

3rd December 2018

Department of Corporate Services
BSE Limited
P.J.Towers, Dalal Street,
Fort,
MUMBAI – 400 001

Dear Sir

Sub: Submission of Annual Report With Form B

Ref: Script Code : 532271

With reference to the captioned subject and our filing of Annual Report 2017-18 (24th Annual Report) with your good office dated 17th November 2018, we herewith submit our 24th Annual Report once again along with Form B (Standalone and Consolidated).

We request you to kindly take the same on record and oblige.

Thanking You

Yours Faithfully

FOR CYBERMATE INFOTEK LIMITED

P. Chandra Sekhar

P.CHANDRA SEKHAR
DIRECTOR & CFO
DIN : 01647212



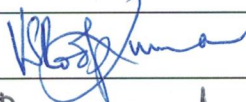
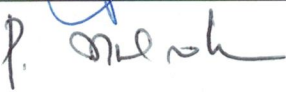


Encl: a/a

Statement on Impact of Audit Qualifications for the Financial Year ended 31st March 2018 (See regulation 33/52 of SEBI (LODR) (Amendment) Regulations, 2016)

(Figures In Lakhs except for EPS)				
I	S. No.	Particulars	Audited Figures (As reported before adjusting for qualifications)	Adjusted Figures (Audited Figures after Adjusting for qualifications)
	1	Turnover/Total Income (including other income)	10,468.45	10,468.45
	2	Total expenditure after Exceptional Items (Including finance cost (net) and excluding income taxes)	10,157.68	10,157.68
	3	Net Profit/(Loss) (before OCI)	310.77	310.77
	4	Earnings per Share (Basic)	0.39	0.39
	5	Total Assets	3,864.38	3,864.38
	6	Total Liabilities including minority interest (excluding shareholders' fund)	3,864.38	3,864.38
	7	Net Worth (including fair valuation)	2,394.64	2,394.64
	8	Any other financial item(s) (as felt appropriate by the management)	None	None
II	Audit Qualification			
	II (1) (a)	Details of Audit Qualification	The company has defaulted in payment to M/s DHFL towards lease rental discounting facility and the matter is pending before the Debt Recovery Tribunal and no interest has been provided by the company in its books of accounts which is not in accordance with generally accepted accounting principles.	
	(b)	Type of Audit Qualification	Qualified Opinion	
	(c)	Frequency of Qualification	Appeared for First time in F.Y 2017-18	
	(d)	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views	NA	
	(e)	For Audit Qualification(s) where the impact is not quantified by the auditor	NA	
		i) management estimation on the impact of the audit qualification	The board of directors is of the opinion that the impact on the financial statements can be quantified in the year of closure of the debt	
		ii) if management is unable to estimate the impact, reasons for the same	Interest amount could not be quantified as DHFL did not provide any statement of account stating that the matter is subjudice	
		iii) Auditor's Comments on i or ii above	As the matter is pending before debt recovery tribunal , the quantification of the same is not possible .	
	#	Without considering deferred tax : NA		
	#	Without considering impact of qualification referred in II (2) (a) below : NA		
Emphasis of matter where auditors have drawn the attention is as per the Auditor's Report on the consolidated financial statements				
	II (2) (a)	Details of Audit Qualification	a) M/s Wincere Inc (the Company) & Himashu P Kansara has filed petition U/S 7 of IBC 2016, against the Company at the Honorable NCLT Hyderabad bench. The Honorable NCLT passed the order by admitting the petition and appointed Resolution Professional. However the same has been granted Stay by the Honorable Supreme Court. (Ref Note No.5).	
	(b)	Type of Audit Qualification	Emphasis of Matter paragraph	
	(c)	Frequency of Qualification	Appeared for First time in F.Y 2017-18	
	(d)	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views	N.A.	
	(e)	For Audit Qualification(s) where the impact is not quantified by the auditor; Management views	N.A.	
	(f)	Management's estimation on the impact of audit qualification	The Company is not a party to the transaction as evidenced by the documents produced by the said parties before the NCLT	
	(ii)	If management is unable to estimate the impact, reasons for the same	Not applicable	
	(iii)	Auditors' comments on (i) or (ii) above	As the final verdict on the petition is not yet received and the company got stay from supreme court, the quantification of the same is not possible.	
Emphasis of matter where auditors have drawn the attention is as per the Auditor's Report on the consolidated financial statements				
	II (3) (a)	Details of Audit Qualification	The above conditions indicate the existence of material uncertainties which may cast significant doubt on the Company's abilities to continue as going concern. In the event that the going concern assumption of the company is inappropriate, adjustments will have to be made as not a going concern. However the financials has not been made with such adjustments for the F.Y 2017-18.	
	(b)	Type of Audit Qualification	Emphasis of Matter paragraph	
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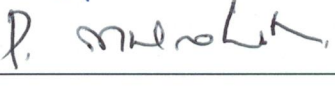
	(e)	For Audit Qualification(s) where the impact is not quantified by the auditor; Management views	Basing on the merits of the case the Board of Directors is of the opinion that the going concern assumption is appropriate
	(f)	Management's estimation on the impact of audit qualification	The Board is of the opinion that the audit qualification is on account of admission of the petition by the NCLT and is not an admission of liability
	(ii)	If management is unable to estimate the impact, reasons for the same	The Company is not a party to the transaction as evidenced by the documents produced by the said parties before the NCLT
	(iii)	Auditors' comments on (i) or (ii) above	The above conditions indicate the existence of material uncertainties which may cast significant doubt on the Company's abilities to continue as going concern. In the event that the going concern assumption of the company is inappropriate.
III		Signatories	
		(*) Wholetime Director - Mr.P.C.Pantulu	
		(*) Chief Financial Officer - Mr.P.Chandra Sekhar	
		(*) Audit Committee Chairman- Mr.V.S.Roop Kumar	
		(*) Statutory Auditors- M/s P.Murali & Co Mr.P.Murali Mohan Rao, Partner	
	Place:	Hyderabad	
	Date:	29th May 2018	



Statement on Impact of Audit Qualifications for the Financial Year ended 31st March 2018 (See regulation 33/52 of SEBI (LODR) (Amendment) Regulations, 2016)

(Figures In Lakhs except for EPS)				
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	(e)	For Audit Qualification(s) where the impact is not quantified by the auditor; Management views	Basing on the merits of the case the Board of Directors is of the opinion that the going concern assumption is appropriate
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		(*) Chief Financial Officer - Mr.P.Chandra Sekhar	
		(*) Audit Committee Chairman- Mr.V.S.Roop Kumar	
		(*) Statutory Auditors- M/s P.Murali & Co Mr.P.Murali Mohan Rao, Partner	
	Place:	Hyderabad	
	Date:	29th May 2018	





24TH
ANNUAL
REPORT
2017-2018



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► Board of Directors

01



03



02



04



06



05



07



► Board of Directors

01

Mr. P.C. Pantulu

(DIN 01583136)

Promoter, Chairman, Managing
Director, CEO

Committee Membership:

- Stakeholders Relationship Committee

02

Mr. K.S. Shiva Kumar

(DIN 02103299)

Promoter, Director - Operations, COO

Committee Membership:

- None

03

Mr. K. Koteswara Rao

(DIN 06401491)

Promoter, Non-Executive Director

Committee Membership:

- Stakeholders Relationship Committee

04

Mr. P. Chandra Sekhar

(DIN 01647212)

Promoter, Director - Finance, CFO

Committee Membership:

- Audit Committee

05

Mr. V. S. Roop Kumar

(DIN 05317482)

Independent Director

Committee Membership:

- Audit Committee (Chairperson)

- Nomination and Remuneration

Committee

06

Mr. B. Srinivasa Reddy

(DIN 01384074)

Independent Director

Committee Membership:

- Stakeholders Relationship

Committee (Chairperson)

- Nomination and Remuneration

Committee

07

Ms C. Kamakshi Bharathi

(DIN 07144611)

Independent Director

Committee Membership:

- Nomination & Remuneration Committee (Chairperson)

- Audit Committee

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FEATURES



Secure: Store all your reports and prescriptions in a cloud database!



Family Health Records: Maintain health records of your family members online.



Cloud Service: Access your reports and records anytime, anywhere!



Share: Share reports with your doctors by email or through the app - all it takes is a few seconds!



24x7x365 Support: Easily access your electronic health records any time!



Cyber1health is the smartest solution that one can use to upload and maintain your personal health records online!

www.cyber1health.com

Welcome to the future of logistics!

The fully integrated, automated transportation exchange connecting carriers, brokers and shippers to move and track freight in real-time.



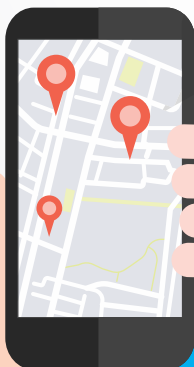
Business: For operator, national carrier or private fleets.

Truckload shipping: For companies who ship a large amount of their products. Full, half and parcel truckloads, all available!

Transport Vendor Scorecard: Customized data mining helps pick the BEST partners according to customer performance scorecards!

Online Booking: Integrated with the complete transportation management process, Bharat Cargo eliminates time wasted in the entire transportation process!

GPS Tracking: The logistics site offers real-time mapping and on-time status reporting of cargo.



Our platform facilitates the SFOs and MFOs interaction with SME, MSME and domestic customers to achieve their goals.

www.bharatcargo.in

Complete Hospital Information Solution

Meant for mid-size hospitals, aimed towards the reduction of work and increased productivity.



Front Office - the first point of interaction for anybody coming to the hospital! Contains data about patients, doctors, departments and services offered.

Investigation - provides details of all the investigations carried out for In-patients and Out-patients.

Billing - provides detailed billing of In-patient and Out-patient services.

Ward Management - takes care of lab and drug requisitions, critical care readings, ICU orders and reviews of patients.

Administration - includes information about rooms, tariffs, critical care equipment, packages and administrative facilities.

Pharmacy - deals with the sales and issue of medicine to patients.

Accounts - includes financial setup, groups, ledgers, vouchers, trail balance, profit and loss accounts, balance sheet, journal report, cashbook, sales register, debit and credit notes.

HRMS - used for overall resource management, like employee details, payroll, and departments.

Marketing - takes care of reference doctors, corporate marketing and advertising

EDP - exclusively for granting privileges to the employees in the different departments.

HMS by Cybermate Infotek enables the customer to achieve greater productivity, reduce costs and even increase profitability! It also helps decision makers to be more proactive with market dynamics.

Online Indian Handicrafts Store

**Ethnic Indian handicrafts...
from the hands of the maker
to the collector.**

India's diverse art and culture finds distinctive expression in a wide range of handicrafts. Indycrafts provides a virtual platform for creative craftsmen of such artwork to directly connect with buyers around the world online. As an online store for Indian handicrafts we aim to empower local artists and craftsmen, globalize their reach, and provide buyers an experience of unique and exquisite art.

► IT Offerings



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.



PMS

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



Purchase and Contract Management

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



HRMS

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



Electronic Health Record (EHR)

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



Document Management System (DMS)

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



E-Billing

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



Asset Management Application (AMS)

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



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



Cinfotek CARDS

A complete print order management solution for the print industry.



Corporate Information System (CIS)

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



Top Access

Comprehensive suite of solutions for Counter Top manufacturing & retail.



eTearsheet

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



Fleetplus

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



EZDMS

Simplified low cost Document Management System



Medrep

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



Content Management System (CMS)

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

► Industry Solutions



INSURANCE

Virtual Premium

It is our constant endeavor to offer our clients in the tourism sector, a 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

FINANCE

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

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



MANUFACTURING

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.

TOURISM

CIL provides a solution for a Client engaged in Travel and Tourism Domain. The solution comprises 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



EDUCATION

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.

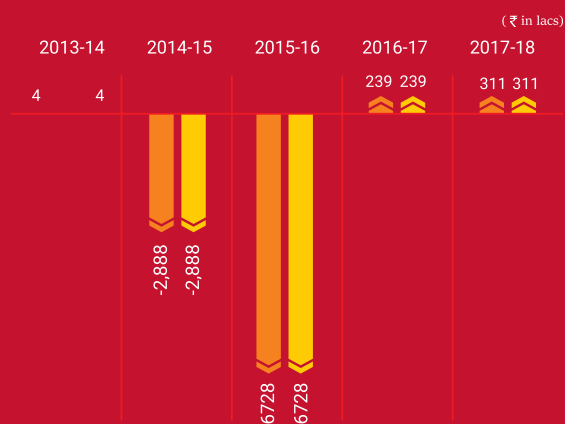
BUSINESS PROCESS OUTSOURCING (BPO)

CIL has set up operational processes for sales, support, procurement, accounting and compliance for telecom and vendor management for cargo/logistics businesses.

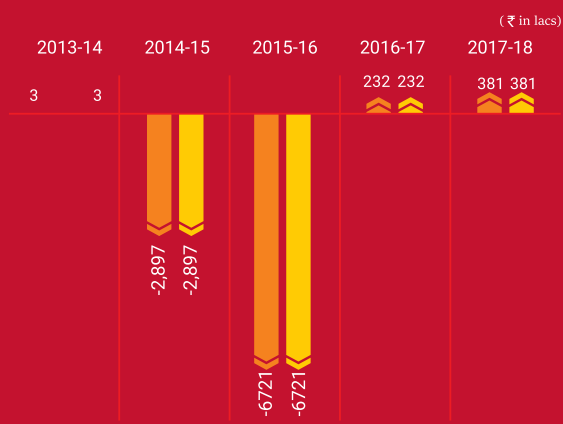


► Rebuild | Reform | Reinvent

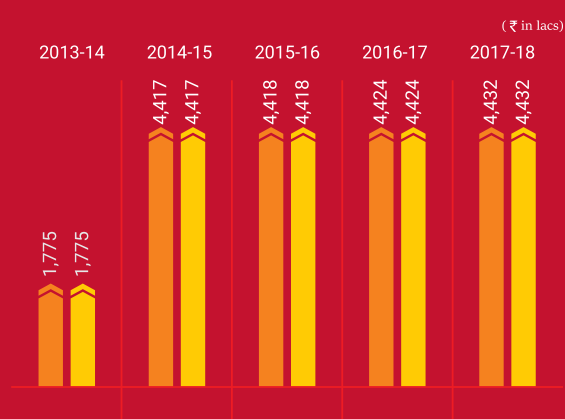
PROFIT BEFORE TAX



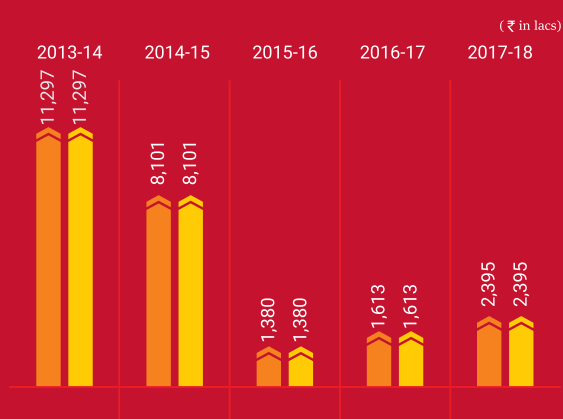
PROFIT AFTER TAX



GROSS BLOCK



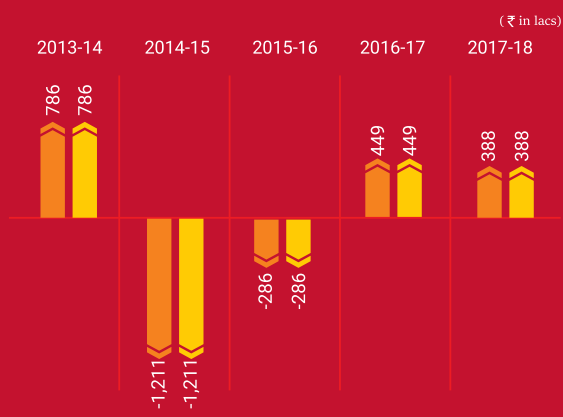
NET WORTH



RETURN ON CAPITAL EMPLOYED%



EBITDA



■ Standalone ■ Consolidated



Message from the Chairman and Managing Director

Dear Members,

On behalf of the Board of Cybermate Infotek Limited, I thank each of our stakeholders for having reposed confidence in the Management of the Company during the year 2017-18. This year has been a challenging year in the history of your Company, as we had to face several challenges, which we have, with your co-operation addressed most of them successfully and we have also been able to make sufficient progress in our goal to mobilize funds for the future growth of the Company.

During the year under review, the Company was able to ease out the liquidity issue by way of raising additional funds through a preferential allotment of Share Warrants to Promoters/Promoter Group and Investors.

Further, during the current year, namely, 2018-19 we have been able to raise the funds through an FCCB to fund the expansion and growth plans of the Company. We are making several efforts to deploy the funds in the most reasonable manner subject to the conditions prescribed by the Statutory Authorities like Reserve Bank of India.

We have incorporated a Joint Venture in Europe to explore the business opportunities available in Europe and Africa and we shall keep you informed about the progress on these efforts from time to time.

We shall also continue to work vigorously on our Moto "Rebuild, Reform & Reinvent" to meet the new business challenges in the evolving Digital World Economy.

I also assure all the stakeholders that your Company has always been emphasizing on meeting its statutory obligations and fulfilling all the procedures, which are mandatorily prescribed as per the statute.

We look forward to the stakeholders to extend and continue their support to reach greater success.

With warm regards & best wishes,

P.C. Pantulu
Chairman and Managing Director



NOTICE



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

ORDINARY BUSINESS:

1. To Adopt of Audited Financial Statements

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

2. To Appoint Statutory Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 of Companies Act 2013 read with Rule 3(7) of Companies (Audit and Auditor) Rules, 2014, as amended from time to time, M/s. P. Murali & Co., Chartered Accountants, (bearing Firm Reg No.: 023412) having their office at 6-3-655/2/3, Somajiguda, Hyderabad. 500082.Telangana, being eligible, be and is hereby appointed as Statutory Auditors of the Company so as to hold the said office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 25th Annual General Meeting of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor."

SPECIAL BUSINESS

3. TO RE-APPOINT MR. P.C. PANTULU (DIN: 01583136) AS MANAGING DIRECTOR AND CEO OF THE COMPANY:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

“RESOLVED THAT pursuant to the provisions of Section 23 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014,

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

By Order of the Board of Directors



P.C. Pantulu

Managing Director

DIN: 01583136

Place: Hyderabad

Date: 13-08-2018

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

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

2. Corporate members intending to send their representatives to attend the meeting are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on behalf at the meeting.

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

4. Members/ Proxies and authorized representatives should bring the Attendance slip enclosed herewith duly filled in and handover the same at the entrance of the Meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.

5. Members are requested to notify immediately, of any change in their address, to the Company in case their shares are held in dematerialized form; this information should be passed on so that the updated information as required can be made available at the meeting.

6. Members holding shares in physical form are requested to de-materialize the shares in electronic form to facilitate faster transfer and avoid rejections for bad deliveries. The Original Share Certificates be sent to Aarthi Consultants (P) Ltd, 1-2-285, Domalguda, Hyderabad-500029.

7. Members seeking any information or clarifications on the Annual Report are requested to send in their written queries to the Company at least one week before the meeting to enable the Company compile the information and provide replies at the meeting.

8. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following :

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

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

9. Voting through electronic means

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

Members who do not have e-voting facility can take the benefit of ballot form enclosed herewith. Complete instructions on e-voting and ballot are annexed herewith and forms part of this notice.

10. Instructions for e-voting:

- (a) The shareholders should log on to the e-voting website www.evotingindia.com.
- (b) Click on "Shareholders" tab.
- (c) Now enter your User ID

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

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

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio number in the PAN Field. In case the folio number is less than 8 digits, enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field</p> <p>Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL client id. For example: CDSL Account holder name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234'. NSDL Account holder name is Rahul Mishra and DP ID. is IN300000 and client ID 12345678, then default value of PAN is 'RA12345678'.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the folio/client id.</p>

- (g) After entering these details appropriately, click on "SUBMIT" tab.
- (h) Members holding shares in Physical form will then reach directly to the voting screen.
- (i) Members holding shares in Demat form will now reach 'Password Creation' menu. Here, they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
- If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (j) Click on the relevant EVSN for the "CYBERMATE INFOTEK LIMITED" on which you choose to vote.
- (k) On the voting page, you can find "Resolution Description" against which the option 'YES/NO' for voting is provided. Enter the number of shares (which represents number of votes) under YES/NO.
- (l) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Notice of the Annual General Meeting.
- (m) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (n) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (p) Note for Non-Individual Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (q) E-voting Period begins on 21st day of September 2018 at 10.00 am and ends on 23rd day of September 2018 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record date is 17th day of September 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (r) Members have an option to vote either electronically (availing services provided by CDSL) or by using the poll slips to be distributed at the meeting. If the members have cast their vote electronically, then they should not cast their vote at the meeting. However, if a member has voted electronically and has again voted at the meeting, then the voting done through e-voting shall prevail and voting done at the meeting shall be treated as invalid.
- (s) Mr. Sidharth C A, Practicing Company Secretary (Membership No: ACS 26843, CP No. 12161), Partner of M/s CAS & Associates, Practicing Company Secretaries having their office at Hyderabad has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (t) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

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

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

Item No 3:

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

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

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

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

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

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

OTHER TERMS AND CONDITIONS:

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

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

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

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

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

ITEM NO. 4

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

None of the Directors are interested in this Resolution.

By **Order of the Board of Directors**



P.C. Pantulu

Managing Director

DIN: 01583136

Place: Hyderabad

13-08-2018

Registered & Corporate Office

CYBERMATE INFOTEK LIMITED

(CIN : L72200TG1994PLC017485)

19 & 20, Moti Valley, Trimulgherry, Secunderabad. 500015.

TELANGANA.

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

E-mail : secretarial@cybermateinfotek.com

Website : www.cybermateinfotek.com



BOARD'S REPORT



Dear Members,

Greetings!!!

We have pleasure in presenting the report on our business and operations for the year ended 31st March 2018.

1. 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 ended 31-03-2018	₹ in '000 For the year ended 31-03-2017
Net Sales/Income from Business Operations	10,46,738	5,34,878
Other Income	107	2
Total Income	10,46,845	5,34,880
Less Interest	-	-
Profit/(Loss) before Depreciation & Exceptional Items	38,795	44,906
Less Exceptional Items	-	-
Profit before Depreciation	38,795	44,906
Less Depreciation	7,718	21,012
Profit after Depreciation and Interest	31,077	23,894
Less Current Income Tax	-	5,698
Less Previous Year Adjustment of Income Tax	-	-
Less Deferred tax	(7,020)	(5,025)
Net Profit after Tax	38,097	23,221
Dividend	-	-
Net Profit after dividend and Tax	38,097	23,221
Amount transferred to General Reserve	-	-
Balance Carried to Balance Sheet	38,097	23,221
Earning per Share(Basic)	0.47	0.32
Earning per Share(Diluted)	0.47	0.32

Financial highlights

Revenues-Standalone : Revenue for the year ended 31st March 2018 is Rs 10468.44 lacs as compared to 5348.79 lacs the same period last year. The Company's earnings improved by about 48.90 % over the previous year.

Revenues-Consolidated : The subsidiary of the Company at USA is dormant hence on account of consolidation there is no addition of revenues. The subsidiary at Portugal is yet to commence operations.

Profits- Standalone :The Company had earned a net profit of Rs. 310.77 Lakhs as against a net profit Rs. 238.94 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 Subsidiary in the US. The subsidiary in Portugal is yet to commence operations.

Capital Expenditure on Tangible Assets-Standalone

During the year, additions to fixed assets were Rs. 7.48 lakhs as against Rs. NIL in the previous year.

Liquidity

The working capital position of the Company showed signs of improvement due to increase in business activity and improved realisations and also the infusion of capital by way of allotment of share warrants to promoters and investors.

The Company has continued its efforts to raise funds by way of Foreign Currency Convertible Bonds.

The Company has entered into a term sheet with merchant bankers and has also received the Loan Requisition Number (LRN) from the Reserve Bank of India on the 28th March 2018. However, due to the Insolvency and Bankruptcy Proceedings (IBC) the placement of FCCBs could not be concluded in the financial year 2017-18. However, the Company was able to complete the placement of FCCBs on the 10th July 2018 thereby raising funds to the tune of USD 10.5 Mn.

2. Review of Business Operations and Future Prospects.

Your Directors wish to present the details of Business operations pursued by the Company during the year under review:

a. Services and emerging offerings

The Company is in the process of packaging its cloud based offerings for emerging solutions areas.

The Company is working with partners to set up the supply chain for rolling out the services of logistics platform

The Company is also tying up with channel partners

to rollout the personal health records platform Cyber1health.

The Company has also partnered with start-ups to roll out IOT offerings in multiple domains.

b. Marketing and Market environment.

Platforms: The market place has shifted from conventional methods to use of high-end tools and analytics to understand customer preferences and priorities. Technology has disrupted the selling methods and has paved way for social media, mobile and analytical tools to market goods and services to customers.

Products and services are bought and sold online after comparing with competitors. Social media is the largest platform to promote products and services.

Referrals, loyalty programs, feedbacks, reviews have been driving the sales engine for service providers.

We, at Cybermate have deployed teams to work on social media to engage with customers and prospects to provide services and support for enabling better customer experience and support.

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

- IT Support
- Consulting
- Network and Surveillance

The Company provides services in custom built application development, system integration, testing, maintenance, network, surveillance, IT support and consulting.

Products are now converting to platforms. Platforms are being built across domains to provide services on the Cloud hence products which were sold as licences renewable year on year are being replaced by platform subscriptions. Keeping abreast with this

trend, as part of its “Rebuild. Reform. Reinvent” move, CIL commenced work on multiple platforms which facilitate e-commerce in new segments such as logistics, healthcare, and arts. Our solutions are ‘Software as Service’ for day to day issues that the common man faces.

Logistics Platform www.bharatcargo.in

Logistics being the integral part of an organization many new technologies are used in developed country while in India adoption process is very slow. But, at CIL with the aim of developing new technologies we are creating an advance ecosystem in the area of logistics management for retail and corporate customers. BharatCargo will provide the one stop convenient platform for optimised logistics management for customers in a fraction of a click.

Healthcare Platform: www.cyber1health.com

The electronic health record (EHR) revolutionized the way patient records are organized, stored, and accessed by physicians and their patients. The traditional paper method of record keeping was under-secured and difficult to access and use. With new technology, records are secure in a cloud-based system that is only accessible by authorized personnel.

So, at CIL we have ventured in Electronic Health Records domain through our Mobile Platform Cyber1Health.

CYBER1HEALTH is an Online Personal / Family Electronic Health Records Management service. It is a cloud Applications or apps which are cloud-based services also known as Software as a Service (SaaS), It provides you unique format for storing your records. It is a distributed personal health record in digital format available in Google Play Store and Apple App Store.

It facilitates the user to:

- Secure, real-time, patient-centric information to aid clinical decision-making by providing access to a patient's health information at the point of care.
- Patient health records including medical history, diagnostic test reports, images and prescriptions are stored in an electronic format which can be shared with doctors like for second opinion.
- User can also upload PDF files or images into your account and can access personal electronic health records from anywhere in the world from an internet connected computer or smart phone.
- It's a smart solution that can be used to upload and maintain personal electronic health records online. Integration with Wearable devices.

Healthcare Platform: www.healsoft.in

Hospital management requires a lot of decision making which is highly difficult if there is no strong management system in place. Since you need precise and accurate implementation at every stage, the automation system in the hospital has to be self-sufficient. Today, it is not possible to imagine a super-specialty hospital without it. A reliable, cost-effective, and efficient system becomes the backbone of the success of a medical center.

CIL has developed HEALSOFT a customized comprehensive hospital management system also hosted in cloud which takes care of end to end requirement of all types of hospitals whether big or small. HEALSOFT enables hospitals to manage the immeasurable data constantly generated round the clock through IPD and OPD, pharmacy, laboratory, wards, online appointments scheduling, billing, accounting, HR/Payroll and many other aspects of Hospital functioning.

HEALSOFT gives following advantages to Hospitals:

- Automate hospital Management
- Hospital Information just a click away
- Improve Clinical Decisions
- Improved medical staff efficiency
- Avoiding errors and tracking every details
- Reduced Patient Waiting Times
- Data Security
- Stock Management in Pharmacies
- Better Financial and Operations Management
- Reduced Costs
- No Revenue Leakage

www.indycrafts.in: marketplace for arts and crafts

CIL has built a platform to provide a market place to reconnect people with the rich heritage of Indian handicrafts and handlooms which are unique in their tradition and make.

Indycrafts is not a run of the mill e-commerce platform. It is expected that with Indycrafts, the unique skills passed down several generations of artisans will be available to the connoisseur and the novice. With the boost in sales, it is expected that artisans will be benefitted in manifold ways such as capacity enhancement, skill development, marketing of their products and employment opportunities to name a few. Such a platform will boost the morale of small entrepreneurs and the natural corollary to such developments would be innovation in product design.

