



**CYBERMATE  
INFOTEK LIMITED**

**We win, when you win!**

An ISO 9001 : 2008 Company

CIN: L72200TG1994PLC017485

19 & 20, Moti Valley, Trimulgherry, Secunderabad- 500 015, TG. India

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

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

**NOTICE OF POSTAL BALLOT  
(Pursuant to Section 110 of the Companies Act, 2013)**

Dear Member,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, that the resolutions in relation to Alteration / Substitution of Memorandum of Association of the Company in line with the provisions of the Companies Act, 2013 and Alteration of Objects Clause is proposed to be passed by the Members through postal ballot / electronic voting (e-voting).

The proposed resolutions along with the explanatory statement setting out the material facts and reasons there to is appended herewith and a Postal Ballot Form (the Form) is enclosed for your consideration.

The Board of Directors of the Company (the "Board") has appointed Mr. Y. Koteswara Rao, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot process and e-voting in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Form and return the same duly completed. The duly completed Form should reach the Scrutinizer not later than 17:00 Hours (IST) on 14<sup>th</sup> July, 2017 (Friday).

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice. The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballot forms and votes cast through e-voting. The result of postal ballot (including e-voting) shall be declared on 15<sup>th</sup> July, 2017 (Saturday) and communicated to the Stock Exchange, the depositories, the Registrar and Share Transfer Agent and would also be displayed on the Company's website at [www.cybermateinfotek.com](http://www.cybermateinfotek.com).

**SPECIAL BUSINESS:**

**RESOLUTION NO.1: - ALTERATION/SUBSTITUTION OF MEMORANDUM OF ASSOCIATION:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution by means of postal ballot and e-voting:

"RESOLVED THAT pursuant to the provisions of Section 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and subject to necessary approval(s) if any, from the competent authorities, consent of the Company be and is hereby accorded to substitute the existing Memorandum of Association of the Company by a new set of Memorandum of Association."

**"RESOLVED FURTHER THAT** any one of the Directors of the Company and/or Company Secretary be and are hereby jointly or severally authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

**RESOLUTION NO- 2:- ALTERATION OF THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the Rules framed there under, consent of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Hyderabad, Telangana, to amend the heading of Clause III (A) of the Memorandum of Association by deleting the para "The objects for which the Company is established are: (A) The Main Objects to be pursued by the Company on its Incorporation are:" and "Main Objects" substituted by the following para:

III (a) The objects to be pursued by the Company on its incorporation are:-:

1. To design, develop, test, implement, evaluate, upgrade and maintain software applications and tools, build, maintain and modify mobile applications; to provide technical knowhow/ research work and analytics, cloud computing, software as a service, platform as a service and IT infrastructure as a Service.
2. To import, export, trade, or otherwise deal in third party hardware, software licences, applications, platforms, network components, devices, tools spare parts and such other related products, implement, maintain, customise and integrate own and third party software and such other related activities.
3. To setup Security Operation Centre (SOC) to provide e-mail security, Web defacement services, cyber security and surveillance services to internet based e-Commerce and m-Commerce transactions, data and network security services, to set up data centres, IT Network, manage, perform maintenance and surveillance; to provide services such as disaster recovery, data warehousing, database management, data conversion, migration, storage, analysis, backup, restoration, and such other related services.
4. To provide business process management services, like tele calling, data entry, transaction processing such as accounting, pay roll, inventory management, analysis, technical, logistic support, customer relationship management, compliances, training centres, consultancy and to provide IT Platform for e-commerce, as well as retail trade in the online or off line segments across various domains performed with information technology as an enabler and such other services.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all other steps as may be necessary to give effect to the aforesaid resolution."

**RESOLUTION NO. 3:- AMENDMENTS TO CLAUSE III (B) OF THE MEMORANDUM OF ASSOCIATION.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 4 & 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re -enactment thereof, for the time being in force), and the rules framed there under, consent of the Company be and is hereby accorded,

subject to the approval of the Registrar of Companies, Hyderabad, Telangana, to amend Clause III(B) of the objects that are incidental or ancillary to the attainment of the main objects of the Memorandum of Association of Company by deletion of Clause III (B) along with all the existing sub-clauses 1-36 and substitution with the following Clause III (b) with sub -clauses 1 - 28.

