

September 30, 2019

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: -37<sup>th</sup> Annual General Meeting and voting results.**

Dear Sir/Madam,

This is to inform that the 37<sup>th</sup> Annual General Meeting ('AGM') of the Company was held on Monday, September 30, 2019 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. Summary of proceedings of 37<sup>th</sup> Annual General Meeting 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 30, 2019, 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 37<sup>th</sup> Annual General Meeting (“AGM”)

The 37<sup>th</sup> Annual General Meeting (‘AGM’) of **Cyber Media (India) Limited** (‘the Company’) was held on **Monday, September 30, 2019 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 24, 2019, were transacted at the meeting:


1. Adoption of Audited Financial Statements (standalone and consolidated) of the Company for the financial year ended March 31, 2019 and the reports of Directors and Auditors thereon.
2. Appointment of a Director in place of Mr. Dhaval Gupta (DIN: 05287458), who retires by rotation and being eligible, seeks re-appointment.  
Mr. Pradeep Gupta (father of Mr. Dhaval Gupta) being interested in this resolution, requested Mr. Anoop Singh, Company Secretary to conduct the proceedings on this resolution.
3. Re-appointment of M/s. Goel Mintri & Associates, Chartered Accountants as Statutory Auditors and fixation of their remuneration.
4. Re-appointment of Mr. Pradeep Gupta (DIN: 00007520) as Chairman and Managing Director and fixation of his remuneration.  
Mr. Pradeep Gupta being interested in this resolution, requested Mr. Anoop Singh, Company Secretary to conduct the proceedings on this resolution.
5. Re-appointment of Mr. Krishan Kant Tulshan (DIN: 00009764) as Independent Director.

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 for those shareholders who did not cast their votes through remote e-voting 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**

<b>Date of the AGM</b>	Cyber Media (India) Limited-the 37th Annual General Meeting 30.09.2019
<b>Total number of Shareholders on record date</b>	3154
<b>No. of Shareholders present in the meeting in person or through proxy :</b>	
Promoter and promoter Group:	2
Public:	28
<b>No. of Shareholders present in the meeting through video conferencing</b>	
Promoter and promoter Group:	Not Arranged
Public:	Not Arranged

<b>Resolution required: (Ordinary/ Special)</b>		<b>Ordinary: 1- Adoption of Audited Financial Statements (standalone and consolidated) of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors ('the Board') and Auditors thereon.</b>						
<b>Whether promoter/ promoter group are interested in the agenda / resolution?</b>		NO						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes - in favour (4)</b>	<b>No. of Votes - against (5)</b>	<b>% of Votes in favour polled (6)=[(4)/(2)]* 100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting		68,80,135	100.00%	68,80,135	Nil	100%	Nil
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)	68,80,135	-	-	-	-	-	-
	<b>Total</b>		68,80,135	100.00%	68,80,135	Nil	100%	Nil
Public-Institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public-Non Institutions	E-Voting		135,302	2.26%	135,302	Nil	100%	Nil
	Poll		877	0.01%	877	Nil	100%	-
	Postal Ballot (if applicable)	59,87,107	-	-	-	-	-	-
	<b>Total</b>		136,179	0.27%	136,179	Nil	100%	Nil
<b>Total</b>		1,28,67,242	70,16,314	54.53%	70,16,314	Nil	100%	Nil



Resolution required: (Ordinary/ Special)		Ordinary:2-Appointment of a Director in place of Mr. Dhaval Gupta (DIN: 05287458), 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		Nil	Nil	Nil	Nil	Nil	Nil
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)	68,80,135	-	-	-	-	-	-
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public-Institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting		135,302	2.26%	135,302	Nil	100%	Nil
	Poll		877	0.01%	877	Nil	100%	-
	Postal Ballot (if applicable)	59,87,107	-	-	-	-	-	-
	Total		136,179	0.27%	136,179	Nil	100%	Nil
Total		1,28,67,242	136,179	1.06%	136,179	Nil	100%	Nil

Resolution required: (Ordinary/ Special)		Ordinary:3- Re-appointment of M/s. Goel Mintri & Associates, Chartered Accountants as Statutory Auditors and fixation of their remuneration.	
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	135,302	2.26%	135,302	Nil	100%	Nil
	Poll		877	0.01%	877	Nil	100%	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		136,179	0.27%	136,179	Nil	100%	Nil
Total		1,28,67,242	70,16,314	54.53%	70,16,314	Nil	100%	Nil

Resolution required: (Ordinary/ Special)

Special-4- Re-appointment of Mr. Pradeep Gupta (DIN: 00007520) as Chairman and Managing Director and fixation of his remuneration.

