

September 30, 2022

Manager – Listing Compliance
BSE Limited
Floor 25, P J Towers, Dalal Street
Mumbai -400 001

Manager- Listing Compliance
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East)
Mumbai-400051

Scrip code: 532640

Symbol: CYBERMEDIA

Sub.: Summary Proceedings and Scrutinizer's Report of the Fortieth Annual General Meeting held on September 30, 2022

Dear Sir/Madam,

This is to inform that the Fortieth Annual General Meeting ('AGM') of the Company was held on Friday, September 30, 2022 at 12:00 p.m. (IST) through Video Conferencing /Other Audio Visual Means.

In this regard, please find enclosed the following:

1. Summary proceedings of the AGM as required under Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as Annexure-I.
2. Report of the Scrutinizer dated September 30, 2022, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014, as Annexure-II.

Kindly take the above on your record and oblige.

Yours truly,
For Cyber Media (India) Limited

ANOOP SINGH Digitally signed
by ANOOP SINGH
Date: 2022.09.30
17:17:34 +05'30'

Anoop Singh
Company Secretary
M. No. F8264

Annexure-I

Summary proceedings of the Fortieth Annual General Meeting

The Fortieth Annual General Meeting ('AGM'/ 'Meeting') of **Cyber Media (India) Limited** ('the Company') was held on **Friday, September 30, 2022 at 12:00 p.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")**. The AGM was held in compliance of the provisions of the Companies Act, 2013 and Rules made thereunder, and Circular No. 2/2022 dated May 05 2022 read with Circular No. 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs and Circular dated May 13, 2022 issued by the Securities and Exchange Board of India ("SEBI").

Mr. Pradeep Gupta, Chairman and Managing Director, Mr. Rohitasava Chand, Non-Executive Director and Chairman of the Stakeholders Relationship Committee, Mr. Krishan Kant Tulshan, Independent Director and Chairman of the Audit Committee, Mr. Dhaval Gupta, Non-Executive Director, Mr. Madan Mohan Singh, Chief Financial Officer, Mr. Anoop Singh, Company Secretary, Mr. Akhilesh Kumar Jha, Scrutiniser and Secretarial Auditor (of M/s. Akhilesh & Associates, Practicing Company Secretaries), Representatives of Link Intime India Private Limited, (Registrar and Share Transfer Agent) attended the AGM through VC.

Mr. Pradeep Gupta, Chairman took the Chair. A total of 48 Members attended the Meeting through VC.

The Company Secretary welcomed all the Shareholders and briefed them about certain procedural and technical aspects of the AGM with respect to joining the Meeting through Video Conferencing and manner of asking questions by speaker shareholders.

The Chairman after ascertaining that the requisite quorum was present, declared that the Meeting was validly constituted and commenced the proceedings of the Meeting.

Chairman welcomed the Directors and Shareholders and requested the Directors to introduce themselves. Then, he, with the consent of the Shareholders present, took the Notice of the Meeting, and the Statutory Auditors' Report on the Standalone and Consolidated Audited Financial Statements for the Financial Year ended March 31, 2022 and the Audit Report as read, as there were no qualifications, observations or comments which have any adverse effect on the functioning of the Company.

With the permission of the Chairman, the Company Secretary read the agenda items of the Meeting one by one as under:

Ordinary Business:

1. Adoption of Audited Financial Statements (both Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Directors and Statutory Auditors thereon. (Ordinary Resolution)
2. Appointment of Mr. Rohitasava Chand (DIN: 00011150), as Director, liable to retire by rotation, who being eligible, had offered himself for re-appointment. (Ordinary Resolution)

Special Business:

3. Re-appointment of Mr. Pradeep Gupta (DIN:00007520) as Chairman and Managing Director and fixation of his remuneration. (Special Resolution)
4. Approval of a Material Related Party Transaction – Sale of Immovable Property. (Ordinary Resolution)
5. Appointment of Mr. Amlan Ghose (DIN: 01241149) as Director and as an Independent Director. (Special Resolution)

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Cyber Media (India) Limited

The Chairman delivered his speech to the Shareholders giving highlights of the Company's performance during the Financial Year 2021-22. He expressed great thanks to the investors and other stakeholders for their cooperation and association to the Company.

