

Date: May 15, 2026

To <b>BSE Limited</b> Listing Department Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400 001 <b>Scrp Code: 532173</b>	To <b>National Stock Exchange of India Ltd.</b> Listing Department Plot No. C1, Exchange Plaza G Block, Bandra Kurla Complex Bandra (East), Mumbai - 400 051 <b>Symbol: CYBERTECH</b>
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**Sub: Submission of Public Announcement for Buyback of Equity Shares of CyberTech Systems and Software Limited (“Company”)**

Dear Sir / Madam,

This is with reference to the captioned subject and in continuation of our submission of the Board resolution dated May 14, 2026.

In compliance with Regulation 7(ii) of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (“**SEBI Buyback Regulations**”), we hereby submit copies of the Public Announcement dated May 14, 2026, which was published on May 15, 2026, in the following newspapers:

<b>Newspapers</b>	<b>Language</b>	<b>Editions</b>
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Navshakti	Marathi	Mumbai Edition

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**



# 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

## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF CYBERTECH SYSTEMS AND SOFTWARE LIMITED IN CONNECTION WITH THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE USING STOCK EXCHANGE MECHANISM TO THE PUBLIC SHAREHOLDERS OF THE COMPANY ("BUYBACK")

This Public Announcement ("Public Announcement" or "PA") is being made in relation to the buyback of fully paid-up Equity Shares of face value of ₹ 10/- (Rupees Ten only) each ("Equity Shares"), by CyberTech Systems and Software Limited ("Company") from the Equity Shareholders/Beneficial Owners of the Company ("Buyback/Buyback Offer/ Offer") through the tender offer route using the Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offer under Takeovers, Buy Back and Delisting ("Stock Exchange Mechanism") notified by SEBI vide Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and the SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and the SEBI circular SEBI/HO/CFD/POD-2/P/CIR/2023/35 dated March 08, 2023, such other circulars or notifications, as may be applicable, including any amendments or statutory modifications for the time being in force ("SEBI Circulars"), pursuant to the provisions of Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ("SEBI Buyback Regulations") as amended (including any statutory modifications), amendments(s) or re-enactments from time to time) and contains the disclosures as specified in Schedule II read with Schedule I of the SEBI Buyback Regulations.

**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), 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.**

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two (2) 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 row in certain tables may not conform exactly to the total figure given for that column or row.

### 1. DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE

1.1. The Board of Directors of the Company, (which expression shall include any committee constituted and authorized by the Board to exercise its powers) ("Board"), at its meeting held on Wednesday, May 13, 2026, ("Board Meeting") has, pursuant to the provisions of 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, 2013, as amended ("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, 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, Maharashtra ("ROC"), BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and/or other authorities, institutions or bodies (together with SEBI, DSC and NGC, 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 by the Board, approved the buyback by the Company of up to 8,50,000 (Eight Lakh Fifty Thousand) fully paid-up Equity Shares of face value of ₹ 10/- (Rupees Ten only), representing up to 2.73% of the total number of Equity Shares in the existing total paid-up Equity Share Capital 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 and Forty Five Lakhs 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, for the financial year ended March 31, 2026, which is within the prescribed limit of 10% of the total paid up equity share capital and free reserves excluding Transaction Cost (as defined below), on a proportionate basis through the tender offer ("Tender Offer") route as prescribed under the SEBI Buyback Regulations, from all of the Equity Shareholders/Beneficial Owners of the Company who hold Equity Shares as of the Record Date (as defined below) ("Buyback").

1.2. In accordance with Regulation 5(via) of the SEBI Buyback Regulations, the Board or Buyback Committee may increase the maximum Buyback Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Size, till 1 (one) working day prior to the Record Date fixed for the purpose of Buyback.

1.3. Since 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 financial statements and consolidated financial statements of the Company for the financial year ended 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.

1.4. The Company proposes to buyback up to 8,50,000 (Eight Lakh Fifty Thousand) fully paid-up Equity Shares of the Company, representing 2.73% of the total number of Equity Shares in the existing total paid-up Equity Share Capital for the financial year ended March 31, 2026, which is within the limit of 25% as per the provisions of the Companies Act and the SEBI Buyback Regulations.

1.5. The Company confirms that as required under Section 68(2)(d) of the Companies Act and Regulation 4(ii) of SEBI Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company to the paid-up share capital and free reserves shall be less than 2:1 on standalone and consolidated financial statements of the Company after the proposed Buyback.

1.6. 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 Costs").

1.7. The Equity Shares are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (hereinafter together referred to as the "Stock Exchanges").

1.8. The Buyback shall be undertaken on a proportionate basis from the Equity Shareholders/Beneficial Owners of the Company as on the Record Date (as defined below) (except any shareholders/beneficial owners who may be specifically prohibited under the applicable laws by Appropriate Authorities), excluding the Promoters and members of the Promoter Group, who hold Equity Shares as on Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations and subject to applicable laws, shall be implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the Stock Exchange Mechanism as specified in the SEBI Circulars. In this regard, the Company will request the BSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback and for the purposes of this Buyback, BSE will be the designated stock exchange ("Designated Stock Exchange").

1.9. In terms of the SEBI Buyback Regulations, under Tender Offer route, Promoters, members of the Promoter Group and person in control of the Company have an option to participate in the Buyback. In this regard, Promoters and members of the Promoter Group and persons in control of the Company, vide their letters dated May 13, 2026, have expressed their intention not to participate in the Buyback. To the extent of Buyback Entitlement to Promoters and members of the Promoter Group shall be given to the Public Shareholders of the Company.

1.10. 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, and that such approvals shall be required to be taken by such non-resident shareholders.

1.11. The Buyback will not result in any benefit to the Promoters and members of the Promoter Group, persons in control of the Company or any directors of the Company except to the extent of increase in their shareholding percentage 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. The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the SEBI Listing Regulations, as amended. Any change in voting rights of the Promoter and member of the Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

1.12. Participation in the Buyback by Eligible Shareholders may trigger capital gains taxation in India and in their country of residence. The transaction of Buyback would also be chargeable to securities transaction tax in India. Eligible Shareholders will receive a letter of offer, which will contain more detailed note on taxation, in due course. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.

1.13. A copy of this Public Announcement is available on the website of the Company at <https://cybertech.com>, website of the Manager to the Buyback at [www.saffronadviser.com](http://www.saffronadviser.com), and is expected to be available on the website of the SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) and on the website of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

### 2. NECESSITY FOR 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.

### 3. 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

3.1. 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, for the financial year ended March 31, 2026, which is within the prescribed limit of 10%.

3.2. The Buyback is 10% or less of 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 Buyback Regulations.

3.3. The funds for the implementation of the Buyback (including the Transaction Costs) will be sourced out of the free reserves or securities premium account of the Company and/or such other source as may be permitted by the SEBI Buyback Regulations or the Companies Act.

3.4. 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 to be bought back to the capital redemption reserve account and details of such transfer shall be disclosed in its subsequent audited financial statements.

3.5. The funds borrowed, if any, from banks and financial institutions will not be used for the purpose of the Buyback.

### 4. MAXIMUM BUYBACK PRICE AND THE BASIS OF ARRIVING AT THE BUYBACK PRICE

4.1. 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.

4.2. 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.

4.3. 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 32.87% 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 20.22% and 20.34% 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.

### 5. 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 only) 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).

### 6. METHOD TO BE ADOPTED FOR THE BUYBACK

The Buyback shall be on a proportionate basis, through the tender offer route, as prescribed under the SEBI Buyback Regulations, to the extent permitted, and the "Mechanism for acquisition of shares through Stock Exchanges" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and the SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, the SEBI circular 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"). The Buyback shall be implemented in accordance with the Companies Act read with the rules framed there under, to the extent applicable, the SEBI Buyback Regulations and on such terms and conditions as may be deemed fit by the Company. In this regard, the Company will request the BSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, BSE will be the designated stock exchange.

### 7. DETAILS OF THE SHAREHOLDING AND TRANSACTIONS OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP, DIRECTORS OF PROMOTERS/MEMBERS OF THE PROMOTER GROUP, DIRECTORS, KEY MANAGERIAL PERSONNEL AND PERSON IN CONTROL OF THE COMPANY, IN THE EQUITY SHARES OF THE COMPANY

7.1. 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 and as of the date of this Public Announcement i.e., Thursday, May 14, 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	Sukhadra 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 Shantnag	Promoter Group	58,275	0.19
7	Jyotha 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, and on the date of the Public Announcement:

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
		Sukhadra Tadimety	11,21,592	3.60

\*Viswanath Tadimety and Sukhadra 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 and on the date of the Public Announcement:

Sr. No.	Name of the Shareholder	Designation	No. of Equity Shares held	% of Shareholding
<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.	Hareesh 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.	Angilia Cook Wilcox	Independent Director	0.00	0.00
	<b>Total (A)</b>		<b>79,68,759</b>	<b>25.6</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.

7.2. 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 six months preceding the date of the Board Meeting Date, i.e., Wednesday, May 13, 2026 and till the date of this Public Announcement:

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	155	13-11-2025	95.3	09-03-2026
2.	Mr. Hareesh Desai	2500	Market Purchase	155	13-11-2025	95.3	09-03-2026

\*High Price of last 6 (six) months taken from NSE.

