



CYBER MEDIA (INDIA) LIMITED

Registered office:- D-74, Panchsheel Enclave, New Delhi- 110 017

To,
The Members

Notice pursuant to Section 192A of Companies Act, 1956 ("the Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time, to transact the following special business by members of Cyber Media (India) Limited by passing the resolution through postal ballot.

The proposed Special Resolution, along with the explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 and Postal Ballot Form is enclosed for your consideration. The Company has appointed Mr. Sanjay Grover (FCA, FCS), Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising your vote and return the Form duly completed in the attached self addressed, prepaid postage envelope, so as to reach the Scrutinizer on or before the close of working hours on 27th April, 2013. The Ballot Forms received after the said date will be treated as not received. The Scrutinizer will submit his Report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be declared on 02nd May, 2013 at 4.00 P.M. at the registered office of the Company.

Item No.1:

Re-appointment of Mr. Pradeep Gupta as Chairman and Managing Director and to fix his remuneration To consider and if thought fit, to give assent / dissent to the following resolution as "Special Resolution":

"RESOLVED THAT pursuant to Sections 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and various other laws, rules, regulations as may be applicable including any statutory modification(s) or re-enactment(s) thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as are agreed by the Board of directors (hereinafter referred to as "the Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee constituted by the Board and any person authorized by the Board in this behalf) approval of the shareholders be and is hereby accorded for re- appointment of Mr. Pradeep Gupta as Chairman and Managing Director, of the Company for a period of 3 (Three) years w.e.f. 1st March, 2013.

"RESOLVED FURTHER THAT the following remuneration, as approved by the Board on recommendation of the Remuneration Committee at its meeting held on 22nd March, 2013, be and is hereby approved:

Name	Pradeep Gupta
Designation	Chairman and Managing Director
Period	March 1, 2013 to February 29, 2016
Overall Maximum - per annum	Rs. 30,00,000/-
Overall remuneration not to exceed the limits provided in Schedule XIII to the Companies Act, 1956	
Basic Salary	Upto a maximum of Rs. 2,50,000/- per month
House Rent Allowance per month	Upto a maximum of 75% of Basic Salary
Utility Allowance per month	Upto a maximum of 20% of Basic Salary
City Compensatory Allowance per month	Upto a maximum of 20% of Basic Salary
Special Allowance per month	Upto a maximum of 20% of Basic Salary
Annual Bonus	Upto a maximum of 20% of Basic Salary
Performance linked Incentive	Upto a maximum of Rs. 12,00,000/- per annum in accordance with the scheme framed by the Company from time to time.
Perquisites	Perquisites (evaluated as per Income tax Rules, wherever applicable and at actual cost to the Company in other cases) like the benefit of furnished accommodation, gas, electricity, water and furnishings, club fees, personal insurance, medical insurance, credit card fees and expenses, use of cars and drivers and telephones at residence or reimbursement of expenses in lieu thereof, payment of income tax on perquisites by the Company to the extent permissible under the Income Tax Act, 1961 and rules framed thereunder, medical reimbursement, leave and leave travel concession, education benefits, provident funds, asset scheme, loan schemes, superannuation funds, gratuity and other retirement benefits in accordance with the schemes and rules applicable to members of the staff from time to time

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be deemed necessary or expedient to give effect to this resolution".

Registered Office:
D-74 Panchsheel Enclave,
New Delhi- 110017

By Order of the Board
For Cyber Media (India) Limited

Place: Delhi
Dated: 22nd March, 2013

Sd/-
Shilpi Gupta
Company Secretary

Encl: 1. Postal Bailot Form
2. Self addressed postage pre-paid envelope

Notes:

1. The corresponding explanatory statement and reasons for proposed special business as mentioned in the aforesaid resolution pursuant to the Section 173(2) read with Section 192A(2) of the Companies Act, 1956 setting out material facts is annexed hereto.
2. The Company has appointed Mr. Sanjay Grover F.C.A, F.C.S, Practicing Company Secretary as Scrutinizer for the purpose of the Postal Ballot exercise.
3. The Notice is being sent under certificate of posting to all the Members, whose names would appear in the Register of Members as on Friday, 22nd March, 2013.
4. A Member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the enclosed self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Members will also be accepted. The envelope containing the Postal Ballot should reach the Scrutinizer not later than the close of working hours on Saturday, 27th April, 2013.
5. The result of the Postal Ballot shall be announced by the Chairman, or in his absence by any other person authorized by the Chairman, on 02nd May, 2013 at 04.00 P.M at the Registered Office of the Company and the resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman or such other authorized person in his behalf, if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the resolution.
6. Subsequently Result of the Postal Ballot will be published in at least one English and one vernacular language newspaper circulating in Delhi and shall be displayed on the Website of the Company.
7. Members are requested to carefully read the instructions printed on the back of the Postal Ballot Form before exercising their vote.

