

NOTICE



NOTICE IS HEREBY GIVEN THAT THE 24TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF CYBERMATE INFOTEK LIMITED WILL BE HELD ON MONDAY, THE 24TH SEPTEMBER, 2018 AT 10:00 A.M. AT MOKSH BANQUETS, 221, TIVOLI ROAD, SECUNDERABAD - 500 003, TELANGANA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To Adopt of Audited Financial Statements

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2018, the Profit and Loss Account for the year ended 31st March, 2018 together with Schedules and Notes attached thereto, along with the Reports of the Directors and Auditors thereon.

2. To Appoint Statutory Auditors

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

"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, being eligible, be and is hereby 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 25th 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. P.C. PANTULU (DIN: 01583136) AS MANAGING DIRECTOR AND CEO OF THE COMPANY:

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

"RESOLVED THAT the Company hereby accords its approval and consent under Sections 196 and 197 and all other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, subject to the approval of the members, the Central Government and such other regulatory authority as may be prescribed, to the re-appointment of Mr. P.C.PANTULU (DIN 01583136) as Managing Director and CEO of the Company for a period with effect from the conclusion of this Annual General Meeting until completion of 25th Annual General Meeting of the Company and to his receiving remuneration, benefits and amenities as Managing Director of the Company as set out in the Explanatory Statement annexed to the Notice of this Meeting and upon the terms and conditions and stipulations contained in an Agreement to be entered into between the Company and Mr. P.C.Pantulu, a draft whereof is placed before the Meeting and which, for the purposes of identification, is initialled by the Chairman of the Meeting."

"RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites as set out in the said draft Agreement shall nevertheless be paid and allowed to Mr. P.C. Pantulu as remuneration for any financial



year subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

4. TO RE-APPOINT MR. K.S. SHIVA KUMAR (DIN: 02103299) AS DIRECTOR (OPERATIONS) AND COO OF THE COMPANY.

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 Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. K.S. SHIVA KUMAR (DIN: 02103299) as the Director (Operations) and Chief Operating Officer (COO) of the Company for the period with effect from conclusion of this Annual General Meeting until completion of 25th Annual General Meeting of the Company."

"RESOVLED FURTHER THAT the remuneration including benefits, amenities and perquisites as set out in the said draft Agreement shall nevertheless be paid and allowed to Mr. K.S. Shiva Kumar as

remuneration for any financial year subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

5. TO APPOINT MR. KOTESWARA RAO KANAMARLAPUDI (DIN: 06401491) AS NON EXECUTIVE DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule V to the Act, consent of the Members be and is hereby accorded to the appointment of Mr. Koteswara Rao Kanamarlapudi (DIN: 06401491) as Non-Executive Director on Board of the Company in respect of whom, the Company has received a notice in writing proposing his candidature for the office of Director, for a tenure of three years from the conclusion of the 24th Annual General Meeting of the Company, whose office is liable to retire by rotation.

6. TO RE-APPOINT MS. KAMAKSHI BHARATHI CALLEPALLI (DIN: 07144611) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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



“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Ms Kamakshi Bharathi Callepalli (DIN: 07144611), who was appointed to as an Additional Director of the Company w.e.f March 27th 2015 and subsequently as an independent director at the 21st AGM of the Company held on 26th August 2015 for a period of three years and who has submitted a declaration that she meets the criteria of independence under section 149(6) of the companies Act, 2013 and who is eligible for re-appointment in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director along with a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company of the Company for a tenure of three years, pursuant to the provisions of sections 149(4), 149(6) and 152 of the Companies Act, 2013 by the Board of Directors with effect from conclusion of this Annual General Meeting, in terms of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

7. TO CONSIDER AND ADOPT THE RESOLUTION FOR RAISING FUNDS BY ISSUE OF FURTHER EQUITY BY WAY OF ADR/GDR/FCCB/QIP OR OTHER CONVERTIBLE INSTRUMENT:

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 23 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014,

