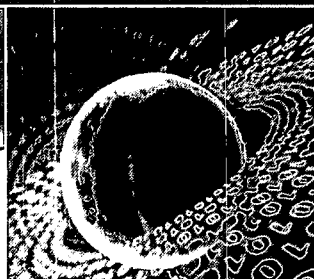
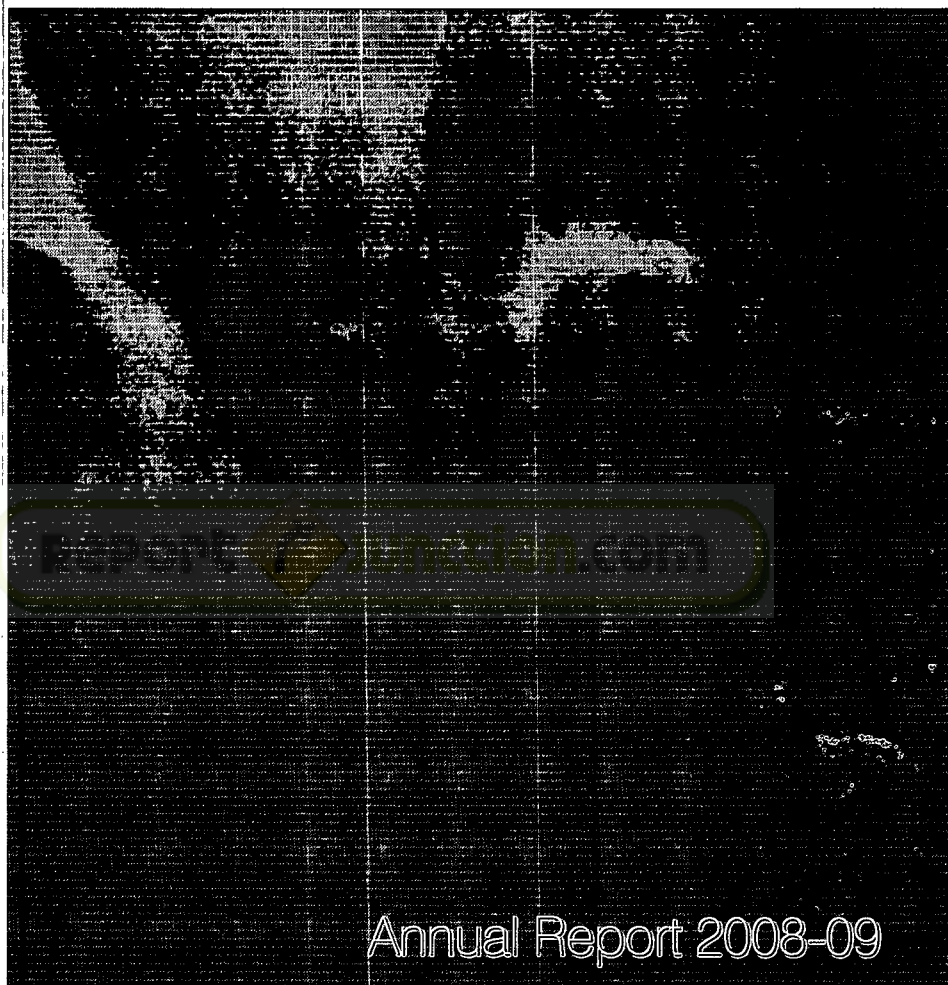




CYBERMATE INFOTEK LIMITED

We win, when you win!



BOARD OF DIRECTORS

Sri P.C.PANTULU	- Managing Director & CEO
Sri K.S.SHIVA KUMAR	- Director & COO
Sri P. CHANDRA SEK HAR	- Director-Finance
Sri K. K. RAO	- Director
Sri S SURENDRANATH	- Director
Sri K.SHANKAR	- Director
Sri K.PAWAN KUMAR	- Director
Dr.D.JAYARAMI REDDY	- Director

AUDITORS:

B. Rama Rao & Co.
Chartered Accountants
Hyderabad

BANKERS:

IDBI Bank Ltd.
ICICI Bank Ltd.

