

December 31, 2020

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.: Summary Proceedings, Voting Results and Scrutinizer's Report for the 38th Annual General Meeting held on December 30, 2020

Dear Sir/Madam,

This is to inform that the 38th Annual General Meeting ('AGM') of the Company was held on Wednesday, December 30, 2020 at 11:00 a.m. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM').

In this regard, please find enclosed the following:

1. Summary of proceedings of 38th 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 December 30, 2020, 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 record.

Yours truly,

For Cyber Media (India) Limited



Anoop Singh
Company Secretary
M. No. F8264

Annexure-I

Summary of proceedings of the 38th Annual General Meeting

The 38th Annual General Meeting ('AGM'/'Meeting') of **Cyber Media (India) Limited** ('the Company') was held on **Wednesday, December 30, 2020 at 11:00 a.m. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM')**.

Mr. Pradeep Gupta (Chairman) chaired the AGM.

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

The Directors of the Company (including Chairman of the Audit Committee, Chairman of the Nomination and Remuneration Committee) and the representatives of M/s. Akhilesh & Associates, Practicing Company Secretaries (Secretarial Auditors), Link Intime India Private Limited, (Registrar and Share Transfer Agent) and Mr. Akhilesh Kumar Jha, Scrutinizer for the Meeting attended the AGM.

The Chairman welcomed the Directors and Shareholders and 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, 2020 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.

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 Conference and manner of asking questions by speaker shareholders.

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 Sunday, December 27, 2020 at 9.00 a.m. (IST) till Tuesday, December 29, 2020 upto 5.00 p.m. (IST), on all resolutions set forth in the Notice of the AGM. Shareholders who were present at the AGM and had not cast their vote electronically 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 delivered his speech to the Shareholders giving highlights of the Company's performance during the Financial Year 2019-20 and for the first and second Quarters ended June 30 and September 30, 2020 respectively.

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 following items of business as per the Notice of the AGM dated November 24, 2020 were transacted at the AGM.

The following resolutions set out in the Notice convening the AGM were put to vote by remote e-voting and e-voting during the Meeting:

Ordinary Business:

1. Adoption of Audited Financial Statements (both Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2020 together with the Board of Directors' Report and Statutory Auditor's Report thereon.
2. Appointment of Mr. Pradeep Gupta (DIN: 00007520), as a Director, liable to retire by rotation, who has offered himself for re-appointment.

Special Business:

3. Re-appointment of Mr. Dhaval Gupta (DIN: 05287458) as Whole-Time Director.
4. Appointment of Mr. Arun Seth (DIN: 00204434) as Director and as an Independent Director.
5. Increase the borrowing limit of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013.

Members present were given the opportunity to ask questions and seek clarifications. But no query was raised by the shareholders.

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 AGM ended at 11:32 a.m. (IST) with a vote of thanks to the Chair.

Yours truly,
For Cyber Media (India) Limited



Anoop Singh
Company Secretary
M. No. F8264

**Annexure-II
Voting Results**

Cyber Media (India) Limited-the 38th Annual General Meeting	
Date of the AGM	30.12.2020
Total number of Shareholders on record date	3117
No. of Shareholders present in the meeting in person or through proxy :	
Promoter and promoter Group:	N.A.
Public:	N.A.
No. of Shareholders present in the meeting through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM')	
Promoter and promoter Group:	5
Public:	12

Resolution required: (Ordinary/ Special)			Ordinary:1- Adoption of Audited Financial Statements (standalone and consolidated) of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors 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	68,80,135	Nil	100	Nil
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		68,80,135	100	68,80,135	Nil	100	Nil
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	59,87,107	125,607	2.10	125,599	8	99.99	00.01
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		125,607	2.10	125,599	8	00.01	00.01



Total		1,28,67,242	70,05,742	54.45	70,05,734	8	99.99	00.01
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Resolution required: (Ordinary/ Special)			Ordinary:2-Appointment of Mr. Pradeep Gupta (DIN: 00007520), who retires by rotation and being eligible, had offered for his 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	294,754	4.92	285,746	9,008	96.94	03.06
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		294,754	4.92	285,746	9,008	96.94	03.06
Total		1,28,67,242	294,754	2.29	136,179	9,008	96.94	03.06

Resolution required: (Ordinary/ Special)			Ordinary:3- Re-appointment of Mr. Dhaval Gupta (DIN: 05287458) as Whole-Time Director.					
Whether promoter/ promoter group are interested in the agenda / resolution?			YES					

Dhaval Gupta



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	294,754	4.92	285,746	9,008	96.94	03.06
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		294,754	4.92	285,746	9,008	96.94	03.06
Total		1,28,67,242	294,754	2.29	136,179	9,008	96.94	03.06

Resolution required: (Ordinary/ Special)			Ordinary:4- Appointment of Mr. Arun Seth (DIN: 00204434) as Director and as an 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	68,80,135	100	68,80,135	Nil	100	Nil
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		68,80,135	100	68,80,135	Nil	100	Nil
Public-	E-Voting		-	-	-	-	-	-

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Institutions	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	59,87,107	125,607	2.10	116,599	9,008	92.83	7.17
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		125,607	2.10	116,599	9,008	92.83	7.17
Total		1,28,67,242	7,005,742	54.45	116,599	9,008	92.83	7.17

Resolution required: (Ordinary/ Special)			Special:5- Increase in borrowing limit of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013.					
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	68,80,135	Nil	100	Nil
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		68,80,135	100	68,80,135	Nil	100	Nil
Public-Institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		-	-	-	-	-	
Public-Non Institutions	E-Voting	59,87,107	125,607	2.10	116,599	9,008	92.83	7.17
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		125,607	2.10	116,599	9,008	92.83	7.17
Total		1,28,67,242	7,005,742	54.45	116,599	9,008	92.83	7.17



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AKHILESH & ASSOCIATES

(Company Secretaries)

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

Form MGT-13

No-11

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,

38th (Thirty Eighth) Annual General Meeting (AGM) of the shareholders of Cyber Media (India) Limited held on Wednesday, December 30, 2020 at 11.00 a.m. 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 38th Annual General Meeting of the shareholders of the Company held on Wednesday, December 30, 2020 at 11.00 a.m. through Video Conferencing 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 e-voting at the meeting by the shareholders on the resolutions proposed in the notice of the 38th 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")** and the report for voting by use of ballot papers at the meeting.
3. In accordance with the notice of the 38th 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 December 06, 2020 in the newspapers 'The Financial Express' (English) and 'Jan Satta' (Hindi), the remote e-voting opened at 9.00 a.m. (IST) on December 27, 2020 and remained open upto 5.00 p.m. (IST) on December 29, 2020.

4. The shareholders holding shares as on December 23, 2020, "cut-off date" were entitled to vote on the resolutions stated in the Notice of the 38th Annual General Meeting of the Company.
5. The votes on remote e-voting at the meeting were unblocked at around 11.35 a.m. after conclusion of e-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) and the same are being handed over to the Chairman.
6. 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

Consideration and adoption of the Audited Balance Sheet and Profit & Loss Account (standalone and consolidated) for the year ended 31st March, 2020 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	36	7005734	99.9999
Voting by Ballot	0	0	00.0
Total	36	7005734	99.9999

(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	6	8	0.0064
Voting by Ballot	0	0	0
Total	6	8	0.0064



(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

Re-appointment of Mr. Pradeep Gupta (DIN: 00007520), who retires by rotation at this meeting 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	34	285746	96.9439
Voting by Ballot	0	0	0.00
Total	34	285746	96.9439

(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	8	9008	3.0561
Voting by Ballot	0	0	0
Total	8	9008	3.0561

(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

Re-appointment of Mr. Dhaval Gupta (DIN: 05287458) as Whole-Time 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	34	285746	96.9439
Voting by Ballot	0	0	0.00
Total	34	285746	96.9439

(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	8	9008	3.0561
Voting by Ballot	0	0	0
Total	8	9008	3.0561

(iii) Invalid Votes:

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

d) Resolution 4: Ordinary Resolution

Appointment of Mr. Arun Seth (DIN: 00204434) as Director and as an 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	34	6996734	99.8714
Voting by Ballot	0	0	0
Total	34	6996734	99.8714

(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	8	9008	0.1286
Voting by Ballot	0	0	0
Total	8	9008	0.1286

(iii) Invalid Votes:

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

e) Resolution 5: Special Resolution

Increase in borrowing limit of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013.

(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	34	6996734	99.8714
Voting by Ballot	0	0	0
Total	34	6996734	99.8714

(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	8	9008	0.1286
Voting by Ballot	0	0	0
Total	8	9008	0.1286

(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 38th 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: F009031B001763751

Date: December 30, 2020

Place: New Delhi

Witnesses:



1- ANJU KUMARI JHA
FLAT NO 13 BLOC A10
PKT 8 SECTOR 23B, DWARKA
NEW DELHI-110077



2-AMAR NATH JHA
MANSHA MOHLLA,
JASOLA VILLAGE
NEW DELHI-110025