

18th

ANNUAL REPORT
2013-14



CYBERSCAPE
MULTIMEDIA LIMITED

BOARD OF DIRECTORS

Anand S.K.
Managing Director

M.S. Sridhar
Joint Managing Director

Milind Mehta
Director

Sukirti Sogal
Director

Prashanth Kamath
Director

Vijayakumar N.A.
Director

Auditors

Shabbir & Rita Associates
Chartered Accountants
63, Narayan Niwas,
Aarey Road, Goregaon (West)
Mumbai - 400 062.
Tel: 91-22-28739939, 28720555
Email: shabbir.rita@gmail.com

COMMITTEES OF THE BOARD

Audit Committee

Sukirti Sogal, Chairman
Milind Mehta
Prashanth Kamath

Shareholders/Investors Grievances Committee

Vijayakumar N.A., Chairman
Prashanth Kamath
Anand S.K.

Share Transfer Committee

Anand S.K.
M.S. Sridhar

Registered & Corporate Office

1456, 23rd Main, 30th Cross
Banashankari II Stage
Bangalore-560 070.
Tele/Fax: 91-80-26714446 / 26710925
Email : info@cyberscapeindia.com
Website : www.cyberscapeindia.com
CIN : L22130KA1996PLC020728

Mumbai Branch :

A-302, "A" Wing, Raj Darshan Building
Dada Patil Wadi, Opp. Platform No. 1
Thane (W)-400602
Tel.: 91-22-25450959
Fax : 91-22-25454742

Registrars & Share Transfer Agents

Integrated Enterprises (India) Ltd.,
30, Ramana Residency
4th Cross, Sampige Road
Malleswaram
Bangalore-560 003.
Tel: 91-80-23460815 - 818
Fax: 91-80-23460819
E-mail: alfint@vsnl.com

Bankers

Indian Overseas Bank
ICICI Bank Ltd.
Vijaya Bank
The CKP Co-operative Bank Ltd.

NOTICE TO SHAREHOLDERS



NOTICE is hereby given that the **18th Annual General Meeting of the shareholders of Cyberscape Multimedia Limited** will be held at **10:00 a.m. on Thursday, the 25th September 2014** at the Registered Office # 1456, 23rd Main, 30th Cross, Banashankari 2nd Stage, Bangalore-560070 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended March 31, 2014 and the Balance Sheet as at that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Milind Mehta (DIN 03154414), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Vijayakumar N.A. (DIN 03596768), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors to hold office from conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s Shabbir & Rita Associates, Chartered Accountants, Mumbai, (Registration No. 109420W) retiring auditors, are eligible for re-appointment. The declaration under Section 224(1B) of the Companies Act, 1956 has been received. In this connection, to consider, and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 139 of the Companies Act, 2013 and Rules made thereunder, M/s Shabbir & Rita Associates, Chartered Accountants, Mumbai, (Registration No. 109420W) be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting, on such remuneration as may be determined by the Board of Directors in consultation with the Auditors."

By Order of the Board

ANAND S.K.

Managing Director

Bangalore, May 26, 2014

NOTES:

1. **A member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself/herself. The proxy need not be a member of the Company. Proxies to be effective must be deposited with the Company not later than 48 hours before the commencement of the meeting.**
2. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2014 to 25th September, 2014 (both days inclusive).
3. Members holding shares in physical form are requested to intimate immediately any change in their address to the Registrar and Share Transfer Agents and the members holding shares in dematerialised form may inform the same to their respective depository participants.
4. Members desirous of getting any information in respect of accounts are requested to send their queries in writing to the Company at the Registered Office so as to reach the Company 7 days before the meeting.
5. As members are aware, equity shares of the Company are traded in electronic form for all shareholders. Members who hold equity shares in physical form may dematerialise the same. ISIN allotted to the Company for this purpose is INE519B01019 (Fully Paid-up) and INE9519B01017 (Partly Paid-up).
6. Members/Proxies are requested to bring their copy of the Annual Report and the Attendance Slip sent herewith duly filled in to the Annual General Meeting.
7. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrars and Share Transfer Agents M/s Integrated Enterprises (India) Limited, for consolidation into a single folio.
8. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or from the Company's Registered Office. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
9. Company will be disclosing to the Stock Exchange(s), as per Clause 35A of the Listing Agreement, the details of results of voting on each of the resolutions proposed in this Notice.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Integrated Enterprises (India) Limited. Members holding shares in demat form are requested to register/update their email address with their Depository Participant(s) directly. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.
11. Pursuant to General Circular No. 20/2014 dated June 17, 2014 issued by the Ministry of Corporate Affairs, Government of India, the e-voting process has not been considered as mandatory till December 31, 2014. Pursuant to Clause 35B of the Listing Agreement, we are providing facility of e-voting to all

members as per applicable regulations relating to e-voting. The business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). Mr. Krishnakant Parashar, practicing Company Secretary (CP No. 9734) has been appointed as scrutinizer in this regard. Such e-voting facility is in addition to voting that may take place at the meeting venue on September 25, 2014.

Procedure / Instructions for e-voting are as under:

- (i) The voting period begins on 18/09/2014 (from 9 a.m.) and ends on 20/09/2014 (upto 6.00 p.m.). 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 22/08/2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com (during the voting period).
- (iii) Click on "Shareholders" tab.
- (iv) Now, select "CYBERSCAPE MULTIMEDIA LIMITED" from the drop down menu and click on "SUBMIT"
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) 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>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</p> <p>* In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two</p>

DOB#	<p>characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN filed.</p> <p>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.</p>
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 number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of Cyberscape Multimedia Limited.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done

by you by clicking on "Click here to print" option on the Voting page.

(xviii) 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.

(xix) Note for Institutional Shareholders:

○ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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.

(xx) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

12. The results of the e-voting along with the scrutinizer's report shall be placed in Company's website www.cyberscapeindia.com and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to Bombay Stock Exchange where the shares of the Company are listed.

13. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative(s) to attend and vote (if casted at the AGM) on their behalf at the meeting.

14 Statement pursuant to Section 102 of the Companies Act, 2013 and brief resume of the Directors proposed to be re-appointed vide Item Nos. 2 & 3 under Ordinary Business in the Notice as required under Clause 49 of the Listing Agreement:

i. Mr. Milind Mehta (54) holds professional qualification as a Chartered Accountant since 1992 and has wide ranging experience in Corporate Finance, Accounts, Corporate Laws, Taxation, Audit, Treasury, Budgeting and MIS.

Mr. Mehta has more than 22 years of experience in the corporate sector working at different levels. He was Chief Financial Officer of a listed public limited company. Mr. Mehta was responsible for managing all the finances and monetary operations of the Company, preparation of budgets, establishing internal control procedures to safeguard the assets of the Company, financial planning, reporting, interpretation and evaluation of operating results. Presently he is practising in the field of Audit, Taxation & Corporate Laws.

He is a member of the Audit Committee.

Apart from Cyberscape Multimedia Limited he is not holding Directorship in any other company.

ii. Mr. Vijayakumar N.A. (46) holds a Diploma in Electricals and Electronics and has done an Advanced Certificate Course in Software Engineering (IBM) and has done an Entrepreneurial Development Program at IIT Chennai. He has more than 23 years of experience in the corporate sector especially in business development, Account Management, Sales and Partnership Management, creating franchise network, Sales and Product training etc. He also worked as a maintenance engineer for 3 years handling preventive maintenance of electrical and electronic components and general maintenance of machines. He has also handled market surveys, created proto-types and deployed the products in pilot sites.

He is a member of the Shareholders/Investors Grievances Committee.

