if any tendered by the Eligible Shareholders will be accepted as per paragraph 22.11 above.
- 23.8 As disclosed in Section 22 (Process and Methodology for the Buyback) above, the Equity Shares proposed to be bought as a part of the Buyback are divided into 2 (two) categories; (i) Reserved Category for Small Shareholders, and (ii) the General Category for other Eligible Shareholders; and the Buyback Entitlement of an Eligible Shareholders in each category shall be calculated accordingly.
- 23.9 After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in any other category.
- 23.10 All purchases pursuant to the Offer will be paid for in Indian rupees, including to holders of Equity Shares who are resident outside India. Payment of consideration shall be made within 5 (five) Working Days of the closure of the Buyback Window Closing Date as required by the Buyback Regulations. Accordingly, the Registrar will process the bids under the Offer as promptly as practicable after the closure of the Offer, and the Company expects to start making payments for accepted bids as promptly as practicable and within 5 (five) Working Days after the Buyback Window Closing Date.
- 23.11 Eligible Shareholders' participation in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders may also tender a part of their Buyback Entitlement. Eligible Shareholders also have the option of tendering Additional Equity Shares (i.e. Equity Shares over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. If the Buyback Entitlement for any Eligible Shareholder is not a round number, the fractional entitlement shall be ignored for computation of Entitlement to tender Equity Shares in the

Buyback. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder, shall be in terms of procedure outlined in this Letter of Offer. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and Registrar to the Buyback and their officers shall not be liable in any manner for such nonparticipation.

23.12 Eligible Shareholders' participation in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders may also tender a part of their Buyback Entitlement. Eligible Shareholders also have the option of tendering Additional Equity Shares (i.e. Equity Shares over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. If the Buyback Entitlement for any Eligible Shareholder is not a round number, the fractional entitlement shall be ignored for computation of Entitlement to tender Equity Shares in the Buyback. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder, shall be in terms of procedure outlined in this Letter of Offer. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and Registrar to the Buyback and their officers shall not be liable in any manner for such nonparticipation.

23.13 The maximum number of Equity Shares that can be tendered under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.

23.14 For implementation of the Buyback, the Company has appointed Choice Equity Broking Private Limited as Company's Broker to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

<p><b>Name:</b> Choice Equity Broking Private Limited <b>Address:</b> Sunil Patodia Tower, J B Nagar, Andheri (East), Mumbai-400099; Maharashtra, India <b>Contact Person:</b> Mr. Jeetender Joshi (Senior Manager); <b>Telephone:</b> + 91 22-69835291; <b>E-mail ID:</b> jeetender.joshi@choiceindia.com; <b>Website:</b> www.choiceindia.com <b>Investor Grievance Email id:</b> ig@choiceindia.com <b>SEBI Registration No:</b> INZ000160131</p>
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23.15 The Buyback shall be implemented using the “**Mechanism for acquisition of shares through Stock Exchange**” notified by the SEBI Circulars and following the procedure prescribed in the Companies Act, the Share Capital Rules and the SEBI Buyback Regulations and as may be determined by the Board and on such terms and conditions as may be permitted by law from time to time. In this regard, the Company will request the Stock Exchanges to provide a separate Acquisition Window. For the purpose of this Buyback, BSE will be the Designated Stock Exchange. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stockbrokers (“**Seller Member**”) during normal trading hours of the secondary market.

23.16 In the event Seller Member(s) of Eligible Shareholder is not registered with the Stock Exchanges as a trading member/ Stock broker, then that Eligible Shareholders can approach any BSE registered stockbroker and can register themselves by using quick unique client code (“UCC”) facility through BSE registered stockbroker (after submitting all details as may be required by such BSE registered stockbroker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered stockbroker, Eligible Shareholders may approach Company's Broker i.e., Choice Equity Broking Private Limited to place their bids, subject to completion of KYC requirements as required by the Company's Broker.

23.17 The Eligible Shareholder approaching BSE registered stockbroker (with whom he does not have an account) may have to submit the requisite documents as may be required. The requirement of documents and procedures may vary from broker to broker.

23.18 During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective Seller Member during normal trading hours of the secondary market. The Seller Member can enter orders for Equity Shares held in dematerialised form and physical form. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.

23.19 The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 2005 and rules and regulations framed thereunder, as

applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

- 23.20 The reporting requirements for Non-Resident Shareholders under the FEMA and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.
- 23.21 Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of acceptance.
- 23.22 Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buyback.
- 23.23 The cumulative quantity tendered shall be made available on the website of BSE ([www.bseindia.com](http://www.bseindia.com)) throughout the trading session and will be updated at specific intervals during the Tendering Period.
- 23.24 All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard. Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
- i. Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
  - ii. Duly attested notarized copy of death certificate and succession certificate or probated will, as applicable, in case any Eligible Shareholder has expired; and;
  - iii. In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

**THE NON-RECEIPT OF THE LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THE LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE SAME TO PARTICIPATE IN THE BUYBACK, SHALL NOT INVALIDATE THE BUYBACK OFFER IN ANY WAY. PLEASE NOTE THAT THE COMPANY SHALL ACCEPT EQUITY SHARES VALIDLY TENDERED FOR THE BUYBACK OFFER ON THE BASIS OF THEIR HOLDING AND ENTITLEMENT AS APPEARING IN THE RECORDS OF THE COMPANY AS ON THE RECORD DATE.**

23.25 In case of non-receipt of this Letter of Offer and the Tender Form:

- 23.25.1 **In case the Eligible Shareholder holds Equity Shares in dematerialised form:** If Eligible Shareholder(s) who is holding Equity Shares in dematerialized form who have been sent this Letter of Offer through electronic means wish to obtain a physical copy of this Letter of Offer, they may send a request in writing to the Company or Registrar at the address or email id mentioned at the cover page of this Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name / ID, beneficiary account number, and upon receipt of such request, a physical copy of this Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (i.e. <https://cybertech.com>), NSE ([www.nseindia.com](http://www.nseindia.com)), BSE ([www.bseindia.com](http://www.bseindia.com)), the Registrar to the Buyback (i.e. [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com)), or the Manager to the Buyback ([www.saffronadvisor.com](http://www.saffronadvisor.com)) or by providing his / her / its application in writing on a plain paper, signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback. For details in relation to the procedure for tendering in the Buyback, please follow the procedure specified in Section 23.
- 23.25.2 **In case the Eligible Shareholder holds Equity Shares in physical form:** An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (i.e. <https://cybertech.com>), NSE ([www.nseindia.com](http://www.nseindia.com)), BSE ([www.bseindia.com](http://www.bseindia.com)), Registrar to the Buyback (i.e. [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com)), or the Manager to the Buyback ([www.saffronadvisor.com](http://www.saffronadvisor.com)) or by providing his / her / its application in writing on a plain paper signed by all Eligible Shareholders (in case of joint holding) stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. The transfer Form (SH- 4) can be downloaded from the website of the Company (<https://cybertech.com>), NSE ([www.nseindia.com](http://www.nseindia.com)), BSE ([www.bseindia.com](http://www.bseindia.com)), the Registrar to the Buyback ([www.in.mpms.mufg.com](http://www.in.mpms.mufg.com)), or the Manager to the Buyback ([www.saffronadvisor.com](http://www.saffronadvisor.com)). Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback not later the Buyback Window Closing Date i.e. Wednesday, June 10, 2026 (by

5.00 p.m. IST). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such Tender Forms are liable to be rejected under this Buyback. For details in relation to the procedure for tendering in the Buyback, please follow the procedure specified in Section 23 of this Letter of Offer.

