Form A Pursuant to Clause 31(a) of the Listing Agreement

SI No.	Particulars	
1	Name of the Company	Cybermate Infotek Limited
2	Annual Financial Statements for the year ended	March 31, 2015
3	Type of Audit Observation	Unqualified
4	Frequency of observation	NA
5	To be signed by –	
	Managing Director	P.C. Pantulu
	Director Finance & CFO	P. Chandra Sektrant E W.
		P. Chandra Sekhar
	Audit Committee Chair man	10/
		laman
	*	Pawan Kumar Kasera
	Auditor of the Company	
		For P. Murali & Co., Chartered Accountants Firm's Regn No. 007257S P. Murali Mohana Rao Partner Membership No. 023412









Sri P. C. Pantulu Managing Director & CEO

Sri K. S. Shiva Kumar Director - Operations & COO

Sri P. Chandra Sekhar Director - Finance & CFO

Sri K. Koteswara Rao Independent Director

Sri K. Shankar Independent Director

Sri K. Pawan Kumar Independent Director

Dr. D. Jayarami Reddy Independent Director

Ms. C. Kamakshi Bharathi Additional Director

Annual General Meeting 26th August 2015 at 10.00 am

Venue Moksh Banquets

221, Tivoli Road Secunderabad. 500003

Telangana

Auditors

Statutory Auditor P.Murali & Co

Chartered Accountants 6-3-655/2/3, Somajiguda Hyderabad. 500 082

Télangana

Secretarial Auditor Y. Koteswara Rao

48-345, Ganesh Nagar Colony

H.M.T. Road, Chintal

Hyderabad

Bankers ICICI Bank Ltd

CIN L72200TG1994PLC017485

Registered Office Plot No 19 & 20, Moti Valley

Trimulgherry

Secunderabad. 500015

Telangana.

e-mail Investors General

secretarial@cybermateinfotek.com info@cybermateinfotek.com

website www.cybermateinfotek.com

Listing BSE Ltd

Phiroze Jeejeebhoy Towers

Dalal Street, Fort Mumbai - 400 001

ISIN No INE215B01014

Stock Code 532271

Registrar &

Share Transfer Agent

Aarthi Consultants (P) Ltd Gagan Mahal, Street No 7 Aravindra Nagar, Domalguda

Hyderabad - 500 029.

Telangana

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Mr. P.C. Pantulu (DIN 01583136)
Promoter, Managing Director and
Chief Executive Officer of CIL
Committee Membership
Chairman - Nomination and
Remuneration Committee.



Mr. K.S. Shiva Kumar (DIN 02103299)
Promoter, Director Operations and
Chief Operating Officer of CIL
Committee Membership
Member - Stakeholders
Relationship Committee.



Board of Directors

Board of Directors



Mr. P. Chandra Sekhar (DIN 01647212) Promoter, Director - Finance and Chief Financial Officer of the Company. Committee Membership: None



Mr. K. Koteswara Rao (DIN: 06401491) Promoter, Non executive director Committee Membership Member - Audit Committee



Mr. K. Shankar (DIN: 02359561) Independent Director Committee Membership: Chairman, Stake holders Relationship Committee Member, Nomination and Remuneration Committee

Board of Directors Annual Report 2014-15





Mr. K. Pawan Kumar (DIN 00125178) Independent Director Committee Membership: Chairman, Audit Committee Member, Nomination and Remuneration Committee



Dr. D. Jayarami Reddy (DIN 02079731) Independent Director Committee Membership: Member, Audit Committee Member, Stake holders Relationship Committee



Ms. C. Kamakshi Bharathi (DIN 07144611) Independent Director Committee Membership: None

IT Offerings Annual Report 2014-15



Heal soft (HMS)



An application for tracking the location, operation and movement of active and passive components of remote assets.

Purchase and Contract Management



A specialized application for vendor management which facilitates procurement specification thru tender processes and contract execution.

EHR



An Electronic Health Record is a digital version of a patient's medical records.

E-Billing



A highly technical product to facilitate enterprise billing for power generation units.

RCMS



A comprehensive retail & wholesale distribution management software package, uniquely designed to suite a single outlet or a multiple / chain of retail stores viz., Super markets and the likes

Corporate Information System (CIS)



An intranet application of project management for handling project documentation, teams and resources, interact with employees.

eTearsheetTM



Digital distribution of proof of publication of advertisements & tearsheet management.

EZDMSTM



Simplified low cost Document Management System

Content Management System (CMS) The Application, comprehensive content



The Application, comprehensive content management software solution for publishing an online Business News Portal, Breaking News, Budget, Business Interviews or other information resource.

PMS



A complete web based application for the automation of Payroll Process.

HRMS



An application to cater to the Human Resource record maintenance of multi Geography operations of Public Sector Units

Document Management System (DMS)



Work flow application for paperless operations for Note generation, Correspondence, Approval and Archival for Government Departments.

Asset Management Application (AMS)



An application for tracking the location, operation and movement of active and passive components of remote assets.

Cinfotek CARDS



A complete print order management solution for the print industry.

Top AccessTM



Comprehensive suite of solutions for Counter Top manufacturing & retail.

FleetplusTM



Realtime vehicle monitoring & fleet management in companies with large fleets.

Medrep



A product for Pharmaceutical companies to manage & communicate the effectiveness of the medical representatives in the field.

Industry Solutions Annual Report 2014-15



It is our constant endeavor to offer our clients in the tourism sector high quality portals. The scope of work encompasses the varied range of services including e-commerce, several downloadable applications, payment gateway and GIS services for effective Town mapping.

Investor Communication: Configurable Solution to manage large volumes personalized investor account performance reporting

reporting
Credit Card Management: This
web based system provides
integrated solution for registration
of bank customers namely,
Cardholder, Merchants, Marketing
Agents, Recovery Agents.

Sales Commission Automation System (SCAS): Is a Web-based solution, to simplify the commission calculation procedure of sales representatives.

Sugar ERP: Provides a customizable ERP for the Sugar industries in India.



FINANCE

Investor Communication



MANUFACTURING

Sales Commission Automation System



CIL provided a solution for a Client engaged in Travel and Tourism Domain. The solution comprised a Tourism Web Portal facilitating global tourists to plan and book their tours on-line which include, air tickets, hotel accommodation, local transport, travel guide, visa regulations and other allied services through payment gateways.

Pupilsoft: Geared towards the US public schools the "scholastic incident reporting system" provides early signals of violence & other anti-social events that may occur in the schools.

Online University Computer Shop: A configurable B2C solution for Universities sale of computers and accessories to students via a preferred reseller. CIL has set up operational processes for sales, support, procurement, accounting and compliances for telecom and vendor management for cargo/logistics businesses.







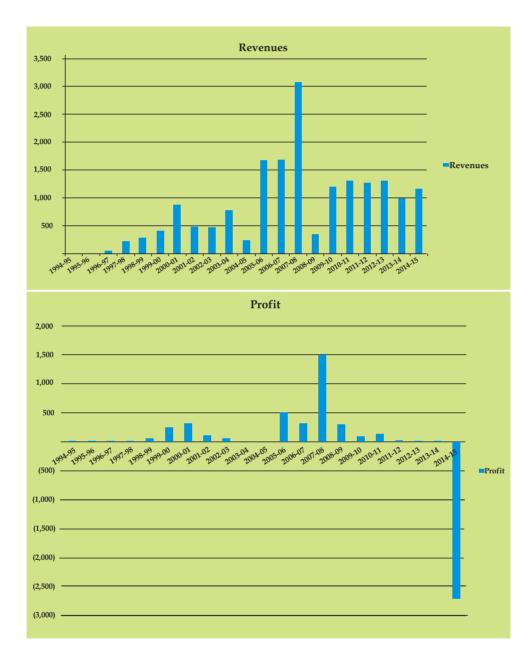
BUSINESS PROCESS OUTSOURCING (BPO)

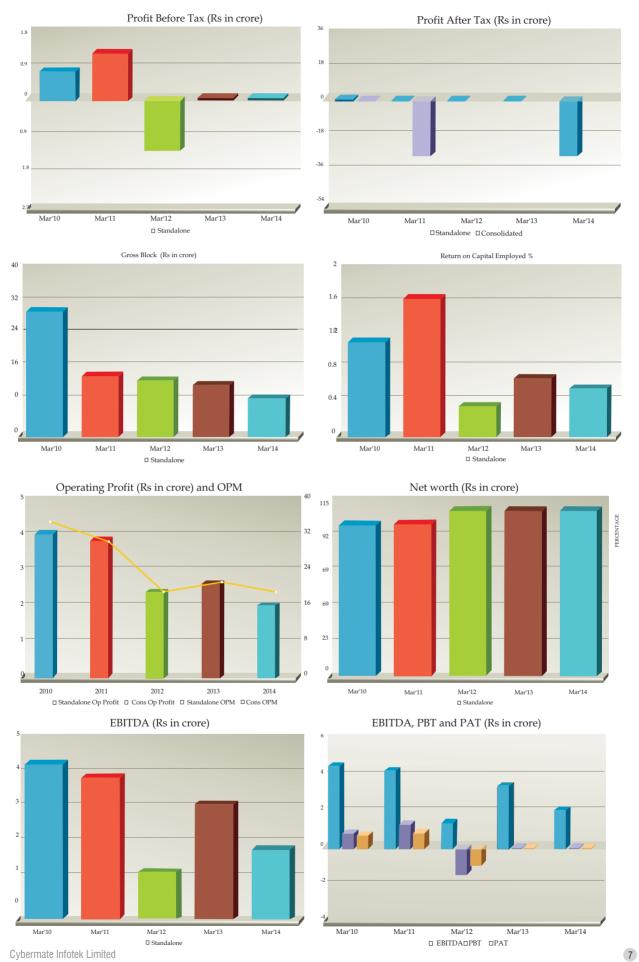




Revenues & Profit







Cybermate Infotek Limited

Notice Annual Report 2014-15



Notice to Shareholders

NOTICE is hereby given that the 21st Annual General Meeting of the shareholders of the company will be held on Wednesday the 26th August 2015 at 10.00.a.m at Moksh Banquets, 221, Tivoli Road, Secunderabad – 500 003, Telangana. India to transact the following business:

Ordinary Business:

- To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015, the Profit and Loss Account for the year ended 31st March, 2015 together with Schedules and Notes attached thereto, along with the Reports of the Auditors and Directors thereon.
- 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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. P. Murali & Co., Chartered Accountants be and is hereby reappointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting of the company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Special Business

 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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to re-appointment of Mr. P. C. Pantulu

(DIN 1583136) as Managing Director of the Company for a period of three years with effect from April 01, 2015.

FURTHER RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, approval of the Company be and is hereby accorded to pay a remuneration of Rs. 30,00,000/-(Rupees Thirty Lakhs Only) per annum to Mr. P. C. Pantulu (DIN NO 1583136), Managing Director of the Company, the details of

which are given in the Explanatory Statement annexed hereto.

FURTHER RESOLVED THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then remuneration as decided above be paid with the prior approval of the Central Government.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. P.C.Pantulu (DIN NO 1583136), Managing Director, including the components of the above mentioned remuneration payable to him subject to the overall cap of 30,00,000/- (Rupees Thirty Lakhs Only) per annum."

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

"RESOLVED THAT Ms. Callepalli Kamakshi Bharathi (DIN: 07144611), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27.03.2015, in terms of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting 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 appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent of the Company for a tenure of Three (3) years, pursuant to the provisions of sections 149(4), 149(6) and 152 of the Companies Act, 2013.

 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 152 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Mr. Koteswara Rao Kanamarlapudi (DIN 06401491), who was appointed as an Director of the Company w.e.f. September 30th, 1996 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointmentin respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Koteswara Rao Kanamarlapudi (DIN 06401491), for the office of the Director of the Company, be and is hereby elected and appointed as an Independent Director, for a period of Three (3) Years".

 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 152 and

Notice Annual Report 2014-15

any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Mr. Devarapalli Jayarami Reddy (DIN 02079731), who was appointed as an Director of the Company w.e.f. September 30th, 2008 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointmentin respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Devarapalli Jayarami Reddy (DIN 02079731), for the office of the Director of the Company, be and is hereby elected and appointed as an Independent Director, for a period of Three (3) Years."

 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 152 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Mr. Shankar Madhukar Khasnis (DIN 02359561), who was appointed as an Director of the Company w.e.f. August 7th, 2006 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointmentin respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Shankar Madhukar Khasnis (DIN 02359561), for the office of the Director of the Company, be and is hereby elected and appointed as an Independent Director, for a period of Three Years."

8. 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 152 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Mr. Pawan Kasera (DIN 02359561), who was appointed as an Director of the Company w.e.f. August, 7th 2006 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointmentin respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Pawan Kasera (DIN 02359561), for the office of the Director of the Company, be and is hereby elected and appointed as an Independent Director, for a period of Three Years."

9. 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 62(1)© read with Section 42 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 reenactment 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 authorised to accept, if it thinks fit in the interest of the Company, the Board be and is hereby authorised 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") and/or on private placement basis, 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 incompliance 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 authorised 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 Stabilisation Agent."

"RESOLVED FURTHER THAT the Board be and is hereby authorised 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, Stabilisation 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 itsabsolute 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 authorised 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."

Notice Annual Report 2014-15

"RESOLVED FURTHER THAT the Board be and is hereby authorised 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 authorised 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 utilisation 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 authorised 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."

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

"RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby authorized to be increased from Rs. 85,00,00,000 (Rupees Eighty Five crores) divided into 8,50,00,000 (Eight Crore Fifty lakh) Equity Shares of Rs. 10/- each to Rs. 110,00,00,000 (Rupees One Hundred and Ten Crores) divided into

11,00,00,000 (Eleven Crore) Equity Shares of Rs. 10/- each by creation of additional 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares.

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

"RESOLVED THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting Clause V a) of the Memorandum of Association of the Company with the following clause.

V a) "The Authorised Share Capital of the Company is Rs. 110,00,00,000 (Rupees One Hundred and Ten Crores) divided into 11,00,00,000 (Eleven Crore) Equity Shares of Rs. 10/-each

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

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under the consent of the Members be and is hereby accorded for substituting Clause 3 of the Articles of Association of the Company with the following clause.

"The Authorised Share Capital of the Company is Rs. 110,00,00,000 (Rupees One Hundred and Ten Crores) divided into 11,00,00,000 (Eleven Crore) Equity Shares of Rs. 10/-each

By Order of the Board of Directors

P.C. Pantulu Managing Director

Mitantil

Place: Hyderabad Date: 30th July 2015

Notes to Notice Annual Report 2014-15



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.

- 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 Items 2 and 3 pursuant to clause 49 of the listing agreement with the Bombay Stock Exchange limited are annexed hereto.
- The register of beneficial owners, register of members and share transfer books of the Company will remain closed from Saturday 22nd August 2015 to Wednesday 26th August 2015 (both days inclusive).
- 5. Members are requested to bring their copies of the Annual Report to the meeting. Please bring the Attendance slip with you 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.
- Members are requested to notify immediately any change in their address to the Company in case their shares held in dematerialized form; this information should be passed so that the information required can be made readily available at the meeting.
- Members holding shares in physical form are requested to dematerialize the shares in electronic form to facilitate faster transfer and avoid rejections for bad deliveries. The Share Certificates may 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 email 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 depositary through their concerned Depositary Participants.

Members who hold shares in physical form are requested to send their e-mail address to the following:

- 1. secretarial@cybermateinfotek.com
- info@aarthiconsultants.com

Members may also note that the aforesaid documents can be downloaded from the company website:-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 evoting 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.
- (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) Next enter the Image Verification as displayed and Click on Login
- (e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- $(f) \quad \text{If you are a first time user follow the steps given below:} \\$

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)

- 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
- 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'.

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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.		
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.		
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 wherein 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 evoting through CDSL platform. It is strongly recommended not to share your password with any other person and 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 will see Resolution Description and against the same the option 'YES/NO' for voting. 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 on "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) Evoting Period begins on Sunday the 23rd August 2015 at 10.00 am and ends on Tuesday the 25th August 2015 at 6.00 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 Thursday 20th August 2015, may cast their vote electronically. The evoting 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) Shri. 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 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 t he 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 is Seventy (70) years old. He is a commerce graduate and a member of Institute of Chartered Accountants of India (qualified in the year 1971). He has forty four (44) years of experience in industries such as Electrical Appliances, Food Processing, Ship Building, Cement, Cement Products, Textiles, Pharmaceuticals etc., to his credit. His experience has been in the area of Financial Management, Management Accounting and Taxation

He has excellent grasp and thorough knowledge and experience of not only Financial Management, Management Accounting and

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Taxation but also of general management. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, the services of Mr.P.C.Pantulu should be available to the Company for a further period of three years with effect from April 01, 2015. In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held on March 28, 2015, re-appointed him as Managing Director of the Company for a further period of three years with effect from April 01, 2015 on a remuneration of 30.00.000/- (Rupees Thirty Lakhs Only) per annum. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act. Following are the details of the annual salary (payable monthly) proposed to be paid to Mr. P.C.Pantulu, Managing Director: - Consolidated Salary, Perquisites and Performance Bonus, etc-30, 00,000/- (Rupees Thirty Lakhs Only). In addition to the above, he shall be entitled to receive the following: - 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. ($\boldsymbol{6}$) ($\boldsymbol{7}$) e) He shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company.

Accordingly the Board recommends the passing of the special resolution as set out in the item no.3 of the Notice.

Item No 4 to 8

Details of Directors seeking appointment/re-appointment of the Twenty First Annual General Meeting (pursuant to Clause 49 iv

(g) of the Listing Agreement.

Name of the Director	Ms. C. Kamakshi Bharathi	
Director Identification Number	7144611	
Expertise in specific functional area	Telecom IT	
Date of Birth	08-08-1976	
No. of Companies in which		
Directorship is held as on 31st March 2015	1	
Chairman / Member of the Committees of		
the Board of other companies in which he	1	
is a Director as of 31st March 2015		

Name of the Director	Sri Koteswara Rao Kanamarlapudi	
Director Identification Number		
Expertise in specific functional area	Chartered Accountant, Presently	
	engaged in Construction. Mining	
	and Trading activities in Qatar and	
	Indonesia	
Date of Birth	01-11-1946	
No. of Companies in which		
Directorship is held as on 31st March 2015	1	
Chairman / Member of the Committees of		
the Board of other companies in which he	1	
is a Director as of 31st March 2015		

Name of the Director	Dr. D. Jayarami Reddy	
Director Identification Number	2079731	
Expertise in specific functional area	Medical Practitioner	
Date of Birth	01-07-1945	
No. of Companies in which		
Directorship is held as on 31st March 2015	-	
Chairman / Member of the Committees of		
the Board of other companies in which he	2	
is a Director as of 31st March 2015		

Name of the Director	Sri Shankar Khasnis	
Director Identification Number	2359561	
Expertise in specific functional area	Management Consultancy	
Date of Birth	25-06-1966	
No. of Companies in which		
Directorship is held as on 31st March 2015	-	
Chairman / Member of the Committees of		
the Board of other companies in which he	1	
is a Director as of 31st March 2015		

Sri Pawan Kumar Kasera
125178
Telecom
23-09-1956
9
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In respect of Item No. 9 Further Issue of Capital

Section 62 and Section 42 of the Companies Act, 2013 regulates any increase in subscribed capital by issue of further shares by any company. For issuance of further shares that may be offered to any person otherwise than as stated in Section 62(1)(a) of the Act, prior permission of shareholders is required to be obtained by way of passing of a special resolution pursuant to Section 62(1)(c) of the Act. 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/ factory buildings 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

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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. 9 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. 9 of the Notice.

In respect of Resolutions set out at S No. 10, 11 and 12 Increase in Authorised Capital, Alteration of Memorandum of Association and Articles of Association.

The Authorised Share Capital of the company as reflected in the Memorandum and Articles of Association as on date is Rs. 85,00,00,000/- (Rupees Eighty Five crores) divided into 8,50,00,000 (Eight Crore Fifty lakhs) equity shares of face value of Rs. 10/-(Rupees Two) each. The Board of Directors of the Company in their meeting held on 28th May, 2015 subject to requisite approvals and consents resolved to issue 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 for the operational plans of the company. Hence, the Authorised Share Capital of the Company needs to be increased from Rs. 85,00,00,000/- (Rupees Eighty Five crores) to Rs. 110,00,00,000/-(Rupees One Hundred and Ten crores) by addition of 2,50,00,000 (Two crores Fifty Lakh) equity shares of the face value of Rs. 10/-(Rupees Ten). Consequent to the increase of Authroised Share Capital, the Authorised Share Capital Clause contained in Clause V a) of the Memorandum of Association and Clause 3 of the Articles of Association of the Company need to be altered as indicated in Resolution No.2&3 respectively contained in the Notice convening the AGM. Your Directors recommend the Resolutions set out at Sl.Nos.9 to 11 for the approval of the shareholders of the Company. None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general. A copy of the Memorandum and Articles of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company between 11:00 a.m to 1:00 p.m on all working days from the date hereof upto the date of the Meeting.

By Order of the Board

Nitantil

P.C. Pantulu Managing Director

Hyderabad 30th July 2015

Registered & Corporate Office CYBERMATE INFOTEK LIMITED (CIN: L72200TG1994PLC017485) PLOT NO 19 & 20, MOTI VALLEY TRIMULGHERRY SECUNDERABAD-500015 TELANGANA, India Tel: +91 40 4776 6123/4 Fax: +91 40 4776 6143

E-mail: secretarial@cybermateinfotek.com Website: www.cybermateinfotek.com



Dear Members,

We have pleasure in presenting the report on our business and operations for the year ended 31st March 2015.

