

## NOTICE

# 22nd Annual General Meeting

On Wednesday, the 07th September 2016

At 10.30 a.m.

**Moksh Banquets**

221, Tivoli Road

Secunderabad - 500 003

Telangana



# **CYBERMATE INFOTEK LIMITED**

**We win, when you win!**

**An ISO 9001: 2008 Company**

**CIN: L72200TG1994PLC017485**

**Regd. & Corp. Office :**

**19 & 20, Moti Valley, Trimulgherry, Secunderabad - 500 015**

**Telangana, INDIA.**

**Tel: +91-40-4776 6123 / 4 Fax: +91-40-4776 6143**

**E-mail: [info@cybermateinfotek.com](mailto:info@cybermateinfotek.com)**

**Visit us: [www.cybermateinfotek.com](http://www.cybermateinfotek.com)**

## NOTICE

Notice is hereby given that the 22<sup>nd</sup> Annual General Meeting of the shareholders of the company will be held on Wednesday the 07<sup>th</sup> day of September 2016 at 10.30 a.m at Moksh Banquets, 221, Tivoli Road, Secunderabad – 500 003, Telangana. India to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2016, the Profit and Loss Account for the year ended 31<sup>st</sup> March, 2016 together with Schedules and Notes attached thereto, along with the Reports of the Directors and Auditors thereon.
2. To appoint M/s. P. Murali & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the Company and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 of Companies Act 2013 read with Rule 3(7) of Companies (Audit and Auditor) Rules, 2014, as amended from time to time, M/s. P. Murali & Co., Chartered Accountants, (bearing Firm Reg no: 023412) having their office at 6-3-655/2/3, Somajiguda, Hyderabad. 500082, Telangana., be and is hereby re-appointed as Statutory Auditors of the Company so as to hold the said office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 23rd Annual General Meeting of the company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor.”

### SPECIAL BUSINESS

3. To re-appoint Mr. Chandra Sekhar Pattapurathi, (DIN : 01647212) as Whole-Time Director for a period of five years and fix his remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 203 read with Part I of Schedule V and all other applicable provisions, if any of the Companies Act, 2013 read with rules made thereunder, including any statutory modification or re-enactment thereof and subject to such consents and approvals as may be necessary, the company hereby approves the re-appointment of Mr. Chandra Sekhar Pattapurathi, (DIN : 01647212) as “Whole-time Director” and “Chief Financial Officers (CFO) for a period of five years with effect from 07<sup>th</sup> September, 2016 and with the existing remuneration of Rs. 90,000/- per month with liberty to split the remuneration payable in such manner as may be agreed to between the Board and Mr. Chandra Sekhar Pattapurathi.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writing as may be required to give effect to this resolution.”

4. **Rescinding Resolution No- 4 passed at Extraordinary General Meeting held on 04<sup>th</sup> April, 2016 with respect to Increase in Authorized Capital.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT the Resolution No 4 with respect to increase in authorized capital passed at Extraordinary General Meeting held on 04<sup>th</sup> April, 2016 be and is hereby stand rescinded.”

5. **Adoption of New Set Of Articles Of Association:**

To consider and, if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company with immediate effect;

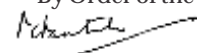
“RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds and actions as may be necessary, proper and expedient to give effect to this resolution.”

6. **Reduction of Capital**

To consider and if thought fit, to pass, with or without modification, the following resolution as a Special resolution:

“RESOLVED THAT pursuant to Section 100 to 104 of the Companies Act, 1956/ Section 66(1) and other applicable provisions, if any, of the Companies Act, 2013, Article 57 of Articles of Association of the company and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to the confirmation by the High Court/ National Company Law Tribunal as the case may be at Hyderabad and subject to such other approvals, consents, permissions or sanctions of any other concerned authority, body or institution (hereinafter collectively referred to as “the concerned authorities”) as may be required, and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any of such concerned authorities, from time to time, while granting such approvals, consents, permissions or sanctions; the subscribed, issued and paid up equity share capital of the company be reduced from Rs. 724,419,620/- (Rupees Seventy Two Crores Forty Four lakhs Nineteen Thousand Six Hundred and Twenty) divided into 72,441,962/- (Seven Crores Twenty Four Lakhs Forty One Thousand Nine Hundred and Sixty Two) equity shares of Rs 10 each to Rs. 1,44,883,924/- (Rupees Fourteen Crore Forty Eight Lakhs Eight Three Thousand Nine hundred and Sixty Two) divided into 72,441,962 (Seven Crores Twenty Four Lakhs Forty One Thousand Nine Hundred and Sixty Two) equity shares of Rs 2 each.”

Place : Hyderabad  
Date : 12<sup>th</sup> August 2016

By Order of the Board of Directors  
  
P.C.Pantulu  
Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAT 48 HOURS BEFORE THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 % of the total share capital of the company carrying voting rights. A member holding more than 10 % of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative to attend and vote on behalf at the meeting.
3. The details of directors in respect of Item 3 pursuant to clause 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Bombay Stock Exchange limited are annexed hereto.
4. The register of beneficial owners, register of members and share transfer books of the Company will remain closed from Wednesday, the 31<sup>st</sup> day of August, 2016 to Wednesday, the 07<sup>th</sup> day of September, 2016 (both days inclusive).
5. Members/ Proxies and authorised representatives should bring the Attendance slip enclosed herewith duly filled in and handover the same at the entrance of the Meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
6. Members are requested to notify immediately, of any change in their address, to the Company in case their shares are held in dematerialized form, this information should be passed on so that the updated information as required can be made available at the meeting.
7. Members holding shares in physical form are requested to de-materialize the shares in electronic form to facilitate faster transfer and avoid rejections for bad deliveries. The Original Share Certificates be sent to Aarthi Consultants (P) Ltd, 1-2-285, Domalguda, Hyderabad-500029.
8. Members seeking any information or clarifications on the Annual Report are requested to send in their written queries to the company at least one week before the meeting to enable the company compile the information and provide replies at the meeting.
9. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following :
  1. [secretarial@cybermateinfotek.com](mailto:secretarial@cybermateinfotek.com)
  2. [info@arthiconsultants.com](mailto:info@arthiconsultants.com)Members may also note that the aforesaid documents are available for download from the company's website : - [www.cybermateinfotek.com](http://www.cybermateinfotek.com)
10. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014, the company is pleased to offer e-voting facilities to the members to cast their votes electronically on all resolutions set forth in this notice.

Members who do not have e-voting facility can take the benefit of ballot form enclosed herewith.

Complete instructions on e-voting and ballot are annexed herewith and forms part of this notice.

Instructions for e-voting:

- (a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (b) Click on “Shareholders” tab.
- (c) Now enter your User ID

For Members holding shares in Demat Form	For Members holding shares in Physical Form
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  For CDSL: 16 digits beneficiary ID,	Folio Number registered with the Company

- (d) Enter the Image Verification as displayed and Click on Login.
- (e) If you are holding shares in demat form, logged on to [www.evotingindia.com](http://www.evotingindia.com) and have voted earlier for any resolutions of any company, then your existing password is to be used.
- (f) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field</li> <li>● Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL client id. For example: CDSL Account holder name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234'. NSDL Account holder name is Rahul Mishra and DP ID. is IN300000 and client ID 12345678 then default value of PAN is 'RA12345678'.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the folio/client id.

- (g) After entering these details appropriately, click on “SUBMIT” tab.
- (h) Members holding shares in Physical form will then reach directly to the voting screen.
- (I) Members holding shares in Demat form will now reach 'Password Creation' menu. Here, they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.

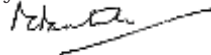
If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (j) Click on the relevant EVSN for the “CYBERMATE INFOTEK LIMITED” on which you choose to vote.