Apart from Cyberscape Multimedia Limited he is not holding Directorship in any other company.

By Order of the Board

ANAND S.K.

Managing Director

Registered Office :
1456, 23rd Cross, 30th Main,
Banashankari 2nd Stage
Bangalore - 560 070.

Bangalore, May 26, 2014

To the Members,

Your Directors have pleasure in presenting the 18th Annual Report together with the audited accounts of the Company for the year ended March 31, 2014.

FINANCIAL RESULTS

(Rupees in lacs)

PARTICULARS	2013-14	2012-13
Total Income	3.27	118.72
Total Expenses including Depreciation, Financial Cost and other expenses	65.09	182.71
Profit / (Loss) before Tax	(61.82)	(63.99)
Deferred Tax	(1.77)	(2.13)
Profit / (Loss) after Tax	(60.05)	(61.86)

During the year, the Company has recorded a considerable decrease in the total income from Rs. 118.72 lacs to Rs. 3.27 lacs over the previous year. Including interest and depreciation the Company has incurred a loss of Rs. 61.82 lacs as against loss of Rs. 63.99 lacs in the previous year. Due to paucity of funds the Company could not strengthen its marketing team to push its software products in the market.

DIVIDEND

Your Directors do not recommend any dividend for the year in view of the accumulated losses in the Company.

INVESTORS RELATIONS

Integrated Enterprises (India) Ltd., a SEBI registered Transfer Agent, is the Company's Share Transfer Agent. All correspondence regarding securities and investor grievances are being attended to at the Registered Office or at the Share Transfer Agent's office located at Malleswaram, Bangalore. The Company, with an objective of friendly investor relations has set up a Shareholders'/Investors' Grievances Committee. The Committee ensures that all the queries and suggestions are properly attended to.

CORPORATE GOVERNANCE

Your Company adheres to all the mandatory recommendations of Corporate Governance Code laid down under Clause 49 of the Listing Agreement with Bombay Stock Exchange. A report on Corporate Governance is provided in this Report. The Auditors' Certificate on Corporate Governance forms part of this Annual Report.

PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public during the year under review.

PARTICULARS OF EMPLOYEES

None of the employees of the Company employed through out the year or part of the year was in receipt of remuneration in excess of limits specified in Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended.

ADDITIONAL INFORMATION

Particulars pursuant to Section 217(1)(e) of the Companies Act, 1956 and Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988.

a. Conservation of energy and technology absorption

The Company's operations are not energy intensive. However, adequate measures have been taken to reduce energy consumption by using energy efficient computers with latest technologies. An effort to conserve energy goes on a continual basis.

b. Foreign Exchange Earning and outgo

The information related to foreign exchange earnings and outgo during the year under review is given in notes on accounts.

GREEN INITIATIVES IN CORPORATE GOVERNANCE

In line with the changes in law permitting companies to send electronic copies of full Annual Report, notices, quarterly results etc., to the e-mail IDs of shareholders, the Company has arranged to send the soft copies of the documents to the e-mail IDs of shareholders available with us or the depositories. In case any of the shareholder would like to receive physical copy of the Annual Report, the same shall be forwarded on written request to the Registrars M/s Integrated Enterprises (India) Limited.

DIRECTORS

Mr. Milind Mehta and Mr. Vijayakumar N.A. retire by rotation and being eligible, offer themselves for re-appointment at the ensuing Annual General Meeting (AGM). Brief profile of the Directors is given in the notes to the Notice of the ensuing AGM.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, the Directors hereby confirm that:

- i. In the preparation of annual accounts the applicable accounting standards have 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 were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for the year under review.
- iii. The Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the annual accounts on a 'going concern' basis.

AUDITORS

M/s Shabbir & Rita Associates, Chartered Accountants, Mumbai, Statutory Auditors of the Company retire at the forthcoming AGM and have expressed their willingness to continue as Statutory Auditors for the financial year 2014-15 and accordingly a resolution proposing their appointment is being submitted to the AGM. Members are requested to re-appoint them and fix their remuneration.

STATUTORY DISCLOSURE

None of the Directors of the Company is disqualified under the provisions of Section 274(1)(g) of the Companies Act, 1956. Your Directors have made necessary disclosures as required under various provisions of the Companies Act, 1956 and Clause 49 of the Listing Agreement.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis forming part of this Annual Report is attached.

APPLICABILITY OF THE COMPANIES ACT, 1956

With reference to the Circular No. 08/2014 dated 04/04/2014 issued by Ministry of Corporate Affairs, the information given in this report are governed by the Companies Act, 1956.

ACKNOWLEDGEMENTS

The Directors place on record their gratitude for all the guidance and co-operation received from all its clients, vendors, bankers, advisors, regulatory and Government authorities.

On behalf of the Board of Directors

M.S. Sridhar
Joint Managing Director
Bangalore
May 26, 2014

Anand S.K.
Managing Director

Management's View

We had indicated clearly in our last year's review that our company's outlook was very bleak and the only possible way to avoid a complete shutdown would be for some entity to acquire the stakes from the promoters and other major stakeholders and pump in enough funds and pursue a fresh agenda and business plan for revival. The search is still on but due to the completely negative business environment which existed till the new government was sworn in, all such potential investors were shying away till the scenario was clear. Hopefully the GDP growth rate which had dipped perilously close to 4% is expected to slowly start bouncing back as a result of the new government's initiatives. While it is too early to predict when the turnaround will happen, some early green shoots can be seen and this could bring some fruition to the search. Meanwhile, we have managed to just scrape thru for another year and are still looking out for such potential white knights to rescue us. We only hope this happens before the only remaining IP assets wither away due to technological obsolescence.

The management is still trying to outsource the marketing activity of whatever few products that still remain relevant and saleable since we just cannot bear the overheads of marketing, but none of these tie-ups have so far yielded any results and as of now we are still in negative territory where our revenues do not even cover the bare minimum costs of remaining a listed entity. We are still struggling to be compliant with all listing requirements and have barely managed to do so, and going forward unless a miraculous rescue stated above happens soon, our existence as a listed, compliant and live public limited company may be in grave danger.

Depleted Strengths:

Almost all residual strength of CML left in our product IP has been eroded because of the rapidly changing IT scenario which is moving away from desktops to mobile devices and cloud based offerings:

- a. **Multilingual Software:** The **Akruti** product line has already reached its end of life and unless significant investments are made to revamp it and make it applicable to the mobile device platforms like Apple, Android and Windows 8, in its current forms it is more or less obsolete.
- b. **E-Governance and Office Administration:** **e-Karyalaya** a product for e-Administration too is virtually obsolete, because of the above stated paradigm shift and while with a well funded development program it may be still be possible to make it relevant in the changed technical landscape of cloud computing and mobile deployments, without adequate resources we are just not able to take this up.

Weaknesses:

With no aggressive attempt to counter technological obsolescence and lack of serious marketing effort, our products and services are unable to complete in the changed technological landscape and so revenues have whittled away to almost nothing. We are left with no staff to arrest the dissipation of the residual IP of our products. The IT industry being highly dynamic, competitive and obsolescent has seen the demise of once great companies like Nokia, Blackberry and Kodak. So without external support and funds to re-ignite development and marketing of our products we see a similar fate staring at us if not reversed immediately. Another handicap of having a DNA as a product company, operating in a very narrow niche of multilingual products makes us highly susceptible to free products from large entities like Microsoft and Google who have a completely different business model. Also without resources we cannot even transform ourselves to become a solution provider in the mainstream IT market where there is still opportunity and growth.