“(b) Matters which are necessary for furtherance of the objects specified in clause III(a) are:-

1. To employ or otherwise engage and obtain or secure the services of lawyers, solicitors, stock brokers, chartered accountants, company secretaries, management experts, surveyors, valuers, technicians, architects, engineers, and any such other persons, firm, associations or companies rendering technical aid and advice, granting licenses, or permission for the use of patents, trade secrets, trade mark, processes and acting as trustees for debentures holders of the company, or for subscriptions whether absolutely or conditionally or for guaranteeing payment of such debentures or other securities of this company or for services rendered with relation to the formation or promotion of the company, if any, and remunerate the same accordingly.
2. To float , promote and form subsidiary or associate company or special purpose vehicle or joint venture and assist the same or any such other body corporate firm, association, society or any other organisation for execution or undertaking works or projects of any description and in connection therewith prepare complete schemes, plans and designs on a turnkey basis.
3. To establish and maintain agencies, at any place in India or other parts of the worlds for the conduct of the business of the company or for the purchase and sale of articles or carry out such other transactions as part of the company’s business activities.
4. To lend money to such person or company on such items as may seem expedient and in particular to persons having dealing with the company and to guarantee the performance of the contracts by any such person or companies and to carry on the business of Finance, limiting to activities such as lending money or assisting clients to lend or borrow money, with or without security on such terms and condition as the company may think fit, but the company shall not do banking business as defined by the Banking Regulation Act 1949.
5. To make, undertake, or encourage, experiments, research or invention in connection with the business of the company or otherwise.
6. To let on lease any machinery, buildings and equipment or property of the company or property which will be acquired in due course whether as a whole or part by part to any person, firm or company to the best advantage of this Company and to also develop, repair, improve, extend, maintain, manage, charge, exchange, sell, assign, transfer, dispose or turn to account or otherwise deal with the part or whole or any part of the company’s property and assets.
7. To sell, exchange, lease, mortgage, charge, develop, dispose of or otherwise deal with the undertaking of the company or any part thereof upon such term and for such consideration as the Company may think fit and in particular for shares or other securities of any other company having objects, altogether or in part similar to those of this Company.
8. To purchase or by any other means, acquire, protect, apply for extension and renew whether in India or elsewhere, any patents, rights, process, trade secrets, brevets D ’inventions, licenses, protection and concession which may appear likely to be advantageous or useful to the company, to use and turn to account and manufacture or grant licenses or privileges in respect of the same and to spend money on experimenting, testing and in improving or seeking to improve any

- patents, inventions, processes, secrets and rights which the company may acquire or propose to acquire.
9. To enter into partnership or into any arrangements of sharing profits, co-operation, amalgamation, union of interest, joint venture, reciprocal concession or otherwise, with any government authority, person, firm or company carrying on or engaged or about to carry on or may seem capable of carrying on or conduct so as to directly or indirectly benefit the company (including amalgamating with any other company having objects altogether or in part similar to those of this company).
  10. To adopt such means of branding and advertising the business of the Company as may seem expedient.
  11. To act as merchant banker, registrar and transfer agents (RTA), issue managers, portfolio managers or underwriters or brokers and render services to customers which pertains to acquiring, buying, selling or holding of shares, stocks, debentures, bonds or any such other instruments or debt or capital nature issued by companies, mutual funds, trusts or other bodies.
  12. To establish and support or aid in the establishment and support of associations, institutions, funds, trust and conveniences calculated to benefit the employees including the members of the Board, Key Managerial Personnel (as defined under the Companies Act 2013), Senior management personnel of the company or such other persons nominated by the board from time to time or their dependents/legal heirs of such people and to grant pensions and allowances and to make payments towards insurance.
  13. To be interested as stakeholders by way of acquiring or otherwise and disposing off shares in other companies or firms having all or any of the objects mentioned in the Memorandum or which may be considered useful to the company and to transfer to any such company, any property of the company and to take or otherwise acquire, hold and dispose of shares, debentures and other securities, in or of any such company, and to subsidize or otherwise assist any such company.
  14. To draw, accept, make and endorse, discount or negotiate promissory notes, hundis, bills of exchange, bills of lading and other negotiable instruments connected with the business of this Company as well as to incur debts and obligations in connection with purchase or hiring of the goods, materials or machinery on credit or otherwise for conducting any business of the Company.
  15. To borrow or raise money, with interest or otherwise, either by the way of deposits or loans in accordance with the applicable provisions of relevant sections of the Companies Act 2013, including the relevant Rules and Regulations, if any, or in such manner as the Company may think fit by the issue of debentures (perpetual or otherwise) including debentures and bonds, convertible into shares, or such other suitable instruments.
  16. In accordance with the law for the time being in force to reserve or to issue as bonus shares to the members or otherwise to apply as the Company deems fit any money received by way of premium on any shares stock, mortgage, debentures stock of the Company.
  17. To invest surplus funds of the company in shares, debentures, bonds, convertible instruments and such other securities with banks, companies, institutions whether in India or abroad.
  18. To undertake, aid or promote research in economic, fiscal, commercial, financial, agricultural, medical industrial, mining, technical and scientific problems and matters.
  19. To apply for tender, purchase, or otherwise acquire, contracts, sub-contracts, and concessions, for all or any of them and to undertake, execute, carry out, dispose off or otherwise turn to