\*\*Low Price of last 6 (six) months taken from NSE.

### 8. INTENTION OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK

8.1. 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. 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 member of the Promoter Group have expressed their intention not to participate in the Buyback, the Equity Shares held by members of the Promoter and Promoter Group shall not be considered for computing the entitlement ratio, in accordance with the proviso to Regulation 4(iv) of the 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 members of the promoter group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

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.

### NO DEFAULTS

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.

### 9. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUYBACK REGULATIONS AND THE COMPANIES ACT

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(B) 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 aggregate of the total paid up equity share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements, of the Company, for the financial year ended March 31, 2026, whichever is lower;

vii. the number of Equity Shares proposed to be purchased under the Buyback i.e. 8,50,000 (Rupees Eight Lakh Fifty Thousand) fully 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, for the financial year ended 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 Buyback shall be made during pendency of any such Scheme;

ix. the Company shall not make any further offer of Buyback within a period of one year reckoned from the expiry of the Buyback Period i.e. date on which the payment of consideration to shareholders who have accepted the Buyback Offer is made;

x. the Company shall not withdraw the Buyback offer after the public announcement of the Buy Back Offer 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 Buyback;

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;

Continued from previous page

9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SOC) 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:

- 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;
- The amount of permissible capital payment towards the proposed buyback 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 standalone financial statements and audited consolidated financial statements of the Company for the year ended March 31, 2026;
- 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 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 buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and Buyback 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 buyback 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/300284  
Sd/-  
R. P. Baradiya  
Partner  
Membership No: 044101  
UDIN: 26044101CMTWPH9143

**Annexure A**

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.

Particulars	Amount as per Standalone financial statements#	Amount as per Consolidated financial statements \$
<b>Paid-up equity share capital</b>		
<b>(31.10.593 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	10,426.80
- Other Comprehensive income	(294.23)	(294.23)
<b>Total Free Reserves</b>	<b>B</b> 11,610.79	16,028.53
<b>Total Paid-up Capital and Free Reserves</b>	<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 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		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**

Debt to Total Paid-up Capital and Free Reserves as per Regulation 4(ii) of the Buyback Regulations			
Particulars	Standalone	Consolidated	
<b>Debt</b>			
Working Capital loans	377.23	377.23	
<b>Total Debt</b>	<b>A</b> 377.23	377.23	
<b>Total Paid-up Capital and Free Reserves for the year ended</b>			
March 31, 2026	<b>B</b> 14,723.84	14,723.84	
<b>Debt / [Paid-up Capital + Free Reserves (including securities premium)]</b>			
Ratio (Pre-Buyback)	<b>C=A/B</b> 0.0256	0.0197	
Proposed Buyback	<b>D</b>	1,445.00	
<b>Debt / [Paid-up Capital + Free Reserves (including securities premium)]</b>	<b>E=A (B-D)</b> 0.0284	0.021	
Ratio (Post Buyback)			

For CyberTech Systems and Software Limited

Sd/-  
Praveen Agarwal  
Chief Financial Officer

Place: Mumbai  
Date: May 13, 2026

12. **PRIOR APPROVAL OBTAINED FROM THE LENDERS OF THE COMPANY IN CASE OF BREACH OF ANY COVENANT WITH SUCH LENDER(S)**  
The covenants in relation to financing arrangements/borrowings with lenders are not being breached pursuant to the Buyback and accordingly prior consent of such lenders in terms of Regulation 5(i)(c) and Schedule I(xiv) of the Buyback Regulations are not required.

**13. RECORD DATE AND SHAREHOLDER ENTITLEMENT**

13.1. As required under the SEBI Buyback Regulations, the Company has fixed Friday, May 29, 2026 as the Record Date ("Record Date") for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buyback. The tendering period for the Buyback offer will commence from not later than 4 (four) working days from the Record Date and shall remain open for a period of 5 (Five) working days.

13.2. As per the Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, Eligible Shareholders will receive the letter of offer in relation to the Buyback ("Letter of Offer") along with a tender form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback. All of the Equity Shareholders of the Company as on Record Date will be eligible to participate in the Buyback.

13.3. As required under the SEBI Buyback Regulations, the dispatch of the Letter of Offer shall be through electronic mode in accordance with the provisions of the Act, within 2 (two) working days from the Record Date and if any Eligible Shareholder has not registered an email address with the Depositories, or in the case of a request from any Eligible Shareholder to receive a copy of the Letter of Offer in physical form, a physical copy shall be sent by speed post or registered post or courier to such shareholders registered postal address as available with the Company.

13.4. After dispatch of the Letter of Offer, the Company will publish an advertisement in all editions of an English national daily and all editions of a Hindi national daily, and Mumbai edition of a regional language Marathi daily to inform the Eligible Shareholders about the completion of dispatch of Letter of Offer. The dispatch advertisement will also include the link for shareholders to check their entitlement under the Buyback.

13.5. The Equity Shares proposed to be bought back as a part of the Buyback are divided in two categories:  
(a) reserved category for Small Shareholders ("Reserved Category"); and  
(b) general category for all other Eligible Shareholders ("General Category")

13.6. As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "Small Shareholder" is a shareholder of the Company who holds Equity Shares having market value, on the basis of closing price of such Equity Shares on the Stock Exchanges on which the highest trading volume in respect of Equity Shares as on the Record Date was recorded of not more than ₹ 2,00,000 (Rupees Two Lakh only).

13.7. In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 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 on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder". Given that the promoters and member of the promoter group of the Company have expressed their intention not to participate in the Buyback, the Equity Shares held by promoters and member of the 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.

13.8. Based on the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder including small shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which the shareholder belongs ("Buyback Entitlement"). The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback.

13.9. In accordance with Regulation 9(x) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and their 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 Company will check the sequence of the names of the joint shareholders and club together the Equity Shares held in such cases where the name of joint shareholders are identical. In case of all Eligible Shareholders holding physical Equity Shares, 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, insurance companies, foreign institutional investors/ foreign portfolio investors 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/ sub-accounts 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 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.

13.10. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.

13.11. The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of 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 Shareholder may also accept a part of their entitlement. Eligible Shareholder also have the option of tendering Additional Equity Shares (i.e. Equity Shares over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholders shall be in terms of procedure outlined herein. 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 the Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.

13.12. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.

13.13. The maximum tender under the Buyback by an Eligible Shareholder cannot exceed the number of Equity Shares held by the 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 as on the Record Date.

13.14. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the Stock Exchange Mechanism notified by SEBI vide SEBI Circulars. Eligible Shareholders will receive a Letter of Offer along with a tender/offer form indicating their respective entitlement for participating in the Buyback as on Record Date.

13.15. The Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident shareholders themselves.

13.16. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the Letter of Offer which, along with the tender offer form will be sent in due course to the Eligible Shareholders. However, if any Eligible Shareholder has not registered an email address with the Depositories or on receipt of a request by Registrar to the Buyback and Manager to the Buyback to receive a copy of Letter of Offer in physical form from such Eligible Shareholder (to whom Letter of Offer and tender form were emailed), a physical form shall be sent by speed post, registered post or courier to such shareholder's registered postal ballot address as available with the Company.

**14. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK**

14.1. The Buyback is open to all Eligible Shareholders/beneficial owners of the Equity Shares of the Company, holding Equity Shares either in physical form ("Physical Shares") or in the dematerialized form ("Demat Shares") as on the Record Date. Any person who does not hold Equity Shares of our Company as on the Record Date will not be eligible to participate in the Buyback and Equity Shares tendered by such person(s) shall be rejected.

14.2. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange", as prescribed under the SEBI Buyback Regulations to the extent permissible and shall be implemented using the Stock Exchange Mechanism notified by SEBI vide SEBI Circulars and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board (including Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

14.3. For implementation of the Buyback, the Company has appointed Choice Equity Broking Private Limited as the registered broker to the Company ("Company 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:

Name: Choice Equity Broking Private Limited  
Address: Sunil Patodia Tower, J B Nagar, Andheri (East), Mumbai-400099, Maharashtra, India;  
Contact Person: Mr. Jeetender Joshi (Senior Manager);  
Tel. No.: + 91 22-69835291  
E-mail ID: jeetender.joshi@choicelandia.com;  
Website: www.choicelandia.com  
Investor Grievance Email ID: ig@choicelandia.com  
SEBI Registration No: IN2000160131

14.4. The Company shall request BSE to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. BSE has been appointed as the "Designated Stock Exchange" for the purpose of this Buyback. The details of the Acquisition Window will be specified by Stock Exchanges from time to time.

14.5. 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 stockbrokers ("Seller Member") during normal trading hours of the secondary market. The Seller Member may enter orders for Equity Shares held in dematerialized form as well as physical form.

14.6. In the event the Seller Member of any Eligible Shareholder is not registered with Stock Exchanges as a trading member/stock broker, then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register himself by using web based Unique Client Code application ("UCC") facility through the registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders is unable to register himself using UCC facility through any other registered stockbroker, then that Eligible Shareholder may approach the Company's Broker i.e. Choice Equity Broking Private Limited to place their bids subject to completion of "know your customer" requirements as required by the Company's Broker.