He apprised the Members that the Initial Public Offer of Cyber Media Research & Services Limited (a material subsidiary), which opened on September 27, 2022, closed successfully on September 29, 2022 which was oversubscribed.

Members present at the meeting, including "Speaker Shareholders" were given an opportunity to ask questions and seek clarifications, and accordingly the Chairman appropriately responded to the clarifications sought.

The Chairman then informed the Shareholders that the Company had provided to the Shareholders, the facility to cast their vote electronically through remote e-voting facility provided by Link Intime India Private Limited ("LI IPL") which had commenced on Tuesday, September 27, 2022 at 9:00 a.m. (IST) till Thursday, September 29, 2022 upto 5:00 p.m. (IST), on all the resolutions set forth in the Notice of the AGM. Shareholders who were present at the AGM and had not cast their vote through remote e-voting were provided an opportunity to cast their votes through e-voting during the Meeting and upto 15 minutes of the closure of AGM. The Shareholders were informed that the Board of Directors had appointed Mr. Akhilesh Kumar Jha, Practicing Company Secretary, (Membership no. FCS 9031) as the Scrutinizer to supervise the remote e-voting and e-voting process during the AGM.

The Chairman then informed that the results of the voting shall be declared within 48 (Forty Eight) hours from the conclusion of the AGM and the same shall be submitted to LI IPL (www.instavote.linkintime.co.in), BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and will also be put up on the Company's website (www.cybermedia.co.in).

The Chairman thanked the Shareholders for attending and participating in the Meeting and also the employees of the Company, Government agencies and other stakeholders for their continued support and then concluded the Meeting by authorising the Company Secretary to carry out the e-voting process for those shareholders who did not cast their votes through remote e-voting and declare the voting results.

The Chairman thereafter informed the Members that the AGM was concluded at 12:34 p.m.

Yours truly,

For Cyber Media (India) Limited

**ANOOP
SINGH** Digitally signed by
ANOOP SINGH
Date: 2022.09.30
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**Anoop Singh
Company Secretary
M. No. F8264**



AKHILESH & ASSOCIATES

(Company Secretaries)

+91-9718403891, 7701863822

csakhileshkumarjha@gmail.com

C-2, H-77, Chaman Singh Residency,
Jasola Village, New Delhi-110025
(Near Kundan Palace Hotel)

No-269

Form MGT-13 REPORT OF SCRUTINIZER

(Pursuant to section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 including any statutory modification(s) or re-enactment thereof)

To
The Chairman

40th (Fortieth) Annual General Meeting (AGM) of the shareholders of **Cyber Media (India) Limited** held on Friday, September 30, 2022 at 12:00 p.m. (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

Dear Sir,

1. I, Akhilesh Kumar Jha, Proprietor of M/s. Akhilesh & Associates, Practicing Company Secretaries at Office C-2, H-77, Chaman Singh Residency, Jasola Village, Jasola, New Delhi-110025 was appointed as Scrutinizer by the Board of Directors of **Cyber Media (India) Limited** (the "Company") for the purpose of scrutinizing the e-voting process (remote e-voting) and e-voting at the meeting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) in respect of the below mentioned resolutions proposed at the 40th Annual General Meeting of the shareholders of the Company held on Friday, September 30, 2022 at 12:00 p.m. (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') as under:
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and e-voting at the meeting by the shareholders on the resolutions proposed in the notice of the 40th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the e-voting process (remote e-voting and e-voting at the meeting) is conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favor or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting systems provided by **Link Intime India Private Limited ("LIPL")**.
3. In accordance with the notice of the 40th Annual General Meeting sent to the shareholders and the 'Advertisement' released and published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on September 08, 2022 and September 09, 2022 in the newspapers 'The Financial Express' (English) and 'Jan Satta' (Hindi), the remote e-voting opened at 9:00 a.m. (IST) on September 27th, 2022 and remained open up to 05:00 p.m. (IST) on September 29, 2022.
4. The shareholders holding shares as on September 23rd, 2022, "cut-off date" was entitled to vote on the resolutions stated in the Notice of the 40th Annual General Meeting of the Company.
5. At the end of the remote e-voting period on September 29th, 2022 at 5.00 p.m. (IST), the e-voting portal of LIPL was blocked forthwith.