Receding Opportunities:

As stated earlier, in our niche area of multilingual software, big players like Apple, Google and Microsoft are

carving out major chunks of the market share, because instead of charging for products like us, they are bundling it for free into their operating systems or services and recover their costs by advertisements or enterprise licensing. We can only watch while the local language application market with a compounded growth of over 79% worth millions of dollars, are grabbed by these MNCs while we remain mere spectators.

Also the real shift from desktop computing to web and cloud based environment with mobile access thru devices like smart phones and tablets are causing small, medium and large enterprises to shift to virtualized cloud platforms, dumping traditional servers and datacenters. Businesses are going mobile and online at the same time with the smart phone or a tablet as the access device and the cloud platforms hosting the backend applications.

Challenges

Unable to straddle this new scenario, we remain desktop focused and are fast losing relevance. Only big players, who provide products as a pay-per-use service available online hosted on cloud platforms or as mobile apps downloadable from various App-Stores for the leading mobile operating systems like the Apple iOS and Google Android and the Microsoft Windows Mobile are thriving and without such offerings our situation looks dismal.

We need to somehow keep afloat till we are acquired by some stronger entity that can fund the move to adapt to the above mentioned paradigm of mobile computing and cloud based delivery systems. Only by moving our technologies to these platforms and also by switching to online marketing to avoid the high cost of traditional marketing can we hope to innovate out of the situation. This calls for bold investment and the right thrust only then it may still be possible to regain lost ground. Acquiring such a partner is our biggest challenge.

Financial scenario

The total income of the company has plummeted from Rs. **118.71** lakhs in 2012-2013 to Rs. **3.27** lakhs in

2013-2014 and the company has a net loss of Rs. **61.82** lakhs (after considering a depreciation of 6.31 lakhs and a diminution of investment of Rs. 42.52 lakhs) as compared to a net loss of Rs. **63.99** lakhs in the previous year. The company's bottom line is drastically sliding down due to rising costs and inadequate revenue. As indicated earlier we are finding it difficult to even meet the bare minimum compliance requirements for listed entities and are looking for external infusion by stakeholders to help the executive directors with infusion of capital and working funds to revive the company.

Human resources

The nose-diving revenues and lack of opportunities have caused exit of all our staff and made it difficult to attract even trainees. The two executive directors of the board have stopped drawing salaries since January 2013 and are still trying to salvage the situation by trying for strategic investors to revive the company. We are fortunate to have guidance, suggestions and support of our independent directors who are helping us combat the crisis with an objective and neutral perspective and our sincerest thanks to them for sticking with us in the moment of need.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward-looking' statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

Corporate Governance is about commitment to values and ethical business conduct. It is about how an organization is managed viz. its corporate and other structures, its culture, policies and the manner in which it deals with various stakeholders. Timely and accurate disclosure of information regarding the financial situation of the Company, its performance and ownership forms part of the Corporate Governance.

The Company's activities are carried out in accordance with good corporate practices and the Company is constantly striving to better them and adopt the best practices. It is firmly believed that good corporate governance practices would ensure efficient conduct of the affairs of the Company and help the Company achieve its goal of maximizing value for all its stakeholders. The Company is in compliance with the requirements of the guidelines on corporate governance stipulated under Clause 49 of the Listing Agreement with Bombay Stock Exchange Limited.

CORPORATE GOVERNANCE PHILOSOPHY

The corporate governance philosophy of the Company is driven by the following fundamental principles:

- i. Adhere to corporate governance standards beyond the letter of law.
- ii. Maintain transparency and high degree of disclosure levels.
- iii. Maintaining a clear distinction between the personal interest and corporate interest.
- iv. Transparent corporate structure driven by business needs and
- v. Ensuring compliance with applicable laws.

BOARD OF DIRECTORS

The corporate governance principles of the Company ensure that the Board remains informed, independent and involved in the company and that there are ongoing efforts towards better corporate governance to mitigate "non business" risks. The Board is fully aware of its fiduciary responsibilities and recognizes its responsibilities to stakeholders to uphold the highest standards in all matters concerning Cyberscape and has empowered responsible persons to implement its broad policies and guidelines and has set up adequate review process.

Cyberscape's commitment to ethical and lawful business conduct is a fundamental shared value of the Board of Directors, the senior management and all other

employees of the Company. Consistent with its values and beliefs, the Company has formulated a Code of Conduct applicable to the Board and senior management. Further, the Company has also adopted an insider trading code for prevention of insider trading.

- i) As on March 31, 2014, the Company has six Directors. Mr. Anand S.K. is the Managing Director and Mr. M.S. Sridhar is the Joint Managing Director of the Company. The rest of the Directors are non-executive Directors.
- ii) All major policy decisions are taken at the Board Meetings. The Board Meetings constitute a very important and significant aspect of Company's functioning. The meetings are governed by a detailed agenda. All issues included in the agenda are backed by comprehensive background information to enable the Board to take decisions. All decisions are arrived at after due deliberations by the members of the Board. The Board plans, monitors and controls the business of the Company and ensures compliance with applicable laws and regulations.
- iii) None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees across all the companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2014 have been made by the Directors.
- iv) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting and number of directorships and Committee Chairmanships/Memberships held by them in other companies is given below. Other directorships do not include alternate directorships, directorships of private limited companies, Section 25 companies and of companies incorporated outside India. Chairmanship/Membership of Board Committees include only Audit and Shareholders/Investors Grievance Committees.
- v) Four Board Meetings were held during the financial year and the time gap between any two consecutive meetings did not exceed four months. The dates on which the Board Meetings were held are as follows:

1) 28-05-2013	2) 13-08-2013
3) 13-11-2013	4) 14-02-2014

Name of the Director	Category	No. of Board Meetings attended	Whether attended last AGM	Directorships in other Public Companies	No. of Committee positions held in other public companies
1. Mr. Anand S.K.	Promoter, Executive	4	Yes	None	None
2. Mr. M.S. Sridhar	Promoter, Executive	3	Yes	None	None
3. Mr. Milind Mehta	Independent, Non-Executive	0	No	None	None
4. Mr. Sukirti Sogal	Independent, Non-Executive	4	Yes	None	None
5. Mr. Prashanth Kamath	Independent, Non-Executive	4	Yes	None	None
6. Mr. Vijayakumar N.A.	Independent, Non-Executive	3	Yes	None	None

None of the Independent Directors has any material pecuniary relationship or transactions with the Company.

COMMITTEES OF THE BOARD

The Board Committees form an integral part of the Management of the Company. The Board has constituted its committees delegating some of its powers, which would also help in specialization. Board Committees are also constituted as required under the provisions of Corporate Governance Code of the Listing Agreement.

AUDIT COMMITTEE

The role and reference of the present Audit Committee continue to cover the areas mentioned under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, besides other terms as may be referred by the Board of Directors from time to time.

The Committee consists of three members. All the members of the Audit Committee are non-executive independent directors including the Chairman. The Committee has met 4 times during the financial year.

Shareholding Pattern as at March 31, 2014

Category	No. of Holders	No. of Shares	% Shareholding
Promoters *	8	18,17,600	18.00
NRIs	23	51,101	0.51
Clearing Members	12	25,400	0.25
Bodies Corporate	101	55,57,679	55.05
Public - Individuals	3,288	26,44,120	26.19
Total	3,432	1,00,95,900 **	100.00

* Promoters include all individuals in the promoter group.

** Excluding 6600 partly paid-up shares.

The Audit Committee meetings are usually held at the Registered Office of the Company and are usually attended by the Managing Director/Joint Managing Director.

The previous Annual General Meeting of the Company was held on 30th September, 2013 and it was attended by Mr. Sukirti Sogal, Chairman of the Audit Committee.