account the same and to sublet all or any contracts from time to time and conditions as may be thought expedient.

20. To make advance of such sum or sums of money upon or in respect of or for rendering of services to the Company, purchase of materials, goods, machinery, stores or any other property, articles and things required for the purpose of the Company with or without security as the Company on such terms may deem expedient from time to time.
21. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any other special Fund, whether for depreciating or for repairing, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interests of the Company.
22. The Board may from time to time, pursuant to the regulations of Companies Act, 2013 as amended from time to time, decide on the location to keep its registers, in India and abroad.
23. To amalgamate with any other company having objects altogether or in part similar to those of this company.
24. To pay all costs, charges and expenses of and incidental to promotion, formation, registration and establishment of the Company and to remunerate or make donations to (by cash or by the allotment of fully or partially paid shares or by a call or option on shares, debentures, debentures stocks or securities of this or any other company or in any other manner, whether out of the Company's capital or profit or other-wise) any person for services rendered or to be rendered, introducing any property or business to the Company or for any other reason which the Company may think proper.
25. To insure with any person or company against losses, damages, risks and liabilities of any kind, which may effect the company either wholly or partly.
26. To vest any property rights or interest acquired by or belonging to the Company, in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in the favor of the Company, subject to the provisions of the Companies Act amended from time to time.
27. To train or pay for the training in India or abroad of any of the Company's directors, employees or any candidate in the interest of or for furtherance of the Company's objects and incur any such incidental expenses in connection therewith.
28. To carry out the objects of the Company and do things in any part of the world either as principal, agent, contractor or trustee or otherwise, and either alone or in conjunction with other."

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all other steps as may be necessary to give effect to the aforesaid resolution”.

**RESOLUTION NO. 4:- DELETION OF THE OTHER “OBJECTS CLAUSE” OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

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

“RESOLVED THAT pursuant to the provisions of Sections 4 & 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re -enactment thereof, for the time being in force), and the rules framed there under, consent of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Hyderabad, Telangana, to delete/remove the Other

Objects Clause of the Memorandum of Association of the Company by completely deleting Clause III(c) Other Objects along with all its existing sub-clauses 1-4.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all other steps as may be necessary to give effect to the aforesaid resolution.”

**NOTES:**

1. An explanatory statement pursuant to Section 102 of the Act, setting out material facts and reasons for the proposed Special resolutions are appended herein below.
2. Pursuant to the provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules 2014, a company is mandatorily required to, in case of certain prescribed items of special business and has an option to in case of other items of special business, seek the approval of the shareholders to certain resolution(s) through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the resolutions contained in this Notice through Postal Ballot.
3. Mr Y Koteswara Rao, Practicing Company Secretary, (M. No: 3785, C P No: 7427) has been appointed as Scrutinizer for conducting the postal ballot process in accordance with the Act and the Rules made thereunder and in a fair and transparent manner.
4. As per section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with the Postal Ballot Form by post.
5. The Postal Ballot Notice is being sent to all the shareholders whose names appear on the Register of Members/list of Beneficial Owners as on 09<sup>th</sup> June 2017.
6. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
7. In compliance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has also extended e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Details of e-voting facility are specified under instructions to the Postal Ballot Form.
8. The shareholders who do not receive the Postal Ballot Form may apply to the Company to receive the duplicate thereof.
9. The Scrutinizer will submit his final report to the Chairman as soon as possible after the last date of receipt for postal ballot forms but not later than the close of working hours of 15<sup>th</sup> July, 2017. The results of the voting by Postal Ballot will be declared at the registered office of the Company at plot no 19 & 20, Moti Valley, Trimulgherry, Secunderabad – 500015. The results will also be posted on the website of the Company [www.cybermateinfotek.com](http://www.cybermateinfotek.com) and by way of intimation to the Stock Exchanges on which the Company is listed. The date of declaration of postal ballot results will be taken as the date of passing the resolution.
10. The Notice of Postal Ballot is placed on the website of the Company [www.cybermateinfotek.com](http://www.cybermateinfotek.com).