6. At the end of the AGM held on September 30th, 2022, the facility to vote electronically was provided by the Company to facilitate those members present at the meeting but who could not cast their votes through remote e-voting process.
7. After conclusion of electronic voting at the AGM through electronic voting, the votes on remote e-voting were unblocked at around 12.38 p.m. in the presence of two witnesses, both are not the employees of the Company and e-voting results and list of shareholders who have voted for and against were downloaded from the e-voting website of LIPL (www.instavote.linkintime.co.in) and the same are being handed over to the Chairman.
8. The total votes cast in favour or against all the resolutions proposed in the Notice of AGM are as under:

a) Item No. 1 of the Notice (As an Ordinary Resolution)

Adoption of the Audited Balance Sheet and Profit & Loss Account (standalone and consolidated) for the year ended 31st March, 2022 and the audited Cash Flow Statement as on that date and the reports of the Directors and Auditors thereon.

- (i) Voted in favour of the resolution:

Mode of Voting	Number of members Voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	89	9795662	100
Voting by Ballot	0	00.00	
Total	89	9795662	100

- (ii) Voted against the resolution:

Mode of Voting	Number of members Voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	2	2	Negligible
Voting by Ballot	0	0	00
Total	2	2	Negligible

- (iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Note: As the total number of votes cast in favour exceeds the total number of votes cast in against. Hence the resolution stands passed as Ordinary Resolution.



b) **Item No. 2 of the Notice (As an Ordinary Resolution)**

Appointment Mr. Rohitasava Chand (DIN:00011150) who retires by rotation and, being eligible, had offered himself for re-appointment.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members Voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	89	9768012	99.9959
Voting by Ballot	0	00.00	
Total	89	9768012	99.9959

(ii) Voted against the resolution:

Mode of Voting	Number of members Voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	3	402	0.0041
Voting by Ballot	0	0	0
Total	3	402	0.0041

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Note: As the total number of votes cast in favour exceeds the total number of votes cast in against. Hence the resolution stands passed as Ordinary Resolution.

c) **Item No. 3 of the Notice (As Special Resolution)**

Re-appointment of Mr. Pradeep Gupta as Chairman and Managing Director and fixation of his remuneration Director.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members Voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	89	115127	99.6520
Voting by Ballot	0	00.00	
Total	89	115127	99.6520

(ii) Voted against the resolution:

Mode of Voting	Number of members Voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	3	402	00.3480
Voting by Ballot	0	0	0
Total	3	402	00.3480



(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Note: As the number of votes cast in favour exceeds the third-fourth of the total number of votes cast for the resolution. Hence the resolution stands passed as Special Resolution.

d) Item No. 4 of the Notice (As Ordinary Resolution)

Approval for Material Related Party Transaction - Sale of Immovable Property.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members Voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	89	87877	99.5446
Voting by Ballot	0	00.00	
Total	89	87877	99.5446

(ii) Voted against the resolution:

Mode of Voting	Number of members Voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	3	402	00.4554
Voting by Ballot	0	0	0
Total	3	402	00.4554

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Note: As the number of votes cast in favour exceeds the total number of votes cast in against. Hence the resolution stands passed as Ordinary Resolution.



e) **Item No. 5 of the Notice (As Special Resolution)**

Appointment of Mr. Amlan Ghose as Director and Independent Director.

(ii) Voted in favour of the resolution:

Mode of Voting	Number of members Voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	89	9795262	99.9959
Voting by Ballot	0	00.00	
Total	89	9795262	99.9959

(ii) Voted against the resolution:

Mode of Voting	Number of members Voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	3	402	00.0041
Voting by Ballot	0	0	0
Total	3	402	00.0041

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Note: As the number of votes cast in favour exceeds the third-fourth of the total number of votes cast for the resolution. Hence the resolution stands passed as Special Resolution.



9. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 40th Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Thanking You,

Yours faithfully,
For M/s. Akhilesh & Associates
(Company Secretaries)



Akhilesh Kumar Jha
(Proprietor)
Membership No. F9031, CP No. 18250
UDIN: F009031D001089847
P R NO.: 1717/2022
Date: September 30th, 2022
Place: New Delhi



Witnesses:



1-SHIVAM
PANIPAT HARYANA



2-AMAN KUMAR PANDIT
I-582, HARI NAGAR,
BADARPUR,
NEW DELHI-110044