23.26 The Company shall accept Equity Shares validly tendered by the Eligible Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Shareholder(s) who intend to participate in the Buyback using the “plain paper” option as mentioned above are advised to confirm their Buyback Entitlement from the Registrar to the Buyback, before participating in the Buyback.

**23.27 Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Stock Broker(s) (along with the complete set of documents for verification procedures in case of Equity Shares held in physical form) and have to ensure that their bid is entered by their respective Stock Broker(s) in the electronic platform to be made available by the Stock Exchanges before the Buyback Window Closing Date, otherwise the same are liable to be rejected.**

23.28 The acceptance of the offer for Buyback made by the Company is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of the Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of documents during transit. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.

**23.29 Procedure to be Followed by Eligible Shareholders Holding Equity Shares in the Dematerialised Form:**

- a) Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member, the details of Equity Shares they intend to tender under the Buyback.
- b) The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of BSE.
- c) The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by BSE or the Clearing Corporation.
- d) The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the Equity Shares tendered in the Buyback. Details of such Equity Shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the Depositories to the Clearing Corporation.
- e) In case, the Eligible Shareholder’s demat account is held with one depository and clearing member pool account is held with other depository, shares shall be blocked in the Eligible Shareholder’s demat account at source depository during the tendering period. Inter-Depository Tender Offer (“IDT”) instructions shall be initiated by the Eligible Shareholders at source depository to clearing member pool/Clearing Corporation account at target depository. Source depository shall block the Eligible Shareholder’s Equity Shares (i.e., transfers from free balance to blocked balance) and will send IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- f) For custodian participant orders for Demat Shares, early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian participant confirmation and the revised order shall be sent to the custodian participant again for confirmation.
- g) Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip (“TRS”) generated by the stock exchange bidding system to the Eligible Shareholder. The TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.
- h) **It is clarified that in case of Demat Shares, submission of the tender form and TRS is not mandatory.** In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be deemed to have been accepted.
- i) The Eligible Shareholders will have to ensure that they keep the Depository participant (“DP”) account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.
- j) In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a Non-Resident Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed

to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.

### 23.30 Procedure To Be Followed by Registered Equity Shareholders Holding Equity Shares in the Physical Form:

- a) In accordance with SEBI Circular bearing reference number SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023. Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback through the Tender Offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.
- b) Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) Form ISR-1 in case of request for registering Pan, KYC Details Or Changes / Updation Thereof, Form ISR-2 for Confirmation of Signature of securities holder by the Banker and any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhaar card, voter identity card or passport.
- c) Based on these documents, the concerned Seller Member shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the Stock Exchanges' bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
- d) Any Seller Member/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) & documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by speed post or courier or hand delivery to the Registrar to the Buyback i.e., **MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)** (at the address mentioned on cover page), within 2 (two) days of bidding by stock broker but not later than the Offer Closing Date (by 5:00 p.m. Indian Standard Time). However, in case the bids are placed by the Seller Member during the last two days of the tendering period, the Seller Member/Eligible Shareholder shall ensure that documents reach the Registrar on or before the Buyback Window Closing Date. The envelope should be super scribed as **"CYBERTECH SYSTEMS AND SOFTWARE LIMITED BUYBACK OFFER"**. One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member/Eligible Shareholder.
- e) The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, the BSE shall display such bids as **'unconfirmed physical bids'** Once Registrar to the Buyback confirms the bids, they will be treated as **'Confirmed Bids'**.
- f) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

### 23.31 Additional requirements in respect of tenders by the Non-Resident Shareholders (Read with section **"Details of Statutory Approvals"** on page 35 of this Letter of Offer):

- a) While tendering their Equity Shares under the Buyback, all Eligible Shareholders being Non-Resident Shareholders of the Equity Shares (excluding FIIs/ FPIs) shall enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
- b) Eligible Shareholders who are FIIs/ FPIs should also enclose a copy of their SEBI registration certificate.
- c) In case the Equity Shares are held on a repatriation basis, the Non-Resident Eligible Shareholders shall obtain and enclose a letter from the Eligible Shareholder's authorized dealer/ bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-Resident shareholder from the appropriate account (e.g., NRE a/c) as specified by RBI in its approval. In case the Non-Resident shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have

been acquired on non-repatriation basis and in that case the Non- Resident Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted in the Buyback.

- d) Notwithstanding anything contained in this Letter of Offer, if any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.

23.32 Those shareholders who have not received the Letter of Offer and the Tender Form dispatched by email, can send a letter to the Registrar to the Buyback requesting for a copy of the Letter of Offer and the Tender Form physically or by an email. Alternatively, the shareholders can browse to the portal at <https://in.mpms.mufg.com/Offer/Default.aspx> and download the Letter of offer and the Tender form available and may also check for their entitlement by entering information like Folio no, / DP id and Client id, PAN and such other credentials as may be required for validating the request at the portal.

### 23.33 ACCEPTANCE OF ORDERS

The Registrar to the Buyback shall provide details of order acceptance to the Clearing Corporation within specified timelines.

### 23.34 METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

- (a) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as per the SEBI Circulars.
- (b) The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account(s) as per the prescribed schedule. The settlement of fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to the respective Shareholders. If the respective Shareholder's bank account details are not available or if the fund transfer instruction is rejected by RBI/ Bank, due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such respective Eligible Shareholders.
- (c) In case of Eligible Shareholder where there are specific RBI and other regulatory requirements pertaining to funds pay-out, which do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Member's settlement bank accounts for onward transfer to the Eligible Shareholders. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchange and the Clearing Corporation from time to time.
- (d) Details in respect of Eligible Shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On Settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- (e) In the case of Inter Depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source Depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/ message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.
- (f) In relation to Equity Shares held in physical form: If Equity Shares held in physical form tendered by Eligible Shareholders are not Accepted, then the Equity Share certificate would be returned to such Eligible Shareholders by speed post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding Equity Shares in physical form to dematerialize them.
- (g) The Equity Shares bought back in in dematerialized form would be transferred directly to the demat escrow account of the Company opened for the Buyback ("**Company Demat Escrow Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat

Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.