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.

Our Other Platforms include

- Asset Management
- Purchases and Contract
- Document Management System
- Payroll Management
- HRMS
- Content Management System
- Corporate Information System

Infrastructure: The Company proposes to set up infrastructure for a securities operation centre, data centre 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 market our platforms through partners/stake holders in healthcare domain. We propose to align with start-ups either as partners or as subsidiaries in creating, deploying, integrating and operating business solutions. We propose to deploy our resources in making selective business acquisitions that augment our expertise, complement our presence in certain market segments and accelerate the execution of our strategies.

c. Future Prospects including constraints affecting due to Government policies

The future of IT Services business is providing several 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 in effectively storing, managing and analyzing the increasing amounts of data available to them.

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

3. Dividend

No Dividend is being proposed for the current financial year, to conserve resources.

4. Subsidiaries, Joint Ventures and Associate Companies.

During the year under review, the board has reviewed opportunities in IT and ITES activities outside India in emerging technology space. The board deliberated and decided to set up operations outside India either as a wholly owned subsidiary or a joint venture in one or more countries.

Thus the Company incorporated a wholly owned subsidiary viz Cybermate International Unipessoal LDA at Portugal to address opportunities in Europe and African regions in Health care IT, Government IT requirements and others. Further, to have a strong foot hold in the emerging Health care IT market of Africa, the subsidiary has entered into a joint venture with another overseas Company by the name of Healthcare Infotek Limited was setup in Togo, Africa.

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-I to this report.

5. Directors and Key Managerial Personnel.

Profile of the Directors:

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

He is Seventy Two (72) 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-seven (47) 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. He is a Trustee of Chennarayudu Public Charitable Trust.

He is a promoter of the Company and holds 1,68,15,820 shares of the Company in his name as on March 31, 2018. He is a member of the Stake holder Relationship Committee.

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

He is Fifty-Two (52) years old. He is a science graduate. He has more than twenty-seven (27) 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. He is a promoter of the Company and holds 8,93,010 shares of the Company in his name as on March 31, 2018.

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

He is forty-three (43) 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, 2018. He is a member of Audit committee.

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

He is seventy-one (71) 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 promoter director.

He is a promoter of the Company and holds 1,78,200 shares of the Company in his name as on March 31, 2018. He is a member of the Stake holders relationship committee.

(v) Callepalli Kamakshi Bharathi (DIN 07144611)

She is forty-two (42) years old. She is a post graduate in Electronics. She has worked extensively in the fields of Software Defined Radio (HD Radio) and 4G Base station technology (PHY and MAC layers). Currently she is associated with start-ups working on Machine learning and deep learning. She is a Non Executive and independent director on the board of Cybermate Infotek Limited and is not a shareholder of the Company.

She joined the board on 27th March 2015 as an independent(woman) director.

She is the chairperson of Nomination and Remuneration committee and a member of Audit Committee.

(vi) Vegunta Sai Roop Kumar (DIN 05317482)

He is forty-three (43) years old, a commerce graduate and a fellow member of the Institute of Chartered Accountants of India (qualified in the year 2003) and graduate member of the institute of Cost Accountants of India.(qualified in the year 1998)

He started his career working with an audit firm and later moved into heading finance function for a diversified group viz Hospitality, Real Estate and Technology before setting up his professional practice as a Chartered Accountant.

Mr. Vegunta Sai Roop Kumar joined the board on 07th March 2016 as a Non-Executive Independent Director and is not a shareholder of the Company. He is the Chairperson of Audit Committee and a member of Nomination and remuneration committee.

(vii) Mr. Bade Srinivasa Reddy (DIN 01384074)

He is forty-nine (49) years old, He is a M.B.A (Finance), Investment Consultant, National Stock Exchange of India Certified Market Professional (NCMP Level 5 - Highest Level), He is pursuing Ph.D., in Investment Management (part time).

He has more than 22 years of Hands on Experience in Financial Markets and Services Sector as Financial Analyst, Head of the firm with Stock Exchange Membership, Investment Advisory, Private Equity and other Businesses.

He is an Empanelled Corporate Trainer for SEBI Promoted NISM, American Academy of Financial Management (AAFM), National Stock Exchange of India (NSE) and others.

Mr. Bade Srinivasa Reddy joined the board on 07th March 2016 as a Non-Executive Independent Director

and is not a shareholder of the Company. He is the chairperson of Stakeholders relationship committee and a member of nomination and remuneration committee.

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 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 independent directors has been taken note of by the board.

Resignations

During the year, there were no resignations at the board but Dr.D.Jayarami Reddy (DIN 02079731) has vacated office due to disqualification.

Re-appointments

● Managing Director

Mr. P.C. Pantulu, Managing Director was re-appointed and Chairman, Managing Director & CEO of the Company with effect from conclusion of the 24th Annual General Meeting up to conclusion of the 25th Annual General Meeting of the Company for the year 2018-19 in the meeting of the Board of Directors held on the 31st July 2018.

● Directors

Mr. K.S.Shiva Kumar, Director was re-appointed as Director-Operations and COO of the Company with effect from conclusion of the 24th Annual General Meeting up to conclusion of the 25th Annual General Meeting of the Company for the year 2018-19 in the meeting of the Board of Directors held on the 31st July 2018.

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. Remuneration Policy

Your Directors has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management Personnel and their remuneration in accordance with Section 197 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) for the time being in force).

The salient aspects covered in the Nomination and Remuneration Policy have been outlined in the Corporate Governance Report which forms part of this report.

The remuneration paid to your Directors and Managerial Personnel is in accordance with the Nomination and Remuneration Policy thus formulated.

The information required under Section 197 (12) of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure - II.

7. Declaration by Independent Directors

Pursuant to sub section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, all the Independent Directors of your Company have given declaration that they have met the criteria of independence as required under the Act and the regulations.

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

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the board evaluation framework.

The framework includes evaluation of directors on parameters such as

- Peer Evaluation
- Decision Making
- Analysis of Information
- Board Dynamics & Relationships
- Corporate Strategy
- Participation at Board Committees

The Companies Act 2013 states that a formal evaluation needs to be made by the board of its own performance and that of its committees and individual directors. Schedule IV to the Companies Act States that the performance evaluation of independent directors shall be done by the entire board of directors excluding the director being evaluated.

The evaluation process has been explained in Corporate Governance Report.

9. Board Committees

Detailed composition of the mandatory Board committees namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Grievances' Committee, number of meetings held during the year under review and other related details are set out in the Corporate Governance Report which forms a part of this Report.

The constitution of the committees has undergone a change due the vacation of office by Dr.D.J.Reddy.

10. Deposits

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

11. 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.

12. 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.

13. Significant and material orders passed by the regulators or court

Financial year 2017-18 had been a challenging yet successful year for your Company.

The Company encountered two legal issues during the year,

Suspected Shell Company:

As informed to the members in the previous annual report about the inclusion of Cybermate Infotek Limited in the list of 331 "suspected" shell companies, the management of your Company responded and submitted a requisition that it would co-operate with the regulators for making their investigations

The Company also filed an appeal before the Securities Appellate tribunal (SAT) wherein SEBI was directed to complete the investigation in four weeks' time and hence the Company withdrew its application.

The Company submitted the necessary information and attended the hearing on this matter.

Finally, SEBI in its order dated 21st September 2017 made the following observations

"In view of the substantiative documentation and the disclosures in the Annual Report and explanations provided by the Company during the hearing in respect of all the queries, I do not find any prima facie evidence of misrepresentation by the Company, misuse of books of account/funds of the Company or violation of LODR regulations"

And thus, SEBI in its order dated 21st September 2017 revoked the actions envisaged in SEBI's letter dated August 07, 2017 and consequential actions taken by the stock exchanges against the Company.

NCLT Order : During the year an individual and an overseas corporate had approached the National Company Law Tribunal, Hyderabad claiming amounts as financial creditors under section 7 of the Insolvency and Bankruptcy code 2016.

The Company had made submissions before the NCLT denying the allegations and dues to the petitioners. The NCLT, Hyderabad passed orders on the 26th March 2018 admitting the petition and appointed an Insolvency Resolution Professional thereby suspending the board of the Company.

The IRP took charge and made announcements in the news papers on the 01st May 2018 inviting claims of the creditors.

The IRP also issued a notice of meeting of Committee of Creditors to be held on the 21st May 2018.

Meanwhile Mr. P. Chandra Sekhar, one of the promoters of the Company filed an appeal before the National Company Law Appellate Tribunal, New Delhi (NCLAT) seeking a stay on the IBC proceedings.

The NCLAT was not inclined to grant a stay and posted the matter for hearing on the 21st May 2018.

Aggrieved by the order of the NCLAT not inclined to grant a stay, Mr. P. Chandra Sekhar, approached the Honourable Supreme Court of India seeking a stay on the IBC proceedings. The Hon'ble Supreme Court granted a stay on the 18th May 2018 on the order of the NCLT dated 26-03-2018.

Thus, the board of the Company was restored. The matter is pending adjudication before the Hon'ble Supreme Court of India.

Thus, the Company was under the control of the IRP for the period between 26th March 2018 and 18th May 2018.

14. Material changes and commitments, if any affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of the report.

(a) Search on premises by Director General of Goods and Services Tax Intelligence Unit

Subsequent to the balance sheet date and announcement of the Audited Financial Results for the period ended 31st March 2018, on the 13th June 2018, the Director General of Goods and Services Tax Intelligence (DGGSTI), Hyderabad Zonal Unit conducted a search on the premises of the Company, the residence of one of the promoter Mr.P. Chandra Sekhar and also the Office of the Statutory Auditors of the Company.

The Company had extended its co-operation during the search. The DGGSTI team concluded the search on the same day and have recovered documents as declared in the panchanama dated 13th June 2018.

The Company has submitted the necessary information and is awaiting orders from the DGGSTI on this matter.

(b) Allotment of Shares Consequent to Conversion of Share warrants of Promoters and Investors.

During the year, on the basis of the resolution approved by the shareholders at the extraordinary general meeting held on the 18th May 2018, allotted 81,00,000 equity share warrants to promoters and 33,00,000 equity share warrants to Investors at a price of Rs. 4.40 (including premium of Rs.2.40) per equity share warrant on part payment of 25 % of the amount payable.

Further on the 13th June 2017, the promoters have subscribed to the equity share warrants in full and hence equal number of equity shares were allotted to them.

Further the investors have made payments to the extent of 10,50,000 equity share warrants and the Company has allotted equal number of equity shares on the 20th June 2018 and is in the process of obtaining necessary approvals from the regulators to list these shares on the stock exchange.

(c) Allotment of Foreign Currency Convertible Bonds

The Company had on the 10th July 2018, received subscription in full for the 1% Unsecured, 10,500,000 Foreign Currency Convertible Bonds and has allotted 105 bonds for USD 1,00,000 to each bondholder thus raising an amount of USD 10,500,000.

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

All Contracts/arrangements/transactions entered by the Company during the financial year 2017-18 with related parties were in the ordinary course of business and on an arm's length basis.

In this regard, we draw your attention to Note 30 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.

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

The directors of the Company have met seven (7) 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:

Date of Meeting	Time	Place	Meeting No	Qtr
17-Apr-17	10.30 am	Regd & Corp Off	01/2017-18	Apr-Jun
29-May-17	10.30 am	Regd & Corp Off	02/2017-18	Apr-Jun
26-Jun-17	10.30 am	Regd & Corp Off	03/2017-18	Apr-Jun
11-Aug-17	10.30 am	Regd & Corp Off	04/2017-18	Jul-Sep
11-Sep-17	11.30 am	Regd & Corp Off	05/2017-18	Jul-Sep
08-Dec-17	10.30 am	Regd & Corp Off	06/2017-18	Oct-Dec
09-Feb-18	10.30 am	Regd & Corp Off	07/2017-18	Jan-Mar

17. 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 SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, 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.

18. Training of independent directors

Whenever, new Non-executive and Independent Directors are inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, Board procedures, our major risks and management strategy.

19. 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 III [pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014].

20. Statement concerning development and implementation of Risk Management Policy of the Company.

The Company has constituted a Risk Management Committee in the meeting of the Directors on Board held on the 28th May 2015 and the details of the risk management framework under the purview of the Risk Management Committee of the Company has been discussed under the Management Discussion and Analysis Report which forms a part of this report.

However, this committee was dissolved as the Risk Management framework is yet not applicable to the Company as per the statute.

21. Details of Policy developed and implemented by the Company on its Corporate Social Responsibility initiatives.

Pursuant to Section 134 of the Companies Act, 2013 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.

22. 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.

23. Adequacy of Internal Financial Controls

The Company has established and is maintaining internal controls and procedures. The Board of Directors have evaluated the effectiveness of the Company's internal controls and procedures and confirm that they are adequate based on the size and the nature of its business.

24. Internal Audit

The Company has a well-established system of Internal Audit which carries out audit on Risk Management framework covering all the functions.

25. 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.

As required above, the Board has, after considering the recommendations of the Audit Committee, incorporated a suitable resolution for your consideration and approval in the notice calling the ensuing Annual General Meeting of the Company.

Secretarial Auditor: The Board has now appointed M/s CAS & Associates, Practising Company Secretaries, Hyderabad to conduct Secretarial Audit for the financial year 2018-19. The Secretarial Audit report as issued by M/s CAS & Associates for the financial year ended March 31, 2018 is annexed herewith in Annexure-IV

26. 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 V as attached to this report.

27. Corporate Governance

Pursuant to Regulation 27 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, a separate report on corporate governance has been included in this Annual Report in Annexure VI together with a certificate from the Practising Company Secretary regarding compliance of conditions of Corporate Governance.

All Board members and senior management personnel have affirmed compliance with the Code of Conduct for the year 2017-18. A declaration to this effect signed by the Managing Director of the Company is contained in this Annual Report.

28. Management Discussion and Analysis

Management Discussion and Analysis Report forms a part of the Annual Report under Annexure VII.

29. Explanation or comments on qualifications, reservations or adverse remarks or disclaimers made by the auditors and the practicing Company secretary in their reports

The Auditors Report contain a qualification on the transaction of the Company with Dewan Housing finance Limited. DHFL has issued a closing and no due certificate of the loan dated 30th March 2018. However, the Company has not passed entries in the books of account to square off the loan and the asset as the matter is pending adjudication before the Debts Recovery Tribunal, Hyderabad in SA No 285/2015.

We have been informed by our counsel that the Debts Recovery Tribunal has since disposed off our petition and was conveyed to the Company after declaration of audited financial results for the said period, the books of account do not reflect any adjustments in this regard.

Further the auditor's report has laid emphasis of matter on the IBC proceedings and the impact on the going concern assumption.

The management clarifies that the transaction does not pertain to the Company as the Company is not a party to either loan agreement or settlement deed presented by the said financial creditors before the NCLT. Hence on these merits the Company is confident of coming out successfully.

The board is of the opinion that based on the merits in the case the continuance of the operations of the Company would not be affected. Thus the going concern assumption is appropriate and that the financial statements are prepared by applying normal principles of recognition and measurement.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

30. 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.

31. Disclosures

Changes in Board & Board Committees

During the year, Dr.D.Jayarami Reddy (DIN 02079731) has vacated office due to disqualification, and hence there are changes in the composition of the board.

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 board and number of meetings held by the committees such as Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee are covered in there.

32. Directors Responsibility Statement

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act 2013 with respect to Directors Responsibility Statement, it is hereby confirmed.

i. That in the preparation of the Annual Accounts for the financial year ended March 31, 2018 the applicable accounting standards had been followed along with proper explanation relating to material departures.

ii. The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit and loss of the Company for that period.

iii. That the Directors had taken proper and sufficient care towards the maintenance of adequate

accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv. That the Directors had prepared the accounts for the financial year ended March 31, 2018 on a 'going concern' basis.

v. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively

vi. That systems to ensure compliance with the provision of all applicable laws were in place and were adequate and operating effectively.

33. Acknowledgement

Your directors place on record the contribution of Dr.D. Jayarami Reddy as an independent director during his tenure upto the date of vacation of office of director.

Your Directors place on record their sincere thanks to their employees, bankers, business associates, consultants, Legal Advisors 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.

For and on behalf of the Board of Directors



P.C.Pantulu

Managing Director

DIN 01583136



P.Chandra Sekhar

Whole time director

DIN 01647212

Date: 13-08-2018

Place: Secunderabad

Annexure I

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

₹ in '000

Name of the Subsidiary	Cybermate Infotek Limited Inc	Cybermate International, Unipessoal, LDA
Financial Year ended	31st December 2017	Not yet reportable
Exchange Rate	1 USD = 65 INR	1 EUR = 80 INR
Share Capital (₹)	2,17,500	-
Reserves & Surplus (₹)	-	-
Total Assets (₹)	2,17,500	-
Total Liabilities (₹)	2,17,500	-
Turnover (₹)	-	-
Profit/Loss (₹)	-	-
% of Shareholding	100%	100%

Notes : 1. Cybermate Infotek Limited Inc has been dormant
2. Cybermate International, Unipessoal, LDA is yet to commence operations.

Annexure II

Particulars of Employees information as per Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Information Pursuant to Rule 5 of the Companies(Appointment and Remuneration of Managerial Remuneration) Rules, 2014	
1 Ratio of the remuneration of each director to the median remuneration of the employees of the company excluding Managing Director for the financial year	Please refer to Annexure 1 A to this Report for details.
2 The percentage increase in remuneration of each director, chief financial officer, chief executive officer, company secretary or manager, if any, in the financial year.	Please refer to Annexure 1 B to this Report for details.
3 The percentage increase / (decrease) in the median remuneration of employees.	The percentage decrease in the median remuneration in the financial year 2017-18 of employees on India Payroll was (-25%)
4 The number of permanent employees on the rolls of the company	200

5	Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in managerial remuneration	Average percentage increase made in the salaries of the employees other than the managerial personnel in the last financial year is Nil % for India based employees.
6	The key parameters for any variable component of remuneration availed by the Directors	Variable Component of Compensation for Directors would be on the basis of the recommendations of Nomination and Remuneration Committee. However due to inadequate profits, no such recommendation was made during the year.
7	Affirmation that the remuneration is as per the remuneration policy of the company	The remuneration to employees of the Company is as per the remuneration policy of the Company

Annexure II A

#	Name of the Director	Ratio of remuneration of each director to the median remuneration of the employees of the Company
1	P Chandra Sekhar	0.9%
2	K S Shiva Kumar	0.8%

Notes: 1. Median remuneration of the employees is calculated on the basis of remuneration details of permanent employees on India payroll excluding Managing Director/s.

Annexure II B

#	Name of the Director/ Key Managerial Personnel	Name of the Director/ Key Managerial Personnel	% Increase in the Remuneration
1	P Chandra Sekhar	Director & CFO	Nil
2	K S Shiva Kumar	Director - Operations	Nil

Remuneration Policy

The Remuneration Policy of the Company is designed in a way that attracts talent, motivate in order to retain manpower and to improve productivity by creating a cohesive work force, encouraging initiatives, personal growth and team work, and inculcating a sense of belongingness and nurtures the willingness to involve in the providing the best of their abilities, besides offering appropriate remuneration packages and superannuation benefits. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

The Nomination & Remuneration Committee (NRC) determines individual remuneration packages for Directors, KMPs and senior Officials of the Company taking into account, factors it deems relevant, including but not limited to market, business performance and practices in comparable Companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines. NRC consults the Chairman of the Board as it deems appropriate. Remuneration of the Chairman is recommended by NRC to the Board of the Company.

Applicable: This Remuneration Policy applies to the whole of the Company including directors, senior management including its Key Managerial Personnel (KMP) and other employees of the Company.

Guiding principle: The guiding principle is that the remuneration and the other terms of employment should effectively help in attracting and retaining committed and competent personnel. While designing remuneration packages, industry practices and cost of living are also taken into consideration.

Statutory Requirements:

- Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its directors, including managing director and whole time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company.
- Section 197(5) of the Companies Act, 2013 provides for remuneration by way of sitting fee to a director for attending meetings of the Board of Directors and Committee meetings or for any other purpose as may be decided by the Board.
- The Company with the approval of the Shareholders and Central Government may

authorise the payment of remuneration exceeding eleven percent of the net profits of the Company, subject to the provisions of Schedule V of the Companies Act, 2013.

- The Company may with the approval of the shareholders authorise the payment of remuneration up to five percent of the net profits of the Company to its anyone Managing Director/Whole Time Director/Manager and ten percent in case of more than one such official.
- The Company may pay remuneration to its part-time directors, other than Managing Director and Whole Time Director up to one percent of the net profits of the Company, if there is a managing director or whole-time director or manager and three percent of the net profits in any other case.
- The net profits for the purpose of the above remuneration shall be computed in the manner referred to in Section 198 of the Companies Act, 2013.

Directors: As per the policy followed by the Company since inception, the non-executive directors are paid remuneration in the form of sitting fees for attending Board and Committee meetings as fixed by the Board of Directors from time to time subject to statutory provisions. Presently, sitting fee is Rs. 2,500/- per Board meeting and per Committee meeting per Independent and Non-Executive Director on Board of the Company.

Remuneration of Whole Time Directors including Managing Director reflects the overall remuneration philosophy and guiding principle of the Company. At the time of considering the appointment and remuneration of Whole Time Directors, the members of the Nomination & Remuneration Committee (NRC) consider the pay and employment conditions in the industry, merit, seniority of the person and the payment capacity of the Company.

The NRC while designing the remuneration package, considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the Company successfully.

The NRC while considering a remuneration package must ensure a balance between fixed and performance linked variable pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The NRC considers that a successful Remuneration Policy must ensure that some part of the remuneration package be linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

The term of office and remuneration of Whole Time Directors are subject to the approval of the Board of Directors, shareholders and the limits laid down under the present applicable sections read with relevant rules of Companies Act, 2013 and as modified from time to time.

The Independent Directors shall not be entitled to any stock option and may receive sitting fees for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board and profit related commission as may be approved by the members. The sitting fee to the Independent Directors shall not be less than the sitting fee payable to other directors.

Reward principles and objectives: The Company's Remuneration Policy is guided by a reward framework and set of principles and objectives as more fully and particularly envisaged under section 178 of the Companies Act 2013, inter alia principles pertaining to determining qualifications, positive attributes, integrity and independence etc.

Reward policies: Remuneration packages for Whole Time Directors are designed subject to the limits laid down under the Companies Act, 2013, to remunerate them fairly and responsibly.

The Whole Time Directors' remuneration comprises of salary, perquisites and performance based commission/ reward apart from retirement benefits like P.F., Superannuation, Gratuity, etc. as per Rules of the Company.

Remuneration also aims to motivate personnel to deliver Company's key business strategies, create a strong performance-oriented environment and reward achievement of meaningful targets over the short and long term.

The Whole Time Directors are entitled to customary non-monetary benefits such as Company cars, furnished accommodation, health care benefits, leave travel, communication facilities, etc. Their terms of appointment provide for severance payments as laid down under relevant sections of the Companies Act, 2013.

Key Managerial Personnel [KMP] Senior Management: Appointment of KMP & senior management and cessation of their service are subject to the approval of NRC and the Board of Directors. Remuneration of KMP and other senior management personnel is decided by the Managing Director (MD) on the recommendation of the Whole Time Director concerned, wherever applicable, broadly based on the Remuneration Policy in respect of Whole Time Directors. Total remuneration comprises of:

1. A fixed base salary - set at a level aimed at attracting and retaining executives with professional and personal competence, showing good performance towards achieving Company goals.

2. Perquisites – in the form of house rent allowance/ accommodation, furnishing allowance, reimbursement of medical expenses, conveyance, telephone, leave travel, etc.
3. Retirement benefits - contribution to PF, superannuation, gratuity, etc. as governed by respective acts and rules prevailing in the Company from time to time.
4. Motivation /Reward - A performance appraisal is carried out annually and promotions/ increments/ rewards are decided by the Managing Director based on the appraisal and recommendation of the concerned Whole Time Director, wherever applicable.
5. Severance payments - in accordance with terms of employment, and applicable statutory requirements, if any.

Other employees: The remuneration of other employees is fixed from time to time as per the guiding principles outlined above and considering industry standards and cost of living. In addition to basic salary, they are also provided perquisites and retirement benefits as per schemes of the Company and statutory requirements, wherever applicable. Policies of motivation / reward / severance payments are applicable to this category of personnel as in the case of those in the management cadre.

Removal: The Committee may recommend, to the Board, removal of a Director, KMP or Senior Management Personnel due to following reasons:

- Any disqualification
- Misconduct
- Breach of Contract or trust
- Conflict in interest
- Such recommendation to the Board shall be with reasons recorded in writing.

Disclosure of information: Information on the total remuneration of members of the Company's Board of Directors, Whole Time Directors and KMP/ senior management personnel may be disclosed in the Company's annual financial statements as per statutory requirements.

Application of the Remuneration Policy: This Remuneration Policy shall continue to guide all future employment of Directors, Senior Management including Key Managerial Personnel and other employees. Any departure from the policy can be undertaken only with the approval of the Board of Directors.