Companies (Prospectus and Allotment of Securities) Rules, 2014 and such other rules as may be issued from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 as amended up to date, Regulations for Qualified Institutions Placement contained in Chapter VIII of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”), the Companies (Issue of Global Depository Receipts) Rules, 2014, the notifications, rules, regulations, guidelines, circulars and clarifications issued by Government of India, Reserve Bank of India (“RBI”), Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities and other applicable laws, listing agreement entered into by the Company with the stock exchanges where the shares of the Company are listed, Articles of Association and subject to all other statutory and regulatory approval(s), consent(s), permission(s) and/or sanction(s) of the Government of India, RBI, Securities and Exchange Board of India (“SEBI”) and all other concerned authorities (hereinafter singly or collectively referred to as the “Appropriate Authorities”) as may be required, and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, consent, permission and/or sanction and agreed to by the Board of Directors of the Company (the “Board”) (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being



exercising the powers conferred on the Board by this resolution), which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, the Board be and is hereby authorized to create, issue, offer and allot equity shares and/or securities in one or more tranches, whether denominated in rupee or foreign currency(ies), in the course of international and/or domestic offering(s) in one or more foreign market(s), for a value of up to USD 20 Million (US Dollar Twenty Million only) including Equity Shares and/or Other Financial Instruments ("OFIs") through Qualified Institutions Placement ("QIP") to Qualified Institutional Buyers ("QIB"), Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), any other Depository Receipt Mechanism and/or convertible into Equity Shares (either at the option of the Company or the holders thereof) at a later date, any such instrument or security including any financial instruments convertible into Equity Shares (including warrants or otherwise in registered or bearer form) and/or any security convertible into Equity Shares and/or securities linked to Equity Shares and/or securities without detachable warrants with rights exercisable by the warrant holders to convert or subscribe to Equity Shares or securities including Global Depository Receipts and American Depository Receipts representing Equity Shares (hereinafter collectively referred to as the "Securities") or any combination of Equity Shares with or without premium, to be subscribed to in Indian and/or any foreign currency(ies) by resident or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or individuals and/or trusts and/or otherwise)/Foreign Institutional Investors ("FIIs")/Mutual Funds/Pension Funds/Venture Capital Funds/Banks and such other persons or entities, whether or not such investors are members

of the Company, to all or any of them, jointly or severally through prospectus, offer document and/or other letter or circular ("Offer Document"), from time to time in one or more tranches as may be deemed appropriate by the Board and such issue and allotment to be made on such occasion or occasions, at such value or values, at a discount or at a premium to the market price prevailing at the time of the issue and in such form and manner and on such terms and conditions or such modifications thereto as the Board may determine in consultation with the Lead Manager(s) and/or Underwriters and/or other Advisors, with authority to retain over subscription up to such percentage as may be permitted by the Appropriate Authorities, at such price or prices, at such interest or additional interest, at a discount or at a premium on the market price or prices and in such form and manner and on such terms and conditions or such modifications thereto, including the number of Securities to be issued, face value, rate of interest, redemption period, manner of redemption, amount of premium on redemption/ prepayment, number of further equity shares, to be allotted on conversion/redemption/extinguishment of debt(s), exercise of rights attached to the warrants, the ratio of exchange of shares and/or warrants and/or any other financial instrument, period of conversion, fixing of record date or book closure and all other related or incidental matters as the Board may in its absolute discretion think fit and decide in consultation with the Appropriate Authority(ies), the Merchant Banker(s) and/or Lead Manager(s) and/or Underwriter(s) and/or Advisor(s) and/or such other person(s), but without requiring any further approval or consent from the shareholders and also subject to the applicable regulations for the time being in force."

"RESOLVED FURTHER THAT if any issue of Securities is made by way of a Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations,

the allotment of the Securities, or any combination of Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations as may be amended from time to time and the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT the Board may at its absolute discretion issue Securities at a discount of not more than 5% or such other discount permitted under the applicable SEBI ICDR Regulations to the QIP Floor Price as determined in accordance with the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT that if any issue of Securities is made by way of a Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations a minimum of 10% of the Securities issued pursuant to said regulations shall be allotted to mutual funds and if no mutual fund is agreeable to take up the minimum portion or any part thereof, then such minimum portion or part thereof may be allotted to other QIB(s) or otherwise.”

“RESOLVED FURTHER THAT the Relevant Date for determining the pricing of the securities on Qualified Institutions Placement to QIBs as per the provisions of Chapter VIII of SEBI ICDR Regulations (Issue of Capital & Disclosure Requirements) Regulations, 2009 is the date of the meeting in which the Board decides to open the proposed issue or such date, if any, as may be notified by SEBI from time to time.”

“RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of any Securities, shall be as per the regulations/ guidelines prescribed by SEBI, Ministry of Finance, RBI, Government of India or any Appropriate Authority, or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations and such price shall be subject to appropriate adjustments in the applicable rules/guidelines/ statutory provisions.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to allot further shares up to 15 (fifteen) percent of its issue size to the Stabilization Agent by availing the Green Shoe Option subject to the provisions of relevant SEBI ICDR Regulations and enter into and execute all such agreements and arrangements with any Merchant Banker or Book Runner, as the case may be, involved or concerned in such offerings of Securities and to pay all such fee/expenses as may be mutually agreed between the Company and the said Stabilization Agent.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into and execute all such agreements and arrangements with any Lead Manager(s), Co-Lead Manager(s), Manager(s), Advisor(s), Underwriter(s), Guarantor(s), Depository(ies), Custodian(s), Trustee, Stabilization Agent, Banker/Escrow Banker to the Issue and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate all such agencies by way of commission, brokerage, fees or the like, and also to seek the listing of such Securities in one or more Indian/International Stock Exchanges.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolutions, the Board be



and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the draft as well as final offer document(s) determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/ conversion of the Securities, if any, rate of interest, execution of various transaction documents, creation of mortgage / charge in accordance with Section 180(1)(a) and other applicable provisions, if any of the Companies Act 2013 as well as applicable provisions of the Companies Act, 1956, if any, in respect of any Securities as may be required either on pari passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

“RESOLVED FURTHER THAT the Board and/or an agency or body authorized by the Board may issue Depository Receipt(s) or Certificate(s), representing the underlying securities issued by the Company in registered or bearer form with such features and attributes as are prevalent in Indian and/or International Capital Markets for the instruments of this nature and to provide for the tradability or free transferability thereof, as per the Indian/ International practices and regulations and under the norms and practices prevalent in the Indian/ International Markets.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of further equity shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such further equity shares ranking pari-passu with the existing equity shares of the Company in all respects except provided otherwise under the terms of issue and in the offer document.”

“RESOLVED FURTHER THAT subject to the existing law and regulations, such Securities to be issued, that are not subscribed, may be disposed of by the Board to such person(s) and in such manner and on such terms as the Board may in its absolute discretion think most beneficial to the Company, including offering or placing them with resident or non-resident/foreign investor(s) (whether institutions and/or incorporated bodies and/or individuals and/or trusts and/or otherwise)/Foreign Institutional Investors (“FIIs”)/Qualified Institutional Buyers (“QIBs”)/Mutual Funds/Pension Funds/ Venture Capital Funds/Banks and/or Employees and Business Associates of the Company or such other person(s) or entity(ies) or otherwise, whether or not such investors are members of the Company, as the Board may in its absolute discretion decide.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized on behalf of the Company to agree to and make and accept such conditions, modifications and alterations stipulated by any of the relevant authorities while according approvals, consents or permissions to the issue as may be considered necessary, proper and expedient and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation the entering into of underwriting,



marketing, depository and custodian arrangements and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue(s)/offer(s) or allotment(s) or otherwise and utilization of the issue proceeds and/or otherwise to alter or modify the terms of issue, if any, as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the Company to the end and intent that the Company shall be deemed to have given its approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT to the extent permissible under Law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution on it, to any Committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

By Order of the Board of Directors

P.C. Pantulu

Managing Director

DIN: 01583136

Place: Hyderabad

Date: 13-08-2018



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 register of beneficial owners, register of members and share transfer books of the Company will remain closed from 18th day, September, 2018 to 24th day, September, 2018 (both days inclusive).

4. Members/ Proxies and authorized 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.

5. 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.

6. 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.

7. 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.

8. 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
2. info@aarthiconsultants.com

Members may also note that the aforesaid documents are available for download from the Company's website: - www.cybermateinfotek.com

9. 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.

10. Instructions for e-voting:

- (a) The shareholders should log on to the e-voting website 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	Folio Number registered with the Company
For CDSL: 16 digits beneficiary ID,	

- (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 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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</p> <p>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'.</p>
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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>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.</p>



- (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.
 - 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 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 21st day of September 2018 at 10.00 am and ends on 23rd day of September 2018 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 is 17th day of September 2018, 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, then 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. Sidharth C A, Practicing Company Secretary (Membership No: ACS 26843, CP No. 12161), Partner of M/s CAS & Associates, Practicing Company Secretaries having their office at Hyderabad 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 under help section or write an email to 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 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.

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. P.C. Pantulu was appointed as a Managing Director of the Company for a period ending with the conclusion of the 24th Annual General Meeting.

The Members of the Company had, by a resolution passed at the General Meeting held on 11th September 2017, approved his re-appointment as Managing Director and Chief Executive Officer for a further period.

The Board of Directors has, by a resolution passed at its meeting held on 13th August 2018, re-appointed him as Managing Director and Chief Executive Officer (CEO) for a further term concluding on the completion of the 25th Annual General Meeting of the Company.

