

CYBER MEDIA (INDIA) LIMITED

Regd. Office: D-74, Panchsheel Enclave New Delhi-110017

Dear Shareholders,

Postal Ballot Notice pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011

Pursuant to the provisions of Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, notice is hereby given that the Company is seeking consent of its Members by passing resolution through Postal Ballot in respect of the Special business(es) appended below. The proposed Special business(es), along with the Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 and a Postal Ballot Form is enclosed for your consideration. The Company has appointed Mr. Sanjay Grover, Practicing Company Secretary, as Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed in the Postal Ballot Form 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 Business hours on Wednesday, 07th March, 2012. 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 Monday, 12th March 2012 at 4 p.m. at the registered office of the company.

Item No 1. Cyber Media Employee Stock Option Scheme 2012

To consider and if thought fit, to pass with or without modification(s), the following resolution as a "SPECIAL RESOLUTION":

"RESOLVED THAT pursuant to provisions of Section 81 (1A) and other applicable provisions of the Companies Act, 1956, and rules made thereunder, other applicable guidance note/guidelines/Circular/notification issued by the relevant statutory authority in respect of Employee Stock Option Scheme/Plan as applicable and the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, if any, and Memorandum and Articles of Association of the Company and, subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed by them while granting such permissions, consents, authority, if any, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which terms shall be deemed to include any committee including Compensation Committee to which the Board may delegate its power, including the powers conferred by these Resolutions) to frame the proposed ESOP Scheme 2012 and to create, issue, grant, offer and allot, in one or more tranches under the said proposed ESOP Scheme 2012 at any time to or for the benefit of employees (present & future) and directors (except promoter directors) of the Company such number of equity shares and/or equity linked instruments or securities which could give rise to the issue of equity shares (hereinafter collectively referred to as "Securities") of the Company initially not exceeding 10,00,000 equity shares (Ten Lac only) options at such price and on such terms and conditions described below:

(i) The exercise price of the options shall not be less than such minimum price, if any, prescribed under the SEBI Guidelines and as determined by the Board.

(ii) The equity shares issued upon exercise of the options shall rank pari passu in all respects with the existing equity shares including dividend.

(iii) Each option granted to the Eligible Employees shall be entitled to one equity share of the Company at a price to be determined by the Board and subject to any regulations or guidelines of the SEBI in regard to the pricing of the options, as applicable from time to time.

(iv) Each option shall be vested in the optionee after a minimum period of 12 months from the date of grant of the option or at such times as may be determined by the Board from time to time.

(v) The options shall be valid and exercisable for such periods as may be determined by the Board, from time to time.

(vi) The consideration for the shares to be issued upon exercise of an option as determined by the Board at the time of granting the options may consist of cash, cheque or consideration received by the Company under a cashless exercise program implemented by the Company or any combination of the foregoing methods of payment.

(vii) No Eligible Employee shall, during any fiscal year of the Company, be granted options exceeding the limit fixed by the SEBI or any other relevant regulation as is applicable to such options.

(viii) The Company shall conform to the accounting policies mandated by applicable law or regulations of the SEBI or any other relevant regulation as is applicable to the accounting of such options.

(ix) The Board shall have the power to make reasonable adjustments to the number of options to be exercised and the exercise price in case of rights issues, bonus issues, stock splits and other corporate actions.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide upon and bring into effect any scheme (hereinafter referred to as "the ESOP Scheme-2012") on such terms and conditions as contained in the relevant Explanatory Statement to this notice and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the scheme from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule or to suspend, withdraw or revive the ESOP scheme-2012.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted as stated aforesaid shall rank pari-passu with all the then existing equity shares of the Company for all purposes.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the ESOP Scheme-2012 on the Stock Exchanges where the securities of the Company are listed as per provisions of the Listing Agreement with the Concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment or listing of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring into effect the Scheme and make any modifications, changes, variations, alterations or revisions in the said Scheme from time to time or to suspend, withdraw or revise the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matter and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members."