- (k) On the voting page, you can find “Resolution Description” against which the option 'YES/NO' for voting is provided. Enter the number of shares (which represents number of votes) under YES/NO.
- (l) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Notice of the Annual General Meeting.
- (m) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (n) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (p) Note for Non-Individual Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (q) E-voting Period begins on Sunday, the 04<sup>th</sup> September, 2016 at 10.00 am and ends on Tuesday, the 06<sup>th</sup> September, 2016 at 5.00 pm. During this period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date 30<sup>th</sup> August, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (r) Members have an option to vote either electronically (availing services provided by CDSL) or by using the poll slips to be distributed at the meeting. If the members have cast their vote electronically, they should not cast their vote at the meeting. However, if a member has voted electronically and has again voted at the meeting, then the voting done through e-voting shall prevail and voting done at the meeting shall be treated as invalid.
- (s) Mr. Y. Koteswar Rao, Practising Company Secretary (Membership No: ACS No 3785, CP No 7427) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (t) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

The Results shall be declared on or after the Annual General Meeting (AGM). The results declared along with the scrutinizers report shall be placed on the company's website [www.cybermateinfotek.com](http://www.cybermateinfotek.com) and on the website of CDSL within two (2) working days of passing the resolutions at the AGM of the company and communicated to the Bombay Stock Exchange Limited on which the shares of the company are listed.

By Order of the Board



P.C.Pantulu  
Managing Director

Place : Hyderabad  
Date : 12<sup>th</sup> August 2016

Registered & Corporate Office

CYBERMATE INFOTEK LIMITED (CIN : L72200TG1994PLC017485)

19 & 20, MOTI VALLEY, TRIMULGHERRY, SECUNDERABAD. 500015. TELANGANA.

Tel : +91 40 4776 6123/4 Fax : +91 40 4776 6143

E-mail : [secretarial@cybermateinfotek.com](mailto:secretarial@cybermateinfotek.com) Website : [www.cybermateinfotek.com](http://www.cybermateinfotek.com)

STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013.

**Item No 3:**

Mr. Chandra Sekhar Pattapurathi (DIN 01647212) was appointed as “Whole-Time Director” and “Chief Financial Officer(CFO)” of the Company by the shareholders to hold office upto 31<sup>st</sup> march, 2017. Since the term of appointment is going to expire the Board proposed at their meeting for continuation of his employment as “Whole-Time Director” and “Chief Financial Officer(CFO)” of the Company, for a further period of five (5) years, which requires the approval of members by way of a special resolution.

The Board on recommendation of Nomination and Remuneration Committee passed a resolution on 12<sup>th</sup> August, 2016 approving re-appointment of Mr. Chandra Sekhar Pattapurathi, as “Whole-Time Director” and “Chief Financial Officer (CFO)” of the Company for a further period of five (5) years with effect from 07<sup>th</sup> September, 2016, being the date of the ensuing Annual General Meeting, subject to the approval of the shareholders.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Chandra Sekhar Pattapurathi are as under:

**REMUNERATION:**

1. Basic Salary: Rs: 90,000/- per month.

2. Incentive: Nil

**3. PERQUISITES:**

- a) Gratuity as per the rules of the Company, but not exceeding half a month's salary for each completed year of service.
- b) Encashment of leave at the end of tenure.
- c) Provision of car for use on Company's business.
- d) Free landline telephone facility at residence along with free mobile telephone facility. Long distance personal calls to be recovered by the Company.
- e) He shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company.

**I. General Information:**

(1) Nature of industry: IT Software Products.

(2) Date or expected date of commencement of commercial production: 05/05/1994

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Nil

(4) Foreign investments or collaborations, if any:

a. Non-Trade: In Equity instruments Of Subsidiaries- Unquoted

- i) Cybermate Infotek Limited Inc.USA: 5000 Equity Shares of USD 1 each and Share Application Money Pending Allotment is Rs 2,17,500/-
- ii) Cybermate Infotek Ltd FZE. 5000 equity shares of USD 1 each.