1. Extract of Annual Return

Form MGT 9 containing details, forming part of the extract of the Annual return is annexed to this report as Annexure "A" [pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014]

2. Number of Board meetings conducted during the year under review.

The directors of the company have met FIVE (5) times during the financial year under review for the purposes of discussing the affairs of the company and its business, the details of which are listed below:

S.No.	Date of the Meeting	For the quarter	
1	30 th May 2014	April - June	
2	11 th August 2014	July - Sept	
3	4 th September 2014	July - Sept	
4	10 th November 2014	Oct - Dec	
5	13 th February 2014	Jan - March	

3. Financial Results The Company's financial performance for the year under review along with previous year's figures is given hereunder:

Particulars for the year ended For the year e		ear ended
	INR-'000	INR-'000
	31/03/2015	31/03/2014
Net Sales/Income from Business Operations	1,17,211.97	1,00,429.76
Other Income	577.48	1,195.77
Total Income	1,17,789.45	1,01,625.53
Less Interest	13,261.09	6,389.95
Profit / (Loss) before Depreciation & Exceptional Item	-64,621.18	14,385.73
Less Exceptional Item	2,14,752.66	
Profit before Depreciation	-2,79,373.84	14,385.73
Less Depreciation	9,461.74	14,009.65
Profit after Depreciation and Interest	-2,88,835.58	376.08
Less Current Income Tax		1,139.98
Less Previous Year Adjustment of Income Tax		_
Less Deferred Tax	830.15	-1,023.77
Net Profit after tax	-2,89,665.73	259.97
Dividend		_
Net Profit after dividend and Tax	-2,89,665.73	259.97
Amount transferred to General Reserve		_
Balance Carried to Balance Sheet	-2,89,665.73	259.97
Earnings per Share (Basic)	-4	_
Earnings per share (Diluted)	-4	-

Financial Highlights

Revenues-Standalone

Revenue for the year ended 31st March, 2015 is Rs 1172.11 lacs as compared to 1004.29 lacs the same period last year. The Company's services improved marginally by 16~% over the previous year.

Revenues-Consolidated

The subsidiaries of the company both at USA and UAE are dormant hence on account of consolidation there is no addition of revenues Profits-Standalone

The Company had earned a net profit of Rs. 13 Lakhs prior to charge off of the following

- (a) Write off of Investment in US Subsidiary in full as against the amortisation over a period of four years
- (b) Exceptional Items include Loans, Advances and Book Debts which have been carried forward over the past few years, have turned unrecoverable hence they have been written off.

However on account of the write offs, the company had reported a Loss of Rs28.96 Crores as against a Profit of Rs. 2.59 Lakhs in the previous year.

Profits-Consolidated

There are no additions to the Profits of the company on consolidated results as there were no operations in the Subsidiaries.

Capital Expenditure on Tangible Assets-Standalone

During the year the company had shifted its registered and corporate office to a new location. Capital Expenditure on Tangible assets amounted to about Rs 10.08 Lakhs as against 154.78 Lakhs in the previous year.

The Company has capitalised the Work in Progress amounting to Rs. 26.32 crores which was incurred over the past few years to Software Products as the expenditure pertains to additions in modules and features to the IT Products developed by the company as against Rs.NIL in the previous year.

Further the company has transferred an amount of Rs. 35.68 crores treated in holding company's books of account as Capital Work In Progress, to books of Subsidiary in UAE. The amount was incurred towards product/license fee and for ramping up operations of the Subsidiary.

Liquidity

The Company is dependent on funds from external sources for its working capital.

The promoters of the company have funded the working capital from their resources.

The company has been looking at raising long term working capital from the markets and had deferred the plan due to unfavourable conditions. Current year due to change in the Political environment and stable capital market conditions the company proposes to raise funds and hence a resolution is being proposed for approval of the shareholders.

4. Directors Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:—

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and

applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(A note on these controls forms a part of Management Discussion and Analysis Report)

f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

5. Directors and Key Managerial Personnel Profile of the Directors:

(i) Mr. Chenchaiah Pantulu Pattapurathi (DIN 01583136)

He is Seventy (70) years old. He is a commerce graduate and a member of Institute of Chartered Accountants of India (qualified in the year 1971). He has forty four (44) years of experience in industries such as Electrical Appliances, Food Processing, Ship Building, Cement, Cement Products, Textiles, Pharmaceuticals etc., to his credit. His experience has been in the area of Financial Management, Management Accounting and Taxation.

He promoted CIL in the year 1994 and has led the company since its inception and has been instrumental in shaping and executing strategy and financial structuring. At present he is Managing Director and Chief Executive Officer of CIL and is the chairman of the Nomination and Remuneration Committee.

 $He \, is \, a \, Trustee \, of \, Chennara yudu \, Public \, Charitable \, Trust.$

He is a promoter of the company and holds 93, 15,820 shares of the company in his name as on March 31, 2015.

(ii) Mr.Satya Shiva Kumar Kanakadandi (DIN 02103299)

He is Forty Nine (49) years old. He is a science graduate. He has more than twenty (25) 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 CIL 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.

At present he is Director Operations and Chief Operating Officer of CIL and is a member of Stakeholders Relationship Committee. He is a promoter of the company and holds 10, 61, 010 shares of the company in his name as on March 31, 2015.

(iii) Mr. Chandra Sekhar Pattapurathi (DIN 01647212)

He is Forty (40) 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 in Finance & Account. 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.

He has been appointed a director of CIL since 30th June 2006 .At present he is Director - Finance and Chief Financial Officer of the Company.

He is a promoter of the company and holds 3, 03,100 shares of the company in his name as on March 31, 2015.

(iv) Mr. Koteswara Rao Kanamarlapudi (DIN: 06401491)

He is sixty nine (69) years old. He is a commerce graduate and a member of the Institute of Chartered Accountants of India (qualified in the year 1972). He has worked with large logistics, Food Processing industries in India before setting up of a Construction and Contracting company in Doha, Qatar

He joined the Board of CIL on 30th September 1996 as a non executive director

He is a promoter of the company and holds 31,000 shares of the company in his name as on March 31, 2015.

(v) Mr. Shankar Madhukar Khasnis (DIN: 02359561)

He is Forty Nine (49) years old. He is an Engineering Graduate.

He is the Chief Executive Officer of a Feedback Consulting, Mumbai. Shankar has worked across industry sectors and brings a strong strategic perspective to the board..

In his spare time, he teaches in management schools and enjoys mentoring students.

He is an independent director on the board of Cybermate Infotek Limited and is not a shareholder of the company.

(vi) Mr. Pawan Kumar Kasera (DIN 00125178)

He is Sixty One (61) years old. He is a commerce graduate. He has more than 30 years, experience as a business leader with "handson" mentality having commercial and technical background. He has extensive background and knowledge of business atmosphere, political and social structure in Asia South Pacific and some parts of South East Asia, Europe, Africa & the Middle-east. He brings his success in management of regional multicultural corporations with emphasis on marketing and corporate investment and also analytical skills and cultural approach.

He is an independent director on the board of Cybermate Infotek Limited and is not a shareholder of the company.

(vii) Dr. Devarapalli Jayarami Reddy (DIN 02079731)

He is 70 years old. He is a medical practioner by profession. He is well experienced in business of health care and is presently an investor in midsized hospitals.

He is an independent director on the board of Cybermate Infotek Limited and is not a shareholder of the company.

(viii) Callepalli Kamakshi Bharathi (DIN 07144611)

She is 39 years old. She is a post graduate in Electronics. She has rich experience in telecommunications and signalling. She is presently mentoring research trainees on telecom engineering.

Independence of directors

The Board has received statement of disclosures from all the Independent Directors highlighting the fulfilment of all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules. Every such statement submitted by the independents directors has been taken note of by the board.

Re-appointments

• Managing Director

Mr.P.C.Pantulu, Managing director is being re-appointed for a period of three years.

Directors

Ms.C.Kamakshi Bharathi, was appointed as Additional Director on 28th March 2015 to hold the said office till the date of the Annual General Meeting. Subsequently, a notice has been received from a member proposing her candidature for reappointment.

Further, Mr Shankar Khasnis and Dr.D.Jayarami Reddy, retire at this Annual General Meeting and being eligible offer themselves for reappointment.

Disclosures about receipt of any commission by MD /WTD from company or any commission/remuneration from the subsidiaries. The Managing Director, or Whole time directors are not in receipt of any commission from the company or any remuneration or commission from the subsidiaries.

6. Auditors and Auditors report Statutory Auditors

M/s P. Murali & Co , Chartered Accountants, were appointed as Statutory Auditors from the conclusion of previous Annual General meeting until the upcoming annual general meeting. It is now proposed to re-appoint them as Statutory Auditors from the commencement of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting. The Company has received a certificate from M/s P Murali & Co. to the effect that if reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

The Notes on financial statements referred to in the Auditor's Report are self explanatory

Secretarial Auditor

The Board has appointed Mr.Y. Koteswar Rao, Practising Company Secretary, to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit report for the financial year ended March 31, 2015 is annexed herewith. Annexure-B

The Auditors Report does contain any qualification. The Notes/Remarks on financial statements referred to in the auditors report are self explanatory.

The Secretarial Audit Report does contain any qualification, reservation or adverse remark.

7. Particulars of Loans, Guarantees or Investments made under section 186 of the Companies Act, 2013.

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review.

8. Particulars of Contracts or Arrangements made with Related Parties.

All Contracts/arrangements/transactions entered by the company during the financial year 2014-15 with related parties were in the ordinary course of business and on an arm's length basis. During the year the company has not entered into any contracts/arrangements/transactions with related parties which would be considered material.

In this regard, we draw your attention to Note 33 containing a Statement Pursuant to Clause (h) of sub section 134 of the companies Act 2013, and Rule 8(2) of the Companies (Accounts) Rules, 2014, to the financial statements which sets out related party disclosures.

9. Review of Business Operations and Future Prospects.

Your Directors wish to present the details of Business operations done during the year under review:

a. Services and Profitability

The year 2014 can be seen as a year of transformation at Cybermate. The year witnessed some changes in the operations of the company, shifting of the registered office of the company, commencement of BPO operations.

Despite negative business sentiments and tough working capital conditions, the company was able to address the challenges on time. During the previous year, the company was able to sustain existing IT operations, Network and Surveillance Services and Staff Augmentation Services to its clients.

The Company has also commenced its BPO operations and has two new clients in Telecom Domain. The BPO Operations are now stabilized and are contributing positive margins.

The company has also commenced work on platforms for emerging IT opportunities on SMAC Stack with a limited team and is working with one client.

The company's profitability for the period before exceptional items improved. However, due to the write off of Loans, Advances and Book debts amounting to Rs. 21.49 Crores, and charge off of investment in US Subsidiary in as against amortisation amounting to Rs. 13.07 Crores the operations resulted in a net loss of Rs. 20.16 Crores

b. Sales

Revenue for the year ended 31st March, 2015 is Rs 1172.11 lacs as compared to 1004.29 lacs the same period last year. The company's services improved marginally by 16 % over the previous year.

c. Marketing and Market environment

Our service offerings are primarily custom built application development, system integration, testing, maintenance, network, surveillance, IT support, consulting and BPO.

In order to differentiate our service and solution offerings, our strategy will be to bring in concepts of automation , analytics , improving productivity to gain higher accuracy and to reduce the total costs to clients. We continue to leverage the advantage of open source technologies in providing innovative and cost effective performance solutions.

Products: The company continues to enhance its products in health care domain and is targeting to get identified as a key player.

Heal soft (HMS): A complete Enterprise Hospital Management Software Suite (18 modules) for Clinics, Small, Medium and Large Hospitals at multi locations in multiple technologies which can be integrated to an ERP.

EHR: An Electronic Health Record is a digital version of a patient's medical records.

Platforms: The company at present is in the process of building mobile applications on multiple technologies to support E commerce and Utilities.

We have commenced our efforts in emerging mobile and digital technologies and big data analytics.

Services: - The company continues to improve upon its service offerings across domains in the below segments.

- ITSupport
- Consulting
- Network and Surveillance

Infrastructure: - The company proposes to set up infrastructure such as data center to provide cost effective infrastructure solutions for storage , business continuity, disaster recovery for its own and third party applications and data.

Strategic Alliances: We propose to align with startups either as

partners or as subsidiaries in creating, deploying, integrating and operating business solutions. We propose to raise additional capital to deploy in making selective business acquisitions that augment our expertise, compliment our presence in certain market segments and accelerate the execution of our strategies.

d. Future Prospects including constraints affecting due to Government policies

The future of IT Services business is providing a number of open source software components, and or proprietary software products , all of which can be deployed on public or private cloud or at the customer's premise. These platforms are intended to address the key challenges that businesses have n effectively storing , managing and analyzing the increasing amounts of data available to them.

CIL's objective is to enable customers find an improved way to package, develop, administer and monitor their enterprise data.

10 Dividend

No Dividend is being proposed for the current financial year.

11. Transfer of Unclaimed Dividend to Investor Protection Fund.

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

12. Material changes and commitments, if any affecting the financial position of the company occurred between the end of the financial year to which this financial statements relate and the date of the report

Considering certain factors, the following are the material changes and commitment that have occurred during the period under review which directly/indirectly had an impact on the financial position of the Company.

Company's Property and Litigation

The company has its own commercial space which was leased out to another I.T. Services Company for 10 years in 2004. The lease rentals were discounted with a housing finance company to augment working capital for the company. The tenant had terminated the lease and vacated the property of the company in 2009. Owing to the Political Conditions in the state the property could not be leased out and there by the account being irregular.

The company approached the lender to restructure the loan but they initiated proceedings under the SARFARESI Act to recover their dues. The company has approached the Debts Recovery Tribunal and appropriate Legal Authorities for relief to protect its property.

13. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo.

The detailed information as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished under Annexure "C" as attached to this report.

14. Statement concerning development and implementation of Risk Management Policy of the company.

The Company has constituted a Risk Management Committee at a board meeting held on the 28th May 2015 and details pertaining to the role and functions of this committee is mentioned under the Management Discussion and Analysis Report which forms a part of this report.

15. Details of Policy developed and implemented by the company on its Corporate Social Responsibility initiatives.

The Companies Act, 2015 lays down a mandatory provision wherein every company having

- Net worth of rupees five hundred crore or more, or
- Turnover of rupees one thousand crore or more or

• Net profit of rupees five crore or more

during any financial year, shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.

As the said provisions are not applicable to the company, it has not developed and implemented any Corporate Social Responsibility initiatives

16. Formal Annual Evaluation of Performance of the Board and its Committees

The manner in which the formal evaluation of the members of both the board ad various committees constituted by the company has been covered in the Corporate Governance Report. Annexure-D to this report.

The following policies relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 of the company are attached as Annexures E and F

- (a) Policy relating to selection of directors appointment. (Annexure E)
- (b) Remuneration Policy for directors, Key Managerial Personnel and other employees. (Annexure F)

17. Subsidiaries, Joint Ventures and Associate Companies.

Statement pursuant to Section 129 Subsection (3)(I) of the Companies Act 2013, read with Rule 5 of Companies Accounts Rules, 2014 relating to financial statements of subsidiary companies as formatted in AOC 1 form has been attached as Annexure- E to this report.

18. Deposits

The Company has neither accepted nor renewed any deposits during the year under review.

19. Disclosures

Board Committees

Disclosures pertaining to the mandatory committees constituted by the Board for specific purposes has been included in the Corporate Governance Report which forms a part of the Annual report. Thus the information pertaining to the composition of the and number of meetings held by the committees such as Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee are covered in there.

20. Management Discussion and Analysis

Management Discussion and Analysis Report forms a part of the Annual Report

21. Vigil Mechanism

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company. The company has also set out a whistle blower policy in terms of the listing agreement with the stock exchange, so as to ensure that the business is conducted with integrity and the company's financial information is accurate.

The Policy on Vigil Mechanism and whistle blower policy may be accessed on the company's website.

22. Shares

Buy back of Securities

The Company has not bought back any of its securities during the

financial year under review.

Sweat Equity

The Company has not issued any Sweat Equity Shares during the financial year under review.

Bonus Shares

No Bonus Shares were issued during the financial year under review.

Employees Stock Option Plan

The Company has not provided for any Stock Options to its employees during the financial year under review.

23. Disclosures under Sexual Harassment of Women at Workplace

In accordance with the provisions of the Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013, the company is required to have an Anti- sexual harassment policy though which an Internal Complaints Committee is constituted. The said committee meets at regular intervals to redress any complaints received by the committee in these lines and after due deliberation aims at disposing off the complaints. However there has been no such complaint filed within the company till date.

24. Acknowledgement

Your Directors place on record their sincere thanks to their employees, bankers, business associates, consultants, and various government authorities for their continued support extended to your Company's activities during the financial year under review. Your Directors also acknowledge gratefully for your support and for the confidence reposed on this Company.

By Order of the Board

P.C. Pantulu Managing Director

Nitambah.

Place: Hyderabad Date: 30th July 2015

Annexure A to the Boards Report

Form No. MGT9

Extract of Annual Return as on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Company (Management & Administration) Rules, 2014

I Registration & Other Details

i	CIN	L7220TG19944PLC017485	
-		L/2201G177441 LC01/400	
ii	Registration Date	05-05-1994	
iii	Name of the Company	Cybermate infotek Limited	
iv	Category/Sub-category of th Company	Public Company/Limited by Shares	
V	Additional of the Registered office & contact details	Plot No. 19 & 20, Moti Valley, Trimulgherry, Secunderabad - 500015. Telangana Tel : +91 40 4776 6123/4, Fax : +91 40 4776 6143	
vi	Whether listed company	Yes	
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any	Aarthi Consultants Pvt. LTd 1-2-285, Domalguda, Hyderabad - 500029 Ph: +91 40 - 27634445/811 / 27642217 Fax: +91 40 27632184	

II Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the company shall be stated

S.No.	Name & Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Computer Programming Consultancy, related activities	620	100%
2			
3			
4			

III Particulars of Holding, Subsidiary & Associate Companies

S.No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Cybermate Infotek Limited Inc	-	Subsidiary	100	Section 2(87)
2	Cybermate Infotek Limited FZE	-	Subsidiary	100	Section 2(87)
3					



IV Shareholding Pattern (Equity Share Capital Break up as % to Total Equity)

Category of Shareholders		No. of Shares held at the beginning of the year March, 31 2014		1	of Shares the year N			% change during	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	10,723.713	-	10,723.713	14.80	10,723.713	-	10,723.713	14.80	
b) Central Govt or State Govt.	-	-			,				
c) Bodies Corporates	-	-	-	-	-	-	-	-	-
d) Bank / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)	10,723.713	-	10,723.713	14.80	10,723.713	-	10,723.713	14.80	
(2) F	-	-	-	-	-	-	-	-	-
(2) Foreign a) NRI - Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	_	-	-	-	_	_	_	_
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) =(A)(1)+(A)(2)	10,723.713	-	10,723.713	14.80	10,723.713	-	10,723.713	14.80	-
B. Public Shareholding	-	-	-	-	-	-	-	-	-
(1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	200		200	0.00	200.0		200.0	0.00	
c) Central govt	-	_	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	_
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies g) FIIS	-	<u>-</u>	-	-	-		-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
I) Others (specify)	-	-	-	-	-	-	-	-	-
Sub Total : (B) (1)	200		200	0.00	200.0		200.0	0.00	
(2) NI I									
(2) Non Institutions a) Bodies corporates	22.40.245	26.000	22.66.247	4.65	4 104 412	26,000	42 10 412	E 04	1 17
i) Indian	33,40,217	26,000	33,66,217	4.65	4,184,412	26,000	42,10,412	5.81	-1.17
ii) Overseas		15,300	15,300	0.02	-	15,200	15,200	0.02	0.00
b) Individuals	28,23,093	2,500	28,25,593	3.90	2,812,297	2,000	28,14,297	3.88	0.02
i) Individual shareholders holding nominal share	2,49,08,700	5,57,664	2,54,66,364	35.15	24,619,272	5,57,064	25,176,336	34.75	0.40
capital upto Rs. 1 lakhs ii) Individual shareholders holding nominal share capital	2,92,11,202		2,92,11,202	40.32	28,317.954	-	28,317.954	39.09	1.23
in excess of Rs. 1 lakhs	0.22.272		0.00.070	4.45	11.00.050		11.00.050	4.62	04.40
c) Others (specify)	8,33,373		8,33,373	1.15	11,83,850	-	11,83,850	1.63	-04.48
Sub Total : (B) (2)	6,11,16,785	6,01,464	6,17,18,0409.00	85.20	6,11,16,785	6,00,264	6,17,18,0409	85.20	0.00
Total Public Shareholding (B) = (B)(1) + (B)(2)	6,11,16,785	6,01,464	6,17,18,249	85.20	61,117,985	6,00,264	6,17,18,249	85.20	0.00
C. Shares held by Custodian	-	-	-	-	-	-	-	-	-
for GDRs & ADRs									



(ii)

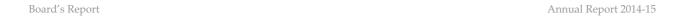
Shareholding of the Promoters

S. No.	Shareholders Name	Shareholding at the beginning of the year		Share en	% change to share holding during the year			
		No. of share	% of total shares of the year	% of shares pledged encumbered to total shares	No. of share	% of total shares of the year	% of shares pledged encumbered to total shares	
1	Mr. P.C. Pantulu	9,315,820	12.86	-	9,315,820	12.86	-	_
2	Mr. K.S. Shiva Kumar	1,061,010	1.46	-	1,061,010	1.46	-	-
3	Mr. P. Chandra Sekhar	303,100	0.42	-	303,100	0.42	-	-
4	Mr. K. Koteswara Rao	31,000	0.04	-	31,000	0.04	-	-
5	Mrs. Rajeswari	12,783	0.02	-	12,783	0.02	-	-
	Total	10,723,713	14.80	-	10,723,713	14.80	-	-