14.7. 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 to the Buyback.

14.8. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance. Eligible Shareholders are requested to consult their respective Seller Member regarding the same.

14.9. The cumulative quantity of Equity Shares tendered under the Buyback shall be made available on the website of the BSE at www.bseindia.com throughout the tendering period and will be updated at specific intervals during the tendering period.

14.10. The Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court or any other competent authority for transfer/sale 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.

14.11. In accordance with Regulation 24(v) of the SEBI 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.

**14.12. Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form:**

a) Eligible Shareholders who desire to tender their Equity Shares in the electronic form 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 Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of Stock Exchanges.

c) The relevant details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback shall be informed in a separate circular that will be issued by the Stock Exchanges and/or the Clearing Corporation.

d) The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholders for the Equity Shares tendered in the Buyback. The details of the shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") to the Clearing Corporation. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Transfer Order ("IDT") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and 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.

e) For custodian participant orders for demat shares, early pay-in is mandatory prior to confirmation of order/bid 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 ("Buyback Window Closing Date"). Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned Seller Member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

f) 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 on whose behalf the order/bid has been placed. TRS will contain details of order submitted like Bid ID number, application number, DP ID, Client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted. It is clarified that in case of demat shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for Eligible Shareholders holding Equity Shares in demat form.

g) Eligible shareholders who have tendered their demat shares in the buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat 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/legal heirship certificate or probated will, in case any eligible shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

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. In the event if any Equity Shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the Eligible Shareholders would be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the Eligible Shareholder. On the date of the settlement, in case of Custodian Participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.

j) In case the Equity Shares are held on repatriation basis, the Eligible Shareholders, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorized 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, 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.

**14.13. Procedure to be followed by registered Equity Shareholders holding Equity Shares in the Physical Form:**

a) In accordance with SEBI Circular dated July 31, 2020 (Circular No. SEBI/HO/CFD/CMD1/CR/P/2020/144), shareholders holding shares in physical form are allowed to tender such shares in a buyback under taken through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations and terms of the Letter of Offer.

b) Eligible Shareholders who are holding physical shares and intend to participate in the Buyback will be required to approach their respective Seller Member along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (a) 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), (b) original share certificate(s), (c) 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, (d) self-attested copy of PAN Card(s) of all Eligible Shareholders, (e) 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 the bid on behalf of the Eligible Shareholder holding Equity Shares in physical form who wishes 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. The TRS will contain the details of the order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered, etc.

d) Any Seller Member/ Eligible Shareholder who places a bid for physical shares, is required to deliver the original share certificate(s) and 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 (at the address mentioned in paragraph 17 below) within 2 (two) working days of bidding but not later than the Offer Closing Date (by 5:00 p.m. Indian Standard Time) by Seller Member. However, in case bids are placed by the Seller Member in the last two days of the tendering period, the Seller Member/Eligible Shareholder should ensure that documents reach the Registrar on or before the Buyback Window Closing Date. The envelope should be superscribed as "CYBERTECH SYSTEMS AND SOFTWARE LIMITED BUYBACK OFFER". One copy of the TRS will be retained by the Registrar to the Buyback and it will provide acknowledgment of the same to the Seller Member.

e) The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is 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 time the Designated Stock Exchange shall display such bids as "Unconfirmed Physical Bids". Once, Registrar to the Buyback confirms the bids it will be treated as "Confirmed Bids". The reasons for Registrar's rejection will be available as download to the Seller Member.

f) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before Buyback Window Closing Date.

g) In case the Equity Shares are held on repatriation basis, the Eligible Shareholders, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorized 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, 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.

h) An unregistered shareholder holding physical shares may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN Card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any, in the tendering process, the Shareholder's Broker may also process the orders received from the Eligible Shareholders.

**15. METHOD OF SETTLEMENT**

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

i. The settlement of trades shall be carried out in a manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time, and in compliance with the SEBI Circulars.

ii. The Company will pay the consideration to the Company Broker, who will transfer the consideration 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 NSE and Clearing Corporation from time to time. For demat shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation. If Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by the RBI/ the concerned bank(s), due to any reason, then the amount payable to the concerned shareholders will be transferred to the settlement account of the Seller Member for onward transfer to such Eligible Shareholders.

iii. For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.

iv. In case of certain Eligible Shareholders viz., NRIs, non-residents etc. (where there are specific RBI and other regulatory requirements pertaining to funds payout) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account. 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 BSE and the Clearing Corporation from time to time.

v. Details in respect of shareholder's entitlement to 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 lien on the excess or unaccepted blocked shares in the demat account of the shareholder. On the settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.

vi. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the Eligible Shareholder.

vii. Any excess demat shares or unaccepted demat shares, if any, tendered by the Eligible Shareholders would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholders' DP Account. In case of custodian participant orders, excess demat shares or unaccepted demat shares, if any, will be returned to the respective custodian depository pool account. In case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. The 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 blocked 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.

viii. The Equity Shares bought back in demat form would be transferred directly to the demat 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 the Stock Exchanges.

ix. The Eligible Shareholders of the demat shares will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of demat shares, due to rejection or due to non-acceptance in the 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.



# 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: [cssi.investors@cybertech.com](mailto:cssi.investors@cybertech.com); Website: <https://cybertech.com> Corporate Identification Number (CIN): L72100MH1995PLC084788 Contact Person: Ms. Sarita Leelaramani, Company Secretary & Compliance Officer

## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF CYBERTECH SYSTEMS AND SOFTWARE LIMITED IN CONNECTION WITH THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE USING STOCK EXCHANGE MECHANISM TO THE PUBLIC SHAREHOLDERS OF THE COMPANY ("BUYBACK")

This Public Announcement ("Public Announcement" or "PA") is being made in relation to the buyback of fully paid-up Equity Shares, of face value of ₹ 10/- (Rupees Ten only) each ("Equity Shares"), by CyberTech Systems and Software Limited ("Company") from the Equity Shareholders/Beneficial Owners of the Company ("Equity Shareholders/Beneficial Owners") through the tender offer route using the Mechanism for acquisition of shares through Stock Exchange pursuant to Tender Offers under Takeovers, Buy Back and Distress ("Stock Exchange Mechanism") notified by SEBI vide Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI Circular CFD/DCR/CIR/P/2016/131 dated December 9, 2016 and the SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and the SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2023/35 dated March 08, 2023, such other circulars or notifications, as may be applicable, including any amendments or statutory modifications for the time being in force ("SEBI Circulars"), pursuant to the provisions of Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ("SEBI Buyback Regulations") as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) and contains the disclosures as specified in Schedule II read with Schedule of the SEBI Buyback Regulations.

**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), 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.**

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (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 row in certain tables may not conform exactly to the total figure given for that column or row.

### 1. DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE

1.1. The Board of Directors of the Company, (which expression shall include any committee constituted and authorized by the Board to exercise its powers) ("Board"), at its meeting held on Wednesday, May 13, 2026, ("Board Meeting") has, pursuant to the provisions of 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, 2013, as amended ("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, 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, Maharashtra ("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 by the Board, approved the buyback by the Company of up to 8,50,000 (Eight Lakh Fifty Thousand) fully paid-up Equity Shares of face value of ₹ 10/- (Rupees Ten only), representing up to 2.73% of the total number of Equity Shares in the existing total paid-up Equity Share Capital 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 and Forty Five Lakhs 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, for the financial year ended March 31, 2026, which is within the prescribed limit of 10% of the total paid-up equity share capital and free reserves excluding Transaction Cost (as defined below), on a proportionate basis through the tender offer ("Tender Offer") route as prescribed under the SEBI Buyback Regulations, from all of the Equity Shareholders/Beneficial Owners of the Company who hold Equity Shares as of the Record Date (as defined below) ("Buyback").

1.2. In accordance with Regulation 5(via) of the SEBI Buyback Regulations, the Board or Buyback Committee may increase the maximum Buyback Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Size, till 1 (one) working day prior to the Record Date fixed for the purpose of Buyback.

1.3. Since 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 financial statements and consolidated financial statements of the Company for the financial year ended 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.

1.4. The Company proposes to buyback up to 8,50,000 (Eight Lakh Fifty Thousand) fully paid-up Equity Shares of the Company, representing 2.73% of the total number of Equity Shares in the existing total paid-up Equity Share Capital for the financial year ended March 31, 2026, which is within the limit of 25% as per the provisions of the Companies Act and the SEBI Buyback Regulations.

1.5. The Company confirms that as required under Section 68(2)(d) of the Companies Act and Regulation 4(ii) of SEBI Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company to the paid-up share capital and free reserves shall be less than 2:1 on standalone and consolidated financial statements of the Company after the proposed Buyback.

1.6. 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 Costs").

1.7. The Equity Shares are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (hereinafter together referred to as the "Stock Exchanges").