VOTING THROUGH ELECTRONIC MEANS

The Company has engaged Central Depository Services (India) Limited as the authorized agency to provide e-voting facility. The instructions for shareholders voting electronically are as under:

- i. The remote e-voting period begins on Thursday, the 15<sup>th</sup> June 2017 at 9.00 AM and ends on Friday the 14<sup>th</sup> July, 2017 at 05.00 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) of 9<sup>th</sup> June 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- iii. Click on Shareholders tab.
- iv. Select the “Cybermate Infotek Limited” from the drop down menu and click on submit
- v. Now Enter your User ID:

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

- vi. Next enter the verification code as displayed and click on login.
- vii. Next enter the image verification code as displayed and click on Login
- viii. If you are holding demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote on an earlier voting or any company, then your existing password is to be used.
- ix. If you are a first-time user, follow the steps given below:

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

- x. After entering these details appropriately, click on "SUBMIT" tab.
- xi. Members holding shares in physical form will then reach directly to the EVSN Selection Screen. However, members holding shares in demat form will now directly reach the 'Password Creation' menu wherein they are required to be mandatorily enter their login password in the new password field. Kindly note that this new password is to be 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 take utmost care to keep your password confidential.
- xii. For Members holding shares in Physical form the details can be used only for e-voting on Resolutions contained in this notice.
- xiii. Click on the EVSN for Cybermate Infotek Limited on which you choose to vote.
- xiv. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions Details.
- xvi. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvii. Once you "CONFIRM" your vote on the resolution you will not be allowed to modify your vote.
- xviii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xix. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xx. Note for Non-Individual Shareholders & Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates and Custodians.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e- voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by 102(1) of the Companies, Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned under Resolution no. 1 to 4 of the accompanying notice dated 29<sup>th</sup> May, 2017.

**Resolution No. 1:**

The existing Memorandum of Association (“MoA”) of the Company, based on Companies Act, 1956 (“1956 Act”) are no longer in conformity with the Companies Act, 2013 (“2013 Act”). With the enactment of 2013 Act, several clauses of MoA require alteration/deletion. Given this position, it is considered expedient to adopt the new set of Memorandum of Association (primarily based on Table A set out under Schedule I to the Act) in place of existing MoA, instead of amending it by alteration/incorporation of provisions of 2013 Act. In terms of Section 13 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Memorandum of Association. The entire set of proposed new Memorandum of Association is available in the website of the Company i.e. [www.cybermateinfotek.com](http://www.cybermateinfotek.com). Members can also obtain a copy of the same from the Company’s Registered Office.

Your Directors, therefore, recommend the resolution proposed at Item No. 1 for the approval of Shareholders by way of special resolution.

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

**Resolution No-2:**

In order to comply with the provisions in Table A of Schedule I of the Companies Act, 2013, the heading of Clause III (a) needs to be altered. The modification in the Memorandum of Association is being carried out to give effect to the above provisions of the Companies Act, 2013. To enable the Company to commence the aforesaid business, it is proposed to amend the Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of new clause under 3 (a) as stated in the Resolution in the annexed notice. Consent of the shareholders by passing a Special Resolution is required in this regard. The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company

**Resolution No. 3 :**

With the passing of Companies Act, 2013, the Company needs to amend the clause III(b) relating to Incidental or Ancillary Objects of the Company. The modification in the Memorandum of Association is being carried out to give effect to the above provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard. The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution vide which a set of new clauses numbering from 1 to 28 shall be replaced under 3(b) heading namely “Matters which are necessary for furtherance of the objects specified in clause 3(a)” in consonance with the provisions laid down under Schedule I of the Companies Act 2013.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company

**Resolution No. 4 :**

In order to comply with the provisions of Section 4(1)(c), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in the Memorandum of Association is being carried out to give effect to the above provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard. The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company