(iii)

Change in Promoter Shareholding

			ding at the g of the year	Cumulative sha during the	
S.No.	Name of the Shareholder	No. of share	% of Total shares of the company	No. of share	% of Total shares of the company
1	Mr. P.C. Pantulu				
	Opening Balance as on 1st April 2014	9,315,820	12.86	9,315,820	12.86
	Add Purchase of Shares	-	-	-	-
	Less Sale of Shares	-	-	-	-
	Closing Balance as on 31st March 2015	9,315,820	12.86	9,315,820	-
2	Mr. K.S. Shiva Kumar	-	-	-	-
	Opening Balance as on 1st April 2014	1,061,010	1.46	1,061,010	1.46
	Add Purchase of Shares	-	-	-	-
	Less Sale of Shares	-	-	-	-
	Closing Balance as on 31st March 2015	1,061,010	1.46	1,061,010	1.46
3	Mr. P. Chandra Sekhar				
	Opening Balance as on 1st April 2014	303,100	0.42	303,100	0.42
	Add Purchase of Shares	-	-	-	-
	Less Sale of Shares	-	-	-	-
	Closing Balance as on 31st March 2015	303,100	0.42	303,100	0.42
4	Mr. K. Koteswara Rao				
	Opening Balance as on 1st April 2014	31,000	0.04	31,000	0.04
	Add Purchase of Shares	-	-	-	-
	Less Sale of Shares	-	-	-	-
	Closing Balance as on 31st March 2015	31,000	0.04	31,000	0.04
5	Mrs. Rajeswari				
	Opening Balance as on 1st April 2014	12,783	0.02	12,783	0.02
	Add Purchase of Shares	-	-	-	-
	Less Sale of Shares	-	-	-	-
	Closing Balance as on 31st March 2015	12,783	0.02	12,783	0.02



(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

			ding at the the year	Cumulative shareholding during the year		
S.No.	Name of the Shareholder	No. of share	% of Total shares of the company	No. of share	% of Total shares of the company	
1	AJITH MATHEW Opening Balance as on 1st April 2014 Add Purchase of Shares Less Sale of Shares	875 - -	121 - -	875,000 - -	1.21 - -	
	Closing Balance as on 31st March 2015	875	121	875,000	1.21	
2	TALLAVAJHULA PADMANABHA PAVAN KUMAR Opening Balance as on 1st April 2014 Add Purchase of Shares	1,493,514	2.07	875,000	1.21	
	Less Sale of Shares Closing Balance as on 31st March 2015	724,100 774,414	1.00 1.07	724,100 150,900	1.00 0.21	
3	BONANZA PORTFOLIO LTD Opening Balance as on 1st April 2014 Add Purchase of Shares Less Sale of Shares Closing Balance as on 31st March 2015	452,716 - - 452,716	0.62 - - 0.62	452,716 - - 452,716	0.62 - - 0.62	
4	LSE SECURITIES LTD Opening Balance as on 1st April 2014 Add Purchase of Shares Less Sale of Shares Closing Balance as on 31st March 2015	286,600 100,175 - 386,775	0.40 0.14 - 0.53	286,600 100,175 - 386,775	0.40 0.14 - 0.53	
5	JITENDRA KUMAR GUPTA Opening Balance as on 1st April 2014 Add Purchase of Shares Less Sale of Shares Closing Balance as on 31st March 2015	330,000 32,985 - 362,985	0.46 0.05 - 0.50	330,000 32,985 - 362,985	0.46 0.05 - 0.50	
6	MUKESH RAGHUNATH PRASAD LOHRA Opening Balance as on 1st April 2014 Add Purchase of Shares Less Sale of Shares Closing Balance as on 31st March 2015	359,173 - - 359,173	0.50 - - 0.50	359,173 - - - 359,173	0.50 - - - 0.50	
7	RAMESH MALOO Opening Balance as on 1st April 2014 Add Purchase of Shares Less Sale of Shares Closing Balance as on 31st March 2015	354,164 - - 354,164	0.49 - - 0.49	354,164 - - 354,164	0.49 - - 0.49	
8	BULL INVESTMENTS MADRAS PVT LTD Opening Balance as on 1st April 2014 Add Purchase of Shares Less Sale of Shares Closing Balance as on 31st March 2015	340,000 - - 340,000	0.47 - - 0.47	340,000 - - 340,000	0.47 - - 0.47	
9	NIRMAL BANG SECURITIES PVT LTD Opening Balance as on 1st April 2014 Add Purchase of Shares Less Sale of Shares Closing Balance as on 31st March 2015	19,700 - - 19,700	0.03 - - 0.03	19,700 - - 19,700	0.03 - - - 0.03	
10	ASHA JAIN Opening Balance as on 1st April 2014 Add Purchase of Shares	320,000	0.44	320,000	0.44	
	Less Sale of Shares Closing Balance as on 31st March 2015	320,000	0.44	320,000	0.44	



v. Indebtedness INR - Lakhs

Indebtedness of the Company including interest outstanding/accrued but not due for payment							
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness			
Indebtness at the beginning of the financial year							
I) Principal Amount	243.65	275.09	-	518.74			
ii) Interest due but not paid	-	-	-	-			
iii) Interest accrued but not due	59.35	73.26	-	132.61			
Total (i+ii+iii)	303.00	348.35	-	651.35			
Change in Indebtedness during the financial year	-	-	-	-			
Additions	_	_	_	_			
Reductions	-	-	-	-			
Net Change	_	-	-	-			
Indebtedness at the end of the financial year	-	-	-	-			
i) Principal Amount	-	-	-	-			
ii) Interest due but not paid	-	-	-	-			
iii) Interest accrued but not due	-	-	-	-			
Total (i+ii+iii)	-	-	_	-			

vi. Remuneration of Directors and Key Managerial Personnel A. Remuneration of Managing Director (MD), Whole Time Directors (WTD) and/or Managers

S.No.	Particulars of Remuneration		INR - Lakl	hs Total	Total Amount	
1	Gross Salary	Mr. P.C. Pantulu	Mr. K.S. Shiva Kumar	Mr. P. Chandra Shekar		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act 1961	15.00	9.60	10.80	35.40	
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-	
	(c) Profit in lieu of salary under section 17(3) of the Income Tax Act 1961	-	-	-	-	
2	Stock Option	-	-	-	-	
3	Sweat Equity	-	-	-	-	
4	Commission	-	-	-	-	
	as % of profit	-	-	-	-	
	Others, please (specify)	-	-	_	-	
5	Others, please specify	-	-	-	-	
	Total (A)	15.00	9.60	10.80	35.40	
	Ceiling as per the Act				144.00	

B. Remuneration to Other Directors

S. No.	Particulars of Remuner	ation	ation Name of the Directors					
140.		Mr. K. Koteswara Rao	Mr. Pawan Kumar Kasera	Mr. K. Shankar	Dr. D. Jayarami Reddy	Ms. C. Kamakshi Bharathi		
1	Independent Directors	0.05	0.05	0.05	0.08	0.05	35.40	
	(a)Fee for attending board committee meetings	-	-	-	-	-	-	
	(b) Commission	-	-	-	_	-	-	
	(c) Others, please specify	-	-	-	-	-		
	Total (1)	0.03	0.05	0.05	0.08	-	0.23	
2	Other Non Executive Directors	-	-			-	-	
	(a) Fee for attending	-	_	_	_	-	_	
	(b) Commission	-	-	-	-	-	-	
	(c) Others, please specify	-	-	-	-	-	-	
	Total (2)	-	-	-	-	-	-	
	Total (B) = (1+2)	0.03	0.05	0.05	0.08	-	0.23	
	Total Managerial Remuneration	0.03	0.05	0.05	0.08	-	0.23	
	Overall Ceiling as per the Act.						144.00	

^{*} Appointed on 27th March 2015



C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S.No.	Particulars of Remuneration	INR - I	akhs
1	Gross Salary	Company Secretary	Total
	(a) Salary as per provisions contained in section 17		
	of the Income Tax 1961	0.90	0.90
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profit in lieu of salary under section 17(3) of the	-	
	Income Taxt Act 1961	_	
2	Stock option	-	-
3	Sweat Equity	_	_
		-	-
4	Commission	-	-
	as % of profit	-	-
	other (specify)	-	-
5	Others, please specify	-	-
		-	-
	Total	0.90	0.90

vii Penalties / Punishment / Compounding of Offences

Туре	Section of the Companies Act	Brief Description	Details of Penalties/ Punishment/ Compounding fees imposed	Authority (RD)/NCLT/ Court)	Appeals made if any (give details)
		A	. Company		
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
		В	. Directors		
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
		C. Other	Officers In Default		
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

FORM NO- MR-3

Secretarial Audit Report

For The Financial Year Ended 31st March, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members M/s. Cybermate Infotek Limited Plot No-19&20, Moti Valley, Trimulgherry Secunderabad-500015 Telangana

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Cybermate Infotek Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on 31st March, 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Cybermate Infotek Limited for the period ended on 31st March, 2015 according to the provisions of:

I. The Companies Act, 2013 (the Act) and the Rules made there

II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

IV.Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

V.The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-

- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable during the audit period);
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (Not Applicable during the audit period);
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable during the audit period);

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009 (Not Applicable during the audit period

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations 1998 (Not Applicable during the audit

I have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified during the audit period and hence not applicable to the Company)
- ii) The Listing Agreements entered into by the Company with the Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

I further report that , having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test check basis, the company has complied with the following law applicable specifically to the company

a) Information Technology Act, 2000 and the rules made there

b) Software Technology Parks of India rules and regulations

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out and are recorded in the minutes of the meeting of the Board of Directors or Committee of the Board as the case may be.

I further report that as for as possible there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Y. Koteswara Rao

month

ACS No. 3785 C.P. No : 7427

Place: Hyderabad Date: 28th May 2015

Annexure C

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

A. Conservation of Energy

The rising energy cost has laid great emphasis on conservation of energy. The Company has taken various

measures, including regular monitoring of consumption, reduction of losses and improved maintenance to increase the efficiency and reduce power costs. The company uses only LED fixtures so as to reduce the power consumption.

		2014-13	2013-14
a)	Purchased		
	Units KwH	36,938	27,365
	Total Amount (INR)	359,669	350,505
	Rate per Unit (INR)	9.74	12.81
b)	Own Generation		
	Through Diesel Generator		
	Units (Litres)	805.49	
	Units per litre of diesel oil	3.00	
	Total Costs (INR)	50861.28	
	Costs per Unit (INR)	21.05	

B. Research and Development (R & D)

Research and Development of new products features for existing products are explored continuously during the course of software design and development that enhances productivity to users.

Your company is continuously strengthening its research

exposure in application and system development areas. Your company has set up practice units for web-related technologies and object and component technologies.

However none of the activities are in the nature as defined under the Accounting Standard 8 on Research and Development.

C. Technology absorption, adaptation and Innovation

	Technology absorption	n, adaptation and Inn	ovation		
		2014-15 2013-14			
		INR-LAKHS	INR-LAKHS		
-	Network & Hardware Purchased	3.62	7.03		
	Software Purchased	0.49	0.10		
	Computers - Upgradation	0.35	0.05		
	Software - Upgradation	0.27	-		
	TOTAL	4.73	7.18		

D. Foreign Exchange inflow and outflow for the year ended

Foreign Exchange earnings and Outgo		
	2014-15	2013-14
	INR-LAKHS	INR-LAKHS
Foreign Exchange Earnings	83.05	50.48
Foreign Exchange Earnings	-	-

Annexure D

Financial Statements of Subsidiary Companies

[Statement pursuant to Section 129 Subsection (3)(I) of the Companies Act 2013, read with Rule 5 of Companies Accounts Rules, 2014 relating to financial statements of subsidiary companies]

AOC-1

		INR'000	
Name of the Subsidiary	Cybermate Infotek Limited Inc, USA	Cybermate Infotek Limited Inc, USA	
Financial Year ended	31st December 2014	31st December 2014	
Exchange Rate	1 USD = 63.04	1 AED = 17.20	
Share Capital	2,17,500	62,600	
Reservers & Surplus	-	-	
Total Assets	2,17,500	2,55,50,906	
Total Liabilities	2,17,500	2,55,50,906	
Turnover	-	-	
Profit/Loss	-	-	
% of Shareholding	100%	100%	

Annexure E

Policy for selection of Directors and determining Directors' independence.

1) Introduction

a) Cybermate Infotek Limited (CIL) believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance.

Towards this, CIL ensures constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.

b) CIL recognizes the importance of Independent Directors in achieving the effectiveness of the Board. CIL aims to have an optimum combination of Executive, Non-Executive and Independent Directors.

2) Scope and Exclusion:

a) This Policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent directors of the Company.

3) Terms and References:

In this Policy, the following terms shall have the following meanings:

- a) "Director" means a director appointed to the Board of a company.
- b) "Nomination and Remuneration Committee" means the committee

constituted by CIL's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement.

c) "Independent Director" means a director referred to in subsection (6) of Section 149 of the Companies Act, 2013 and Clause 49(II)(B) of the Equity Listing Agreement.

4) Policy:

- d) Qualifications and criteria
- i) The Nomination and Remuneration (NR) Committee, and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole

and its individual members. The objective is to have a Board with diverse background and experience that are relevant for the Company's global operations.

- ii) In evaluating the suitability of individual Board members, the NR Committee may take into account factors, such as:
- General understanding of the Company's business dynamics, global business and social perspective;
- · Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.
- iii) The proposed appointee shall also fulfill the following requirements:
- Shall possess a Director Identification Number;
- Shall not be disqualified under the Companies Act, 2013;
- Shall give his written consent to act as a Director;
- Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
- Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
- Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made:
- Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Equity Listing Agreements and other relevant laws.
- iv) The NR Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.
- e) Criteria of Independence
- The NR Committee shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess

determinations of independence when any new interests or relationships are disclosed by a Director.

II) The criteria of independence, as laid down in Companies Act, 2013 and Clause 49 of the Equity Listing Agreement, is as below:

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director —

- who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- who is or was not a promoter of the company or its holding, subsidiary or associate company;
- who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- none of whose relatives has or had pecuniary relationship
 or transaction with the company, its holding, subsidiary or
 associate company, or their promoters, or directors,
 amounting to two per cent or more of its gross turnover or
 total income or fifty lakh rupees or such higher amount as
 may be prescribed, whichever is lower, during the two
 immediately preceding financial years or during the
 current financial year;
- who, neither himself nor any of his relatives -
- holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
- II. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —
 - A. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - B. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
- III. holds together with his relatives two per cent or more of the total voting power of the company; or
- IV. is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or
- V. is a material supplier, service provider or customer or a lessor or lessee of the company.
 - shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate

- governance, technical operations, corporate social responsibility or other disciplines related to the Company's business.
- shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013
- who is not less than 21 years of age.

The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

Other directorships / committee memberships

- 4.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as directors of the Company. The NR Committee shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.
- 4.3.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies.
- 4.3.3 A Director shall not serve as an Independent Director in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole-time Director in any Listed Company.
- 4.3.4 A Director shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he holds directorships.
 - For the purpose of considering the limit of the Committees, Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not, shall be included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.

Annexure F

Remuneration Policy for Directors, Key Managerial Personnel and Other Employees

- 1. Introduction
- 1.1 Cybermate Infotek Limited (CIL) recognizes the importance of aligning the business objectives with specific and measureable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial
 - personnel and other employees keeping in view the following objectives:
- 1.1.1 Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.
- 1.1.2 Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
- 1.1.3 Ensuring that remuneration involves a balance between fixed and incentive pay

reflecting short and long term performance objectives appropriate to the working of the company and its goals.

2. Scope and Exclusion:

2.1 This Policy sets out the guiding principles for the Human Resources, Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

3. Terms and References:

- In this Policy, the following terms shall have the following meanings:
- 3.1 "Director" means a director appointed to the Board of the Company.
- 3.2 "Key Managerial Personnel" means
- (i) the Chief Executive Officer or the managing director or the manager;
- (ii) the company secretary;
- (iii) the whole-time director;
- (iv) the Chief Financial Officer; and
- (v) such other officer as may be prescribed under the Companies Act, 2013
- 3.3 "Nomination and Remuneration Committee "means the committee constituted by CIL's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement.

4. Policy:

- 4.1 Remuneration to Executive Directors and Key Managerial Personnel
- 4.1.1 The Board, on the recommendation of the Nomination and Remuneration (NR) Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

- 4.1.2 The Board, on the recommendation of the NR Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.
- 4.1.3 The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components:
- (i) Basic Pay
- (ii) Perquisites and Allowances
- (iii) Stock Options
- (iv) Commission (Applicable in case of Executive Directors)
- (v) Retiral benefits
- (vi) Annual Performance Bonus
- 4.1.4 The Annual Plan and Objectives for Executive Directors and Senior Executives (Executive Committee) shall be reviewed by the NR Committee and Annual Performance Bonus will be approved by the Committee based on the achievements against the Annual Plan and Objectives.

4.2 Remuneration to Non-Executive Directors

- 4.2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.
- 4.2.2 Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof. The Non-Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.
- 4.3 Remuneration to other employees
- 4.3.1 Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.





General

In the year 2014-15, global growth continued to remain moderate, with an uneven recovery across industrial countries. Recovery in the USA has broadened on the back of strong domestic consumption.

India's macro-economic scenario remained gloomy during the first half of the financial year 2014-15. The interest rates remained high resulting in subdued demand and investments, delayed decision making due to uncertain political and economic conditions further stalled major infrastructure and other projects.

With the national elections having resulted in a resounding majority to a single political party, general sentiment has since improved substantially and there is considerable hope that the new government will create an environment conducive to business and industry. Initial steps taken by the government have been positive, however it will take some time before projects put on hold in the past are cleared and start contributing to the economy.

Overall the macro-economic situation is still challenging and policy measures taken by the new government are yet to impact business, the company has registered a marginal improvement in the sales over the previous year as provided in the report by the directors.

I. Industry Structure & Development

Software Industry has transformed businesses around the world. Advancement in hardware, network capabilities and continuous reduction in its cost have increased the scope of digitization of business processes. Data Storage, transmissions, advancements in communication methodologies, shift from desktop based information systems to hand held devices and mobile applications have disrupted traditional business models and have evolved digital models.

The fast pace of technology change and the need for technology professionals in both the existing and emerging technology areas are driving businesses to rely on third parties to realize their technology transformation.

- Technology Consulting Companies who take on niche and time bound projects for their client
- Technology Consulting Companies who take on niche and time bound projects for their client
- Global IT outsourcing companies who leverage global talent pools to systematically optimise the IT

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- Technology Consulting Companies who take on niche and time bound projects for their client
- Technology Consulting Companies who take on niche and time bound projects for their client
- Global IT outsourcing companies who leverage global talent pools to systematically optimise the IT
 - Operations of clients
- Business Process Outsourcing firms who leverage global talent pools to manage the outsourced core business processes of their client
- Software Firms who provide licensed software that enable the automation of business processes
- Speciality platform and Software as a Service(SaaS) companies who provide utility based models for clients to consume software features
- Data Analytics companies who specialise in designing, analysing and reporting insights from the vast amount of data that corporations are collecting about their customers operations and markets.
- Internal IT Departments of Companies which are usually cost centres for these corporations.

$Technology\,Out sourcing\,Models$

The existing model of technology outsourcing where in the technology is outsourced on a project by project basis or on a standalone basis has some operational disadvantages. To address these, companies are looking at outsourcing approaches/platforms that require their service providers to develop specialised systems, processes and solutions in a cost effective manner.

Offshore Technology Services Models

In order to leverage the cost effectiveness of offshore service providers most of the companies are increasingly depending on this model. As a result off shore services providers have become critical and they continue to grow in recognition and sophistication.

Business Process Outsourcing Models

The domestic environment is maturing in a way which has created opportunity for businesses to outsource core and noncore processes to service providers for cost optimisation as well as to achieve a process oriented delivery model.

Safe Harbour Statement

Certain information pertaining to industry outlook and growth

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have been extracted from publicly available information and the same has been provided therein.

Certain statements in this Annual Report concerning our company's growth prospects are forward-looking statements, which involve a number of risks and uncertainties that could cause actual results to differ materially from those in such forwardlooking statements.

The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties regarding fluctuations in earning, intense competition in IT services and general economic conditions affecting industry.

II. Financial /Operational Performance: Sources of Funds

1. Share capital

The Company has been experiencing working capital shortages and has approached banks and financial institutions from time to time. The Company has also made plans to position itself into the emerging IT areas i.e in Digital IT segment.Investment into emerging IT requires significant investments in Capital Expenditure and Long term working capital.

The board at its meeting held on the 28th May 2015 has adopted a resolution to raise funds either as an FCCB/ADR/GDR/QIP or any other convertible instrument subject to the approval of the members at the general meeting.

However for the period ended 31st March 2015, no fresh equity shares were allotted nor share application money raised.

2. Reserves and Surplus

At the beginning of the year the year the company has Reserves as

Share Premium Rs. 857.10 Lacs, General Reserve of Rs. 3500.61 Lacs and Profit and Loss Account of Rs. 2843.22 Lacs.

During the year the company has made the following adjustments

- (a) Wrote off Loans and Advances, Book debts amounting to Rs.2147.52 Lacs
- (b) Wrote off Investment in US Subsidiary amounting to 1393.64 Lacs
- Charged off an amount of Rs.299.22 Lacs towards ©

accumulated depreciation on account of bringing depreciation charge in accordance with provisions of Companies Act 2013.