1.8. The Buyback shall be undertaken on a proportionate basis from the Equity Shareholders/Beneficial Owners of the Company as on the Record Date (as defined below) (except any shareholders/beneficial owners who may be specifically prohibited under the applicable laws by Appropriate Authorities), excluding the Promoters and members of the Promoter Group, who hold Equity Shares as on Record Date ("Eligible Shareholders") through the tender offer route prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations and subject to applicable laws, shall be implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the Stock Exchange Mechanism as specified in the SEBI Circulars. In this regard, the Company will request the BSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback and for the purposes of this Buyback, BSE will be the designated stock exchange ("Designated Stock Exchange").

1.9. In terms of the SEBI Buyback Regulations, under Tender Offer route, Promoters, members of the Promoter Group and person in control of the Company have an option to participate in the Buyback. In this regard, Promoters and members of the Promoter Group and persons in control of the Company, vide their letters dated May 13, 2026, have expressed their intention not to participate in the Buyback. To the extent of Buyback Entitlement to Promoters and members of the Promoter Group shall be now given to the Public Shareholders of the Company.

1.10. 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; and that such approvals shall be required to be taken by such non-resident shareholders.

1.11. The Buyback will not result in any benefit to the Promoters and members of the Promoter Group, persons in control of the Company or any directors of the Company except to the extent of increase in their shareholding percentage 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. The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the SEBI Listing Regulations, as amended. Any change in voting rights of the Promoter and member of the Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

1.12. Participation in the Buyback by Eligible Shareholders may trigger capital gains taxation in India and in their country of residence. The transaction of Buyback would also be chargeable to securities transaction tax in India. Eligible Shareholders will receive a letter of offer, which will contain more detailed note on taxation, in due course. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.

1.13. A copy of this Public Announcement is available on the website of the Company at <https://cybertech.com>, website of the Manager to the Buyback at [www.safroandadvisor.com](http://www.safroandadvisor.com), and is expected to be available on the website of the SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) and on the website of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

### 2. NECESSITY FOR 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:

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares, thereby, enhancing the overall return to shareholders;
- 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;
- 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
- 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.

### 3. 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

- 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, for the financial year ended March 31, 2026, which is within the prescribed limit of 10%.
- The Buyback is 10% or less of 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 Buyback Regulations.
- The funds for the implementation of the Buyback (including the Transaction Costs) will be sourced out of the free reserves or securities premium account of the Company 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 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.
- The funds borrowed, if any, from banks and financial institutions will not be used for the purpose of the Buyback.
- MAXIMUM BUYBACK PRICE AND THE BASIS OF ARRIVING AT THE BUYBACK PRICE**
- 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.
- 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.

- In line with the recent market practice in relation to the Buybacks, the Buyback Price represents:
  - 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").
  - 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.
  - Premium of 32.87% and 32.44% over the closing price of the Equity Shares on BSE and NSE, respectively as on the day preceding the Intimation Date.
  - Premium of 20.22% and 20.34% 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.
  - 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 ₹ 141.40/- on BSE and ₹ 126.41/- on NSE.
  - 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.
- 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 only) 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).

### 6. METHOD TO BE ADOPTED FOR THE BUYBACK

The Buyback shall be on a proportionate basis, through the tender offer route, as prescribed under the SEBI Buyback Regulations, to the extent permissible, and the "Mechanism for acquisition of shares through Stock Exchanges" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI Circular CFD/DCR/CIR/P/2016/131 dated December 9, 2016 and the SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, the SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2023/35 dated March 08, 2023 including any amendments or statutory modifications for the time being in force ("SEBI Circulars"). The Buyback shall be implemented in accordance with the Companies Act read with the rules framed thereunder, to the extent applicable, the SEBI Buyback Regulations and on such terms and conditions as may be deemed fit by the Company. In this regard, the Company will request the BSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, BSE will be the designated stock exchange.

### 7. DETAILS OF THE SHAREHOLDING AND TRANSACTIONS OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP, DIRECTORS OF PROMOTERS/MEMBERS OF THE PROMOTER GROUP, DIRECTORS, KEY MANAGERIAL PERSONNEL AND PERSON IN CONTROL OF THE COMPANY, IN THE EQUITY SHARES OF THE COMPANY

7.1. 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 and as of the date of this Public Announcement i.e., Thursday, May 14, 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, and on the date of the Public Announcement:

S. No.	Name of the Promoter Group Company	Name of Director*	Number of Equity Shares held in Cyber Tech 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 and on the date of the Public Announcement:

S. No.	Name of the Shareholder	Designation	No. of Equity Shares held	% of Shareholding
<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.	Hareesh 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>25.6</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.

7.2. Except as mentioned below, no Equity Shares of the Company were either purchased or sold by the Promoters and 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 six months preceding the date of the Board Meeting Date, i.e., Wednesday, May 13, 2026 and till the date of this Public Announcement:

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	155	13-11-2025	95.3	09-03-2026
2.	Mr. Hareesh Desai	2500	Market Purchase	155	13-11-2025	95.3	09-03-2026

\*High Price of last 6 (six) months taken from NSE.

\*\*Low Price of last 6 (six) months taken from NSE.

### 8. INTENTION OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK

8.1. 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. 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 member of the Promoter Group have expressed their intention not to participate in the Buyback, the Equity Shares held by members of the 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 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 members of the promoter group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

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 (LD) Regulations, 2015.

### 9. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUYBACK REGULATIONS AND THE COMPANIES ACT

- all the equity shares of the Company are fully paid-up;
- 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");
- 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;
- 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;
- 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;
- 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 aggregate of the total paid up equity share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements, of the Company, for the financial year ended March 31, 2026, whichever is lower;
- the number of Equity Shares proposed to be purchased under the Buyback i.e. 8,50,000 (Rupees Eight Lakh Fifty Thousand) fully paid-up 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, for the financial year ended March 31, 2026;
- 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 Buyback shall be made during pendency of any such Scheme;

ix. The Company shall not make any further offer of Buyback within a period of one year reckoned from the expiry of the Buyback Period i.e. date on which the payment of consideration to shareholders who have accepted the Buyback Offer is made;

x. The Company shall not withdraw the Buyback offer after the public announcement of the Buy Back Offer 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 Buyback;

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 Buyback 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 for the financial year ended March 31, 2026 respectively, whichever is lower as prescribed under the Act and the SEBI Buyback 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 Buyback to the capital redemption reserve account and 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 Buyback within a period of one year reckoned from the date of expiry of buyback period of the preceding offer of buyback; 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.

### 10. CONFIRMATIONS FROM THE BOARD OF DIRECTORS OF THE COMPANY

As required under clause (x) of Schedule I in accordance with Regulation 5(vi)(b) of the SEBI Buyback Regulations, the Board hereby confirms that

Continued from previous page

- 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.
  - 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**
- Based on inquiries conducted and our examination as above, we report that:
    - 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;
    - 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 standalone financial statements and audited consolidated financial statements of the Company for the year ended March 31, 2026;
    - 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 period of one year from the aforesaid date i.e. Wednesday, May 13, 2026.
  - 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**
- 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 (ii) 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 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. Baradnya**  
 Partner  
 Membership No: 044101  
 UDIN: 26044101CTMWP9N143

Place: Mumbai  
 Date: May 13, 2026

**Annexure A**

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. (₹ in lakhs)			
Particulars	Amount as per Standalone financial statements#	Amount as per Consolidated financial statements \$	
<b>Paid-up equity share capital</b>			
(3,11,30,593 equity shares of Rs. 10 each fully paid up)	A	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	11,610.79	16,028.53
Total Paid-up Capital and Free Reserves	C=A+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 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			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**

Debt to Total Paid-up Capital and Free Reserves as per Regulation 4(ii) of the Buyback Regulations (₹ in Lakhs)			
Particulars	Standalone	Consolidated	
<b>Debt</b>			
Working Capital loans	377.23	377.23	
<b>Total Debt</b>	A	377.23	377.23
<b>Total Paid-up Capital and Free Reserves for the year ended</b>			
March 31, 2026	B	14,723.84	14,723.84
Debt / (Paid-up Capital + Free Reserves (including securities premium))			
Ratio (Pre-Buyback)	C=A/B	0.0256	0.0197
Proposed Buyback	D		1,445.00
Debt / (Paid-up Capital + Free Reserves (including securities premium))	E=A (B-D)	0.0284	0.021
Ratio (Post Buyback)			

For CyberTech Systems and Software Limited

Sd/-  
**Praveen Agarwal**  
 Chief Financial Officer

Place: Mumbai  
 Date: May 13, 2026

**12. PRIOR APPROVAL OBTAINED FROM THE LENDERS OF THE COMPANY IN CASE OF BREACH OF ANY COVENANT WITH SUCH LENDER(S)**

The covenants in relation to financing arrangements/borrowings with lenders are not being breached pursuant to the Buyback and accordingly prior consent of such lenders in terms of Regulation 5(i)(c) and Schedule 1(xii) of the Buyback Regulations are not required.