- (h) Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges, and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.
- (i) The Seller Member would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and will unblock the excess unaccepted Equity Shares. Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- (j) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds pay-out including those prescribed by the RBI) who do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account.
- (k) The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

### 23.35 Special Account opened with the Stock Exchange or Clearing Corporation

The details of transfer of the Demat Shares to the special account of the Clearing Corporation under which the Equity Shares are to be transferred in the account of the Clearing Corporation by trading members or custodians shall be informed in the issue opening circular that will be issued by the Stock Exchange or the Clearing Corporation.

### 23.36 Rejection criteria

**The Equity Shares tendered by Eligible Shareholders holding Demat Shares would be liable to be rejected on the following grounds:**

- the Equity Shareholder is not an Eligible Shareholder (Equity Shareholder as on the Record Date); or
- there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.; or
- if there is a name mismatch in the demat account of the Eligible Shareholder and PAN;

**The Equity Shares tendered by Eligible Shareholders holding Physical Shares would be liable to be rejected on the following grounds, if:**

- The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before Wednesday, June 10, 2026 (by 5:00 p.m. IST); or
- The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are received by the Registrar, however the corresponding bid is not found in the bid file; or
- If there is any other company's share certificate/Invalid Certificate enclosed with the Tender Form instead of the share certificate of the Company; or
- If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or
- If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
- In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar to the Buyback; or
- Where there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; or
- If the PAN cards (self-attested) of the Shareholder and all the joint holders, are not submitted with the form.
- If there is a name mismatch in the share certificate of the shareholder;
- If the Eligible Shareholder has made a duplicate bid.

## 24 NOTE ON TAXATION

Disclosures in this section are based on the opinion obtained by the Company from Hemant Mahajan & Associates, Chartered Accountants dated May 13, 2026.

### Quote

The Buyback of Equity Shares is subject to applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended, and the provisions of the Income-tax Act, 2025 read with applicable rules, notifications and circulars issued thereunder.

Pursuant to amendments applicable from 1 April 2026 under the Income-tax Act, 2025, consideration received by shareholders on buyback of shares is generally taxable in the hands of the shareholders under the head “**Capital Gains**”, subject to applicable provisions of the Act.

Accordingly, shareholders participating in the Buyback may be liable to compute and discharge applicable tax on capital gains arising on tendering of Equity Shares in the Buyback, after considering cost of acquisition, period of holding, indexation benefits wherever applicable, applicable surcharge and cess.

Further, special tax provisions may apply in case of promoters and promoter group shareholders participating in the Buyback, including additional tax implications as may be prescribed under the Income-tax Act, 2025.

The tax treatment of the Buyback may differ depending upon the residential status of the shareholder, nature of shareholding, characterization of income, applicable tax treaty provisions, availability of exemptions/deductions and other relevant facts.

Shareholders are advised to consult their own tax advisors for determining the tax consequences arising out of participation in the Buyback, including applicability of capital gains tax, set-off of losses, availability of foreign tax credit, withholding tax implications and reporting requirements under applicable law.

The Company does not accept any responsibility for the tax treatment to any shareholder and shareholders are solely responsible for compliance with applicable tax laws.

### **Key Legal References**

<b>Particulars</b>	<b>Reference</b>
Buyback taxation provisions	Income-tax Act, 2025
Capital gains treatment for buyback from 1 April 2026	Income tax Act,2025 as amended by Finance Act 2026
Buyback regulations	SEBI (Buy-back of Securities) Regulations, 2018
Company law provisions	Section 68 of Companies Act, 2013
From 1 Apr 2026	Proposed shift to taxation as capital gains in shareholders' hands

The above position is based on publicly available explanations and Income tax Act,2025 as amended by Finance Act 2026.

Mentioned the applicable tax rates category wise

Below is the revised disclosure including indicative category-wise tax rates applicable on buyback of listed equity shares under the proposed provisions applicable for FY 2026-27.

Rates may be updated based on final enactment, treaty benefits and future CBDT notifications.

### **Disclosure on Taxation of Buyback of Equity Shares under the Income-tax Act, 2025**

#### **Note on Tax Implications to Shareholders**

The Buyback of Equity Shares is subject to applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended, and the provisions of the Income-tax Act, 2025 read with applicable rules, notifications and circulars issued thereunder.

Pursuant to amendments applicable from 1 April 2026 under the Income-tax Act, 2025, consideration received by shareholders on buyback of listed equity shares is generally taxable in the hands of the shareholders under the head “Capital Gains”.

The taxability would generally depend upon the period of holding and residential status of the shareholder. Indicative tax rates presently applicable are summarized below:

<b>Category of Shareholder</b>	<b>Nature of Gain</b>	<b>Indicative Tax Rate*</b>
Resident Individual / HUF / Firm / Domestic Company	Short Term Capital Gain (shares held up to 12 months)	20% plus applicable surcharge and cess
Resident Individual / HUF / Firm / Domestic Company	Long Term Capital Gain (shares held for more than 12 months)	12.5% exceeding prescribed exemption threshold, plus surcharge and cess
Foreign Portfolio Investors (FPIs)	Short Term Capital Gain	20% plus applicable surcharge and cess
Foreign Portfolio Investors (FPIs)	Long Term Capital Gain	12.5% plus applicable surcharge and cess
Non-Resident Shareholders (other than FPIs)	Short Term / Long Term Capital Gain	As per applicable provisions of the Income-tax Act, 2025 or relevant Double Taxation Avoidance Agreement (“DTAA”), whichever is more beneficial

\*The above rates are indicative and subject to amendments, availability of treaty benefits, judicial interpretations and satisfaction of prescribed conditions.

Since the Buyback of shares shall take place through the settlement mechanism of the Stock Exchange, **Securities Transaction Tax** will be applicable at the applicable rate.

Shareholders participating in the Buyback may be required to compute capital gains after considering cost of acquisition, grandfathering provisions wherever applicable, period of holding and other provisions of the Income-tax Act, 2025.

Non-resident shareholders may also be subject to withholding tax requirements, submission of tax residency certificate, beneficial ownership documents and other information as may be required under applicable law.

The tax treatment of the Buyback may differ depending upon the residential status of the shareholder, nature of shareholding, characterization of income, applicability of treaty benefits, availability of exemptions/deductions and specific facts of each case.

Shareholders are advised to consult their own tax advisors to determine the specific tax consequences arising out of participation in the Buyback.

The Company does not accept any responsibility for the tax treatment to any shareholder and shareholders are solely responsible for compliance with applicable tax laws.

**Unquote**

## 25 DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and clause (x) of Schedule I to the SEBI Buyback Regulations:

25.1 The Board of Directors of the Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

25.2 As required by clause (x) of Schedule I in accordance with Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed an opinion that:

- immediately following the date of the Board Meeting i.e., May 13, 2026, there will be no grounds on which the Company can be found unable to pay its debts;
- as regards the Company's prospects for the year immediately following the date of the Board Meeting, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting;
- In forming the aforesaid opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act and the Insolvency and Bankruptcy Code, 2016.