II. Information about the appointee:

(1) Background details: He is Forty One (41) years old. He is a commerce graduate and a member of the Institute of Cost and Works Accountants of India (qualified in the year 1998). He began his career with CIL as an Executive Finance & Accounts. He has worked with a large retail chain in international markets as a Senior Financial Analyst before joining the Board of CIL He has experience in, Finance, Accounts, Corporate Strategy, Financial Management, Taxation, Secretarial and International Trade Practices.

(2) Past remuneration: Consolidated Salary, Perquisites and Performance Bonus, etc- 90,000/- (Rupees Ninety Thousand) per month.

(3) Recognition or awards: Nil

(4) Job profile and his suitability:

a) The “Whole-Time Director” and “Chief Financial Officer(CFO)” shall devote his whole time attention to the business of the Company and carry out such duties and exercise such powers as may be required, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

b) He shall undertake to employ the best of the skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

c) He shall not at any time exceed the powers so delegated by the Board.

(5) Remuneration proposed: 90,000/-per month.

(6) Financial Performance: Performance of the Company for the last three years is as follows:.

Item	2015-16 (Rs.)	2014-15 (Rs.)	2013-14 (Rs.)
Income from Operations (Gross) (including Other income)	1,34,961,304	11,77,89,454	10,16,25,532
Profit / (Loss) before Tax	(67,27,62,722)	(28,88,35,574)	3,76,082
Profit / (Loss) after Tax	(67,20,80,962)	(28,96,65,727)	2,59,873

Not with standing anything to the contrary herein contained, where in any financial year, the company has no profits or its profits are inadequate, the company will pay Mr. Chandra Sekhar Pattapurathi, the “Whole-Time Director” and “Chief Financial Officer(CFO)” of the company, the remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration. The “Whole-Time Director” and “Chief Financial Officer(CFO)” shall also be entitled to reimbursement of expenses actually incurred by him for the business of the company. He shall not be paid any sitting fees for attending meetings of the Board or Committee thereof. Mr. Chandra Sekhar Pattapurathi, “Whole-Time Director” and “Chief Financial Officer(CFO)” shall not be liable to retire by rotation. The resolution is recommended for your approval.

The Board recommends the resolution set forth in Item no. 3 for the approval of the members.

Except Mr. P. C. Pantulu and Mr. P. Chandra Shekar, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned are interested, financially or otherwise in this resolution set out at item no. 3. The appointee is related to Mr. P.C. Pantulu, Managing Director, being his son.



**Item No 4:**

The Company has sought the approval from the members for increasing its Authorized Share Capital from Rs 85 Crores to 190 Crores at the Extraordinary General Meeting (EGM) held on 04<sup>th</sup> April, 2016 and accordingly the members approved the same as per Section 61 and other applicable provisions of the Companies Act, 2013 and Clause V of Memorandum of Association. Now the Board of Directors has resolved not to proceed with the said resolution for implementation in view of reduction of its share capital, as the members are aware. Accordingly with the permission of members, it is proposed to rescind the said resolution no-4 of the notice convening the Extraordinary General Meeting (EGM) held on 4<sup>th</sup> April, 2016.

For the ready reference of the members the Resolution passed at the Extraordinary General meeting on 04<sup>th</sup> April, 2016 read as under.

“RESOLVED THAT pursuant to the provisions of section 61 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made there under as amended from time to time, the Authorised share capital of the company be and is hereby increased from Rs. 85,00,00,000/- (Rupees Eighty Five Crores only) divided into 8,50,00,000 (Eight Crore and Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 190,00,00,000/- ( One hundred and Ninety Crores only) divided into 19,00,00,000/- (Nineteen Crore) equity shares of Rs. 10/- (Rupees Ten) each by creation of additional 10,50,00,000 (Ten Crore and Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten) each ranking pari passu in all respects with the existing equity shares.