Annexure III

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN as on financial year ended on 31.03.2018

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	L7220TG1994PLC017485
ii	Registration Date	05-05-1994
iii	Name of the Company	Cybermate Infotek Limited
iv	Category/Sub-category of the Company	Information Technology and Information Technology Enabling Services
v	Address 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 - 27634445/8111/27642217. 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

Name & Description of main products/services	NIC Code of the Product/service	% to total turnover of the Company
Computer Programming, Consultancy, related activities	620	100

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

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

Name & Address of the Company	CIN/ GLN	Holding/Subsidiary/Associate	% of Shares Held	Applicable Section
Cybermate Infotek Limited Inc	-	Subsidiary	100	Section 2(87)
Cybermate International, Unipessoal, LDA	-	Subsidiary	100	Section 2(87)

Category of Shareholders	No. of shares held at the end of the year March 31, 2017				No. of shares held at the end of the year March 31, 2018				
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	% change
A. PROMOTERS									
(1) Indian									
(a) Individuals/HUF	1,06,17,903	-	1,06,17,903	15	1,88,06,603	-	1,88,06,603	23	9
(b) Central Govt./ State Govt.(s)									
(c) Bodies Corporate									
(d) Banks/FI									
(e) Any Other									
SUB TOTAL - (A)(1)	1,06,17,903	-	1,06,17,903	15	1,88,06,603	-	1,88,06,603	23	9
(2) Foreign									
(a) NRI - Individuals									
(b) Individuals									
(c) Bodies Corporate									
(d) Banks/FI									
(e) Any Other									
SUB TOTAL - (A)(2)									
Total Shareholding of the Promoter (A) = (A)(1) + (A)(2)	1,06,17,903	-	1,06,17,903	15	1,88,06,603	-	1,88,06,603	23	9
B. PUBLIC SHAREHOLDING									
(1) Institutions									
(a) Mutual Funds									
(b) Banks/FI	200	-	200	0	200	-	200	0	-0
(c) Central Govt.									
(d) State Govt.									
(e) Venture Capital Fund									
(f) Insurance Companies									
(g) FIs									
(h) Foreign Venture Capital Funds									
(i) Others (specify)									
SUB TOTAL (B)(1)	200	-	200	0	200	-	200	0	-0
(2) Non-Institutions									
(a) Bodies Corporate	26,58,372	26,400	26,84,772	4	24,06,030	25,700	24,06,030	3	-1
(i) Indian									
(ii) Overseas	-	15,200	15,200	0		15,200	15,200	0	-0
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	2,36,05,733	5,50,764	2,41,56,497	33	2,29,25,104	5,39,664	2,34,64,768	29	-4

(2) Non-Institutions									
(a) Bodies Corporate	26,58,372	26,400	26,84,772	4	24,06,030	25,700	24,06,030	3	-1
(i) Indian									
(ii) Overseas	-	15,200	15,200	0		15,200	15,200	0	-0
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	2,36,05,733	5,50,764	2,41,56,497	33	2,29,25,104	5,39,664	2,34,64,768	29	-4
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	3,03,94,332	-	3,03,94,332	42	3,24,51,056		3,24,51,056	40	-2
(c) Others (specify)	45,70,558	2,500	45,73,058	6	33,98,105	2,500	33,95,605	4	-2
SUB TOTAL (B)(2)	6,12,28,995	5,94,864	6,18,23,859	85	6,11,80,295	5,83,064	6,17,63,359	77	-9
Total Public Shareholding (B) = (B)(1)+(B)(2)	6,12,29,195	5,94,864	6,18,24,059	85	6,11,80,495		6,17,63,559	77	-9
(c) Shares held by custodians for ADRs & GDRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	7,18,47,098	5,94,864	7,24,41,962	100	7,99,87,098	5,83,064	8,05,70,162	100	-

(ii) Shareholding of Promoters

Shareholder's Names	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
	No. of Shares	% of total shares of the Company	% of shares pledged or encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares pledged or encumbered to total shares	
Mr. P.C.Pantulu	93,15,820	12.86	-	1,68,15,820	23.21	-	10.35
Mr. K S Shivakumar	9,53,010	1.32	-	8,93,010	1.23	-	-0.08
Mr. P. Chandra Sekhar	3,03,100	0.42	-	3,03,100	0.42	-	0.00
Mr. K. Koteswara Rao	31,000	0.04	-	1,78,200	0.25	-	0.20
Ms. P. Rajeswari	14,973	0.02	-	16,473	0.02	-	0.00

(iii) Change in promoters shareholding

Name of the Shareholder	Shareholding at the end of the year		Cumulative shareholding during the year	
	No. of Shares	% of the total shares of the Company	No. of Shares	% of the total shares of the Company
PATTAPURATHI CHENCHIAH PANTULU				
Opening Balance as on 01st April 2017	93,15,820	12.9		
Add: Purchase of Shares	75,00,000	9.3		
Less: Sale of Shares	-	-		
Closing Balance as on 31st March 2018	1,68,15,820	20.9	1,68,15,820	9.3
K.S. SHIVAKUMAR				
Opening Balance as on 01st April 2017	9,53,010	1.3		
Add: Purchase of Shares	-	-		
Less: Sale of Shares	60,000	0.1		
Closing Balance as on 31st March 2018	8,93,010	1.1	8,93,010	0.1
P. CHANDRA SEKHAR				
Opening Balance as on 01st April 2017	3,03,100	0.4		
Add: Purchase of Shares	-	-		
Less: Sale of Shares	-	-		
Closing Balance as on 31st March 2018	3,03,100	0.4	3,03,100	-
K. KOTESWARA RAO				
Opening Balance as on 01st April 2017	31,000	0.0		
Add: Purchase of Shares	1,47,200	0.2		
Less: Sale of Shares	-	-		
Closing Balance as on 31st March 2018	1,78,200	0.2	1,78,200	-
P. RAJESWARI				
Opening Balance as on 01st April 2017	14,973	0.0		
Add: Purchase of Shares	1,500	0.0		
Less: Sale of Shares	-	-		
Closing Balance as on 31st March 2018	16,473	0.0	16,473	-

**IV SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS
(OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF ADRS / GDRS)**

Name of the Shareholder	Shareholding at the end of the year		Cumulative shareholding during the year	
	No. of Shares	% of the total shares of the Company	No. of Shares	% of the total shares of the Company
1 SAHISTAAKHTAR SARVARHUSSIAN NAGAD				
Opening Balance as on 01st April 2017	11,51,383	1.6	-	
Add: Purchase of Shares	3,47,812	0.5	-	
Less: Sale of Shares	-	-	-	
Closing Balance as on 31st March 2018	14,99,195	1.9	14,99,195	1.9
2 AJITH P MATHEW				
Opening Balance as on 01st April 2017	8,75,000	1.2	8,75,000	
Add: Purchase of Shares	-	-	-	
Less: Sale of Shares	-	-	-	
Closing Balance as on 31st March 2018	8,75,000	1.1	8,75,000	1.1
3 JAINAM SHARE CONSULTANTS PVT LTD				
Opening Balance as on 01st April 2017	4,92,944	0.7		
Add: Purchase of Shares	5,05,968	0.7		
Less: Sale of Shares	3,89,597	0.5		
Closing Balance as on 31st March 2018	6,09,315	0.8	6,47,462	0.8
4 ASHA JAIN				
Opening Balance as on 01st April 2017	5,43,000	0.7		
Add: Purchase of Shares	-	-		
Less: Sale of Shares	-	-		
Closing Balance as on 31st March 2018	5,43,000	0.7	5,43,000	0.7
5 KOLLI SIVA KRISHNA				
Opening Balance as on 01st April 2017	1,36,108	0.2		
Add: Purchase of Shares	3,83,892	0.5		
Less: Sale of Shares	80,000	0.1		
Closing Balance as on 31st March 2018	4,40,000	0.5	4,40,000	0.5
6 HOSHANG KEKI VAKIL				
Opening Balance as on 01st April 2017	5,00,000	0.7		
Add: Purchase of Shares	-	-		
Less: Sale of Shares	1,00,000	0.1		
Closing Balance as on 31st March 2018	4,00,000	0.5	4,00,000	0.5
7 BONANZA PORTFOLIO LTD				
Opening Balance as on 01st April 2017	3,89,585	0.5		
Add: Purchase of Shares	34,779	0.0		
Less: Sale of Shares	38,478	0.1		
Closing Balance as on 31st March 2018	3,85,886	0.5	3,85,886	0.5
8 BULL INVESTMENTS MADRAS PVT LTD				
Opening Balance as on 01st April 2017	3,40,000	0.5		
Add: Purchase of Shares	-	-		

Less: Sale of Shares	-	-		
Closing Balance as on 31st March 2018	3,40,000	0.4	3,40,000	0.4
9 DEEPENDRA KUMAR SRIVASTAVA				
Opening Balance as on 01st April 2017	3,00,793	0.4		
Add: Purchase of Shares	55,303	0.1		
Less: Sale of Shares	19,993	0.0		
Closing Balance as on 31st March 2018	3,36,103	0.4	3,36,103	0.4
# ORCHASP SECURITIES PRIVATE LIMITED				
Opening Balance as on 01st April 2017	3,24,500	0.4		
Add: Purchase of Shares	-	-		
Less: Sale of Shares	-	-		
Closing Balance as on 31st March 2018	3,24,500	0.4	3,24,500	0.4

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

₹ in lakhs

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	303.0	260.2	0.0	563.2
ii) Interest due but not paid	0.0	0.0	0.0	0.0
iii) Interest accrued but not due	0.0	0.0	0.0	0.0
Total (i+ii+iii)	303.0	260.2	0.0	563.2
Change in indebtedness during the financial year				
Additions	0.0	0.0	0.0	0.0
Reduction	0.0	5.5	0.0	5.5
Net Change	0.0	-5.5	0.0	-5.5
Indebtedness at the end of the financial year				
i) Principal Amount	303.0	254.7	0.0	557.7
ii) Interest due but not paid				0.0
iii) Interest accrued but not due				0.0
Total (i+ii+iii)	303.0	254.7	0.0	557.7

Note : Interest is not provided as the lender has initiated SARFAESI proceedings

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration of Managing Director (MD), Whole time Director (WTD) and / or Manager

₹ in Lakhs

Particulars	Mr. P.C.Pantulu	Mr. K.S. Shiva Kumar	Mr. P.Chandra Sekhar	Total Amount
1 Gross Salary				
a) Salary as per provisions contained in Section 17(1)	30.0	9.6	10.8	50.4
b) Value of perquisites u/s 17(2) of the Income tax Act				
c) Profits in lieu of salary u/s 17(3) of the Income tax Act				
2 Stock option				
3 Sweat Equity				
4 Commission				
as % of profit				
others (specify)				
5 Others, please specify				
Total (A)	30.0	9.6	10.8	50.4
Ceiling as per the Act				

B. Remuneration to Other Directors

₹ in Lakhs

Particulars	Name of the Directors					Total
	Mr.K.Koteswara Rao	Dr.D.Jayarami Reddy	Ms.C.Kamakshi Bharathi	Mr.V.S.Roop Kumar	Mr.B.Srinivasa Reddy	
Independent Directors						
(a) Fee for attending board meetings	0.13	0.18	0.18	0.15	0.18	0.80
(b) Commission	-	-	-	-	-	-
(c) Committee Meetings	0.08	0.20	0.20	0.20	0.20	0.88
Total (1)	0.20	0.38	0.38	0.35	0.38	1.68
2 Other Non Executive Directors						
(a) Fee for attending board meetings	-	-	-	-	-	-
(b) Commission	-	-	-	-	-	-
(c) Committee Meetings	-	-	-	-	-	-
Total (2)	-	-	-	-	-	-
Total (B)=(1+2)	0.20	0.38	0.38	0.35	0.38	1.68
Total Sitting Fees	0.20	0.38	0.38	0.35	0.38	1.68
Overall Ceiling as per the Act.						

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

₹ in Lakhs

Particulars	Company Secretary	Total
1 Gross Salary		
(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	1.80	1.80
(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-
(c) Profits 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	-	-
5 Others, please specify	-	-
Total	1.80	1.80

VII PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

₹ in Lakhs

Type	Section of the Companies Act	Brief Description	Penalty/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
B. 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

Annexure IV

FORM NO- MR-3

Secretarial Audit Report

For The Financial Year Ended 31st March, 2016

[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]

To, 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 (CIN: L72200TG1994PLC017485)** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, 2018 ('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, 2018 according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made there under;
- 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 :-
 - a. 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 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Applicable w.e.f. 15th May, 2015);
 - 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, 2013 (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) and;
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations 1998 (Not Applicable during the audit period);

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India as notified from time to time.
- ii) The Listing Agreement entered into by the Company with BSE Limited.
- iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Applicable w.e.f. 1st December, 2015)

During the financial year under report, the Company has complied with the provisions of The Companies Act, 2013, The Companies Act, 1956 to the extent applicable and the Rules, Regulations, Guidelines, Standards, etc., mentioned.

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 under.
- 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 Companies Act, 2013.

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 far 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.

For CAS & Associates

Sd /-

Sidharth C A

ACS No: 26843

CP No: 12161

Place : Hyderabad

Date : 13-08-2018

Annexure A to MR-3

To,

To, The Members

M/s. Cybermate Infotek Limited

Plot No-19&20, Moti Valley, Trimulgherry

Secunderabad-500015. Telangana

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices that, I have followed has provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

For CAS & Associates

Sd /-

Sidharth C A

ACS No: 26843

CP No: 12161

Place : Hyderabad

Date : 13-08-2018

Annexure V

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. The details of energy consumption is as follows

Particulars	2017-18	2016-17
Purchased		
Units KWH	29,540	35,038
Total Amount (INR)	3,14,316	3,67,767
Rate per Unit (INR)	10.64	10.50
Own Generation		
Through Diesel Generator		
Units (Litres)	159.0	55.4
Units per ltr of diesel oil	3	3
Total Costs (INR)	10,297	3,500
Costs per Unit (INR)	64.76	63.15

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 to build

technology platforms.

However these activities are not in the nature as defined under the Indian Accounting Standard 38 on Intangible Assets.

C. Technology absorption, adaptation and Innovation

The Company is pleased to report that the Company has been able to adapt to emerging technology areas like digitization and IoT.

1. On Digitization the Company has been working with partners for enhancing the experience in existing health care platform and logistics platform.
2. In the IoT space, the Company has partnered on automobile and home segment technology providers and is contemplating investments for break through in innovative technology areas.

Annexure VI

CORPORATE GOVERNANCE REPORT

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. The Securities and Exchange Board of India (SEBI) has notified SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 on September 2, 2015, replacing the earlier listing agreement (w.e.f. December 1, 2015) and is aimed to consolidate and stream the provisions of earlier listing agreements for different segments of Capital market viz equity, debentures, debt instruments, etc.

The corporate governance guidelines help fulfil the responsibility of the board towards the shareholders and also ensure that the board is empowered sufficiently to set up procedures to function and also evaluate the performance of the management.

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 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. Their contribution is important to ensure appropriate direction on leadership, vision, strategy, policy making, monitoring and achieving maximum performance. The Board 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 2018, the Board comprises of 8 Directors among whom **Three** are promoters and hold Executive directorship, One is a promoter and non-executive director and **Four** others are Independent 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 seven times during the financial year 2017-18 at the Company's corporate office on 17th April 2017, 29th May 2017, 26th June 2017, 11th August 2017, 11th September 2017, 08th December 2017, 09th February 2018.

The gap between any two meetings did not exceed one hundred and twenty days.

Composition of the Board and other Directorship / Membership of the committees held as on 31st March 2016 along with Attendance of Board Meeting/AGM during the year are given below:

Attendance Record 2017-18

#	Name of the Director	Category	Meetings Attended	Attended Last AGM 11-09-17
1	Mr.P.C.Pantulu	Promoter & Executive	7	Y
2	Mr.K.S.Shiva Kumar	Promoter & Executive	7	Y
3	Mr.P.Chandra Sekhar	Promoter & Executive	7	Y
4	Mr.K.Koteswara Rao	Promoter & Independent	5	N
5	Dr.D.Jayarami Reddy	Independent	7	Y
6	Ms.C.Kamakshi Bharathi	Independent	7	Y
7	Mr.V.S.Roop Kumar	Independent	6	Y
8	Mr.B.Srinivasa Reddy	Independent	7	Y

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

#	Name	DIN	Other Directorships	Committee Memberships	Chairmanship
1	Mr.P.C.Pantulu	01583136	2	1	1
2	Mr.K.S.Shiva Kumar	02103299	1	1	-
3	Mr.P.Chandra Sekhar	01647212	5	-	-
4	Mr.K.Koteswara Rao	06401491	1	1	-
5	Dr.D.Jayarami Reddy*	02079731	2	2	-
6	Ms.C.Kamakshi Bharath	07144611	-	2	1
7	Mr.V.S.Roop Kumar	05317482	3	2	1
8	Mr.B.Srinivasa Reddy	01384074	3	2	1

* vacated office due to disqualification.

Term of Office of Directors

The term of office of the executive directors and independent directors is as given below.

However, the following is the term of office of the directors as at 31st March 2018.

#	Name	Designation	DOA	Upto
Executive Directors				
1	Mr.P.C.Pantulu	Managing Director	23rd AGM	24th AGM
2	Mr.K.S.Shiva Kumar	Whole-time Director & COO	23rd AGM	24th AGM
3	Mr.P.Chandra Sekhar	Whole-Time Director & CFO	07-09-16	07-09-21
Non-Executive Directors				
4	Mr.K.Koteswara Rao	Non-Executive Director	25-08-18	25-08-21
Independent Directors				
5	Ms.C. Kamakshi Bharathi	Independent Director	25-09-18	25-08-21
6	Mr.V.S.Roop Kumar	Independent Director	04-04-16	04-04-21
7	Mr.B.Srinivasa Reddy	Independent Director	04-04-16	04-04-21

Information placed before the Board

- Agenda papers along with detailed notes are being circulated in advance of each meeting of the board.
- Corporate Governance Reports
- Quarterly Compliance Reports & Investor Grievance Reports.
- Directors with material pecuniary or business relationship with the Company.
- Quarterly Financial Results Standalone & Consolidated with Notes thereon
- Minutes of the Board Previous Board Meetings.
- Materially important Litigations, demand, show cause, penalty, prosecution notices.
- Operations Review Information i.e. contracts etc.

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:

Audit Committee comprises of 3 Non-Executive Independence Directors with relevant experience in Finance and audit, as follows

Mr.V.S.Roop Kumar	Chairman
Dr.D.Jayarami Reddy	Member
Ms.C.Kamakshi Bharathi	Member

C. Meetings:

During the financial year 2017-18, four meetings of the committee were held and attendance to the audit committee meetings is as follows.

Name of the Director	Meetings held, attended during the tenure				
	1	2	3	4	%
Mr.V.S.Roop Kumar					100
Dr.D.Jayarami Reddy					100
Ms.C.Kamakshi Bharati					100

Consequent to the vacation of office of Independent director by Dr.D.Jayarami Reddy, the audit committee is being re-constituted as follows

Mr. V.S.Roop Kumar	Chairman
Ms. C.Kamakshi Bharathi	Member
Mr. P.Chandra Sekhar	Member

D. Recommendations of Audit Committee

The Audit committee has reviewed the Financial Statements submitted by the Management.

The Management is responsible for the Company's internal control over financial reporting and the financial reporting process.

The independent auditors are responsible for performing an independent audit of the Company's financial statements in accordance with Generally Accepted Auditing Principles and issuing a report thereon. The committee's responsibility is to monitor these processes.

Upon review of the financial reporting of the Company the committee made recommendations with regard to disclosure of the following aspects

- Disclosure of SEBI Order on Suspected Shell Companies
- Disclosure on IBC Proceedings and Stay
- Search on the premises by the Director General of Goods and Services Tax Intelligence Unit
- Issuance of Foreign Currency Convertible Bonds
- Share Warrant Conversion
- Litigation with M/s DHFL and
- Related Party Transactions

Further the committee has recommended the following to the board

- The standalone audited financial statements for the year ended 31st March 2018
- The consolidated audited financial statements for the year ended 31st March 2018
- Appointment of M/s P.Murali & Co, Chartered Accountants as statutory auditors of the Company to audit standalone and consolidated financial statements of the Company from the conclusion of the ensuing AGM to the conclusion of the next AGM

(d) The Appointment of M/s CAS and Associates as as secretarial auditor for the financial year ending 31st March 2019.

Nomination and Remuneration Committee:

A. Composition:

The nomination and remuneration committee comprises three members as follows

Ms. C. Kamakshi Bharathi	Chairman
B. Srinivasa Reddy	Member
Mr. V.S. Roop Kumar	Member

B. Meetings:

During the financial year under review, four meetings of the committee were held and attendance to the nomination and remuneration committee meetings is as follows.

Remuneration and Nomination Committee

Name of the Director	Meetings held, attended during the tenure				%
	1	2	3	4	
Ms.C.Kamakshi Bharati					100
Mr.B.Srinivasa Reddy					100
Mr.V.S.Roop Kumar					100

The Nomination and remuneration committee screens the profiles of individuals to be nominated on the board as executive directors, non executive directors and independent directors..

The committee also recommends to the board the members to retire by rotation, The Committee also reviews and recommends the compensation of CEO, COO, CFO, senior executives etc.

The nomination committee recommended the re-appointment of Mr.P.C.Pantulu as the Managing Director and CEO for a period of one year from the conclusion of the 24th AGM until the conclusion of the 25th AGM and the same is to be approved as a Special Resolution.

The nomination committee recommended the re-appointment of Mr.K.S.Shiva Kumar, the Director Operations and COO for a period of one year from the conclusion of the 24th AGM until the conclusion of the 25th AGM and the same is to be approved as a Special Resolution.

The Company does not have any Employee Stock Option Scheme.

Managerial Remuneration

The nomination and remuneration committee has reviewed the provisions of Schedule V, Part II, Section II to the Companies Act 2013 on the Remuneration payable by companies having no profits or inadequate profit.

The Committee has clarified that the remuneration payable to the managerial personnel is within the limits prescribed there under.

3. Stakeholders Relationship Committee:

The stakeholders relationship committee reviews and redresses shareholders grievances. 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.

A. Composition:

The Stakeholders Relationship committee comprises three independent directors as follows

B.Srinivasa Reddy	Chairman
Dr.D.Jayarami Reddy	Member

Mr.K.Koteswara Rao Member

B. Meetings:

During the financial year 2017-18, the committee has met on four occasions and attendance of the shareholders grievances committee meetings is as follows.

Stakeholders Relationship Committee

Name of the Director	Meetings held, attended during the tenure				%
	1	2	3	4	
Mr.B.Srinivasa Reddy					100
Dr.D.Jayarami Reddy					100
Mr.K.Koteswara Rao					75

The Stakeholders relationship committee noted that the no of shares held in physical form as at 31st March 2018 was 2,928 share holders holding 5,97,064 shares i.e 0.82 % of the total shares.

The committee has also noted that 14,403 shareholders have not registered their e-mail ids with the Depositories.

The committee has made a recommendation to include a form along with the notice of annual general meeting to facilitate shareholders to update their address, email ids, bank account details and mobile number to facilitate communication.

The committee has also reviewed the communication and publication of quarterly results etc periodically.

C. Summary of Grievances:

The Company did not receive any valid complaints from shareholders/Investors during the period 1st April 2017 to 31st March 2018.

As on March 31, 2018, there were no pending share transfers.

6. Meeting of Independent Directors:

During the year under review, the independent directors met on 08th December 2018, to discuss matters as follows

- Progress of the Foreign Currency Convertible Bonds
- Allotment of Shares consequent to conversion of Share Warrants
- Litigation before the NCLT
- Incorporation of Wholly owned subsidiary and Joint venture
- Compliances with the regulators.

They have taken note of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The independent directors also discussed on the long term and short-term objectives of the Company, the fund raising plans and deployment of funds.

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 2017-18.

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

Year	Location	Date	Time
2014-15	Moksh Banquets, 221, Tivoli Road, Secunderabad TS-3	26.08.15	10.00 am
2015-16	Moksh Banquets, 221, Tivoli Road, Secunderabad TS-3	07.09.16	10.30 am
2016-17	Moksh Banquets, 221, Tivoli Road, Secunderabad TS-3	11.09.17	10.00 am

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 30 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 4 of the SEBI (LODR) Regulations 2015, 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 SEBI (LODR) Regulations 2015.

The Company has also adopted Indian Accounting Standards in reporting of quarterly unaudited financial results during each quarter and has also prepared the financial statements for the period ended 31st March 2018 in compliance with the Ind AS.

The Company has also taken note of the amendments to the SEBI(LODR) as amended on the 9th May 2018.

Compliance with Non-Mandatory requirements;

- i) The code of Business conduct adopted by the Company provides a mechanism for employees to report to the Management about unethical behaviour, 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) The Management has clarified on the audit qualification in the Company's financial statement for the twelve-month period ended on March 31, 2018 in the directors' report and the notes to accounts on
 - a) NCLT Order
 - b) Transaction with M/s DHFL
 - c) Comments in the CARO Report
- (iii) There are no adverse comments or observations of the secretarial auditor.

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 addresses 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:

Date	:	24th September 2018
Time	:	10.30 a.m.
Venue	:	Moksh Banquets, 221, Tivoli road, Secunderabad – 500003, Telangana. India

b. Financial Calendar : 01st April to 31st March

c. Date of Book Closure/Record Date : 18-09-2018 to 24-09-2018
& 17-09-2018

d. Listing on Stock Exchanges : BSE Limited
25th Floor, P.J.Towers, Dalal Street,
Fort, Mumbai. 400 001

e. Stock Code : 532271

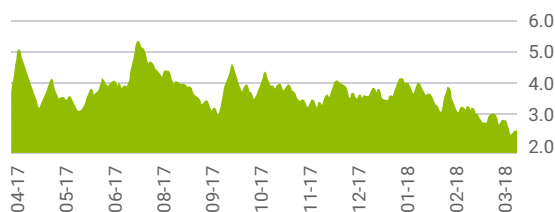
f. Corporate Identity Number(CIN) : L72200TG1994PLC017485

g. Registrar and Share transfer Agent : Aarathi 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.

h. Market price Data:

High, Low and number of equity shares traded during each month in the year 2017-18 on BSE.

Month	High Price (₹)	Low Price (₹)	No. of Shares
01-Apr-17	5.13	3.07	52,24,836
01-May-17	4.20	3.03	29,50,335
01-Jun-17	5.40	3.43	30,42,538
01-Jul-17	4.50	3.20	14,64,469
01-Aug-17	3.57	3.00	3,86,597
01-Sep-17	4.49	2.74	19,01,126
01-Oct-17	4.70	3.34	22,22,747
01-Nov-17	4.03	3.20	19,35,784
01-Dec-17	4.22	3.33	21,03,072
01-Jan-18	4.30	3.35	32,81,022
01-Feb-18	4.10	3.00	16,57,265
01-Mar-18	3.26	2.40	8,87,293

i. Performance of the share price of the Company on the BSE.**j. Share transfer system:**

Shares held in Physical form i.e share certificates 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. The Stakeholders Relationship Committee 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.

k. Shareholding as on 31st March 2018**(i) Distribution Schedule as at 31st March 2018**

Category	Holders	%	Shares	Amount (₹)	%
1-5000	19,645	85.0	1,09,01,082	2,18,02,164	13.5
5001-10000	1,698	7.3	67,18,552	1,34,37,104	8.3
10001-20000	841	3.6	65,13,583	1,30,27,166	8.1
20001-30000	292	1.3	37,27,190	74,54,380	4.6
30001-40000	172	0.7	31,20,130	62,40,260	3.9
40001-50000	118	0.5	27,13,535	54,27,070	3.4
50001-100000	188	0.8	67,81,071	1,35,62,142	8.4
>100000	166	0.7	4,00,66,819	8,01,33,638	49.8
Total	23,120	100	8,05,41,962	16,10,83,924	100

Total Nominal Value Rs. 16,10,83,924, Nominal Value of Each Share/unit: Rs.2/-

Total No. of Shares/Units 8,05,41,96, Paid up Value per Share per Unit : Rs.2/-

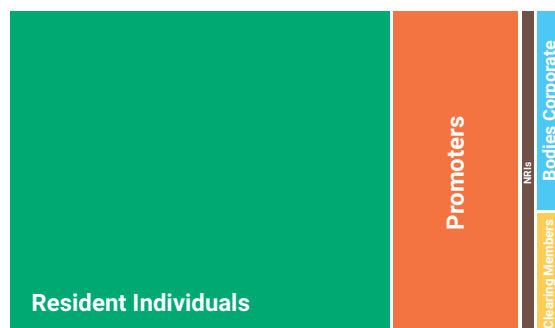
Distinctive No(s) from 01 to 8,05,41,962

(ii) Dematerialization of shares and liquidity:

Particulars	No of Shares	% of total capital issued
Held in dematerialized form in CDSL	3,13,62,166	38.94
Held in dematerialized form in NSDL	4,85,96,732	60.34
Physical form	5,83,064	0.72
Total	8,05,41,962	100

(iii) Shareholding Pattern

Category	No of Shares	%
Promoters	1,88,06,603	23.4
Financial Institutions & Banks	200	0.0
FII/FCBs	-	0.0
Bodies Corporate	24,06,030	3.0
NRIs	21,54,020	2.7
Overseas Corporate Bodies	15,200	0.0
Trusts	600	0.0
Clearing Members	12,43,485	1.5
Resident Individuals	5,59,15,824	69.4
Total	8,05,41,962	100

**I. 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:**Regulation 39 read with Schedule VI of the SEBI (LODR) Regulations 2015 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 2017-18.

P.C.Pantulu

Managing Director
and Chief Executive Officer
DIN 01583136

P. Chandra Sekhar

Whole-time Director and
Chief Financial Officer
DIN 01647212

Place: Hyderabad

Date: 13-08-2018

Annexure VII

Management Discussion & Analysis

Our Business

Cybermate is a conventional IT Services firm known for its bespoke software services. Our innovative and cost-effective services ensure our customers gain competitive edge and remain on par with cutting edge technologies. Our focus remains on maintaining quality standards in our key deliverables. We ensure to deliver best-of-breed technological solutions to enable our customers to meet their software development requirements. We are a public limited Company based in India, and have our registered corporate office at Hyderabad, Telangana. Our Company is listed on the Bombay Stock Exchange (BSE).

Our services include, compiling and selling products for general IT use and domain specific solutions. Some of the services we provide are listed below:

- System integration services
- Network & Surveillance
- Product assembling and marketing
- Soft selling third party products
- Assembling business platforms
- Analytics
- Mobile applications
- Cloud-based solutions
- BPO
- Healthcare
- Telecom
- Engineering
- Energy and retail platforms.

We at Cybermate administer projects on web and web-related technologies. Our objective is to bring together business and technology strategies so as to focus on reorienting and refocusing on gaining ground. We rely on our industry experience and technology expertise to effectively develop products and create next-gen solutions that meet our customers' evolving business challenges. Having faced quite a few challenges due to our conventional approach and services, we have conceptualized to the "Refurbish-Remodel-Revive" model, and the changing technology landscape puts us in a position to seize the opportunity and initiative.

The ways businesses are run differ from country to country and from business to business. When people find new approaches to old problems, create solutions by combining cultural perspectives and learn to see issues from the viewpoint of others, businesses are enhanced. Despite the odds, the Indian economy emerged and was able to accelerate growth out of its own potential. Improved political reforms, reduced trade barriers, and enhanced workforce education, reduction in regulatory burden and business costs have contributed to this emergence.

Mobile innovation has taken over today's emerging technologies and thus remains the center of huge digital transformation for organizations, both small and big. Digital technology business is outpacing traditional business growth rapidly and this strengthened India's consumer economy and the Indian government's initiative for digitization. We entered the business of smart enterprise through a multitude of digital technologies in order to continue to provide conventional IT products, services and solutions, Internet of Things (IoT), Social, Mobile, Analytics and Cloud (SMAC), Digital and Platform.

Overview of the Industry

Technology and software are radically transforming all walks of life, natural or human-made, with businesses being the prime beneficiaries of this resurgence. The downward spiral in hardware costs, emerging software technologies and technology-enabled-services, enhanced network bandwidth continues to spur the rapid digitization of business processes and information, across industries. This revolution is culminating in continued customer delight by opening new avenues, disrupting markets and automating core functions. Conventional business models are now paving way for digital and software-based business models. As a result, the products are innovative and user-friendlier than ever, costs are competitive and supply chain robust. In light of this disruption, it's imperative for established companies to reinvent their businesses and business models, by having technology and user experience at the forefront.