This declaration is made and issued under the authority of the Board of Directors in terms of the resolution passed at the meeting of held on Wednesday, May 13, 2026.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF CYBERTECH SYSTEMS AND SOFTWARE LIMITED**

<b>Steven Jeske</b>	<b>Ramasubramanian Sankaran</b>	<b>Sarita Leelaramani</b>
Sd/-	Sd/-	Sd/-
Non-Executive Director	Whole-Time Director	Company Secretary & Compliance Officer
DIN: 01964333	DIN: 05350841	ICSI Membership Number: A35887

## 26 REPORT BY THE COMPANY'S STATUTORY AUDITOR

Report addressed to the Board of Directors by the Company's Auditor on Permissible Capital Payment and Opinion formed by the Directors regarding Insolvency.

The text of the report dated May 13, 2026, received from Lodha & Co LLP, the Statutory Auditor of the Company ("**Auditor's Report**") addressed to the Board of Directors of the Company is reproduced below:

### Quote

To,  
The Board of Directors  
**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) – 400604  
Maharashtra, India

Dear Sirs,

**Re: Statutory Auditor's Report in respect of proposed buyback of Equity Shares by CyberTech Systems and Software Limited (the "Company") pursuant to the requirements of the Companies Act, 2013 ("the Act") and Schedule I of the Securities and Exchange Board of India (Buy- Back of Securities) Regulations, 2018, as amended ("the Buyback Regulations")**

1. This report is issued in accordance with the terms of our engagement letter dated May 12, 2026 with CyberTech Systems and Software Limited ("**the Company**").
2. We have been requested by the Company to provide a report on the accompanying "Statement of Permissible Capital Payment" ('**Annexure A**') (hereinafter referred to as the "**Statement**"). The Statement contains the computation of the amount of permissible capital payment towards the buyback of Equity Shares in accordance with the requirement of Section 68(2)(b) of the Act and Regulation 4(i) of the Buyback Regulations, based on the latest audited standalone and consolidated financial statements of the Company for the year ended March 31, 2026. This Statement has been prepared by the Management, which we have initialed for the purposes of identification only.

### **Management's Responsibility**

3. The preparation of the Statement in accordance with Section 68(2)(b) of the Act and in compliance with Section 68, 69 and 70 of the Act and Buy-Back Regulations, is the responsibility of the Board of Directors of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will be able to pay its debts from the date of board meeting approving the Buyback of its Equity Shares i.e. Wednesday, May 13, 2026 (hereinafter referred as the "**date of the Board meeting**") and will not be rendered insolvent within a period of one year from the date of board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code, 2016. As the Buyback Regulations and the Act do not define the term "insolvent", the Company has applied the guidance provided in Ind AS 1, Presentation of Financial Statements, which relate to the assessment of the Company's ability to continue as a going concern for a period of one year from the date of Board meeting i.e. Wednesday, May 13, 2026.

### **Auditor's Responsibility:**

5. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide reasonable assurance whether:

- (i) we have inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended March 31, 2026, as approved by the Board of Directors of the Company on May 13, 2026;
  - (ii) the amount of permissible capital payment as stated in “**Annexure A**” for the proposed buy-back of Equity Shares has been properly determined considering the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2026 in accordance with Section 68(2)(b) of the Act and Regulation 4(i) of the Buyback Regulations;
  - (iii) the Board of Directors of the Company in their meeting dated Wednesday, May 13, 2026, have formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent (as defined in management responsibility above) within a period of one year from the date of the Board Meeting i.e. Wednesday, May 13, 2026 with regard to the proposed buyback are declared.
6. The audited standalone financial statements and audited consolidated financial statements referred to in paragraph 5 above, which we have considered for the purpose of this report, have been audited by us, on which we have issued an unmodified audit opinion vide our reports dated May 13, 2026. Our audit of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (‘the ICAI’). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
  7. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor’s judgement, including the assessment of the risks associated with the above reporting. We accordingly performed the following procedures:
    - i. Examined that the amount of maximum permissible capital payment towards the Buyback as detailed in “**Annexure A**” has been computed in accordance with the limits specified in Section 68(2) of the Act and Regulation 4(i) and the proviso to Regulation 5(i) (b) of the Buyback Regulations;
    - ii. Inquired into the state of affairs of the Company with reference to the audited standalone financial statements and audited consolidated financial statements as at for the year ended March 31, 2026;
    - iii. Examined Director’s declarations for the purpose of buy back and solvency of the Company;
    - iv. Inquired if the Board of Directors, in its meeting held on Wednesday, May 13, 2026, has formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting.
    - v. Traced the amounts of paid-up equity share capital, retained earnings and General Reserves as mentioned in “**Annexure A**” from the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2026;
    - vi. Examined that the Buy Back approved by Board of Directors in its meeting held on Wednesday, May 13, 2026 is authorized by the Articles of Association of the Company,
    - vii. Examined that all the shares for buy-back are fully paid-up;
    - viii. Verified the arithmetical accuracy of the amounts mentioned in “**Annexure A**”;
    - ix. We have obtained appropriate representations from the Management of the Company; and
    - x. Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2026 as detailed in “**Annexure A**”;
  8. We performed the procedures in accordance with the requirements of the Guidance Note on ‘Reports or Certificates for Special Purposes’ issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
  9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

10. We have not performed an audit, the objective of which would be expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this Report. Accordingly, we do not express such an opinion.

### **Conclusion**

11. Based on inquiries conducted and our examination as above, we report that:
- a) We have inquired into the State of Affairs of the Company in relation to its latest audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2026;
  - b) The amount of permissible capital payment towards the proposed buy back of equity shares as computed in the “Annexure A” attached herewith is, in our view properly determined in accordance with Section 68(2)(b) of the Act. The amounts of share capital and free reserves have been extracted from the audited
  - c) standalone financial statements and audited consolidated financial statements of the Company for the year ended March 31, 2026;
  - d) The Board of Directors of the Company, at their meeting held on Wednesday, May 13, 2026, have formed their opinion as specified in Section 68 (6) of the Act and clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company having regard to its state of affairs, will not be rendered insolvent (as defined in management responsibility above) within a
  - e) period of one year from the aforesaid date i.e. Wednesday, May 13, 2026.
12. Based on the representations made by the management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

### **Restriction on use**

13. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buy-back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and Buy-back Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to Saffron Capital Advisors Private Limited (“the managers”), each for the purpose of buyback of equity shares and for their diligence and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For LODHA & CO LLP  
CHARTERED ACCOUNTANTS  
Firm Registration No. 301051E/E300284**