Item No 2. Cyber Media Employee Stock Option Scheme 2012 for Subsidiaries

To consider and if thought fit, to pass with or without modification(s), the following resolution as a "SPECIAL RESOLUTION":

"RESOLVED THAT pursuant to provisions of Section 81 (1A) and other applicable provisions of the Companies Act, 1956, and rules made thereunder, other applicable guidance note/guidelines/Circular/notification issued by the relevant statutory authority in respect of Employee Stock Option Scheme/Plan as applicable and the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, if any, and Memorandum and Articles of Association of the Company and, subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed by them while granting such permissions, consents, authority, if any, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which terms shall be deemed to include any committee including Compensation committee to which the Board may delegate its power, including the powers conferred by these Resolutions) to frame the proposed ESOP Scheme 2012 and to create, issue, grant, offer and allot, in one or more tranches under the said proposed ESOP Scheme 2012 at any time to or for the benefit of employees (present & future) and directors (except promoter directors) of the Company's present and future subsidiaries such number of equity shares and/or equity linked instruments or securities which could give rise to the issue of equity shares (hereinafter collectively referred to as "Securities") of the Company as initially not exceeding 10,00,000 equity shares (Ten Lac only) options at such price and on such terms and conditions described below:

(i) The exercise price of the options shall not be less than such minimum price, if any, prescribed under the SEBI Guidelines and as determined by the Board.

(ii) The equity shares issued upon exercise of the options shall rank pari passu in all respects with the existing equity shares including dividend.

(iii) Each option granted to the Eligible Employees shall be entitled to one equity share of the Company at a price to be determined by the Board and subject to any regulations or guidelines of the SEBI in regard to the pricing of the options, as applicable from time to time.

(iv) Each option shall be vested in the optionee after a minimum period of 12 months from the date of grant of the option or at such times as may be determined by the Board from time to time.

(v) The options shall be valid and exercisable for such periods as may be determined by the Board, from time to time.

(vi) The consideration for the shares to be issued upon exercise of an option as determined by the Board at the time of granting the options may consist of cash, cheque or consideration received by the Company under a cashless exercise program implemented by the Company or any combination of the foregoing methods of payment.

(vii) No Eligible Employee shall, during any fiscal year of the Company, be granted options exceeding the limit fixed by the SEBI or any other relevant regulation as is applicable to such options.

(viii) The Company shall conform to the accounting policies mandated by applicable law or regulations of the SEBI or any other relevant regulation as is applicable to the accounting of such options.

(ix) The Board shall have the power to make reasonable adjustments to the number of options to be exercised and the exercise price in case of rights issues, bonus issues, stock splits and other corporate actions.

(x) The Board shall have absolute discretion from time to time to modify or substitute any such terms, including but not limited to, acceleration of vesting period of options granted or, if it thinks fit, not to undertake or proceed with the implementation of this Resolution in whole or in part.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide upon and bring into effect any scheme (hereinafter referred to as "the ESOP Scheme-2012") on such terms and conditions as contained in the relevant Explanatory Statement to this notice and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the scheme from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule or to suspend, withdraw or revive the ESOP scheme-2012.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted as stated aforesaid shall rank pari passu with all the then existing equity shares of the Company for all purposes.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the ESOP Scheme-2012 on the Stock Exchanges where the securities of the Company are listed as per provisions of the Listing Agreement with the Concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment or listing of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring into effect the Scheme and make any modifications, changes, variations, alterations or revisions in the said Scheme from time to time or to suspend, withdraw or revise the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matter and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members."