**13. RECORD DATE AND SHAREHOLDER ENTITLEMENT**

- As required under the SEBI Buyback Regulations, the Company has fixed Friday, May 29, 2026 as the Record Date ("Record Date") for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buyback. The tendering period for the Buyback offer will commence from not later than 4 (four) working days from the Record Date and shall remain open for a period of 5 (Five) working days.
- As per the Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, Eligible Shareholders will receive the letter of offer in relation to the Buyback ("Letter of Offer") along with a tender form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback. All of the Equity Shareholders of the Company as on Record Date will be eligible to participate in the Buyback.
- As required under the SEBI Buyback Regulations, the dispatch of the Letter of Offer shall be through electronic mode in accordance with the provisions of the Act, within 2 (two) working days from the Record Date and if any Eligible Shareholder has not registered an email address with the Depositories, or in the case of a request from any Eligible Shareholder to receive a copy of the Letter of Offer in physical form, a physical copy shall be sent by speed post or registered post or courier to such shareholders registered postal address as available with the Company.
- After dispatch of the Letter of Offer, the Company will publish an advertisement in all editions of an English national daily and all editions of a Hindi national daily, and Mumbai edition of a regional language Marathi daily to inform the Eligible Shareholders about the completion of dispatch of Letter of Offer. The dispatch advertisement will also include the link for shareholders to check their entitlement under the Buyback.
- The Equity Shares proposed to be bought back as a part of the Buyback are divided into two categories:
  - reserved category for Small Shareholders ("Reserved Category"); and
  - general category for all other Eligible Shareholders ("General Category")
- As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "Small Shareholder" is a shareholder of the Company who holds Equity Shares having market value, on the basis of closing price of such Equity Shares on the Stock Exchanges on which the highest trading volume in respect of Equity Shares as on the Record Date was recorded of not more than ₹ 2,00,000 (Rupees Two Lakh only).
- In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 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 on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder". Given that the promoters and member of the promoter group of the Company have expressed their intention not to participate in the Buyback, the Equity Shares held by promoters and member of the 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.
- Based on the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder including small shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs ("Buyback Entitlement"). The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback.
- In accordance with Regulation 9(x) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and their 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 Company will check the sequence of the names of the joint shareholders and club together the Equity Shares held in such cases where the name of joint shareholders are identical. In case of Eligible Shareholders holding physical Equity Shares, 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, insurance companies, foreign institutional investors/ foreign portfolio investors 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/ sub-accounts 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 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.
  - After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
  - The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of 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 Shareholder may also accept a part of their entitlement. Eligible Shareholder also have the option of tendering Additional Equity Shares (i.e. Equity Shares over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholders shall be in terms of procedure outlined herein. 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 the Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.
  - If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.
  - The maximum tender under the Buyback by an Eligible Shareholder cannot exceed the number of Equity Shares held by the 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 as on the Record Date.
  - The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the Stock Exchange Mechanism notified by SEBI vide SEBI Circulars. Eligible Shareholders will receive a Letter of Offer along with a tender/offer form indicating their respective entitlement for participating in the Buyback as on Record Date.
  - The Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident shareholders themselves.
  - Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the Letter of Offer which, along with the tender offer form will be sent in due course to the Eligible Shareholders. However, if any Eligible Shareholder has not registered an email address with the Depositories or on receipt of a request by Registrar to the Buyback and Manager to the Buyback to receive a copy of Letter of Offer in physical format from such Eligible Shareholder (to whom Letter of Offer and tender form were emailed), a physical form shall be sent by speed post, registered post or courier to such shareholder's registered postal ballot address as available with the Company.
- 14. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK**
- The Buyback is open to all Eligible Shareholders/beneficial owners of the Equity Shares of the Company, holding Equity Shares either in physical form ("Physical Shares") or in the dematerialized form ("Demat Shares") as on the Record Date. Any person who does not hold Equity Shares of our Company as on the Record Date will not be eligible to participate in the Buyback and Equity Shares tendered by such person(s) shall be rejected.
  - The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange", as prescribed under the SEBI Buyback Regulations to the extent permissible and shall be implemented using the Stock Exchange Mechanism notified by SEBI vide SEBI Circulars and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board (including Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
  - For implementation of the Buyback, the Company has appointed Choice Equity Broking Private Limited as the registered broker to the Company ("Company 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:  
 Name: Choice Equity Broking Private Limited  
 Address: Sunil Patodia Tower, J.B. Nagar, Andheri (East), Mumbai-400099, Maharashtra, India;  
 Contact Person: Mr. Jeetender Joshi (Senior Manager);  
 Tel. No.: + 91 22-69835291;  
 E-mail ID: jeetender.joshi@choiceindia.com;  
 Website: www.choiceindia.com  
 Investor Grievance Email ID: ig@choiceindia.com  
 SEBI Registration No: IN2000160131
  - The Company shall request BSE to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. BSE has been appointed as the "Designated Stock Exchange" for the purpose of this Buyback. The details of the Acquisition Window will be specified by Stock Exchanges from time to time.
  - 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 stockbrokers ("Seller Member") during normal trading hours of the secondary market. The Seller Member may enter orders for Equity Shares held in dematerialized form as well as physical form.
  - In the event the Seller Member of any Eligible Shareholder is not registered with Stock Exchanges as a trading member/stock broker, then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register himself by using web based Unique Client Code application ("UCC") facility through the registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders is unable to register himself using UCC facility through any other registered stockbroker, then that Eligible Shareholder may approach the Company's Broker i.e. Choice Equity Broking Private Limited to place their bids subject to completion of "know your customer" requirements as required by the Company's Broker.
  - 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 to the Buyback.
  - Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance. Eligible Shareholders are requested to consult their respective Seller Member regarding the same.
  - The cumulative quantity of Equity Shares tendered under the Buyback shall be made available on the website of the BSE at www.bseindia.com throughout the tendering period and will be updated at specific intervals during the tendering period.
  - The Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court or any other competent authority for transfer/sale 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.
  - In accordance with Regulation 24(v) of the SEBI 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.
- 14.12. Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form:**
- Eligible Shareholders who desire to tender their Equity Shares in the electronic form 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.
  - The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of Stock Exchanges.
  - The relevant details and the settlement number under which the bid is marked on the Equity Shares tendered for the Buyback shall be informed in a separate circular that will be issued by the Stock Exchanges and/or the Clearing Corporation.
  - The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholders for the Equity Shares tendered in the Buyback. The details of the shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") to the Clearing Corporation. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Transfer Order ("IDT") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholder demat account shall be provided by the target depository to the Clearing Corporation.
  - For custodian participant orders for demat shares, early pay-in is mandatory prior to confirmation of order/bid 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 ("Buyback Window Closing Date"). Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned Seller Member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
  - 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 on whose behalf the order/bid has been placed. TRS will contain details of order submitted like Bid ID number, application number, DP ID, Client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
  - It is clarified that in case of demat shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for Eligible Shareholders holding Equity Shares in demat form.
  - Eligible shareholders who have tendered their demat shares in the buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat 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/legal heirship certificate or probated will, in case any eligible shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).
  - The Eligible Shareholder 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. In the event if any Equity Shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the Eligible Shareholders would be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the Eligible Shareholder. On the date of the settlement, in case of Custodian Participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.
  - In case the Equity Shares are held on repatriation basis, the Eligible Shareholders, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorized 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, 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.
  - The procedure to be followed by registered Equity Shareholders holding Equity Shares in the Physical Form:
- In accordance with SEBI Circular dated July 31, 2020 (Circular No. SEBI/HO/CFD/CMD1/CIRP/2020/144), shareholders holding shares in physical form are allowed to tender such shares in a buyback undertaken through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations and terms of the Letter of Offer.
  - Eligible Shareholders who are holding physical shares and intend to participate in the Buyback will be required to approach their respective Seller Member along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include (a) 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), (b) original share certificate(s), (c) 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, (d) self-attested copy of PAN Card(s) of all Eligible Shareholders, (e) 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.
  - Based on these documents, the concerned Seller Member shall place the bid on behalf of the Eligible Shareholder holding Equity Shares in physical form who wishes 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. The TRS will contain the details of the order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered, etc.
  - Any Seller Member/Eligible Shareholder who places a bid for physical shares, is required to deliver the original share certificate(s) and 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 (at the address mentioned at paragraph 17 below) within 2 (two) working days of bidding but not later than the Offer Closing Date (by 5:00 p.m. Indian Standard Time) by Seller Member. However, in case bids are placed by the Seller Member in the last two days of the tendering period, the Seller Member/Eligible Shareholder should ensure that documents reach the Registrar on or before the Buyback Window Closing Date. The envelope should be pre-addressed as "CYBERTECH SYSTEMS AND SOFTWARE LIMITED BUYBACK OFFER". One copy of the TRS will be retained by the Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member.
  - The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is 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 time the Designated Stock Exchange shall display such bids as "Unconfirmed Physical Bids". Once, Registrar to the Buyback confirms the bids it will be treated as "Confirmed Bids". The reasons for Registrar's rejection will be available as download to the Seller Member.
  - In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before Buyback Window Closing Date.
  - In case the Equity Shares are held on repatriation basis, the Eligible Shareholders, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorized 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, 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.
  - An unregistered shareholder holding physical shares may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN Card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any. In the tendering process, the Shareholder's Broker may also process the orders received from the Eligible Shareholders.
- 15. METHOD OF SETTLEMENT**
- Upon finalization of the basis of acceptance as per the SEBI Buyback Regulations:
    - The settlement of trades shall be carried out in a manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time, and in compliance with the SEBI Circulars.
    - The Company will pay the consideration to the Company Broker, who will transfer the consideration 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 NSE and Clearing Corporation from time to time. For demat shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation. If Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by the RBI/ the concerned bank(s), due to any reason, then the amount payable to the concerned shareholders will be transferred to the settlement account of the Seller Member for onward transfer to such Eligible Shareholders.
    - For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
    - In case of certain Eligible Shareholders viz., NRIs, non-residents etc., (where there are specific RBI and other regulatory requirements pertaining to funds payout) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account. 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 BSE and the Clearing Corporation from time to time.
    - Details in respect of 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 lien on the excess or unaccepted blocked shares in the demat account of the shareholder. On the settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
    - If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the Eligible Shareholder.
    - Any excess demat shares or unaccepted demat shares, if any, tendered by the Eligible Shareholders would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholders' DP Account. In case of custodian participant orders, excess demat shares or unaccepted demat shares, if any, will be returned to the respective custodian depository pool account. In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. The 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.
    - The Equity Shares bought back in demat form would be transferred directly to the demat 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 the Stock Exchanges.
    - The Eligible Shareholders of the demat shares will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of demat shares, due to rejection or due to non-acceptance in the 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.
    - In relation to the physical Equity Share: If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificates would be returned to such Eligible Shareholders by ordinary/speed post or courier at the Eligible Shareholder's sole risk. The Company also encourages Eligible Shareholders holding physical shares to dematerialize their physical shares.
    - The Seller Member(s) would issue a contract note to their respective Eligible Shareholders for the Equity Shares accepted under the Buyback. The Company Broker would issue a contract note to the Company for the Equity Shares accepted under the Buyback.
    - Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member(s) for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Shareholder Broker(s) upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company and the Manager to the Buy-back accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
    - The lien marked against unaccepted Equity Shares will be released, if any, or would be by ordinary/speed post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Buyback are completed.
    - The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow 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 SEBI Buyback Regulations.
    - Participation in the Buyback by Eligible Shareholders may trigger capital gains taxation in India and in their country of residence. The transaction of buyback would also be chargeable to securities transaction tax in India. Eligible Shareholders will receive a letter of offer, which will contain more detailed note on taxation, in due course. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.
- 16. COMPLIANCE OFFICER**
- The Company has designated the following person as Compliance Officer for the Buyback ("Compliance Officer"):
- |                           |  |
|---------------------------|--|
| <b>Name:</b>              | Sarita Leelaramani   |
| <b>Designation:</b>       | Company Secretary & Chief Legal Officer (Compliance Officer)   |
| <b>Membership No.:</b>    | A35587   |
| <b>CIN:</b>               | L72100MH1999PLC084788  |
| <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>           | https://cybertech.com  |
| <b>Contact:</b>           | 022-69839200   |
- In case of any clarifications or to address investor grievance, the Eligible Shareholders may contact the Compliance Officer, from 10.00 a.m. (IST) to 5.00 p.m. (IST) on all working days except Saturday, Sunday and public holidays at the above mentioned address.
- 17. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK**
- The Company has appointed the following as the Registrar to the Buyback:
- MUFG INTIME INDIA PRIVATE LIMITED**  
 (formerly known as Link Intime India Private Limited)  
 Address: C-101, Embassy 247, 1st Floor, LBS Marg, Vikhroli (West), Mumbai 400 083  
 Tel: +91 8108114949; Fax: +91 22 49186060  
 E-mail: cybertech.buyback@mfgms.mufg.com  
 Website: www.in.mfgms.mufg.com  
 Contact Person: Shanti Gopalakrishnan  
 SEBI Registration No.: INR000004058  
 Validity Period: Permanent Registration
- In case of any query, the Eligible Shareholders may contact the Registrar to the Buyback, appointed as the Investor Service Centre for the purpose of the Buyback, from 10.00 a.m. (IST) to 5.00 p.m. (IST) on all working days except Saturday, Sunday and public holidays at the above mentioned address.
- 18. MANAGER TO THE BUYBACK**
- The Company has appointed the following as Manager to the Buyback:
- Saffron Capital Advisors Private Limited**  
 605, Sixth Floor, Centre Point, Andheri-Kurla Road, J. B. Nagar, Andheri (East), Mumbai - 400 059, Maharashtra, India.  
 Tel. No.: +91 22 49730394  
 E-mail ID: buybacks@saffronadvisors.com  
 Investor Grievance E-mail ID: investor.grievance@saffronadvisors.com  
 Website: www.saffronadvisors.com  
 Corporate Identification Number: U67120MH2007PTC166711  
 SEBI Registration Number: INM000011211  
 Contact Person: Pooja Jain
- 19. DIRECTORS' RESPONSIBILITY**
- As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts full and final responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, 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.
- FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF CYBERTECH SYSTEMS AND SOFTWARE LIMITED**
- |  |   |   |
|--|---|---|
| <b>Steven Jeske</b><br>Sd/-<br>Non-Executive Director<br>DIN: 01964333 | <b>Ramasubramanian Sankaran</b><br>Sd/-<br>Whole-Time Director<br>DIN: 05350841 | <b>SARITA LEELARAMANI</b><br>Sd/-<br>Company Secretary & Compliance Officer<br>ICSI Membership Number: A35587 |
|--|---|---|
- Place: Mumbai  
 Date: May 14, 2026