Disclosure in terms of Section 102 of the Companies Act, 2013

- i. None of the Promoters, Directors, Manager, Key Managerial Personnel of the Company, and/or their relatives, are deemed to be concerned or interested in the proposed Resolutions except to the extent of their shareholding in the Company.
- ii. All the relevant documents in respect of accompanying notice for Resolution Nos. 1 to 4 are open for inspection at the Registered Office of the Company during business normal hours on any working day, excluding Sunday.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

BY ORDER OF THE BOARD  
FOR CYBERMATE INFOTEK LIMITED



P.C.PANTULU  
MANAGING DIRECTOR  
DIN: 01583136

Date : 29<sup>th</sup> May 2017  
Place : Hyderabad.

Serial No.

POSTAL BALLOT FORM

Registered Folio No./DP ID No./Client ID No.:	Number of Shares held:
---	------------------------

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company by conveying my/our assent/dissent to the said resolution by placing a tick (✓) mark in the appropriate box below.

Item No.	Resolution Summary	No. of Shares held by me	I assent to the resolution (Please tick ✓)	I dissent to the Resolution (Please tick ✓)
1.	Alteration and substitution of Memorandum of Association			
2.	Alteration of the Main Objects Clause of The Memorandum Of Association of The Company			
3.	Amendments to Clause III (B) of the Memorandum of Association.			
4.	Deletion of the Other "Objects Clause" of the Memorandum of Association of the Company.			

Place:

Date:

.....  
Signature of the Member

Electronic voting particulars

The e-voting facility is available at the link <https://www.evotingindia.com>

E-Voting facility will be available during the following voting period:

Commencement of e-Voting June 15, 2017 at 9:00 AM IST	End of e-Voting July 14, 2017 at 5:00 PM IST
--	---

**Notes:**

1. Please read the instructions given below carefully before filling this form and for e-Voting refer to the instructions for voting through electronic means provided in the Postal Ballot notice sent herewith.
2. The last date for the receipt of Postal Ballot forms by the scrutinizer is July 14, 2017 up to 17:00 hours IST.

## Instructions:

1. A member desiring to vote by Postal Ballot may complete this postal ballot form and send it to the Scrutinizer, in the address provided for. However, envelopes containing postal ballots, if deposited in person, will also be accepted.
2. Alternatively, a member may vote through electronic mode as per the instruction for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. This form should be completed and signed by the Member. In case of Joint shareholding, this form should be completed and signed (as per the specimen signature registered with the Company) by the First named Member and in his/her absence, by the next named Member.
4. Consent may be accorded by placing a tick mark ( ) in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark ( ) in the column, 'I dissent to the resolution'.
5. The votes of a member will be considered invalid on any of the following grounds
  - a. If the Postal Ballot Form has not been signed by or on behalf of the Member;
  - b. If the Member's signature doesn't tally;
  - c. If the member has marked his/her/its vote both for 'assent' and also for 'dissent'.
  - d. If the member has made any amendment to the Resolution or imposed any condition while exercising his vote.
  - e. If the Postal Ballot form is incomplete or incorrectly filled.
  - f. If the Postal Ballot is received torn or defaced or mutilated such that it is difficult for the scrutinizer to identify either the member or the number of votes, or whether the votes for assent/dissent or if the signature could not be verified or one or more of the above grounds.
  - g. If the form other than the one issued by the Company is used.
6. Duly completed Postal Ballot form should reach the Scrutinizer on or before July 14, 2017. If any Postal Ballot form is received after this date, it will be considered that no reply from such member has been received.
7. A member may request for duplicate postal ballot form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the scrutinizer no later than the date specified in item (7) above.
8. In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Power of Attorney/attested specimen signatures etc. In case of electronic voting documents such as certified true copy of Board Resolution/Power of Attorney/attested specimen signatures should be mailed to the scrutinizer at [evoting@cybermateinfotek.com](mailto:evoting@cybermateinfotek.com) or deposited at the registered office of the Company.
9. Members are requested NOT to send any other paper along with Postal Ballot Form in the envelope to be sent to the scrutinizer and any extraneous paper found would be destroyed by the scrutinizer and the Company would not be able to act on the same.
10. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the relevant date, i.e., 09<sup>th</sup> June 2017.
12. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
13. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer and any recipient of Notice who has no voting rights should treat the Notice as an intimation only.