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION ACCOMPANYING THE NOTICE DATED 22ND MARCH, 2013 PURSUANT TO SECTION 173(2) READ WITH SECTION 192A (2) OF THE COMPANIES ACT, 1956

For Item No. 1

The Company has witnessed tremendous growth under the professional guidance of Mr. Pradeep Gupta, Chairman and Managing Director. The term of appointment of the above executive director shall expire on 29th February 2016. The remuneration committee at its meeting held on 22nd March 2013 recommended the re-appointment of the managing director at the same remuneration. The Board confirmed the same subject to the approval of shareholders. Approval of shareholders on resolutions as enumerated at serial no. 1 is sought by way of special resolution.

The Board of Directors recommends the resolution for members' approval, as special resolution.

Mr. Pradeep Gupta, Chairman and Managing Director, is interested in the resolution.

I. Information required to be furnished in pursuance of Clause 49 of the Listing Agreement

Name	Mr. Pradeep Gupta
Age	58 years
Date of Appointment	10 th September, 1982
Qualifications	B.Tech, MBA
Areas of Expertise	Overall management, administration of the organisation
Name and Number of Companies in which he is a director	13 such companies. The names are as follows: 1. CyberAstro Limited 2. Cyber Media Careers Limited 3. Cyber Media Foundation Limited 4. Cyber Media Research Limited 5. Cyber Media Singapore Pte Ltd 6. SX2 Media LLC 7. Kaleidoscope Entertainment Pvt Ltd. 8. Cyber Media India LLC 9. Indian Newspaper Society 10. Cyber Media Services Limited 11. UTI Asset Management Company 12. Indian Angel Network Services Private Limited 13. Indo-American Chamber of Commerce
Name and number of committees in which he is a member*	One (Member of Shareholder Committee of Cyber Media (India) Ltd.)

* Committees considered for the purpose are those prescribed under Clause 49(c)(ii) of the listing agreement(s) viz. Audit Committee and Shareholders' Grievance Committee.

Information required to be furnished in pursuance of the provisions of the Part II of Schedule XIII of the Companies Act, 1956

INFORMATION ABOUT MR. PRADEEP GUPTA

I. **GENERAL INFORMATION:** Attached as per Annexure - 1

II. **INFORMATION ABOUT THE APPOINTEE:**

(i) **Background details:** Mr. Pradeep Gupta is a B.Tech from IIT Delhi and an MBA from IIM Calcutta. He is a highly qualified technocrat and has over 30 years of experience in a wide variety of functional areas. His thorough understanding of the IT industry, excellent vision, a good understanding of the market and a great ability to delegate and empower others has resulted in a consistent healthy growth of the Company over the years.

(ii) **Past Remuneration:** The details of past remuneration are as follows:

Overall Maximum per annum Rs. 30,00,000/-	
Overall remuneration not to exceed the limits provided in Schedule XIII to the Companies Act, 1956	
Basic Salary	Upto a maximum of Rs. 2,50,000/- per month
House Rent Allowance per month	Upto a maximum of 75% of Basic Salary
Utility Allowance per month	Upto a maximum of 20% of Basic Salary
City Compensatory Allowance per month	Upto a maximum of 20% of Basic Salary
Special Allowance per month	Upto a maximum of 20% of Basic Salary
Annual Bonus	Upto a maximum of 20% of Basic Salary
Performance linked Incentive	Upto a maximum of Rs. 12,00,000/- per annum in accordance with the scheme framed by the Company from time to time.
Perquisites	Perquisites (evaluated as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases) like the benefit of furnished accommodation, gas, electricity, water and furnishings, club fees, personal insurance, medical insurance, credit card fees and expenses, use of cars and drivers and telephones at residence or reimbursement of expenses in lieu thereof, payment of income tax on perquisites by the Company to the extent permissible under the Income Tax Act, 1961 and rules framed thereunder, medical reimbursement, leave and leave travel concession, education benefits, provident funds, asset scheme, loan schemes, superannuation funds, gratuity and other retirement benefits in accordance with the schemes and rules applicable to members of the staff from time to time

(iii) **Position Held**

- Director, UTI AMC
- Board of Governors, IIT Mandi
- Co-Founder, Indian Angel Network
- Co-Chair, PanIT Global
- Trustee, TIE Global
- Trustee, India Sponsor Foundation
- Past Chair, PanIT Alumni India
- Chair, Technology & Modernization Committee, Indian Newspaper Society
- Member, Investment Management Committee, Punjab Venture Capital Ltd.
- Member, IT Vision Board, Amity Centre for Information Technology
- Advisory Board of International Management Centre
- Advisory Board of Abraxas Lifestyle
- Treasurer & Past President, Association of Indian Magazines
- Past President, IIM Calcutta Alumni Association, Delhi
- Past President, IIT Delhi Alumni Association

(iv) **Recognitions and awards**

1. Recipient of Distinguished Alumni Award, IIT Delhi, 2001
2. Recipient of the Helen Keller Award for Promotion of Employment for Disabled People
3. Recipient of the Karamveer Puraskar for working in the Disability Sector
4. Recipient of Award for Outstanding Contribution towards National Development by IIT Delhi Alumni Association
5. Recipient of Bharat Vikas Award by International Business Council
6. Recipient of Award of Excellence by IEC Software Ltd.