Hence on account of the above adjustments, the company has closing balance of available reserves amounting to Rs. 857.10 Lacs representing Share Premium.

Application of Funds

3. Fixed Assets

The Company has capitalised the Work in Progress amounting to Rs. 26.32 crores which was incurred over the past few years to Software Products as the expenditure pertains to additions in modules and features to the IT Products developed by the company as against Rs.NIL in the previous year.

Further the company has transferred an amount of Rs. 35.68 crores treated in holding company's books of account as Capital Work In Progress, to books of Subsidiary in UAE. The amount was incurred towards product/license fee and for ramping up operations of the

Increase in Intangible Assets amounting to Rs. 26.32 crores pertains to capitalisation of Work in Progress on Software Products.

expansion of operations of the wholly owned subsidiary at UAE. Hence the amounts are transferred from Capital Work in Progress to Investment in CIL FZE.

4. Investments in Subsidiaries

CIL Inc: During the year the company has written off an

amount of Rs. 1308.47 Lacs representing investment in wholly owned subsidiary as against an amount of Rs. 436.88 lacs in previous year. The Closing balance of Investment in CIL Inc after this write off is Rs. 2.17 Lacs.

CILEZE

During the year the company has amortised an amount of Rs. 85.16 lacs. Further the company has transferred an amount of Rs.3568.92 Lacs to Investment in UAE as the amount represents Capital Advances made to aquire Software Product/Licenses in UAE

The Closing balance of investment in CIL FZE after the addition is Rs. 3816.91 Lacs.

5. Deferred taxes - Assets and Liabilities

The Company has Deferred Tax Liability(Net) amounting to Rs. 110.66 Lacs attributable to difference between depreciation as per companies act 2013 and Income Tax Act

6. Trade Receivable

During the year the year the company has written off an amount of Rs. 2147.52 Lacs as bad debts. The company has reviewed the receivables which include Loans and Advances, Book Debts and other receivables as the same have become unrealisable.

Due to the quantum of the write off the company has disclosed the item as an exceptional item in the Profit and Loss Statement.

7. Inventories

Inventories amounting to Rs. 2630.36 Lacs representing expenditure incurred for development, upgrading of features, inclusion of new modules etc. The company has capitalised the expenditure to the products since testing and implementation has resulted in favourable outcome.

The closing balance in Inventories after capitalisation is Rs. NIL

8. Cash and Cash Equivalents

The opening balance of cash and cash equivalents as at the beginning of the year is Rs2.17 lacs.

The closing balance of Cash and Cash Equivalents is Rs. 2.61 Lacs held as cash, balances in current account and in deposit accounts.

9. Liabilities

The Company had availed a Lease Rent Discounting facility from a Finance Company amounting to Rs. 240 Lakhs which a self liquidating loan from future is rent receivables.

The Loan is irregular and the company has approached other banks and financial institutions to take over the same and provide working capital support. In view of the irregularity of the loan the company is facing challenges to raise working capital. Hence the company proposes to raise additional equity to retire its debt and augment long term working capital

10. Trade Payables

Trade payables at the beginning of the year were at Rs. 252.18 Lacs and at the end of the year were Rs. 265.34 Lacs.

Other Current Liabilities include an amount of Rs.466.50 Lacs as Advances from Directors and Related Parties, Accrued Salaries amounting to Rs.189.86 Lacs and Statutory and other Dues amounting to Rs.31.76 Lacs.

11.Provisions

The opening Balance of provisions is Rs.72.17 Lacs towards provision for income tax in the previous period.

There is no new provision made in the current year.

III. Results of Operations

The Company was able to provide IT Consulting services to clients amounting to Rs. 1150.05 Lacs and BPO Operations resulting in billing of Rs.22.06 Lacs.



The company's IT Consulting operations have increased significantly but there were no product sales in the current year.

The company is now gearing up to provide services in emerging IT areas i.e Digital IT.

2. Expenditure

During the year the employee benefit expenses have increased due to the IT consulting activity which has been the revenue component for the year.

Increase in Rent is attributed to new office premises which is bigger than the previous one to which the registered and corporate office of the company, IT and BPO operations are shifted.

Interest Expenses is higher due to revision of interest rate and other charges.

3. Operational Profits

The Company had earned a net profit of Rs. 13 Lakhs prior to charge off of the following

- (a) Write off of Investment in US Subsidiary in full as against the amortisation over a period of four years
- (b) Exceptional Items include Loans, Advances and Book Debts which have been carried forward over the past few years, have turned unrecoverable hence they have been written off

However on account of the write offs, the company had reported a Loss of Rs28.96 Crores as against a Profit of Rs. 2.59 Lakhs in the previous year.

4. Depreciation and Amortisation

During the year the company has made adjustments to the book values of Tangible and Intangible assets in compliance with Companies Act 2013.

Thus the company debited an amount of Rs.299.22 Lacs to the Profit and Loss Account.

The company has made the following amortisations during the year

(a) Software Product Development

Rs. 56.55 Lacs

(b) Investment in CIL FZE

Rs. 85.16 Lacs

5. Other Income-Net

Other income of the company includes Interest income on overdue debt, Dividend income from investment in Shares of Listed Companies and Profit on sale of Scrap

6. Exceptional Item

Exceptional Item is the amount of Charge of Loans, Advances and Book debts as Bad debts of Rs. 21.47 crores.

7. Investment Write Off

The Company has been amortising the investment in wholly owned subsidiaries in US and UAE in a systematic way. However to rationalise the carrying value of investments, the company has written off an amount of Rs. 1308.47 Lacs in US Subsidiary as against an amount of Rs. 436.88 lacs in previous year and Rs. 85.16 lacs in UAE consistently

8. Net Loss

The Net result of operations for the year before the write off of Exceptional items and investment charge off is a profit of Rs. 13 Lakhs. The Result after the write off is a loss of Rs. 2896.65 Lacs.

However there is no carried forward balance of Loss as it sets off the balances of opening balance of General Reserves and Profit and Loss Account.

9. EPS after Exceptions

Earnings per share for the previous year was insignificant and for the current is it is (4.00) on account of the loss.

10. Liquidity

The Company has been facing working capital shortage and is depended on external resources for filling up of the gap. The company proposes to ease the current position by raising further equity to improve the working capital position and also for future business requirements.

11. Related Party Transactions

Transactions with related parties have been made at an arms length basis and hence are not prejudicial to the interest of the company.

12. Related Party Transactions

These have been discussed in detail in Note no 33 to the stand alone financial statements in this Annual report.

13. Events Occurring after Balance Sheet date

The Company's property was offered as collateral security to a housing finance company to avail Credit facilities against future Lease Rentals for an amount of Rs.240 Lacs.

The tenants have committed a breach of contract and thus the resulting in a default in repayments.

The company approached the lender to restructure the loan upon entering into fresh lease of property. The lender has invoked proceedings under SARFARESI Act. The company has approached the Debts Recovery Tribunal for relief to protect its property. The matter is pending before the DRT. The company is preferring an appeal before the appropriate authorities against the orders of the DRT.

IV. Opportunities and Threats

Our Strengths

We have positioned our selves as a custom built application development company suiting the requirements of mid and emerging companies.

Our strengths include:

Product development – We have invested time and effort in enhancing our domain expertise in health care, telecom, engineering, energy, logistics and retail segments. We have been able to quickly adopt to the emerging developments in trade practices and enabling new features to our products to keep our customers ahead of their expectations.

End to End Offerings – Our end to end business solutions include transaction processing , data management, integration with third party tools and applications , independent testing and validation , network and surveillance, IT Support and Analytics.

Relationships: We have long standing relationships with mid sized companies and Government Business Units and are quite seasoned in their processes which enable us seek repeat business. Our track record delivering quality solutions help us strengthen these relationships over time.

Quality and Process Execution: Our clients have always been appreciative of our process implementation procedures and documentation which helps us maintain a healthy relationship and achieve business value.

Our Strategy

We are exploring opportunities to build strategic partnership with start ups to create innovative solutions in emerging technology space. We also intend to create platforms on analytics, big data, IT infrastructure and Business process outsourcing capabilities apart from strengthening our core product offerings across domains. We wish to make significant investments in these partnerships, our acquisitions to build capabilities to deliver emerging mobile and digital technology solutions.

Our Competition

We compete with small and mid sized companies in Government



and large corporations in application development, maintenance and business process out sourcing segments.

V. Outlook, Risks & Concerns

- Our revenue and expenses are difficult to predict and can vary significantly from period to period.
- Our success largely depend upon retaining skilled technology professionals and our ability to hire, motivate and retain them.
- We are a company in mid segment space and may not be providing adequate confidence to companies / customers for long term contracts.
- We may not be able to sustain the working capital cycles.
- Our liquidity may not keep us comfortable to stay in the race in case of long sale cycles.
- We may be unable to recoup investments made in developing our software products.
- Our success depends on our management team and key personnel and our ability to attract and retain them.
- Our failures to complete fixed price and fixed time frame contracts or transaction based pricing contracts within budget and on time may adversely affect our profitability.
- We may not be able to provide end to end business solutions for our clients which could lead to clients discontinuing their work with us which in turn could impact our business.

VI. Internal Control Systems and their adequacies

The CEO and CFO certification provided in the Annual report discusses the adequacy of our internal control systems and procedures.

VII .Material Developments in Human Resources / industrial relations, number of people employed.

Human Capital

As at March 3 1 st 2015, the company employed about 120 employees which include software engineers , trainees , process executives and administration.

Recruitment

We have built our software programming skill set by recruiting new graduates from different Engineering colleges and IT training institutes.

We have recruited process executives from Government aided foundations and aided consultancies.

We have in place a robust process which includes aptitude tests and interviews followed by a technology task approach in screening our programmers.

$Training \, and \, development$

CIL has always been conducting on the job training programmes on technology , business process , quality and presentation skills to mould its resources into tehno commercial resources.

Compensation and Benefits

CIL has always been a mid sized company attracting trainees to build their capabilities. CIL has always been facing challenges to retain its talent from large corporations which offer packages liked to performance and E-SOPs. In order to address this challenge, CIL has in this year proposed a resolution to implement E-SOPs to retain its talent.

Risk Management Framework

In today's economic environment, Risk Management is a very important part of business. The main aim of risk management is to

identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. Your Company's Board believes that to ensure sustainable business growth with stability of affairs and operations of the Company, periodical review of various risks having a bearing on the business and operations is vital to pro-actively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities. Further, it is also belief of your management that Risk Management Framework enables a systematic approach to risk identification, leverage of any opportunities and provides treatment strategies to manage, transfer and avoid or minimize the impact of the risks.

Keeping in view of the above, your Company's risk management is embedded in the continuous business processes and as a part of review of business and operations, your Board with the help of the management periodically reviews various risks associated with the business and products of the Company and considers appropriate risk mitigation process. However there are certain risks which cannot be avoided but the impact can only be minimized.

The risks and concerns associated with each segment of your company's business are discussed while reviewing segment-wise Management and Discussion Analysis. The other risks that the management reviews also include:

a. Industry & Services Risk: This includes Economic risks like demand and supply chain, Profiatability, Gestation period etc.; Services risk like infrastructure facilities;

Market risk like consumer preferences and distribution channel etc.; Business dynamics like inflation/deflation etc.; Competition risks like cost effectiveness

- **b. Management and Operational Risk:** This includes Risks to Property; Clear and well defined work process; hanges in technology / up gradation; R&D Risks; Agency network Risks; Personnel & labour turnover Risk; Environmental and Pollution Control Regulations etc.; Locational benefits near metros
- **c. Market Risk:** This includes Raw Material rates; Quantities, quality, suppliers, lead time, interest rates risk and forex risk.
- d. Political Risk: This includes Elections; War risk; Country/Area Risk; Insurance risk like Fire, strikes, riots and civil commotion, marine risk, cargo risk etc.; Fiscal/Monetary Policy Risk including Taxation risk.
- **e. Credit Risk:** This includes Creditworthiness; Risk in settlement of dues by clients and Provisions for doubtful and bad dobte.
- **f. Liquidity Risk:** This includes risks like Financial solvency and liquidity; Borrowing limits, delays; Cash/Reserve management risks and Tax risks
- **g. Disaster Risk:** This includes Natural calamities like fires, floods, earthquakes etc.; Man made risk factors arising under the Factories Act, Mines Act etc.; Risk of failure of effective disaster Management plans formulated by the Company.
- **h. System Risk:** This includes System capacities; System reliability; Obsolescence risk; Data Integrity risk & Co-ordination and Interface risk.
- i. Legal Risk: This includes Contract risk; Contractual liability; Frauds; Judicial Risk and Insurance risk
- **j. Government Policy:** This includes Exemptions, import licenses, income tax and sales tax holidays, subsidies, tax benefits

Further your Board has constituted a Risk Management Committee, inter-alia, to monitor and review the risk management framework



The Company's Corporate Governance Philosophy

Corporate Governance is more a way of Business life than a mere legal compulsion. Your Company believes that, though the prime focus of any business entity is on the core objective of earning profits, the same should be aligned with the expectations of stakeholders. In this direction, the Board of Directors of your Company is committed to adopt good corporate governance practice as a part of the corporate culture, a way of its corporate life and a kind of self-disciplinary code. And it is so designed to serve the ultimate goal of making the Company a value driven Organization. Effective corporate governance practices coupled with strong leadership have been the company's plus point.

Your company strictly adheres to the requirements of Listing Agreement executed with the Stock Exchange, and a report for the year ended 31st March 2015 is listed below:

1. Board of Directors:

A. Size and Composition of Board:

At Cybermate, the Board of Directors represents Professionalism with directors coming from different background carrying Knowledge to meet the market demands in our industry segment as gathered with a lot r contribution is important to ensure appropriate direction on leadership, vision, strategy, policy making, monitoring and achieving maximum performance. The Board of Experience.

Internal factors contribute a major portion to a good governance practice, this is what your company believes in, and hence the Board being the apex of the company's corporate governance structure is a key factor to ensure highest standards of legal compliances. Theid is characterized with Independence, professionalism, transparency in decision making and accountability. As per statutory requirements, Company has duly constituted Board consisting an optimum mix of Executive, Non-Executive and Independent Directors each of whom adds value and brings independent view in the decision making process.

As on 31st March 2015, the Board comprises of 8 Directors among whom Three hold Executive directorship and Five others are Independent and Non-Executive directors, one of whom is a Woman Director as required under the Companies Act, 2013. The necessary disclosures regarding Committee positions have been made by all the Directors.

B. Board Meetings:

The Board of Directors of the company met Five times during the financial year 2014-15 at the company's corporate office on 30th April 2014, 11th August 2014, 04th September 2014, 10th November 2014 and 13th February 2015. Composition of the Board and other Directorship/Membership of the committees held as on 31st March 2015 along with Attendance of Board Meeting/AGM during the year are given below:

Attendance Record 2014-15						
S.No	Name of the Director	Category	Meetings Attended	Attendance at Last AGM on 30-09-2014		
1	Sri. P.C. Pantulu	Executive	5	Yes		
2	Sri. K.S. Shiva Kumar	Executive	5	Yes		
3	Sri. P. Chandra Sekhar	Executive	5	Yes		
4	Sri K. Koteswara Rao	Independent	1	No		
5	Sri. K. Shankar	Independent	3	No		
6	Sri. Pawan Kumar Kasera	Independent	2	No		
7	Dr. D. Jayarami Reddy	Independent	3	No		

Number of other Directorships, Committee Membership(s) & Chairmanship(s):

	(b) (c) (c) (c) (c) (c) (c) (c) (c) (c) (c							
Sl.	Name	DIN	Other	Committee	Chairmanship			
No			Directorships	Memberships				
1	Mr. P. C. Pantulu	1583136	2	1	1			
2	Mr. K.S. Shiva Kumar	2103299	1	1	-			
3	Mr. P. Chandra Sekhar	1647212	5	-	-			
4	Mr. K. Koteswara Rao	6401491	1	1	-			
5	Dr. D. Jayarami Reddy	2079731	2	2	-			
6	Mr. Pawan Kumar Kasera	125178	9	2	1			
7	Mr. Shankar Khasnis	2359561	-	2	1			
8	Ms. C. Kamakshi Bharathi	7144611	-	-	-			

Note:

In compliance with the provisions of Companies Act, 2013, Mr. K. Koteswara Rao, Mr. K. Shankar, Mr. Pawan Kumar Kasera and Dr. D. Jayarami Reddy were appointed as Independent Directors. Ms. C. Kamakshi Bharathi has been appointed as Woman Director on Board of the company.



• Information placed before the Board

Agenda papers along with detailed notes are being circulated in advance of each meeting of the board. Information pertaining to Corporate Governance practices, as required under Annexure X of Clause 49 have been made available to the Board from time to time.

The company periodically places Compliance reports with respect to all applicable laws before the board of directors for its review

• Directors with material pecuniary or business relationship with the company.

The company did not have any pecuniary relationship or transactions with its Non-Executive and/or Independent Directors during the year under review except of payment of sitting fees and commission.

C. Policy for the Formal Evaluation of the Board: Objective:

The Object of this policy is to formulate the procedures and also to prescribe and lay down the criteria to evaluate the performance of the entire Board of the Company.

Criteria for Evaluation:

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of Independent Directors and also the other directors on the Board.

- Attendance and contribution at Board and Committee meetings.
- His/her stature, appropriate mix of expertise, skills, experience, and understanding of business, strategic direction to align company's value and standards.
- His/her knowledge of finance, accounts, legal, investment, marketing, foreign exchange/hedging, internal controls, risk management, assessment and mitigation, business operations, processes and Corporate Governance.(this criteria is adopted based on the basic qualification and other acquired skills of the individual)
- Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency.
- Recognize the role which he/she is expected to play, internal Board Relationships to make decisions objectively and collectively in the best interest of the Company so as to achieve organizational successes.
- Quality of decision making in the various business processes, understanding financial statements and business performance.
- His/her ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders.
- His/her contribution to enhance overall brand image of the Company.

Evaluation of the performance:

The Committee shall evaluate the performance of each Board of Directors of the Company with reference of the authority under the Nomination and Remuneration Policy of the Company and also based on the above mentioned criteria.

Based on the performance evaluation of each and every Director and the Chairman of the Company, the Committee shall provide the ratings based on each criteria and also based on Board member feedback.

Effectiveness of the board:

Based on the ratings given by the Nomination & Remuneration Committee to each Director, the overall effectiveness of the Board shall be measured and accordingly the Board shall decide the Appointments, Re-appointments and Removal of the non-performing Directors of the Company

.2. Audit Committee

A. Scope

Audit committees are responsible for overseeing the work of the auditors. They also need to ensure that the auditor has an appropriately independent mindset from management and is truly objective. Ultimately, this will enable the audit committee to draw conclusions about the effectiveness of the audit.

The committee establishes procedures for accepting confidential, anonymous concerns relative to financial reporting and internal control matters. Often referred to as a "whistle-blower policy," the procedures allow individuals to bring questions and issues to light without fear of retribution. It is the audit committee's responsibility to create an environment that accommodates an open discussion in a culture of integrity, respect and transparency between management and auditors.

The audit committee is responsible for the appointment, compensation and oversight of the work of the auditor.

B. Composition:

The composition, role, terms of reference of Directors as well as powers of Audit Committee meets the requirements of Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013.

Audit Committee comprises of 3 Non-Executive Independence Directors with relevant experience in Finance and audit, viz, Mr. Pawan Kumar Kasera, Dr. D.Jayarami Reddy and Mr. K.Koteswara Rao, Mr. Pawan Kumar Kasera is the Chairman of the committee.

C. Meetings:

During the financial year 2014-15, four meetings of the committee were held on 30th May 2014, 11th August 2014, 10th November 2014 and 13th February 2015.

D. Terms of Reference:

The Board at its meeting held on May 30, 2014, (revised the terms of reference of the Committee to meet with the requirements of the Companies Act, 2013.)

The revised and enhanced scope of the Committee is as follows:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure correctness of the financial statements providing sufficient and credible information;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:



a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's

Report in $\;$ terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013

- b) Changes, if any in accounting policies and practices and reasons for the same.
- c) Major accounting entries involving estimates based on the exercise of judgment by management.
- d) Significant adjustments made in the financial statements arising out of audit findings.
- e) Compliance with listing and other legal requirements relating to the financial statements.
- f) Disclosure of Related party transactions.
- g) Qualifications in the draft audit report.
- Reviewing with the management, the quarterly financial statements before submission to the Board for approval;
- Review and monitor the auditor's independence and performance and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant endings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors, before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends and creditors;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc of the candidate;

The Committee also reviews various information prescribed under Clause 49(II)(E) of the Listing Agreement with the Bombay Stock Exchange Limited.

The Chief Financial Officer remains present at the meetings. The Statutory and Internal Auditors are also invited to the Committee meetings, as and when required.

3. Nomination and Remuneration Committee:

During the year under review, the Company has changed nomenclature of Compensation committee to Nomination and

Remuneration Committee in terms of Section 178 of the Companies Act, 2013.

A. Composition:

The nomination and remuneration committee is comprised of Mr. P.C.Pantulu Mr. Pawan Kumar Kasera and Mr. Shankar Khasnis. Mr. P C Pantulu is the chairman for the committee.

B. Meetings:

During the financial year under review, four meetings of the committee were held on 30th May 2014, 11th August 2014, 10th November 2014 and 13th February 2015.

C. Terms of Reference:

The Board at its meeting held on May 30, 2014, revised the terms of reference of the Committee to meet with the requirements of the Companies Act, 2013.