The remuneration proposed to be paid to Mr. P.C. Pantulu and the perquisites proposed to be provided to him are set out below:

- i) Salary - Rs. 2,50,000/- per month
- ii) Increments - Such increments as may be fixed by the Board of Directors from time to time
- iii) Performance Bonus as may be determined by the Board of Directors.
- iv) Provident Fund - Company's contribution not to exceed 12% of salary.
- v) Housing - The Company to provide rent free partially furnished, air-conditioned, residential accommodation with telephone, gas and electricity, the monetary value of which may be evaluated as per the Income-tax Rules, 1962.

- vi) Medical Aid - Medical aid benefits for self and family as applicable to the Officers of the Company, subject to the condition that the cost of medical benefits to the Company be within the limits as prescribed by Income Tax Act.
- vii) Free use of the Company's car and fuel expenses for use on the Company's business as well as for own use. If car is leased from an external agency or from spouse, lease rental and fuel expenses will be paid as per rules of the Company.
- viii) Reimbursement of salary of driver as per rules of the Company.
- ix) The Company to pay fees for one Club (including admission or entrance fees and monthly or annual subscriptions).
- x) Leave on full pay and allowances as per rules of the Company for such number of days of leave as may be granted to other employees of the Company in the Head Office.
- xi) Reimbursement of actual travelling and entertainment expenses incurred on behalf of the Company, subject to such ceiling on entertainment expenses as may be imposed by the Board of Directors from time to time.
- xii) Reimbursement of expenses on mobile phone and landline phone at residence as per rules of the Company. (All the above prerequisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rule, prerequisites shall be evaluated at actual cost.)

OTHER TERMS AND CONDITIONS:

- a) He shall not be paid any sitting fees for attending Board/ Committee Meetings.
- b) He shall not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency without prior approval of the Central Government.

- c) The appointment may be terminated by the Company or by Mr. P.C. Pantulu by giving not less than three months' prior notice in writing. The Directors are of the opinion that Mr. P.C. Pantulu's knowledge and experience will be of immense value to the Company. The Board, therefore, recommends the acceptance of the Resolution set out at Item No. 3 of the Notice convening the Meeting.

The said draft Agreement referred to in the Resolution is available for inspection to the Members at the Registered Office of the Company on any working day (Monday to Friday) between 11 a.m. and 1 p.m. prior to the date of the Annual General Meeting.

The Special resolution proposed to be passed is an enabling resolution in compliance with Section 197 read with Schedule V to the Companies Act, 2013, permitting the Company to appoint and pay remuneration to Mr. P.C. Pantulu who has attained an age of 72 years.

Mr. P.C. Pantulu and Mr. P. Chandra Sekhar are interested in this resolution.

ITEM NO. 4

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company have appointed Mr. K S Shiva Kumar as an Director (Operations) and Chief Operating Officer (COO) of the Company to hold office for a period commencing from the conclusion of the 24th Annual General Meeting until conclusion of the 25th Annual General Meeting of the Company for the financial year 2018-19, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM") for a total remuneration of Rs. 80,000/- per month.

As Director (Operations), Mr. K.S. Shiva Kumar holds office till the date of the AGM and is eligible for being appointed Director and is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

He has more than Twenty six (26) years of experience in Software Development, Training and Heading MIS Departments. He has been instrumental in launching various corporate training programs for Universities, banks, and other training establishments. He promoted Cybermate Infotek Limited in the year 1994. He has made significant contribution in setting up of the operations of the Company since inception and has also been instrumental in providing a marketing base to the Company and for delivering solutions in emerging technologies in yester years.

A copy of the draft letter of appointment for Director, setting out the terms and conditions for appointment is available for inspection by the Members at the registered office of the Company during business hours on any working day.

Mr. K.S. Shiva Kumar is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mr. K.S. Shiva Kumar is concerned or interested in the said resolution.

The resolution as set out in item No. 4 of this Notice is accordingly recommended for your approval.

ITEM NO. 5**Details of the Director seeking re-appointment at the 24th Annual General Meeting**

Name of the Director	Mr. Kanamarlapudi Koteswara Rao
Director Identification Number	06401491
Expertise in specific functional area	Chartered Accountant, Presently engaged in Construction and Trading Activities in Qatar.
Date of Birth	01/11/1948
Number of Companies in which Directorship is held as of 31st March 2018	1
Chairman/Member of the Committees of the Board of other Companies in which is a Director as of 31st March 2018	Stakeholders Relationship Committee

The resolution as set out in item No. 5 of this Notice is accordingly recommended for your approval.