It's critical for business leaders to set their strategic imperatives that focus on exploiting cutting edge technologies and new business models, to ensure their businesses are future-ready. It's increasingly becoming important for IT departments to be efficient, cost-effective and relevant. To achieve this, investing in distributed cloud computing, deriving value from digitized data and enabling legacy systems for mobile and sensor access, is paramount. Businesses need to continually explore new technological solutions that are more intelligent, make sense economics wise and have stellar cost-benefit performance.

This bottleneck advancement in technology calls for technology professionals who are skilled and knowledgeable in both conventional and digital platforms, in order to positively transform the business. Due to this ever-increasing need, businesses are constantly relying on third party

service providers. This brought about the burgeoning technology solution and service providers, who tailor their offerings according to customer needs:

- Global technology outsourcing companies – who transform their businesses and optimize their customers' IT operations by tapping into their global talent pools
- Business process management firms – who manage their customers' outsourced core business processes by tapping into their global talent pools
- Niche technology consulting companies – who deal with limited-scope and time-bound projects for their customers
- Specialty platform and Software-as-a-Service (SaaS) companies – who provide their customers with utility-based software models
- Data analytics companies – who design, analyze and report insights from the enormous amount of data about customers, markets and operations
- Software firms – who make business process automation possible by providing licensed software
- Internal IT departments of the companies, which are effectively the cost centers

Blockchain is a pivotal platform for digitization in that it may overhaul infrastructures, may also play a critical role in risk management, innovation, cyber security, big data and telematics.

Digitization is changing the way customers view businesses and implement innovative ideas to gain competitive edge and bottom-line gains. Adapting to smart digitization plans and adopting new technologies will help in overcoming business

challenges. It helps the industry to evolve and enhance the quality of performance. Whereas, Blockchain is a digitized technology phenomenon that logs all crypto currency transactions. It is much more than a mere instrument in the field of finance. It serves as a ledger that cannot be tampered with and enforces transparency. This is where Blockchain steps in, enforcing transparency and is incorruptible in that it ensures both parties' contract is fulfilled and any monetary transfers that happen between those two parties remains between them, and no third party nor any bank would be aware of the transaction.

We, at Cybermate are at the cutting edge of emerging technologies; Blockchain and Digitization are no exceptions. Our prowess includes effectively and efficiently helping our customers implement Blockchain and Digitization. We have skilled and seasoned professionals who ensure your needs are met in terms of effectively utilizing technologies like Blockchain and Digitization, while also helping you optimize your costs.

Our Platforms

Healthcare Platform (www.cyber1health.com)

Electronic Health Records (EHR) is a systematic collection of health records of individuals and patients. We were touched by a true incident that made us foray into the EHR space. An elderly gentleman was admitted into a reputed hospital for treatment. After he was discharged from the hospital, due to some medical complications he had to go to the hospital's branch in another part of the city. The doctors in this branch insisted that he undergo the same tests conducted in the main hospital recently at the earlier hospital, because neither the patient carried any reports nor the hospital branch had any access to the records. This is where she comes to the rescue, in dealing with such situations. EHR is a repository/longitudinal record which can be

accessed anytime, anywhere by the customer with the following highlights:

- Diagnostic reports, prescriptions, discharge summaries and procedure summaries, medical images such as x-ray, MRI scan, CT scan and procedure videos can be stored and accessed electronically
- Entire health history of an individual including data from multiple providers is available
- Web based platform facilitates access to health records irrespective of the hospital from anywhere in the world
- Facilitates telemedicine
- Provides exclusive logins for patients, doctors and insurance companies

We have launched the pilot platform and the response has been encouraging with 10000 active users on board. Smart phone users are expected to grow to 650 million by 2020 there by increasing our scope.

Healthcare Platform (www.healsoft.in)

An all-in-one hospital management system is what CIL has versioned and built an all inclusive hospital management software system namely "Healsoft". This was to ensure smooth and hassle free hospital management. Our software seamlessly manages all areas of hospital operations. Almost every aspect of this software is customized to enable hospitals to manage all financial, clinical and operational requirements of a hospital/clinic.

- Appointment management
- Inpatient and outpatient management
- Patient records management
- Billing and Invoicing

- Inventory management
- Revenue management
- Pharmacy
- Laboratory
- Human Resources and Financial accounting Etc

HealSoft streamlines the workflow and boosts efficiency by eliminating any possibility of human error, eases information availability through Cloud.

Logistics Platform (www.bharatcargo.in)

Our Logistics platform helps to make the most out of your logistics function by managing them through one technology platform. This all-encompassing platform speeds up system integration, reduces risk and improves efficiency. Logistics is an integral part of operations and we focus on optimizing logistics management with respect to road transportation.

Transport operators can be broadly categorized as below:

- Small Fleet Operators (SFOs) - owning up to five vehicles
- Medium Fleet Operators (MFOs) owning between 6 and 20 vehicles
- Large Fleet Operators (LFOs) owning typically over 20 vehicles

Road cargo is offered as Full Truck Load (FTL) and partial truck load (PTL).

LFOs have long term contracts and are geographically spread to source business. They also have the capability to operate through their own web presence whereas SFOs and MFOs look forward to source customers to optimize cost per trip. Domestic and business customers look out for cargo operators to optimize costs and to arrive quickly. LTL requires a wider reach and adequate infrastructure and hence CIL has a cargo platform.

This platform facilitates the SFO & MFO's interaction with SME, MSME and domestic customers to achieve their goals. In this segment of service, the customers do not hire the entire truck and the LTL service provider aggregates consignments from various clients and sends them across to the desired destination.

Marketplace for arts and crafts (www.indycrafts.in)

We have built an online one-stop shop for people who love rich Indian heritage handicrafts and handlooms that are unique in their tradition and make. Indycrafts is an extraordinary e-commerce platform where the unique skills are passed down several generations of artisans, so that they will be available to both the connoisseur and the novice for many years. We launched this platform in an effort to boost sales, and to benefit the artisans in more ways than one, such as capacity enhancement, skill development, marketing of their products and employment opportunities to name a few. By doing this the small entrepreneurs are encouraged and the natural corollary to such developments would be innovation.

In order to enhance our service offerings, our strategy focuses on bringing in concepts of automation, analytics, improving productivity with higher accuracy and to reduce costs to customers. We continue to leverage the advantage of open source technologies in providing innovative and cost-effective performance solutions.

Risk Management

Great achievements involve great risk! Hence, in order to succeed you have to take risks. Risk Management is an enterprise wide function backed by a qualified team of specialists with deep understanding of frameworks and methodologies for assessing and mitigating risks. Being mindful of our customers and investors, our Company has classified risks in to some major categories.

Major Risks:

- Strategic risks arise from taking poor business decisions like substandard execution, poor resource allocation, failure to respond to changes in any given business environment.
- Operational risks are the losses resulting from failed procedures, systems or policies like employee errors, system failures, fraud or criminal activity.
- Financial risks pertain to a firm unable to meet its financial obligations. Regulatory risk is the potential material impact because of a change in laws and regulations.
- Human Capital risks pertain to potential risks related with managing human resources incorrectly.

Risk Assessment

Risk assessment is basically the identification of hazards that could possibly impact an organization, which doubts the ability to conduct business. Identifying these potential risks and providing measures, processes and controls to reduce the impact of these risks to business is risk assessment. In other words, risk identification, risk analysis, risk evaluation and risk control are the approaches we take.

The risks that the management reviews include:

- Technology Obsolescence Risk-By keeping abreast with market demands and customer expectations, your Company averts technology obsolescence by timely investment in new technology, keeping pace with updates in technology, training its resources accordingly and by not being

reliant on any one technology or platform.

- Human Resource Risk- Our Company maintains a resource pool by recruiting the best talents across the country, imparting training and honing knowledge and skills, creating quality work environment and providing opportunities and challenges for growth. A transparent performance based incentive system ensures motivation and prevention of brain drain from the Company.
- International Exposure Risk- Thorough understanding of compliance of local laws and the possibility of regulatory, visa and tax complications of different countries mitigates risks by engaging specialists and professional agencies with expertise in the areas of concern.
- Foreign Currencies Risk- Economic volatility across the globe, fluctuations in major currencies and cross currency movements have a strong bearing on India's IT industry as most of its market is overseas. As a preventive measure, your Company enters into forward cover for predictable inward remittances in order to minimize risks associated with foreign currency rate fluctuations.
- Information Security and Disaster Recovery- As per the European Union's (EU) General Data Protection Regulation (GDPR), consumers will be in charge of their online data. In addition to all the internal compliance issues, there a lot of amendments that needs to be done to the contracts to reflect GDPR standards. We are a law abiding organization and totally comply with GDPR standards and ensure the data privacy of both our vendors and clients.

The other risks CIL examines are as follows:

- Credit Risk includes creditworthiness; risk in settlement of dues by clients and provisions for doubtful and bad debts.
- Legal Risk includes Contract risk; Contractual liability; Frauds; Judicial Risk and Insurance risk

Our Risk Management Framework (RMF)

Our Risk Management Framework (RMF) allows for striking the right balance between taking risks and reducing them, because it results in adding value to the organization. An effective risk management framework seeks to protect an organization's capital base and profits without hindering the growth of the organization. In other words, it's about managing uncertainty and creating an environment with fewer surprises.

The RMF approach...

1. A stable and structured approach to identifying and managing risks.
2. Anticipation of a consistent approach to identifying, rating, mitigating, managing and monitoring risks.
3. Taking good management decisions and deploying risk management policies and procedures across the board.
4. An environment where the staff understands the importance of RMF and making sure to adhere to risk management policies and procedures.
5. Auditing and approving risk management framework and practices of the Company.
6. Implementing the prescribed risk mitigation actions.

7. Reporting and reviewing risk events and incidents in a timely manner.

Provision of relevant and timely information across, regular audits, provision of feedback to management, and ensuring the quality and processes are in place and are effective.

Advantages of Risk management

Risk identification is critical to effectively manage a crisis situation. It points to all the risks involved well ahead of time without any assumptions. It helps in opportunity risks so as to be aware of the forthcoming issues. It focuses on the tasks which help on assisting the impact of business or projects. It basically is the greatest advantage of dealing with the problems that are finalized with more possible solutions.

Disadvantages of Risk management

Managing risks results in some waste of time which may create barriers to compensate the projects. Most of the time is spent on the research and development of the allocated issues than to on managing projects.

CEO and CFO Certification

The Board of Directors
Cybermate Infotek Limited
Secunderabad.

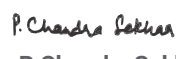
Dear members of the Board,

We, P.C. Pantulu, Managing Director & CEO, and P. Chandra Sekhar, Director & CFO, responsible for the finance function certify that :

1. We have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement, all the notes on accounts and the Boards Report.
2. These statements do not contain any materially untrue statement or omit to state any material fact or contain statements that might be misleading;
3. The financial statements and other financial information present a true and fair view of the Company's affairs, the Company's financial condition, results of operations, cash flows of the Company for the period ended 31st March 2018 are in compliance with existing Accounting Standards, applicable laws and regulations.
4. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March 2018 are fraudulent, illegal or violative of the Company's code of conduct except as disclosed to the Company's auditors and the Company's audit committee of the Board of Directors.
5. We are responsible 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.
6. We have indicated to the auditors and the audit committee of the board of directors
 - (a) Significant changes in internal control over financial reporting during the year under
 - (b) Significant changes in accounting policies during the year that the same have been disclosed in notes to the financial statements and
 - (c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

Place: Hyderabad
Date: 13-08-2018


P.C. Pantulu
Managing Director and
Chief Executive Officer
DIN 01583136


P. Chandra Sekhar
Whole-time Director and
Chief Financial Officer
DIN 01647212

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
Cybermate Infotek Limited
Secunderabad-500015

I have examined the compliance of conditions of Corporate Governance by M/s. Cybermate Infotek Limited (CIN: L72200TG1994PLC017485) ('the Company'), for the year ended 31st March 2018, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing

Regulations") for the period April 01, 2017 to March 31, 2018.

The compliance of conditions of corporate governance is the responsibility of the management. My examinations has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and based on the representations made by the Directors and the Management, I certify that the Company has complied with conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

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

For CAS & Associates

Sd /-

Sidharth C A

ACS No: 26843

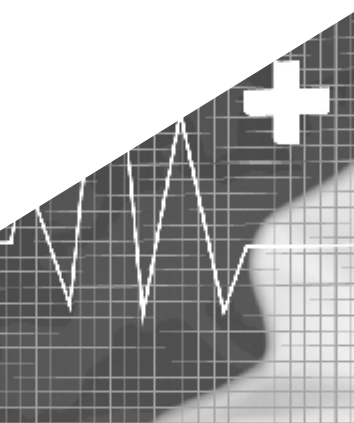

CP No: 12161

Place: Hyderabad

Date: 13-08-2018



STANDALONE FINANCIAL STATEMENTS



MEDICAL CARE
AMBULANCE
FIRST AID
NURSE
DOCTOR
HEALTH



HEART
DOCTOR
HEALTH
PULSE

INDEPENDENT AUDITOR'S REPORT

To the Members of

M/S CYBERMATE INFOTEK LIMITED

Report on Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of M/s Cybermate infotek Limited ('the Company'), which comprise of the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss (including other Comprehensive income) the statement of Cash Flows and the statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information. (herein after referred as 'Standalone Ind AS Financial statements')

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 and presentation of these Standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued there under.

This responsibility also 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; and design, implementation and maintenance of adequate internal financial controls, that were 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.

Auditors' 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 standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Standalone Ind AS financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Standalone Ind AS 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 Standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the 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 Ind AS financial statements.

Basis of Qualified Opinion

The Company has defaulted in payment to M/s DHFL towards lease rental discounting facility and the matter is pending before the Debt Recovery Tribunal and no interest has been provided by the Company in its books of accounts which is not in accordance with generally accepted accounting principles.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects / possible effects of our observation stated in "Basis of Qualified Opinion paragraph" above the aforesaid standalone Ind AS 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 including the Ind AS, of the financial

position of the Company as at 31st March 2018, and its loss (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Emphasis of Matter:

- a) M/s Wincere Inc (the Company) & Himashu P Kansara has filed petition U/S 7 of IBC 2016, against the Company at the Honorable NCLT Hyderabad bench. The Honorable NCLT passed the order by admitting the petition and appointed Resolution Professional. However the same has been granted Stay by the Honorable Supreme Court. (Ref Note No.24).
- b) **Going Concern:** The above conditions indicate the existence of material uncertainties which may cast significant doubt on the Company's abilities to continue as going concern. In the event that the going concern assumption of the Company is inappropriate, adjustments will have to be made as not a going concern. However the financials has not been made with such adjustments for the F.Y 2017-18.

Our report is not modified in respect of above two matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("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, a statement on the matters Specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we further report that:
 - a) 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;

- b) 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;
- c) the Balance Sheet, The Statement of Profit and Loss (including other comprehensive income, the Cash Flow Statement and statement of changes in Equity dealt with by this Report are in agreement with the books of account;
- d) in our opinion, except for the effect/possible effect of the matters described in "Basis of Qualified Opinion" paragraph above, the aforesaid Ind AS standalone financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with relevant rules issued there under.
- e) The matters described in 'Basis of Qualified opinion' may not have any adverse effect on the functioning of the Company.
- f) As per the information and explanations provided by the Company and on the written representations from management during the year, Dr.D.Jayarami Reddy, Independent Director has vacated office on account of disqualification and no other director is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B' and
- h) 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 of pending litigations on its financial position in its standalone Ind AS financial statements- Refer Note no 25: to the Standalone Ind AS financial statements.
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - There is no amount which is required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March 2018.

For P.Murali & Co

Chartered Accountants,
Firm's Regn.No: 007257S

**P. Murali Mohana Rao**

Partner
Membership No.023412

Place: Hyderabad

Date: 29-05-2018.

Annexure A to the Auditors Report

Annexure referred to in Independent Auditors Report to the Members of M/s Cybermate Infotek Limited on the standalone financial statements for the year ended 31st March 2018, we report that:

- I. (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. In our opinion, the frequency of verification is reasonable.
- (c) According to the information and explanations given to us and on the basis of our examination of records of the Company, the title deeds of immovable properties (building) are held in the name of the Company, immovable property- building was offered as collateral security to M/s DHFL towards lease rental discounting facility, due to default in repayment, possession of the property is taken over by M/s DHFL by initiation of proceedings under Securitization and Reconstruction of Financial asset and Enforcement of Security Interest Act 2002 (Refer Note No :23)
- ii. The Company does not have any inventory and as such the physical verification and maintenance of proper records of the same does not arise.
- iii. The Company has not granted any loans, secured or unsecured to the companies, firms or other parties covered in the register maintained under section 189 of the companies Act 2013. Consequently, the provisions of clauses iii(a) and iii(b) are not applicable to the Company.
- iv. The Company has not given loans under Sec.185 of The companies Act 2013. The Company has made investments in compliance with the provisions of sec.185 and 186 of The Companies Act 2013.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013 and rules framed there under to the extent notified.
- vi. Maintenance of cost records have not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act 2013 for the services, rendered by the Company.
- vii. (a) According to the information and explanations given to us and based on the records of the Company examined by us, the Company is generally regular in depositing the undisputed statutory dues of income tax and other material statutory dues, as applicable, with the appropriate authorities in India.
- (b) According to the records and information & explanations given to us, the dues in respect of income tax, service tax and to various statutory authorities that have not been deposited with the appropriate authorities on account of any dispute and the forum where the dispute is pending are given below.

#	Name of the statute	Amount (₹)	Period to which the amount relates	Closing forum, where the dispute is pending	Remarks, if any
1	Income Tax	1,70,34,842	2011-2012	CIT (A)	U/S 143(3)
2	Income Tax	6,40,88,348	2009-2010	CIT(A)	143(3) rws 254
3	Income Tax	2,76,63,700	2012-2013	CIT (A)	143(3)

- viii. According to the information and explanations given to us, the Company has not taken any loans or borrowings from banks. However, the Company has defaulted in the repayment of dues to DHFL and the matter is pending in Debt recovery Tribunal as on 31/03/2018. (Refer Note No:25

Particulars	Amount (₹) of Default as at the Balance sheet Date	Period of Default
Loan from DHFL	303.00 Lakhs	2013

- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans during the year under consideration. Accordingly, the provisions of this clause are not applicable to the Company.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our Audit.
- xi. The Company has paid/provided for managerial remuneration during the year under consideration in compliance with the provisions of sec.197 of The Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it; the Provisions of clause 3(xii) of the order are not applicable to the Company.
- xiii. The Company has entered transactions with related transactions in compliance with the provisions of Sec. 177 and Sec. 188 of The Act. As explained and as per the records, details of related party transactions have been disclosed in the Standalone Financial statements as per the applicable accounting standard (Note No:30)

- xiv. During the year, the Company has allotted 1,14,00,000 Equity Share warrants to Promoters and Investors at a price of Rs. 4.40 (Including a premium of Rs. 2.40 per Equity Share Warrant). Out of the above the promoters have completely remitted the amounts and converted 81,00,000 equity share warrants to equal number of Equity Shares as on 31st March 2018. In compliance with the provisions of Sec.42 of The companies Act. The Company has utilized the funds for which the same has been raised.
- xv. On the basis of records made available and according to the information and explanations given to us, The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of The Reserve Bank of India Act 1934.

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

P. Murali Mohana Rao

P.Murali Mohana Rao
Partner
Membership No.023412

Place:Hyderabad
Date: 29-05-2018

Annexure B to the Independent Auditor's Report**Report on the Internal Financial Controls over Financial Reporting under clause (i) of the Sub-section 3 of the Section 143 of the Companies Act, 2013 ('The Act')**

In conjunction with our audit of the Consolidated Ind AS financial statements of the Company as of and for the year ended 31st march 2018, We have audited the internal financial controls over financial reporting of M/s Cybermate Infotek Limited ('the Company') as on 31st march 2018 in conjunction with our audit of consolidated Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility:

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our Audit. We conducted our audit in accordance with the Guidance note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the standards on Auditing deed to be prescribed under section 143(10) of the Act to the extent applicable to an Audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. These standards and guidance note require that we comply with ethical requirements and plan and performed the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our Audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor's Judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion and the Company's internal financial control system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes these policies and procedures that (1) pertain to the maintenance of records that, in reasonable detailed, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted principles, and that receipts and expenditures of the Company are being made only in accordance with authorization of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitation of Internal Financial Controls over Financial Reporting

Because of the inherent limitation of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, Projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31st, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P. Murali & CoChartered Accountants,
Firm's Regn.No: 007257S**P. Murali Mohana Rao**

Partner

Membership No.023412

Place: Hyderabad

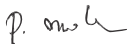
Date: 29-05-2018

Balance Sheet as at March 31, 2018

Particulars	Notes	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
I. ASSETS :				
1. Non Current Assets:				
a) Property, Plant and Equipment	2	1,96,44,845	1,98,70,856	2,32,88,154
b) Capital Work in Progress		-	-	-
c) Intangible Assets	3	-	67,44,244	2,36,74,980
d) Financial Assets				
i) Non Current Investments	4	2,17,500	3,17,500	3,17,500
ii) Other financial assets				
e) Deferred Tax Asset (net)	5	16,60,014	-	-
f) Other Non Current Assets				
Total Non-Current Assets		2,15,22,359	2,69,32,600	4,72,80,634
2. Current Assets:				
a) Financial Assets				
i) Investments	6	32,554	31,127	31,127
ii) Trade Receivables	7	31,43,15,138	39,87,60,547	23,19,98,090
iii) Cash and Cash Equivalents	8	1,47,35,171	13,28,144	15,73,879
iv) Loans				
v) Other Financial Assets	9	11,05,359	11,05,359	11,05,359
b) Other Current Assets	10	3,47,27,829	2,49,66,223	1,19,90,745
Total Current Assets		36,49,16,052	42,61,91,400	24,66,99,200
TOTAL ASSETS		38,64,38,410	45,31,24,000	29,39,79,834
II. EQUITY AND LIABILITIES:				
Equity				
a) Equity Share Capital	11	16,10,83,924	14,48,83,924	72,44,19,620
b) Other Equity	12	7,83,80,198	1,63,85,672	(58,63,70,958)
Total Equity		23,94,64,122	16,12,69,596	13,80,48,662
Liabilities				
1. Non Current Liabilities:				
a) Financial Liabilities				
i) Other Financial Liabilities				
b) Other Non Current Liabilities				
c) Deferred Tax Liabilities (Net)	13	-	53,59,572	1,03,84,488
Total Non-Current Liabilities		-	53,59,572	1,03,84,488
2. Current Liabilities:				
a) Financial Liabilities				
i) Trade Payables	14	2,52,46,303	10,54,40,460	2,73,38,253
ii) Other Financial Liabilities	15	5,57,72,788	5,63,18,200	3,35,47,631
b) Other Current Liabilities	16	5,01,09,452	7,93,76,746	6,94,09,919
c) Provisions	17	86,28,547	3,24,44,136	80,33,684
d) Income Tax Liability (Net)	18	72,17,197	1,29,15,290	72,17,197
Total Current Liabilities		14,69,74,287	28,64,94,832	14,55,46,684
TOTAL EQUITY & LIABILITIES		38,64,38,410	45,31,24,000	29,39,79,834

Summary of Significant Accounting Policies 1
The accompanying notes 1-36 are integral part of financial statements

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



P. Murali Mohana Rao
Partner
Membership No. 023412

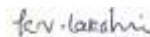
Place: Hyderabad
Date : 29-05-2018

For and on behalf of the Board
For Cybermate Infotek Limited


P.C. Pantulu
Managing Director
DIN 01583136


P. Chandra Sekhar
Director
DIN 01647212


K.S. Shiva Kumar
Director
DIN 02103299


K. Venkata Lakshmi
Company Secretary
M.No A 21091

Statement of Profit and Loss for the year ended March 31, 2018


Particulars	Notes	As At 31.03.18 (₹)	As At 31.03.17 (₹)
INCOME			
Revenue from Operations	19	1,04,67,38,186	53,48,78,031
Other Income, net	20	1,06,639	1,573
Total Income		1,04,68,44,825	53,48,79,604
EXPENSES			
Purchase of Licenses for Software Applications		4,67,271	94,347
Employees benefit Expenses	21	58,38,09,053	37,47,97,860
Depreciation and Amortisation expenses	2&3	77,18,329	2,10,11,784
Administrative & Other Operating Expenses	22	42,37,73,017	11,50,81,502
Total Expenses		1,01,57,67,671	51,09,85,493
PROFIT/(LOSS) BEFORE TAX		3,10,77,154	2,38,94,111
TAX EXPENSES:			
Current Tax			56,98,093
Deferred Tax	5	(70,19,586)	(50,24,916)
PROFIT/(LOSS) FOR THE PERIOD		3,80,96,740	2,32,20,934
Other Comprehensive Income			
Items that will not be reclassified subsequently to Profit/Loss			
Remeasurement of the net defined benefit liability/asset		-	-
Equity instruments through other comprehensive income		-	-
Items that will be reclassified subsequently to Profit or Loss			
Fair Value changes on cash flow hedges, net		-	-
Fair Value changes on investment, net		-	-
Total other comprehensive income, net of Tax		-	-
Total Comprehensive Income for the period		3,80,96,740	2,32,20,934
EARNINGS PER EQUITY SHARE			
Equity shares of par value Rs. Each			
a) Basic (Rs. 2/- each)		0.47	0.32
b) Diluted (Rs. 2/- each)		0.47	0.32

Summary of Significant Accounting Policies

1


The accompanying notes 1-36 are integral part of financial statements

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



P. Murali Mohana Rao
Partner
Membership No. 023412

For and on behalf of the Board
For Cybermate Infotek Limited




P.C Pantulu
Managing Director
DIN 01583136



K.S. Shiva Kumar
Director
DIN 02103299



P. Chandra Sekhar
Director
DIN 01647212



K. Venkata Lakshmi
Company Secretary
M.No A 21091


Place: Hyderabad
Date : 29-05-2018

Statement Of Changes In Equity for the Year Ended 31st March, 2018

in ₹

Particulars	Equity share capital	Other Equity								Total Equity attributable to equity holders of the Company
		Reserves & Surplus					Other Comprehensive Income			
		Securities Premium Reserve	Retained Earnings	General reserve	Share Warrants	Business transfer adjustment reserve	Equity Instruments through other comprehensive income	Cash Flow hedge reserve	Other items of other comprehensive income	
Balance as at 01-04-2016	72,44,19,620	8,57,10,000	-70,70,87,145	3,50,06,187	-	-	-	-	-	-58,63,70,958
Changes in equity for year ended 31-03-17	-	-	-	-	-	-	-	-	-	-
Inc. in share capital on account of bonus issue	-	-	-	-	-	-	-	-	-	-
Transfer to general reserve	-	-	-	-	-	-	-	-	-	-
Amount Utilised for Capital Reduction	-57,95,35,696	-8,57,10,000	70,02,51,883	-3,50,06,187	-	-	-	-	-	57,95,35,696
Remeasurement of net defined benefit liability /asset, net of tax effect	-	-	-	-	-	-	-	-	-	-
Dividend(incl Corporate dividend tax)	-	-	-	-	-	-	-	-	-	-
Profit for the Period	-	-	2,32,20,934	-	-	-	-	-	-	2,32,20,934
Balance as at 31-03-2017	14,48,83,924	-	1,63,85,672	-	-	-	-	-	-	1,63,85,672
Balance as at 01-04-2017	14,48,83,924	-	1,63,85,672	-	-	-	-	-	-	1,63,85,672
Changes in equity for year ended 31-03-18	-	-	-	-	-	-	-	-	-	-
Inc. in share capital on account of fresh issue	1,62,00,000	1,94,40,000	-	-	-	-	-	-	-	1,94,40,000
Issue of Share Warrants					36,30,000					36,30,000
Remeasurement of net defined benefit liability /asset, net of tax effect										-
Fair Valuation of investments, net of tax effect										-
Equity Instruments through OCI, net of tax effect							1,427			1,427
Reversal of Provision			8,26,358							8,26,358
Profit for the Period			3,80,96,740							3,80,96,740
Balance as at 31-03-2018	16,10,83,924	1,94,40,000	5,53,08,771	-	36,30,000	-	1,427	-	-	7,83,80,198

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


P. Murali Mohana Rao
Partner
Membership No. 023412

Place: Hyderabad
Date : 29-05-2018

For and on behalf of the Board
For Cybermate Infotek Limited


P.C Pantulu
Managing Director
DIN 01583136


P.Chandra Sekhar
Director
DIN 01647212


K.S. Shiva Kumar
Director
DIN 02103299


K. Venkata Lakshmi
Company Secretary
M.No A 21091

Cash Flow Statement for the year ended 31st March 2018

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
A. CASH FLOW FROM OPERATING ACTIVITIES:			
Profit before taxation	3,10,77,154	2,38,94,111	(66,80,70,026)
Adjustments for :-			
Depreciation	77,18,329	2,10,11,784	3,10,85,247
Interest Expense	-	-	1,41,80,959
Amortisation of Product Development Cost	-	-	1,13,11,572
Diminution in value of investment	-	-	38,16,91,600
Impairment of Intangible Asset	-	-	21,53,51,093
Interest Income	-	-	-
Dividend Income	(591)	(943)	(1,269)
Bad Debts Written Off	-	-	10,65,78,562
Operating Profit before working capital changes	3,87,94,893	4,49,04,953	9,21,27,738
(Increase) / Decrease in Inventory	-	-	-
(Increase) / Decrease in Trade Receivables	8,44,45,409	(16,67,62,457)	(11,29,37,486)
(Increase) / Decrease in Short Term Loans & Advances	(97,61,606)	(1,29,75,478)	1,06,63,102
Increase / (Decrease) in Trade Payables	(8,01,94,155)	7,81,02,205	8,03,386
Increase / (Decrease) in Other Current Liabilities	(5,30,82,883)	3,43,77,279	2,48,10,463
Increase / (Decrease) in Short Term Provisions	(56,98,093)	56,98,093	-
Cash generated from Operations	(2,54,96,436)	(6,15,60,358)	1,54,67,203
Taxes Paid	8,26,358	(56,98,092)	-
Net Cash Generated from Operating activities (A)	(2,46,70,078)	(6,72,58,450)	1,54,67,203
B. CASH FLOW FROM INVESTING ACTIVITIES :			
Purchase of tangible assets/intangible assets (net) including transfer from CWIP	(7,48,074)	(6,63,750)	(16,000)
Sale of Fixed Assets	-	-	-
Decrease in Capital Work In Progress	-	-	-
Interest Income	-	-	-
Dividend Income	591	943	1,269
(Increase) in Current Investments	1,00,000	-	-
(Decrease) in Non Current Investments	-	-	-
(Decrease) in Other Non Current Asset	-	-	-
Net Cash Flow from Investing Activities (B)	(6,47,483)	(6,62,808)	(14,731)
C. CASH FLOW FROM FINANCING ACTIVITIES :			
Issue of Share Capital	3,92,70,000	-	-
Repayment of Long Term Loans	-	-	-
Increase in Short Term Borrowings	(5,45,413)	2,27,70,570	41,042
Interest Paid	-	-	(1,41,80,959)
Net Cash from Financing Activities (C)	3,87,24,587	2,27,70,570	(1,41,39,917)
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	1,34,07,027	(2,45,735)	13,12,556
Cash & Cash Equivalents at the beginning of the year	13,28,144	15,73,879	2,61,321
Cash & Cash Equivalents at the end of the year	1,47,35,171	13,28,144	15,73,877


Notes

1. The above Cash Flow Statement has been prepared under indirect method as set out in Indian Accounting Standard (Ind As) 7 on Statement of Cash Flows

2. Cash and Cash Equivalents Comprise

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)
Cash on hand	1,638	31,854
Balances with Banks on Current and Deposit Accounts	1,47,33,534	12,96,290
Total	1,47,35,171	13,28,144

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


P. Murali Mohana Rao
Partner
Membership No. 023412

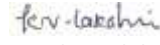
Place: Hyderabad
Date : 29-05-2018

For and on behalf of the Board
For Cybermate Infotek Limited


P.C. Pantulu
Managing Director
DIN 01583136


P. Chandra Sekhar
Director
DIN 01647212


K.S. Shiva Kumar
Director
DIN 02103299


K. Venkata Lakshmi
Company Secretary
M.No A 21091

Note 1: Significant Accounting Policies

1. Corporate Information

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, analytics, social media, mobile applications, cloud based solutions and outsourced business processes etc. Cybermate has over the years 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.