The revised and enhanced scope of the Committee is as follows:

Nomination Duties:

The Role of the Committee in relation to nomination matters include:

- \bullet $\;$ Determining the appropriate size and composition of the Board;
- Formulating criteria for identifying suitable candidates for Directors and Senior Management.
- Identifying persons who are qualified to become Directors and appointed as the Senior Management in accordance with criteria laid down;
- Formulating the criteria for determining the qualifications, positive attributes and Independence of a director;
- Devising policy on the diversity of the Board;
- Making recommendation to the Board on the appointment and removal of Directors and senior Management Personnel;
- Developing a plan for identifying, assessing and enhancing Directors' competencies;
- Developing a succession plan for the Board and regularly reviewing the plan;
- Formulating the criteria for evaluation of Independent Directors and the Board and evaluating the performance of the Board;
- Developing and monitoring the Annual performance evaluation of the Board members;
- Ensuring that there is an appropriate induction programme in place for new directors and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Independent Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment committee service and involvement outside the Board Meetings;
- Identifying and recommending Directors who are to be put forward for retirement by rotation;
- Before appointment is made by the Board, evaluating the balance of the skill, knowledge and experience on the Board, and in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment and
 - i) To consider candidates from a wide range of backgrounds; and $\,$
 - ii) To consider candidates on merit and against objective criteria, taking care that

 $Appointees\ have\ enough\ time\ available\ to\ devote\ to\ the\ position;$



- a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's
- Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
- b) Changes, if any in accounting policies and practices and reasons for the same.
- c) Major accounting entries involving estimates based on the exercise of judgment by management.
- d) Significant adjustments made in the financial statements arising out of audit findings.
- e) Compliance with listing and other legal requirements relating to the financial statements.
- f) Disclosure of Related party transactions.
- g) Qualifications in the draft audit report.
- Reviewing with the management, the quarterly financial statements before submission to the Board for approval;
- Review and monitor the auditor's independence and performance and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant endings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors, before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends and creditors;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc of the candidate;

The Committee also reviews various information prescribed under Clause 49(II)(E) of the Listing Agreement with the Bombay Stock Exchange Limited.

D. Details of remuneration to all Directors:

1) Details of remuneration of Executive Directors

Sl. No.	Name of the Director	Remuneration
		per month
1.	Mr. P C Pantulu	1,25,000/-
2.	Mr. P Chandra Sekhar	90,000/-
3.	Mr.K.S.Shiva Kumar	80,000/-

2. Details of remuneration of Non-Executive Directors

All Independent Non-executive directors are paid sitting fees of Rs. 2500/- for every board meeting attended.

4. Stakeholders Relationship Committee:

During the year under review, the company has changed nomenclature of investor's grievance and share transfer committee to Stakeholders Relationship committee in terms of Section 178 of the Companies Act, 2013.

A. Composition:

The Stakeholders Relationship committee has changed its constitution effective May 28, 2014 and is now comprised of Mr. Shankar Khasnis, Dr. D. Jayarami Reddy and Mr. K.S.Shiva Kumar. Mr. Shankar Khasnis is the chairman of the committee. Mr.R.Venkata Kiran , Company Secretary is designated as a Compliance Officer.

The Committee meets at regular intervals in order to facilitate prompt and effective redressal of shareholders complaints to effect transfers, transmissions and give approval for issue of duplicate share certificates/name deletions etc. The company in coordination with the registrar and transfer agents takes all necessary steps for prompt resolution of all shareholder complaints and committee periodically reviews the report of the same.

B. Meetings

During the financial year 2014-15, the committee has met on 30th May 2014, 11th August 2014, 10th November 2014 and 13th February 2015.

C. Terms of Reference:

The Board at its meeting held on May 28, 2014, revised the terms of reference of the Committee to meet with the requirements of the Companies Act, 2013.

The revised and enhanced scope of the Committee is as follows:

- To respond to the grievances in general and relating to transfer, transmission and transportation of shares, non-receipt of declared dividends, interest, non-receipt of balance sheet, duplicate share certificate, etc. of all shareholders in a time bound manner:
- To monitor and review the performance and service standards of the Registrar and Share Transfer Agents of the Company and provide continuous guidance to improve the service levels for shareholders;
- To ensure quick redressal of the complaints of all shareholders;
- To maintain cordial relations with the shareholders and other security holders;
- To address such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such Committee;
- To monitor the number of grievances received, resolved or pending at the end of the quarter.

D. Summary of Grievances:

The company did not receive any complaints from shareholders/Investors during the period 1st April 2014 to 31st March 2015.

As on March 31, 2015, there were no pending share transfers.

5. Risk Management Committee

Every financial or management crisis seems to lead to another responsibility for managers and boards. The role of the risk management committee is to acknowledge and identify all of the risks facing the organization. The committee then evaluates and



prioritizes those risks and develops a written strategy for managing the risks. This plan may involve avoiding risks by exiting products or services, modifying activities to reduce risks, accepting risks and preparing the consequences or sharing risks with other entities.

During the year under review, the Company has constituted another committee by name Risk Management Committee on 28th May 2014.

A. Composition:

The Risk Management committee comprises of Mr.P.Chandra Sekhar, Mr.Shankar Khasnis and Ms.C.Kamakshi Bharathi.

B. Meetings:

During the financial year 2014-15, the committee has met on 30th May 2014, 11th August 2014, 10th November 2014 and 13th February 2015.

C. Terms of Reference

The Board at its meeting held on May 28, 2014, provided for the terms of reference of the Committee to meet with the requirements of the Companies Act, 2013.

The primary responsibility of the risk committee is to oversee and approve the company-wide risk management practices and to assist the board in:

- Identifying and assessing all the risks that the organisation faces and establishing a risk management infrastructure capable of addressing those risks.
- Overseeing, in conjunction with other board-level committees or the full board, if applicable, risks, such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational, and other risks.
- Overseeing the division of risk-related responsibilities to each board committee as clearly as possible and performing a gap analysis to determine that the oversight of any risks is not missed
- assessing and mitigating risk that the company faces in strategic, financial, credit, market, liquidity, legal, regulatory, reputational, security, property, Intellectual Property, IT and any other risks.
- assessing and mitigating risk in the day to day operations.
 In conjunction with the full board, approving the company's enterprise wide risk management framework.

The risk committee shall have the authority to conduct investigations into any matters within its scope of responsibility and obtain advice and assistance from outside legal, accounting, or other advisors, as necessary, to perform its duties and responsibilities. In carrying out its duties and responsibilities, the risk committee shall also have the authority to meet with and seek any information it requires from employees, officers, directors, or external parties. In addition, the risk committee could make sure to meet with other board committees to avoid overlap as well as potential gaps in overseeing the company's risks.

6. Meeting of Independent Directors:

During the year under review, the independent directors met on 11th August 2014 and 13th February 2015 inter alia, to discuss matters as prescribed under the Companies Act, 2013 and listing agreement executed by the company with the stock exchanges.

Code of Conduct:

The Board of Directors of the company has laid down a code of conduct for all its members and senior management personnel of the company. This code of conduct is uploaded on company's website. The directors and senior management have affirmed their

compliance with the code of conduct for the financial year 2014-15 $\,$

7. Details of previous Annual General Meetings and special resolutions passed at such Annual General Meetings:

Year	Location	Date	Time
2011-12	Belsons Taj Mahal Hotel, IV Floor, 82,	30.09.2012	10.00 A.M.
	Main Guard Road, Behind MCH		
	Swimming Pool, Secunderabad. 500003		
2012-13	Hotel TAJ TRISTAR, at "SAFFRON", 1-1-40, Seven Hills, Sarojini Devi Road, Secunderabad.	30.09.2013	10.00 A.M.
2013-14	Hotel TAJ TRISTAR, at "SAFFRON", 1-1-40, Seven Hills, Sarojini Devi Road, Secunderabad. 500003	30.09.2014	10.00 A.M.

8. Disclosures:

A. Related Party Transactions:

- a) There were no materially significant related party transactions i.e. transactions of a material nature, with its promoters, directors or the management, their subsidiaries or relatives etc. during the period under review, that may have potential conflict with the interests of the Company at large. Transactions with related parties are disclosed in Note 34 forming part of the Accounts in this Annual Report.
- b) Pursuant to the disclosures received from the Senior Management Personnel of the company to the Board, there were no material, financial and commercial transaction, which could have potential conflict with the interest of the company at large.

B. Statutory Compliance, Penalties and Strictures:

There were no instances of material non-compliance and no strictures or penalties were imposed on the company either by SEBI, Stock Exchanges or any statutory authorities on any matter related to capital markets during the last three years.

C. Disclosure relating to Whistle Blower Policy and affirmation that no personnel have been denied access to the audit committee:

In terms of requirements of Clause 49 (V) of the listing Agreement, the Managing Director (CEO) and Chief Financial Officer (CFO) have made a certification to the board of Directors in the prescribed format, which has been reviewed by the Audit Committee and taken on record by the Board.

D. Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance.

Compliance with Non Mandatory requirements;

- (i) The code if Business conduct adopted by the Company provides a mechanism for employees to report to the Management about unethical behavior, actual or suspected fraud or violation of the Code, Copies of the Code are provided to each employee and also available on the Company's intranet site.
- (ii) There is no audit qualification in the Company's financial statement for 12 period ended on March 31, 2014. The Company continues to adopt best practices to ensure the regime of unqualified financial statements. However the comments in the CARO Report have been explained elsewhere in the directors



report.

9. Means of Communication

- The Quarterly, half yearly and annual results have been approved by the Board and were intimated to the Stock Exchanges and were published in national newspaper Business Standard and vernacular newspaper Andhra Prabha.
- The company's website is periodically updated to include information on new developments and business opportunities of the company.
- The investors can contact on the email id secretarial@cybermateinfotek.com.
- Management Discussion and Analysis Report forms part of Annual Report.
- The company has as per initiatives taken by the ministry of corporate affairs, invited the members to register their email a d d r e s s e s with the company so that all communications/documents including the notice calling the annual general meeting and other general meeting of the members along with the explanatory statement thereto, balance sheets, directors report, auditors report etc can be sent to them in electronic mode.

10. General Shareholder Information:

a. Annual General Meeting: The annual general meeting of the company will be held on 26th August 2015 at . at MOKSH BANQUETS, 221, TIVOLI ROAD, SECUNDERABAD – 500003, TELANGANA. India at 10.00 am

b. Financial Year: 01st April 2014 to 31st March 2015

c. Financial Calendar (tentative and subject to change)

c. Financial Calendar (tentative and subject)	0 /
Event	Due Date
Financial reporting for the	14 th August 2015
quarter ending 30th June 2015	
Financial reporting for the quarter	15 th November 2015
ending 30th September 2015	
Financial reporting for the quarter	15 th February 2016
ending 31st December 2015	
Financial reporting for the quarter (audited) ending 31st March, 2016	30 th May 2016
Annual General Meeting for the year ending 31st March, 2016	30 th September 2016

d. Market price Data: High/low

Share Price Data 2014-15					
Month	High -Price ₹	Low-Price ₹			
Apr-14	0.6	0.51			
May-14	0.66	0.48			
Jun-14	1.26	0.64			
Jul-14	1.09	0.74			
Aug-14	0.92	0.69			
Sep-14	0.97	0.66			
Oct-14	0.77	0.61			
Nov-14	0.8	0.57			
Dec-14	0.62	0.53			
Jan-15	0.64	0.52			
Feb-15	0.79	0.5			
Mar-15	1.06	0.8			

e. Registrar and Share transfer Agent:

Aarthi Consultants (p) Ltd 1-2-285,Domalguda, Hyderabad-500029. Ph:040-27634445/8111/27642217 Fax No.040-27632184 Email:Info@aarthiconsultants.com url:www.aarthiconsultants.com.

f. Share transfer system:

Shares are received at the Registered office of the Company as well as directly at Registrar's Office. All are registered within 15 days from the date of receipt, if the documents submitted are found in order in all respects. A Committee of Directors authorized for approval of share transfers meets at regular intervals as required and the certificates duly endorsed for transfer are returned to shareholders within stipulated time of 30 days.



g. Distribution Schedule as at 31st March 2015

S.	Category	No of % of	No. of Shares	% of	
No.		Shareholders	Shareholders		Shareholding
1	1 - 5000	14,177	57.22	3,021.462	4.17
2	5001 - 10000	4,123	16.64	3,779,343	5.22
3	10001 - 20000	2,420	9.77	4,116,033	5.68
4	20001 - 30000	1,023	4.13	2,752,438	3.80
5	30001 - 40000	459	1.85	1,699,213	2.35
6	40001 - 50000	732	2.95	3,554,470	4.91
7	50001 - 100000	911	3.68	7,090,462	9.79
8	100000 & Above	932	3.76	46,428,541	64.09
	Total	24,777	100.00	72,441,962	100.00

h. Dematerialization of shares and liquidity:

Particulars	No. of Shares	% of total capital issued
Held in dematerialized form in CDSL	19,534,493	26.97
Held in dematerialized form in NSDL	52,307,205	72.21
Physical	600,264	0.83
Total	72,441,962	100.00

i. Shareholding Pattern

Category	No of Shares	Percentage
Promoters	1,07,23,713	14.80
Financial Institutions & Banks	200	
FIIs/FCBs		
Bodies Corporate	33,66,217	4.65
NRIs	28,25,593	3.90
Overseas Corporate Bodies	15,300	0.02
Trusts	100	
Clearing Members	8,33,273	1.15
Resident Individuals	5,46,77,566	75.48
Total	7,24,41,962	100.00

j. Address for Communication

Shareholders can correspond at the Registered Office of the Company at Secunderabad, addressed to the Company Secretary/Compliance Officer or to the Registrars & Share Transfer Agents, whose address has been mentioned elsewhere in this Report.

Other Shareholders related information:

Clause 5A of the Listing Agreement with respect to Unclaimed Shares

Cybermate Infotek Limited has all its shares claimed by the respective shareholders. Hence, this clause of the listing agreement does not bind the company.

Code of Conduct

To uphold corporate philosophy, the Board of Directors of the company has laid down a code of conduct for all the board members and the senior management of the company as per the clause provided in the listing agreement.

I hereby confirm that the directors on board of the company, the senior management officials have provided an affirmation that they have complied with the code of conduct during the financial year 2014-15.

By Order of the Board

P.C. Pantulu Managing Director

Place: Hyderabad Date: 30th July 2015

CEO & CFO Certification Annual Report 2014-15



We, P.C.Pantulu, Managing Director, P.Chandra Sekhar, Executive Director, responsible for the finance function certify that:

a) We have reviewed the financial statements and cash flow statement and Directors Report for the year ended 31st March, 2015 and to the best of our knowledge and belief:

i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2015 are fraudulent, illegal or violative of the Company's code of conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.

d) i) There has not been any significant change in internal control over financial reporting during the year under reference;

ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and

iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting

P.C. PANTULU
MANAGING DIRECTOR & CEO

Place: Hyderabad Date: 28.05.2015 P. Chandra Sekhar
DIRECTOR FINANCE & CFO

Auditor's Certificate Annual Report 2014-15



To
The Members of Cybermate Infotek Ltd,
Secunderabad.

We have examined the compliance of conditions of corporate governance by Cybermate Infotek Limited for the year ended on 31.03.2015 as stipulated in clause 49 of the Listing Agreement of the said company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned listing agreement.

We state that generally no Investor Grievances are pending for a year exceeding one month against the company as per the records maintained by the shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For P. MURALI & CO., Chartered Accountants

Firm Registration No.: 007257S

P. MURALI MOHANA RAO

PARTNER

MEMBERSHIP No.: 23412

DATE: 28th May 2015

PLACE: Hyderabad





To the Members of CYBERMATE INFOTEK LIMITED Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of CYBERMATE INFOTEK LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating

the overall presentation of the financial statements

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2015, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the
- 2. As required by section 143(3) of the Act, we further report that:
- we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The Company has disclosed the impact, if any, of pending litigations as at March 31, 2015, on its financial position in its standalone financial statements (Refer Note No. 25)
- The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

For P. Murali & CO.,

Chartered Accountants

Firm Registration No.: 007257S

P. Murali Mohana Rao

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Partner

Membership No.: 023412

Place: Hyderabad Date: 28th May 2015



Annexure referred to in paragraph 1 under "Report on other Legal & Regulatory Requirements" in Independent Auditors' of even date to the members of CYBERMATE INFOTEK LIMITED on the standalone financial statements accounts as of and for the year ended March 31, 2015

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification.
- The company has no inventory. Hence, this clause is not applicable.
- The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act.
- iii. In our opinion and according to the information and explanations given to us, there is adequate internal control

Nature of Due	Amount Payable
VAT Payable	1,34,948/-
Professional Tax	37,700/-
TDS Payable	1,93,107/-

 According to the information and explanations given to us and based on the records of the company examined by us, (Income Tax) amount outstanding on account of dispute are;

- system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and for the sale of services. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, no major weakness has been noticed or reported.
- iv. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- v. To the best of our knowledge and as explained, the company is not in the business of manufacturing and sale of any goods. Therefore, in our opinion, the provision of the order made by the Central Government for maintenance of cost records under sub-section (1) of Section 148 of the Act, 2013 is not applicable.
- vi. (a) The Company is not regular in depositing statutory dues with the appropriate authorities following are the undisputed amounts payable which were outstanding, at the year end, for a period of more than six months from the date they became payable.

Name of the Statute	Nature of dues	Amount	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	12,42,619/-	2004-05	Commissioner of Income Tax - Appeals
Income Tax Act, 1961	Income Tax	6,43,94,600/-	2009-10	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	1,70,34,842/-	2011-12	Commissioner of Income Tax - Appeals
Income Tax Act, 1961	Income Tax	2,76,63,700/-	2012-13	Commissioner of Income Tax - Appeals

- (c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise.
- viii) The Company has no accumulated losses at the end of the financial year and it has incurred cash losses during the financial year and not in the immediately preceding financial year.
- ix) In our opinion, and according to the information and explanations given to us, the company has not taken any loans from banks or financial institutions nor has issued any debentures. Hence, this clause is not applicable.
- x) In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from bank or financial institutions.
- xi) The Company has not raised any term loan during the year.

Hence, this clause is not applicable.

 According to the information and explanation given to us, no material fraud on or by the company has been noticed or reported during the course of our audit.

> For P. Murali & CO., Chartered Accountants

Firm Registration No.: 007257S

P. Murali Mohana Rao

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Partner

Membership No.: 023412

Place: Hyderabad Date: 28th May 2015

Balance Sheet Annual Report 2014-15

Balance Sheet as at 31st March 2015

	Note		2015	2014
			₹	₹
EQUITY AND LIABILITIES				
SHAREHOLDERS' FUNDS				
Share Capital		2	72,44,19,620	72,44,19,620
Reserves and Surplus		3	8,57,10,004	40,52,98,377
			81,01,29,624	1,12,97,17,997
Share application money pending allotment		4	-	-
			81,01,29,624	1,12,97,17,997
NON-CURRENT LIABILITIES				
Long-Term borrowings		5	3,03,00,175	2,43,64,956
Defferred Tax Liabilities (Net)		6	1,10,66,248	1,02,36,095
			4,13,66,422	3,46,01,051
CURRENT LIABILITIES				
Short-term borrowings		7	32,06,414	84,93,319
Trade Payables		8	2,65,34,867	2,52,18,133
Other current liabilities		9	6,68,14,098	4,57,28,982
Short-term provisions		10	72,17,197	72,17,197
			10,37,72,575	8,66,57,631
Total			95,52,68,622	1,25,09,76,679
ASSETS				
NON CURRENT ASSETS				
Fixed Assets				
Tangible Assets		11	2,91,83,799	3,67,45,937
Intangible Assets		12	26,88,92,372	3,64,39,134
Capital work-in-progress			-	35,68,92,745
			29,80,76,172	43,00,77,815
NONCURRENT INVESTMENTS		13	38,20,09,100	15,67,15,915
Other Non-Current Assets		14	1,13,11,572	1,69,67,359
			69,13,96,844	17,36,83,274
CURRENT ASSETS				
Current Investments		15	31,127	31,372
Inventories		16	-	26,30,36,500
Trade Receivables		17	239,820,124	35,64,47,879
Cash and Bank Balances		18	2,61,321	2,17,510
Short-term loans and advances		19	2,37,59,206	2,74,82,328
			26,38,71,778	64,72,15,589
Total			95,52,68,622	1,25,09,76,679

Summary of Significant Accounting Policies

The Accompanying Notes are an Integral part of the Financial Statements

AS PER OUR REPORT OF EVEN DATE

For. P. Murali & Co., Chartered Accountants Firm Regn. No. 007257S

P. Murali Mohana Rao

Membership No. 023412

Place: Hyderabad Date: 28th May 2015

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For and on behalf of the Board

FURLING

P.C Pantulu

K.S. Shiva Kumar Managing Director Director

P. Chardra Sakhan

P. Chandra Sekhar Director

Place: Hyderabad Date: 28th May 2015

Statement of Profit & Loss Annual Report 2014-15

Statement of Profit and Loss for the Year Ended 31st March 2015

	Note	2015	2014
		₹	₹
Revenue from operations			
Software development and allied services		11,50,05,135	1,83,60,605
Product revenue		-	33,85,715
Finders Fee		-	78,683,443
Revenue from BPO Operations		22,06,835	-
		11,72,11,970	10,04,29,763
Other income		5,77,484	11,95,769
Total revenue		11,77,89,454	10,16,25,532
Expenses			
Purchasess of network and Security products	20	4,11,438	8,73,552
Increase/Decrease in inventories	21	-	48,50,000
Employee Benefit Expenses	22	1,36,30,852	74,41,970
Other Expenses	23	15,51,07,258	6,76,84,334
Depreciation and Amortization Expenses	11&12	94,61,737	1,40,09,650
Finance costs	24	1,32,61,087	63,89,945
Total expenses		1,91,18,72,371	10,12,49,451
Profit Before Exceptional Item		(7,40,82,917)	3,76,082
Exceptional Item		21,47,52,657	-
Profit after Exceptional Item and before Tax		(28,88,35,574)	3,76,082
Tax Expense :		-	11,39,988
Current tax		8,30,153	(10,23,779)
Deferred tax ()			
PROFIT / (LOSS) AFTER TAXATION		(28,96,65,727)	2,59,873