**Sd/-  
R. P. Baradiya**

**Place:** Mumbai  
**Date:** May 13, 2026

**Partner  
Membership No: 044101  
UDIN: 26044101CTMWP9143**

**Annexure A**

<b>Computation of amount of permissible capital payment towards buyback of Equity Shares in accordance with Section 68 (2) of the Companies Act, 2013 read with proviso to Regulation 5 (i) (b) of the Buyback Regulation i.e. lower of 10% of Total Paid-up Capital and Free Reserves of Standalone and Consolidated Financial Statements:</b>			
<i>(₹ in lakhs)</i>			
<b>Particulars</b>		<b>Amount as per Standalone financial statements#</b>	<b>Amount as per Consolidated financial statements \$</b>
<b>Paid-up equity share capital (3,11,30,593 equity shares of Rs. 10 each fully paid up)</b>	<b>A</b>	3,113.06	3,113.06
Free Reserves as per Section 68 of the Act			
- Securities Premium		5,896.16	5,896.16
- Retained earnings		6,008.96	10,426.60
- Other Comprehensive income		(294.23)	(294.23)
<b>Total Free Reserves</b>	<b>B</b>	11,610.79	16,028.53
Total Paid-up Capital and Free Reserves	<b>C=A+B</b>	14,723.85	19,141.59
Maximum permissible capital payment towards buyback of Equity Shares in accordance with Section 68 (2) (b) of the Companies Act, 2013 read with proviso to Regulation 5 (i) (b) of the Buyback Regulation i.e. lower of <b>10%</b> of Total Paid-up Capital and Free Reserves of Standalone and Consolidated Financial Statements			1,472.38
Buyback amount proposed by the Board of Directors as per the resolution dated Wednesday, May 13, 2026, based on the audited standalone and consolidated financial statements for the year ended March 31, 2026			1,445.00

# Equity settled employee reserve and Capital Reserve account not considered for the purpose of free reserves.

\$ Equity settled employee reserve, Capital Reserve account and Foreign Currency Translation Reserve not considered for the purpose of free reserves.

**For and on behalf of the Board of Directors of CyberTech Systems and Software Limited**

Sd/-

**Steven Jeske**  
**Non-Executive Director**  
**DIN: 01964333**

Sd/-

**Ramasubramanian Sankaran**  
**Whole Time Director**  
**DIN: 05350841**  
**Place: Mumbai**  
**Date: May 13, 2026**

Unquote

(₹ in Lakhs)

<b>Debt to Total Paid-up Capital and Free Reserves as per Regulation 4(ii) of the Buyback Regulations</b>			
<b>Particulars</b>		<b>Standalone</b>	<b>Consolidated</b>
<b>Debt</b>			
Working Capital loans		377.23	377.23
<b>Total Debt</b>	<b>A</b>	<b>377.23</b>	<b>377.23</b>
<b>Total Paid-up Capital and Free Reserves for the year ended March 31, 2026</b>	<b>B</b>	14,723.84	14,723.84
Debt / [Paid-up Capital + Free Reserves (including securities premium)] Ratio (Pre-Buyback)	<b>C=A/B</b>	0.0256	0.0197
Proposed Buyback	<b>D</b>	1,445.00	
Debt / [Paid-up Capital + Free Reserves(including securities premium)] Ratio (Post Buyback)	<b>E=A(B-D)</b>	0.0284	0.0213

For CyberTech Systems and Software Limited

Sd/-

**Praveen Agarwal**  
**Chief Financial Officer**

**Place:** Mumbai

**Date:** May 13, 2026

## 27 DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection 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)- 400604, Maharashtra, India between IST 10.00 a.m. and 5.00 p.m. on any day, except Saturday, Sunday and public holidays during the Tendering Period:

- a) Certificate of Incorporation of the Company,
- b) Memorandum and Articles of Association of the Company.
- c) Annual Reports of the Company for the financial years ended March 31, 2025 and March 31, 2024 and audited financial statement for the financial year ended March 31, 2026.
- d) Resolution passed by the Board of Directors at the meeting held on Wednesday, May 13, 2026 approving the proposal of the Buyback.
- e) Report dated Wednesday, May 13, 2026, received from Lodha & Co. LLP, Chartered Accountants, the Statutory Auditor of the Company, in terms of clause (xi) of Schedule I to the SEBI Buyback Regulations.
- f) Public Announcement for Buyback dated Thursday, May 14, 2026 published in newspapers on Friday, May 15, 2026 regarding Buyback of the Equity Shares.
- g) Declaration of solvency and an affidavit verifying the same in Form SH-9, as prescribed under Section 68(6) of the Companies Act.
- h) Escrow Agreement dated May 13, 2026, entered into amongst the Company, the Manager to the Buyback and the Escrow Agent.
- i) Confirmation letter by the Escrow Agent stating that the Escrow Account has been opened and required funds are deposited.
- j) Certificate from Lodha & Co. LLP, Chartered Accountant (Firm Registration Number: 301051E/E300284) dated May 13, 2026, certifying that the Company has adequate and firm financial resources to fulfill the obligations under the Buyback.

## 28 DETAILS OF THE COMPLIANCE OFFICER

The Board at their meeting held on May 13, 2026 appointed Ms. Sarita Leelaramani, Company Secretary, as the compliance officer for the purpose of the Buyback (“**Compliance Officer**”). Investors may contact the Compliance Officer for any clarifications or to address their grievances, if any, during 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address: -

<b>Name:</b>	Ms. Sarita Leelaramani
<b>Designation:</b>	Company Secretary & Compliance Officer
<b>Membership No.</b>	A35887
<b>Registered office:</b>	CyberTech House, Plot No. B - 63 / 64 / 65, Road No. 21/34, J. B. Sawant Marg, MIDC, Wagle Estate, Thane (West)- 400604, Maharashtra, India
<b>Email:</b>	cssl.investors@cybertech.com
<b>Website:</b>	<a href="https://cybertech.com">https://cybertech.com</a>
<b>Contact:</b>	022-6983 9200

## 29 DETAILS OF THE REMEDIES AVAILABLE TO THE SHAREHOLDERS/ BENEFICIAL OWNERS

- 29.1 In case of any grievances relating to the Buyback (including non-receipt of the Buyback consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach either of the Compliance Officer, Manager to the Buyback, Registrar to the Buyback for redressal thereof.
- 29.2 If the Company makes any default in complying with Sections 68, 69, 70 of the Companies Act including the rules thereunder, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, as applicable.
- 29.3 The address of the concerned office of the Registrar of Companies is as follows:  
**The Registrar of Companies, Mumbai**  
100, Everest, Marine Drive,  
Mumbai 400 002, Maharashtra, India  
**Phone:** +91 22 22812627/22020295/22846954  
**Fax:** +91 22 22811977  
**E-mail:** roc.mumbai@mca.gov.in

## 30 DETAILS OF INVESTOR SERVICE CENTRE AND DETAILS OF REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may contact the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre and Registrar for the purposes of the Buyback, on any day except Saturday and Sunday and public holidays between IST 10.00 a.m. to IST 5.00 p.m. at the following address:



### **MUFG INTIME INDIA PRIVATE LIMITED**

(Formerly Link Intime India Private Limited)

**Address:** C101, Embassy 247, 1st Floor, LBS Marg, Vikhroli (West), Mumbai 400 083

**Tel:** +91 8108114949; **Fax:** +91 22 49186060

**E-mail:** cybertech.buyback@in.mpms.mufg.com

**Investor Grievance E-mail:** cybertech.buyback@in.mpms.mufg.com

**Website:** [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com)

**Contact Person:** Ms. Shanti Gopalkrishnan

**SEBI Registration No.:** INR000004058

**Validity Period:** Permanent Registration

### 31 DETAILS OF THE MANAGER TO THE BUYBACK

The Company has appointed the following as Manager to the Buyback:



**SAFFRON CAPITAL ADVISORS PRIVATE LIMITED**

**Address:** 605, Sixth Floor, Centre Point, Andheri-Kurla Road,  
J. B. Nagar, Andheri (East), Mumbai - 400 059, Maharashtra, India.

