

September 25, 2018

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

The Manager- Listing Compliance  
**The 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: -36<sup>th</sup> Annual General Meeting and voting results.**

Dear Sir/Madam,

This is inform you that the 36<sup>th</sup> Annual General Meeting ('AGM') of the Company was held on Tuesday, September 25, 2018 at 9:00 a.m. at the USO House, USO Road, Jeet Singh Marg, Qutab Institutional Area, New Delhi-110067.

In this regard, please find enclosed the following-

1. Brief proceedings as required under Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure – I.
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure-II.
3. Report of the Scrutinizer dated September 25, 2018, 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-III.

This is for your information and records.

Thanking you,

Yours faithfully,  
For Cyber Media (India) Limited



Anoop Singh  
Company Secretary  
M. No. F8264



### Summary of proceedings of the 36<sup>th</sup> Annual General Meeting (“AGM”)

The 36<sup>th</sup> Annual General Meeting (‘AGM’) of Cyber Media (India) Limited (‘the Company’) was held on Tuesday, September 25, 2018 at 9:00 a.m. at the USO House, USO Road, Jeet Singh Marg, Qutab Institutional Area, New Delhi-110067.

Mr. Pradeep Gupta, chaired the meeting. He requested his colleagues on the dais to introduce themselves. The requisite quorum being present, the Chairman called the meeting to order. The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the meeting.

The following items of business, as per the Notice of AGM dated May 29, 2018, were transacted at the meeting:

1. Adoption of Audited Financial Statements (standalone and consolidated) of the Company for the financial year ended March 31, 2018 and the reports of Directors and Auditors thereon.
2. Appointment of a Director in place of Mr. Pradeep Gupta (DIN: 00007520), who retires by rotation and being eligible, seeks re-appointment.  
Mr. Pradeep Gupta being interested in this resolution, requested Mr. Anoop Singh, Company Secretary to conduct the proceedings on this resolution.
3. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member.

Members present were given the opportunity to ask questions and seek clarifications. The Chairman responded to the queries raised.

Post the question and answer session, the Chairman thanked the Members present at the Meeting and then concluded the Meeting by authorising the Company Secretary to carry out the poll process and declare the voting results.

Post the conclusion of the voting at the venue, the scrutinizer’s report was received. All the resolutions have been passed with requisite majority.

**For Cyber Media (India) Limited**



**Anoop Singh**  
Company Secretary  
M. No. F8264



**Voting Results**

Cyber Media (India) Limited-the 36th Annual General Meeting	
Date of the AGM	25.09.2018
Total number of Shareholders on record date	3101
No. of Shareholders present in the meeting in person or through proxy :	
Promoter and promoter Group:	4
Public:	25
No. of Shareholders present in the meeting through video conferencing	
Promoter and promoter Group:	Not Arranged
Public:	Not Arranged

Resolution required: (Ordinary/ Special)		Ordinary-1- Adoption of Audited Financial Statements (standalone and consolidated) of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors ('the Board') and Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda / resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	68,80,135	68,80,135	100.00%	68,80,135	Nil	100%	Nil
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		68,80,135	100.00%	68,80,135	Nil	100%	Nil
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	59,87,107	33,482	0.56%	33,482	Nil	100%	Nil
	Poll		3,700	0.06%	3,700	Nil	100%	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		37,182	0.62%	37,182	Nil	100%	Nil
Total		1,28,67,242	69,17,317	53.76%	69,17,317	Nil	100%	Nil

*M. Singh*



Resolution required: (Ordinary/ Special)			Ordinary-2-Appointment of a Director in place of Mr. Pradeep Gupta (DIN: 00007520), who retires by rotation and being eligible, seeks re-appointment.					
Whether promoter/ promoter group are interested in the agenda / resolution?			YES					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	68,80,135	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	59,87,107	33,482	0.56%	33,482	Nil	100%	Nil
	Poll		3,700	0.06%	3,700	Nil	100%	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		37,182	0.62%	37,182	Nil	100%	Nil
Total		1,28,67,242	37,182	0.29%	37,182	Nil	100%	Nil

*(Handwritten Signature)*



Resolution required: (Ordinary/ Special)			Ordinary-3. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member.					
Whether promoter/ promoter group are interested in the agenda / resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	68,80,135	68,80,135	100.00%	68,80,135	Nil	100%	Nil
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		68,80,135	100.00%	68,80,135	Nil	100%	Nil
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	59,87,107	33,482	0.56%	33,482	Nil	100%	Nil
	Poll		3,700	0.06%	3,700	Nil	100%	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		37,182	0.62%	37,182	Nil	100%	Nil
Total		1,28,67,242	69,17,317	53.76%	69,17,317	Nil	100%	Nil