# CYBERTECH SYSTEMS AND SOFTWARE LIMITED

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

## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF CYBERTECH SYSTEMS AND SOFTWARE LIMITED IN CONNECTION WITH THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE USING STOCK EXCHANGE MECHANISM TO THE PUBLIC SHAREHOLDERS OF THE COMPANY ("BUYBACK")

This Public Announcement ("Public Announcement" or "PA") is being made in relation to the buyback of fully paid-up Equity Shares, of face value of ₹ 10/- (Rupees Ten only) each ("Equity Shares"), by CyberTech Systems and Software Limited ("Company") from the Equity Shareholders/Beneficial Owners of the Company ("Buyback/Buyback Offer/Tender Offer") through the tender offer route using the Mechanism for acquisition of shares through Stock Exchange pursuant to Tender Offers under Takeovers, Buy Back and Delisting ("Stock Exchange Mechanism") notified by SEBI vide Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and the SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and the SEBI circular SEBI/HO/CFD/POD-2/P/CIR/2023/35 dated March 08, 2023, such other circulars or notifications, as may be applicable, including any amendments or statutory modifications for the time being in force ("SEBI Circulars"), pursuant to the provisions of Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ("SEBI Buyback Regulations") as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) and contains the disclosures as specified in Schedule II read with Schedule I of the SEBI Buyback Regulations.

**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), 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.**

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (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 row in certain tables may not conform exactly to the total figure given for that column or row.

### 1. DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE

1.1. The Board of Directors of the Company, (which expression shall include any committee constituted and authorized by the Board to exercise its powers) ("Board"), at its meeting held on Wednesday, May 13, 2026, ("Board Meeting") has, pursuant to the provisions of 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, 2013, as amended ("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, 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, Maharashtra ("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 by the Board, approved the buyback by the Company up to 8,50,000 (Eight Lakh Fifty Thousand) fully paid-up Equity Shares of face value of ₹ 10/- (Rupees Ten only), representing up to 2.73% of the total number of Equity Shares in the existing total paid-up Equity Share Capital 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 and Forty Five Lakhs 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, for the financial year ended March 31, 2026, which is within the prescribed limit of 10% of the total paid up equity share capital and free reserves excluding Transaction Cost (as defined below), on a proportionate basis through the tender offer ("Tender Offer") route as prescribed under the SEBI Buyback Regulations, from all of the Equity Shareholders/Beneficial Owners of the Company who hold Equity Shares as of the Record Date (as defined below) ("Buyback").

1.2. In accordance with Regulation 5(via) of the SEBI Buyback Regulations, the Board or Buyback Committee may increase the maximum Buyback Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Size, till 1 (one) working day prior to the Record Date fixed for the purpose of Buyback.

1.3. Since 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 financial statements and consolidated financial statements of the Company for the financial year ended 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.

1.4. The Company proposes to buyback up to 8,50,000 (Eight Lakh Fifty Thousand) fully paid-up Equity Shares of the Company, representing 2.73% of the total number of Equity Shares in the existing total paid-up Equity Share Capital for the financial year ended March 31, 2026, which is within the limit of 25% as per the provisions of the Companies Act and the SEBI Buyback Regulations.

1.5. The Company confirms that as required under Section 68(2)(d) of the Companies Act and Regulation 4(ii) of SEBI Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company to the paid-up share capital and free reserves shall be less than 2:1 on standalone and consolidated financial statements of the Company after the proposed Buyback.

1.6. 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 Costs").

1.7. The Equity Shares are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (hereinafter together referred to as the "Stock Exchanges").

1.8. The Buyback shall be undertaken on a proportionate basis from the Equity Shareholders/Beneficial Owners of the Company as on the Record Date (as defined below) (except any shareholders/beneficial owners who may be specifically prohibited under the applicable laws by Appropriate Authorities), excluding the Promoters and members of the Promoter Group, who hold Equity Shares as on Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations and subject to applicable laws, shall be implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the Stock Exchange Mechanism as specified in the SEBI Circulars. In this regard, the Company will request the BSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback and for the purposes of this Buyback, BSE will be the designated stock exchange ("Designated Stock Exchange").

1.9. In terms of the SEBI Buyback Regulations, under Tender Offer route, Promoters, members of the Promoter Group and person in control of the Company have an option to participate in the Buyback. In this regard, Promoters and members of the Promoter Group and persons in control of the Company, vide their letters dated May 13, 2026, have expressed their intention not to participate in the Buyback. To the extent of Buyback Entitlement to Promoters and members of the Promoter Group shall be given to the Public Shareholders of the Company.

1.10. 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, and that such approvals shall be required to be taken by such non-resident shareholders.

1.11. The Buyback will not result in any benefit to the Promoters and members of the Promoter Group, persons in control of the Company or any directors of the Company except to the extent of increase in their shareholding percentage 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. The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the SEBI Listing Regulations, as amended. Any change in voting rights of the Promoter and member of the Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

1.12. Participation in the Buyback by Eligible Shareholders may trigger capital gains taxation in India and in their country of residence. The transaction of Buyback would also be chargeable to securities transaction tax in India. Eligible Shareholders will receive a letter of offer, which will contain more detailed note on taxation, in due course. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.

1.13. A copy of this Public Announcement is available on the website of the Company at <https://cybertech.com>, website of the Manager to the Buyback at [www.saffronadviser.com](http://www.saffronadviser.com), and is expected to be available on the website of the SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) and on the website of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

### 2. NECESSITY FOR 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 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:

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares, thereby, enhancing the overall return to shareholders;
- 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;
- 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
- 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.

### 3. 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

3.1. 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, for the financial year ended March 31, 2026, which is within the prescribed limit of 10%.

3.2. The Buyback is 10% or less of 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 Buyback Regulations.

3.3. The funds for the implementation of the Buyback (including the Transaction Costs) will be sourced out of the free reserves or securities premium account of the Company and/or such other source as may be permitted by the SEBI Buyback Regulations or the Companies Act.

3.4. 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 through the capital redemption reserve account and details of such transfer shall be disclosed in its subsequent audited financial statements.

3.5. The funds borrowed, if any, from banks and financial institutions will not be used for the purpose of the Buyback.

### 4. MAXIMUM BUYBACK PRICE AND THE BASIS OF ARRIVING AT THE BUYBACK PRICE

4.1. 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.

4.2. 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.

4.3. 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 32.87% 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 20.22% and 20.34% 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.

### 5. 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 only) 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).

### 6. METHOD TO BE ADOPTED FOR THE BUYBACK

The Buyback shall be on a proportionate basis, through the tender offer route, as prescribed under the SEBI Buyback Regulations, to the extent permissible, and the "Mechanism for acquisition of shares through Stock Exchanges" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and the SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, the SEBI circular 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"). The Buyback shall be implemented in accordance with the Companies Act read with the rules framed there under, to the extent applicable, the SEBI Buyback Regulations and on such terms and conditions as may be deemed fit by the Company. In this regard, the Company will request the BSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, BSE will be the designated stock exchange.

### 7. DETAILS OF THE SHAREHOLDING AND TRANSACTIONS OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP, DIRECTORS OF THE PROMOTER GROUP, MEMBERS OF THE PROMOTER GROUP, DIRECTORS, KEY MANAGERIAL PERSONNEL AND PERSON IN CONTROL OF THE COMPANY, IN THE EQUITY SHARES OF THE COMPANY

7.1. 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 and as of the date of this Public Announcement i.e., Thursday, May 14, 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, and on the date of the Public Announcement:

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 Sukhada Tadimety	46,77,975 11,21,592	15.03 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 and on the date of the Public Announcement:

Sr. No.	Name of the Shareholder	Designation	No. of Equity Shares held	% of Shareholding
<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.	Harsh 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>25.6</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.

7.2. 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 six months preceding the date of the Board Meeting Date, i.e., Wednesday, May 13, 2026 and till the date of this Public Announcement:

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	155	13-11-2025	95.3	09-03-2026
2.	Mr. Harsh Desai	2500	Market Purchase	155	13-11-2025	95.3	09-03-2026

\*High Price of last 6 (six) months taken from NSE.

\*\*Low Price of last 6 (six) months taken from NSE.

### 8. INTENTION OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK

8.1. 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. 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 member of the Promoter Group have expressed their intention not to participate in the Buyback, the Equity Shares held by members of the Promoter and Promoter Group shall not be considered for computing the entitlement ratio, in accordance with the proviso to Regulation 4(v) (a) of the 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 members of the promoter group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

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.

### NO DEFAULTS

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.

### 9. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUYBACK REGULATIONS AND THE COMPANIES ACT

- all the equity shares of the Company are fully paid-up;
- 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");
- the Company, as per the provisions of Section 68(B) 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;
- 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;
- 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;
- 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 aggregate of the total paid up equity share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements, of the Company, for the financial year ended March 31, 2026, whichever is lower;
- the number of Equity Shares proposed to be purchased under the Buyback i.e. 8,50,000 (Rupees Eight Lakh Fifty Thousand) fully 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, for the financial year ended March 31, 2026;
- 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 Buyback shall be made during pendency of any such Scheme;

ix. the Company shall not make any further offer of Buyback within a period of one year reckoned from the expiry of the Buyback Period i.e. date on which the payment of consideration to shareholders who have accepted the Buyback Offer is made;

x. the Company shall not withdraw the Buyback offer after the public announcement of the Buy Back Offer 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 Buyback;

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 Buyback 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 for the financial year ended March 31, 2026 respectively, whichever is lower as prescribed under the Act and the SEBI Buyback 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 Buyback 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, 19

Continued from previous page

- We have complied with the relevant applicable requirements of the Standard on Quality Control (SOC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
- 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**

- Based on inquiries conducted and our examination as above, we report that:
  - 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;
  - The amount of permissible capital payment towards the proposed buyback 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 standalone financial statements and audited consolidated financial statements of the Company for the year ended March 31, 2026;
  - 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 period of one year from the aforesaid date i.e. Wednesday, May 13, 2026.
- 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**

- 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  
Partner  
Membership No: 044101  
UDIN: 26044101CTMWP9143

**Annexure A**

**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.**

Particulars	Amount as per Standalone financial statements#		Amount as per Consolidated financial statements \$	
<b>Paid-up equity share capital</b>				
<b>(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	
<b>Total Paid-up Capital and Free Reserves</b>	<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 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			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**

Particulars	Standalone		Consolidated	
<b>Debt to Total Paid-up Capital and Free Reserves as per Regulation 4(ii) of the Buyback Regulations</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</b>				
March 31, 2026	<b>B</b>	14,723.84	14,723.84	
<b>Debt / (Paid-up Capital + Free Reserves (including securities premium))</b>				
Ratio (Pre-Buyback)	<b>C=A/B</b>	0.0256	0.0197	
Proposed Buyback	<b>D</b>		1,445.00	
<b>Debt / (Paid-up Capital + Free Reserves (including securities premium))</b>	<b>E=A (B-D)</b>	0.0284	0.021	
Ratio (Post Buyback)				

**For CyberTech Systems and Software Limited**

Sd/-  
Praveen Agarwal  
Chief Financial Officer

Place: Mumbai  
Date: May 13, 2026

**12. PRIOR APPROVAL OBTAINED FROM THE LENDERS OF THE COMPANY IN CASE OF BREACH OF ANY COVENANT WITH SUCH LENDER(S)**

The covenants in relation to financing arrangements/borrowings with lenders are not being breached pursuant to the Buyback and accordingly prior consent of such lenders in terms of Regulation 5(i)(c) and Schedule I (xii) of the Buyback Regulations are not required;

**13. RECORD DATE AND SHAREHOLDER ENTITLEMENT**

13.1. As required under the SEBI Buyback Regulations, the Company has fixed Friday, May 29, 2026 as the Record Date ("Record Date") for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buyback. The tendering period for the Buyback offer will commence from not later than 4 (four) working days from the Record Date and shall remain open for a period of 5 (five) working days.

13.2. As per the Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, Eligible Shareholders will receive the letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback. All of the Equity Shareholders of the Company as on Record Date will be eligible to participate in the Buyback.

13.3. As required under the SEBI Buyback Regulations, the dispatch of the Letter of Offer shall be through electronic mode in accordance with the provisions of the Act, within 2 (two) working days from the Record Date and if any Eligible Shareholder has not registered an email address with the Depositories, or in the case of a request from any Eligible Shareholder to receive a copy of the Letter of Offer in physical form, a physical copy shall be sent by speed post or registered post or courier to such shareholders registered postal address as available with the Company.

13.4. After dispatch of the Letter of Offer, the Company will publish an advertisement in all editions of an English national daily and all editions of a Hindi national daily, and Mumbai edition of a regional language Marathi daily to inform the Eligible Shareholders about the completion of dispatch of Letter of Offer. The dispatch advertisement will also include the link for shareholders to check their entitlement under the Buyback.