RESOLVED FURTHER THAT Clause V in the Memorandum of Association of the Company be and is hereby altered by substituting the same with the following:

“The Authorised Share Capital of the Company is Rs. 190,00,00,000/- ( One hundred and Ninety Crores only) divided into 19,00,00,000/- (Nineteen Crore) equity shares of Rs. 10/- (Rupees Ten) each with power for the company to consolidate, convert, subdivide, reduce or increase the capital and issue any new shares with any preferential or special rights and conditions attached there to subject to the provision of Companies Act, 2013.”

RESOLVED FURTHER THAT the Board of Directors of the Company, (including any Committee of the Board constituted or hereinafter constituted), be and are hereby severally authorized to do all such acts and things and execute and deliver such forms and documents, as may be necessary, including for the listing of the equity shares so issued, to the Securities and Exchange Board of India, the Registrar of Companies, the Reserve Bank of India, the Bombay Stock Exchange Limited, National Securities Depository Limited, Central Depository Services Limited, authorized dealers or any other statutory and/or regulatory authority, and to do all other acts, deeds, things as may be required to give effect to the above resolution.”

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

Your Directors recommend the Resolution for your approval as Ordinary Resolution.

**Item No-5:**

The Articles of Association (“AoA”) of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the present Companies Act, 2013.

With the notification of the Companies Act, 2013, several regulations of the existing AoA of the Company requires alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on Table 'F' of Schedule I of the Companies Act, 2013 which sets out the model articles of association for a Company limited by shares.

The proposed draft of AoA shall be made available at the meeting and shall also be uploaded on the Company's website for the review and recommendation of the members"

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

Your Directors recommend the Resolution for your approval as Special Resolution.

**Item No-6:**

The Company has incurred losses in earlier years due to Impairment of Intangible Assets and Written off Bad Debts of Rs 21,53,51,093/- and Rs 12,07,59,521/- respectively. The accumulated losses of the company as per its Audited Balance Sheet as at 31<sup>st</sup> March 2016 amount to Rs.70,70,87,144/- (Rupees Seventy Crore Seventy Lakhs Eighty Seven Thousand One Hundred and Forty Four Only) which has wiped off most of the Net-worth of the Company. The Company is therefore unable to raise any

## Notice for 22nd Annual General Meeting



finance either from the Capital Markets or from the Financial Institutions whether in the form of Equity or Debt, to undertake business activities on a larger scale and to meet its working capital needs. The Proposed Scheme would enable the company:

- ✓ to reflect the actual financial position in its balance sheet and
- ✓ to depict the representing asset value.

This would subsequently enable the company to raise required finance to enable the company to develop its business activities and thereby increase its net worth/ debt as well as enhance the stakeholder's value.

This resolution is subject to the approval of shareholders/ High court/ NCLT/ Stock Exchange. Up on approval of the Scheme of Reduction of Share Capital, the Subscribed and Paid up Share Capital of the company shall stand reduced from Rs. 72,44,19,620/- (Rupees Seventy Two Crore Forty Four Thousand Nineteen Hundred Six Hundred and Twenty Only) divided into 7,24,41,962 (Seven Crore Twenty Four Lakh Forty One Thousand Nine Hundred and Sixty Two Only) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.14,48,83,924/- (Rupees Fourteen Crore Forty Eight Lakh Eighty Three Thousand Nine Hundred and Twenty Four Only) divided into 7,24,41,962 (Seven Crore Twenty Four Lakh Forty One Thousand Nine Hundred and Sixty Two Only) Equity Shares of Rs.2/- (Rupees Two Only) each.