Summary of Significant Accounting Policies

1

The Accompanying Notes are an integral part of the financial statements

AS PER OUR REPORT OF EVEN DATE

For P. Murali & Co.,

Chartered Accountants Firm Regn. No.: 007257S

P. onule

P. Murali Mohana Rao

Partner

Membership No.: 023412

Place: Hyderabad Date : 28th May 2015 For and on behalf of the Board

P. C. Pantulu Managing Director

K. S. Shiva Kumar Director

P. Chandra Sakhan

P. Chandra Sekhar

Director

Place: Hyderabad Date: 28th May 2015

Cash Flow Statement Annual Report 2014-15

Cash Flow Statement for the Year Ended 31st March 2015

Particulars	Current Year	Previous Year
	Amount in ₹	Amount in ₹
A. Cash Flow from Operating Activities:		
Profit before taxation	(28,88,35,574)	3,76,082
Adjustments for : -		
Depreciation	94,61,737	1,40,09,650
Interest Expense	1,32,61,087	61,09,068
Amortisation of Product Development Cost	56,55,787	56,55,787
Diminution in value of investment	13,93,64,722	5,22,08,367
Interest Income	(5,00,000)	(17,614)
Dividend Income	(1,021)	(2,581)
Bad Debts Written Off	214,752,657	-
Operating Profit before working capital changes	93,159,394	7,83,38,759
(Increase) / Decrease in Inventory	26,30,36,500	48,50,000
(Increase) / Decrease in Trade Receivables	(9,81,24,902)	(8,56,55,369)
(Increase) / Decrease in Short Term Loans and Advances	37,23,122	(30,65,353)
Increase / (Decrease) in Trade Payables	13,16,733	(90,75,407)
Increase / (Decrease) in Other Current Liabilities	2,10,85,116	3,36,16,577
Increase / (Decrease) in Short Term Provisions	-	(25,46,599)
Cash generated from Operations	28,41,95,964	1,64,62,607
Taxes Paid	-	-
Net Cash Generated from Operating activities (A)	28,41,95,964	1,64,62,607
B. Cash Flow from Investing Activities:		
Purchase of tangible assets/intangible assets (net) including transfer from CWIP	(26,42,75,483)	(2,50,92,799)
Sale of Fixed Assets	-	80,000
Decrease in Capital Work In Progress	35,68,92,745	1,05,07,145
Interest Income	5,00,000	17,614
Dividend Income	1,021	2,581
(Increase) in Current Investments	245	-
(Decrease) in Non Current Investments	(36,46,57,907)	
Net Cash Flow from Investing Activities (B)	(27,15,39,379)	(1,44,85,459)
C. Cash Flow from Financing Activities :		
Repayment of Long Term Loans	59,35,218	(63,98,341)
Increase in Short Term Borrowings	(52,86,905)	7,971,940
Interest Paid	(1,32,61,087)	(61,09,068)
Net Cash from Financing Activities (C)	(1,26,12,774)	(45,35,469)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	43,812	(25,58,321)
Cash & Cash Equivalents at the beginning of the year	2,17,509	27,75,830
Cash & Cash Equivalents at the end of the year	2,61,321	2,17,509

- 1. The Accompanying Notes are an Integral part of the Financial Statements
 2. The above Cash Flow Statement has been prepared under indirect method as set out in AS 3 issued by ICAI
- 3. Previous Year figures have been regrouped and rearranged where ever neessary to conform to this year's classification

Cash on hand Balances with Banks

1,000 967 2,60,354 2,61,321 2,16,510 2,17,510

For P. Murali & Co.,

Chartered Accountants Firm Regn. No.: 007257S

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P. Murali Mohana Rao

Membership No.: 023412

Place: Hyderabad Date: 28th May 2015 For and on behalf of the Board

Managing Director

P. Chardra Sakhan

Director

Place: Hyderabad Date: 28th May 2015

P. Chandra Sekhar

K.S. Shiva Kumar

Director





1. Significant Accounting Policies

Company Overview

Cybermate is a Mid Sized IT Services company engaged in custom built software development, System Integration Services, Network & Surveillance, building and selling own Products, reselling third party products, business platforms such as analytics, social media, mobile applications, cloud based solutions and outsourced business processes etc. Cybermate has over the year built and sold products for general IT use and domain specific solutions for Health Care, Telecom, Engineering, Energy and Retail.

Cybermate is a public limited company incorporated in India and has its registered and corporate office at Hyderabad, Telangana. The company is listed on BSE Limited.

Significant Accounting Policies

1. Basis of preparation of financial statements:

These financial statements are prepared in accordance with the Indian Generally Accepted Accounting Principles (IGAAP) under the historical cost convention on accrual basis with the exception to insurance claims, export incentives, interest on calls in arrears and interest on overdue receivables which are accounted for on cash basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act 2013(the Act) read with rules 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act to the extent notified and applicable and guidelines issued by the Securities and Exchange Board of India (SEBI).

2. Use of estimates

The preparation of the financial statements in conformity with Generally Accepted Accounting Practices requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosures relating to contingent liabilities as at the date of the Financial Statements and reported amounts of Income and Expenses during the period. Although

these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

Cybermate Infotek Limited

3. Revenue recognition

Revenue from the software development on time and material contracts is recognized based on the software developed and billed in accordance with the terms and specific contracts. Revenue from a fixed price contract is recognized on the basis of milestones achieved in the performance of the contracts on a percentage completion basis.

Revenue from sale of user licenses for software applications/products is recognized on transfer of title in the user license.

Revenue from resale of network and security products and related third party maintenance contracts are recognized upon dispatch. Revenues from other services are recognized as per the terms of the contract.

Other Income

- (i) Profit on sale of investments is recorded on transfer of title from the company and is determined as the difference between the sale price and the then carrying amount of the investment.
- (ii) Dividend income is recognized when the Company's right to receive dividend is established.
- (iii) Interest income on time deposits is recognized using the time proportion basis taking into account the amount outstanding and applicable interest rates.

4. Tangible Fixed Assets

Tangible Assets are stated at acquisition cost less depreciation. Cost of tangible assets comprises purchase price, duties, levies and other directly attributable costs of bringing the asset to its working condition less CENVAT credit.

Capital Work in progress includes the cost of fixed assets that are not ready for their intended use at the balance sheet date.

Depreciation on Tangible Assets has been provided on the Straight Line Method over their useful lives at the rates prescribed in Schedule II to Companies Act 2013 as per the table below

Intangible Assets

An intangible asset is recognized, when it is probable that the future economic benefits attributable to the assets will flow to the enterprise and where its cost can be reliably measured. The company frequently expends resources, and incurs liabilities, on the acquisition, development, maintenance and enhancement of intangible resources such as scientific or technical knowledge, design and implementation of new process or systems, license, intellectual property, market knowledge and trademarks in order to make software's and brands. Intangible assets are recorded as per AS26 of IGAAP.

Intangible assets are amortized as per AS 26 of IAS. The useful life of all the intangible assets was taken accordingly.

6. Investments

Current Investments are carried in the financial Statements at lower

of cost or fair value determined on an individual investment basis. Long Term Investments are stated at cost. However provision for dimunition in value is made to recongise a decline other than temporary in the value of investments.

7. Inventories

Software Products / Projects in process are stated at cost.

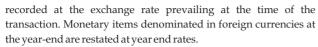
8. Employee benefits

Contribution to Provident and other funds accruing during the accounting period are charged to the statement of Profit and Loss. Provision for Liabilities in respect of gratuity are accrued and provided at the end of each accounting period.

Gratuity liability towards existing eligible employees will be met by the contribution made to the fund administered by LIC.

9. Foreign currency transactions Initial Recognition

Transactions denominated in foreign currencies at the year end are



In case of items which are covered by forward exchange contracts the difference and the premium paid on forward contracts is recognized over the life of the contract.

Non Monetary foreign currency items are carried at cost.

Any income or expense on account of exchange difference either on settlement or on transaction is recognized in the Profit and Loss Account.

10. Taxes on Income

Provision for Income Tax, comprising current tax and deferred tax, is made on the basis of the results of the year.

The provision for current tax is based on the assessable profits determined under the income tax act 1961.

Deferred tax is accounted for by computing tax effect of timing differences which arose during the year and is reversed in subsequent period.

11. Earnings per share

Basic earnings per share are computed by dividing the net profit or loss for the period attributable to equity shareholders by the

weighted average number of equity shares outstanding during the

12. Impairment of Assets

The company assesses at each balance sheet date whether there is any indication that any asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account.

13. Provisions, Contingent Liabilities and Contingent Assets

The company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of the resources is remote, no provision or disclosure is made.

2. Share Capital

						2015	2014
						₹	₹
	Authorised						
	8,50,00,000(previous year: 8,50,00,000)					0E 00 00 000	0F 00 00 000
	Equity shares of Rs.10 each)					85,00,00,000	85,00,00,000
	Issued,Subscribed and fully paid up						
	7,24,41,962(previous year: 6,25,41,962)						
	Equity shares of Rs.10 each fully paid up						-
	-						
						72,44,19,620	72,44,19,620
						72,44,19,620	72,44,19,620
		2015		2014			
a	Reconciliation of the shares at the beginning	Nos	₹	Nos	₹		
	and at the end of the year	7,24,41,962	72,4419,620	6,25,41,962			
	At the Beginning of the year	_	_	9,90,000	99,00,000		
	Add: shares issued for cash	7,24,41,962	72,44,19,620	7,24,41,962	72,44,19,620		
	Outstanding at the end of the year						
						-	
ь	Terms/Rights attached to Equity shares						
	The Company has only one class of equity shares						
	having a par value of Rs.10 per share. Each holder						
	of equity shares is entitled to one vote per share.						
	In the event of Liquidation of the company,						
	the holder of equity shares will be entitled to						
	receive any of the remaining assets of the						
	company after distribution of all preferential						
	amounts. However, no such preferential amounts						
	exist currently.						
	The distribution will be in proportion to number						
	of equity shares held by the shareholders.						
	Dotaile of Charge hold by charge aldone halders						
c	Details of Shares held by shareholders holding more than 5% shares of the aggregate						
	shares in the company:						
	orares in the company.		2015	-	2014		
		Nos	%	Nos	%		
	Mr. P. C. Pantulu	9315820	12.86	9315820	12.86		
		9315820	12.86	9315820	12.86		



3 Reserves and Surplus

3 Reserves and Surprus	2015	2014
	₹	₹
Securities Premium Account		
As at the commencement of the year	8,57,10,000	8,57,10,000
	8,57,10,000	8,57,10,000
General Reserve		
As at the commencement of the year	3,50,06,187	3,50,06,187
Add: Additions during the year	-	-
Less: Utilised during the year Loss-adjusted from Profit and Loss Account	3,50,06,187	
Balance as at the end of the year	-	3,50,06,187
Surplus in Statement of Profit and Loss		
Balance as at the beginning of the year	28,45,82,190	28,43,22,317
Add: Profit for the year	(25,46,59,540)	2,59,873
Less: Accumulated Depreciation	2,99,22,646	-
Balance as at the end of the year	4	28,45,82,190
Total Reserve and Surplus	8,57,10,004	40,52,98,377

4 Share Application pending allotment

		2015	2014
		₹	₹
	Share Application Money	-	-
		-	-
1			

5. Borrowings

	2015	2014
	₹	₹
Secured		
Long term borrowings		
Term Loan from Bank	-	-
Term Loan from Finance Company	3,03,00,175	2,43,64,956
	3,03,00,175	2,43,64,956
5.1. Rupee Lease Rental Finance from Finance Company is secured by		
assignment of Rent Receivables, and secured collaterally by a first		
charge on the immoveable property of the Company		

6. Deferred Tax Liability

	2015	2014
	₹	₹
Deferred tax Liability		
Difference between book depreciation and Tax depreciation	1,02,36,095	1,12,59,874
Deferred Tax Asset		
Difference between book depreciation and Tax depreciation	8,30,153	10,23,779
	1,10,66,248	1,02,36,095

7. Short Term Borrowings

	2015	2014
	₹	₹
Short term borrowings		
From Related parties	-	84,93,319
From Others	32,06,414	-
	32,06,414	84,93,319

8. Trade Payables

	2015 ₹	2014 ₹
Dues to Micro and Small enterprises	-	-
Dues to other than Micro and small enterprises	2,65,34,867	2,52,18,133
8.1. The Company has compiled the information of dues to Micro and small		
enterprises based on the possession of this information with the company as on date.	2,65,34,867	2,52,18,133

9. Other Current Liabilities

	2015 ₹	2014 ₹
a) Other Payables Accrued Salaries and Benefits Rs.189.86 Lacs (155 Lacs)	6,68,14,098	4,57,28,982
Withholding and Other Taxes Rs.21.87 Lacs (24.29 I	7	
Advances Rs. 446.50 Lacs (277 Lacs) Other Payables Rs.9.89 Lacs (0.99 Lacs)		
Other rayables Rs.7.07 Eacs (0.77 Eacs)	6,68,14,098	4,57,28,982

10. Short Term Provisions

	2015	2014
	₹	₹
Taxation Net of Payments	72,17,197	72,17,197
	72,17,197	72,17,197

11 Tangible Assets

In Rupe

0													In Kupees
	Gross Block Depreciation/Amortization												
Particulars	As on 01.04.2014	Additions during the year	Additions through Business acquitions	Capitalised during the year	Sale/ Deletions during the year	As on 31.03.2015	Dep. As on 01.04.2014	Accumulated Dep changed to Retained	Dep for the Period 2014-15	Impairment Loss / Reversal of Impairement Loss for the Year	Total Depreciation	Net Block as on 31.03.2015	Net Block as on 31.03.2014
Tangible Assets													
Buildings	2,41,31,497	-	-	-	-	2,41,31,497	68,77,646		3,77,427	-	72,25,073	1,68,76,424	1,72,53,851
Electrical Equipment	53,13,777	3,31,852	-	-	-	56,45,629	34,65,062	4,39,257	4,23,489		43,27,808	13,17,821	18,48,715
Office Equipment	18,70,453	-	-	-	-	18,70,453	13,24,652	79,379	2,14,007	-	16,18,038	2,52,415	5,45,801
Computers	1,38,80,787	1,19,671	-	-		1,40,00,458	9,42,935	-	47,01,928	-	56,44,863	83,55,595	1,29,37,852
Furniture	1,08,84,547	5,57,460	-	-	-	1,14,42,007	67,24,829	21,78,305	1,57,330		90,60,464	23,81,543	41,59,718
TOTAL	5,60,81,061	10,08,963	-	-		5,70,90,044	1,93,35,124	26,96,941	58,74,180	-	2,79,06,245	2,91,83,799	3,67,45,937
Previous year	4,06,82,274	1,54,78,787		-	80,000	5,60,81,061	1,69,03,852	-	24,31,272		1,93,35,124	3,67,45,937	2,37,78,422

12 Intangible Assets

Intangible Assets	crible Accets Gross Block			Depreciation/Amortization				Not Block as on	Net Block as on				
Intaligible Assets	As on 01.04.2014	Additions during the year	Additions through	Capitalised during the	Sale / Deletions	As on 31.03.2015	Dep. As on 01.04.2014	Accumulated Dep changed to Retained	Dep for the Period 2014-15	Impairment Loss / Reversal of	Total Depreciation	31.03.2015	31.03.2014
Software	12,13,91,957	26,32,66,500				38,46,58,457	8,49,52,823	2,72,25,705	35,87,557	-	11,57,66,085	26,88,92,372	3,64,39,134
TOTAL	12,13,91,957	26,32,66,500	-		-	38,46,58,457	8,49,52,823	2,72,25,705	35,87,557	-	1,157,66,085	26,88,92,372	3,64,39,134
Previous year	11,17,77,945	96,14,012				12,13,91,957	7,33,74,445	-	1,15,78,378	-	8,49,52,823	3,64,39,134	3,84,03,500

13. Investments

	2015	2014
	₹	₹
Non- Current Investments		
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 Allottment	2,17,500	13,10,65,009
ii) Cybermate Infotek Ltd FZE.		
5000 equity shares of USD 1 each and Share Application Money Pending Allottment	38,16,91,600	2,55,50,906
Of other companies-unquoted	38,19,09,100	15,66,15,915
- Twin Cities Investments and Finances Ltd		
10,000 equity shares of Rs.10/- each	1,00,000	1,00,000
	38,20,09,100	15,67,15,915

14. Other Non-Current Assets

Particulars	2015	2014
Unamortised Product Development Expenses	₹ 1,13,11,572	₹ 1,69,67,359
	1,13,11,572	1,69,67,359

15. Current Investments

	2015	2014
	₹	₹
Trade-Equity instruments of other companies-Quoted		
Tech Mahindra Ltd(5 equity shares of Rs.10/-each)	5,900	5,900
HCL Infosystems Ltd (100 Equity Shares of Rs. 2/- each)	3,665	3,665
Syndicate Bank Ltd (100 Equity Shares of Rs.10/- each)	9,867	10,112
HCL Technologies Ltd 10 Equity Shares of Rs.2/- each)	6,726	6,726
APTECH LTD (25 Equity Shares of Rs.2/- each)	1,941	1,941
ITC Ltd (10 Equity Shares of Rs.1/- each)	3,028	3,028
	31,127	31,372
Total investments		
a. Aggregate amount of quoted investments	31,127	31,372
b. Aggregate amount of unquoted investments	38,20,09,100	15,67,15,915
	38,20,40,227	15,67,47,287

Note 16: Inventories

2015	2014
₹	₹
-	26,30,36,500
-	26,30,36,500
	₹ -

Note 17 : Trade Receivables

	2015	2014
	₹	₹
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, Considered Good	-	22,99,95,478
Other Receivables:		
Unsecured, Considered Good	23,98,20,124	12,64,52,400
	23,98,20,124	35,64,47,879

Note 18 : CASH AND BANK BALANCES

	2015	2014
	₹	₹
Balances with banks:		
On Current Accounts	1,62,354	1,24,482
On Fixed Deposit Accounts	98,000	92,028
Cash on hand	967	1,000
	2,61,321	2,17,510

Note 19 : Short term Loans and Advances

	2015	2014
	₹	₹
Advances Recoverable in cash or kind	1,94,39,834	1,60,50,030
Inter Corporate Deposits	-	1,05,22,643
Deposits with others	11,88,965	6,40,965
Advance Tax & Duties	31,30,407	2,68,690
	2,37,59,206	2,74,82,328



20 Purchases

Г		2015	2014
		₹	₹
Г	Purchase of Components	4,11,438	8,73,552
		4,11,438	8,73,552

21 Change in Inventories

Г		2015	2014
		₹	₹
	Software Products under development		
	Product Development Cost at the beginning of the year	26,30,36,500	26,78,86,500
	Less: Product Development Cost at the end of the year	-	26,30,36,500
	Less: Capitalisation of Work in Progress	26,30,36,500	-
	(Increase) / Decrease in Inventories	-	48,50,000

22 : Employee Benefit Expenses

 22. Employee Benefit Expenses					
	2015	2014			
	₹	₹			
Salaries & Wages	1,34,07,469	72,61,421			
Contribution to Provident Fund	43,920	42,024			
Staff Welfare Expenses	1,79,463	1,38,525			
Total Employee Benefit Expenses	1,36,30,852	74,41,970			

23 : Administrative & Other Operating Expenses

	2015	2014
	₹	₹
Telephone, Postage and Others	82,005	1,23,463
Business Promotion Expenses	84,956	1,21,832
Travelling & Conveyance	3,44,739	4,40,215
Office Maintenance	15,46,167	26,94,796
Printing & Stationery Expenses	1,18,650	99,820
Security Charges	59,415	-
Rent	13,50,000	8,10,000
Managerial Remuneration	35,40,000	35,40,000
Electricity & Water	5,32,346	4,07,055
RTA & Secretarial Expenses	5,50,501	5,04,995
Professional Consultancy fee	5,41,247	6,13,600
Board Meeting Expenses	28,140	25,215
Amortisation of Product Development	56,55,787	56,55,787
AGM Expenses	30,000	31,750
Insurance	910	69,868
Auditors Remuneration	2,00,000	2,00,000
Bank Charges	58,873	1,12,322
Investment Written off	13,93,64,722	5,22,08,367
Donation	-	201
Legal Expenses	10,18,800	
Prior Period Expenses	-	25,047
Total Administrative & Other Expenses	15,51,07,258	6,76,84,334

24 : Finance Costs

S. N	0.	2015	2014		
		₹	₹		
	Interest Expenses:				
	-Interest on secured Loans	59,35,218	61,09,068		
	- Interest - Others	73,25,868	2,80,877		
	Total Finance Cost	1,32,61,087	63,89,945		

Notes to Accounts

25. Secured Loans from Housing Finance Company

The company has its own commercial space which was leased out to another I.T. Services Company for 10 years in 2004. The lease rentals were discounted with a housing finance company to augment working capital for the company. The tenant had terminated the lease and vacated the property of the company in 2009. Owing to the Political Conditions in the state the property could not be leased out and there by the account being irregular.

