

January 20, 2017

The Manager – Listing Compliance  
BSE Limited  
Floor 25, P J Towers, Dalal Street  
Mumbai -400 001  
Mumbai-400051

The Manager- Listing Compliance  
The National Stock Exchange of India Ltd.  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (East)

Scrip code: 532640

Symbol: CYBERMEDIA

**Sub: Results of Postal Ballot (including electronic voting) pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir(s),

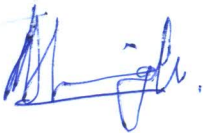
Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the results of voting of the Postal Ballot (including electronic voting) (enclosed as Annexure I) as per the format prescribed under the aforesaid Regulation, conducted for seeking the approval of Members of the Company for the five resolutions as set out in the Postal Ballot Notice dated December 15, 2016.

The Board of Directors of the Company has, at its meeting held on today, January 20, 2017, taken on record the same.

Please note that all the five resolutions as set out in the Postal Ballot notice as aforesaid have been passed with requisite majority as prescribed under applicable laws.

Kindly acknowledge the receipt.

Yours truly,  
For Cyber Media (India) Limited



Anoop Singh  
Company Secretary

Encl.: As above.



## Voting Results

		Cyber Media (India) Limited-Postal Ballot
Date of the declaration of result of Postal Ballot		20.01.2017
Total number of Shareholders on record date		3065
No. of Shareholders present in the meeting in person or through proxy : Promoter and promoter Group: Public:		Not Applicable
No. of Shareholders present in the meeting through video conferencing Promoter and promoter Group: Public:		Not Applicable

Agenda Item No. 1: Sale and transfer of entire shares of TDA Group, LLC, a wholly owned subsidiary of Cyber Media India, LLC, a wholly owned subsidiary of the Company.

Resolution required: (Ordinary/ Special)			Special					
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	-	4814135	45.84%	4814135	Nil	100%	Nil
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4814135	4814135	45.84%	4814135	Nil	100%	Nil
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	-	812890	7.74%	812890	-	100%	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	145286	1.38%	145086	200	99.86%	0.14%
	Total	5687107	958176	9.12%	957976	200	-	-
	Total	10501242	5772311	54.96%	5772111	-	-	-

Cyber Media (India) Limited

Company Secretary



Agenda Item No. 2: Alteration/substitution of the Memorandum of Association.

Resolution required: (Ordinary/ Special)			Special					
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	4814135	4814135	45.84%	4814135	Nil	100%	Nil
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4814135	4814135	45.84%	4814135	Nil	100%	Nil
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	-	812890	7.74%	812890		100%	
	Poll	-						
	Postal Ballot (if applicable)	-	145286	1.38%	145086	200	99.86%	0.14%
	Total		5687107	9.12%	957976	200		
<b>Total</b>		<b>10501242</b>	<b>5772311</b>	<b>54.96%</b>	<b>5772111</b>			

Cyber Media (India) Limited

  
Company Secretary



Agenda Item No.-3: Alteration/substitution of the Articles of Association.

Resolution required: (Ordinary/ Special)			Special					
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	4814135	4814135	45.84%	4814135	Nil	100%	Nil
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4814135	4814135	45.84%	4814135	Nil	100%	Nil
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	-	812890	7.74%	812890		100%	
	Poll	-						
	Postal Ballot (if applicable)	-	145286	1.38%	145086	200	99.86%	0.14%
	Total	5687107	958176	9.12%	957976	200		
<b>Total</b>		<b>10501242</b>	<b>5772311</b>	<b>54.96%</b>	<b>5772111</b>			

Cyber Media (India) Limited

  
Company Secretary

Agenda Item No. 4: Appointment of Mrs. Shravani Dang as Independent Director.

Resolution required: (Ordinary/ Special)			Ordinary					
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	4814135	4814135	45.84%	4814135	Nil	100%	Nil
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4814135	4814135	45.84%	4814135	Nil	100%	Nil
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	-	812890	7.74%	812890		100%	
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	145286	1.38%	145086	200	99.86%	0.14%
	Total	5687107	958176	9.12%	957976	200		
<b>Total</b>		<b>10501242</b>	<b>5772311</b>	<b>54.96%</b>	<b>5772111</b>			

Cyber Media (India) Limited

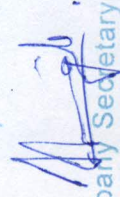
  
Company Secretary



Agenda Item No. 5: Appointment of Mr. Pramod Kumar Sanghi as Independent Director.