SHAREHOLDERS / INVESTORS GRIEVANCES COMMITTEE

The Committee is formed under the Chairmanship of a non-executive Director to look into the redressing of the shareholders and investors complaints like transfer of shares, non-receipt of Annual Report, dematerialization of shares etc. As on March 31, 2014, the Committee consists of two non-executive Directors Mr. Vijayakumar N.A. (Committee Chairman) and Mr. Prashanth Kamath (Member) besides Mr. Anand S.K., Managing Director, who is also a member.

During the year the Committee met one time and all the members attended the meeting.

Summary of Share Transfers etc.

	No. of Transfer Deeds	No. of shares
Transfer Requests Received	1	400
Accepted for Transfer	1	400
Change of Address	-	-

DETAILS OF GENERAL MEETINGS

Meeting	Venue	Date	Time
15th Annual General Meeting	Suchitra Auditorium, Suchitra Film Society, 36, 9th Main Road, BSK 2nd Stage, Bangalore-560070	September 21, 2011	10:00 a.m.
16th Annual General Meeting	Suchitra Auditorium, Suchitra Film Society, 36, 9th Main Road, BSK 2nd Stage, Bangalore-560070	September 26, 2012	10:00 a.m.
17th Annual General Meeting	Registered Office # 1456, 23rd Main, 30th Cross, Banashankari 2nd Stage, Bangalore-560070	September 30, 2013	10:00 a.m.

POSTAL BALLOT

No resolution was passed during the financial year through postal ballot and at present there is no proposal to pass special resolution through postal ballot. The provisions relating to postal ballot will be complied as per the provisions of the Companies Act, 1956 as and when situation may arise.

DISCLOSURES

- i) During the year under review there were no materially significant transactions by the Company with its promoters, directors or their relatives that may have potential conflict with the interests of the Company. Transactions with related parties as per Accounting Standard-18 issued by the Institute of Chartered Accountants of India are disclosed in Item No. 24 of Notes to Financial Statements.
- ii) There were no instances of non-compliance of any matter relating to the capital market and no penalties were imposed on the Company by Stock Exchanges or Securities & Exchange Board of India or any other statutory authority on any matter relating to capital markets.
- iii) The Company has established the necessary mechanism for employees to report concerns about unethical behaviour. No person has been denied access to the Audit Committee.
- iv) The Company has complied with mandatory requirements of Clause 49 of the Listing

Agreement, the details of which are given at relevant places in this annual report.

MEANS OF COMMUNICATION

The quarterly, half-yearly and annual results of the Company are normally published in leading newspapers Business Standard (English) and Hosadigantha (Kannada). The unaudited/audited financial results in the prescribed proforma of the Stock Exchange are sent to the stock exchange immediately after the Board Meetings. The results are also displayed on the Company's website www.cyberscapeindia.com. A Management Discussion and Analysis statement is a part of Company's Annual Report.

During the year there were no official press release presentations made to institutional investors or to the analysts.

GENERAL SHAREHOLDERS' INFORMATION

18th Annual General Meeting

Date and Time : 25th September, 2014 at 10:00 a.m.

Venue: **Registered Office of the Company**

1456, 23rd Main, 30th Cross
Banashankari 2nd Stage
Bangalore-560070

Last date for lodging proxy : 10:00 a.m. on 23rd September, 2014.

FINANCIAL YEAR

The Company follows April-March financial year i.e. 1st April to 31st March.

Period of Book Closure

The Share Transfer Books and the Members' Register will be closed from 21st September 2014 to 25th September 2014 (both days inclusive).

Listing on Stock Exchange

The Company's shares are listed at

Bombay Stock Exchange Ltd (BSE)
(Stock Code 532364)
25th Floor, P.J. Towers, Dalal Street
Mumbai-400 023
Phone: 022-22721233-34 Fax: 022-22722082

REGISTRARS AND SHARE TRANSFER AGENTS AND ADDRESS FOR CORRESPONDENCE

Your Company has appointed M/s Integrated Enterprises (India) Ltd. as the Share Transfer Agents of the Company. Shareholders are requested to address the correspondence relating to Share Transfers, Transmission, Demat, Remat, Change of Address and Change of Bank Mandates etc. to

M/s INTEGRATED ENTERPRISES (INDIA) LIMITED
Unit: Cyberscape Multimedia Ltd
30, Ramana Residency, 4th Cross
Sampige Road, Malleswaram
Bangalore-560 003

Phone: 080-23460815-818
Fax: 080-23460819
Email: alfint@vsnl.com

Address for Correspondence

The Corporate Secretarial Department is located at the Company's Registered Office at

1456, 23rd Main, 30th Cross,
Banashankari 2nd Stage
Bangalore-560 070
Telephone/Fax: 080-26710925, 26714446
Email: info@cyberscapeindia.com
Website: www.cyberscapeindia.com
CIN: L22130KA1996PLC020728

SHARE TRANSFER SYSTEM

Transfer of shares in electronic form is done through the depositories with no involvement of the Company. As regards shares held in physical form, the Board has delegated powers to approve transfers, transmissions etc., to the Share Transfer Committee which meets as often as may be necessary to ensure that the transfer process is completed without any delay. Shares sent for transfer in physical form are generally registered and returned within 15 days from the date of receipt, if the documents are clear in all respects.

DEMATERIALISATION OF SHARES

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

International Securities Identification Number (ISIN)

Fully Paid-up INE519B01019
Partly Paid-up IN9519B01017

Details of the dematerialization of shares completed upto 31st March, 2014 and modes of holdings as on that date are as follows:

	Physical	Electronic NSDL	Electronic CDSL	Total
No. of Shares	1,48,300	82,95,992	16,51,608	1,00,95,900 *
No. of Shareholders	524	2,268	640	3,432
Percentage	1.47	82.17	16.36	100

* Excluding 6600 partly paid up shares

Dematerialisation of shares has now become shareholder friendly and economical. Those shareholders who wish to know more about the same may contact the Company's Registrars and Share Transfer Agents or the Corporate Secretarial Department of the Company.

DISTRIBUTION SCHEDULE (As on 31st March, 2014)

Range No. of Shares	Shareholders		Shares	
	Number	% to Total	Number	% to Total
1-500	2643	77.01	520925	5.16
501-1000	326	9.50	281402	2.79
1001-2000	175	5.10	284864	2.82
2001-3000	88	2.56	230201	2.28
3001-4000	32	0.93	114099	1.13
4001-5000	43	1.25	203464	2.02
5001-10000	46	1.34	328408	3.25
10001 and above	79	2.30	8132537	80.55
TOTAL	3432	100.00	10095900 *	100.00

* Excluding 6600 partly paid of shares

MARKET PRICE DATA (Bombay Stock Exchange Ltd)

Month	High (Rs.)	Low (Rs.)	No. of shares	No. of Trades
April 2013	0.68	0.50	2771	22
May 2013	0.52	0.34	64744	44
June 2013	0.33	0.18	3263	29
July 2013	0.22	0.14	3689	18
August 2013	0.22	0.19	4133	5
September 2013	0.24	0.18	9242	7
October 2013	0.27	0.23	65	7
November 2013	0.25	0.24	6060	5
December 2013	0.26	0.24	1728	8
January 2014	0.25	0.25	1	1
February 2014	0.30	0.26	7211	6
March 2014	0.32	0.31	305	2

Risk Management

The Company has laid down procedure to inform Board members about the risk assessment and minimization procedure. The Board periodically discusses the significant business risks identified by the management and mitigation process being taken up.