2. Summary of Significant Accounting Policies

a. Compliance with Ind AS

The Company has adopted Indian Accounting Standards (the "Ind AS") prescribed under Section-133 of the Companies Act, 2013 (the "Act"), read with the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standard) (Amendment) Rules, 2016, with effect from 1st April, 2017 with 1st April, 2016 as the date of transition. Accordingly, the Financial Statements have been prepared in accordance with the said Ind AS & Rules and other recognised accounting practices & policies to the extent applicable. For all periods up to and including the year ended 31st March, 2017, the Company had prepared its Financial Statements in accordance with accounting standards as prescribed under Section 133 of the Companies Act, 2013 (the "Act") read with Rule-7 of the Companies (Accounts) Rules, 2014 (referred to as "Indian GAAP"). The Company has consistently applied the accounting policies used in the preparation of its opening Ind AS Balance Sheet at April, 2016 throughout all periods presented, as if

these policies had always been in effect and are covered by Ind AS 101 "First-time adoption of Indian Accounting Standards". The transition was carried out from accounting principles generally accepted in India ("Indian GAAP") which is considered as the previous GAAP as defined in Ind AS 101. The reconciliation of effects of the transition from Indian GAAP on the equity as at April 1, 2016 and March 31, 2017 and on the net profit and material adjustments to cash flows for the year ended March 31, 2017 is disclosed in the Financial Statements.

The Standalone Financial Statements provide comparative information in respect of previous year. In addition, the Company presents Balance Sheet as at the beginning of previous year, which is the transition date to Ind AS.

The preparation of Financial Statements in conformity with Indian Accounting Standards (Ind AS) requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures at the date of the Financial Statements. The judgements, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision effects only that period or in the period of the revision and future periods if the revision affects both current and future years and if material, their effects are disclosed in the notes to the Financial Statements. Actual results could vary from these estimates (Refer Note No.3 on critical accounting estimates, assumptions and judgements).

b. Basis of Preparation of Financial Statements:

(i) Historical cost convention

These Financial Statements have been prepared under the historical cost convention on the actual basis.

The Financial Statements are presented in Indian Rupees (*) which is the Company's functional and presentation currency and all amounts are rounded to the nearest rupee except as otherwise stated.

(ii) Current versus Non-Current Classification:

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the schedule III to the Companies Act 2013. Based on the nature of products and services and their realisation in cash and cash equivalents the Company has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities.

c. Property, Plant & Equipment:

(i) Recognition and measurement

Property, Plant & Equipment are stated at cost less accumulated depreciation and impairment losses, if any.

Costs include costs of acquisitions or constructions including incidental expenses thereto, borrowing costs and other attributable costs of bringing the asset to its working condition for its intended use and are net of available duty/tax credits.

Subsequent expenditure relating to Property, Plant & Equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in Statement of Profit & Loss as incurred.

Gains or losses arising from discard/sale of Property, Plant & Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of Profit & Loss when the asset is discarded/sold.

(ii) Transition to Ind AS

On transition to Ind AS, the Company has decided to continue with the carrying value of property, plant & equipment recognised as at April 1, 2016 as per the previous GAAP and adopted that carrying value as the deemed cost of property, plant & equipment.

The residual value, useful lives and methods of depreciation of Property, Plant & Equipment are reviewed as per Schedule II of Companies Act, 2013 at each Financial Year end and adjusted prospectively.

(iii) Depreciation

The Company depreciates property plant and equipment on straight-line-method (SLM) as per the useful life of assets, as estimated by the management/independent professional, which are generally in line with Schedule-II to the Companies Act, 2013.

d. Intangible Assets:

(i) Recognition and Measurement

Intangible assets acquired separately are measured on initial recognition at cost.

Subsequent to initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. In case of internally generated intangible asset arising from development activity is recognised at cost only if it is probable that the asset would generate future economic benefit and the expenditure attributable to said assets during its development can be measured reliably. Capital expenditure on purchase and development of identifiable intangible assets without physical substance is recognised as Intangible Assets when:

It is probable that the expected future economic benefits that are attributable to the asset will flow to

the entity and the cost of the asset can be measure reliably.

(ii) Transition to Ind AS

On transition to Ind AS, the Company has decided to continue with the carrying value of intangible assets recognised as at April 1, 2016 as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

(iii) Depreciation

The Company Amortises/Depreciates Intangible Assets on the basis of estimated useful lives of Intangible assets are as follows:

Software acquired

Particulars	Useful life
Software License	2 years

Software internally developed

Particulars	Useful life
Product/Platform	4 years

e. Impairment:

The carrying amount of Property, Plant & Equipment, Intangible Assets and Investment Property are reviewed at each Balance Sheet date to assets impairment, if any based on internal/external factors. An asset is treated as impaired when the carrying cost of asset or exceeds its recoverable value being higher of value in use and net selling price. An impairment loss is recognised as an expense in the Statement of Profit & Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed, if there has been an improvement in recoverable amount.

f. Foreign Currency Transactions:

(i) Functional and Presentation currency:

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ("functional Currency"). The financial Statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.

(ii) Transactions and Balances:

Transactions in foreign currencies are translated in to functional currency of the Company at rates prevailing at the date of the transaction. Foreign exchange gain or losses resulting from the settlement of such transactions and from translation of monetary assets and liabilities denominated in foreign currencies at the year-end exchange rates are generally recognised in Profit & Loss and reported with in Foreign exchange gain/(losses), except when deferred in other comprehensive income as qualifying cashflow hedges.

Non-monetary items that are measured in times of historical cost in a foreign currency are translated using the exchange rates at the dates of the transaction. Non-monetary items (other than investment in shares of Subsidiaries, Joint Ventures and Associates) carried at Fair Value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the Fair Value was determined. Exchange component of the gain or loss arising on fair valuation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to such exchange difference.

h. Revenue Recognition:

The Company derives revenue primarily from software development, maintenance of software/hardware and allied services, sale of software licenses.

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of trade allowances, rebates, discounts and value added taxes.

The Company recognised revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below.

The Company estimates its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(i) Time and Material Contracts

Revenues and costs relating to time and materials contracts are recognized as the related services are rendered.

(ii) Fixed-price contracts:

Revenues from fixed-price contracts, including IT Infrastructure development and integration contracts are recognized using the "percentage of completion" method. Percentage of completion is determined based on efforts or costs incurred to date as a percentage of total estimated efforts or costs required to complete the project. The efforts or cost expended are used to measure progress towards completion as there is a direct relationship between input and productivity. If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable.

When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of income in the period in which such losses become probable based on the current contract estimates.

Advance payments received from customers for which no services have been rendered are presented as 'Advance from customers'.

(iii) Services contracts:

Revenue from maintenance contracts is recognized ratably over the period of the contract using the percentage of completion method. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognized on a straight-line basis over the specified period unless some other method better represents the stage of completion. In certain projects, a fixed quantum of service or output units is agreed at a fixed price for a fixed term. In such contracts, revenue is recognized with respect to the actual output achieved till date as a percentage of total contractual output. Any residual service unutilized by the customer is recognized as revenue on completion of the term.

(iv) Sale of licenses:

Revenue from sale of licenses and support are recognized when the significant risks and rewards of ownership have been transferred to the buyer, continuing managerial involvement usually associated with ownership and effective control have ceased, the amount of revenue can be measured reliably, it is probable that economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

(v) Other Income

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 carrying amount of the investment.

Dividend income is recognized when the Company's right to receive dividend is established

Interest income on time deposits is recognized using time proportion basis taking into account the amount outstanding and applicable interest rates.

i. Income Tax:

Income Tax comprises current and deferred tax.

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws, prevailing in the respective tax, jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

The Company offsets current tax assets and current tax liabilities, where it has legally enforceable right to set off the recognised amounts and where it intends to settle on net basis, or to realise the asset and liability simultaneously.

Deferred tax is provided on temporary difference arising between the tax bases of assets & liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax is measured using the tax rate that are expected to apply in the year when the asset is realized or the liability is settled based on the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized directly in equity/other comprehensive

income (OCI) is recognised in equity/ other comprehensive income (OCI) and not in the statement of Profit & Loss. Deferred tax asset is recognised to the extent that it is probable that sufficient future taxable profit will be available against which the deductible temporary differences and the carry forward unused tax credits and unused tax losses can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

j. Provisions, Contingent Liabilities, Commitments and Contingent

Assets: Provisions are recognised for present obligations of uncertain timing or amount arising as a result of a past event where a reliable estimate can be made, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Where it is not probable that an outflow of resources embodying economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability and commitments, unless the probability of outflow of resources embodying economic benefits is remote. Contingent assets are not recognised but disclosed in the Financial Statements when an inflow of economic benefits is probable.

k. Earnings per Share:

Basic earnings per share is computed using the net profit/(loss) for the year (without taking impact of

OCI) attributable to the equity shareholders and weighted average number of shares outstanding during the year. The weighted average numbers of shares also include fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures or any other instrument, from the date consideration is received (generally the date of their issue) of such instruments. The diluted EPS is calculated on the same basis as basic EPS after adjusting for the effect of potential dilutive equity shares unless impact is anti-dilutive.

I. Segment Reporting:

In accordance with the requirement of AS-17 on Segment reporting, the Company has determined its business segment as Computer Programming Consultancy and related 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 statement of the Company for the year ended 31st March 2018.

There are no secondary reportable segments (Geographical Segments).

m. Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Initial Recognition:

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognised at fair value on initial recognition. Transaction costs that

are directly attributable to the acquisition or release of financial assets and financial liabilities respectively, which are not at fair value through profit or loss are added to the fair value of underlying financial assets and liabilities on initial recognition. Trade receivables and trade payables that do not contain a significant financing component are initially measured at their transaction price.

(ii) Subsequent Measurement:

(a) Non-derivative financial instruments - Financial assets carried at amortised cost.

A financial asset is subsequently measured at amortised cost which is held with objective to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Financial asset at fair value through other comprehensive income:

A financial asset is subsequently measured at fair value through other comprehensive income which is held with objective to achieve both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an election for its investments which are classified as equity instruments (other than investment in shares of Subsidiaries, Joint Ventures and Associates) to present the subsequent changes in fair value through profit and loss account.

(iv) Financial assets at fair value through profit or loss:

A financial asset which is not classified in any of the above categories are subsequently fair valued

through profit or loss. The Company has elected to measure its investments, which are classified as equity instruments (other than investment in shares of Subsidiaries, Joint Ventures and Associates) at fair value through profit and loss account.

(v) Financial Liabilities:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. Financial liabilities at fair value through profit and loss includes financial liability held for trading and financial liability designated upon initial recognition as at fair value through profit and loss.

n. Investment in Subsidiaries, Associates and Joint Ventures:

Investment in equity shares of subsidiaries, associates and joint ventures is carried at cost in the standalone financial statements.

o. Earnings per share :

The basic earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.

p. Employee Benefits:

Contributions to Provident and Employee State Insurance etc 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 fund administered by LIC.

3. Critical Accounting – Estimates, Assumptions and Judgements:

(i) Property, Plant & Equipment:

External advisor and/or internal technical team assesses the remaining useful life and residual value of property, plant & equipment. Management believes that the assigned useful lives and residual values are reasonable.

(ii) Intangibles:

Internal technical and user team assess the remaining useful lives of intangible assets. Management believes that assigned useful lives are reasonable. All intangibles are carried at net book value on transition.

(iii) Other Estimates:

The Company estimates the un-collectability of accounts receivables by analysing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required. Similarly, the Company provides for inventory obsolescence, excess inventory and inventories with carrying values in excess of net realizable value based on assessment of the future demand, market conditions and specific inventory management, initiatives. In all cases, inventory is carried at the lower of historical cost and net realisable value.

Note 2 : Property, Plant & Equipment

The changes in the carrying value of Property, Plant and Equipment for the year ended March 31,2018

in ₹

Particulars	Buildings	Electrical Equipment	Office Equipment	Computer Equipment	Furniture and Fixtures	Total
Gross Carrying Value as of 01-04-2017	2,41,31,497	56,45,629	18,86,453	1,40,00,458	1,21,05,757	5,77,69,794
Additions		1,84,382		2,01,686	3,62,006	7,48,074
Deductions						-
Gross Carrying Value as of 31-03-2018	2,41,31,497	58,30,011	18,86,453	1,42,02,144	1,24,67,763	5,85,17,868
Additions						-
Deductions						-
Accumulated depreciation as of 01-04-2017	80,09,925	52,23,238	17,77,014	1,33,91,773	94,96,988	3,78,98,938
Depreciation	3,77,430	2,81,860	-	49,721	2,65,074	9,74,085
Accumulated depreciation on deletions						-
Accumulated depreciation as of 31-03-2018	83,87,355	55,05,098	17,77,014	1,34,41,494	97,62,062	3,88,73,023
Carrying Value as of 31-03-2018	1,57,44,142	3,24,913	1,09,439	7,60,650	27,05,701	1,96,44,845
Carrying Value as of 01-04-2017	1,61,21,572	4,22,391	1,09,439	6,08,685	26,08,769	1,98,70,856

The changes in the carrying value of Property, Plant and Equipment for the year ended March 31,2017

in ₹

Particulars	Buildings	Electrical Equipment	Office Equipment	Computer Equipment	Furniture and Fixtures	Total
Gross Carrying Value as of 01-04-2016	2,41,31,497	56,45,629	18,86,453	1,40,00,458	1,14,42,007	5,71,06,044
Additions	-	-	-	-	6,63,750	6,63,750
Deductions	-	-	-	-	-	-
Gross Carrying Value as of 31-03-2017	2,41,31,497	56,45,629	18,86,453	1,40,00,458	1,21,05,757	5,77,69,794
Additions						
Deductions						
Accumulated depreciation as of 01-04-2016	76,32,499	47,75,129	17,77,014	1,03,75,420	92,57,828	3,38,17,890
Depreciation	3,77,426	4,48,109	-	30,16,353	2,39,160	40,81,048
Accumulated depreciation on deletions						
Accumulated depreciation as of 31-03-2017	80,09,925	52,23,238	17,77,014	1,33,91,773	94,96,988	3,78,98,938
Carrying Value as of 31-03-2017	1,61,21,572	4,22,391	1,09,439	6,08,685	26,08,769	1,98,70,856
Carrying Value as of 01-04-2016	1,64,98,998	8,70,500	1,09,439	36,25,038	21,84,179	2,32,88,154

Note 3 : Intangible Assets

The Changes in the Carrying Value of acquired intangible assets for the year ended March 31, 2018 are as follows:

Particulars	Total ()
Gross carrying value as of 01-04-2017	38,46,58,457
Additions	-
Deletions	-
Gross carrying value as of 31-03-2018	38,46,58,457
Accumulated amortisation as of 01-04-2017	37,79,14,213
Amortisation expenses	67,44,244
Deletions	-
Accumulated amortisation as of 31-03-2018	38,46,58,457
Carrying value as of 31-03-2018	-
Carrying value as of 31-03-2017	67,44,244

The Changes in the Carrying Value of acquired intangible assets for the year ended March 31, 2017 are as follows:

Particulars	Total ()
Gross carrying value as of 01-04-2016	38,46,58,457
Additions	-
Deletions	-
Gross carrying value as of 31-03-2017	38,46,58,457
Accumulated amortisation as of 01-04-2016	36,09,83,477
Amortisation expenses	1,69,30,736
Deletions	-
Accumulated amortisation as of 31-03-2017	37,79,14,213
Carrying value as of 31-03-2017	67,44,244
Carrying value as of 31-03-2016	2,36,74,980

Note 4 : Non Current Investments

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Investment in Subsidiaries			
Equity Shares			
Cybermate Infotek Limited Inc.USA	2,17,500	2,17,500	2,17,500
Twin Cities Investments and Finances Ltd	-	1,00,000	1,00,000
Total Non Current Investments	2,17,500	3,17,500	3,17,500

Note 5 : Deferred Tax Asset

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Opening Deferred tax Liability	53,59,572	1,03,84,488	1,10,66,248
Add:			
Deferred Tax adjustment (Due to SLM & WDV Difference)	(70,19,586)	(50,24,916)	(6,81,760)
Deferred Tax Liability for the year (Due to Others)	-	-	-
Gross Deferred tax Liability	-	53,59,572	1,03,84,488
Opening Deferred tax Asset	-	-	-
Deferred Tax adjustment (Due to Ind AS Adjustments)	16,60,014	-	-
Gross Deferred tax Asset	-	-	-
Deferred Tax Liability/ (Asset) - Net	16,60,014	53,59,572	1,03,84,488

Note 6 : Current Investments

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Equity instruments of other Companies-Quoted			
Tech Mahindra Ltd(5 equity shares of Rs.10/-each)	3,192	5,900	5,900
HCL Infosystems Ltd (100 Equity Shares of Rs. 2/- each)	5,100	3,665	3,665
Syndicate Bank Ltd (100 Equity Shares of Rs.10/- each)	5,555	9,867	9,867
HCL Technologies Ltd 10 Equity Shares of Rs.2/- each)	9,695	6,726	6,726
APTECH LTD (25 Equity Shares of Rs.2/- each)	6,454	1,941	1,941
ITC Ltd (10 Equity Shares of Rs.1/- each)	2,559	3,028	3,028
Equity instruments of other Companies-UnQuoted	-	-	-
Total Current Investments	32,554	31,127	31,127

Note 7 : Trade Receivables

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Unsecured			
Considered good	31,43,15,138	39,87,60,547	23,19,98,090
Considered doubtful	-	-	-
Total Trade Receivables	31,43,15,138	39,87,60,547	23,19,98,090

Note 8 : Cash & Cash Equivalents

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Balances with Banks			
In Current & Deposit accounts	1,47,33,534	12,96,290	15,48,535
Cash on hand	1,638	31,854	25,344
Total Cash & Cash Equivalents	1,47,35,171	13,28,144	15,73,879

Note 9 : Other Financial Assets

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Security Deposits	3,01,688	3,01,688	3,01,688
Rental Deposits	8,03,671	8,03,671	8,03,671
Total Other Financial Assets	11,05,359	11,05,359	11,05,359

Note 10 : Other Current Assets

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Advances Recoverable in cash or kind	1,34,30,542	41,33,452	87,58,254
Advance Taxes & Duties	2,12,97,287	2,08,32,771	32,32,491
Total Other Current Assets	3,47,27,829	2,49,66,223	1,19,90,745

Note 11 : Share Capital

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Equity Share Capital			
Authorised	85,00,00,000	85,00,00,000	85,00,00,000
C.Y 42,50,00,000 (P.Y. 42,50,00,000) shares of Re.2/- each			
Issued,Subscribed and Paid up	16,10,83,924	14,48,83,924	72,44,19,620
C.Y 8,05,41,962 (P.Y. 7,24,41,962) shares of Re.2/- each			
Total Paid up Equity Share Capital	16,10,83,924	14,48,83,924	72,44,19,620

The Company's Paid-up Capital of Rs. 16,10,83,924 (Previous Year Same)

Equity Shares of Rs.2/- each, is distributed as under

Particulars	As At 31.03.18 (₹)		As At 31.03.17 (₹)	
	Number	%	Number	%
a) Promoter & Promoter Group of which Shareholders holding more than 5% of the Paid up Capital				
1. Mr.P.C.Pantulu	1,68,15,820	20.88	93,15,820	12.86
Total	1,68,15,820	20.88	93,15,820	12.86

Note 12 : Other Equity

in ₹

Particulars	Other Equity								Total Equity attributable to equity holders of the Company
	Reserves & Surplus					Other Comprehensive Income			
	Securities Premium Reserve	Retained Earnings	General reserve	Share Warrants	Business transfer adjustment reserve	Equity Instruments through other comprehensive income	Cash Flow hedge reserve	Other items of other comprehensive income	
Balance as at 01.04.2016	8,57,10,000	-70,70,87,145	3,50,06,187	-	-	-	-	-	-58,63,70,958
Changes in equity for the year ended 31.03.2017				-	-	-	-	-	-
Increase in share capital on account of bonus issue				-	-	-	-	-	-
Transfer to general reserve				-	-	-	-	-	-
Amount Utilised for Capital Reduction	-8,57,10,000	70,02,51,883	-3,50,06,187	-	-	-	-	-	57,95,35,696
Remeasurement of the net defined benefit liability/asset, net of tax effect				-	-	-	-	-	-
Dividend(including Corporate dividend tax)				-	-	-	-	-	-
Profit for the Period		2,32,20,934		-	-	-	-	-	2,32,20,934
Balance as at 31.03.2017	-	1,63,85,672	-	-	-	-	-	-	1,63,85,672
Balance as at 01.04.2017	-	1,63,85,672	-	-	-	-	-	-	1,63,85,672
Changes in equity for the year ended 31.03.2018				-	-	-	-	-	-
Increase in share capital on account of fresh issue	1,94,40,000			-	-	-	-	-	1,94,40,000
Issue of Share Warrants				36,30,000	-	-	-	-	36,30,000
Remeasurement of the net defined benefit liability/asset, net of tax effect				-	-	-	-	-	-
Fair Valuation of investments, net of tax effect				-	-	-	-	-	-
Equity Instruments through other comprehensive income, net of tax effect				-	-	1,427	-	-	1,427.0
Reversal of Provision		8,26,358		-	-	-	-	-	8,26,358
Profit for the Period		3,80,96,740		-	-	-	-	-	3,80,96,740
Balance as at 31.03.2018	1,94,40,000	5,53,08,771	-	36,30,000	-	1,427	-	-	7,83,80,198

Note 13 : Deferred Tax Liability

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Opening Deferred tax Liability	53,59,572	1,03,84,488	1,10,66,248
Add:			
Deferred Tax adjustment (Due to SLM and WDV Difference)	(70,19,586)	(50,24,916)	(6,81,760)
Deferred Tax Liability for the year (Due to Others)	-	-	-
Gross Deferred tax Liability	-	53,59,572	1,03,84,488
Opening Deferred tax Asset	-		
Deferred Tax adjustment (Due to SLM and WDV Difference)	16,60,014	-	-
Gross Deferred tax Asset	-	-	-
Deferred Tax Liability/ (Asset) - Net	16,60,014	53,59,572	1,03,84,488

Note 14 : Trade Payables

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Dues to other than Micro and small enterprises	2,52,46,303	10,54,40,458	2,73,38,253
Total Trade Payables	2,52,46,303	10,54,40,458	2,73,38,253

Note 15 : Other Financial Liabilities

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Current maturities of Long Term Borrowings	3,03,00,174	3,03,00,174	3,03,00,175
Short Term Borrowings			
From Related Parties	-	-	-
From Others	2,54,72,613	2,60,18,026	32,47,456
Total Other Financial Liability	5,57,72,788	5,63,18,200	3,35,47,631

Note 16 : Other Current Liabilities

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Interest Payable	-	-	-
Outstanding Expenses Payable	-	-	-
Audit Fee Payable	2,95,000	-	-
Directors Remuneration Payable	1,95,96,473	2,51,68,593	2,03,02,541
Other Payable	3,02,17,979	5,42,08,152	4,91,07,379
Total Other Current Liabilities	5,01,09,452	7,93,76,746	6,94,09,919

Note 17 : Provisions

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Provision for Employee Benefits	-	-	-
PF Payable	72,532	4,55,256	2,71,448
ESI Payable	8,327	-	-
PT Payable	2,19,282	2,68,932	1,86,932
Salaries Payable	73,57,500	1,07,72,069	51,58,358
Others			
Statutory Liabilities	9,70,907	2,09,47,879	24,16,945
Total Provisions	86,28,547	3,24,44,136	80,33,684

Note 18 : Income tax Liability

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Current Income Tax (Net)	72,17,197	1,29,15,290	72,17,197
Total	72,17,197	1,29,15,290	72,17,197

Note 19 : Revenue from operations

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)
Revenue from Operations	1,04,67,38,186	53,48,78,031
Total Revenue from Operations	1,04,67,38,186	53,48,78,031

Note 20 : Other Income

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)
(a) Dividend Income	591	943
(b) Net Gain on sale of Investments / Assets	-	-
(c) Other non-operating income (net of expenses directly attributed to such income)	1,06,048	630
(d) Net gain/loss on foreign currency translation and transaction (other than considered as finance cost)	-	-
Total Other Income	1,06,639	1,573

Note 21 : Employee Benefits Expenses

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)
(a) Salaries & Wages	58,13,75,203	37,43,10,940
(b) Contribution to Provident & Other Funds	3,67,458	89,379
(c) Staff Welfare Expenses	20,66,392	3,97,541
Total Employee Benefit Expenses	58,38,09,053	37,47,97,860

Note 22 : Administrative & Other Operating Expenses

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)
(a) Telephone, Postage and Others	3,43,484	4,77,040
(b) Business Promotion Expenses	92,429	20,69,428
(c) Conveyance	12,01,202	12,41,007
(d) Office Maintenance	79,19,276	60,76,273
(e) Printing & Stationery Expenses	5,07,261	2,32,481
(f) Security Charges	1,86,427	1,82,235
(g) Managerial Remuneration	50,40,000	50,40,000
(h) RTA & Secretarial Expenses	11,61,620	16,60,001
(i) Professional Consultancy fee	30,89,43,007	9,50,74,520
(j) Board Meeting Expenses	1,86,048	2,32,500
(k) Bank Charges	56,016	31,976
(l) Rent	20,57,384	15,22,559
(m) Legal Expenses	14,63,448	4,54,000
(n) Electricity & Water	3,87,667	4,09,411
(o) AGM Expenses	1,13,200	1,28,071
(p) Payment to Auditors:		
(i) As Auditor	2,95,000	2,50,000
(ii) For Taxation Matters	-	-
(q) Investments Written Off	1,00,000	-
(r) Recruitment Expenses	3,47,99,131	-
(s) Service Charges	5,89,20,417	-
Total Administrative & Other Expenses	42,37,73,017	11,50,81,502

Notes to Accounts

23. Secured Loan from Housing Finance Company

The Company has its own commercial space which was leased out to another IT 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 Political conditions in the state, the property could not be leased out and thereby the account became irregular. The Company approached the lender to restructure the loan, but they initiated proceedings under SARFAESI Act to recover their dues. The Lender took possession of the property. The Company approached the Debts recovery tribunal. The Liability is squared off by sale of property. The Company is yet to pass necessary entries in the books of account adjusting the asset against the liability as the order copy is yet to be received from the Debts Recovery Tribunal, Hyderabad.