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in		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	4814135	4814135	45.84%	4814135	Nil	100%	Nil
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public-Institutions	Total	4814135	4814135	45.84%	4814135	Nil	100%	Nil
	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
Public-Non Institutions	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
	E-Voting	-	812890	7.74%	812890	-	100%	-
Total	Poll	-	145286	1.38%	145086	200	99.86%	0.14%
	Postal Ballot (if applicable)	-	958176	9.12%	957976	200	-	-
	Total	5687107	5772311	54.96%	5772111	-	-	-
		10501242						

Cyber Media (India) Limited

  
Company Secretary

**Report of Scrutinizer(s)**

[Pursuant to Section 110 of the Companies Act, 2013 and rule 22 of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman & Managing Director  
Cyber Media (India) Limited  
D-74, Panchsheel Enclave  
New Delhi-110017

Dear Sirs,

I have been appointed as Scrutinizer on December 15, 2016 for scrutinizing the Postal Ballot Voting and E-Voting process undertaken for seeking Shareholders' approval for (a) sale and transfer of entire shares of TDA Group, LLC, a wholly owned subsidiary of Cyber Media India, LLC, a wholly owned subsidiary of the Company; (b) Alteration / substitution of Memorandum of Association; (c) Alteration / substitution of Article of Association; (d) appointment of Mrs. Shravani Dang (DIN: 02131359) as Independent Director for a period of five years from December 13, 2016 to December 12, 2021; and (e) appointment of Mr. Pramod Kumar Sanghi (DIN : 00010024) as Independent Director for a period of five years from December 13, 2016 to December 12, 2021, vide Postal Ballot Notice dated December 15, 2016 issued to the Shareholders of the Company and conducting the same in fair and transparent manner.

My responsibility as the Scrutinizer for overseeing and reporting on the voting process is restricted to verifying and submitting my report on the votes cast 'in favour' or 'against' the resolutions based on the Postal Ballot Forms submitted by the Shareholders of the Company and on the report generated from the system provided by Central Depository Services (India) Limited (CDSL), the authorized service provider of electronic voting facility to the Shareholders of the Company.

Accordingly, I submit my report as under:-

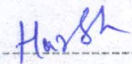
1. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has issued a Postal Ballot Notice



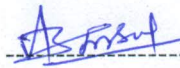


dated December 15, 2016 to the Shareholders of the Company for seeking Shareholders' approval for:

- (a) sale and transfer of shares of TDA Group, LLC, a wholly owned subsidiary of Cyber Media India, LLC, a wholly owned subsidiary of the Company;
  - (b) Alteration / substitution of Memorandum of Association;
  - (c) Alteration / substitution of Articles of Association;
  - (d) appointment of Mrs. Shravani Dang (DIN : 02131359) as Independent Director for a period of five years from December 13, 2016 to December 12, 2021; and
  - (e) appointment of Mr. Pramod Kumar Sanghi (DIN : 00010024) as Independent Director for a period of five years from December 13, 2016 to December 12, 2021.
2. The Company had completed dispatch of Postal Ballot Notices along with Explanatory Statement thereto together with Postal Ballot Form and self-addressed pre-paid Business Reply Article (BRA) to all its Shareholders (as on cutoff date i.e. December 16, 2016) by Courier/Air Mail at their respective registered addresses and by e-mail to registered e-mail addresses on December 20, 2016.
  3. The Postal Ballot Voting and E-Voting commenced from Wednesday, the December 21, 2016 at 9:00 a.m. IST and ended on Thursday, January 19, 2017 at 5:00 p.m. IST.
  4. The Particulars of all Postal Ballot / Electronic Votes received from the Shareholders have been entered in the electronic register separately maintained for the purpose.
  5. I have downloaded the data of e-voting on January 19, 2017 after the E-voting module was disabled for e-voting by CDSL, by using scrutinizer's login on the CDSL e-voting website in presence of Mr. Amul Tyagi and Mr. Ankit Bansal, both having address at H-63, Vijay Chowk, Laxmi Nagar, Delhi-110092. These witnesses are not in the employment of the Company.



Harsh



Ankit Bansal

6. The Physical Postal Ballot Forms received from the Shareholders were duly opened in my presence and have been entered into a register duly maintained for the said purpose.
7. The Postal Ballot Forms were scrutinized and the shareholding was matched / confirmed with the Register of Shareholders of the Company / List of Beneficiaries as on cut off date i.e. December 16, 2016 provided by the Registrar and Share Transfer Agent of the Company.