Secretarial Audit

A qualified practicing Company Secretary carried out a secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total

number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Declaration on compliance with the Code of Conduct

All the Directors and senior management personnel have as on 31st March, 2014 affirmed compliance of their respective Codes of Conduct adopted by the Company and confirmation to that effect has been given by them.

On behalf of the Board of Directors

Bangalore
May 26, 2014

Anand S.K.
Managing Director

AUDITORS' CERTIFICATE

CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To
The Members of
Cyberscape Multimedia Limited

We have examined the compliance of conditions of Corporate Governance by **Cyberscape Multimedia Limited**, for the year ended on March 31, 2014 as stipulated in the Listing Agreement of the said company with the Stock Exchanges in India.

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

In our opinion and according to the information and explanations given to us we certify that the company has complied with the requirement of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievances are pending as per the records maintained by the Shareholders/Investor Grievances Committee.

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

For **SHABBIR & RITA ASSOCIATES**
Chartered Accountants
Firm Regn. No. 109420W

Shabbir S. Bagasrawala
Partner
Membership No. 39865

Mumbai
May 26, 2014

**To the Members of
CYBERSCAPE MULTIMEDIA LIMITED****Report on the Financial Statements**

We have audited the accompanying financial statements of CYBERSCAPE MULTIMEDIA LIMITED (the "Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Profit and Loss Account, of the loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 (the "Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have 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, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **SHABBIR & RITA ASSOCIATES**
Chartered Accountants
Firm Regn. No. 109420W

Shabbir S. Bagasrawala
Partner
Membership No: 39865

Mumbai,
May 26, 2014

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date
 On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. In respect of its fixed assets:
 - (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
 - (c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed off during the year and therefore does not affect the going concern assumption.
2. In respect of its inventories:
 - (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) The company has taken unsecured loans, covered in the register maintained under section 301 of the Companies Act, 1956. Balance outstanding as on March 31, 2014 and maximum amount outstanding during the year are as follows:

Name of the Lender	Balance Outstanding as on March 31, 2014	Maximum Outstanding during the year (In ₹)
Anand S K	75,600/-	75,600/-
Sridhar Securities Pvt. Ltd.	51,000/-	1,16,000/-

 - (b) According to the information and explanations given to us and on the basis of our examination of the books of account, the rate of interest and other terms and conditions of such loans are not, prima facie, prejudicial to the interest of the Company.
 - (c) According to the information and explanations given to us the company has not granted any loans to companies and parties covered in the register maintained under section 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. In respect of the contracts or arrangements referred to in section 301 of the Companies Act, 1956:
 - a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
 - b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts/arrangements entered in the Register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rupees five lacs in respect of each party during the year have been made at prices which appear reasonable as per information available with the Company.
6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
7. As per information and explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
8. As per information and explanation given by the management,

maintenance of cost records has been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of records with a view to determine whether they are accurate or complete.

9. In respect of statutory dues:
 - (a) Based on the records produced before us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and other material statutory dues, wherever applicable except in case of cess. There are no arrears as at March 31, 2014 which were due for more than six months from the date they became payable except Rs. 6,49,019/- on account of Cess.
 - (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
10. The accumulated losses of the company exceed fifty percent of its net worth as at March 31, 2014 and it has incurred cash losses in the financial year ended on that date and in the immediately preceding financial year.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.
14. According to information and explanations given to us, the Company is not trading in Shares, Mutual funds and other Investments. Proper records and timely entries have been maintained in this regard and further investments specified are held in their own name.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
16. According to the information and explanation given to us, the company has not raised any term loan during the financial year.
17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2014, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
18. The Company has not made any preferential allotment of shares to parties and companies covered in register maintained under section 301 of the Companies Act, 1956.
19. The Company has not created securities/charges in respect of secured debentures issued.
20. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not raised any money by the way of allotment of Equity Shares, Compulsorily Convertible Preference Shares and Share warrants during the year.
21. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For **SHABBIR & RITA ASSOCIATES**
 Chartered Accountants
 Firm Regn. No. 109420W

Shabbir S. Bagasrawala
 Partner
 Membership No: 39865

Bangalore, May 26, 2014

PARTICULARS	NOTES	AS AT 31.03.2014 ₹	AS AT 31.03.2013 ₹
I. EQUITY AND LIABILITIES			
(1) SHAREHOLDERS' FUNDS			
(a) Share Capital	2	101,025,000	101,025,000
(b) Reserves & Surplus	3	(44,327,768)	(38,322,330)
(2) Non-Current Liabilities			
(a) Deferred Tax Liabilities		860,728	1,037,297
(3) Current Liabilities			
(a) Short - Term Borrowings	4	126,600	206,000
(b) Trade Payables	5	-	10,457
(c) Other Current Liabilities	6	925,347	1,421,958
TOTAL EQUITY & LIABILITIES		58,609,907	65,378,382
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	7	1,166,910	1,428,439
(ii) Intangible Assets	7	38,980,472	39,350,281
		40,147,382	40,778,721
(b) Non - Current Investments	8	-	4,252,800
(c) Long Term Loans and Advances	9	530,835	530,835
(2) Current Assets			
(a) Trade Receivables	10	17,129,933	18,262,000
(b) Cash and Bank Balances	11	614,192	1,377,783
(c) Short-Term Loans and Advances	12	187,565	176,244
TOTAL ASSETS		58,609,907	65,378,382

Significant Accounting Policies 1
Notes 1 to 27 are an integral part of the financial statements

As per our Report of even date attached

For and on behalf of

SHABBIR & RITA ASSOCIATES

 Chartered Accountants
 Firm Regn. No. 109420W

Shabbir S. Bagasrawala

 Partner
 Membership No: 39865
 Bangalore, May 26, 2014

SUKIRTI SOGAL
 Director

PRASHANTH KAMATH
 Director

VIJAYAKUMAR N.A.
 Director

ANAND S.K.
 Managing Director

M.S. SRIDHAR
 Joint Managing Director

For and on behalf of the Board

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2014


PARTICULARS	NOTES	Year Ended 31.03.2014 ₹	Year Ended 31.03.2013 ₹
INCOME			
Revenue from Operations	13	322,971	11,816,444
Other Income	14	4,074	55,697
TOTAL INCOME		327,045	11,872,141
EXPENSES			
Cost of Material Consumed	15	-	10,514,156
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	16	-	1,977,762
Employee Benefit Expenses	17	2,786	2,070,516
Financial Costs	18	17,906	17,451
Depreciation and Amortization Expenses	19	631,339	771,982
Other Expenses	20	5,857,019	2,919,857
TOTAL EXPENSES		6,509,050	18,271,725
Profit / (Loss) Before Tax		(6,182,005)	(6,399,584)
TAX EXPENSES			
Deferred Tax Assets		(176,569)	(212,946)
Profit / (Loss) for the year		(6,005,436)	(6,186,638)
EARNING PER EQUITY SHARE of Face Value of ₹ 10 each			
Basic and Diluted (in ₹)		(0.59)	(0.61)
SIGNIFICANT ACCOUNTING POLICIES	1		

Notes 1 to 27 are an integral part of the financial statements

As per our Report of even date attached
For and on behalf of
SHABBIR & RITA ASSOCIATES
Chartered Accountants
Firm Regn. No. 109420W