The Board at its meeting held on 20<sup>th</sup> of June, 2016, has considered the proposal for capital restructuring / Scheme of arrangement / capital reduction and further resolved to refer the matter to an Independent Chartered Accountant for Valuation Report and Merchant Banker for Fairness opinion in terms of Para I(A)(3d) of Annexure I of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

The Audit Committee at its meeting held on 29<sup>th</sup> June, 2016, have considered and recommended the draft scheme of capital reduction, Valuation report dated 23<sup>rd</sup> June, 2016 issued by M/s B Chakrapani & Co, Chartered Accountants, Fairness opinion dated 23<sup>rd</sup> June, 2016 by M/s Quintessence Enterprises Private Limited, Catogary-1 Merchant Bankers and Certificate from the statutory auditor dated 23<sup>rd</sup> June, 2016 issued by M/s P Murali & Co with regard to accounting treatment and non-applicability of Para I (A) (a) Annexure I of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Further, the Board at its meeting held on 05<sup>th</sup> July, 2016, considered and approved the recommendations proposed by the audit committee on the Draft Scheme of Reduction of Equity Share capital, Valuation Report issued by Independent Auditor, Fairness Opinion by Merchant Banker for the proposed Reduction in Share capital and other Annexures as prescribed in Regulation 37 read with Regulation 17 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para I (A) (3d) of Annexure I of SEBI Circular No. No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

As per the Draft Scheme approved by the Board, the Subscribed and Paid up Share Capital of the Company shall stand reduced: From 7,24,41,962 (Seven Crore Twenty Four Lakh Forty One Thousand Nine Hundred and Sixty Two Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each to 7,24,41,962 (Seven Crore Twenty Four Lakh Forty One Thousand Nine Hundred and Sixty Two Only) Equity Shares of Rs. 2/- (Rupees Two Only) each.

The Company has filed an application to BSE Limited (designated Stock Exchange) for comments and BSE Limited has given No Objection/ Observation letter dated 11<sup>th</sup> August, 2016 to the Proposed Scheme of Capital Reduction with the observation as stated below:

“The Company shall duly comply with various provisions of the Circulars.”

The proposed scheme of reduction and relevant documents are available at <http://www.cybermateinfotek.com/capital-reduction-scheme/>

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

Your Directors recommend the Resolution for your approval as Special Resolution.

By Order of the Board

P.C.Pantulu  
Managing Director

Place : Hyderabad  
Date : 12<sup>th</sup> August 2016

Registered & Corporate Office  
CYBERMATE INFOTEK LIMITED (CIN : L72200TG1994PLC017485)  
19 & 20, MOTI VALLEY, TRIMULGHERRY, SECUNDERABAD. 500015. TELANGANA.  
Tel : +91 40 4776 6123/4 Fax : +91 40 4776 6143  
E-mail : [secretarial@cybermateinfotek.com](mailto:secretarial@cybermateinfotek.com) Website : [www.cybermateinfotek.com](http://www.cybermateinfotek.com)

# Proxy Form

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014– Form No. MGT-11}



CIN: L72200TG1994PLC017485

Regd. Office: Plot No 19 & 20. Moti Valley, Trimulgherry, Secunderabad. – 500 015, Telangana, India  
secretarial@cybermateinfotek.com | www.cybermateinfotek.com

22<sup>nd</sup> Annual General Meeting –Wednesday, 07<sup>th</sup> September 2016 at 10.30 am

Name of the Member(s):

Registered address:

E-Mail Id:

Folio No/Client Id: 

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DP Id: 

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I/We, being a Member (s) Members of ..... shares of the above named Company, hereby appoint

1. Name: ..... Email Id: .....

Address: .....

..... Signature: .....

or failing him / her

2. Name: ..... Email Id: .....

Address: .....