The company approached the lender to restructure the loan but they initiated proceedings under the SARFARESI Act to recover their dues. The company has approached the Debts Recovery Tribunal and appropriate Legal Authorities for relief to protect its property. The amounts due is Rs. 3, 03, 00,175/-

26. Investment Written off

The company is recognising diminution in value of investments in subsidiary by charging off the amounts to revenue in a systematic manner over five years. The amounts represents share application money pending allotment which has arisen on capitalising export receivables.

- CIL Inc: During the year the company has written off an amount of Rs. 1308.47 Lacs representing investment in wholly owned subsidiary as against an amount of Rs. 436.88 lacs in previous year. The Closing balance of Investment in CIL Inc after this write off is Rs. 2.17 Lacs.
- CIL FZE: During the year the company has amortised an amount of Rs. 85.16 lacs. Further the company has transferred an amount of Rs.3568.92 Lacs to Investment in UAE as the amount represents Capital Advances made to aquire Software Product/Licenses in UAE markets. The Closing balance of investment in CIL FZE after the addition is Rs.3816.91 Lacs.

27. Loans and Advances, Inter Corporate Deposits and Book Debts

During the year the year the company has written off an amount of Rs. 2147.52 Lacs as bad debts. The company has reviewed the receivables which include Loans and Advances, Book Debts and other receivables as the same have become unrealisable.

28. Software Product Development Expenses

Software Product Development Expenses were being written off over a period of five years commencing 2006-07. However there was an addition to product development expenses in the

year 2008-09 and hence the balance is being written oven off over the extended period.

29. Inventories

Inventories amounting to Rs. 2630.36 Lacs representing expenditure incurred for development, upgrading of features, inclusion of new modules etc. The company has capitalised the expenditure to the products since testing and implementation has resulted in favourable outcome.

The closing balance in Inventories after capitalisation is Rs.NIL.

30. Subsidiary Companies

The statement pursuant to Section 129(3)(I) of the Companies Act 2013 in respect of the subsidiaries is attached.

The Company has two Wholly Owned Subsidiaries viz Cybermate Infotek Limited Inc

at U.S.A and Cybermate Infotek Ltd F.Z.E at U.A.E. The operations of the Subsidiary in

U.S.A. remained dormant since the year 2002.

Cybermate Infotek Limited

Notes to Financial Statements for the Period ended 31st March, 2015

In respect of the Subsidiary at UAE i.e CIL FZE, no operations could be made but advances were Progress amounting to Rs. 3568.92 Lacs were paid to acquire Software Products/Licences for setting up of operation and was accounted in the holding companys books as Capital Work in Progress. Hence in the current year the entire advance is transferred from Capital Work in Progress to Investment in CIL FZE.

31. Segment Reporting

In accordance with the requirement of AS-17 on Segment reporting, the company has determined its business segment as Computer Software Services. During the year the company has also commenced BPO operations. Since all of the company's business is from computer software services, there are no other primary reportable segments. Thus the segment revenue, segment result, total carrying amount of segment liabilities, total cost incurred to acquire segment assets, the total amount of charge for depreciation during the year are all reflected in the financial statements for the year ended 31st March 2015.

There are no secondary reportable segments (Geographical Segments) since most of the turnover is from outside India.

32. The company has overdue receivables in convertible foreign exchange. The Company has not restated these balances at the balance sheet date as per AS-11-The Effects of Changes in Foreign Exchange Rates since the company intends to recognize gain/loss on these receivable only on actual realization since these balances are overdue.

33: Earning Per Share(EPS)

S. No	Particulars	2015	2014
		₹	₹
	Profits attributable to equity shareholders	(28,96,65,727)	2,59,873
	Weighted Average No . Of Equity Shares outstanding during		
	the year for calculating Basic and Diluted EPS (Nos)	7,24,41,962	7,24,41,962
	Basic & Diluted EPS (Rs.)	(4.00)	0.00



34: Related Party Disclosures

I. Parties where Control Exists

(a) Wholly Owned Subsidiaries

Cybermate Infotek Ltd Inc

Cybermate Infotek Ltd LLC

(b) Parties having control (directly or indirectly)

Orchasp Energy (P) Ltd

Orchasp Securities (P) Ltd

CIL Infoserve Ltd

Kanti Rekha Power Ltd

II. Key Management Personnel

Mr.P.C.Pantulu - Managing Director

Mr.K.S.Shiva Kumar - Director Mr.P.Chandra Sekhar - Director

III. Relatives of Key Management Personnel

Mrs.P.Rajeswari, Wife of Mr.P.C.Pantulu

Mrs.K.Sirisha, Wife of Mr.P.Chandra Sekhar

Mrs.Sirisha Pattapurathi, Daughter of Mr.P.C.Pantulu

Mr.Srikrishna Pattapurathi brother of Mr.P.C.Pantulu

Mr.Manjush Pattapurathi cousin of Mr.P.Chandra Sekhar

Volume of transactions during the year

Aggregated Related p	Aggregated Related party Disclosures					
Nature of Transaction Associate		Key Management	Relatives of Key Management	Enterprises controlled		
	Subsidiary	Personnel	Personnel	by relatives of Key	Total	
				Management Personnel		
Remuneration	-	35.40 (35.40)	-	-	35.40 (35.40)	
Advances/Loans/ICDs	-	29.35 (296.4)	23.33 (34.01)	13.06 (0.07)	65.74 (330.41)	
Received						
Advances/Loans/ICDs		16.31 (8.56)	2.49 (13.14)	100.53 (20.45)	3,688.25 (42.15)	
Repaid	3,568.92					
Balances Outstanding as						
on 31-03-2015						
Receivable	-	(0.41)	-	157.54 (64.09)	157.53 (64.51)	
			-			
Payable	-	468.51 (425.38)	61.61 (40.77)	NIL	468.50 (425.38)	
				(NIL)		

35: Payments to Auditor

Particulars	2015	2014
	₹	₹
As Auditor		
For Statutory Audit	1,50,000	1,50,000
For Tax Audit	25,000	25,000
For Limited Review	25,000	25,000
Total	2,00,000	2,00,000

36: Expenditure in Foreign Currency

Particulars	2015	2014	
	₹ In Lacs	₹ In Lacs	
Travel	-	-	
Others	-	-	
Total	-	-	

37: Earnings in Foreign Currency

Particulars	2015	2014
		₹ In Lacs
Export Earnings	83.05	50.48
Total	83.05	50.48

38 : Contingent Liabilities

2015	2014	
₹ In Lacs	₹ In Lacs	
814.28	814.28	

K. S. Shiva Kumar

Director

- Income Tax Matters on which the company is in appeal Bank Guarantee in favour of Assistant Commissioner of Customs
- 39. Debtors, Creditors, Loans and Advances are subject to confirmation and reconciliation.
- $40.\ Previous\ year\ figures\ have\ been\ regrouped\ and\ rearranged\ wherever\ necessary\ to\ conform\ to\ this\ years'\ classification.$

AS PER OUR REPORT OF EVEN DATE

for a CPWB warehouse license.

For. P. Murali & Co., Chartered Accountants Firm Regn. No.: 007257S

P. on h

P. Murali Mohana Rao

Membership No.: 023412

Place: Hyderabad Date: 28th May 2015 For and on behalf of the Board

P. C. Pantulu

Managing Director

P. Chandra Sakhan

P. Chandra Sekhar

Director Place: Hyderabad Date: 28th May 2015







To the Members of CYBERMATE INFOTEK LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of CYBERMATE INFOTEK LIMITED ("the Company"), its subsidiaries (collectively referred to as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material

misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view. In order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Group, as at March 31, 2015, their consolidated loss, and their consolidated cash flows for the year ended on that date.

Other Matter

We have relied on the unaudited financial statements of certain subsidiaries whose financial statements reflect total assets of Rs.38,19,09,100 as at March 31,2015 as well as the total revenue of Rs.NIL for the year then ended. These unaudited financial statements as approved by the respective board of directors of these companies have been furnished to us by the management and our report insofar as it relates to the amounts included in respect of these subsidiaries is based solely on such approved unaudited financial statements.

Our report is not qualified in respect of other matters.

For P. Murali & CO.,

Chartered Accountants Firm Registration No.: 007257S

P. Murali Mohana Rao Partner Membership No.: 023412

Place: Hyderabad Date: 28th May 2015

Consolidated Balance Sheet Annual Report 2014-15

Consolidated Balance Sheet of Cybermate Infotek Limited and its subsidiaries Cybermate Infotek Limited Inc. and Cybermate Infotek Limited FZE as at 31st March 2015

	Note	2015	2014
		₹	₹
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2	724,419,620	72,44,19,620
Reserves and Surplus	3	85,710,004	40,52,98,377
		81,01,29,624	1,12,97,17,997
Share application money pending allotment	4	-	-
		81,01,29,624	1,12,97,17,997
NON-CURRENT LIABILITIES			
Long-Term borrowings	5	3,03,00,175	2,43,64,956
Defferred Tax Liabilities (Net)	6	1,10,66,248	1,02,36,095
		4,13,66,422	3,46,01,051
CURRENT LIABILITIES			
Short-term borrowings	7	32,06,414	84,93,319
Trade Payables	8	2,65,34,867	2,52,18,133
Other current liabilities	9	6,68,14,098	4,57,28,982
Short-term provisions	10	72,17,197	72,17,197
		10,37,72,576	8,66,57,631
Total		95,52,68,622	1,25,09,76,679
ASSETS			
NON CURRENT ASSETS			
Fixed Assets			
Tangible Assets	11	2,91,83,799	3,67,45,937
Intangible Assets	12	26,88,92,372	3,64,39,134
Capital work-in-progress		-	35,68,92,745
		29,80,76,172	43,00,77,816
NONCURRENT INVESTMENTS	13	1,00,000	1,00,000
Other Non-Current Assets	14	39,30,03,172	4,25,18,265
		39,31,03,172	4,26,18,265
CURRENT ASSETS			
Current Investments	15	31,127	31,372
Inventories	16	-	26,30,36,500
Trade Receivables	17	24,00,37,624	48,75,12,888
Cash and Bank Balances	18	2,61,321	2,17,510
Short-term loans and advances	19	2,37,59,206	2,74,82,328
		26,40,89,278	77,82,80,599
Total		95,52,68,622	1,25,09,76,679

Summary of Significant Accounting Policies

The Accompanying Notes are an Integral part of the Financial Statements

AS PER OUR REPORT OF EVEN DATE

For P. Murali & Co.,

Chartered Accountants Firm Regn. No.: 007257S

P. Murali Mohana Rao

Partner

Membership No.: 023412

Place: Hyderabad Date: 28th May 2015 For and on behalf of the Board P. C. PantuluK. S. Shiva Kumar

Managing DirectorDirector

P. Chardra Sakhan

P. Chandra Sekhar Director

1

Consolidated Profit & Loss Annual Report 2014-15

Consolidated Profit and Loss Statement of Cybermate Infotek Limited and its subsidiaries Cybermate Infotek Limited Inc and Cybermate Infotek FZE

	Note	2015	2014
		₹	₹
Revenue from operations			
Software development and allied services		11,50,05,135	1,83,60,605
Product revenue		-	33,85,715
Finders Fee		-	7,86,83,443
Revenue from BPO Operations		22,06,835	-
		11,72,11,970	10,04,29,763
Other income		5,77,484	11,95,769
Total revenue		11,77,89,454	101,625,532
Expenses			
Purchasess of Stock	21	4,11,438	8,73,552
Change in inventories	22	-	4,8,50,000
Employee Benefit Expenses	23	1,36,30,852	74,41,970
Administrative & Other Operative Expenses	24	15,51,07,258	6,76,84,334
Financial costs	25	1,32,61,087	63,89,945
Depreciation and Amortization Expenses	11 & 12	94,61,737	1,40,09,650
Total expenses		1,91,18,72,371	10,12,49,451
Profit Before Exceptional and Extraordinary items and Tax		(7,40,82,917)	3,76,081
Exceptional Item		21,47,52,657	-
Profit after Exceptional Item and before Tax		(28,88,35,574)	3,76,081
Tax Expense :			
(1) Current tax		-	11,39,988
(2) Deferred tax ()		8,30,153	(10,23,779)
Profit/(Loss) After Tax		(28,96,65,727)	2,59,872

Summary of Significant Accounting Policies

1

The Accompanying Notes are an integral part of the financial statements

AS PER OUR REPORT OF EVEN DATE

For P. Murali & Co., Chartered Accountants Firm Regn. No.: 007257S

P. Murali Mohana Rao

Partner

Membership No.: 023412

Place: Hyderabad Date: 28th May 2015 For and on behalf of the Board

P.C. Pantulu Managing Director

P. Chardra Sakhan

P. Chandra Sekhar

Director

Place: Hyderabad Date : 28th May 2015

K.S. Shiva Kumar

Director

Consolidated Cash Flow Annual Report 2014-15

Consolidated Cash Flow Statement of Cybermate Infotek Limited and its subsidiaries Cybermate Infotek Limited Inc and Cybermate Infotek FZE for the year ended 31st March 2015

Particulars	Current Year	Previous Year
	Amount in ₹	Amount in ₹
A. Cash Flow from Operating Activities:		
Profit before taxation	(28,88,35,574)	3,76,081
Adjustments for : -		
Depreciation	94,61,737	1,40,09,650
Financial Cost	1,32,61,087	61,09,068
Amortisation of Product Development Cost	56,55,787	56,55,787
Diminution in value of investment	13,93,64,722	5,22,08,367
Interest Income	(5,00,000)	(17,614)
Dividend Income	(1,021)	(2,581)
Bad Debts Written Off	21,47,52,657	-
Operating Profit before working capital changes	9,31,59,394	7,83,38,759
(Increase) / Decrease in Inventory	26,30,36,500	48,50,000
(Increase) / Decrease in Trade Receivables	(9,81,24,902)	(8,56,55,369)
(Increase) / Decrease in Short Term Loans and Advances	37,23,122	(30,65,353)
Increase / (Decrease) in Trade Payables	13,16,734	(90,75,407)
Increase / (Decrease) in Other Current Liabilities	2,10,85,116	3,36,16,577
Increase / (Decrease) in Short Term Provisions	(0)	(25,46,598)
Cash generated from Operations	28,41,95,964	1,64,62,609
Less : Income Taxes Paid	20,11,30,301	-
Cash Generated from Operating activities (A)	28,41,95,964	1,64,62,609
II. Cash Flow from Investing Activities:	20,11,50,501	1,01,02,009
Purchase of Tangible Assets / Intangible Assets including transfers	(26,42,75,483)	(2,50,92,799)
Sales of Fixed Assets	-	80,000
Decrease in Capital Work In Progress	35,65,92,745	1,05,07,145
Increase in Non-Current Investments	5,00,000	17,614
Increase in Current Investments	1,021	2,581
Increase in Current Investments	245	
Decrease in Non Current Assets	(36,44,40,407)	_
Net Cash Flow from Investing Activities (B)	(27,13,21,879)	(1,44,85,459)
III. Cash Flow from Financing Activities:	(=:,==,==,=:,)	(=,==,==,===)
Increase / Repayment of Loan (Decrease) in Borrowings	6,48,313	15,73,599
Increase in Short Term Borrowings	-	-
Interest Paid	(1,32,61,087)	(63,89,945)
Share application money pending for allotment		
Net Cash used in Financing Activities	(1,26,12,774)	(45,35,469)
Net Increase in Cash and Cash Equivalents	43,812	(25,58,321)
Add : Opening balance of Cash & Cash Equivalents	2,17,510	27,75,829
Closing balance of Cash & Cash Equivalents	2,61,321	2,17,510
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The Accompanying Notes are an Integral part of the Financial Statements

AS PER OUR REPORT OF EVEN DATE

For P. Murali & Co.,

Chartered Accountants Firm Regn. No.: 007257S

P. Murali Mohana Rao

Partner

Membership No.: 023412

Place: Hyderabad Date: 28th May 2015 For and on behalf of the Board of Directors

For and on behalf of the Board of Directors

P.C. Pantulu K.S. Shiva Kumar Managing Director Director

P. Chardra Sakhan

P. Chandra Sekhar

Director

Place: Hyderabad Date : 28th May 2015



1. Significant Accounting Policies

Company Overview

Cybermate is a Mid Sized IT Services company engaged in custom built software development, System Integration Services, Network & Surveillance, building and selling own Products, reselling third party products, business platforms such as analytics, social media, mobile applications, cloud based solutions and outsourced business processes etc. Cybermate has over the year built and sold products for general IT use and domain specific solutions for Health Care, Telecom, Engineering, Energy and Retail.

Cybermate is a public limited company incorporated in India and has its registered and corporate office at Hyderabad, Telangana. The company is listed on BSE Limited.

Significant Accounting Policies

1. Basis of preparation of financial statements:

These financial statements are prepared in accordance with the Indian Generally Accepted Accounting Principles (IGAAP) under the historical cost convention on accrual basis with the exception to insurance claims, export incentives, interest on calls in arrears and interest on overdue receivables which are accounted for on cash basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act 2013(the Act) read with rules 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act to the extent notified and applicable and guidelines issued by the Securities and Exchange Board of India (SEBI).

2. Principles of Consolidation

The Consolidated financial Statements of the Cybermate Infotek Limited and its overseas subsidiaries are prepared in accordance with the generally accepted accounting principles applicable in india and the existing Accounting Standard 21 on Consolidated Financial Statements notified under section 211(3C) (Companies (Accounting Standard) Rules 2006, as amended) till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority Pursuant to Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Companies Act, 2013 as applicable, in the same format as that adopted by the parent Company (Cybermate Infotek Limited) for its separate financial statements. The Consolidated financial statements are prepared using uniform accounting policies for similar transactions to the extent in similar circumstances

.Subsidiaries: Subsidiaries are consolidated from the date on which control is transferred to the group and are not consolidated from the date that control ceases. The financial statements of the company and its subsidiaries have been consolidated on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. Intra group balances and intra group transactions and resulting unrealised profits have been eliminated

List of Overseas Subsidiaries considered in the consolidated financial statements

		Mama of the Cubeidians	Country of	Extent of	Extent of
S.No			holding as on	holding as on	
ı		Traine of the Substanty	Incorporation	March 31, 2015	March 31, 2015
	1	Cybermate Infotek Limited Inc	USA	100%	100%
Γ	2	Cybermate Infotek Limited FZE	UAE	100%	100%

Use of estimates

The preparation of the financial statements in conformity with Generally Accepted Accounting Practices requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosures relating to contingent liabilities as at the date of the Financial Statements and reported amounts of Income and Expenses during the period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

2. Revenue recognition

Revenue from the software development on time and material contracts is recognized based on the software developed and billed in accordance with the terms and specific contracts. Revenue from a fixed price contract is recognized on the basis of milestones achieved in the performance of the contracts on a percentage completion basis.

Revenue from sale of user licenses for software applications/products is recognized on transfer of title in the user license.

Revenue from resale of network and security products and related third party maintenance contracts are recognized upon dispatch.

Revenues from other services are recognized as per the terms of the contract.

Other Income

- (i) Profit on sale of investments is recorded on transfer of title from the company and is determined as the difference between the sale price and the then carrying amount of the investment.
- (ii) Dividend income is recognized when the Company's right to receive dividend is established.
- (iii) Interest income on time deposits is recognized using the time proportion basis taking into account the amount outstanding and applicable interest rates.

Tangible Fixed Assets.

Tangible Assets are stated at acquisition cost less depreciation. Cost of tangible assets comprises purchase price, duties, levies and other directly attributable costs of bringing the asset to its working condition less CENVAT credit.

Capital Work in progress includes the cost of fixed assets that are not ready for their intended use at the balance sheet date.

Depreciation on Tangible Assets has been provided on the Straight Line Method over their useful lives at the rates prescribed in Schedule II to Companies Act 2013.

4. Intangible Assets

An intangible asset is recognized, when it is probable that the future economic benefits attributable to the assets will flow to the enterprise and where its cost can be reliably measured. The



company frequently expends resources, and incurs liabilities, on the acquisition, development, maintenance and enhancement of intangible resources such as scientific or technical knowledge, design and implementation of new process or systems, license, intellectual property, market knowledge and trademarks in order to make software's and brands. Intangible assets are recorded as per AS26 of IGAAP.

Intangible assets are amortized as per AS 26 of IAS. The useful life of all the intangible assets was taken accordingly.

5. Investments

Current Investments are carried in the financial Statements at lower of cost or fair value determined on an individual investment basis. Long Term Investments are stated at cost. However provision for dimunition in value is made to recongise a decline other than temporary in the value of investments.

6. Inventories

Software Products / Projects in process are stated at cost.

7. Employee benefits

Contribution to Provident and other funds accruing during the accounting period are charged to the statement of Profit and Loss. Provision for Liabilities in respect of gratuity are accrued and provided at the end of each accounting period.

Gratuity liability towards existing eligible employees will be met by the contribution made to the fund administered by LIC.

8. Foreign currency transactions Initial Recognition

Transactions denominated in foreign currencies at the year end are recorded at the exchange rate prevailing at the time of the transaction. Monetary items denominated in foreign currencies at the year-end are restated at year end rates.

In case of items which are covered by forward exchange contracts the difference and the premium paid on forward contracts is recognized over the life of the contract.

Non Monetary foreign currency items are carried at cost.

Any income or expense on account of exchange difference either on

settlement or on transaction is recognized in the Profit and Loss Account

9. Taxes on Income

Provision for Income Tax, comprising current tax and deferred tax, is made on the basis of the results of the year.

The provision for current tax is based on the assessable profits determined under the income tax act 1961.

Deferred tax is accounted for by computing tax effect of timing differences which arose during the year and is reversed in subsequent period.

10. Earnings per share

Basic earnings per share are computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

11. Impairment of Assets

The company assesses at each balance sheet date whether there is any indication that any asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account.

