

February 23, 2022

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

Manager- Listing Compliance
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 of the Extra-Ordinary General Meeting held on February 22, 2022

Dear Sir/Madam,

This is to inform that the Extra-Ordinary General Meeting ('EGM') of the Company was held on Tuesday, the 22nd day of February, 2022 at 10:00 a.m. (IST) through Video Conferencing /Other Audio Visual Means.

In this regard, please find enclosed the following:

1. Summary proceedings of the EGM 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 February 22, 2022, 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.

Kindly take the above on your record and oblige.

Yours truly,
For Cyber Media (India) Limited



Anoop Singh
Company Secretary
M. No. F8264

Cyber Media (India) Limited

Corporate Office: Cyber House, B-35, Sector-32, Gurugram -122001 Haryana, India. Tel: +91-124-482-2222
Bangaluru Office: #205, 2nd Floor, Shree Complex, 73, St. John's Road, Bangalore -560042. Tel: +91-80-22368282
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

Annexure-I

Summary proceedings of the Extra-Ordinary General Meeting

The Extra-Ordinary General Meeting ('EGM' / 'Meeting') of **Cyber Media (India) Limited** ('the Company') was held on **Tuesday, February 22, 2022 at 10:00 a.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")**. The EGM was held in compliance of the provisions of the Companies Act, 2013 and rules made thereunder, and General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 02/2021 dated 13th January 2021 and General Circular No. 20/2020 dated 5th May 2020 issued by the Ministry of Corporate Affairs.

Mr. Pradeep Gupta, Chairman & Managing Director, Mr. Krishan Kant Tulshan, Independent Director and Chairperson of the Audit Committee, and Mr. Dhaval Gupta, Non-Executive Director were present at the EGM through VC from their residence/respective office.

The Members of the Senior Management Team including Mr. Madan Mohan Singh, Chief Financial Officer, Mr. Anoop Singh, Company Secretary were also present at the EGM. The representative of M/s. Akhilesh & Associates, Practicing Company Secretaries (Scrutiniser/Seretary Auditors), Link Intime India Private Limited, (RTA) also attended the EGM.

Mr. Pradeep Gupta, Chairman took the Chair. A total number of 34 Members attended the Meeting through VC.

The Company Secretary welcomed all the Shareholders and briefed them about certain procedural and technical aspects of the EGM with respect to joining the Meeting through VC and manner of asking questions by speaker shareholders.

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 Chairman welcomed the Directors and Shareholders and requested the Directors to get introduced themselves. Then, He, with the consent of the Shareholders present, took the Notice of the Meeting.

The Chairman provided a brief rationale of the proposal by explaining the purpose of potential dilution of shareholding in Cyber Media Research & Services Limited, material subsidiary of the Company, to less than or equal to fifty percent under Regulation 24(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The following items of business, as per the EGM Notice dated January 31, 2022 were transacted at the Meeting:

Special Business:

Item No. 1: Special Resolution for potential dilution of shareholding in Cyber Media Research & Services Limited, material subsidiary of the Company, to less than or equal to fifty percent under Regulation 24(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Chairman briefed the Shareholders about the Company's performance for the nine months of Financial Year 2021-22. He expressed great thanks to the investors and other stakeholders for their cooperation and association to the Company.

Members present at the meeting, including "Speaker Shareholders" were given an opportunity to ask questions and seek clarifications, and accordingly the Chairman appropriately responded to the clarifications sought.

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



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("LIPL") which had commenced at 9:00 a.m. (IST) on Saturday, February 19, 2022 till 5:00 p.m. (IST) on Monday, February 21, 2022, on the resolution set forth in the EGM Notice. Shareholders who were present at the EGM and had not cast their vote through remote e-voting were provided an opportunity to cast their votes through e-voting during the Meeting and upto 15 minutes of the closure of EGM. 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 EGM.

The Chairman then informed that the results of the voting shall be declared within 48 (Forty Eight) hours from the conclusion of the EGM and the same shall be submitted to LIPL (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 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 Chairman thereafter informed the Members that the EGM was concluded at 10:45 a.m.

Yours truly,

For Cyber Media (India) Limited



Anoop Singh
Company Secretary
M. No. F8264

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**Annexure-II
Voting Results**

Cyber Media (India) Limited - Extra-Ordinary General Meeting ("EGM")	
Date of the EGM	22.02.2022
Total number of Shareholders on record date	5469
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:	29

Resolution required: (Ordinary/ Special)			Special: Approval of potential dilution of shareholding in Cyber Media Research & Services Limited, material subsidiary of the Company, to less than or equal to fifty percent under Regulation 24(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.					
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	96,80,135	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	42,573	0.71	42,172	401	99.06	0.94
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		42,573	0.71	42,172	401	99.06	0.94
Total		1,56,67,242	42,573	0.27	42,172	401	99.06	0.94






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)

No-222

Form MGT-13 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
Cyber Media (India) Limited
 D-74, Panchsheel Enclave
 New Delhi-110017

Sub.: Report on electronic voting (including remote e-voting) on the resolutions contained in the Notice dated 31st January, 2022 of the Extra-Ordinary General Meeting ("EGM" / "Meeting") held on Tuesday, the 22nd day of February, 2022 at 10:00 a.m. through Video Conferencing.

Dear Sir,

I, Akhilesh Kumar Jha, Proprietor of M/s. Akhilesh & Associates, Practicing Company Secretaries at Office C-2, H-77, Chaman Singh Residency, Jasola Village, New Delhi-110025 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 and 21 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) thereto) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned resolutions proposed at the EGM of the shareholders of the Company held on Tuesday, the 22nd February, 2022 at 10.00 am. through Video Conferencing, submit my report as under:

1. 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 EGM 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").
2. In accordance with the Notice of the EGM sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) thereto) on February 02, 2022 in the newspapers 'The Financial Express' (English) and 'Jan Satta' (Hindi), the remote e-voting opened at 9:00 a.m. (IST) on 19th February, 2022 and remained open up to 05:00 p.m. (IST) on 21st February, 2022.
3. The shareholders holding shares as on 15th February, 2022, "cut-off date" was entitled to vote on the resolutions stated in the Notice of the EGM.



4. At the end of the remote e-voting period on 21st February, 2022 at 5:00 p.m. (IST), the e-voting portal of LIPL was blocked forthwith.
5. At the end of the EGM held on 22nd February, 2022, the facility to vote electronically was provided by the Company to facilitate those members present at the meeting but who could not cast their votes through remote e-voting process.
6. After conclusion of electronic voting at the EGM, the votes on remote e-voting were unblocked at around 10.45 a.m. 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.
7. The total votes cast in favour or against all the resolutions proposed in the Notice of EGM are as under:

Item No. 1 of the Notice (As Special Resolution)

Approval of potential dilution of shareholding in Cyber Media Research & Services Limited, material subsidiary of the Company, to less than or equal to fifty percent under Regulation 24(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (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	42,172	99.06
Voting by Ballot	0	00	
Total	36	42,172	99.06

- (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	2	401	0.94
Voting by Ballot	0	0	00
Total	2	401	0.94

- (iii) Invalid Votes:

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

Note: As the number of votes cast in favour exceeds the third-fourth of the total number of votes cast for the resolution. Hence the resolution stands passed as Special Resolution.



8. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the EGM 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: F009031C002664662



Date: 23rd February, 2022
Place: New Delhi

Witnesses:

1. Neha Panchal

Neha

2. Anand kr. Pandit

Anand