24. NCLT Order- Going Concern Assumption

During the year one individual and another overseas corporate had approached the National Company Law Tribunal, Hyderabad claiming amounts as financial creditors under section 7 of the Insolvency and Bankruptcy code 2016.

The Company had made submissions before the NCLT denying the allegations and dues to the petitioners. The NCLT, Hyderabad passed orders on the 26th March 2018 admitting the petition and appointed an Insolvency Resolution Professional thereby suspending the board of the Company.

The IRP took charge and made announcements in the newspapers on the 01st May 2018 inviting claims of the creditors.

The IRP also issued a notice of meeting of Committee of Creditors to be held on the 21st May 2018.

Meanwhile Mr. P. Chandra Sekhar, one of the promoters of the Company filed an appeal before the National Company Law Appellate Tribunal, New Delhi (NCLAT) seeking a stay on the IBC proceedings.

The NCLAT was not inclined to grant a stay and posted the matter for hearing on the 21st May 2018.

Aggrieved by the order of the NCLAT not inclined to grant a stay Mr. P. Chandra Sekhar, approached the Honourable Supreme Court of India seeking a stay on the IBC proceedings. The Hon'ble Supreme Court granted a stay on the 18th May 2018 on the order of the NCLT dated 26-03-2018. Thus, the board of the Company was restored. The matter is pending adjudication before the Hon'ble Supreme Court of India.

The auditors have laid emphasis on this matter in their report and the same is clarified as follows.

- The Company is not a party to the Loan Agreement or the Settlement deed presented by the Financial Creditors before the NCLT. Hence the board is confident of coming out of this litigation.
- Going Concern assumption is considered appropriate by the board on the basis of merits and the financial statements have been prepared by applying normal principles of recognition and measurement.

25. Contingent Liabilities

The Following are the contingent liabilities not provided for in respect of matters under dispute

Particulars	₹ in lakhs	
	2018 (₹)	2017 (₹)
Income Tax	1,090.9	1,386.6
Others	1.3	266.3
Total	1,092.3	1,652.9

26. Subsidiary Companies

(I) Cybermate Infotek Limited Inc USA

The Operations of the Company's wholly owned subsidiaries viz Cybermate Infotek Limited Inc at U.S.A have remained dormant since the year 2002.

The Company is presently evaluating the possibility of reviving the operations after fulfilling compliances and by making additional investments.

(ii) Cybermate International, Unipessoal LDA

The Company has incorporated a wholly owned subsidiary at Portugal for marketing its health care platform in Europe and African Region. The Company is yet to commence operations

Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures in Form AOC - 1 is annexed to the Directors' Report as Annexure D pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014.

27. Preferential Allotment of Shares Consequent to Conversion of Share warrants of Promoters and Investors.

During the year, on the basis of the resolution approved by the shareholders at the extraordinary general meeting held on the 18th May 2017, allotted 81,00,000 equity share warrants to promoters and 33,00,000 equity share warrants to Investors at a price of Rs. 4.40 (including premium of Rs.2.40) per equity share warrant on part payment of 25 % of the amount payable.

Utilisation of Proceeds

(a) Share Warrant Application Proceeds

Particulars	Amount (₹)
Proceeds of Share Warrant Application Money	1,25,40,000
General Corporate Purpose/Working Capital Balance	1,25,40,000
	-

(b) Conversion of Share warrants of Promoters

Particulars	Amount (₹)
Proceeds of Share Warrant Application Money	2,67,30,000
General Corporate Purpose/Working Capital Balance	2,67,30,000
	-

28. Segment Reporting

In accordance with the requirement of IND AS-108 on segment reporting, the Company has determined its business segment as computer programming consultancy, and related services. There are no other primary reportable segments, and secondary reportable segments.

There are no secondary reportable segments (Geographical Segments).

29. Earnings Per Share

	2018 (₹)	2017 (₹)
Profits attributable to Equity Shareholders	3,80,96,740	2,32,20,934
Weighted Average No. Of Equity Shares outstanding during the year for computing Basic and Diluted EPS (Shares)	8,05,41,962	7,24,41,962
Basic EPS - Rs.	0.47	0.32
Diluted EPS- Rs.	0.47	0.32

30. Related Party Disclosures

I. Parties where Control Exists

Wholly Owned Subsidiary

Cybermate Infotek Ltd Inc

Cybermate International Unipessol LDA

II. Enterprises controlled by Key Management Personnel & Relatives.

Orchasp Energy (P) Ltd.

Orchasp Securities (P) Ltd.

CIL Infoserve Ltd.

Bilwa Infrastructure Ltd (formerly Kanti Rekha Power Ltd)

III. Key Management Personnel

Mr.P.C.Pantulu	-	Managing Director.
Mr.K.S.Shiva Kumar	-	Director.
Mr.P.Chandra Sekhar	-	Director.
Mr.K.Koteswara Rao	-	Non Executive Director.
Dr.D.Jayarami Reddy	-	Independent Director.
Ms.C.kamakshi Bharathi	-	Independent Director.
Mr.B.Srinivasa Reddy	-	Independent Director.
Mr.V.S.Roop Kumar	-	Independent Director.

IV. Relatives of Key Management Personnel

Mrs. PRajeswari, 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.

Mr. K. Bhujanga Rao, Father in Law of Mr. P. Chandra Sekhar.

Summary of Related Party Transactions 2017-18

₹ in lakhs

Particulars	2017-18		2016-17	
	Transaction Value	Closing Balance	Transaction Value	Closing Balance
A. Rendering of Software Services				
(a) CIL Infoserve Ltd	3,635.47	209.49	1,429.45	1,429.45
(b) Orchasp Securities (P) Ltd	215.66	-	386.11	386.11
(c) Bilwa Infrastructure Ltd (Kantirekha Power Ltd)	393.33	393.33	-	-
Total	4,244.47	602.82	1,815.56	1,815.56
B. Availing Services				
(a) Orchasp Energy	372.34	-	-	-
Total	372.34	-	-	-
C. Advances taken				
Key Management Personnel				
(a) Mr.P.C.Pantulu	46.53	187.36	28.83	381.93
(b) Mr.P.Chandra Sekhar	11.19	63.65	42.39	52.46
Total	57.72	251.01	71.22	434.39
Relatives of Key Managerial Personnel				
(a) Ms.Rajeswari Pattapurathi	-	17.03	-	22.78
(b) Ms.Sirisha Kasukhela	4.00	43.48	6.68	44.63
(c) Mr. Manjush Pattapurathi	-	5.00	-	5.00
(d) Mr. Srikrishna Pattapurathi	-	5.00	-	5.00
(e) Mr. K.Bhujanga Rao	-	(9.60)	9.40	20.50
Total	4.00	60.91	16.08	97.91
Enterprises Controlled by Key Management Personnel				
(a) Kanti Rekha Power	683.56	-	-	0.18
(b) Orchasp Energy (P) Ltd	40.20	-	10.41	5.49
(c) Orchasp Securities (P) Ltd	395.93	-	18.13	(45.90)
(d) CIL Infoserve Ltd	73.13	-	-	-
Total	1,192.82	-	28.54	(40.24)
D. Advances given				
(a) CIL Infoserve Ltd	-	-	56.10	56.46
Total	-	-	56.10	56.46
E. Managerial Remuneration				
(a) Mr.K.S.Shiva Kumar	8.50	67.51	9.60	59.02
(b) Mr.P.Chandra Sekhar	9.50	73.81	10.80	66.47
(c) Mr.P.C.Pantulu	26.86	54.64	30.00	126.99
Total	44.86	195.96	50.40	252.48

Aggregated Related party Disclosures

₹ in lakhs

Nature of Transaction	Associate/ Subsidiary	Key Management Personnel	Relatives of Key Management Personnel	Enterprises controlled by relatives of Key Management	Total
Remuneration	-	50.40 (50.40)	-	-	50.40 (50.40)
Trade Payables	-	-	-	-	-
Trade Receivables	-	-	-	5457.20 (1815.56)	5457.20 (1815.56)
Advances/Loans/ICDs Received	-	57.71 (71.23)	4.00 (16.08)	119.28 (125.32)	180.99 (212.54)
Advances/Loans/ICDs Repaid	-	241.10 (25.23)	40.95 (2.36)	130.08 (82.60)	412.13 (110.19)
Balances outstanding as on 31-03-2018					
Receivable	-	-	-	602.82 (1826.12)	602.82 (1826.12)
Payable	-	251.01 (686.87)	60.90 (77.35)	NIL (5.66)	311.91 (769.88)

Previous year's figures have been grouped where ever necessary

31. Payments to Auditors

Particulars	2018 (₹)	2017 (₹)
As Auditor		
For Statutory Audit	1,50,000	1,50,000
For Tax Audit	75,000	75,000
For Limited Review	25,000	25,000
Total	2,50,000	2,50,000

32. Expenditure in Foreign Currency

₹ in lakhs

Particulars	2018 (₹)	2017 (₹)
Consultants Fee	33.70	-
Travel	1.77	-
Total	35.47	-

33. Earnings in Foreign Currency

₹ in lakhs

Particulars	2018 (₹)	2017 (₹)
Export Earnings	4,057.56	1,495.63
Total	4,057.56	1,495.63

34. Transition to Ind AS

The Transition to Ind AS has been carried out from accounting principles generally accepted in India (Indian GAAP), Which is considered the "Previous GAAP" of Ind AS 101 (First time adoption of Indian Accounting Standards).

The Preparation of these financial statements resulted in changes to the Company's accounting policies as compared to most recent annual financial statements prepared under previous GAAP. Accounting Policies have been applied consistently to the preparation of Ind AS opening statement of financial position as at April 1, 2016 ("Transition Date") for the purpose of the transition to Ind AS as required by Ind AS 101 (First time adoption of Indian Accounting Standards).

(a) Reconciliation of Balance Sheet

Particulars	Previous GAAP	Adjustments on transition to IND AS	Ind AS
I. ASSETS:			
1. Non Current Assets:			
a) Property, Plant and Equipment	1,98,70,856	-	1,98,70,856
b) Capital Work in Progress	-	-	-
c) Intangible Assets	67,44,244	-	67,44,244
d) Financial Assets			
i) Non Current Investments	3,17,500	-	3,17,500
ii) Other financial assets			
e) Deferred Tax Asset (net)	-		-
f) Other Non Current Assets			
Total Non-Current Assets	2,69,32,600		2,69,32,600
2. Current Assets:			
a) Financial Assets			
i) Investments	31,127	-	31,127
ii) Trade Receivables	39,87,60,547	-	39,87,60,547
iii) Cash and Cash Equivalents	13,28,144	-	13,28,144
iv) Loans			
v) Other Financial Assets	11,05,359	-	11,05,359
b) Other Current Assets	2,49,66,223	-	2,49,66,223
Total Current Assets	42,61,91,400	-	42,61,91,400
Total Assets	45,31,24,000	-	45,31,24,000
II. EQUITY AND LIABILITIES:			
1. Equity			
a) Equity Share Capital	14,48,83,924	-	14,48,83,924
b) Other Equity	1,63,85,672	-	1,63,85,672
Total Equity	16,12,69,596		16,12,69,596

2. Liabilities**1. Non Current Liabilities:**

a) Financial Liabilities

b) Other Financial Liabilities

c) Other Non Current Liabilities

d) Deferred Tax Liabilities (Net)

53,59,572

-

53,59,572

Total Non-Current Liabilities**53,59,572****53,59,572****2. Current Liabilities:**

a) Financial Liabilities

i) Trade Payables

10,54,40,460

-

10,54,40,460

ii) Other Financial Liabilities

5,63,18,200

-

5,63,18,200

b) Other Current Liabilities

7,93,76,746

-

7,93,76,746

c) Provisions

3,24,44,136

-

3,24,44,136

d) Income Tax Liability (Net)

1,29,15,290

-

1,29,15,290

Total Current Liabilities**28,64,94,832****28,64,94,832****Total Equity & Liabilities****45,31,24,000****45,31,24,000****(i) Property Plant & Equipment :**

As per 'the deemed cost' exception given in paragraphs to IND AS (First time adoption of Indian Accounting Standards) any item of property, plant and equipment can be measured at the date of transition to IND AS at its fair value or at revalued amount. The previous GAAP revalued amount can be considered as deemed cost if the revaluation was, at the date of the revaluation, broadly comparable to either the fair value or cost or depreciated cost in accordance with IND AS.

Various items of property, plant and equipment have been valued as follows :

All the assets were considered at cost with appropriate application of depreciation in accordance with IND AS requirements retrospectively.

(ii) Non Current Investments:

Non Current Investments are carried at cost.

(iii) Other Current Financial Assets:

As per Indian Accounting Standard (IND AS) 109, on Financial Instruments, " the amortised cost of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured at initial recognition minus principal repayments, plus or minus the cumulative amortization using the effective interest method of any differences between the initial amount and the maturity amount and, for financial assets, adjusted for any loss allowance.

(iv) Share Capital: IND AS 32 (Financial Instruments: Presentation) requires the issuer of a financial instrument to classify the instrument as a liability or equity on initial recognition, in accordance with substance and the definition of these terms.

The application of this principle requires certain instruments that have the form of equity to be classified as liability.

The Company does not have any such type of things.

(v) Reserves and Surplus:

There is no change in reserves and surplus due to transition in IND AS. Prior period items need to be adjusted in the year in which changes take place, as per IND AS. However the same has not taken place during the year.

(vi) Deferred Tax Liability :

Deferred tax is provided in full for all temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements.

(b) Reconciliation of Profit and Loss account

Particulars	Previous GAAP	Adjustments on transition to IND AS	Ind AS
REVENUE			
Revenue from Operations	53,48,78,031	-	53,48,78,031
Other Income, net	1,573	-	1,573
Total Income	53,48,79,604		53,48,79,604
EXPENSES			
Cost Of sale/ Service	94,347	-	94,347
Employees benefit Expenses	37,47,97,860	-	37,47,97,860
Consultation and Professional charges	-	-	-
Depreciation and Amortisation expenses	2,10,11,784	-	2,10,11,784
Administrative & Other Operating Expenses	11,50,81,502	-	11,50,81,502
Total Expenses	51,09,85,493	-	51,09,85,493
Profit/(Loss) before tax	2,38,94,111	-	2,38,94,111
Tax Expenses:			
Current Tax	56,98,093	-	56,98,093
Deferred Tax	-50,24,916	-	-50,24,916
Profit /(Loss) for the period	2,32,20,934	-	2,32,20,934
Other Comprehensive Income			
Items that will not be reclassified subsequently to Profit or Loss			
Remeasurement of the net defined benefit liability/asset	-	-	-
Equity instruments through other comprehensive income	-	-	-
Items that will be reclassified subsequently to Profit or Loss			
Fair Value changes on cash flow hedges, net	-	-	-
Fair Value changes on investmenst, net	-	-	-
Total other comprehensive income, net of Tax	-	-	-
Total Comprehensive Income for the period	2,32,20,934	-	2,32,20,934
Earnings Per Equity Share			
Equity shares of par value Rs.Each			
a) Basic(Rs.2/- Each)	0.32		0.32
b) Diluted (Rs.2/- Each)	0.32		0.32

35. Debtors, Creditors, Loans and Advances are subject to confirmation and reconciliation.

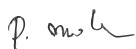
36. Previous year figures have been regrouped and rearranged wherever necessary to conform to this years' classification.

As per our report of even date

P. Murali & Co

FRN:007257S

Chartered Accountants



P. Murali Mohan Rao

Partner

Membership No 023412

Place: Hyderabad

Date: 29-05-2018

For and on behalf Board

For Cybermate Infotek Limited



P.C. Pantulu

Managing Director &CEO

DIN 01583136



K.S. Shiva Kumar

Director & COO

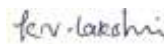
DIN 02103299



P. Chandra Sekhar

Director & CFO

DIN 01647212



K. Venkata Lakshmi

Company Secretary

M.No. A21091

Health Card



123 SYS
mmHg

81 DIA
mmHg

67 PUL
/min

CONSOLIDATED FINANCIAL STATEMENTS



INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED Ind AS FINANCIAL STATEMENTS

To the Members of M/s. Cybermate Infotek Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of M/s. Cybermate Infotek Limited ("hereinafter referred to as the Holding Company"), and its subsidiaries; together referred to as "the Group" comprising of the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income) and Consolidated Cash Flow Statement for the year then ended, and the consolidated Statement of changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as " the consolidated financial statements")

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these Ind AS consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows and consolidated statement of changes in Equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued there under.

The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the

Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies;

Making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the respective standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Ind AS financial statements by the Board of Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the 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 of the consolidated Ind AS financial statements 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 Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the holding Company Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS Financial statements.

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

Basis of Qualified opinion:

We draw attention regarding that the Company has defaulted in payment to M/s DHFL towards lease rental discounting facility and the matter is pending before the Debt Recovery Tribunal and no interest has been provided by the Company in its books of accounts which is not in accordance with generally

accepted accounting principles.

Qualified Opinion:

In our opinion and to the best of our information and according to the explanations given to us, except for the effects/ possible effects of our observation stated in "Basis of Qualified Opinion paragraph" above read with 'Other Matters' paragraph below, the aforesaid Ind AS consolidated 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 including the Ind AS, of the Consolidated state of affairs (financial position) of the Group as at 31st March 2018 and their consolidated profit (including other comprehensive income), their consolidated cash flows and the consolidated changes in Equity for the year ended on that date.

Emphasis of matters:

- a) M/s Wincere Inc (the Company) & Himashu P Kansara has filed petition U/S 7 of IBC 2016, against the Company at the Honorable NCLT Hyderabad bench. The Honorable NCLT passed the order by admitting the petition and appointed Resolution Professional. However the same has been granted Stay by the Honourable Supreme Court. (Ref Note No.24).
- b) **Going Concern:** The above conditions indicate the existence of material uncertainties which may cast significant doubt on the Company's abilities to continue as going concern. In the event that the going concern assumption of the Company is inappropriate, adjustments will have to be made as not a going concern. However the financials have not been made with such adjustments for the F.Y 2017-18.

Our report is not modified in respect of these matters.

Other Matter

We have relied on the management certified unaudited financial statements of the subsidiary Company (one) whose financial statement reflect total assets of Rs. 2,17,500 as at March 31, 2018 and total revenues 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 opinion on the Consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports submitted by the management on the subsidiary financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable that,

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Ind AS consolidated financial statements,
- (b) In our opinion, proper books of accounts as required by law relating to preparation of the aforesaid Ind AS consolidated financial statements have been kept so far as it appears from our examination of those books.
- (c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement and the consolidated statement of changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements
- (d) In our opinion, except for the effect/ possible effect of the matters described in 'Basis of Qualified Opinion' paragraph above, the aforesaid Consolidated Ind AS financial statements comply with the Accounting standards specified under section 133 of The Act ,read with relevant rules issued there under.
- (e) The matters described in 'Basis of qualified opinion' paragraph above, in our opinion may not have an adverse effect on the functioning of the Company.
- (f) As per the information and explanations provided by the Company and on the written representations from management during the year, Dr. D. Jayarami Reddy, Independent Director has vacated office on account of disqualification and no other director is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
- (g) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" and
- (h) With respect to the 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:
 - i. The consolidated Ind AS financial statements disclose the impact, if any, of pending litigation

as at March 31, 2018 on the consolidated financial position of the Group. Refer Note 24: to the consolidated financial statements.

- ii. The Group 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
Partner
Membership No. 023412

Place: Hyderabad
Date: 29-05-2018

Annexure A to the Auditor's Report

"Annexure A" referred to in paragraph 1(f) under "Report on other legal and Regulatory Requirements" section of report on financial statements of even date to the members of CYBERMATE INFOTEK LIMITED on the financial statement for the year ended March 31, 2018.

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

In conjunction with our audit of Ind AS consolidated financial statements of the Company as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of M/s Cybermate Infotek Limited ('the Holding Company') as of that date. The Holding Company does not have subsidiaries incorporated in India.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding Company are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other matter:

Our report u/s 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Holding Company in so far as it relates to one subsidiary Company which is incorporated outside India, is based solely on the corresponding reports submitted by the management in respective of such subsidiary incorporated outside India.

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



P Murali Mohana Rao

Partner

Membership No. 023412

Place: Hyderabad

Date: 29-05-2018

Balance Sheet as at March 31, 2018

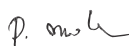
Particulars	Notes	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
I. ASSETS :				
1. Non Current Assets:				
a) Property, Plant and Equipment	2	1,96,44,845	1,98,70,856	2,32,88,154
b) Capital Work in Progress		-	-	-
c) Intangible Assets	3	-	67,44,244	2,36,74,980
d) Financial Assets				
i) Non Current Investments	4	-	1,00,000	1,00,000
ii) Other financial assets				
e) Deferred Tax Asset (net)	5	16,60,014	-	-
f) Other Non Current Assets				
Total Non-Current Assets		2,13,04,859	2,67,15,100	4,70,63,134
2. Current Assets:				
a) Financial Assets				
i) Investments	6	32,554	31,127	31,127
ii) Trade Receivables	7	31,45,32,638	39,89,78,047	23,22,15,590
iii) Cash and Cash Equivalents	8	1,47,35,171	13,28,144	15,73,879
iv) Loans				
v) Other Financial Assets	9	11,05,359	11,05,359	11,05,359
b) Other Current Assets	10	3,47,27,829	2,49,66,223	1,19,90,745
Total Current Assets		36,51,33,552	42,64,08,900	24,69,16,700
TOTAL ASSETS		38,64,38,410	45,31,24,000	29,39,79,834
II. EQUITY AND LIABILITIES:				
Equity				
a) Equity Share Capital	11	16,10,83,924	14,48,83,924	72,44,19,620
b) Other Equity	12	7,83,80,198	1,63,85,672	(58,63,70,958)
Total Equity		23,94,64,122	16,12,69,596	13,80,48,662
Liabilities				
1. Non Current Liabilities:				
a) Financial Liabilities				
i) Other Financial Liabilities				
b) Other Non Current Liabilities				
c) Deferred Tax Liabilities (Net)	13	-	53,59,572	1,03,84,488
Total Non-Current Liabilities		-	53,59,572	1,03,84,488
2. Current Liabilities:				
a) Financial Liabilities				
i) Trade Payables	14	2,52,46,303	10,54,40,460	2,73,38,253
ii) Other Financial Liabilities	15	5,57,72,788	5,63,18,200	3,35,47,631
b) Other Current Liabilities	16	5,01,09,452	7,93,76,746	6,94,09,919
c) Provisions	17	86,28,547	3,24,44,136	80,33,684
d) Income Tax Liability (Net)	18	72,17,197	1,29,15,290	72,17,197
Total Current Liabilities		14,69,74,287	28,64,94,832	14,55,46,684
TOTAL EQUITY & LIABILITIES		38,64,38,410	45,31,24,000	29,39,79,834

Summary of Significant Accounting Policies

1

The accompanying notes 1-36 are integral part of financial statements

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



P. Murali Mohana Rao
Partner
Membership No. 023412

For and on behalf of the Board
For Cybermate Infotek Limited



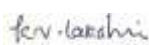
P.C. Pantulu
Managing Director
DIN 01583136



P. Chandra Sekhar
Director
DIN 01647212



K.S. Shiva Kumar
Director
DIN 02103299



K. Venkata Lakshmi
Company Secretary
M.No A 21091

Place: Hyderabad
Date : 29-05-2018

Statement of Profit and Loss for the year ended March 31, 2018


Particulars	Notes	As At 31.03.18 (₹)	As At 31.03.17 (₹)
INCOME			
Revenue from Operations	19	1,04,67,38,186	53,48,78,031
Other Income, net	20	1,06,639	1,573
Total Income		1,04,68,44,825	53,48,79,604
EXPENSES			
Purchase of Licenses for Software Applications		4,67,271	94,347
Employees benefit Expenses	21	58,38,09,053	37,47,97,860
Depreciation and Amortisation expenses	2&3	77,18,329	2,10,11,784
Administrative & Other Operating Expenses	22	42,37,73,017	11,50,81,502
Total Expenses		1,01,57,67,671	51,09,85,493
PROFIT/(LOSS) BEFORE TAX		3,10,77,154	2,38,94,111
TAX EXPENSES:			
Current Tax			56,98,093
Deferred Tax	5	(70,19,586)	(50,24,916)
PROFIT/(LOSS) FOR THE PERIOD		3,80,96,740	2,32,20,934
Other Comprehensive Income			
Items that will not be reclassified subsequently to Profit/Loss			
Remeasurement of the net defined benefit liability/asset		-	-
Equity instruments through other comprehensive income		-	-
Items that will be reclassified subsequently to Profit or Loss			
Fair Value changes on cash flow hedges, net		-	-
Fair Value changes on investment, net		-	-
Total other comprehensive income, net of Tax		-	-
Total Comprehensive Income for the period		3,80,96,740	2,32,20,934
EARNINGS PER EQUITY SHARE			
Equity shares of par value Rs.Each			
a) Basic (Rs. 2/- each)		0.47	0.32
b) Diluted (Rs. 2/- each)		0.47	0.32

Summary of Significant Accounting Policies

1


The accompanying notes 1-36 are integral part of financial statements

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


P. Murali Mohana Rao
Partner
Membership No. 023412

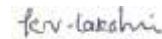
For and on behalf of the Board
For Cybermate Infotek Limited


P.C Pantulu
Managing Director
DIN 01583136


K.S. Shiva Kumar
Director
DIN 02103299

Place: Hyderabad
Date : 29-05-2018


P. Chandra Sekhar
Director
DIN 01647212



K. Venkata Lakshmi
Company Secretary
M.No A 21091

Statement Of Changes In Equity for the Year Ended 31st March, 2018

in ₹

Particulars	Equity share capital	Other Equity								Total Equity attributable to equity holders of the Company
		Reserves & Surplus					Other Comprehensive Income			
		Securities Premium Reserve	Retained Earnings	General reserve	Share Warrants	Business transfer adjustment reserve	Equity instruments through other comprehensive income	Cash Flow hedge reserve	Other items of other comprehensive income	
Balance as at 01-04-2016	72,44,19,620	8,57,10,000	-70,70,87,145	3,50,06,187	-	-	-	-	-	-58,63,70,958
Changes in equity for year ended 31-03-17	-	-	-	-	-	-	-	-	-	-
Inc. in share capital on account of bonus issue	-	-	-	-	-	-	-	-	-	-
Transfer to general reserve	-	-	-	-	-	-	-	-	-	-
Amount Utilised for Capital Reduction	-57,95,35,696	-8,57,10,000	70,02,51,883	-3,50,06,187	-	-	-	-	-	57,95,35,696
Remeasurement of net defined benefit liability /asset, net of tax effect	-	-	-	-	-	-	-	-	-	-
Dividend(inclcd Corporate dividend tax)	-	-	-	-	-	-	-	-	-	-
Profit for the Period	-	-	2,32,20,934	-	-	-	-	-	-	2,32,20,934
Balance as at 31-03-2017	14,48,83,924	-	1,63,85,672	-	-	-	-	-	-	1,63,85,672
Balance as at 01-04-2017	14,48,83,924	-	1,63,85,672	-	-	-	-	-	-	1,63,85,672
Changes in equity for year ended 31-03-18	-	-	-	-	-	-	-	-	-	-
Inc. in share capital on account of fresh issue	1,62,00,000	1,94,40,000	-	-	-	-	-	-	-	1,94,40,000
Issue of Share Warrants					36,30,000					36,30,000
Remeasurement of net defined benefit liability /asset, net of tax effect										-
Fair Valuation of investments, net of tax effect										-
Equity Instruments through OCI, net of tax effect							1,427			1,427
Reversal of Provision			8,26,358							8,26,358
Profit for the Period			3,80,96,740							3,80,96,740
Balance as at 31-03-2018	16,10,83,924	1,94,40,000	5,53,08,771	-	36,30,000	-	1,427	-	-	7,83,80,198