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		-	-	-	-	-	-



*(Handwritten signature)*

Institutions	Poll	-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	135,302	2.26%	135,302	Nil	100%	100%	Nil	Nil
	Poll	877	0.01%	877	Nil	100%	100%	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
	Total	136,179	0.27%	136,179	Nil	100%	100%	Nil	Nil
Total		1,28,67,242	1.06%	1,28,67,242	Nil	100%	100%	Nil	Nil

Resolution required: (Ordinary/ Special)										
Special:5- Re-appointment of Mr. Krishan Kant Tulshan (DIN: 00009764) as Independent Director.										
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	100.00%	68,80,135	Nil	100%	Nil	Nil	Nil
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	68,80,135	-	-	-	-	-	-	-	-
	Total		68,80,135	100.00%	68,80,135	Nil	100%	Nil	Nil	Nil
Public-Institutions	E-Voting		-	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-
	Total		-	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting		35,871	0.60%	35,871	Nil	100%	Nil	Nil	Nil
	Poll		877	0.01%	877	Nil	100%	-	-	-
	Postal Ballot (if applicable)	59,87,107	-	-	-	-	-	-	-	-
	Total		36,748	0.61%	36,748	Nil	100%	Nil	Nil	Nil
Total		1,28,67,242	69,16,883	53.75%	69,16,883	Nil	100%	Nil	Nil	Nil



# 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

37<sup>th</sup> (Thirty Seventh) Annual General Meeting (AGM) of the shareholders of **Cyber Media (India) Limited** held on **Monday, September 30, 2019 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 37<sup>th</sup> Annual General Meeting of the shareholders of the Company held on Monday, September 30, 2019 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 37<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.



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Mob: 9313649750  
email: csmanojpandey@gmail.com

3. In accordance with the notice of the 37<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 08, 2019 in the newspapers 'The Financial Express' (English) and 'Jan Satta' (Hindi), the remote e-voting opened at 9.00 A.M. (IST) on September 27, 2019 and remained open upto 5.00 P.M. (IST) on September 29, 2019.
4. The shareholders holding shares as on September 23, 2019, "cut-off date" were entitled to vote on the resolutions stated in the Notice of the 37<sup>th</sup> Annual General Meeting of the Company.
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 05.37 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**

**Adoption of the audited Balance Sheet and Profit & Loss Account (standalone and consolidated) for the year ended 31<sup>st</sup> March, 2019 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	28	7015437	99.99
Voting by Ballot	4	877	00.01
<b>Total</b>	<b>32</b>	<b>7016314</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
1	100

b) **Resolution 2: Ordinary Resolution**

**Appointment of a Director in place of Mr. Dhaval Gupta (DIN: 05287458), 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	22	135302	99.35
Voting by Ballot	4	877	0.65
<b>Total</b>	<b>26</b>	<b>136179</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
1	100

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

**Re-appointment of M/s. Goel Mintri & Associates, Chartered Accountants as Statutory Auditors and fixation of their remuneration.**

(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	28	7015437	99.99
Voting by Ballot	4	877	00.01
<b>Total</b>	<b>32</b>	<b>7016314</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
1	100



**d) Resolution 4: Ordinary Resolution**

**Re-appointment of Mr. Pradeep Gupta (DIN: 00007520) as Chairman and Managing Director and fixation of his remuneration.**

(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	22	135302	99.35
Voting by Ballot	4	877	0.65
<b>Total</b>	<b>26</b>	<b>136179</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
1	100

**e) Resolution 5: Special Resolution**

**Re-appointment of Mr. Krishan Kant Tulshan (DIN: 00009764) as Independent 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	26	6916006	99.99
Voting by Ballot	4	877	0.01
<b>Total</b>	<b>30</b>	<b>6916883</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
1	100

9. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 37<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Thanking You,

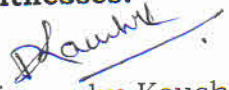
Yours faithfully,


**For M/s. MKP & Associates  
(Company Secretaries)**

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

Date: 30/09/2019  
Place: Delhi

**Witnesses:**

  
Divyanshu Kaushik  
WB 74A 3<sup>rd</sup> Floor  
Sakarpur-110092

  
Yogendra Yadav  
11/12 Subhash Nagar,  
Delhi -110027