REGISTERED OFFICE & SOFTWARE DEVELOPMENT CENTRE:

#11, Sripuri Colony,
Kakaguda, Karkhana,
Secunderabad-50015
e-mail: info@cybermateinfotek.com
Url : www.cybermateinfotek.com

NOTICE

Notice is hereby given that the 15th Annual General Meeting of the shareholders of the company will be held on Tuesday the 29th September 2009 at 3.00 P.M. at Main Hall, Sundarayya Vignan Kendra, # 1-8-1/B/25/A, Baghlingampally, Hyderabad 500 044 A.P India to transact the following business:

AS ORDINARY BUSINESS:

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

"RESOLVED THAT the Audited Balance Sheet as at 31st March 2009 and the Profit and Loss Account of the Company for the year ended on that date and the report of the Directors and Auditors thereon be and are hereby considered and adopted."

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

"RESOLVED THAT Mr. K Shankar, who retires by rotation and being eligible for re-appointment, offers himself for re-appointment be and is hereby re-appointed, as a Director of the Company."

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

"RESOLVED THAT Mr. D Jayarami Reddy, who retires by rotation and being eligible for re-appointment, offers himself for re-appointment be and is hereby re-appointed, as a Director of the Company."

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

"RESOLVED THAT the retiring auditors M/s. B. RAMA RAO & Co., Chartered Accountants, Hyderabad, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be fixed in this behalf by the Board of Directors of the Company."

AS SPECIAL BUSINESS:

5. To consider and if thought fit to pass with or modifications (s) the following resolution as Special Resolution

"RESOLVED THAT in accordance with the provisions of Sections 198,269,309,310 and 311 read with Schedule XIII and other applicable provisions of the Companies Act 1956 (including any statutory modification or re-enactment thereof, for the time being in force), in super cession of any earlier resolution, the consent of the Company be and is hereby accorded for the increase in remuneration of Mr. P.C. Pantulu, as Managing Director with effect from 1st April, 2009 till 31st March, 2014 (both days inclusive) as set out hereunder".

1. Basic Rs.1,80,000/-per month (in the scale of 1,80,000-10000-220000 p.m.)
2. Commission: 2% of the net profits of the Company as per the provisions of Section 198 and 309 of the Companies Act, 1956



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3. Perquisites: (subject to the maximum of annual salary)
 - i. Housing: 40% of the salary over and above 10% payable by the managing director himself. In case the company provides accommodation the company shall recover 10% of the salary from the Managing Director.
 - ii. The expenditure incurred by the Company on gas, electricity, water and furnishing etc. shall be Valued as per the Income Tax rules, 1962. This shall however, be subject to a ceiling of 10% of his salary.
 - iii. Medical Reimbursement: Expenses incurred for the Director and family subject to a ceiling of one month's salary in year of 3 months salary in a block of 3 years
 - iv. Leave Travel Concession: For the Director and his family consisting spouse, dependent children and parents once in year incurred in accordance with the rules specified by the Company.
 - v. Club fees: Fees of Clubs subject, to a maximum of two clubs. This will not include admission and life membership.
 - vi. Personal Accident Insurance: Premium not exceeding Rs. 3000/- per annum.
 - vii. Provident Fund, super annuation Fund/ Annuity Fund: As per Company's rules.
 - viii. Gratuity: As per company's rules
 - ix. Leave:
 - a. Casual leave: As per Company Rules.
 - b. Sick Leave: As per Company Rules.
 - c. Privilege Leave: As per Company Rules.
 - x. Leave Encashment: As per Company Rules.
 - xi. Residential Telephone: Residential telephone be provided at the expense of the company. The company will pay the Telephone bill including STD and Trunk calls for the official business.
 - xii. Car: Entitled to use office car with driver for official purpose. Alternatively if he owns a car with driver he shall be entitled for reimbursement of expense of Rs. 9,000- p.m.
 - xiii. The following shall not be include in the computation of the ceiling on perquisites:
 - a. Contribution to Provident fund, Super Annuation Fund/ Annuity Fund to the extent either singly or put together are not taxable under Income Tax Act, 1961
 - b. Gratuity payable at the rate not exceeding half-month's salary for each completed year of service.