14. Provisions, Contingent Liabilities and Contingent Assets.

The company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of the resources is remote, no provision or disclosure is made.



2. Share Capital

	Share Capital					2015	2014
						₹	₹
	Authorised 8,50,00,000(previous year: 8,50,00,000) Equity shares of Rs.10 each)					85,00,00,000	85,00,00,000
	Issued,Subscribed and paid up 7,24,41,962(previous year: 7,24,41,962) Equity shares of Rs.10 each					72,44,19,620	72,44,19,620
						72,44,19,620	72,44,19,620
a	Reconciliation of the shares at the beginning and at the end of the year At the Beginning of the year Add: shares issued for cash Outstanding at the end of the year	_	Rs 72,44,19,620 - 72,44,19,620	990000	Rs 62,54,19,620 99,00,000		
b	Terms/Rights attached to Equity shares The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. In the event of Liquidation of the company, the holder of equity shares will be entitled to receive any of the remaining assets of the company after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to number of equity shares held by the shareholders.						
с	Details of Shares held by shareholders holding more than 5% shares of the aggregate shares in the company:		2015		2014		
	Mr.P.C.Pantulu	Nos 9315820 9315820	% 12.86 12.86	Nos 9315820 9315820	% 12.86 12.86		

3 Reserves and Surplus

		2015	2014
		₹	₹
Securities Premium Account			
As at the commencement of the year		8,57,10,000	8,57,10,000
		8,57,10,000	8,57,10,000
General Reserve			
As at the commencement of the year		3,50,06,187	3,50,06,187
Add: Additions during the year		-	-
Less: Utilised during the year Loss-adjusted from Pr	rofit	3,50,06,187	-
		-	3,50,06,187
c) Surplus in Statement of Profit and Loss			
Opening Balance - Profit and Loss Account		28,45,82,189	28,43,22,317
Add: Transfer from Profit and Loss Account		(25,46,59,540)	2,59,872
Less: Accumulated Depreciation		2,99,22,646	-
Pursuant to enactment of Schedule II to Companies	4	28,45,82,189	
Balance at the end of year	Total Reserve and Surplus	8,57,10,004	40,52,98,376



4 Share Application pending allotment

	2015	2014
	₹	₹
Share Application Money	-	-
Total Share Application Money Pending Allotment	-	-

5. Borrowings

		2015	2014
		₹	₹
	Secured Loans		
	Long Term Borrowings		
	Term Loan from Bank	-	-
	Term Loan from Finance Company	3,03,00,175	2,43,64,956
	Total Long Term Borrowing	3,03,00,175	2,43,64,956
5.	l. Rupee Lease Rental Finance from Finance Company is primarily secured by the		
as	signment of Rent Receivables, and secured collaterally by a first		
ch	arge on the immoveable property of the Company		

6. Deferred Tax Liability

	2015	2014
	₹	₹
Opening Deferred tax Liability		
	1,02,36,095	1,12,59,874
Add : Deferred Tax Liability for the year	8,30,153	(10,23,779)
Gross Deferred tax Liability	1,10,66,248	1,02,36,095
Deferred Tax Liability / (Asset) - Net	1,10,66,248	1,02,36,095

7. Short Term Borrowings

	2015	2014
	₹	₹
Short Term borrowings - Unsecured		
Loans and Advances	32,06,414	84,93,319
Total Short Term Borrowings	32,06,414	84,93,319

8. Trade Payables

	2015	2014
	₹	₹
Trade Payables	2,65,34,867	2,52,18,133
Total Trade Payables	2,65,34,867	2,52,18,133

9. Other Current Liabilities

	2015	2014
	₹	₹
Other Payables	6,68,14,098	4,57,28,982
Total other current liabilities	6,68,14,098	4,57,28,982

10. Short Term Provisions

	2015	2014
	₹	₹
Statutory Liabilities	72,17,197	60,77,209
Current year provision for tax	-	11,39,988
Total short term provisions	72,17,197	72,17,197



11 Tangible Assets

	Gı	ross Block					Depreciation	/Amortization			
Tangible Assets	As on 01.04.2014	Additions during the year	Sale/ Deletions during the year	As on 31.03.2015	Dep. As on 01.04.2014	Accumulated Dep changed to Retained	Dep for the Period 2014-15	Impairment Loss/ Reversal of Impairement Loss for the Year	Total Depreciation	Net Block as on 31.03.2015	Net Block as on 31.03.2014
Buildings	2,41,31,497	-	-	2,41,31,497	68,77,646		3,77,427	-	72,25,073	1,68,76,424	1,72,53,851
Electrical Equipment	53,13,777	3,31,852		56,45,629	34,65,062	4,39,257	4,23,489	-	43,27,808	13,17,821	18,48,715
Office Equipment	18,70,453	-	-	18,70,453	13,24,652	79,379	2,14,007	-	16,18,038	2,52,415	5,45,801
Computers	1,38,80,787	1,19,671	-	1,40,00,458	9,42,935	-	47,01,928	-	56,44,863	83,55,595	1,29,37,852
Furniture	1,08,84,547	5,57,460		1,14,42,007	67,24,829	21,78,305	1,57,330	-	90,60,464	23,81,543	41,59,718
TOTAL	5,60,81,061	10,08,983		5,70,90,044	1,93,35,124	26,96,941	58,74,180	-	27,906,245	2,91,83,799	3,67,45,937
Previous year	4,06,82,274	1,54,78,787	80,000	5,60,81,061	1,69,03,852	-	24,31,272	-	19,335,124	3,67,45,937	2,37,78,422

12 Intangible Assets

Intangible Assets	G	Gross Block				Depreciation/Amortization				Net Block as on	Not Block as on
intaligible Assets	As on 01.04.2014	Additions during the year	Sale / Deletions	As on 31.03.2015	Dep. As on 01.04.2014	Accumulated Dep changed to Retained	Dep for the Period 2014-15	Impairment Loss/ Reversal of	Total Depreciation		31.03.2014
Software	12,13,91,957	26,32,66,500		38,46,58,457	8,49,52,823	2,72,25,705	35,87,557	-	11,57,66,085	26,88,92,372	3,64,39,134
TOTAL	12,13,91,957	26,32,66,500		38,46,58,457	8,49,52,823	2,72,25,705	35,87,557	-	11,57,66,085	26,88,92,372	3,64,39,134
Previous year	11,17,77,945	96,14,012	-	12,13,91,957	7,33,74,445	-	1,15,78,378		8,49,52,823	3,64,39,134	3,84,03,500

13. Non Current Investments

	2015	2014
	₹	₹
Non- Current Investments		
Investment in Subsidiaries Equity Shares		
Cybermate Infotek Limited Inc.USA		
	_	_
Cybermate Infotek Ltd FZE.		
	_	_
Other non-current investments	-	-
Twin Cities Investments and Finances Ltd		
	1,00,000	1,00,000
Total Non - Current Investments	1,00,000	10,00,000
Total 14011 - Current investments	1,00,000	10,00,000

14. Other Non-Current Assets

Particulars	2015	2014
	₹	₹
Unamortised Expenses	39,30,03,172	4,25,18,265
Total Other Non - Current Assets	39,30,03,172	4,25,18,265

15. Current Investments

	2015	2014
	₹	₹
Current Investments-Trade & Quoted		
Tech Mahindra Ltd	5,900	5,900
HCL Infosystems Ltd	3,665	3,665
Syndicate Bank Ltd	9,867	10,112
HCL Technologies Ltd	6,726	6,726
APTECH LTD	1,941	1,941
ITC Ltd	3,028	3,028
Total Current Investments-Trade & Quoted	31,127	31,372
Total Investments		
a. Aggregate amount of quoted investments	31,127	31,372
b.Aggregate amount of unquoted Invetsments	1,00,000	1,00,000
Total Current Investments	1,31,127	1,31,372

Note 16: Inventories

	2015	2014
	₹	₹
Software Products under development	-	26,30,36,500
Total Inventories	-	26,30,36,500



17. Trade Receivables

	2015	2014
	₹	₹
Unsecured, Considered Good	-	13,10,65,009
	-	13,10,65,009
Other Receivables:		
Unsecured, Considered Good	24,00,37,624	35,64,47,879
	24,00,37,624	35,64,47,879
Total Trade Receivables - (net)	24,00,37,624	48,75,12,888

18. CASH AND BANK BALANCES

	2015	2014
	₹	₹
a) Balances with banks :		
1) On Current Accounts	1,62,354	1,24,482
2) On Fixed Deposit Accounts	98,000	92,028
b) Cash on hand	967	1,000
Total Cash and Cash Equivalents	2,61,321	2,17,510

19. Short term Loans and Advances

	2015	2014
	₹	₹
Advances Recoverable in cash or kind	2,25,70,241	1,60,50,030
Inter Corporate Deposits	-	1,05,22,643
Deposits with others	11,88,965	6,40,965
Tax deducted at source	-	2,68,690
Total Short Term Loans & Advances	2,37,59,206	2,74,82,328

20 Purchases

Г		2015	2014
		₹	₹
	Purchase of Components	4,11,438	8,73,552
		4,11,438	8,73,552

21 Change in Inventories

	2015	2014
	₹	₹
Software Products under development		
Product Development Cost at the beginning of the year	26,30,36,500	26,78,86,500
Less : Product Development Cost at the end of the year	-	26,30,36,500
Less: Capitalisation of Work in Progress	26,30,36,500	-
(Increase) / Decrease in Inventories	1	48,50,000

22 : Employee Benefit Expenses

	2015	2014	
	₹	₹	
Salaries & Wages	1,34,07,469	72,61,421	
Contribution to Provident Fund	43,920	42,024	
Staff Welfare Expenses	1,79,463	1,38,525	
Total Employee Benefit Expenses	1,36,30,852	74,41,970	



23: Administrative & Other Operating Expenses

	2015	2014
	₹	₹
Telephone, Postage and Others	82,005	1,23,463
Business Promotion Expenses	84,956	1,21,832
Travelling & Conveyance	3,44,739	4,40,215
Office Maintenance	15,46,167	26,94,796
Printing & Stationery Expenses	1,18,650	99,820
Security Charges	59,415	-
Rent	13,50,000	8,10,000
Managerial Remuneration	35,40,000	35,40,000
Electricity & Water	5,32,346	4,07,055
RTA & Secretarial Expenses	5,50,501	5,04,995
Professional Consultancy fee	5,41,247	6,13,600
Board Meeting Expenses	28,140	25,215
Amortisation of Product Development	56,55,787	56,55,787
AGM Expenses	30,000	31,750
Insurance	910	69,868
Auditors Remuneration	2,00,000	2,00,000
Bank Charges	58,873	1,12,322
Investment Written off	13,93,64,722	5,22,08,367
Donation	-	201
Legal Expenses	10,18,800	
Prior Period Expenses	-	25,047
Total Administrative & Other Expenses	15,51,07,258	6,76,84,334

24: Finance Costs

	2015	2014
	₹	₹
Interest Expenses :		
-Interest on secured Loans	59,35,218	61,09,068
- Interest - Others	73,25,868	2,80,877
Total Finance Cost	1,32,61,087	63,89,945

Notes to Accounts

25. Secured Loans from Housing Finance Company

The company has its own commercial space which was leased out to another I.T. Services Company for 10 years in 2004. The lease rentals were discounted with a housing finance company to augment working capital for the company. The tenant had terminated the lease and vacated the property of the company in 2009. Owing to the Political Conditions in the state the property could not be leased out and there by the account being irregular.

The company approached the lender to restructure the loan but they initiated proceedings under the SARFARESI Act to recover their dues. The company has approached the Debts Recovery Tribunal and appropriate Legal Authorities for relief to protect its property.

26. Investment Written off

The company is recognising diminution in value of investments in subsidiary by charging off the amounts to revenue in a systematic manner over five years. The amounts represents share application money pending allotment which has arisen on capitalising export receivables.

- CIL Inc: During the year the company has written off an amount of Rs. 1308.47 Lacs representing investment in wholly owned subsidiary as against an amount of Rs. 436.88 lacs in previous year. The Closing balance of Investment in CIL Inc after this write off is Rs. 2.17 Lacs.
- CIL FZE: During the year the company has amortised an amount of Rs. 85.16 lacs. Further the company has transferred an amount of Rs.3568.92 Lacs to Investment in UAE as the amount

represents Capital Advances made to aquire Software Product/Licenses in UAE markets. The Closing balance of investment in CIL FZE after the addition is Rs. 3816.91 Lacs.

27. Loans and Advances, Inter Corporate Deposits and Book Debts

During the year the year the company has written off an amount of Rs. 2147.52 Lacs as bad debts. The company has reviewed the receivables which include Loans and Advances, Book Debts and other receivables as the same have become unrealizable.

28. Software Product Development Expenses

Software Product Development Expenses were being written off over a period of five years commencing 2006-07. However there was an addition to product development expenses in the year 2008-09 and hence the balance is being written oven off over the extended period.

29. Inventories

Inventories amounting to Rs. 2630.36 Lacs representing expenditure incurred for development, upgrading of features, inclusion of new modules etc. The company has capitalised the expenditure to the products since testing and implementation has resulted in favourable outcome.

The closing balance in Inventories after capitalisation is Rs. NIL.

30. Subsidiary Companies

The statement pursuant to Section 129(3)(I) of the Companies Act 2013 in respect of the subsidiaries is attached.

The Company has two Wholly Owned Subsidiaries viz Cybermate Infotek Limited Inc

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at U.S.A and Cybermate Infotek Ltd F.Z.E at U.A.E.

The operations of the Subsidiary in U.S.A. remained dormant since the year 2002.

In respect of the Subsidiary at UAE i.e CIL FZE, no operations could be made but advances were Progress amounting to Rs. 3568.92 Lacs were paid to acquire Software Products/Licenses for setting up of operation and was accounted in the holding company's books as Capital Work in Progress. Hence in the current year the entire advance is transferred from Capital Work in Progress to Investment in CIL FZE.

31. Segment Reporting

In accordance with the requirement of AS-17 on Segment reporting, the company has determined its business segment as Computer Software Services. During the year the company has also commenced BPO operations. Since all of the company's business is from computer software services, there are no other primary reportable segments. Thus the segment revenue, segment result, total carrying amount of segment liabilities, total cost incurred to acquire segment assets, the total amount of charge for depreciation

during the $\,$ year are all reflected in the financial statements for the year ended 31st March 2015.

There are no secondary reportable segments (Geographical Segments) since most of the turnover is from outside India.

32. The company has overdue receivables in convertible foreign exchange.

The Company has not restated these balances at the balance sheet date as per AS-11-The Effects of Changes in Foreign Exchange Rates since the company intends to recognize gain/loss on these receivable only on actual realization since these balances are overdue.

33. Earning Per Share(EPS)

	2015 ₹	2014 ₹
Profits attributable to equity shareholders	(28,96,65,727)	2,59,873
Weighted Average No. Of Equity Shares outstanding during the year for calculating Basic and Diluted EPS (Nos) Basic & Diluted EPS (Rs.)	7,24,41,962 (4.00)	7,24,41,962 0.00

34. Related Party Disclosures

- I. Parties where Control Exists
- (a) Wholly Owned Subsidiaries
- Cybermate Infotek Ltd Inc
- Cybermate Infotek Ltd FZE
- (b) Parties having control (directly or indirectly)
- Orchasp Energy (P) Ltd
- Orchasp Securities (P) Ltd
- CIL Infoserve Ltd
- Kanti Rekha Power Ltd
- II. Key Management Personnel
- Mr. P.C. Pantulu Managing Director
- Mr.K.S. Shiva Kumar Director
 Mr.P. Chandra Sekhar Director
- III. Relatives of Key Management Personnel
- Mrs. P. Rajeswari, Wife of Mr. P.C. Pantulu
- Mrs. K. Sirisha, Wife of Mr.P. Chandra Sekhar
- Mrs. Sirisha Pattapurathi, Daughter of Mr. P.C. Pantulu
- Mr. Srikrishna Pattapurathi brother of Mr. P.C. Pantulu
- Mr. Manjush Pattapurathi cousin of Mr. P. Chandra Sekhar

Volume of transactions during the year

Aggregated Related party Disclosures

		l-			₹. In Lacs
Nature of Transaction	Associate / Subsidiary	Key Management Personnel Personnel	Relatives of Key Management Management Personnel	Enterprises controlled by relatives of Key	Total
Remuneration	-	35.40 (35.40)	-	-	35.40 (35.40)
Advances/Loans/ICDs	-	29.35 (296.4)	23.33 (34.01)	13.06 (0.07)	65.74 (330.41)
Received					
Advances/Loans/ICDs		16.31 (8.56)	2.49 (13.14)	100.53 (20.45)	3,688.25 (42.15)
Repaid	3,568.92				
Balances Outstanding as					
on 31-03-2015					
Receivable	-	(0.41)	-	57.54 (64.09)	157.53 (64.51)
Payable	-	468.50 (425.38)		NIL (NIL)	468.50 (425.38)

35: Payments to Auditor

	2014
₹	₹
1,50,000	1,50,000
25,000	25,000
25,000	25,000
2,00,000	2,00,000
	25,000 25,000

36: Expenditure in Foreign Currency

	2015	2014
	₹ In Lacs	₹ In Lacs
Travel	-	-
Others	-	-
Total	-	-

37: Earnings in Foreign Currency

	2015	2014
	₹ In Lacs	₹ In Lacs
Export Earnings	83.05	50.48
Total	83.05	50.48

38 : Contingent Liabilities

Income Tax Matters on which the company is in appeal

2015	2014	
₹ In Lacs	₹ In Lacs	
814.28	814.28	

K.S. Shiva Kumar

Director

- Bank Guarantee in favour of Assistant Commissioner of Customs b for a CPWB warehouse license.
- 39. Debtors, Creditors, Loans and Advances are subject to confirmation and reconciliation.
- 40. Previous year figures have been regrouped and rearranged wherever necessary to conform to this years' classification.

AS PER OUR REPORT OF EVEN DATE

For P. Murali & Co., Chartered Accountants Firm Regn. No.: 007257S

P. Murali Mohana Rao

Partner

Membership No.: 023412

Place: Hyderabad Date: 28th May 2015 For and on behalf of the Board

P.C. Pantulu Managing Director

P. Chardra Sekhan

P. Chandra Sekhar Director Place: Hyderabad

Date: 28th May 2015



CIN: L72200TG1994PLC017485

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

Form No. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):	
Registered address:	
E-Mail Id:	
Folio No/Client Id:	
DP Id:	
I/We, being a Member (s) Members of	shares of the above named Company, hereby
	Address: or failing him
	Address: or failing him
3. Name :	.ddress:Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company to be held on 26th August 2015 at 10.00 am at Moksh Banquets, 221, Tivoli Road, Secunderabad - 500003 and at any adjournment thereof in respect of such resolutions indicated below



CIN: L72200TG1994PLC017485

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

- 1. Adoption of Financial Statements and Report of Board of Directors and Auditors thereon, for financial year ended March 31, 2015 Ordinary Resolution.
- 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. Appointment of Mr.P.C.Pantulu as the Managing Director for a period of 3 (Three) Years Special Resolution
- 4. To Consider and adopt the resolution appointing Ms.C.Kamakshi Bharathi as an Independent Director for a period of 3 (Three) Years Ordinary Resolutions
- 5. To Consider and adopt the resolution appointing Sri Koteswara Rao Kanamarlapudi as an Independent Director for a period of 3 (Three) Years- Ordinary Resolution
- 6. To Consider and adopt the resolution appointing Dr.D.Jayarami Reddy as an Independent Director for a period of 3 (Three) Years- Ordinary Resolution
- 7. To Consider and adopt the resolution appointing Mr.Shankar Khasnis as an Independent Director for a period of 3 (Three) Years-Ordinary Resolution
- 8. To Consider and adopt the resolution appointing Sri Pawan Kumar Kasera as an Independent Director for a period of 3 (Three) Years Ordinary Resolution
- 9. 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.. Special Resolution
- 10. To Consider and adopt the resolution to increase the Authorised Share Capital. Special Resolution
- 11. To Consider and adopt the resolution to alter Clause V of Memorandum of Association for increase in Authorised Share Capital. Special Resolution
- 12. To Consider and adopt the resolution to alter Clause 3 of Articles of Association for increase in Authorised Share Capital. Special Resolution

Signed this day of	_ 2015	
Signature of the Shareholder		Affix Revenue
Signature of Proxyholder(s)		Stamp

Note: The proxy form duly completed must be deposited at the Registered Office of the Company addressed to Secretarial Department, Cybermate Infotek Ltd. at Plot 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.



Form No. MGT-12

CIN: L72200TG1994PLC017485

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

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	Resolution No.	I assent to the Resolution	I dissent from the Resolution
1	1		
2	2		
3	3		
4	4		
5	5		
6	6		

DP.Id

S.No	Resolution No.	I assent to the Resolution	I dissent from the Resolution
7	7		
8	8		
9	9		
10	10		
11	11		
12	12		

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

CYBERMATE INFOTEK LIMITEI

Attendance Slip

Signed thisday of2015

CIN: L72200TG1994PLC017485

Please fill attendance slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional slips at the venue of the meeting

Folio No.

			1		
Client Id		No of Shares			
NAME AND ADDI	RESS OF THE SHAREHOI	LDER			
I hereby record my presence at the 21st Annual General Meeting of the Company to be held on 26th August 2015 at 10.00 am at Moksh Banquets, 221, Tivoli Road, Secunderabad – 500 003, Telangana, India					
		Signati	iro		

1994

Year of Incorporation

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Wholly Owned Subsidiaries

1999

Year of Listing on BSE

2008

Year of Listing on Luxembourg Stock Exchange

Offering

Product Development

Services

Consulting

BPO

Training