**Tel:** +91 22 49730394

**E-mail:** buybacks@saffronadvisor.com

**Investor Grievance E-mail ID:** investorgrievance@saffronadvisor.com

**Website:** www.saffronadvisor.com

**Corporate Identification Number:** U67120MH2007PTC166711

**SEBI Registration Number:** INM000011211

**Contact Person:** Ms. Pooja Jain

### 32 REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors accepts full responsibility for the information contained in this Letter of Offer and for the information contained in all other advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information. This Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by Board on May 13, 2026.

#### FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF CYBERTECH SYSTEMS AND SOFTWARE LIMITED

<b>STEVEN JESKE</b>	<b>RAMASUBRAMANIAN SANKARAN</b>	<b>SARITA LEELARAMANI</b>
<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>
Non-Executive Director	Whole-Time Director	Company Secretary & Compliance Officer
<b>DIN: 01964333</b>	<b>DIN: 05350841</b>	<b>ICSI Membership Number: A35587</b>

**Place:** Mumbai

**Date:** May 30, 2026

### 33 OFFER FORMS

33.1 Tender Form (for Eligible Shareholders holding Equity Shares in dematerialised form).

33.2 Tender Form (for Eligible Shareholders holding Equity Shares in physical form).

33.3 Form No. SH-4 – Share Transfer Form.

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOR SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED FORM)**

Bid Number: \_\_\_\_\_  
Date: \_\_\_\_\_

<b>BUYBACK OPENS ON:</b>	<b>Thursday, June 04, 2026</b>		
<b>BUYBACK CLOSES ON:</b>	<b>Wednesday, June 10, 2026</b>		
<b>For Registrar / Collection Centre Use</b>			
Centre Code	Inward No.	Date	Stamp

<b>Status: Please tick appropriate box</b>		
<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Institutional Investors	<input type="checkbox"/> Insurance Company
<input type="checkbox"/> Foreign Company	<input type="checkbox"/> Non Resident Indian / OCB	<input type="checkbox"/> FVCI
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank / Financial Institution	<input type="checkbox"/> Pension / Provident Fund
<input type="checkbox"/> Venture Capital Fund	<input type="checkbox"/> Proprietorship firm / LLP	<input type="checkbox"/> Others (specify)

Telephone No: \_\_\_\_\_  
Email ID: \_\_\_\_\_  
Date : \_\_\_\_\_

<b>India Tax Residency Status:</b> (Please tick appropriate box)	<input type="checkbox"/> Resident in India	<input type="checkbox"/> Non-Resident in India
<b>Route of Investment</b> (For Non-Resident Shareholders only)	<input type="checkbox"/> Portfolio Investment Scheme	<input type="checkbox"/> Foreign Direct Investment

To,  
**Unit: CyberTech Systems and Software Limited – Buyback Offer**  
C/o MUFUG Intime India Private Limited  
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg  
Vikhroli (West), Mumbai  
Maharashtra, India – 400 083  
Dear Sirs,

**Sub: Letter of Offer dated May 30, 2026 in relation to the buyback of up to 8,50,000 fully paid-up equity shares of face value of ₹ 10/- each (“Equity Shares”) of CyberTech Systems and Software Limited (“Company”) at a price of ₹ 170/- per Equity Share (“Buyback Price”) through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”) and the Companies Act, 2013, as amended (“Buyback”) payable in cash.**

- I / We (having read and understood the Letter of Offer dated May 30, 2026) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby warrant that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / we am / are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism.
- I / We agree that we will have to ensure to keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to pro-rated Buyback decided by the Company. Further, I / We will have to ensure to keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.
- I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on Buyback is on me / us to the extent Buyback Tax is not applicable on such income. I / We agree to compute appropriate gains on this transaction and immediately pay applicable taxes in India (whether by deduction of tax at source, or otherwise) and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
- I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on Buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on Buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, the Buyback Regulations, and the extant applicable foreign exchange regulations.
- Applicable for all Non-resident shareholders:** I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under Foreign Exchange Management Act, 1999, (the “FEMA Regulations”) and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India / We undertake to return to the Company any consideration in respect of the Buyback that may be wrongfully received by me / us.
- Details of Equity Shares held and tendered / offered for Buyback Offer:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (i.e., Friday, May 29, 2026)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including Additional Shares, if any)		

*Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with section “Procedure for Tender Offer and Settlement” on page 40 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.*

----- Tear along this line -----

**Acknowledgement Slip**  
**CyberTech Systems and Software Limited – Buyback Offer**  
(To be filled by the Eligible Person) (subject to verification)

**STAMP OF  
BROKER**

DP ID: \_\_\_\_\_

Client ID : \_\_\_\_\_

Received from Mr./Ms./M/s. \_\_\_\_\_ Form of Acceptance-cum-Acknowledgement along with No. of Equity Shares offered for Buyback (In Figures) \_\_\_\_\_ (In Words) \_\_\_\_\_

Please quote Client ID No. & DP ID No. for all future correspondence

13. I/We agree that the Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder.

**14. Details of Account with Depository Participant:**

Name of the Depository (Tick whichever is applicable)	<input type="checkbox"/> NSDL	<input type="checkbox"/> CDSL
Name of the Depository Participant		
DP ID No.		
Client ID No with the DP		

**15. Details of Equity shareholders:**

	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Shareholder				
Signature (s)*				
PAN				
Address of the First/Sole Equity shareholder				
Telephone No. / Email ID				

\*Corporate shareholder must affix rubber stamp and sign under valid authority. The relevant corporate authorization should be enclosed with the application from submitted.