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4. Minimum Remuneration: In the event of loss or inadequacy of profits in any year during the period of his appointment, Mr.P.C. Pantulu will be paid the remuneration as above as minimum remuneration. Mr. Mr.P.C. Pantulu will not be entitled to any sitting fee for attending meetings of the Board or any committee there of.
6. To consider and if thought fit to pass with or modifications (s) the following resolution as Special Resolution
- "RESOLVED THAT in accordance with the provisions of Sections 198,269,309,310 and 311 read with Schedule XIII and other applicable provisions of the Companies Act 1956 (including any statutory modification or re-enactment thereof, for the time being in force), in super cession of any earlier resolution, the consent of the Company be and is hereby accorded for the increase in remuneration of Mr. K.S. Shiva Kumar, as Director (Operations) & Chief Operating Officer with effect from 1st April, 2009 till 31st March, 2010 (both days inclusive) as set out hereunder".
1. Basic Rs.1,10,000/-per month (in the scale of 1,10,000-5000-1,30,000 p.m.)
 2. Commission: 1% of the net profits of the Company as per the provisions of Section 198 and 309 of the Companies Act, 1956
 3. Perquisites: (subject to the maximum of annual salary)
 - i. Housing: 40% of the salary over and above 10% payable by the director himself. In case the company provides accommodation the company shall recover 10% of the salary from the Director.
 - ii. The expenditure incurred by the Company on gas, electricity, water and furnishing etc. shall be Valued as per the Income Tax rules, 1962. This shall however, be subject to a ceiling of 10% of his salary.
 - iii. Medical Reimbursement: Expenses incurred for the Director and family subject to a ceiling of one month's salary in year of 3 months salary in a block of 3 years
 - iv. Leave Travel Concession: For the Director and his family consist of spouse, dependent children and parents once in year incurred in accordance with the rules specified by the Company.
 - v. Club fees: Fees of Clubs subject, to a maximum of two clubs. This will not include admission and life membership.
 - vi. Personal Accident Insurance: Premium not exceeding Rs. 2000/- per annum.
 - vii. Provident Fund, super annuation Fund/ Annuity Fund: As per Company's rules.
 - viii. Gratuity: As per company's rules



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- ix. Leave:
 - a. Casual leave: As per Company Rules.
 - b. Sick Leave: As per Company Rules.
 - c. Privilege Leave: As per Company Rules.
- x. Leave Encashment: As per Company Rules.
- xi. Residential Telephone: Residential telephone be provided at the expense of the company. The company will pay the Telephone bill including STD and Trunk calls for the official business.
- xii. Car: Entitled to use office car with driver for official purpose. Alternatively if he owns a car with driver he shall be entitled for reimbursement of expense of Rs. 4,500/- p.m.
- xiii. The following shall not be include in the computation of the ceiling on perquisites:
 - a. Contribution to Provident fund, Super Annuation Fund/ Annuity Fund to the extent either singly or put together are not taxable under Income Tax Act, 1961
 - b. Gratuity payable at the rate not exceeding half-month's salary for each completed year of service.
4. Minimum Remuneration: In the event of loss or inadequacy of profits in any year during the period of his appointment, Mr. K.S. Shiva Kumar will be paid the remuneration as above as minimum remuneration. Mr. K.S. Shiva Kumar will not be entitled to any sitting fee for attending meetings of the Board or any committee there of.