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

Sd/-

Date: 17th January, 2012
Place: New Delhi

Shilpi Gupta
Company Secretary

Notes:

1. An Explanatory Statement pursuant to Section 173(2) read with Section 192 A of the Companies Act, 1956 in respect of the above mentioned business(es) 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 to all the Members of the company, whose names would appear in the Register of Members as on Friday, 20th January, 2012.
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 Business hours on Wednesday 07th March, 2012.
5. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballot Forms and 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 12th March, 2012 at 4:00 P.M at the Registered Office of the Company at D-74, Panchsheel Enclave, New Delhi-110017 and the resolution(s) 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(s). Members who wish to be present at the time of declaration of the result may be present at the venue.
6. The date of declaration of result shall be deemed to be the date of passing of the said Resolution(s).
7. Subsequently the Result of the Postal Ballot will be published in atleast one English and one vernacular language newspaper circulating in Delhi. The result of the postal ballot will also be displayed at website of the Company (www.cybermedia.co.in).
8. Members are requested to carefully read the instructions printed on the back of the Postal Ballot Form before exercising their vote.
9. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the company between 11:00 A.M. and 1:00 P.M. on any working day except Saturday and public holidays.
10. The voting rights of Members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.

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

Shilpi Gupta
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.
Item No 1 & 2

Employee Stock Options Plans serve to align the interests of the employees with those of the shareholders by creating a common sense of purpose towards enhancing the shareholder value and also serve to attract and retain talent that is absolutely essential for the survival and growth of the Company in today's global competitive environment. Further, your Company's subsidiaries are of strategic importance in its growth plans. Stock options will support the objective of creating value for your company in such subsidiaries.

Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 have been issued for this purpose. The Company proposes to formulate one or more Employee Stock Option Schemes/Plans (ESOP) to enable the Board (which term shall also include the Compensation Committee) to issue Options to eligible employees who will be the existing and future employees, including Directors (whole-time or otherwise), of the Company from time to time and also for the employees including Managing Director/ Whole-Time Director of subsidiary companies of the Company. The Salient features of Scheme are as follows:

Employee Stock Option Scheme 2012

The details of the Scheme are as follows:

(a) Under the Scheme the employees will be given an option to acquire a certain number of shares of the face value of Rs.10/- each.

(b) The Compensation committee shall formulate detailed terms and conditions of the Scheme, administer, and supervise the same. Subject to the provisions of the Scheme, and subject to the approval of relevant authorities, the Compensation committee shall:

- Determine the quantum of option to be granted under the Scheme per employee and in aggregate;
- To select the class of Employees to whom Options from time to time be granted hereunder.
- To determine the number of shares to be covered by each such option granted hereunder.
- To determine the Vesting Period and Exercise Period.
- Determine the conditions under which option vested in employees may lapse in case of termination of employment for misconduct;
- Determine the exercise period under which the Optionee shall exercise the vested Option in the event of his termination or resignation;
- Determine the right of an employee to exercise all options vested in him at one time or at various points of time within the exercise period;
- Determine the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions;
- Grant, vest and exercise of option in case of employees who are on long leave;
- Determine the procedure for cashless exercise of options.

(c) The Salient Features of the Scheme are as follows:

(i) Total number of Options to be granted

The maximum number of shares which shall be subject to options under the ESOP Scheme-2012 shall be 10,00,000 (Ten Lacs only) Equity Shares of face value of Rs.10/- each.

(ii) Identification of the Class of Employees Entitled to the Scheme

Employees entitled to participate in the ESOP are "Employees" including Directors (whether full time or not) as defined in the ESOP Guidelines (including any statutory modifications or re-enactment of the Act or the

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

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- Determine the conditions under which option vested in employees may lapse in case of termination of employment for misconduct;
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- Determine the right of an employee to exercise all options vested in him at one time or at various points of time within the exercise period;
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compensation cost computed under intrinsic value method and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

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

Sd/-

**Shilpi Gupta
Company Secretary**

**Date: 17th January, 2012
Place: New Delhi**

CYBER MEDIA
Cyber Media (India) Limited
D-74, Panchsheel Enclave, New Delhi - 110 017

compensation cost computed under intrinsic value method and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

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

Sd/-

Shilpi Gupta
Company Secretary

Date: 17th January, 2013
Place: New Delhi

CYBER MEDIA

Cyber Media (India) Limited
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CYBER MEDIA

Cyber Media (India) Limited

Regd. Office : D-74, Panchsheel Enclave, New Delhi 110 017

POSTAL BALLOT FORM

Serial No.