Shabbir S. Bagasrawala
Partner
Membership No: 39865
Bangalore, May 26, 2014

SUKIRTI SOGAL
Director

PRASHANTH KAMATH
Director

VIJAYAKUMAR N.A.
Director

ANAND S.K.
Managing Director

M.S. SRIDHAR
Joint Managing Director

	31-03-2014		31-03-2013
	Amount ₹	Amount ₹	Amount ₹
A CASH FLOW FROM OPERATING ACTIVITIES :			
Net Profit before Tax and extraordinary items		- (6,182,005)	(6,399,584)
Adjustment for :			
Depreciation	631,339	-	771,982
Interest Received	4,074	635,412	(55,697)
Operating Profit Before Working Capital Changes		- (5,546,593)	(5,683,299)
Adjustments For :			
Increase / Decrease in Trade & Other Receivables	1,132,067	-	(1,738,883)
Increase / Decrease in Inventories	-	-	2,350,591
Increase / Decrease in Loans & Advances and Other Assets	(11,321)	-	1,822,978
Increase / Decrease in Trade Payables and Other Liabilities	(507,068)	613,677	(461,909)
Cash Generated From Operations		- (4,932,916)	(3,710,521)
Income Tax Paid	-	-	(65,288)
Net Cash From Operating Activities		- (4,932,916)	(3,775,809)
B. CASH FLOW FROM INVESTING ACTIVITIES :			
Diminishing of Investment	4,252,800	-	-
Interest Received	(4,074)	4,248,726	55,697
Net Cash Used In Investing Activities		4,248,726	55,697
C. CASH FLOW FROM FINANCING ACTIVITIES :			
Proceeds from long term / short term borrowings			
Unsecured	(79,400)	(79,400)	156,000
Net Cash From Financing Activities		(79,400)	156,000
Net Increase/Decrease in Cash & Cash Equivalents		(763,591)	(3,564,112)
Cash and Cash Equivalents as at 1st April 2013 (Opening Balance)		1,377,783	4,941,896
Cash and Cash Equivalents as at 31st March 2014 (Closing Balance)		614,192	1,377,783

As per our Report of even date attached
For and on behalf of

SHABBIR & RITA ASSOCIATES

Chartered Accountants
Firm Regn. No. 109420W

Shabbir S. Bagasrawala
Partner
Membership No: 39865
Bangalore, May 26, 2014

SUKIRTI SOGAL
Director

PRASHANTH KAMATH
Director

VIJAYAKUMAR N.A.
Director

ANAND S.K.
Managing Director

M.S. SRIDHAR
Joint Managing Director

For and on behalf of the Board

1) STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES:**(a) Basis of Preparation of Financial Statements:**

The financial statements are prepared and presented under the historical cost conventions, on accrual basis of accounting to comply in all material respects, with the mandatory Accounting Standards as notified by the Companies (Accounting Standards) Rules, 2006 as amended ('the Rules') and the relevant provisions of the Companies Act, 1956 ('the Act'). The accounting policies have been consistently applied by the Company and the Accounting Policies not referred to otherwise are in conformity with Indian Generally Accepted Accounting Principles ('India GAAP').

The preparation of financial statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of financial statements. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the year in which the results are known / materialized. Wherever changes in presentation are made, comparative figures of the previous year are regrouped accordingly.

(b) Revenue Recognition:**i) Sales of Goods:**

Revenue is recognized only when the significant risks and rewards in respect of ownership of products are transferred by the company. Sales are recorded net of returns, Value Added Tax and applicable trade discount and allowances, but included Central Sales Tax.

ii) Sale of Service:

The Company recognizes revenue when the significant terms of the arrangement are enforceable, services have been delivered and the collectability is reasonably assured.

iii) Interest:

Interest income is recognized on time proportionate basis taking into account the amount outstanding and rate applicable.

(c) Fixed Assets:

i) The fixed assets are stated at cost of acquisition including incidental expenses related to acquisition of the concerned assets, less accumulated depreciation.

ii) Fixed assets are eliminated from financial statements either on disposal or when retired from active use.

(d) Depreciation:

i) Depreciation on fixed assets has been provided under Written Down Value Method at the rates prescribed under Schedule XIV to the Companies Act, 1956.

(e) Investments:

i) Investments are classified as long term or current based on the intention of the management at the time of purchase.

ii) Current Investment is valued at cost or fair value, whichever is lower.

iii) Long Term Investments are carried at carrying cost less diminution in value which is other than temporary, determined separately for each individual investment.

iv) Unquoted Investments are valued at cost.

(f) Employee Benefits:**i) Provident Fund:**

Employees receive benefits from a provident fund. The employee and employer each make monthly contributions to the plan. A portion of the contribution is made to the provident fund trust managed by the Company, while the remainder of the contribution is made to the Government's provident fund.

(f) Employee Benefits:**i) Provident Fund:**

Employees receive benefits from a provident fund. The employee and employer each make monthly contributions to the plan. A portion of the contribution is made to the provident fund trust managed by the Company, while the remainder of the contribution is made to the Government's provident fund.

ii) Gratuity:

In accordance with the Payment of Gratuity Act, 1972, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company.

(g) Inventories:

- i) Raw Materials are valued at Cost or Net Realizable value whichever is lower as per FIFO method followed.
- ii) Manufactured finished goods are valued at lower of estimated cost or net realizable value as per FIFO method followed.
- iii) Traded goods are valued at lower of cost or net realizable value as per FIFO method followed.

(h) Purchases:

- i) Purchases are recognized net of Value Added Tax.

(i) Taxes on Income:

- i) Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961, and based on expected outcome of assessment / appeals.
- ii) Deferred Tax is quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.
- iii) Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that company will pay income tax higher than that computed under MAT, during the period that MAT is permitted to be set off under the Income Tax Act, 1961 (specified period). In the year, in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in the guidance note issued by the Institute of Chartered Accountants of India (ICAI), the said asset is created by way of credit to the profit and loss account and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the company will pay income tax higher than MAT during the specified period.

(j) Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements except where virtual certainty is there.

(k) Events occurring after the date of Balance Sheet:

Material events occurring after the date of the Balance Sheet are considered upto the date of approval of accounts by the Board of Directors.

(l) Cash Flow Statement:

The Cash Flow Statement is prepared by the "Indirect Method" set out in Accounting Standard 3 on "Cash Flow Statement" and presents the cash flows by Operating, Investing and Financing activities of the Company.

PARTICULARS	AS AT 31.03.2014 ₹	AS AT 31.03.2013 ₹
2. SHARE CAPITAL		
AUTHORISED CAPITAL		
1,10,00,000 (1,10,00,000) Equity Shares of ₹ 10/- each	110,000,000	110,000,000
TOTAL	110,000,000	110,000,000
ISSUED, SUBSCRIBED & PAID UP CAPITAL		
1,01,02,500 (1,01,02,500) Equity shares of ₹ 10/- each Fully paid	101,025,000	101,025,000
TOTAL	101,025,000	101,025,000

2.1 The Reconciliation of the number of shares outstanding is set out below

Name of the Shareholder	As at 31st March 2014	As at 31st March 2013
Equity Shares at the beginning of the year	10102500	10102500
Add: Fresh Issue	0	0
Equity Shares at the end of the year	10102500	10102500

2.2 The Details of Shareholders holding more than 5% shares

Name of the Shareholder	As at 31st March 2014		As at 31st March 2013	
	No. of Shares	% held	No. of Shares	% held
Micro Capital Private Limited	1266370	12.53	1266370	12.53
Madurai Somasubramanian Sridhar	710500	7.03	710500	7.03
Anand Shankara Kananahalli	610900	6.04	610900	6.04

2.3 Terms / Rights attached to equity shares

The Company has only one class of shares having at par value at ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share.

