

March 26, 2021

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: Proceedings of Postal Ballot.

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the proceedings of remote e-voting results conducted with respect to Postal Ballot Notice dated February 19, 2021.

Kindly take note of the above information on your record.

Yours truly,
For Cyber Media (India) Limited



Anoop Singh
Company Secretary
M. No. F8264

Encl.: As above.

Cyber Media (India) Limited

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Bangaluru Office: # 205, 2nd Floor, Shree Complex, 73, St. John's Road, Bangalore -560042. Tel: +91-80-2286 8282, Fax:+91-80-2286 2971
Registered Office: D-74, Panchsheel Enclave, New Delhi-110017, India. Tel: +91-11-26491320
Website: www.cybermedia.co.in, CIN: L92114DL1982PLC014334. Email: info@cybermedia.co.in

PROCEEDINGS OF POSTAL BALLOT RESULTS (REMOTE E-VOTING) OF CYBER MEDIA (INDIA) LIMITED (the "Company") HAVING ITS REGISTERED OFFICE AT D-74, PANCHSHEEL ENLAVE, NEW DELHI-110017 DECLARED ON TUESDAY, THE 23RD DAY OF MARCH, 2021 AT 06:00 P.M.

The Company had completed the dispatch of Postal Ballot Notice dated February 19, 2021 ("Notice") on February 20, 2021 through email sent to all the Members of the Company, whose names appeared in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and as available with the Company as at Friday, February 12, 2021 (cut-off date). The assent or dissent of the members were sought for passing of 3(three) special businesses through remote e-voting which commenced at 9:00 a.m. (IST) on February 22, 2021 and ended at 5:00 p.m. (IST) on Tuesday, March 23, 2021. The advertisement containing relevant details as required under Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) was published on February 23, 2021 in the newspapers, 'Financial Express'-English Edition, and 'Jansatta'-Hindi Edition.

The Company had published corrigendum in newspapers on March 5, 2021 with respect to correction in Point Nos. 1 and 2 (under the Item Nos. 2 & 3) in the Explanatory statement of the said Notice relating to Relevant Date as February 19, 2021, as the February 20/21, 2021 being weekend/holiday.

The Board of Directors of the Company at its meeting held on February 19, 2021 had approved the said Notice and appointed Mr. Akhilesh Kumar Jha, Practicing Company Secretary, Proprietor of M/s. Akhilesh & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot e-voting process in a fair and transparent manner.

According to the provisions of section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided e-voting facility to its members in order to enable them to exercise their votes electronically. The Company had engaged Link Intime India Private Limited ("LI IPL") to provide electronic voting facility. The e-voting portal of LI IPL was remained open from 09:00 a.m. (IST) of February 22, 2021 to 5:00 p.m. (IST) of March 23, 2021.

Mr. Akhilesh Kumar Jha, Scrutiniser submitted his report on March 23, 2021 to Mr. Pradeep Gupta, Chairman and Managing Director of the Company.

Based on the Scrutinizers report, Mr. Pradeep Gupta, Chairman and Managing Director of the Company declared the results of the postal ballot remote e-voting on Tuesday, March 23, 2021 at 6:00 p.m. (IST).

The results of postal ballot e-voting along with the Scrutinizer's report has been placed on the website of the Company at www.cybermedia.co.in.

As per Scrutinizer's report, all the three resolutions as contained in the Notice have been duly approved by the Members with requisite majority and shall be deemed to have been passed at an Extra-ordinary General Meeting on March 23, 2021, the last date for remote e-voting on postal ballot. The resolutions passed are as under:

Resolution No. 1: Ordinary Resolution

Increase in Authorized Share Capital and consequent alteration to the Memorandum of Association.

“RESOLVED THAT pursuant to provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof), subject to approval of the Registrar of Companies, NCT of Delhi & Haryana, New Delhi and such other

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approvals as maybe required in this regard, consent of members of the Company be and is hereby accorded to increase the authorized share capital of the Company from Rs. 14,35,00,000/ (Rupees Fourteen Crore Thirty Five Lakh Only) divided into 1,43,50,000 (One Crore Forty Three Lakh Fifty Thousand Only) equity shares of Rs. 10/-each to Rs. 15,70,00,000/- (Rupees Fifteen Crore Seventy Lakh Only) divided into 1,57,00,000 (One Crore Fifty Seven Lakh Only) equity shares of Rs. 10/- each by creating additional 13,50,000 (Thirteen Lakh Fifty Thousand Only) equity shares of Rs. 10/- each ranking pari-passu in all respects with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT pursuant to provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof), the existing Clause V of the Memorandum of Association of the Company be altered and substituted by the following clause:

V. The Authorized Share Capital of the Company is Rs. 15,70,00,000/- (Rupees Fifteen Crore Seventy Lakh Only) divided into 1,57,00,000 (One Crore Fifty Seven Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.”