**INSTRUCTIONS**

**This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form**

- The Buyback will open on **Thursday, June 04, 2026** and close on **Wednesday, June 10, 2026**.
- This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- The Equity Shares tendered in the Offer shall be rejected if (i) the Eligible Shareholder is not a shareholder of the Company as on the Record date, (ii) if there is a name mismatch in the demat account of the Eligible Shareholder, (iii) in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation, (iv) a non-receipt of valid bid in the exchange bidding system.
- The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to the Buyback being on a proportionate basis in terms of the Ratio of Buyback. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.
- Eligible Shareholders to whom the Buyback is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their entitlement, but not exceeding their holding as on Record Date.
- Eligible Shareholders may submit their duly filled Tender Form to the office of Registrar to the Buyback Offer (as mentioned in section “*Procedure for Tender Offer and Settlement*” on page 40 of the Letter of Offer of the Letter of Offer) only post placing the bid via the Seller Member.
- All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- Shareholders who do not have a trading account are required to open a trading account with any trading member and generate Unique Client Code number (“UCC”). Trading Members to ensure UCC of the Investor is registered and/ or updated stating the correct PAN Number in the UCC database of BSE and NSE.
- Non-Resident Equity Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under Foreign Exchange Management Act, 1999, as amended (the “FEMA”) and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India. The Non-Resident Equity Shareholders shall obtain and submit such approvals along with the Tender Form, so as to be eligible to tender Equity Shares in the Buyback and for the Company to purchase such Equity Shares tendered in the Buyback. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and will also have the right to not accept the Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted in the manner specified above.
- The Buyback shall be rejected for demat shareholders in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.**
- By agreeing to participate in the Buyback, the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- Non-Resident Shareholders must obtain all requisite approvals required to tender the Equity Shares held by them in this Buyback.
- In case any registered entity has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form, shall file a copy of the following documents: (i) approval from the appropriate authority for such merger, (ii) the scheme of merger, and (iii) the requisite form filed with MCA intimating the merger.
- Eligible Shareholders have to fill up the EVENT number issued by Depository in the column for settlement details along with the market type as “Buyback”, ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that Equity Shares can be tendered for Buyback.
- For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS is not required to be submitted to the Company, Manager or the Registrar. After the receipt of the Equity Shares in dematerialized form by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in dematerialized form.**
- In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder’s PAN card(s) and executed share transfer form in favour of the Company.

*All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.*

-----Tear along this line-----

**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK OFFER SHOULD BE ADDRESSED TO THE REGISTRAR TO THE BUYBACK OFFER AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID & DP ID.**

**Investor Service Centre:  
CyberTech Systems and Software Limited – Buyback Offer**

**MUFG INTIME INDIA PRIVATE LIMITED**  
**(Formerly Link Intime India Private Limited)**  
**Address:** C101, Embassy 247, 1st Floor, LBS Marg,  
Vikhroli (West), Mumbai 400 083,  
**E-mail:** [cybertech.buyback@in.mpms.mufg.com](mailto:cybertech.buyback@in.mpms.mufg.com)  
**Website:** [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com);  
**Tel:** +91 8108114949; **Fax:** +91 22 49186060  
**SEBI Registration No.:** INR000004058

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)**

Bid Number \_\_\_\_\_  
Date: \_\_\_\_\_

<b>BUYBACK OPENS ON:</b>	<b>Thursday, June 04, 2026</b>
<b>BUYBACK CLOSES ON:</b>	<b>Wednesday, June 10, 2026</b>

For Registrar / Collection Centre Use			
Centre Code	Inward No.	Date	Stamp

Status: Please tick appropriate box		
<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Institutional Investors	<input type="checkbox"/> Insurance Company
<input type="checkbox"/> Foreign Company	<input type="checkbox"/> Non Resident Indian / OCB	<input type="checkbox"/> FVCI
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank / Financial Institution	<input type="checkbox"/> Pension / Provident Fund
<input type="checkbox"/> Venture Capital Fund	<input type="checkbox"/> Proprietorship firm / LLP	<input type="checkbox"/> Others (specify)

Telephone No: \_\_\_\_\_  
Email ID: \_\_\_\_\_  
Date: \_\_\_\_\_

<b>India Tax Residency Status:</b> (Please tick appropriate box)	<input type="checkbox"/> Resident in India	<input type="checkbox"/> Non-Resident in India
<b>Route of Investment</b> (For Non-Resident Shareholders only)	<input type="checkbox"/> Portfolio Investment Scheme	<input type="checkbox"/> Foreign Direct Investment

To,  
**Unite: CyberTech Systems and Software Limited – Buyback Offer**  
C/o MUFG Intime India Private Limited  
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg  
Vikhroli (West), Mumbai  
Maharashtra, India – 400 083  
Dear Sirs,

**Sub: Letter of Offer dated May 30, 2026 in relation to the buyback of up to 8,50,000 fully paid-up equity shares of face value of ₹ 10/- each (“Equity Shares”) of CyberTech Systems and Software Limited (“Company”) at a price of ₹ 170/- per Equity Share (“Buyback Price”) through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”) and the Companies Act, 2013, as amended (“Buyback”) payable in cash.**

- I / We (having read and understood the Letter of Offer dated May 30, 2026) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby affirm that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback Offer and that I / we am / are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration may be paid to the first named Eligible Shareholder.
- I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We authorize the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on Buyback is on me / us to the extent Buyback Tax is not applicable on such income. I / We agree to compute appropriate gains on this transaction and immediately pay applicable taxes in India (whether by deduction of tax at source, or otherwise) and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
- I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on Buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on Buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, the Buyback Regulations, and the extant applicable foreign exchange regulations.
- Details of Equity Shares held and tendered / offered for Buyback Offer:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (i.e., Friday, May 29, 2026)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including Additional Shares, if any)		

*Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with section “Procedure for Tender Offer and Settlement” on page 40 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.*

13. Details of Share Certificates enclosed:  
Total No. of Share Certificates Submitted: \_\_\_\_\_

Sr No.	Folio No	Share Certificate No.	Distinctive Nos		No. of Shares
			From	To	
1					

2					
3					
4					
5					
<b>Total</b>					

In case the number of Regd. folios and share certificates enclosed exceed 5 nos., Please attach a separate sheet giving details in the same format as above.

14. Details of the bank account of the sole or first Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	Account Number (indicate type of account)	IFSC Code

15. Details of other Documents (Please  as appropriate, if applicable) enclosed:

<input type="checkbox"/> Power of Attorney	<input type="checkbox"/> Corporate authorisation
<input type="checkbox"/> Succession Certificate	<input type="checkbox"/> Death Certificate
<input type="checkbox"/> Permanent Account Number (PAN Card)	<input type="checkbox"/> TRS
<input type="checkbox"/> Others (please specify): _____	

16. In order to avail NECS, Equity Shareholders holding Shares in physical form are requested to submit the NECS mandate form duly filled in and signed while submitting the Form, if the same has not been submitted earlier to the Company / Registrar & Share Transfer Agents or if there is a change in Bank details.

17. Equity Shareholders Details:

	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Shareholder				
Signature(s)*				
PAN				
Address of the First/ Sole Equity				
Telephone No. / Email ID				

\* Corporate must affix rubber stamp and sign under valid authority. The relevant corporate authorization should be enclosed with the application form submitted.

18. **Applicable for all Non-resident shareholders** - I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under Foreign Exchange Management Act, 1999, (the “FEMA Regulations”) and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India / We undertake to return to the Company any consideration in respect of the Buyback that may be wrongfully received by me / us I/ We undertake to pay applicable income taxes in India (whether by deduction of tax at source, or otherwise) on any income arising on such Buyback and taxable in accordance with the prevailing income tax laws in India within 7th day of the succeeding month in which the shares are bought back by the Company. I/ We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me/ us to the extent the same is taxable in India.