3. RESERVES & SURPLUS

Profit & Loss Account		
As per last Balance Sheet	(38,322,331)	(32,113,924)
Add: Profit / (Loss) for the year	(6,005,436)	(6,186,638)
Less: Appropriation		
Income Tax for Earlier Years	-	(21,768)
TOTAL	(44,327,768)	(38,322,330)

PARTICULARS	AS AT 31.03.2014 ₹	AS AT 31.03.2013 ₹
4. SHORT TERM BORROWINGS		
UNSECURED LOANS		
From Related Parties		
Anand S K	75,600	40,000
Intercorporate Deposits	51,000	166,000
TOTAL	126,600	206,000
<i>Note: Unsecured Loan from related parties are interest free and repayable on demand</i>		
5. TRADE PAYABLES		
Acceptances	-	10,457
TOTAL	-	10,457
6. OTHER CURRENT LIABILITIES		
Expenses Payable	856,551	967,299
Other Payables	68,796	454,659
TOTAL	925,347	1,421,958
8. NON-CURRENT INVESTMENTS		
Non-Trade Investments		
In Equity Shares - Unquoted fully paid-up		
200000 (200000) Equity Shares of Micro Associates Consultancy (I) Pvt. Ltd. of Rs. 10/- each fully paid	2,000,000	2,000,000
40000 (40000) Equity Shares of Forethought Technologies Pvt. Ltd. of Rs.100/- each fully paid	2,252,800	2,252,800
Less : Provision for Diminishing of Investment	(4,252,800)	-
TOTAL	-	4,252,800
9. LONG TERM LOANS AND ADVANCES		
(Unsecured and Considered Good)		
Security Deposits	425,835	425,835
Loans & Advances	105,000	105,000
TOTAL	530,835	530,835

NOTE : 7

FIXED ASSETS STATEMENT AS AT 31st MARCH 2014

Description	GROSS BLOCK		DEPRECIATION BLOCK		NET BLOCK	
	Rate of Depreciation	As on 01.04.2013	As on 31.03.2014	As on 01.04.2013	During the Year	As on 31.03.2014
Tangible Assets						
Computer Peripherals	40.00%	6,466,325	6,466,325	6,400,171	26,460	39,694
Portals & Websites	16.21%	12,000,000	12,000,000	10,795,852	195,192	1,008,956
Office Equipments	13.91%	10,500	10,500	1,610	1,237	7,653
Vehicles	25.89%	1,594,614	1,594,614	1,445,367	38,640	110,607
Total of Tangible Assets (A)		20,071,439	20,071,439	18,642,999	261,530	1,166,910
Intangible Assets						
Computer Software	16.21%	49,736,789	49,736,789	11,100,534	254,066	38,382,189
Development Work in Progress	16.21%	6,024,000	6,024,000	5,309,973	115,744	598,283
Total of Intangible Assets (B)		55,760,789	55,760,789	16,410,508	369,809	38,980,472
Total (A+B)		75,832,228	75,832,228	35,053,507	631,339	40,147,382
Previous Year		75,832,228	75,832,228	34,281,525	771,982	40,778,721

PARTICULARS	AS AT 31.03.2014 ₹	AS AT 31.03.2013 ₹
10. Trade Receivables		
(Unsecured and Considered Good)		
Outstanding for more than six months	18,939,653	20,022,720
Others	-	49,000
Less : Provision for Doubtful Debts	(1,809,720)	(1,809,720)
TOTAL	17,129,933	18,262,000
11. CASH AND BANK BALANCES		
Balances with Banks		
In Current Accounts	276,466	711,099
In Deposit Accounts	25,000	382,518
Cash in Hand	312,726	284,166
TOTAL	614,192	1,377,783
11.1 The deposits with banks comprise time deposits, which can be withdrawn at any time without prior notice and without any penalty on the principal.		
12. SHORT TERM LOANS AND ADVANCES		
(Unsecured and Considered Good)		
Other Loans & Advances	61,256	49,935
Balance with Income Tax Authorities	126,309	126,309
TOTAL	187,565	176,244
13. REVENUE FROM OPERATIONS		
Sales of Products	52,721	11,596,827
Software Development / Installation Charges	270,250	219,617
TOTAL	322,971	11,816,444
14. OTHER INCOME		
Interest on FDR	4,074	55,697
TOTAL	4,074	55,697

PARTICULARS	AS AT 31.03.2014 ₹	AS AT 31.03.2013 ₹
15. COST OF MATERIAL CONSUMED		
Opening Stock of Raw Materials	-	372,829
Purchases	-	10,141,327
Less: Closing Stock of Raw Materials	-	-
TOTAL	-	10,514,156
16. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE		
Opening Stock of Finished Goods / Stock in Trade	-	1,977,762
TOTAL	-	1,977,762
17. EMPLOYMENT BENEFIT EXPENSES		
Salaries & Wages	-	1,906,613
Contribution to Provident and Other Funds	-	144,063
Staff Welfare Expenses	2,786	19,840
TOTAL	2,786	2,070,516
18. FINANCIAL COST		
Bank Charges & Commission	17,906	17,451
TOTAL	17,906	17,451
19. DEPRECIATION & AMORTISED COST		
Depreciation	631,339	771,982
TOTAL	631,339	771,982
20. OTHER EXPENSES		
Conveyance	12,085	16,496
Vehicle Running Expenses	55,198	84,246
Postage, Telegram & Courier Charges	1,411	2,048
Telephone & Mobile Charges	68,292	75,437
Printing & Stationery	206,691	23,711
Auditors Remuneration	28,090	28,090
Membership, Fees & Subscription	106,281	24,565
Office Expenses	7,332	8,763
Rent, Rates & Taxes	137,607	194,850
Repairs & Maintenance	8,549	23,346
Insurance Charges	11,107	4,564
Professional & Consultancy Charges	135,785	163,296

PARTICULARS	AS AT 31.03.2014 ₹	AS AT 31.03.2013 ₹
Commission	22,681	13,684
Listing Fees	113,368	113,960
Advertising Expenses	-	38,110
Travelling Expenses	-	351,262
Business Promotion Expenses	-	30,730
Development & Translation Charges	-	8,325
Bad Debts	660,462	1,682,834
Miscellaneous Expenses	29,279	31,540
Provision for Diminishing of Investment	4,252,800	-
Total	5,857,019	2,919,857

As per our Report of even date attached
For and on behalf of

SHABBIR & RITA ASSOCIATES

Chartered Accountants
Firm Regn. No. 109420W

Shabbir S. Bagasrawala
Partner

Membership No: 39865
Bangalore, May 26, 2014

For and on behalf of the Board

ANAND S.K.
Managing Director

M.S. SRIDHAR
Joint Managing Director

SUKIRTI SOGAL
Director

PRASHANTH KAMATH
Director

VIJAYAKUMAR N.A.
Director

21. CONTINGENT LIABILITIES

There are no known contingent liabilities not provided for including claims against the company acknowledged as debts.

22. AUDITORS' REMUNERATION

(Amount in ₹)

Auditors' Remuneration	2013-14	2012-13
Audit Fees	28,090	28,090
Total	28,090	28,090

23. MANAGERIAL REMUNERATION U/S 198 OF THE COMPANIES ACT, 1956 INCLUDE

(Amount in ₹)

Director's Remuneration	2013-14	2012-13
Salary	Nil	5,76,000
Perquisites	Nil	11,434
PF Contribution	Nil	43,200
Total	Nil	6,30,634

24. DISCLOSURE OF RELATED PARTIES TRANSACTIONS

i) List of Related Parties:

Sl. No.	Names	Nature of Relationship
(a)	Key Management Personnel	
	1) Anand S K	Managing Director
	2) M S Sridhar	Joint Managing Director
	3) Swarupa Hunsur Satyanarayana	Key Management Personnel
	4) Usha Sridhar	Key Management Personnel
(b)	Others	
	1) Sridhar Securities Pvt. Ltd.	Enterprises over which key Managerial Personnel are able to exercise Significant Influence
	2) Smart Solutions	

ii) Name of the Related Parties with whom transactions were carried out during the year and description of Relationship.