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


P. Murali Mohana Rao
Partner
Membership No. 023412

Place: Hyderabad
Date : 29-05-2018

For and on behalf of the Board
For Cybermate Infotek Limited


P.C. Pantulu
Managing Director
DIN 01583136


P. Chandra Sekhar
Director
DIN 01647212


K.S. Shiva Kumar
Director
DIN 02103299


K. Venkata Lakshmi
Company Secretary
M.No A 21091

Cash Flow Statement for the year ended 31st March 2018

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
A. CASH FLOW FROM OPERATING ACTIVITIES:			
Profit before taxation	3,10,77,154	2,38,94,111	(66,80,70,026)
Adjustments for :-			
Depreciation	77,18,329	2,10,11,784	3,10,85,247
Interest Expense	-	-	1,41,80,959
Amortisation of Product Development Cost	-	-	1,13,11,572
Diminution in value of investment	-	-	38,16,91,600
Impairment of Intangible Asset	-	-	21,53,51,093
Interest Income	-	-	-
Dividend Income	(591)	(943)	(1,269)
Bad Debts Written Off	-	-	10,65,78,562
Operating Profit before working capital changes	3,87,94,893	4,49,04,953	9,21,27,738
(Increase) / Decrease in Inventory	-	-	-
(Increase) / Decrease in Trade Receivables	8,44,45,409	(16,67,62,457)	(11,29,37,486)
(Increase) / Decrease in Short Term Loans & Advances	(97,61,606)	(1,29,75,478)	1,06,63,102
Increase / (Decrease) in Trade Payables	(8,01,94,155)	7,81,02,205	8,03,386
Increase / (Decrease) in Other Current Liabilities	(5,30,82,883)	3,43,77,279	2,48,10,463
Increase / (Decrease) in Short Term Provisions	(56,98,093)	56,98,093	-
Cash generated from Operations	(2,54,96,436)	(6,15,60,358)	1,54,67,203
Taxes Paid	8,26,358	(56,98,092)	-
Net Cash Generated from Operating activities (A)	(2,46,70,078)	(6,72,58,450)	1,54,67,203
B. CASH FLOW FROM INVESTING ACTIVITIES :			
Purchase of tangible assets/intangible assets (net) including transfer from CWIP	(7,48,074)	(6,63,750)	(16,000)
Sale of Fixed Assets	-	-	-
Decrease in Capital Work In Progress	-	-	-
Interest Income	-	-	-
Dividend Income	591	943	1,269
(Increase) in Current Investments	1,00,000	-	-
(Decrease) in Non Current Investments	-	-	-
(Decrease) in Other Non Current Asset	-	-	-
Net Cash Flow from Investing Activities (B)	(6,47,483)	(6,62,808)	(14,731)
C. CASH FLOW FROM FINANCING ACTIVITIES :			
Issue of Share Capital	3,92,70,000	-	-
Repayment of Long Term Loans	-	-	-
Increase in Short Term Borrowings	(5,45,413)	2,27,70,570	41,042
Interest Paid	-	-	(1,41,80,959)
Net Cash from Financing Activities (C)	3,87,24,587	2,27,70,570	(1,41,39,917)
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	1,34,07,027	(2,45,735)	13,12,556
Cash & Cash Equivalents at the beginning of the year	13,28,144	15,73,879	2,61,321
Cash & Cash Equivalents at the end of the year	1,47,35,171	13,28,144	15,73,877

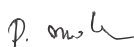
Notes

1. The above Cash Flow Statement has been prepared under indirect method as set out in Indian Accounting Standard (Ind As) 7 on Statement of Cash Flows

2. Cash and Cash Equivalents Comprise

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)
Cash on hand	1,638	31,854
Balances with Banks on Current and Deposit Accounts	1,47,33,534	12,96,290
Total	1,47,35,171	13,28,144

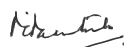
For. P.Murali & Co.,
Firm Regn. No. 007257S
Chartered Accountants



P. Murali Mohana Rao
Partner
Membership No. 023412

Place: Hyderabad
Date : 29-05-2018

For and on behalf of the Board
For Cybermate Infotek Limited



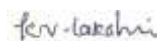
P.C Pantulu
Managing Director
DIN 01583136



P. Chandra Sekhar
Director
DIN 01647212



K.S. Shiva Kumar
Director
DIN 02103299



K. Venkata Lakshmi
Company Secretary
M.No A 21091

Note 1: Significant Accounting Policies

1. Corporate Information

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, analytics, social media, mobile applications, cloud based solutions and outsourced business processes etc. Cybermate has over the years 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.

2. Summary of Significant Accounting Policies

a. Compliance with Ind AS

The Company has adopted Indian Accounting Standards (the "Ind AS") prescribed under Section-133 of the Companies Act, 2013 (the "Act"), read with the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standard) (Amendment) Rules, 2016, with effect from 1st April 2017 with 1st April, 2016 as the date of transition. Accordingly, the Financial Statements have been prepared in accordance with the said Ind AS & Rules and other recognised accounting practices & policies to the extent applicable. For all periods up to and including the year ended 31st March, 2017, the Company had prepared its Financial Statements in accordance with accounting standards as prescribed under Section 133 of the Companies Act, 2013 (the "Act") read with Rule-7 of the Companies (Accounts) Rules, 2014 (referred to as "Indian GAAP"). The Company has consistently applied the accounting policies used in the preparation of its opening Ind AS Balance Sheet at April, 2016 throughout all periods presented, as if

these policies had always been in effect and are covered by Ind AS 101 "First-time adoption of Indian Accounting Standards". The transition was carried out from accounting principles generally accepted in India ("Indian GAAP") which is considered as the previous GAAP as defined in Ind AS 101. The reconciliation of effects of the transition from Indian GAAP on the equity as at April 1, 2016 and March 31, 2017 and on the net profit and material adjustments to cash flows for the year ended March 31, 2017 is disclosed in the Financial Statements.

The Standalone Financial Statements provide comparative information in respect of previous year. In addition, the Company presents Balance Sheet as at the beginning of previous year, which is the transition date to Ind AS.

The preparation of Financial Statements in conformity with Indian Accounting Standards (Ind AS) requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures at the date of the Financial Statements. The judgements, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision effects only that period or in the period of the revision and future periods if the revision affects both current and future years and if material, their effects are disclosed in the notes to the Financial Statements. Actual results could vary from these estimates (Refer Note No.3 on critical accounting estimates, assumptions and judgements).

b. Basis of Preparation of Financial Statements:

(i) Historical cost convention

These Financial Statements have been prepared under the historical cost convention on the actual basis.

The Financial Statements are presented in Indian Rupees (*) which is the Company's functional and presentation currency and all amounts are rounded to the nearest rupee except as otherwise stated.

(ii) Current versus Non-Current Classification:

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the schedule III to the Companies Act 2013. Based on the nature of products and services and their realisation in cash and cash equivalents the Company has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities.

c. Principles of Consolidation

The Consolidated Financial Statements of Cybermate Infotek Limited and its overseas subsidiaries viz Cybermate infotek Limited Inc and Cybermate International, Unipessoal LDA are prepared in accordance with the generally accepted accounting principles as applicable in India and the Indian Accounting Standard (Ind AS) 110 on Consolidated Financial Statements.

The Consolidated financial statements are prepared using uniform accounting policies for similar transactions to the extent in similar circumstances.

The Company consolidates financial statements of all entities which are controlled by it.

The financial statements of the Company and its subsidiaries are consolidated on a line by line basis by adding together like items of assets and liabilities, income and expenses. Intragroup balances and intra group transactions and resulting unrealised profit s have been eliminated.

List of overseas subsidiaries considered in consolidated financial statements.

Name of the Subsidiary	Country of Incorporation	Extent of holding as on	
		31.03.18	31.03.17
Cybermate Infotek Limited Inc	USA	100%	100%
Cybermate International, Unipessoal, LDA	Portugal	100%	NA

d. Property, Plant & Equipment:

(i) Recognition and measurement

Property, Plant & Equipment are stated at cost less accumulated depreciation and impairment losses, if any.

Costs include costs of acquisitions or constructions including incidental expenses thereto, borrowing costs and other attributable costs of bringing the asset to its working condition for its intended use and are net of available duty/tax credits.

Subsequent expenditure relating to Property, Plant & Equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in Statement of Profit & Loss as incurred.

Gains or losses arising from discard/sale of Property, Plant & Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of Profit & Loss when the asset is discarded/sold.

(ii) Transition to Ind AS

On transition to Ind AS, the Company has decided to continue with the carrying value of property, plant & equipment recognised as at April 1, 2016 as per the previous GAAP and adopted that carrying value as the deemed cost of property, plant & equipment.

The residual value, useful lives and methods of depreciation of Property, Plant & Equipment are reviewed as per Schedule II of Companies Act, 2013 at each Financial Year end and adjusted prospectively.

(iii) Depreciation

The Company depreciates property plant and equipment on straight-line-method (SLM) as per the useful life of assets, as estimated by the management/independent professional, which are generally in line with Schedule-II to the Companies Act, 2013.

e. Intangible Assets:**(i) Recognition and Measurement**

Intangible assets acquired separately are measured on initial recognition at cost.

Subsequent to initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. In case of internally generated intangible asset arising from development activity is recognised at cost only if it is probable that the asset would generate future economic benefit and the expenditure attributable to said assets during its development can be measured reliably. Capital expenditure on purchase and development of identifiable on monetary assets without physical substance is recognised as Intangible Assets when:

It is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the cost of the asset can be measure reliably.

(ii) Transition to Ind AS

On transition to Ind AS, the Company has decided to continue with the carrying value of intangible assets recognised as at April 1, 2016 as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

(iii) Depreciation

The Company Amortises/Depreciates Intangible Assets on the basis of estimated useful lives of Intangible assets are as follows:

Software acquired

Particulars	Useful life
Software License	2 years

Software internally developed

Particulars	Useful life
Product/Platform	4 years

f. Impairment:

The carrying amount of Property, Plant & Equipment, Intangible Assets and Investment Property are reviewed at each Balance Sheet date to assets impairment, if any based on internal/external factors. An asset is treated as impaired when the carrying cost of asset or exceeds its recoverable value being higher of value in use and net selling price. An impairment loss is recognised as an expense in the Statement of Profit & Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed, if there has been an improvement in recoverable amount.

g. Foreign Currency Transactions:**(i) Functional and Presentation currency:**

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ("functional Currency"). The financial Statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.

(ii) Transactions and Balances:

Transactions in foreign currencies are translated in to functional currency of the Company at rates prevailing at the date of the transaction. Foreign exchange gain or losses resulting from the

settlement of such transactions and from translation of monetary assets and liabilities denominated in foreign currencies at the year-end exchange rates are generally recognised in Profit & Loss and reported with in Foreign exchange gain/(losses), except when deferred in other comprehensive income as qualifying cashflow hedges.

Non-monetary items that are measured in times of historical cost in a foreign currency are translated using the exchange rates at the dates of the transaction. Non-monetary items (other than investment in shares of Subsidiaries, Joint Ventures and Associates) carried at Fair Value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the Fair Value was determined. Exchange component of the gain or loss arising on fair valuation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to such exchange difference.

h. Revenue Recognition:

The Company derives revenue primarily from software development, maintenance of software/hardware and allied services, sale of software licenses.

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of trade allowances, rebates, discounts and value added taxes.

The Company recognised revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below.

The Company estimates its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(i) Time and Material Contracts

Revenues and costs relating to time and materials contracts are recognized as the related services are rendered.

(ii) Fixed-price contracts:

Revenues from fixed-price contracts, including IT Infrastructure development and integration contracts are recognized using the "percentage of completion" method. Percentage of completion is determined based on efforts or costs incurred to date as a percentage of total estimated efforts or costs required to complete the project. The efforts or cost expended are used to measure progress towards completion as there is a direct relationship between input and productivity. If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable.

When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of income in the period in which such losses become probable based on the current contract estimates.

Advance payments received from customers for which no services have been rendered are presented as 'Advance from customers'.

(iii) Services contracts:

Revenue from maintenance contracts is recognized ratably over the period of the contract using the percentage of completion method. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognized on a straight-line basis over the specified period unless some other method better represents the stage of completion. In certain

projects, a fixed quantum of service or output units is agreed at a fixed price for a fixed term. In such contracts, revenue is recognized with respect to the actual output achieved till date as a percentage of total contractual output. Any residual service unutilized by the customer is recognized as revenue on completion of the term.

(iv) Sale of licenses:

Revenue from sale of licenses and support are recognized when the significant risks and rewards of ownership have been transferred to the buyer, continuing managerial involvement usually associated with ownership and effective control have ceased, the amount of revenue can be measured reliably, it is probable that economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

(v) Other Income

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 carrying amount of the investment.

Dividend income is recognized when the Company's right to receive dividend is established

Interest income on time deposits is recognized using time proportion basis taking into account the amount outstanding and applicable interest rates.

I. Income Tax:

Income Tax comprises current and deferred tax.

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws, prevailing in the respective tax, jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

The Company offsets current tax assets and current tax liabilities, where it has legally enforceable right to set off the recognised amounts and where it intends to settle on net basis, or to realise the asset and liability simultaneously.

Deferred tax is provided on temporary difference arising between the tax bases of assets & liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax is measured using the tax rate that are expected to apply in the year when the asset is realized or the liability is settled based on the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized directly in equity/other comprehensive income (OCI) is recognised in equity/ other comprehensive income (OCI) and not in the statement of Profit & Loss. Deferred tax asset is recognised to the extent that it is probable that sufficient future taxable profit will be available against which the deductible temporary differences and the carry forward unused tax credits and unused tax losses can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

j. Provisions, Contingent Liabilities, Commitments and Contingent

Assets:

Provisions are recognised for present obligations of uncertain timing or amount arising as a result of a past event where a reliable estimate can be made, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Where it is not probable that an outflow of resources embodying economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability and commitments, unless the probability of outflow of resources embodying economic benefits is remote. Contingent assets are not recognised but disclosed in the Financial Statements when an inflow of economic benefits is probable.

k. Earnings per Share:

Basic earnings per share is computed using the net profit/(loss) for the year (without taking impact of OCI) attributable to the equity shareholders and weighted average number of shares outstanding during the year. The weighted average numbers of shares also include fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures or any other instrument, from the date consideration is received (generally the date of their issue) of such instruments. The diluted EPS is calculated on the same basis as basic EPS after adjusting for the effect of potential dilutive equity shares unless impact is anti-dilutive.

l. Segment Reporting:

In accordance with the requirement of AS-17 on Segment reporting, the Company has determined its business segment as Computer Programming Consultancy and related 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 statement of the Company for the year ended 31st March 2018.

There are no secondary reportable segments (Geographical Segments).

m. Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Initial Recognition:

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognised at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or release of financial assets and financial liabilities respectively, which are not at fair value through profit or loss are added to the fair value of underlying financial assets and liabilities on initial recognition. Trade receivables and trade payables that do not contain a significant financing component are initially measured at their transaction price.

(ii) Subsequent Measurement:

(a) Non-derivative financial instruments - Financial assets carried at amortised cost.

A financial asset is subsequently measured at amortised cost which is held with objective to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Financial asset at fair value through other comprehensive income:

A financial asset is subsequently measured at fair value through other comprehensive income which is held with objective to achieve both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an election for its investments which are classified as

equity instruments (other than investment in shares of Subsidiaries, Joint Ventures and Associates) to present the subsequent changes in fair value through profit and loss account.

(iv) Financial assets at fair value through profit or loss:

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss. The Company has elected to measure its investments, which are classified as equity instruments (other than investment in shares of Subsidiaries, Joint Ventures and Associates) at fair value through profit and loss account.

(v) Financial Liabilities:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. Financial liabilities at fair value through profit and loss includes financial liability held for trading and financial liability designated upon initial recognition as at fair value through profit and loss.

n. Investment in Subsidiaries, Associates and Joint Ventures:

Investment in equity shares of subsidiaries, associates and joint ventures is carried at cost in the standalone financial statements.

o. Earnings per share:

The basic earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.

p. Employee Benefits:

Contributions to Provident and Employee State Insurance etc 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 fund administered by LIC.

3. Critical Accounting – Estimates, Assumptions and Judgements:

(i) Property, Plant & Equipment:

External advisor and/or internal technical team assesses the remaining useful life and residual value of property, plant & equipment. Management believes that the assigned useful lives and residual values are reasonable.

(ii) Intangibles:

Internal technical and user team assess the remaining useful lives of intangible assets. Management believes that assigned useful lives are reasonable. All intangibles are carried at net book value on transition.

(iii) Other Estimates:

The Company estimates the un-collectability of accounts receivables by analysing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required. Similarly, the Company provides for inventory obsolescence, excess inventory and inventories with carrying values in excess of net realizable value based on assessment of the future demand, market conditions and specific inventory management initiatives. In all cases, inventory is carried at the lower of historical cost and net realisable value.

Note 2 : Property, Plant & Equipment

The changes in the carrying value of Property, Plant and Equipment for the year ended March 31,2018

in ₹

Particulars	Buildings	Electrical Equipment	Office Equipment	Computer Equipment	Furniture and Fixtures	Total
Gross Carrying Value as of 01-04-2017	2,41,31,497	56,45,629	18,86,453	1,40,00,458	1,21,05,757	5,77,69,794
Additions		1,84,382		2,01,686	3,62,006	7,48,074
Deductions						-
Gross Carrying Value as of 31-03-2018	2,41,31,497	58,30,011	18,86,453	1,42,02,144	1,24,67,763	5,85,17,868
Additions						-
Deductions						-
Accumulated depreciation as of 01-04-2017	80,09,925	52,23,238	17,77,014	1,33,91,773	94,96,988	3,78,98,938
Depreciation	3,77,430	2,81,860	-	49,721	2,65,074	9,74,085
Accumulated depreciation on deletions						-
Accumulated depreciation as of 31-03-2018	83,87,355	55,05,098	17,77,014	1,34,41,494	97,62,062	3,88,73,023
Carrying Value as of 31-03-2018	1,57,44,142	3,24,913	1,09,439	7,60,650	27,05,701	1,96,44,845
Carrying Value as of 01-04-2017	1,61,21,572	4,22,391	1,09,439	6,08,685	26,08,769	1,98,70,856

The changes in the carrying value of Property, Plant and Equipment for the year ended March 31,2017

in ₹

Particulars	Buildings	Electrical Equipment	Office Equipment	Computer Equipment	Furniture and Fixtures	Total
Gross Carrying Value as of 01-04-2016	2,41,31,497	56,45,629	18,86,453	1,40,00,458	1,14,42,007	5,71,06,044
Additions	-	-	-	-	6,63,750	6,63,750
Deductions	-	-	-	-	-	-
Gross Carrying Value as of 31-03-2017	2,41,31,497	56,45,629	18,86,453	1,40,00,458	1,21,05,757	5,77,69,794
Additions						
Deductions						
Accumulated depreciation as of 01-04-2016	76,32,499	47,75,129	17,77,014	1,03,75,420	92,57,828	3,38,17,890
Depreciation	3,77,426	4,48,109	-	30,16,353	2,39,160	40,81,048
Accumulated depreciation on deletions						
Accumulated depreciation as of 31-03-2017	80,09,925	52,23,238	17,77,014	1,33,91,773	94,96,988	3,78,98,938
Carrying Value as of 31-03-2017	1,61,21,572	4,22,391	1,09,439	6,08,685	26,08,769	1,98,70,856
Carrying Value as of 01-04-2016	1,64,98,998	8,70,500	1,09,439	36,25,038	21,84,179	2,32,88,154

Note 3 : Intangible Assets

The Changes in the Carrying Value of acquired intangible assets for the year ended March 31, 2018 are as follows:

Particulars	Total ()
Gross carrying value as of 01-04-2017	38,46,58,457
Additions	-
Deletions	-
Gross carrying value as of 31-03-2018	38,46,58,457
Accumulated amortisation as of 01-04-2017	37,79,14,213
Amortisation expenses	67,44,244
Deletions	-
Accumulated amortisation as of 31-03-2018	38,46,58,457
Carrying value as of 31-03-2018	-
Carrying value as of 31-03-2017	67,44,244

The Changes in the Carrying Value of acquired intangible assets for the year ended March 31, 2017 are as follows:

Particulars	Total ()
Gross carrying value as of 01-04-2016	38,46,58,457
Additions	-
Deletions	-
Gross carrying value as of 31-03-2017	38,46,58,457
Accumulated amortisation as of 01-04-2016	36,09,83,477
Amortisation expenses	1,69,30,736
Deletions	-
Accumulated amortisation as of 31-03-2017	37,79,14,213
Carrying value as of 31-03-2017	67,44,244
Carrying value as of 31-03-2016	2,36,74,980

Note 4 : Non Current Investments

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Investment in Subsidiaries			
Equity Shares			
Twin Cities Investments and Finances Ltd	-	1,00,000	1,00,000
Total Non Current Investments	-	1,00,000	1,00,000

Note 5 : Deferred Tax Asset

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Opening Deferred tax Liability	53,59,572	1,03,84,488	1,10,66,248
Add:			
Deferred Tax adjustment (Due to SLM & WDV Difference)	(70,19,586)	(50,24,916)	(6,81,760)
Deferred Tax Liability for the year (Due to Others)	-	-	-
Gross Deferred tax Liability	-	53,59,572	1,03,84,488
Opening Deferred tax Asset	-	-	-
Deferred Tax adjustment (Due to Ind AS Adjustments)	16,60,014	-	-
Gross Deferred tax Asset	-	-	-
Deferred Tax Liability/ (Asset) - Net	16,60,014	53,59,572	1,03,84,488

Note 6 : Current Investments

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Equity instruments of other Companies-Quoted			
Tech Mahindra Ltd(5 equity shares of Rs.10/-each)	3,192	5,900	5,900
HCL Infosystems Ltd (100 Equity Shares of Rs. 2/- each)	5,100	3,665	3,665
Syndicate Bank Ltd (100 Equity Shares of Rs.10/- each)	5,555	9,867	9,867
HCL Technologies Ltd 10 Equity Shares of Rs.2/- each)	9,695	6,726	6,726
APTECH LTD (25 Equity Shares of Rs.2/- each)	6,454	1,941	1,941
ITC Ltd (10 Equity Shares of Rs.1/- each)	2,559	3,028	3,028
Equity instruments of other Companies-UnQuoted	-	-	-
Total Current Investments	32,554	31,127	31,127

Note 7 : Trade Receivables

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Unsecured			
Considered good	31,43,15,138	39,87,60,547	23,19,98,090
Considered doubtful	-	-	-
Cybermate Infotek Limited Inc.USA	2,17,500	2,17,500	2,17,500
Total Trade Receivables	31,45,32,638	39,89,78,047	23,22,15,590

Note 8 : Cash & Cash Equivalents

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Balances with Banks			
In Current & Deposit accounts	1,47,33,534	12,96,290	15,48,535
Cash on hand	1,638	31,854	25,344
Total Cash & Cash Equivalents	1,47,35,171	13,28,144	15,73,879

Note 9 : Other Financial Assets

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Security Deposits	3,01,688	3,01,688	3,01,688
Rental Deposits	8,03,671	8,03,671	8,03,671
Total Other Financial Assets	11,05,359	11,05,359	11,05,359

Note 10 : Other Current Assets

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Advances Recoverable in cash or kind	1,34,30,542	41,33,452	87,58,254
Advance Taxes & Duties	2,12,97,287	2,08,32,771	32,32,491
Total Other Current Assets	3,47,27,829	2,49,66,223	1,19,90,745

Note 11 : Share Capital

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Equity Share Capital			
Authorised	85,00,00,000	85,00,00,000	85,00,00,000
C.Y 42,50,00,000 (P.Y. 42,50,00,000) shares of Re.2/- each			
Issued,Subscribed and Paid up	16,10,83,924	14,48,83,924	72,44,19,620
C.Y 8,05,41,962 (P.Y. 7,24,41,962) shares of Re.2/- each			
Total Paid up Equity Share Capital	16,10,83,924	14,48,83,924	72,44,19,620

The Company's Paid-up Capital of Rs. 16,10,83,924 (Previous Year Same)

Equity Shares of Rs.2/- each, is distributed as under

Particulars	As At 31.03.18 (₹)		As At 31.03.17 (₹)	
	Number	%	Number	%
a) Promoter & Promoter Group of which Shareholders holding more than 5% of the Paid up Capital				
1. Mr.P.C.Pantulu	1,68,15,820	20.88	93,15,820	12.86
Total	1,68,15,820	20.88	93,15,820	12.86

Note 12 : Other Equity

in ₹

Particulars	Other Equity								Total Equity attributable to equity holders of the Company
	Reserves & Surplus					Other Comprehensive Income			
	Securities Premium Reserve	Retained Earnings	General reserve	Share Warrants	Business transfer adjustment reserve	Equity Instruments through other comprehensive income	Cash Flow hedge reserve	Other items of other comprehensive income	
Balance as at 01.04.2016	8,57,10,000	-70,70,87,145	3,50,06,187	-	-	-	-	-	-58,63,70,958
Changes in equity for the year ended 31.03.2017				-	-	-	-	-	-
Increase in share capital on account of bonus issue				-	-	-	-	-	-
Transfer to general reserve				-	-	-	-	-	-
Amount Utilised for Capital Reduction	-8,57,10,000	70,02,51,883	-3,50,06,187	-	-	-	-	-	57,95,35,696
Remeasurement of the net defined benefit liability/asset, net of tax effect				-	-	-	-	-	-
Dividend(including Corporate dividend tax)				-	-	-	-	-	-
Profit for the Period		2,32,20,934		-	-	-	-	-	2,32,20,934
Balance as at 31.03.2017	-	1,63,85,672	-	-	-	-	-	-	1,63,85,672
Balance as at 01.04.2017	-	1,63,85,672	-	-	-	-	-	-	1,63,85,672
Changes in equity for the year ended 31.03.2018				-	-	-	-	-	-
Increase in share capital on account of fresh issue	1,94,40,000			-	-	-	-	-	1,94,40,000
Issue of Share Warrants				36,30,000	-	-	-	-	36,30,000
Remeasurement of the net defined benefit liability/asset, net of tax effect				-	-	-	-	-	-
Fair Valuation of investments, net of tax effect				-	-	-	-	-	-
Equity Instruments through other comprehensive income, net of tax effect				-	-	1,427	-	-	1,427.0
Reversal of Provision		8,26,358		-	-	-	-	-	8,26,358
Profit for the Period		3,80,96,740		-	-	-	-	-	3,80,96,740
Balance as at 31.03.2018	1,94,40,000	5,53,08,771	-	36,30,000	-	1,427	-	-	7,83,80,198

Note 13 : Deferred Tax Liability

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Opening Deferred tax Liability	53,59,572	1,03,84,488	1,10,66,248
Add:			
Deferred Tax adjustment (Due to SLM and WDV Difference)	(70,19,586)	(50,24,916)	(6,81,760)
Deferred Tax Liability for the year (Due to Others)	-	-	-
Gross Deferred tax Liability	-	53,59,572	1,03,84,488
Opening Deferred tax Asset	-	-	-
Deferred Tax adjustment (Due to SLM and WDV Difference)	16,60,014	-	-
Gross Deferred tax Asset	-	-	-
Deferred Tax Liability/ (Asset) - Net	16,60,014	53,59,572	1,03,84,488

Note 14 : Trade Payables

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Dues to other than Micro and small enterprises	2,52,46,303	10,54,40,458	2,73,38,253
Total Trade Payables	2,52,46,303	10,54,40,458	2,73,38,253

Note 15 : Other Financial Liabilities

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Current maturities of Long Term Borrowings	3,03,00,174	3,03,00,174	3,03,00,175
Short Term Borrowings			
From Related Parties	-	-	-
From Others	2,54,72,613	2,60,18,026	32,47,456
Total Other Financial Liability	5,57,72,788	5,63,18,200	3,35,47,631

Note 16 : Other Current Liabilities

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Interest Payable	-	-	-
Outstanding Expenses Payable	-	-	-
Audit Fee Payable	2,95,000	-	-
Directors Remuneration Payable	1,95,96,473	2,51,68,593	2,03,02,541
Other Payable	3,02,17,979	5,42,08,152	4,91,07,379
Total Other Current Liabilities	5,01,09,452	7,93,76,746	6,94,09,919

Note 17 : Provisions

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Provision for Employee Benefits	-	-	-
PF Payable	72,532	4,55,256	2,71,448
ESI Payable	8,327	-	-
PT Payable	2,19,282	2,68,932	1,86,932
Salaries Payable	73,57,500	1,07,72,069	51,58,358
Others			
Statutory Liabilities	9,70,907	2,09,47,879	24,16,945
Total Provisions	86,28,547	3,24,44,136	80,33,684

Note 18 : Income tax Liability

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)	As At 01.04.16 (₹)
Current Income Tax (Net)	72,17,197	1,29,15,290	72,17,197
Total	72,17,197	1,29,15,290	72,17,197

Note 19 : Revenue from operations

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)
Revenue from Operations	1,04,67,38,186	53,48,78,031
Total Revenue from Operations	1,04,67,38,186	53,48,78,031

Note 20 : Other Income

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)
(a) Dividend Income	591	943
(b) Net Gain on sale of Investments / Assets	-	-
(c) Other non-operating income (net of expenses directly attributed to such income)	1,06,048	630
(d) Net gain/loss on foreign currency translation and transaction (other than considered as finance cost)	-	-
Total Other Income	1,06,639	1,573

Note 21 : Employee Benefits Expenses

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)
(a) Salaries & Wages	58,13,75,203	37,43,10,940
(b) Contribution to Provident & Other Funds	3,67,458	89,379
(c) Staff Welfare Expenses	20,66,392	3,97,541
Total Employee Benefit Expenses	58,38,09,053	37,47,97,860

Note 22 : Administrative & Other Operating Expenses

Particulars	As At 31.03.18 (₹)	As At 31.03.17 (₹)
(a) Telephone, Postage and Others	3,43,484	4,77,040
(b) Business Promotion Expenses	92,429	20,69,428
(c) Conveyance	12,01,202	12,41,007
(d) Office Maintenance	79,19,276	60,76,273
(e) Printing & Stationery Expenses	5,07,261	2,32,481
(f) Security Charges	1,86,427	1,82,235
(g) Managerial Remuneration	50,40,000	50,40,000
(h) RTA & Secretarial Expenses	11,61,620	16,60,001
(i) Professional Consultancy fee	30,89,43,007	9,50,74,520
(j) Board Meeting Expenses	1,86,048	2,32,500
(k) Bank Charges	56,016	31,976
(l) Rent	20,57,384	15,22,559
(m) Legal Expenses	14,63,448	4,54,000
(n) Electricity & Water	3,87,667	4,09,411
(o) AGM Expenses	1,13,200	1,28,071
(p) Payment to Auditors:		
(i) As Auditor	2,95,000	2,50,000
(ii) For Taxation Matters	-	-
(q) Investments Written Off	1,00,000	-
(r) Recruitment Expenses	3,47,99,131	-
(s) Service Charges	5,89,20,417	-
Total Administrative & Other Expenses	42,37,73,017	11,50,81,502

23. Secured Loan from Housing Finance Company

The Company has its own commercial space which was leased out to another IT 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 Political conditions in the state, the property could not be leased out and thereby the account became irregular. The Company approached the lender to restructure the loan, but they initiated proceedings under SARFAESI Act to recover their dues. The Lender took possession of the property. The Company approached the Debts recovery tribunal. The Liability is squared off by sale of property. The Company is yet to pass necessary entries in the books of account adjusting the asset against the liability as the order copy is yet to be received from the Debts Recovery Tribunal, Hyderabad.