13.5. The Equity Shares proposed to be bought back as a part of the Buyback are divided in two categories:  
(a) reserved category for all Small Shareholders ("Reserved Category"); and  
(b) general category for all Other Eligible Shareholders ("General Category");

13.6. As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "Small Shareholder" is a shareholder of the Company who holds Equity Shares having market value, on the basis of closing price of such Equity Shares on the Stock Exchanges on which the highest trading volume in respect of Equity Shares as on the Record Date was recorded of not more than ₹ 2,00,000 (Rupees Two Lakh only).

13.7. In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 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 on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder". Given that the promoters and member of the promoter group of the Company have expressed their intention not to participate in the Buyback, the Equity Shares held by promoters and member of the 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.

13.8. Based on the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder including small shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs ("Buyback Entitlement"). The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback.

13.9. In accordance with Regulation 9(x) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and their 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 Company will check the sequence of the names of the joint shareholders and club together the Equity Shares held in such cases where the name of joint shareholders are identical. In case of Eligible Shareholders holding physical Equity Shares, 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, insurance companies, foreign institutional investors/ foreign portfolio investors 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/ sub-accounts 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 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.

13.10. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.

13.11. The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of 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 Shareholder may also accept a part of their entitlement. Eligible Shareholder also have the option of tendering Additional Equity Shares (i.e. Equity Shares over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholders shall be in terms of procedure outlined herein. 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 the Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.

13.12. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.

13.13. The maximum tender under the Buyback by an Eligible Shareholder cannot exceed the number of Equity Shares held by the 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 as on the Record Date.

13.14. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the Stock Exchange Mechanism notified by SEBI vide SEBI Circulars. Eligible Shareholders will receive a Letter of Offer along with a tender/offer form indicating their respective entitlement for participating in the Buyback as on Record Date.

13.15. The Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident shareholders themselves.

13.16. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the Letter of Offer which, along with the tender offer form will be sent in due course to the Eligible Shareholders. However, if any Eligible Shareholder has not registered an email address with the Depositories or on receipt of a request by Registrar to the Buyback and Manager to the Buyback to receive a copy of Letter of Offer in physical format from such Eligible Shareholder (to whom Letter of Offer and tender form were mailed), a physical form shall be sent by speed post, registered post or courier to such shareholder's registered postal ballot address as available with the Company.

**14. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK**

14.1. The Buyback is open to all Eligible Shareholders/beneficial owners of the Equity Shares of the Company, holding Equity Shares either in physical form ("Physical Shares") or in the dematerialized form ("Demat Shares") as on the Record Date. Any person who does not hold Equity Shares of our Company as on the Record Date will not be eligible to participate in the Buyback and Equity Shares tendered by such person(s) shall be rejected.

14.2. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange", as prescribed under the SEBI Buyback regulations to the extent permissible and shall be implemented using the Stock Exchange Mechanism notified by SEBI vide SEBI Circulars and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board (including Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

14.3. For implementation of the Buyback, the Company has appointed Choice Equity Broking Private Limited as the registered broker to the Company ("Company 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:

**Name:** Choice Equity Broking Private Limited  
**Address:** Sunil Patodia Tower, J B Nagar, Andheri (East), Mumbai-400099, Maharashtra, India;  
**Contact Person:** Mr. Jeetender Joshi (Senior Manager);  
**Tel. No.:** + 91 22-69835291;  
**E-mail ID:** jeetender.joshi@choicelandia.com;  
**Website:** www.choicelandia.com  
**Investor Grievance Email ID:** ig@choicelandia.com  
**SEBI Registration No.:** INZ000160131

14.4. The Company shall request BSE to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. BSE has been appointed as the "Designated Stock Exchange" for the purpose of this Buyback. The details of the Acquisition Window will be specified by Stock Exchanges from time to time.

14.5. 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 stockbrokers ("Seller Member") during normal trading hours of the secondary market. The Seller Member may enter orders for Equity Shares held in dematerialised form as well as physical form.

14.6. In the event the Seller Member of any Eligible Shareholder is not registered with Stock Exchanges as a trading member/stock broker, then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register himself by using web based Unique Client Code application ("UCC") facility through the registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders is unable to register himself using UCC facility through any other registered stockbroker, then that Eligible Shareholder may approach the Company's Broker i.e. Choice Equity Broking Private Limited to place their bids subject to completion of "know your customer" requirements as required by the Company's Broker.

14.7. 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 to the Buyback.

14.8. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance. Eligible Shareholders are requested to consult their respective Seller Member regarding the same.

14.9. The cumulative quantity of Equity Shares tendered under the Buyback shall be made available on the website of the BSE at www.bseindia.com throughout the tendering period and will be updated at specific intervals during the tendering period.

14.10. The Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court or any other competent authority for transfer/sale 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.

14.11. In accordance with Regulation 24(v) of the SEBI 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.

**14.12. Procedure to be followed by Equity Shareholders holding Equity Shares in the dematerialised form:**

a) Eligible Shareholders who desire to tender their Equity Shares in the electronic form 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 Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of Stock Exchanges.

c) The relevant details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback shall be informed in a separate circular that will be issued by the Stock Exchanges and/or the Clearing Corporation.

d) The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholders for the Equity Shares tendered in the Buyback. The details of the shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") to the Clearing Corporations. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDT") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and 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.

e) For custodian participant orders for demat shares, early pay-in is mandatory prior to confirmation of order/bid 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 ("Buyback Window Closing Date"). Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned Seller Member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

f) 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 on whose behalf the order/bid has been placed. TRS will contain details of order submitted like Bid ID number, application number, DP ID, Client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

g) It is clarified that in case of demat shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for Eligible Shareholders holding Equity Shares in demat form.

h) Eligible shareholders who have tendered their demat shares in the buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat 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/legal heirship certificate or probated will, in case any eligible shareholder is deceased, or court approved scheme of merger/ amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

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. In the event if any Equity Shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the Eligible Shareholders would be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the Eligible Shareholder. On the date of the settlement, in case of Custodian Participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.

j) In case the Equity Shares are held on repatriation basis, the Eligible Shareholders, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorized 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, 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.

**14.13. Procedure to be followed by registered Equity Shareholders holding Equity Shares in the Physical Form:**

a) In accordance with SEBI Circular dated July 31, 2020 (Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144), shareholders holding shares in physical form are allowed to tender such shares in a buyback undertaken through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations and terms of the Letter of Offer.

b) Eligible Shareholders who are holding physical shares and intend to participate in the Buyback will be required to approach their respective Seller Member along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (a) 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), (b) original share certificate(s), (c) 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, (d) self-attested copy of PAN Card(s) of all Eligible Shareholders, (e) 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 the bid on behalf of the Eligible Shareholder holding Equity Shares in physical form who wishes 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. The TRS will contain the details of the order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered, etc.

d) Any Seller Member/ Eligible Shareholder who places a bid for physical shares, is required to deliver the original share certificate(s) and 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 (at the address mentioned at paragraph 17 below) within 2 (two) working days of bidding but not later than the Offer Closing Date (by 5:00 p.m. Indian Standard Time) by Seller Member. However, in case bids are placed by the Seller Member in the last two days of the tendering period, the Seller Member/Eligible Shareholder should ensure that documents reach the Registrar on or before the Buyback Window Closing Date. The envelope should be superscribed as "CYBERTECH SYSTEMS AND SOFTWARE LIMITED BUYBACK OFFER". One copy of the TRS will be retained by the Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member.

e) The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is 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 time the Designated Stock Exchange shall display such bids as 'Unconfirmed Physical Bids'. Once, Registrar to the Buyback confirms the bids it will be treated as 'Confirmed Bids'. The reasons for Registrar's rejection will be available as download to the Seller Member.

f) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before Buyback Window Closing Date.

g) In case the Equity Shares are held on repatriation basis, the Eligible Shareholders, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorized 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, 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.

h) An unregistered shareholder holding physical shares may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN Card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any. In the tendering process, the Shareholder's Broker may also process the orders received from the Eligible Shareholders.

**15. METHOD OF SETTLEMENT**

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

i. The settlement of trades shall be carried out in a manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time, and in compliance with the SEBI Circulars.

ii. The Company will pay the consideration to the Company Broker, who will transfer the consideration 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 NSE and Clearing Corporation from time to time. For demat shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation. If Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by the RBI/ the concerned bank(s), due to any reason, then the amount payable to the concerned shareholders will be transferred to the settlement account of the Seller Member for onward transfer to such Eligible Shareholders.

iii. For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.

iv. In case of certain Eligible Shareholders viz., NRIs, non-residents etc. (where there are specific RBI and other regulatory requirements pertaining to funds payout) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account. 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 BSE and the Clearing Corporation from time to time.

v. Details in respect of 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 lien on the excess or unaccepted blocked shares in the demat account of the shareholder. On the settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.

vi. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the Eligible Shareholder.

vii. Any excess demat shares or unaccepted demat shares, if any, tendered by the Eligible Shareholders would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholders' DP Account. In case of custodian participant orders, excess demat shares or unaccepted demat shares, if any, will be returned to the respective custodian depository pool account. In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. The 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.