Sl. No.	Names	Nature of Relationship
(a)	Key Management Personnel	
	1) Anand S K	Managing Director
	2) M S Sridhar	Joint Managing Director
	3) Swarupa Hunsur Satyanarayana	Key Management Personnel
	4) Usha Sridhar	Key Management Personnel
(b)	Others	
	1) Sridhar Securities Pvt. Ltd.	Enterprises over which key Managerial Personnel are able to exercise Significant Influence
	2) Smart Solutions	

iii) Disclosure of Related Party Transactions:

Sl. No.	Nature of Transaction	2013-14	2012-13
1.	Remuneration & Perquisites / Salary to Key Management Personnel		
	Anand S K	Nil	2,99,434
	M S Sridhar	Nil	2,88,000
	Swarupa H S	Nil	2,01,872
	Usha Sridhar	Nil	1,64,700
2.	Loan taken from related party		
	Anand S K	35,600	90,000
3.	Loan repaid to related party		
	Anand S K	Nil	1,00,000
4.	Intercorporate Deposit taken		
	Sridhar Securities Pvt. Ltd.	Nil	3,16,000
	Smart Solutions	3,55,000	5,68,000
5.	Intercorporate Deposits Repaid		
	Sridhar Securities Pvt. Ltd.	1,15,000	1,50,000
	Smart Solutions	3,55,000	5,68,000

25. ACCOUNTING FOR TAXES ON INCOME TAX

Income Tax expenses comprise of current tax being amount of tax determined in accordance with Income Tax Law. A provision is made for income tax annually, based on the tax liability computed after considering tax allowances and exemptions.

(i) No provision for current tax is made during the financial year 2013-14 as the company has incurred loss.

(ii) The components of the deferred tax are as follows :

Particulars	2013-14	2012-13
Nature of Assets	Deferred Tax Assets	Deferred Tax Liabilities
Tangible Assets	65,164	83,735
Intangible Assets	1,11,405	1,29,212
Total	1,76,569	2,12,946

26. EARNING PER SHARE

The amount considered in ascertaining the Company's earning per share constitutes the net profit / loss after tax. The number of shares used in computing basic earning per share is the weighted average number of shares outstanding during the year.

Particulars	2013-14	2012-13
Loss After Taxation	(60,05,436)	(61,86,638)
Weighted Average Number of Shares	10102500	10102500
EPS (Basic & Diluted)	(0.59)	(0.61)
(Face Value of ₹ 10/- per share)		

27. Previous Year figures have been regrouped / recast wherever necessary.

As per our Report of even date attached

For and on behalf of the Board

For and on behalf of

SHABBIR & RITA ASSOCIATES

Chartered Accountants
Firm Regn. No. 109420W

ANAND S.K.
Managing Director

M.S. SRIDHAR
Joint Managing Director

Shabbir S. Bagasrawala
Partner

Membership No: 39865
Bangalore, May 26, 2014

SUKIRTI SOGAL
Director

PRASHANTH KAMATH
Director

VIJAYAKUMAR N.A.
Director



Regd. Office: # 1456, 23rd Main, 30th Cross,
Banashankari II Stage, Bangalore-560070

Form of Proxy

Venue of the Meeting : Registered Office # 1456, 23rd Main, 30th Cross
Banashankari II Stage, Bangalore-560070

Date & Time : 25th September, 2014 at 10:00 A.M.

Please fill the Attendance Slip and hand it over at the entrance of the meeting venue.

Name	
Address	
DP Id*	
Client Id*	
Folio No.	
No. of Shares held	

* Applicable for investors holding shares in Electronic form.

I / We of being member(s) of the above named company, hereby appoint the following as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company to be held on 25th September, 2014 at 10.00 a.m. and at any adjournment thereof.

** I/We direct my/our Proxy to vote on the Resolutions in the matter as indicated below:

Sl. No.	Resolution	Type of Resolution (Ordinary / Special)	For	Against
	ORDINARY BUSINESS			
1.	Adoption of audited financial statements for the financial year ended March 31, 2014 and reports of the Board of Directors and Auditors thereon.	Ordinary		
2.	Re-appointment of Mr. Milind Mehta as a Director, who retires by rotation	Ordinary		
3.	Re-appointment of Mr. Vijayakumar N.A. as a Director, who retires by rotation	Ordinary		
4.	Re-appointment of M/s Shabbir & Rita Associates Chartered Accountants as Auditors	Ordinary		

**This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the Proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature(s) of the Shareholder(s)
1.
2.
3.

Affix Re. 1/- Revenue Stamp

Signed this day of 2014.

Note :

1. The Proxy to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. In the event of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other Joint Holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of Proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate number of shares under the columns "For" or "Against" as appropriate.



Regd. Office: # 1456, 23rd Main, 30th Cross,
Banashankari II Stage, Bangalore-560070

Attendance Slip

Venue of the Meeting : Registered Office # 1456, 23rd Main, 30th Cross
Banashankari II Stage, Bangalore-560070

Date & Time : 25th September, 2014 at 10:00 A.M.

Please fill the Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting venue.

Name	
Address	
DP Id*	
Client Id*	
Folio No.	
No. of Shares held	

* Applicable for investors holding shares in Electronic form.

I certify that I am the registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the 18th Annual General Meeting of the Company held on 25th September, 2014 at 10.00 a.m. at the Registered Office # 1456, 23rd Main, 30th Cross, Banashankari 2nd Stage, Bangalore-560070.

.....
Signature of Member / Proxy

Note :

1. Bodies corporate, whether a Company or not, who are members, may attend through their authorised representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorisation should be deposited with the Company.
2. In case of shares held in demat / electronic form, the signature of the Beneficial Owner is liable for verification with the record furnished to the Company by NSDL/CDSL.
3. Electronic copy of the 18th Annual Report and Notice of the Annual General Meeting (AGM) along with attendance slip and proxy form is being sent to all members whose email address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
4. Physical copy of 18th Annual Report and Notice of the AGM along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

The Electronic Voting particulars are set out below:

EVSN (Electronic Voting Sequence Number)	
---	--

E-voting facility is available during the following voting period

Commencement of e-voting Thursday, 18th September 2014 from 9.00 a.m.	End of E-voting Saturday, 20th September 2014 upto 6.00 p.m.
--	---

Please refer Notice for instructions on e-voting.

BOOK - POST



If undelivered please return to :



**# 1456, 23rd Main, 30th Cross
Banashankari II Stage
Bangalore - 560 070.**

Tele / Fax: 91-80-26714446 / 26710925

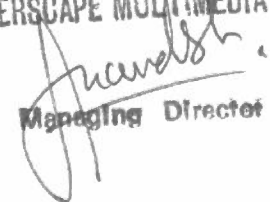
Email : info@cyberscapeindia.com

Website : www.cyberscapeindia.com

CIN : L22130KA1996PLC020728

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1	Name of the Company	CYBERSCAPE MULTIMEDIA LIMITED
2	Annual financial statements for the year ended	31 st March, 2014
3	Type of Audit observation	Unqualified
4	Frequency of observation	Whether appeared first time...../ repetitive...../ since how long period NA since there is no Audit observation
5	To be signed by- <ul style="list-style-type: none">• CEO/Managing Director• CFO• Auditor of the company• Audit Committee Chairman	for CYBERSCAPE MULTIMEDIA LIMITED  Managing Director