24. NCLT Order- Going Concern Assumption

During the year one individual and another overseas corporate had approached the National Company Law Tribunal, Hyderabad claiming amounts as financial creditors under section 7 of the Insolvency and Bankruptcy code 2016.

The Company had made submissions before the NCLT denying the allegations and dues to the petitioners. The NCLT, Hyderabad passed orders on the 26th March 2018 admitting the petition and appointed an Insolvency Resolution Professional thereby suspending the board of the Company.

The IRP took charge and made announcements in the newspapers on the 01st May 2018 inviting claims of the creditors.

The IRP also issued a notice of meeting of Committee of Creditors to be held on the 21st May 2018.

Meanwhile Mr. P. Chandra Sekhar, one of the promoters of the Company filed an appeal before the National Company Law Appellate Tribunal, New Delhi (NCLAT) seeking a stay on the IBC proceedings.

The NCLAT was not inclined to grant a stay and posted the matter for hearing on the 21st May 2018.

Aggrieved by the order of the NCLAT not inclined to grant a stay Mr. P. Chandra Sekhar, approached the Honourable Supreme Court of India seeking a stay on the IBC proceedings. The Hon'ble Supreme Court granted a stay on the 18th May 2018 on the order of the NCLT dated 26-03-2018. Thus, the board of the Company was restored. The matter is pending adjudication before the Hon'ble Supreme Court of India.

The auditors have laid emphasis on this matter in their report and the same is clarified as follows.

a. The Company is not a party to the Loan Agreement or the Settlement deed presented by the Financial Creditors before the NCLT. Hence the board is confident of coming out of this litigation.

b. Going Concern assumption is considered appropriate by the board on the basis of merits and the financial statements have been prepared by applying normal principles of recognition and measurement.

25. Contingent Liabilities

The Following are the contingent liabilities not provided for in respect of matters under dispute

Particulars	₹ in lakhs	
	2018 (₹)	2017 (₹)
Income Tax	1,090.9	1,386.6
Others	1.3	266.3
Total	1,092.3	1,652.9

26. Subsidiary Companies

(i) Cybermate Infotek Limited Inc USA

The Operations of the Company's wholly owned subsidiaries viz Cybermate Infotek Limited Inc at U.S.A have remained dormant since the year 2002.

The Company is presently evaluating the possibility of reviving the operations after fulfilling compliances and by making additional investments.

(ii) Cybermate International, Unipessoal LDA

The Company has incorporated a wholly owned subsidiary at Portugal for marketing its health care platform in Europe and African Region. The Company is yet to commence operations

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures in Form AOC - 1 is annexed to the Directors' Report as Annexure D pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014.

27. Preferential Allotment of Shares Consequent to Conversion of Share warrants of Promoters and Investors.

During the year, on the basis of the resolution approved by the shareholders at the extraordinary general meeting held on the 18th May 2017, allotted 81,00,000 equity share warrants to promoters and 33,00,000 equity share warrants to Investors at a price of Rs. 4.40 (including premium of Rs.2.40) per equity share warrant on part payment of 25 % of the amount payable.

Utilisation of Proceeds

(a) Share Warrant Application Proceeds

Particulars	Amount (₹)
Proceeds of Share Warrant Application Money	1,25,40,000
General Corporate Purpose/Working Capital Balance	1,25,40,000
	-

(b) Conversion of Share warrants of Promoters

Particulars	Amount (₹)
Proceeds of Share Warrant Application Money	2,67,30,000
General Corporate Purpose/Working Capital Balance	2,67,30,000
	-

28. Segment Reporting

In accordance with the requirement of IND AS-108 on segment reporting, the Company has determined its business segment as computer programming consultancy, and related services. There are no other primary reportable segments, and secondary reportable segments.

There are no secondary reportable segments (Geographical Segments).

29. Earnings Per Share

	2018 (₹)	2017 (₹)
Profits attributable to Equity Shareholders	3,80,96,740	2,32,20,934
Weighted Average No. Of Equity Shares outstanding during the year for computing Basic and Diluted EPS (Shares)	8,05,41,962	7,24,41,962
Basic EPS - Rs.	0.47	0.32
Diluted EPS- Rs.	0.47	0.32

30. Related Party Disclosures**I. Parties where Control Exists**

Wholly Owned Subsidiary

Cybermate Infotek Ltd Inc

Cybermate International Unipessol LDA

II. Enterprises controlled by Key Management Personnel & Relatives.

Orchasp Energy (P) Ltd.

Orchasp Securities (P) Ltd.

CIL Infoserve Ltd.

Bilwa Infrastructure Ltd (formerly Kanti Rekha Power Ltd)

III. Key Management Personnel

Mr.P.C.Pantulu	-	Managing Director.
Mr.K.S.Shiva Kumar	-	Director.
Mr.P.Chandra Sekhar	-	Director.
Mr.K.Koteswara Rao	-	Non Executive Director.
Dr.D.Jayarami Reddy	-	Independent Director.
Ms.C.kamakshi Bharathi	-	Independent Director.
Mr.B.Srinivasa Reddy	-	Independent Director.
Mr.V.S.Roop Kumar	-	Independent Director.

IV. 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.

Mr. K. Bhujanga Rao, Father in Law of Mr. P. Chandra Sekhar.

Summary of Related Party Transactions 2017-18

₹ in lakhs

Particulars	2017-18		2016-17	
	Transaction Value	Closing Balance	Transaction Value	Closing Balance
A. Rendering of Software Services				
(a) CIL Infoserve Ltd	3,635.47	209.49	1,429.45	1,429.45
(b) Orchasp Securities (P) Ltd	215.66	-	386.11	386.11
(c) Bilwa Infrastructure Ltd (Kantirekha Power Ltd)	393.33	393.33	-	-
Total	4,244.47	602.82	1,815.56	1,815.56
B. Availing Services				
(a) Orchasp Energy	372.34	-	-	-
Total	372.34	-	-	-
C. Advances taken				
Key Management Personnel				
(a) Mr.P.C.Pantulu	46.53	187.36	28.83	381.93
(b) Mr.P.Chandra Sekhar	11.19	63.65	42.39	52.46
Total	57.72	251.01	71.22	434.39
Relatives of Key Managerial Personnel				
(a) Ms.Rajeswari Pattapurathi	-	17.03	-	22.78
(b) Ms.Sirisha Kasukhela	4.00	43.48	6.68	44.63
(c) Mr. Manjush Pattapurathi	-	5.00	-	5.00
(d) Mr. Srikrishna Pattapurathi	-	5.00	-	5.00
(e) Mr. K.Bhujanga Rao	-	(9.60)	9.40	20.50
Total	4.00	60.91	16.08	97.91
Enterprises Controlled by Key Management Personnel				
(a) Kanti Rekha Power	683.56	-	-	0.18
(b) Orchasp Energy (P) Ltd	40.20	-	10.41	5.49
(c) Orchasp Securities (P) Ltd	395.93	-	18.13	(45.90)
(d) CIL Infoserve Ltd	73.13	-	-	-
Total	1,192.82	-	28.54	(40.24)
D. Advances given				
(a) CIL Infoserve Ltd	-	-	56.10	56.46
Total	-	-	56.10	56.46
E. Managerial Remuneration				
(a) Mr.K.S.Shiva Kumar	8.50	67.51	9.60	59.02
(b) Mr.P.Chandra Sekhar	9.50	73.81	10.80	66.47
(c) Mr.P.C.Pantulu	26.86	54.64	30.00	126.99
Total	44.86	195.96	50.40	252.48

Aggregated Related party Disclosures

₹ in lakhs

Nature of Transaction	Associate/ Subsidiary	Key Management Personnel	Relatives of Key Management Personnel	Enterprises controlled by relatives of Key Management	Total
Remuneration	-	50.40 (50.40)	-	-	50.40 (50.40)
Trade Payables	-	-	-	-	-
Trade Receivables	-	-	-	5457.20 (1815.56)	5457.20 (1815.56)
Advances/Loans/ICDs Received	-	57.71 (71.23)	4.00 (16.08)	119.28 (125.32)	180.99 (212.54)
Advances/Loans/ICDs Repaid	-	241.10 (25.23)	40.95 (2.36)	130.08 (82.60)	412.13 (110.19)
Balances outstanding as on 31-03-2018					
Receivable	-	-	-	602.82 (1826.12)	602.82 (1826.12)
Payable	-	251.01 (686.87)	60.90 (77.35)	NIL (5.66)	311.91 (769.88)

Previous year's figures have been grouped where ever necessary

31. Payments to Auditors

Particulars	2018 (₹)	2017 (₹)
As Auditor		
For Statutory Audit	1,50,000	1,50,000
For Tax Audit	75,000	75,000
For Limited Review	25,000	25,000
Total	2,50,000	2,50,000

32. Expenditure in Foreign Currency

₹ in lakhs

Particulars	2018 (₹)	2017 (₹)
Consultants Fee	33.70	-
Travel	1.77	-
Total	35.47	-

33. Earnings in Foreign Currency

₹ in lakhs

Particulars	2018 (₹)	2017 (₹)
Export Earnings	4,057.56	1,495.63
Total	4,057.56	1,495.63

34. Transition to Ind AS :

The Transition to Ind AS has been carried out from accounting principles generally accepted in India (Indian GAAP), which is considered the "Previous GAAP" of Ind AS 101 (First time adoption of Indian Accounting Standards).

The Preparation of these financial statements resulted in changes to the Company's accounting policies as compared to most recent annual financial statements prepared under previous GAAP. Accounting Policies have been applied consistently to the preparation of Ind AS opening statement of financial position as at April 1, 2016 ("Transition Date") for the purpose of the transition to Ind AS as required by Ind AS 101 (First time adoption of Indian Accounting Standards).

(a) Reconciliation of Balance Sheet

Particulars	Previous GAAP	Adjustments on transition to IND AS	Ind AS
I. ASSETS:			
1. Non Current Assets:			
a) Property, Plant and Equipment	1,98,70,856	-	1,98,70,856
b) Capital Work in Progress	-	-	-
c) Intangible Assets	67,44,244	-	67,44,244
d) Financial Assets			
i) Non Current Investments	1,00,000	-	1,00,000
ii) Other financial assets			
e) Deferred Tax Asset (net)	-		-
f) Other Non Current Assets			
Total Non-Current Assets	2,67,15,100		2,67,15,100
2. Current Assets:			
a) Financial Assets			
i) Investments	31,127	-	31,127
ii) Trade Receivables	39,89,78,047	-	39,89,78,047
iii) Cash and Cash Equivalents	13,28,144	-	13,28,144
iv) Loans			
v) Other Financial Assets	11,05,359	-	11,05,359
b) Other Current Assets	2,49,66,223	-	2,49,66,223
Total Current Assets	42,61,91,400	-	42,61,91,400
Total Assets	45,31,24,000	-	45,31,24,000
II. EQUITY AND LIABILITIES:			
1. Equity			
a) Equity Share Capital	14,48,83,924	-	14,48,83,924
b) Other Equity	1,63,85,672	-	1,63,85,672
Total Equity	16,12,69,596		16,12,69,596

2. Liabilities

1. Non Current Liabilities:			
a) Financial Liabilities			
b) Other Financial Liabilities			
c) Other Non Current Liabilities			
d) Deferred Tax Liabilities (Net)	53,59,572	-	53,59,572
Total Non-Current Liabilities	53,59,572		53,59,572
2. Current Liabilities:			
a) Financial Liabilities			
i) Trade Payables	10,54,40,460	-	10,54,40,460
ii) Other Financial Liabilities	5,63,18,200	-	5,63,18,200
b) Other Current Liabilities	7,93,76,746	-	7,93,76,746
c) Provisions	3,24,44,136	-	3,24,44,136
d) Income Tax Liability (Net)	1,29,15,290	-	1,29,15,290
Total Current Liabilities	28,64,94,832		28,64,94,832
Total Equity & Liabilities	45,31,24,000		45,31,24,000

(i) Property Plant & Equipment :

As per 'the deemed cost' exception given in paragraphs to IND AS (First time adoption of Indian Accounting Standards) any item of property, plant and equipment can be measured at the date of transition to IND AS at its fair value or at revalued amount. The previous GAAP revalued amount can be considered as deemed cost if the revaluation was, at the date of the revaluation, broadly comparable to either the fair value or cost or depreciated cost in accordance with IND AS.

Various items of property, plant and equipment have been valued as follows :

All the assets were considered at cost with appropriate application of depreciation in accordance with IND AS requirements retrospectively.

(ii) Non Current Investments: Non Current Investments are carried at cost.

(iii) Other Current Financial Assets: As per Indian Accounting Standard (IND AS) 109, on Financial Instruments, "the amortised cost of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured at

initial recognition minus principal repayments, plus or minus the cumulative amortization using the effective interest method of any differences between the initial amount and the maturity amount and, for financial assets, adjusted for any loss allowance.

(iv) Share Capital: IND AS 32 (Financial Instruments: Presentation) requires the issuer of a financial instrument to classify the instrument as a liability or equity on initial recognition, in accordance with substance and the definition of these terms.

The application of this principle requires certain instruments that have the form of equity to be classified as liability.

The Company does not have any such type of things.

(v) Reserves and Surplus: There is no change in reserves and surplus due to transition in IND AS. Prior period items need to be adjusted in the year in which changes take place, as per IND AS. However the same has not taken place during the year.

(vi) Deferred Tax Liability : Deferred tax is provided in full for all temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements.

(b) Reconciliation of Profit and Loss account

Particulars	Previous GAAP	Adjustments on transition to IND AS	Ind AS
REVENUE			
Revenue from Operations	53,48,78,031	-	53,48,78,031
Other Income, net	1,573	-	1,573
Total Income	53,48,79,604		53,48,79,604
EXPENSES			
Cost Of sale/ Service	94,347	-	94,347
Employees benefit Expenses	37,47,97,860	-	37,47,97,860
Consultation and Professional charges	-	-	-
Depreciation and Amortisation expenses	2,10,11,784	-	2,10,11,784
Administrative & Other Operating Expenses	11,50,81,502	-	11,50,81,502
Total Expenses	51,09,85,493	-	51,09,85,493
Profit/(Loss) before tax	2,38,94,111	-	2,38,94,111
Tax Expenses:			
Current Tax	56,98,093	-	56,98,093
Deferred Tax	-50,24,916	-	-50,24,916
Profit/(Loss) for the period	2,32,20,934	-	2,32,20,934
Other Comprehensive Income			
Items that will not be reclassified subsequently to Profit or Loss			
Remeasurement of the net defined benefit liability/asset	-	-	-
Equity instruments through other comprehensive income	-	-	-
Items that will be reclassified subsequently to Profit or Loss			
Fair Value changes on cash flow hedges, net	-	-	-
Fair Value changes on investment, net	-	-	-
Total other comprehensive income, net of Tax	-	-	-
Total Comprehensive Income for the period	2,32,20,934	-	2,32,20,934
Earnings Per Equity Share			
Equity shares of par value Rs.Each			
a) Basic(Rs.2/- Each)	0.32		0.32
b) Diluted (Rs.2/- Each)	0.32		0.32

35. Debtors, Creditors, Loans and Advances are subject to confirmation and reconciliation.

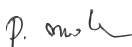
36. Previous year figures have been regrouped and rearranged wherever necessary to conform to this years' classification.

As per our report of even date

P. Murali & Co

FRN:007257S

Chartered Accountants



P. Murali Mohan Rao

Partner

Membership No 023412

Place: Hyderabad

Date: 29-05-2018

For and on behalf Board

For Cybermate Infotek Limited



P.C. Pantulu

Managing Director &CEO

DIN 01583136



P. Chandra Sekhar

Director & CFO

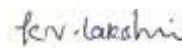
DIN 01647212



K.S. Shiva Kumar

Director & COO

DIN 02103299



K. Venkata Lakshmi

Company Secretary

M.No. A21091



We win, when you win!

An ISO 9001: 2008 Company

CYBERMATE INFOTEK LIMITED

CIN:L72200TG1994PLC017485

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

24th Annual General Meeting - 24th September, 2018

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 appoint

1. Name:..... Address:.....
Email Id..... Signature:.....or failing him
2. Name:..... Address:.....
Email Id..... Signature:.....or failing him
3. Name:..... Address:.....
Email Id..... Signature:.....or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 24th Annual General Meeting of the Company to be held on Monday, 24th September 2018 at at 10.00 am at Moksh Banquets, 221, Tivoli Road, Secunderabad. 500003 and at any adjournment thereof in respect of such resolutions indicated below

1.	Adoption of Financial Statements and Report of Board of Directors and Auditors thereon, for financial year ended March 31, 2018	Ordinary Resolution
2.	Re-appointment of M/ s P.Murali & Co, Chartered Accountants (Firm Registration No 007257S) as Statutory Auditors of the Company and to Fix their remuneration	Ordinary Resolution
3.	Re-appointment of Mr. P.C. Pantulu as Chairman and Managing Director of the Company	Special Resolution
4.	Re-appointment of Mr. K.S. Shiva Kumar as Director (Operations) and Chief Operating Officer of the Company	Special Resolution
5.	Appointment of Mr. K. Koteswara Rao as Non-Executive Director of the Company	Ordinary Resolution
6.	Re-appointment of Ms. C. Kamakshi Bharathi as Independent Director of the Company	Special Resolution
7.	To Consider and Adopt the Resolution for Raising Funds by Issue of Further Equity by way of ADR/GDR/FCCB/QIP or other convertible instrument	Special Resolution

Signed_____this_____day of_____2018

Signature of the Shareholder :

Signature of Proxy holder(s) :

Affix
Revenue
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 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.



We win, when you win!

CYBERMATE INFOTEK LIMITED

CIN:L72200TG1994PLC017485

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

24th Annual General Meeting - 24th September, 2018

**MGT-12
POLLING PAPER**

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

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

S.No	Resoluti on No	Matter of resolution	No of Shares	I assent to the resolution	I dessent to the resolution
1	1	Adoption of Financial Statements and Report of Board of Directors and Auditors thereon, for financial year ended March 31, 2018 - Ordinary Resolution			
2	2	Re-appointment of M/ s P. Murali & Co, Chartered Accountants(Firm Registration No 007257S) as Statutory Auditors of the Company and to Fix their remuneration - OrdinaryResolution			
3	3	Re-appointment of Mr. P.C. Pantulu as Chairman and Managing Director of the Company - Special Resolution			
4	4	Re-appointment of Mr. K.S. Shiva Kumar as Director (Operations)and Chief Operating Officer of the Company - Special Resolution			
5	5	Appointment of Mr. K. Koteswara Rao as Non-Executive Director of the Company - Ordinary Resolution			
6	6	Re-appointment of Ms. C. Karnakshi Bharathi as Independent Director of the - Special Resolution			
7	7	To Consider and Adopt the Resolution for Raising Funds by Issue of Further Equity by way of ADR/GDR/FCCB/QIP or other convertible instrument - Special Resolution			

Place : Hyderabad
Date : 24-09-2017

Signature of Shareholder/Proxy



CYBERMATE INFOTEK LIMITED

CIN:L72200TG1994PLC017485

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

Tel: 040 - 4776 6123/124, Fax: 040 - 4776 6143

Email id: secretarial@cybermateinfotek.com website: www.cybermateinfotek.com

24th Annual General Meeting - 24th September, 2018
Attendance Slip

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

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Number of shares held

--	--	--	--	--	--	--	--

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

I hereby record my presence at the 24th Annual General Meeting of the Company at the Moksh Banquets, 221, Tivoli Road, Secunderabad - 500 003, Telangana, India, on Monday, September 24th, 2018 at 10.00 AM 1ST.

Name of the member / proxy
(in BLOCK letters)

Signature of the member / proxy

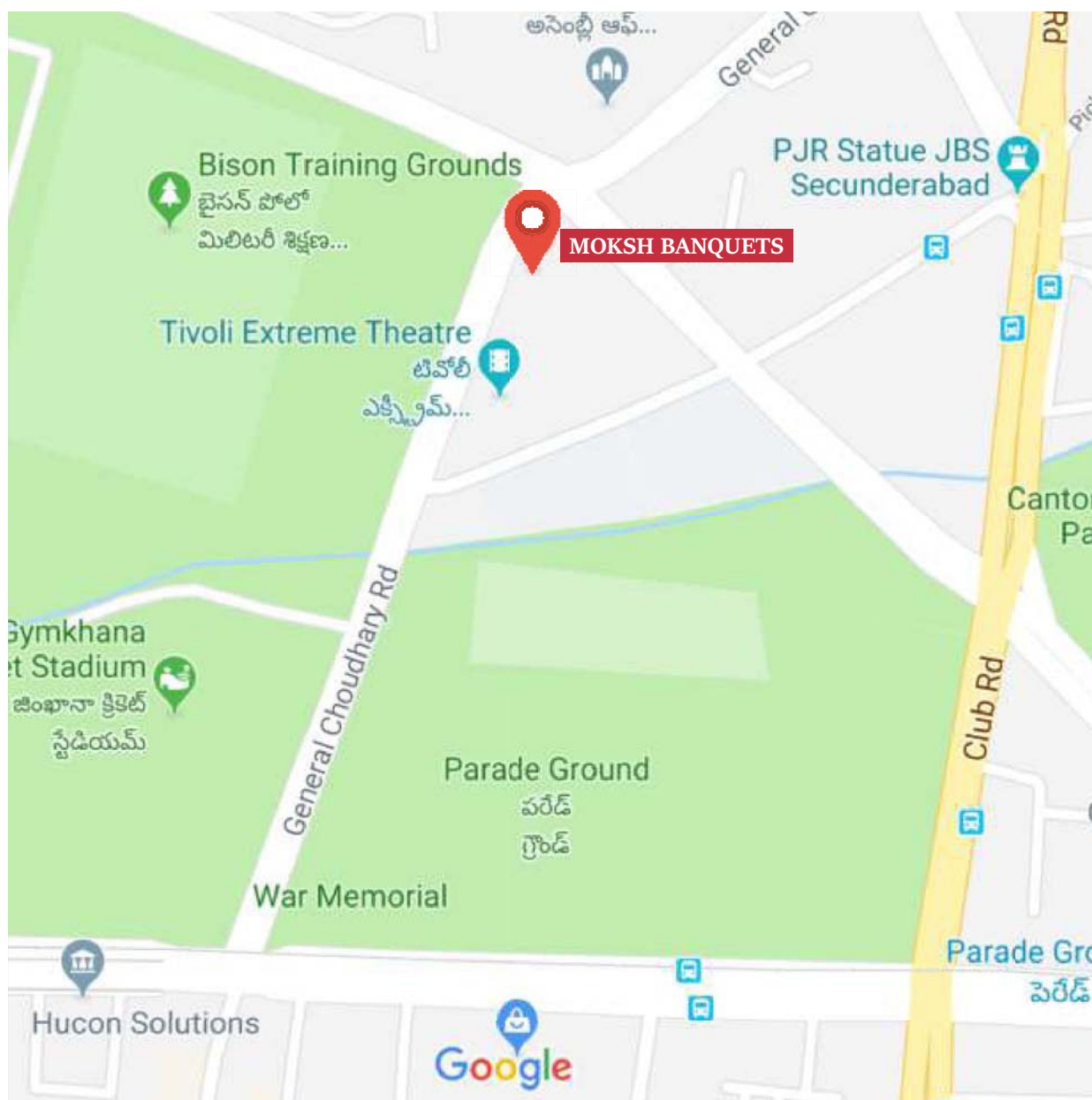
Note: Please fill in this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.



Route Map to the Venue of the 24th AGM

Moksh Banquets

221, Tivoli Road,
Secunderabad- 03
Telangana, India





NOTE



NOTE



NOTE

BOARD OF CYBERMATE INFOTEK LIMITED

Mr. P. C. Pantulu	Managing Director & CEO
Mr. K. S. Shiva Kumar	Director - Operations & COO
Mr. P. Chandra Sekhar	Director - Finance & CFO
Mr. K. Koteswara Rao	Non-Executive Director
Ms. C. Kamakshi Bharathi	Independent Director
Mr. B. Srinivasa Reddy	Independent Director
Mr. V. S. Roop Kumar	Independent Director

Company Secretary & Compliance Officer
Ms. K. Venkata Lakshmi

Annual General Meeting on 24th September 2018 at 10.00 AM

Venue	Moksh Banquets 221, Tivoli Road Secunderabad. 500003. Telangana.
Auditors	P.Murali & Co Statutory Auditor Chartered Accountants 6-3-655/2/3, Somajiguda, Hyderabad. 500 082. Telangana
Secretarial Auditor	Sidharth C A , Partner CAS & Associates, Company Secretaries 2nd Floor, Plot No 2, Surya Enclave Road, Trimulgherry, Secunderabad - 500 015.
CIN	L72200TG1994PLC017485
Registered Office	Plot No 19 & 20, Moti Valley, Trimulgherry Secunderabad. 500015. Telangana.
e-mail: Investors	secretarial@cybermateinfotek.com
e-mail: General	info@cybermateinfotek.com
website	www.cybermateinfotek.com
Listing	BSE Ltd Phiroze Jeejeebhoy Towers. Dalal Street, Fort Mumbai - 400 001
ISIN No	INE215B01022
Stock Code	532271
Registrar & Share Transfer Agent	Aarthi Consultants (P) Ltd Gagan Mahal, Street No 7, Aravindra Nagar, Domalguda, Hyderabad - 500 029. Telangana



BOOK POST




CYBERMATE
INFOTEK LIMITED
We win, when you win!

Regd. & Corp. Office: 19 & 20, Moti Valley, Trimulgherry, Secunderabad - 500 015. Telangana State, INDIA.

Phone: +91 40 47766123 / 24, Fax: +91 40 47766143

Email: info@cybermateinfotek.com Website: www.cybermateinfotek.com