*[Handwritten Signature]*



# MKP & Associates

(Company Secretaries)

## 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

36<sup>th</sup> (Thirty Sixth) Annual General Meeting (AGM) of the shareholders of **Cyber Media (India) Limited held on Tuesday, September 25, 2018 at 9.00 A.M. at the USO House, USO Road, Jeet Singh Marg, Qutab Institutional Area, New Delhi-110067, India.**

Dear Sir,

1. I, Manoj Kumar Pandey, Proprietor of M/s. MKP & Associates, Practicing Company Secretaries at Office No.-36, S-513, School Block, Shakarpur, Delhi-110092 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 voting by use of ballot papers 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 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 36<sup>th</sup> Annual General Meeting of the shareholders of the Company held on Tuesday, September 25, 2018 at 9.00 A.M. at the USO House, USO Road, Jeet Singh Marg, Qutab Institutional Area, New Delhi-110067, India submit my report 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 voting by use of ballot papers by the shareholders on the resolutions proposed in the notice of the 36<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot papers at the meeting are 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")** and the report for voting by use of ballot papers at the meeting.
3. In accordance with the notice of the 36<sup>th</sup> Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on September 06, 2018 in the newspapers 'The Financial Express' (English) and 'Jan Satta' (Hindi), the remote e-voting opened at 9.00 A.M. (IST) on September 22, 2018 and remained open upto 5.00 P.M. (IST) on September 24, 2018.
4. The shareholders holding shares as on September 19, 2018, "cut-off date" were entitled to vote on the resolutions stated in the Notice of the 36<sup>th</sup> Annual General Meeting of the Company.



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School Block, Shakarpur, Delhi-110092

Ph: 011 42785910

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email: csmanojpandey@gmail.com

5. After declaration of voting by use of ballot papers by the Chairman at the meeting, ballot box was locked and kept for voting duly marked by identification mark placed on them. The ballot box subsequently on close of voting hours were opened in the presence of two witnesses who are not the employees of the Company, and ballot papers received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The ballot papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents (R&TA) of the Company and the authorizations / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot papers. As per the information given by the Company, the names of the shareholders who had voted on e-voting through LIPL facility had been blocked and ballot papers duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.
6. The ballot papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballot papers at the meeting were first counted.
7. The votes on remote e-voting were unblocked at around 3.30 P.M. after conclusion of voting at the AGM 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](http://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) Resolution 1 – Ordinary resolution**

**To receive, consider and adopt the audited Balance Sheet and Profit & Loss Account (standalone and consolidated) for the year ended 31<sup>st</sup> March, 2018 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	18	69,13,617	99.95
Voting by Ballot	6	3,700	0.05
<b>Total</b>	<b>24</b>	<b>69,17,317</b>	<b>100.00</b>

(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	0	0	0
Voting by Ballot	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>



(iii) Invalid Votes:

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

**b) Resolution 2: Ordinary Resolution**

**To appoint a Director in place of Mr. Pradeep Gupta (DIN: 00007520), who retires by rotation at this meeting and being eligible, has 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	13	33,482	90.05
Voting by Ballot	6	3,700	9.95
<b>Total</b>	<b>19</b>	<b>37,182</b>	<b>100.00</b>

(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	0	0	0
Voting by Ballot	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes:

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

**c) Resolution -3: Ordinary Resolution**

**To consider and determine the fees for delivery of any document through a particular mode of delivery to a member.**

(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	18	69,13,617	99.95
Voting by Ballot	6	3,700	0.05
<b>Total</b>	<b>24</b>	<b>69,17,317</b>	<b>100.00</b>





(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	0	0	0
Voting by Ballot	0	0	0
Total	0	0	0



(iii) Invalid Votes:

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

9. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 36<sup>th</sup> 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. MKP & Associates**  
**(Company Secretaries)**

  
  
**Manoj Kumar Pandey**  
**(Proprietor)**  
**Membership No. F8541, CP No. 9655**

Date: 25<sup>th</sup> September, 2018  
Place: Delhi

**Witness:**

  
Kalpana  
H. No.-975, Sector 3  
Faridabad-121004

  
Abhishek Upadhyay  
H. No.-976A, Sector-3, Faridabad-121004