..... Signature: .....

or failing him / her

3. Name: ..... Email Id: .....  
 Address: .....  
 ..... Signature: .....

or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22<sup>nd</sup> Annual General Meeting of the Company to be held on Wednesday 07<sup>th</sup> September 2016 at at 10.30 am at Moksh Banquets, 221, Tivoli Road, Secunderabad. 500003 and at any adjournment thereof in respect of such resolutions as are indicated below

1. Adoption of Financial Statements and Report of Board of Directors and Auditors thereon, for financial year ended March 31, 2016.
2. Appointment of M/s P.Murali & Co , Chartered Accountants(Firm Registration No 007257S) as Auditors of the Company and to Fix their remuneration.
3. Re-appointment of Mr.P.Chandra Sekhar Director who retires by rotation and being eligible offers himself for reappointment
4. To Rescind Resolution No 4 Passed at the EGM dated 04<sup>th</sup> April 2016.
5. To Adopt new set of Articles of Association in accordance with Companies Act 2013.
6. To Consider and adopt the resolution to Reduce the Capital of the Company from Rs.10/- (Rupees Ten ) to Rs 2/- (Rupees Two)

Signed ..... day of ..... 2016

Affix revenue stamp of not less than Rs.1
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.....  
 Signature of the Shareholder

.....  
 Signature of Proxy holder(s)

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before 05<sup>th</sup> September 2016 at 10.30 am IST).
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Note: The proxy form duly completed must be deposited at the Registered Office of the Company addressed to Secretarial Department, Cybermate Infotek Ltd., 19 & 20. Moti Valley, Trimulgherry, Secunderabad. – 500 015, Telangana.. Not less than 48 Hrs. before the time for holding the meeting. A proxy need not be Member.



CIN: L72200TG1994PLC017485

Regd. Office: No 19 & 20, Moti Valley, Trimulgherry, Secunderabad. – 500 015

Form No. MGT-12

POLLING PAPER

S.No	Particulars	Details
1	Name of the First Named Shareholder (in block letters)	
2	Postal Address	
3	Registered Folio No/Client ID)	
4	Class of Share	Equity
5.	No of Shares	

I Hereby exercise my vote in respect of Ordinary/Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S.No	Resoluti on No	Matter of resolution	No of Shares	I assent to the resolution	I dessent to the resolution
1	1	Adoption of Financial Statements and Report of Board of Directors and Auditors thereon, for financial year ended March 31, 2016 – Ordinary Resolution.			
2	2	Appointment of M/s P.Murali & Co , Chartered Accountants(Firm Registration No 007257S) as Auditors of the Company and to Fix their remuneration - Ordinary Resolution			
3	3	Re-appointment of Mr.P.Chandra Sekhar Director who retires by rotation and being eligible offers himself for reappointment - Ordinary Resolution			
4	4	To Rescind Resolution No 4 Passed at the EGM dated 04 <sup>th</sup> April 2016 - Special Resolution			
5	5	To Adopt new set of Articles of Association in accordance with Companies Act 2013. - Special Resolution			
6	6	To Consider and adopt the resolution to Reduce the Capital of the Company from Rs.10/- (Rupees Ten ) to Rs 2/- (Rupees Two) - Special Resolution			

Signed this .....day of .....2016

Signature .....

## Attendance Slip

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CIN: L72200TG1994PLC017485

Regd. Office: Plot No 19 & 20, Moti Valley, Trimulgherry, Secunderabad. – 500 015, Telangana, India  
secretarial@cybermateinfotek.com | www.cybermateinfotek.com

22<sup>nd</sup> Annual General Meeting – 07<sup>th</sup> September 2016 at 10.30 am

Registered Folio No. / DP ID No. / Client ID No.:

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Number of shares held

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I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 22nd Annual General Meeting of the Company at the Moksh Banquets, 221, Tivoli Road, Secunderabad – 500 003, Telangana, India, on Wednesday, 07<sup>th</sup> September, 2016 at 10.30 a.m. IST.

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Name of the member / proxy  
(in BLOCK letters)

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*Signature of the member / proxy*

*Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.*

## Route map to the venue of the 22<sup>nd</sup> AGM

**Moksh Banquets**  
221, Tivoli Road,  
Secunderabad- 03  
Telangana, India



NOTE

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