(v) **Job Profile and his suitability:** The Company is engaged in the business of publishing, internet sites, market research, content development, exhibitions, seminars, multimedia, television, and specialized services. The job requires the appointee to be specialist in all these fields. The appointee should look after all the functions and overall performance of the Company. Mr. Pradeep Gupta is a highly qualified technocrat and has over 30 years of experience in a wide variety of functional areas.

(vi) **Remuneration Proposed:** The details of the proposed remuneration are disclosed in the resolution above.

(vii) **Comparative Remuneration profile:** The remuneration proposed to be paid to Mr. Pradeep Gupta, Chairman and Managing Director is in consonance with his qualification, experience, capabilities and is also as per the prevailing market norms. Companies in the media sector are paying handsome remuneration packages to its executives including its executive directors/managerial personnel.

(viii) **Pecuniary relationship directly or indirectly with the Company:** Mr. Pradeep Gupta does not have any pecuniary relationship directly or indirectly with the Company other than the remuneration received/receivable by him and that being a promoter holds 27,66,236 shares in the Company.

III **OTHER INFORMATION:** Attached as per Annexure 2

IV **DISCLOSURE:**

The shareholders are being informed the remuneration package by way of the resolution above.

GENERAL INFORMATION

- i) **Nature of Industry:-** Company is engaged in Media and Media Services business.
 ii) **Commencement of Commercial Production:-** Not Applicable
 iii) **Commencement of activities as per project approved by Financial Institutions:-** Not Applicable.
 iv) **Financial performance:-** The comparative position of the working results for the year ended 31/03/2011 and year ended 31/03/2012

In Rs. million

Particulars	Standalone		Consolidated	
	FY 12	FY 11	FY 12	FY 11
Total Income	445.73	492.52	763.27	940.80
Expenditure				
- Direct Expenses	45.29	45.31	45.72	45.31
- Personnel Expenses	103.67	117.27	210.79	273.66
- Other Expenses	241.77	289.51	423.73	530.85
- Financial Expenses	23.86	21.78	35.60	37.40
- Exceptional Expenses	-	-	-	-
- Depreciation & Amortization	16.53	16.82	44.98	49.28
Profit Before Tax for the year	14.61	1.83	2.45	4.30
Provision for taxation	10.48	(1.88)	0.99	1.87
Profit After Tax for the year	4.13	3.71	1.46	2.43

The Company's vision is to expand globally in the knowledge domain through quality media, product and services under the able guidance of Mr. Pradeep Gupta.

- v) **Export Performance:** The detail relating to the export performance of the company is as follows:

i) Earnings in Foreign Exchange

(all figures in INR)

Particulars	As at 31.03.2012	As at 31.03.2011
Advertisement & other income	21,288,547	32,683,085
Subscription	--	69,525
Event Management/Sponsorship Income	12,967,382	4,557,615
Other Sales & Services	--	56,349,010
Total	34,255,929	93,659,235

ii) Expenditure in Foreign Currency

(all figures in INR)

Particulars	As at 31.03.2012	As at 31.03.2011
Royalty	--	4,284,956
Traveling Expenses	440,934	763,193
Others	10,247,391	12,596,561
Total	10,688,325	17,644,710

iii) Dividend remitted to Non-Resident Shareholders in foreign currency

Particulars	As at 31.03.2012	As at 31.03.2011
Number of shareholders	None	None
Number of shares held	Nil	Nil
Amount of dividend remitted	Nil	Nil
Year to which it relates	NA	NA

Annexure 2

OTHER INFORMATION

(1) Reasons of loss or inadequate profits and Steps Taken or Proposed To Be Taken For Improvement

The Company has continued its overall strategy of de-risking the business by expanding the media services business as well as reducing the dependence on print ads. The US recession impacted the two acquisitions made by the Company in the US. Consequently, the service business profitability was impacted adversely. The slowdown in the Indian economy also affected the media business due to reduced media spends. This has resulted in inadequate profits in the short run.

(2) Steps to be taken or proposed to be taken for improvement

The inadequate profits do not in any way indicate the ineffectiveness or inefficiency. The measures taken by the Company shall ensure that the operating and financial performance shall continue to be formidable and an improved situation in FY 12-13.

(3) Expected increase in productivity and profits in measurable terms

The Company has carried out a number of productivity measures. The Company has rationalized its manpower numbers and has also implemented various cost saving measures to run its operations in the most productive manner. The Company believes that the growth in the publishing and media services business will continue for years to come. The Company believes that the potential to grow the online and media services business is tremendous.