CS

N S & ASSOCIATES

Company Secretaries

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Consolidated Report of Scrutinizer(s)

To,

Shri Pradeep Gupta
Chairman & Managing Director
Cyber Media (India) Limited
D-74, Panchsheel Enclave
New Delhi, Delhi-110017, India

Dear Sir,

I, **Nagendra Singh**, Company Secretary in Practice, appointed by the Board of Directors of **Cyber Media (India) Limited** (the Company) to act as the Scrutinizer in terms of section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules 2014, for the purpose of scrutinizing the voting process in respect of the Resolutions proposed at the 33rd Annual General Meeting of the company, do hereby submit my report as follows:

1. The e-voting services were provided by **Central Depository Services (India) Limited. CDSL.**

2. Voting rights were reckoned on the paid up value of shares registered in the names of the members as on 23rd September 2015.

3. The period of e-voting started at 09:00 a.m. on Saturday 26th September and ended at 5:00 p.m. on Tuesday, 29th September 2015.

4. Based on the reports generated from **CDSL** e-voting website www.evotingindia.com, the results of e-voting are as under:



A. <u>The result is as under:</u>

(1) To receive, consider and adopt the audited Balance Sheet and Profit & Loss Account (including consolidated financial statements) of the company for the year ended 31st March, 2015 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:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Ballot in Physical form	6	6	**100 Approx**
Ballot in E-Voting Form	31	5113783	**100 Approx**
Total	**37**	**5113789**	**100**

(ii) Voted **against** the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Ballot in Physical form	0	0	**0**
Ballot in E-Voting Form	0	0	**0**
Total	**0**	**0**	**0**

(iii) **Invalid** Votes:

Particular	Number of members voted	Number of votes cast by them
Ballot in Physical form	0	0
Ballot in E-Voting Form	0	0
Total	**0**	**0**

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(2) To re-appoint a Director in place of Mr. Pradeep Gupta (DIN: 00007520), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Ballot in Physical form	6	6	**100 Approx**
Ballot in E-Voting Form	31	5113783	**100 Approx**
Total	**37**	**5113789**	**100**

(ii) Voted **against** the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Ballot in Physical form	0	0	**0**
Ballot in E-Voting Form	0	0	**0**
Total	**0**	**0**	**0**

(iii) **Invalid** Votes:

Particular	Number of members voted	Number of votes cast by them
Ballot in Physical form	0	0
Ballot in E-Voting Form	0	0
Total	**0**	**0**



(3) To appoint M/s Goel Mintri & Associates, Chartered Accountants, (Firm Registration No. 013211N) as Statutory Auditors of the Company:

(i) Voted **in favour** of the resolution:

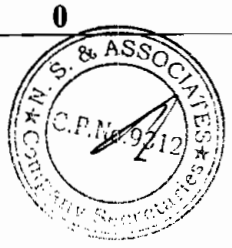
Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Ballot in Physical form	6	6	**100 Approx**
Ballot in E-Voting Form	31	5113783	**100 Approx**
Total	**37**	**5113789**	**100**

(ii) Voted **against** the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Ballot in Physical form	0	0	**0**
Ballot in E-Voting Form	0	0	**0**
Total	**0**	**0**	**0**

(iii) **Invalid** Votes:

Particular	Number of members voted	Number of votes cast by them
Ballot in Physical form	0	0
Ballot in E-Voting Form	0	0
Total	**0**	**0**



(4) Alteration of Articles of Association.

(i) Voted **in favour** of the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Ballot in Physical form	6	6	**100 Approx**
Ballot in E-Voting Form	31	5113783	**100 Approx**
Total	**37**	**5113789**	**100**

(ii) Voted **against** the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Ballot in Physical form	0	0	**0**
Ballot in E-Voting Form	0	0	**0**
Total	**0**	**0**	**0**

(iii) **Invalid** Votes:

Particular	Number of members voted	Number of votes cast by them
Ballot in Physical form	0	0
Ballot in E-Voting Form	0	0
Total	**0**	**0**



(5) Appointment of Mrs. Varsha Bedi as Independent Director.

(i) Voted **in favour** of the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Ballot in Physical form	6	6	**100 Approx**
Ballot in E-Voting Form	31	5113783	**100 Approx**
Total	**37**	**5113789**	**100**

(ii) Voted **against** the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Ballot in Physical form	0	0	**0**
Ballot in E-Voting Form	0	0	**0**
Total	**0**	**0**	**0**

(iii) **Invalid** Votes:

Particular	Number of members voted	Number of votes cast by them
Ballot in Physical form	0	0
Ballot in E-Voting Form	0	0
Total	**0**	**0**



(6) Appointment of Mr. Hoshiediar Rastom Ghaswalla as Whole-Time Director.

(i) Voted **in favour** of the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Ballot in Physical form	6	6	**100 Approx**
Ballot in E-Voting Form	31	5113783	**100 Approx**
Total	**37**	**5113789**	**100**

(ii) Voted **against** the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Ballot in Physical form	0	0	**0**
Ballot in E-Voting Form	0	0	**0**
Total	**0**	**0**	**0**

(iii) **Invalid**Votes:

Particular	Number of members voted	Number of votes cast by them
Ballot in Physical form	0	0
Ballot in E-Voting Form	0	0
Total	**0**	0

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(7) Appointment of Mr. Dhaval Gupta as Whole-Time Director.

(i) Voted **in favour** of the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Ballot in Physical form	6	6	**100 Approx**
Ballot in E-Voting Form	31	5113783	**100 Approx**
Total	**37**	**5113789**	**100**

(ii) Voted **against** the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Ballot in Physical form	0	0	**0**
Ballot in E-Voting Form	0	0	**0**
Total	**0**	**0**	**0**

(iii) **Invalid** Votes:

Particular	Number of members voted	Number of votes cast by them
Ballot in Physical form	0	0
Ballot in E-Voting Form	0	0
Total	**0**	**0**

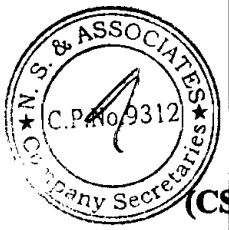
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B. I shall hand over the Consolidated Report form and other related papers/registers andrecords for safe custody to the Company Secretary authorized by the Board to supervise the voting process.

C. You may accordingly declare the result of the voting by Physical and Electronically. The Consolidated report and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



Place: Delhi
Dated: 30/09/15

(CS Nagendra Singh)
Company Secretary in Practice
Scrutinizer