8. All Postal Ballot Forms and E-Votes received up to 5:00 p.m. on Thursday, January 19, 2017, being the last date and time fixed by the Company for receipt of the Forms were considered for my scrutiny.
9. I have not found any defaced / mutilated Postal Ballot Forms.
10. The summary of the Postal Ballot Forms received and e-voting done by the Shareholders is as under:-

Sl. No.	Particulars	No. of Ballots / E-Voting	No. of Votes Cast
<b>A</b>	<b>Physical Ballot Forms</b>		
	Postal Ballot Forms received	21	145286
	Postal Ballot Forms rejected (as per details mentioned herein)	0	0
	<b>Total Valid Postal Ballot Forms</b>	<b>21</b>	<b>145286</b>
<b>B</b>	<b>E-Voting Summary</b>		
	E-Voting received	42	5627025
	<b>Total Valid E-Voting confirmations</b>	<b>42</b>	<b>5627025</b>
<b>C</b>	<b>Total Valid Postal Ballot / E-Voting</b>	<b>63</b>	<b>5772311</b>

11. Based on the reports generated from CDSL's e-voting website [www.evotingindia.com](http://www.evotingindia.com), the results of e-voting are as under:

**SPECIAL BUSINESS**

**Resolution No. 1- Special Resolution**

Sale and transfer of entire shares of TDA Group, LLC, a wholly owned subsidiary of Cyber Media India, LLC, a wholly owned subsidiary of the Company:

(i) Vote cast in favour of the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	20	145086	100.0000
Postal Ballot in E-Voting Form	42	5627025	100.0000
<b>Total</b>	<b>62</b>	<b>5772111</b>	<b>100.0000</b>





(ii) Vote cast against the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	1	200	00.00
Postal Ballot in E-Voting Form	0	0	0
<b>Total</b>	<b>1</b>	<b>200</b>	<b>00.00</b>

**Resolution No. 2- Special Resolution**

Alteration/substitution of the Memorandum of Association of the Company by way of substituting a new set of Memorandum under the Companies Act, 2013:

(i) Vote cast in favour of the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	20	145086	100.0000
Postal Ballot in E-Voting Form	42	5627025	100.0000
<b>Total</b>	<b>62</b>	<b>5772111</b>	<b>100.0000</b>

(ii) Vote cast against the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	1	200	00.00
Postal Ballot in E-Voting Form	0	0	0
<b>Total</b>	<b>1</b>	<b>200</b>	<b>00.00</b>





### Resolution No. 3- Special Resolution

Alteration/substitution of the Articles of Association by way of substituting a new set of Articles under the Companies Act, 2013:

(i) Vote cast in favour of the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	20	145086	100.0000
Postal Ballot in E-Voting Form	42	5627025	100.0000
<b>Total</b>	<b>62</b>	<b>5772111</b>	<b>100.0000</b>

(ii) Vote cast against the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	1	200	00.00
Postal Ballot in E-Voting Form	0	0	0
<b>Total</b>	<b>1</b>	<b>200</b>	<b>00.00</b>

### Resolution No. 4- Ordinary Resolution

Appointment of Mrs. Shravani Dang (DIN:02131359) as Independent Director for a period of five years from December 13, 2016 to December 12, 2021:

(i) Vote cast in favour of the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	20	145086	100.0000
Postal Ballot in E-Voting Form	42	5627025	100.0000
<b>Total</b>	<b>62</b>	<b>5772111</b>	<b>100.0000</b>





(ii) Vote cast against the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	1	200	00.00
Postal Ballot in E-Voting Form	0	0	0
Total	1	200	00.00

**Resolution No. 5- Ordinary Resolution**

Appointment of Mr. Pramod Kumar Sanghi (DIN:00010024) as Independent Director for a period of five years from December 13, 2016 to December 12, 2021:

(i) Vote cast in favour of the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	20	145086	100.0000
Postal Ballot in E-Voting Form	42	5627025	100.0000
Total	62	5772111	100.0000

(ii) Vote cast against the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	1	200	00.00
Postal Ballot in E-Voting Form	0	0	0
Total	1	200	00.00

From the aforesaid position it is observed that the votes cast in by the Shareholders in favour of the subject Special Resolution are more than the 75% of the total votes cast.





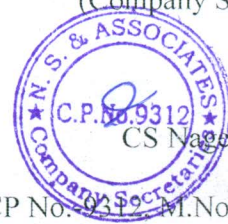
The Postal Ballot Forms and other related papers / Register and records pertaining to the process of Postal Ballot shall remain with me for safe custody until the Chairman considers.

You may kindly consider the aforesaid position of the votes cast by the Shareholders, through Postal Ballot (both by physical ballot and through e-voting), in favour of the resolution and declare the result accordingly.

Date: 19.01.2017

Place: Delhi

For N S & Associates  
(Company Secretaries)



CS Nagendra Singh  
Proprietor  
CP No. 0312 M.No.-FCS8307