#### INSTRUCTIONS

- The Buyback will open on **Thursday, June 04, 2026** and close on **Wednesday, June 10, 2026**.
- This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should deliver the following documents so as to reach before the close of business hours to the Registrar (as mentioned in the Letter of Offer) on or before **Wednesday, June 10, 2026** by 5 PM (i) The relevant Tender Form duly signed by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) Original Equity Share certificates; (iii) Self attested copy of the Permanent Account Number (PAN) Card; (iv) Transfer deed (Form SH 4) duly signed (by all Eligible Shareholders in case Equity Shares are held jointly) in the same order in which they hold the Equity Shares.
- Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar, if any person other than the Eligible Shareholder has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any Eligible Shareholder is deceased; and (iii) Necessary corporate authorisations, such as Board Resolutions etc., in case of companies.
- In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder’s PAN card(s) and executed share transfer form in favour of the Company.
- All documents sent by the seller member/ custodian will be at their own risk and the seller member/ custodian is advised to adequately safeguard their interests in this regard.
- In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still in complete, then such entity along with the Tender Form shall file a copy of (i) approval from the appropriate authority for such merger; (ii) the scheme of merger; and (iii) the requisite form filed with MCA intimating the merger.
- Shareholders who do not have a trading account are required to open a trading account with any trading member and generate Unique Client Code number (“UCC”). Trading Members to ensure UCC of the Investor is registered and/ or updated stating the correct PAN Number in the UCC database of BSE and NSE.
- All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company’s equity share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholder; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar does not receive the Equity Share certificate; (iv) In case the signature on the Tender Form and Form SH 4 doesn’t match as per the specimen signature recorded with Company/Registrar.
- The Equity Shares tendered in the Buyback shall be rejected for the following reasons in addition to the point number 9 mentioned above (i) if the Shareholder is not an Eligible Shareholder of the Company on the Record Date; (ii) if there is a name mismatch in the share certificate of the Shareholder; or (iii) if the Eligible Shareholder has made a duplicate bid.
- By agreeing to participate in the Buyback, the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- Non-Resident Shareholders must obtain all requisite approvals required to tender the Equity Shares held by them in this Buyback.

*All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.*

**Note: Any Equity Shareholder should tender only one form, irrespective of the number of folios he/she holds. Multiple applications tendered by any Equity Shareholder shall be liable to be rejected. Also, multiple tenders from the same registered folio shall also be liable to be rejected.**

----- Tear along this line -----

**Acknowledgement Slip**  
**CyberTech Systems and Software Limited – Buyback Offer**  
(To be filled by the Eligible Person) (subject to verification)

**STAMP OF  
BROKER**

Ledger Folio No.: \_\_\_\_\_

Received from Mr./Ms./Mrs. M/s. \_\_\_\_\_

Form of Acceptance-cum-Acknowledgement, Original TRS along with:

No. of Equity Shares offered for Buyback (In Figures) \_\_\_\_\_ (In Words) \_\_\_\_\_

\_\_\_\_\_  
Please quote Ledger Folio No. for all future correspondence

**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK OFFER SHOULD BE ADDRESSED TO THE REGISTRAR TO THE BUYBACK OFFER AT THE FOLLOWING ADDRESS QUOTING YOUR REGD. FOLIO NO.**

**Investor Service Centre**  
**CyberTech Systems and Software Limited – Buyback Offer**  
**MUFG INTIME INDIA PRIVATE LIMITED**  
**(Formerly Link Intime India Private Limited)**  
**Address:** C101, Embassy 247, 1st Floor, LBS Marg,  
Vikhroli (West), Mumbai 400 083  
**Tel:** +91 8108114949;  
**Fax:** +91 22 49186060  
**E-mail:** cybertech.buyback@in.mpms.mufg.com  
**Website:** www.in.mpms.mufg.com  
**SEBI Registration No.:** INR000004058

**Form No. SH-4**  
**Securities Transfer Form**  
*[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]*

Date of Execution \_\_\_/\_\_\_/\_\_\_\_\_

**FOR THE CONSIDERATION** stated below the “Transferor(s)” named do hereby transfer to the “Transferee(s)” named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: L 7 2 1 0 0 M H 1 9 9 5 P L C 0 8 4 7 8 8
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**Name of the company (in full):** CYBERTECH SYSTEMS AND SOFTWARE LIMITED

**Name of the Stock Exchange where the company is listed, if any:** BSE Limited and National Stock Exchange of India Limited

**DESCRIPTION OF SECURITIES:**

Kind/ Class of Securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Shares	Rs. 10/-	Rs. 10/-	Rs. 10/-

No. of securities being transferred		Consideration received (Rs.)	
In figures	In words	In words	In figures

Distinctive number	From					
	To					
<b>Corresponding Certificates Nos.</b>						

**Transferor's Particulars-**

Registered Folio Number:

Name (s) in full

Signature(s)

I, hereby confirm that the Transferor has signed before me

Signature of the Witness:

Name of the Witness

Address of Witness

**Transferee's Particulars-**

Name in Full	Father's/ mother's/ Spouse name	Address & E-mail id	Occupation	Existing folio No., if any	Signature
(1)	(2)	(3)	(4)	(5)	(6)
CYBERTECH SYSTEMS AND SOFTWARE LIMITED	N.A.	<b>Registered Office:</b> CyberTech House, Plot No. B - 63 / 64 / 65, Road No. 21/34, J. B. Sawant Marg, MIDC, Wagle Estate, Thane (West)- 400604, Maharashtra, India  <b>Tel. No.</b> 022-6983 9200; <b>Email:</b> <a href="mailto:cssl.investors@cybertech.com">cssl.investors@cybertech.com</a> ;	<b>Business</b>		

Folio No. of Transferee:

Specimen Signature of Transferee

Value of stamp affixed:

.....

Declaration:

- Transferee is not required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares;

**or**

- Transferee is required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares and the same has been obtained and is enclosed herewith.

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.
- (3) Copy of PAN Card of all the Transferee(s) (For all listed Cos.)
- (4) Others, specify.....

**Stamps:**

<p><b>For office use only</b></p> <p>Checked by.....</p> <p>Signature tallied by.....</p> <p>Entered in the Register of Transfer on ..... vide Transfer No.....</p> <p>Approval Date.....</p> <p>Power of attorney/Probate/Death Certificate/Letter of Administration Registered on ..... at .....</p> <p>No.....</p>
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<p><b>On the reverse page of the certificate</b></p> <p><b>Name of the Transferor:</b> _____</p> <p><b>Name of the Transferee:</b> _____</p> <p><b>Number of Shares:</b> _____</p> <p><b>Date of Transfer:</b> _____</p> <p align="right"><b>Signature of the Authorized Signatory</b></p>
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