1. Name(s) of Shareholder(s)
(in BLOCK letters)
(Including joint holder, if any):

2. Registered Address of the
Sole / First named Shareholder:

3. Registered Folio No./
DP ID No. & Client ID No.:

4. Number of Shares held:

I/We hereby exercise my / our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Notice dated Tuesday, 17th January, 2012 of the Company by sending my / our assent / dissent by placing the tick (✓) mark at the appropriate box below: -

S. No.	Description	No. of shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Special Resolution for Issue of Equity Shares to or for the benefit of employees (present & future) and directors (except promoter directors) of the Company under Section 81(1A) of Companies Act 1956 as per Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999			
2.	Special Resolution for Issue of Equity Shares to or for the benefit of employees (present & future) and directors (except promoter directors) of the Company's present and future subsidiaries under Section 81(1A) Companies Act 1956 as per Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999			

Place:

Date:

(Signature of the shareholder)

Last date for receipt of postal ballot form by the scrutinizer : 7th March 2012.

NOTE: Please read carefully the instructions printed overleaf before exercising vote.

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Cyber Media (India) Limited

POSTAL BALLOT FORM

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot should complete this postal ballot form IN ALL Respect and send it to the Scrutinizer in the enclosed self addressed postage pre-paid envelope.
2. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence by the next named shareholder.
3. The postal ballot form duly completed and signed should be sent to the Scrutinizer appointed by the Company **at the registered office of the Company on or before the close of the business hours on Wednesday, 7th MARCH, 2012.**
4. Postal Ballot(s) received after this date will be treated as if the reply from the member has not been received and the same will not be considered.
5. In case of shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified copy of the authorizing Board Resolution / Nomination/ Authority.
6. The vote in this Postal Ballot cannot be exercised by a proxy.
7. There will be one Postal Ballot for every Folio/Client ID.
8. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the shareholders on **Friday, 20th JANUARY, 2012.**
9. Incomplete and unsigned postal ballot forms will be rejected.
10. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified at instruction No.3 above.
11. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage pre-paid envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.
12. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.
13. The Scrutinizer's decision on the validity of a postal ballot will be final.
14. The Result of the Postal Ballot will be published in the newspaper for the information of the shareholders.

(Signature of the shareholder)

NOTE: Please read carefully the instructions printed overleaf before exercising voter

CYBER MEDIA

CYBER MEDIA (INDIA) LIMITED

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

Tel.: 91-11-41751234 • Fax: 91-11-26496765

Email: investorcare@cybermedia.co.in • Website: www.cybermedia.co.in

POSTAL BALLOT NOTICE

Members are hereby informed that the Company has on 06.02.2012 completed the dispatch of notice along with the postal ballot form and a self addressed postage prepaid envelope pursuant to the provisions of section 192A of the Companies Act, 1956, in relation to special resolutions for Issue of Equity Shares to or for the benefit of employees (present & future) and directors (except promoter directors) of the Company and its present and future subsidiaries under Section 81(1A) of Companies Act 1956 as per Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999.

The Board of Directors of the Company has appointed Mr. Sanjay Grover (FCS, FCA), a Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. Members are requested to note that the postal ballot form duly completed and signed should reach the Scrutinizer not later than the close of working hours on **Wednesday, 07th March, 2012**. All postal ballot forms received after the said date shall not be reckoned for the purpose.

A member may request for a duplicate postal ballot form, if so required. The voting rights of Members shall be reckoned on the paid-up value of shares as on 20.01.2012 i.e. the cut off date.

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

Date : 07.02.2012
Place : Delhi

Sd/-
Shilpi Gupta
Company Secretary