ITEM NO. 6**Details of the Director seeking appointment at the 24th Annual General Meeting**

Name of the Director	Ms. Callepalli Kamakshi Bharathi
Director Identification Number	07144611
Expertise in specific functional area	Telecom IT
Date of Birth	08-08-1976
Number of Companies in which Directorship is held as of 31st March 2018	NIL
Chairman/Member of the Committees of the Board of other Companies in which is a Director as of 31st March 2018	Nomination and Remuneration Committee Audit Committee

The resolution as set out in item No. 6 of this Notice is accordingly recommended for your approval.

ITEM NO. 7**Further Issue of Capital**

Section 23 of the Companies Act, 2013 provides for various means to any increase in capital by issue of further shares by any Company. Accordingly, for issuance of further shares that may be offered to any person, prior permission of shareholders is required to be obtained by way of passing of a special resolution. The Company has been pursuing organic and inorganic opportunities for its growth. This would require sufficient resources including funds to be available and to be allocated, from time to time. This Special Resolution proposed is an enabling resolution to facilitate and meet the fund requirements of its organic and/or inorganic growth, the capital expenditure needs of the ongoing or new projects and/or offices of the Company, enhancing the IT & ITES facilities, working capital requirements, refinancing borrowings if any, focus on research & development activities, improved energy conservation techniques, to meet any exigencies including pursuing new opportunities, issue expenses etc.

The resolutions contained in the attached Notice pertain to a proposal by the Company to create, offer, issue and allot equity shares or other securities as stated therein or a combination of such securities in one or more tranches (referred to as "Securities"). The intention is to raise additional capital to meet the funding requirements and business objectives of the Company. For this purpose, the Company seeks your approval as per the resolution stated in the Notice. The members may please note that the appended resolution is only an enabling resolution and the detailed terms and conditions for the offer will be determined in consultation with lead managers, advisors, underwriters and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors. As the price of the Securities shall be determined at a later stage, exact number of securities to be issued shall also be crystallized later. However, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board to finalize the terms of the Issue. Furthermore, as per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI (ICDR), Regulations, 2009) and various regulations under Foreign Exchange Management Act, 1999 (FEMA), approval of shareholders by way of special resolution is required to be obtained for issuance of further shares by way of Qualified Institutions Placement (QIP), Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), Debentures or any other securities convertible into equity shares by any listed Company. As per Regulation 88 of Chapter VIII of the SEBI (ICDR) Regulations, 2009, allotment pursuant to the special resolution approving the QIP issue passed by the shareholders shall be completed within a period of twelve months from the date of passing of the resolution. The Company seeks to position itself into the emerging Digital IT space and also expand its services band into setting up of Data Centres and IT Infrastructure., and to enable the Company to raise equity funds depending upon its business needs and as may be advised, approval of shareholders is being sought for issue of equity shares and/or any other financial instruments convertible into equity shares through Qualified Institutional Placement (QIP) under SEBI (ICDR) Regulations, 2009 and/or through issuance of securities in the international markets by way of GDRs/ ADRs/ FCCBs etc. in one or more tranches, up to an amount not exceeding `USD 20 Million (US Dollar Twenty Million Only). As per the provisions of regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations, 2009, issue of specified securities shall be made at a price not less than the average of the weekly high and low of the closing



prices of the related shares quoted on a stock exchange during the two weeks preceding the relevant date. The said Regulations also provide that the issuer may offer a discount of not more than 5% on the price so calculated for the qualified institutions placement, subject to approval of shareholders as specified in clause (a) of Regulation 82 of the SEBI ICDR Regulations. The relevant date for the purpose of regulation 85 means the date of meeting in which the Board or any Committee of Directors duly authorized by the Board of the Company decides to open the proposed issue. Further, pursuant to the provisions of Chapter VIII of the SEBI (ICDR) Regulations, 2009, the aggregate of the proposed Qualified Institutional Placements and all previous Qualified Institutions Placements made by the Company in the same financial year shall not exceed 5 (five) times the net worth of the Company as per the audited Balance Sheet of the previous financial year. The Equity Shares allotted or arising out of conversion of any Securities would be listed. The issue/allotment/ conversion would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap. Therefore, the Board of your Company has recommended the Resolution contained in Item No. 1 to be passed by the shareholders, so as to enable it to issue further equity shares and/or other securities which will include issue on QIP basis.

The Board of Directors recommend passing of the Special Resolution set out in Item No. 7 of the Notice.

None of the Directors are interested in this Resolution.

By **Order of the Board of Directors**

P.C. Pantulu

Managing Director

DIN: 01583136

Place: Hyderabad

13-08-2018

Registered & Corporate Office

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(CIN : L72200TG1994PLC017485)

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