SPECIAL BUSINESS:

7. SUB-DIVISION OF EQUITY SHARES

1. To Consider and, if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION**: -

"RESOLVED THAT pursuant to Section 94 of the Companies Act, 1956 (including any modification or re-enactment thereof) and other applicable provisions, if any, and subject to approvals, consents, permissions and sections as may be necessary from the concerned Statutory Authorities viz. Stock Exchange, CDSL, NSDL etc. the Authorized Share Capital of the Company comprising 14,50,00,000 (Fourteen Crore Fifty lacs) equity shares of the face value of Rs.10/- aggregating to Rs.145,00,00,000 (Rupees One Hundred and Forty Five Crore Only) be and is hereby sub-divided into 145,00,00,000 (One Hundred and Forty Five Crore) equity shares of the face value of Re.1/- each, with effect from the 'Record Date' to be determined by the Board of Directors."

"FURTHER RESOLVED THAT the Issued, Subscribed and fully Paid-up Equity Share Capital of the Company, comprising of 6,25,41,962 (Six Crore Twenty Five Lakh Forty One Thousand Nine Hundred and Sixty Two) equity shares of the face value of Rs.10/- each aggregating to Rs.62,54,19,620/-

(Rupees Sixty Two Crore Fifty Four Lakh , Nineteen Thousand Six Hundred and Twenty) be sub-divided into 62,54,19,620 (Sixty Two Crore Fifty Four Lakh , Nineteen Thousand Six Hundred and Twenty) equity shares of the face value of Re.1/- each, as on the 'Record Date' that may be fixed by the Board."

"FURTHER RESOLVED THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instructions and writings as may be required in the connection and to delegate all or any of the powers herein vested in them to give effect to the above."

8. AMENDMENT TO THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to Section 16 of the Companies Act, 1956, the existing Clause V of the Memorandum of Association of the Company be altered and substituted by inserting new Clause V as follows:

The Authorized Share Capital of the company is Rs. 145,00,00,000 (Rupees One Hundred and Forty Five Crore Only) divided into 145,00,00,000 (One Hundred and Forty Five Crore Only) Equity Shares of Re.1/- (Rupee One only) each.

9. AMENDMENT TO ARTICLES OF ASSOCIATION

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

"RESOLVED THAT pursuant to Section 31 of the Companies Act, 1956, the existing Clause 3 of the Articles of Association of the Company be altered and substituted by inserting new Clause 3 as follows:

The Authorized Share Capital of the company is Rs. 145,00,00,000 (Rupees One Hundred and Forty Five Crore Only) divided into 145,00,00,000 (One Hundred and Forty Five Crore Only) Equity Shares of Re.1/- (Rupee One only) each.

By order of the Board of Directors
Managing Director

Place: Hyderabad
Date 03-09-2009

**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 than 48 hours before the meeting.
2. The share transfer books and Register of Members of the Company will remain closed from 25th September 2009 to 28th September 2009 (both days inclusive).
3. Members are requested to bring their copies of the Annual Report to the meeting. Please bring the Attendance slip with you duly filled in and handover the same at the entrance of the Meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
4. Members are requested to notify immediately any change in their address to the Company in case their shares held in dematerialized form; this information should be passed so that the information required can be made readily available at the meeting.
5. 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 Share Certificates may be sent to Aarthi Consultants (p) Ltd, 1-2-285, Domalguda, Hyderabad-500029

ITEM NO.2:

Information on Director's seeking appointment / re-appointment as required under clause 49 of the listing agreement with stock exchanges.

Sri K. Shankar is **forty three (43) years old. He has done B.E.** He has over fifteen (15) years of experience in the areas of IT and ITES. Presently, he is a senior associate with Feedback Business Consulting Services Private Limited. **He** is an independent director on the Board of CIL. He joined the Board of CIL on December 28, 2005

ITEM NO.3:

Information on Director's seeking appointment / re-appointment as required under clause 49 of the listing agreement with stock exchanges.