“RESOLVED FURTHER THAT all or any of the powers conferred on the Company and the Board of Directors vide this Resolution may be exercised by the Board or any Committee of the Board (with power to delegate to any Officer of the Company), as the Board or any Committee, for the purpose of giving effect to this Resolution, may in its absolute discretion deem necessary, desirable or expedient and to do all acts, deeds and things in connection therewith and incidental thereto.”

Resolution No. 2: Special Resolution

Alteration in the terms of loan agreement entered into with the Promoter & Promoter Group:

“RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as “the Act”), consent of members of the Company be and is hereby accorded for alteration of terms of the existing loan agreement for an amount of Rs. 2,80,00,000/- (Rupees Two Crore Eighty Lakh only) executed by the Company with promoter and promoter's group by adding the following clause in the said agreement-

“Loan whether secured or unsecured extended by the promoters & promoter group may be converted into equity shares of the company as and when agreed between the parties, i.e. the company and the promoter(s) and promoter group, in due compliances of applicable laws”.

RESOLVED FURTHER THAT all or any of the powers conferred on the Company and the Board of Directors vide this Resolution may be exercised by the Board or any Committee of the Board (with power to delegate to any Officer of the Company), as the Board or any Committee, for the purpose of giving effect to this Resolution, may in its absolute discretion deem necessary, desirable or expedient and to do all acts, deeds and things in connection therewith and incidental thereto.”

Resolution No. 3: Special Resolution

Issue and allotment of equity shares on Preferential Basis to Mr. Pradeep Gupta and Mr. Dhaval Gupta, (Promoter & Promoter Group) of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 42, Section 62, and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the relevant Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on

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preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and other applicable regulations of Securities and Exchange Board of India (SEBI), if any, as may be applicable, other applicable rules, notifications, guidelines, regulations issued by various authorities including BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) and any other competent authorities and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any statutory/regulatory authorities, Stock Exchange(s), Securities and Exchange Board of India (“SEBI”), institutions or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of members of the Company be and is hereby accorded to create, offer, issue and allot on preferential basis, in one or more tranches, to Mr. Pradeep Gupta and Mr. Dhaval Gupta, Promoter & Promoter Group of the Company (“Promoter & Promoter Group”) up to maximum of 28,00,000 (Twenty Eight Lakh only) Equity Shares of face value of Rs.10/- (Rupees Ten Only) each, fully paid up, at an issue price of Rs. 10/- (Rupees Ten only) per Equity Share, which is in compliance with the provisions of Chapter V of SEBI ICDR Regulations, aggregating upto Rs. 2,80,00,000 (Rupees Two Crore Eighty Lakh only) upon the conversion of unsecured loan outstanding as on date,

Sr. No.	Name of Proposed Allottee	Number of Equity Shares proposed to be allotted
1.	Pradeep Gupta	18,00,000
2.	Dhaval Gupta	10,00,000
	Total	28,00,000

“**RESOLVED FURTHER THAT** the new equity shares shall rank pari-passu with the existing Equity shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any declared by the Company.”

“**RESOLVED FURTHER THAT** the aforesaid equity shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and any amendment(s) thereto from time to time.”

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

- a. The said Equity Shares shall be issued and allotted by the Company to the Promoter & Promoter Group within a period of 15 (Fifteen) days from the date of passing of resolution by the members of the Company provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval, if any, for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval.
- b. The pre-preferential allotment shareholding of the proposed allottees shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- c. The Equity Shares to be so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in as provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- d. The Equity Shares to be so allotted shall be in dematerialised form.

Pradeep Gupta



RESOLVED FURTHER THAT all or any of the powers conferred on the Company and the Board of Directors vide this Resolution may be exercised by the Board or any Committee of the Board (with power to delegate to any Officer of the Company), as the Board or any Committee, for the purpose of giving effect to this Resolution, may in its absolute discretion deem necessary, desirable or expedient and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

Summary of Remote e-Voting Results

Sr. No.	Details of Resolution	No. of votes cast	% of Votes cast	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes cast	% of Votes against on votes cast
1.	Increase in Authorized Share Capital and consequent alteration to the Memorandum of Association.	7,049,958	54.79	7,049,391	567	99.99	0.01
2.	Alteration in the terms of loan agreement entered into with the Promoter & Promoter Group.	166,757	1.30	165,540	1,217	99.27	0.73
3.	Issue and allotment of equity shares on Preferential Basis to Mr. Pradeep Gupta and Mr. Dhaval Gupta, (Promoter & Promoter Group) of the Company.	166,757	1.30	165,540	1,217	99.27	0.73

Pradeep Gupta



**Pradeep Gupta
Chairman & Managing Director
For Cyber Media (India) Limited**

Place: New Delhi

Date of preparation and signing: 26/03/2021