Dr. Jayarami Reddy, aged 63 years, is an independent director on the Board. He passed his MBBS from Karnataka University, Dharwad. He is a medical Practitioner and has worked with many Hospitals Managed by various industries in India and abroad

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT [PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956]

ITEM NO. 7: Sub-division of Shares

The Equity Share of the company is listed on the Bombay Stock Exchange Limited (BSE) and the Bangalore Stock Exchange Limited (BgSE) and is

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actively traded. In order to improve the liquidity of the Equity Shares with higher floating stock in absolute numbers and to make the Equity Shares more affordable to the investors and this will facilitate the small investors to purchase the shares of the Company, the Board of Directors of the Company, as its Board meeting held on 3rd September 2009, has recommended sub-division of the face value of equity shares of the Company from Rs.10/- each into 10 (Ten) equity shares of the face value of Re.1/- each.

ITEM No.8 & 9: Amendment to the Memorandum of Association, and Articles of Association.

Consequent to the above sub-division it is necessary to alter the Capital Clause V of the Memorandum of the Association of the Company.

The Ordinary Resolution, seek to make corresponding amendments in Clause V of the Memorandum of Association of the Company to give effect to the sub-division of shares which is proposed in the Ordinary Resolution.

The Board of Directors is of the opinion that aforesaid sub-division of the face value of Equity Shares, is in the best interest of the Company and the investors and hence recommends the passing of the above resolutions.

A copy of the Memorandum and Articles of Association of the Company showing proposed alteration is available for inspection at the Registered Office of the Company from 10:30a.m.to 12:30 p.m. on any working day up to the date of the Annual General Meeting.

The Director of the Company may be deemed to be concerned or interested in the resolutions at item no.1 only to the extent of their respective shareholding, if any, in the Company to the same extent as that of every other members of the Company.



Cybermate Infotek Limited

Directors' Report

To the Members,

Your Directors have pleasure in presenting their 15th Annual Report of the business and operations of your company for the year ended March 31st 2009.

Financial Results:

	(Rs. in lakhs)	
	2008-09	2007-08
Operational Income	2092.82	2960.21
Other Income	156.22	113.55
Total Revenues	2249.04	3073.76
Profit before Depreciation,		
Interest & Tax	577.98	1604.86
Depreciation	240.40	61.21
Interest	40.81	48.76
Profit before Tax	296.77	1494.89
Provision for Tax	19.50	18.06
Profit after Tax	277.27	1476.82

Overview of Operations:

The year began with many challenges and many things changed. The financial sector suffered a meltdown, the stock markets collapsed. Liquidity became tight the world over. What started as a problem in the housing sector became a problem of the financial sector and very shortly, it hit the real world economy. Funds to the real world economy got choked and customers found their business shrinking, their supply chains and inventories mounting and their profitability disappearing and the first quarter of the last year only deepened as the year progressed. We are not yet out of these problems. By the most favorable estimates, the world economy may hit the rock bottom in another 2/3 quarters, but the recovery will take long time.

The pressure of liquidity and profitability forced customers all over, cut costs, to postpone his commitments and to ensure that they got value for their money.

In a sense last year we emerged toughened by the fire of the global economic challenges and I believe we came out as a distinctly better company at the end of the year as compared to what we were at the beginning of the year.

Global Depository Receipts (GDR's)

Your Company has been in a constant endeavour to get to the next level in its services and offerings has been facing the pressure for liquidity. The company has commenced the follow on offering of its GDR. The company has obtained in-principal approvals from the Bombay stock exchange and also the Bangalore stock exchange where the equity share of the company is listed. The company is in the process of concluding the offering to secure funds for its long term working capital requirements.

Fixed Deposits

Your company has not accepted any deposits and as such no amount of principal or interest was outstanding on the date of Balance Sheet.

Directors:

Sri K Shankar and Sri D Jayarami Reddy are to retire at the conclusion of this annual general meeting and being eligible offer them selves for reappointment. The Board of Directors recommend their appointment.

In accordance with the requirements of Clause 49 of the Listing Agreement executed with the stock exchanges as also in pursuance of section 292A of the Companies Act'1956, following steps have been taken by the Board of Directors: