CYBER MEDIA (INDIA) LIMITED

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

COURT CONVENED MEETING OF THE EQUITY SHAREHOLDERS

DATE	:	FRIDAY, OCTOBER 15, 2010
TIME	:	10:00 A.M.
VENUE	:	PHD CHAMBERS OF COMMERCE & INDUSTRY PHD HOUSE, 4/2, SIRI INSTITUTIONAL AREA, AUGUST KRANTI MARG, NEW DELHI-110016.

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IN THE HIGH COURT OF DELHI AT NEW DELHI
(ORIGINAL JURISDICTION)
COMPANY APPLICATION NO. 162 OF 2010
IN THE MATTER OF THE COMPANIES ACT, 1956
AND
IN THE MATTER OF SECTIONS 391 AND 394
OF THE COMPANIES ACT, 1956
AND
IN THE MATTER OF AMALGAMATION OF CYBERMEDIA INDIA ONLINE LIMITED
AND
CYBER MEDIA DIGITAL LIMITED
AND
CYBER MEDIA EVENTS LIMITED
AND
CYBER HOLDINGS LIMITED
WITH
CYBER MEDIA (INDIA) LIMITED
AND
IN THE MATTER OF

1. **CYBERMEDIA INDIA ONLINE LIMITED**
   D-74, Panchsheel Enclave, New Delhi-110017
   ...Applicant No.1/Transferor Company No.1

2. **CYBER MEDIA DIGITAL LIMITED**
   D-74, Panchsheel Enclave, New Delhi-110017
   ...Applicant No.2 /Transferor Company No.2

3. **CYBER MEDIA EVENTS LIMITED**
   D-74, Panchsheel Enclave, New Delhi-110017
   ...Applicant No.3 /Transferor Company No.3

4. **CYBER HOLDINGS LIMITED**
   D-74, Panchsheel Enclave, New Delhi-110017
   ...Applicant No.4 /Transferor Company No.4

5. **CYBER MEDIA (INDIA) LIMITED**
   D-74, Panchsheel Enclave, New Delhi-110017
   ...Applicant No.5 /Transferee Company

NOTICE CONVENING MEETING

To

The Equity Shareholders of Cyber Media (India) Limited, the Applicant No.5 / Transferee Company

TAKE NOTICE that by an Order made on 17th September , 2010 the Hon'ble High Court of Delhi at New Delhi has directed that a meeting of the equity shareholders of the Applicant No.5 / Transferee Company be held at PHD Chambers of Commerce & Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016 on Friday, the 15th day of October, 2010, at 10.00 A.M. for the purposes of considering, and if thought fit, approving, with or without modification, the proposed Scheme of amalgamation of the Cybermedia India Online Limited (Applicant No.1 / Transferor Company No.1), Cyber Media Digital Limited (Applicant No.2 / Transferor Company No.2), Cyber Media Events Limited (Applicant No.3 / Transferor Company No.3) and Cyber Holdings Limited (Applicant No.4 / Transferor Company No.4) with Cyber Media (India) Limited (Applicant No.5 / Transferee Company).

TAKE FURTHER NOTICE that in pursuance of the said Order, a meeting of equity shareholders of Cyber Media (India) Limited will be held at PHD Chambers of Commerce & Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016 on Friday, 15th day of October, 2010, at 10.00 A.M., when you are requested to attend.

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy, provided that a proxy in the prescribed form, duly signed by you, is deposited at the registered office of Cyber Media (India) Limited at D-74, Panchsheel Enclave, New Delhi-110017 not later than 48 hours before the meeting.

The Hon'ble High Court has appointed Mr. B. D. Kaushik, Advocate, and failing him, Mr. Rajeev Kumar, Advocate to be the chairman of the said meeting.

A copy each of the scheme of amalgamation, the statement under section 393 of the Companies Act, 1956 and a form of proxy is enclosed.

[B. D. Kaushik]
Advocate
Chairman appointed for the Meeting

Dated this 22nd day of September, 2010
Place: New Delhi

Note:
1. All alterations made in the form of the proxy should be initialed.
2. The representative of a body corporate which is a registered Equity Shareholder of Cyber Media (India) Limited may attend and vote at the Equity Shareholders meeting provided a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate is deposited at the registered office of the Company not later than 48 hours before the meeting authorizing such representative to attend and vote at the Equity Shareholders' meeting.

IN THE HIGH COURT OF DELHI AT NEW DELHI
(ORIGINAL JURISDICTION)

COMPANY APPLICATION NO. 162 OF 2010
IN THE MATTER OF THE COMPANIES ACT, 1956
AND
IN THE MATTER OF SECTIONS 391 AND 394
OF THE COMPANIES ACT, 1956
AND
IN THE MATTER OF AMALGAMATION OF
CYBERMEDIA INDIA ONLINE LIMITED
AND
CYBER MEDIA DIGITAL LIMITED
AND
CYBER MEDIA EVENTS LIMITED
AND
CYBER HOLDINGS LIMITED
WITH
CYBER MEDIA (INDIA) LIMITED
AND
IN THE MATTER OF

1. **CYBERMEDIA INDIA ONLINE LIMITED**
   D-74, Panchsheel Enclave, New Delhi-110017
   (hereinafter also referred to as "CMIOL")

   ...Applicant No.1/Transferor Company No.1

2. **CYBER MEDIA DIGITAL LIMITED**
   D-74, Panchsheel Enclave, New Delhi-110017
   (hereinafter also referred to as "CMDL")

   ...Applicant No.2 /Transferor Company No.2

3. **CYBER MEDIA EVENTS LIMITED**
   D-74, Panchsheel Enclave, New Delhi-110017
   (hereinafter also referred to as "CMEL")

   ...Applicant No.3 /Transferor Company No.3

4. **CYBER HOLDINGS LIMITED**
   D-74, Panchsheel Enclave, New Delhi-110017
   (hereinafter also referred to as "CHL")

   ...Applicant No.4 /Transferor Company No.4

5. **CYBER MEDIA (INDIA) LIMITED**
   D-74, Panchsheel Enclave, New Delhi-110017
   (hereinafter also referred to as "CMIL")

   ...Applicant No.5 /Transferee Company

EXPLANATORY STATEMENT UNDER SECTION 393 OF THE COMPANIES ACT, 1956

1. Pursuant to an Order dated 17th September, 2010 passed by the Hon'ble High Court of Delhi at New Delhi, on the Company Application referred to above, a separate meetings of the Equity Shareholders and the Un-secured Creditors of the Applicant No.5 / Transferee Company are being convened for the purposes of considering and, if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation of Cybermedia India Online Limited, Cyber Media Digital Limited, Cyber Media Events Limited and Cyber Holdings Limited with Cyber Media (India) Limited which is annexed to the notice. The said order will be available for inspection at the Registered Office of the said Applicant Companies at D-74, Panchsheel Enclave, New Delhi-110017 between 10:00 A.M to 5:00 P.M. on any working day (i.e. Monday to Friday) prior to the date of the meeting.
2. The above Scheme of Amalgamation has been approved by the respective Board of Directors of the Applicant Companies at their meetings duly convened and held on 22nd July, 2009.
3. The Transferor Company No.1 was originally incorporated on 1st July 1999 under the name and style of "Cyber India Online Limited" with the Registrar of Companies, NCT of Delhi & Haryana. Thereafter vide a resolution

in terms of section 21 of the Act, the name of the Company was changed from "Cyber India Online Limited" to "Cybermedia India Online Limited" and a fresh certificate of incorporation was issued on 07.04.2006.

4. The registered office of the Transferor Company No 1 is situated at D-74, Panchsheel Enclave, New Delhi-110017.
5. The present Authorised Share Capital of the Transferor Company No.1 is Rs.1,50,00,000/ (Rupees One Crore Fifty lacs Only) divided into 1,50,00,000 (One Crore Fifty lacs) Equity Shares of Rs. 1/- (Rupees One) each. The present Issued, Subscribed and Paid-up Share Capital of the company is Rs. 1,24,35,700/- (Rupees One Crore Twenty Four Lacs Thirty Five Thousand Seven hundred Only) divided into 1,24,35,700 (One Crore Twenty Four Lacs Thirty Five Thousand Seven hundred) Equity Shares of Rs.1/- (Rupees One) each .
6. The Transferor Company No. 1 is a subsidiary of the Transferee Company, which holds 91.96 % of the Paid up Capital of the Transferor Company No. 1.
7. The Transferor Company No.1 is engaged in the business of electronic media to focus on information technology.
8. The Transferor Company No.2 was originally incorporated on 15th April 1997 under the name and style of "Cyber Multimedia (India) Limited" with the Registrar of Companies, NCT of Delhi & Haryana. Thereafter vide a resolution in terms of section 21 of the Act, the name of the Company was changed from "Cyber Multimedia (India) Limited" to "Cyber Media Digital Limited" and a fresh certificate of incorporation was issued on 11.10.2004.
9. The registered office of the Transferor Company No 2 is situated at D-74, Panchsheel Enclave, New Delhi-110017.
10. The present Authorised Share Capital of the Transferor Company No.2 is Rs. 15,00,000/- (Rupees Fifteen Lacs Only) divided into 1,50,000 (One Lac Fifty thousand) Equity Shares of Rs. 10/- (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is 10,00,700/- (Rupees Ten Lacs Seven Hundred Only) divided into 1,00,070 (One Lac Seventy) Equity Shares of Rs. 10/- (Rupees Ten) each.
11. The Transferor Company No. 2 is a wholly owned subsidiary of the Transferee Company as the entire paid up share capital of the Transferor Company No. 2 is beneficially held by the Transferee Company.
12. The Transferor Company No.2 is engaged in the business of in the field of multimedia includes text, audio, graphics, animation , content in digital, electronic and print forms including CD ROMs, video programmes, video tapes, audio tapes, floppies etc
13. The Transferor Company No.3 was originally incorporated on 27th January 2000 under the name and style of "Cyber Expo Limited" with the Registrar of Companies, NCT of Delhi & Haryana. Thereafter vide a resolution in terms of section 21 of the Act, the name of the Company was changed from "Cyber Expo Limited" to "Cyber Media Events Limited" and a fresh certificate of incorporation was issued on 19.12.2003.
14. The registered office of the Transferor Company No 3 is situated at D-74, Panchsheel Enclave, New Delhi-110017.
15. The present Authorised Share Capital of the Transferor Company No.3 is Rs. 10,00,000/- (Rupees Ten Lacs Only) divided into 1,00,000 (One Lac) Equity Shares of Rs. 10/- (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is 5,00,700/- (Rupees Five Lacs and Seven Hundred Only) divided into 50,070 (Fifty Thousand Seventy) Equity Shares of Rs. 10/- (Rupees Ten) each.
16. The Transferor Company No. 3 is a wholly owned subsidiary of the Transferee Company as the entire paid up share capital of the Transferor Company No. 3 is beneficially held by the Transferee Company.
17. The Transferor Company No.3 is engaged in the business of organising and acting as event managers.
18. The Transferor Company No.4 was originally incorporated on 11th July 2000 under the name and style of "Cyber Holdings Limited" with the Registrar of Companies, NCT of Delhi & Haryana.
19. The registered office of the Transferor Company No 4 is situated at D-74, Panchsheel Enclave, New Delhi-110017.
20. The present Authorised Share Capital of the Transferor Company No.4 is Rs. 10,00,000/- (Rupees Ten Lacs Only) divided into 1,00,000 (One Lac) Equity Shares of Rs. 10/- (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is 5,00,700/- (Rupees Five Lacs and Seven Hundred Only) divided into 50,070 (Fifty Thousand Seventy) Equity Shares of Rs. 10/- (Rupees Ten) each.

21. The Transferor Company No. 4 is a wholly owned subsidiary of the Transferee Company as the entire paid up share capital of the Transferor Company No. 4 is beneficially held by the Transferee Company.
22. The Transferor Company No.4 is engaged in the business of to carry out and undertake the business as an Investment Company.
23. The Transferee Company was originally incorporated on 10th September 1982 under the name and style of "Cyber Media (India) Limited" with the Registrar of Companies, NCT of Delhi & Haryana.
24. The registered office of the Transferee Company is situated at D-74, Panchsheel Enclave, New Delhi-110017.
25. The Transferee Company is engaged in the business of media and media services.
26. The present Authorised Share Capital of the Transferee Company is Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty Lacs only) divided into 1,25,00,000 (One Crore Twenty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs.10,00,12,420/- (Rupees Ten Crore Twelve Thousand Four Hundred Twenty Only) divided into 1,00,01,242 (One Crore One Thousand Two Hundred Forty Two) Equity Shares of Rs. 10/- (Rupees Ten) each.
27. The main objects of the Applicant Companies have been set out in the respective Memorandum of Association of the respective applicant companies.
28. Rationale for the Amalgamation is set out in the Scheme.
29. The salient features of the Scheme are as under:

    [The reference of clauses and sub clauses herein below refers to those of the Scheme]

1.1. DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning as under:

a. **"The Act"** means the Companies Act, 1956 (1 of 1956) and the Rules made there under;

b. **"The Appointed Date"** means commencement of business on 1st April, 2009 or such other date as the Hon'ble High Court(s) may direct.

c. **"The Effective Date"** means the date on which the transfer and vesting of the entire undertakings of the Transferor Companies shall take effect, i.e., the date as specified in Clause 5 of this Scheme.

d. **"This Scheme" or "the Scheme"** means the present Scheme of Amalgamation framed under the provisions of sections 391 and 394 of the Companies Act, 1956, and other applicable provisions, if any, where under the Transferor Companies is proposed to be amalgamated with the Transferee Company in the present form or with any modification(s) approved or imposed or directed by Members/Creditors of the respective Companies and/or by any competent authority and/or by the Hon'ble High Court(s).

e. **"The Transferor Companies"** means and includes:

i. **"The Transferor Company No.1"** means **CYBER MEDIA INDIA ONLINE LIMITED** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at **D-74, Panchsheel Enclave, New Delhi-110017.**

ii. **"The Transferor Company No.2"** means **CYBER MEDIA DIGITAL LIMITED** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at **D-74, Panchsheel Enclave, New Delhi-110017.**

iii. **"The Transferor Company No.3" CYBER MEDIA EVENTS LIMITED** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at **D-74, Panchsheel Enclave, New Delhi-110017.**

iv. **"The Transferor Company No.4"** means **CYBER HOLDINGS LIMITED** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at **D-74, Panchsheel Enclave, New Delhi-110017.**

f. **"The Transferee Company"** means **CYBER MEDIA (INDIA) LIMITED** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at **D-74, Panchsheel Enclave, New Delhi-110017.**

2. TRANSFER OF UNDERTAKING

a. With effect from the commencement of business on 1st April, 2009, i.e., the Appointed Date, subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, the undertaking and entire business and all immovable properties where so ever situated and incapable of passing by physical delivery and also all other assets, capital work-in-progress, current assets, investments, bookings and advances against bookings for/in residential and commercial plots and buildings, powers, authorities, allotments, approvals and consents, licenses, registrations, contracts, engagements, arrangement, rights, intellectual property rights, titles, interests, benefits and advantages of whatsoever nature belonging to or in the ownership, power, possession, control of or vested in or granted in favour of or enjoyed by the Transferor Companies, including but without being limited to, all licenses, liberties, easements, advantages, benefits, privileges, leases, tenancy rights, ownership, intellectual property rights including trade marks, brands, copy rights; quota rights, subsidies, capital subsidies, concessions, exemptions, sales tax exemptions, concessions/ obligations under EPCG/Advance/DEPB licenses, approvals, clearances, environmental clearances, authorizations, certification, quality certification, utilities, electricity connections, electronics and computer link ups, services of all types, reserves, provisions, funds, benefit of all agreements and all other interests arising to the Transferor Companies (hereinafter collectively referred to as "the said assets") shall, without any further act or deed or without payment of any duty or other charges, be transferred to and vested in the Transferee Company pursuant to the provisions of Section 394 of the Act, for all the estate, right, title and interest of the Transferor Companies therein so as to become the property of the Transferee Company but, subject to mortgages, charges and encumbrances, if any, then affecting the undertaking of the Transferor Companies without such charges in any way extending to the undertaking of the Transferee Company.

b. Notwithstanding what is provided herein above, it is expressly provided that in respect to such of the said assets as are movable in nature or are otherwise capable of being transferred by physical delivery or by endorsement and delivery, the same shall be so transferred by the Transferor Companies to the Transferee Company after the Scheme is duly sanctioned and given effect to without requiring any order of the Court or any deed or instrument of conveyance for the same or without the payment of any duty or other charges and shall become the property of the Transferee Company accordingly.

c. On and from the Appointed Date, all liabilities, provisions, duties and obligations including Income Tax and other statutory liabilities, if any, of every kind, nature and description of the Transferor Companies whether provided for or not in the books of accounts of the Transferor Companies shall devolve and shall stand transferred or be deemed to be transferred without any further act or deed, to the Transferee Company with effect from the Appointed Date and shall be the liabilities, provisions, duties and obligations of the Transferee Company.

5. OPERATIVE DATE OF THE SCHEME

This Scheme, though operative from the Appointed Date, shall be effective from the last of the dates on which certified copies of the High Court(s) order under Sections 391 and 394 of the Act are filed in the office(s) of the concerned Registrar of Companies.

6. DISSOLUTION OF TRANSFEROR COMPANIES

On this Scheme, becoming effective as provided in Clause 5 above, the Transferor Companies shall stand dissolved without winding up.

7. EMPLOYEES OF TRANSFEROR COMPANIES

a. All the employees of the Transferor Companies in service on the date immediately preceding the date on which the Scheme finally takes effect, i.e., the Effective Date, shall become the employees of the Transferee Company on such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the concerned Transferor Companies on the said date.

b. Provident Fund, Gratuity Fund, Superannuation Fund and any other special fund or trusts created or existing for the benefit of the employees of the Transferor Companies, if any, upon the Scheme becoming finally effective, the Transferee Company shall stand substituted for the Transferor Companies for all purposes and intents, whatsoever, relating to the administration or operation of such schemes or funds or in relation to the obligation to make contributions to the said funds in accordance with the provisions of such funds. It is the intent that all the rights, duties, powers and obligations of the Transferor Companies in relation to such funds shall become those of the Transferee Company. It is clarified that the services of the employees of the Transferor Companies will be treated as having been continued for the purpose of the aforesaid funds or provisions.

9. CONSIDERATION

9.1. Upon the Scheme finally coming into effect and in consideration of the transfer and vesting of all the said assets and liabilities of the Transferor Company No.1 to the Transferee Company in terms of the Scheme, the Transferee Company shall, without any further application or deed, issue and allot Equity Share(s) of the face value of Rs. 10/- each in the Transferee Company, credited as fully paid up, to the Members of the Transferor Company No.1 whose names appear in the Register of Members as on a particular date (Record Date), to be fixed by the Board of Directors of the Transferee Company, in the following ratio:

"1(One) Equity Share of Rs.10/- (Rupees Ten) each of the Transferee Company for every 2 (Two) Equity Share of Rs.1/- (Rupees One) each held in the Transferor Company No.1."

9.2. The Equity Shares to be issued in terms of Para 9.1 above shall be subject to the provisions of the Memorandum and Articles of Association of the Transferee Company. The new Equity Shares shall rank pari passu in all respects, including dividend, with the existing Equity Shares of the Transferee Company.

12. APPLICATION TO HIGH COURTS

The Transferor Companies and the Transferee Company hereto shall, make an joint applications under Sections 391 and 394 of the said Act to the Hon'ble High Court of Delhi, at New Delhi for sanctioning this Scheme and for dissolution of the Transferor Companies without winding up and other connected matters.

15. DIRECTORS OF THE TRANSFEROR COMPANIES

That the Directors of Transferor Companies shall cease to hold office as Directors thereof with effect from the Effective date and consequently the Board of Directors of Transferor Companies shall stand dissolved.

16. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

The Scheme is conditional on and subject to the following:

16.1 The sanction of the Scheme by the Hon'ble High Court under Section 391 of the said Act and the appropriate orders being made by the High Court pursuant to Section 394 of the said Act for amalgamation under the Scheme and filing of the Certified Copies of such Orders with the Registrar of Companies, NCT of Delhi and Haryana, New Delhi.

16.2 The Transferor Companies and / or the Transferee Company shall also obtain such other consents or approvals as may be required under any statute or contract not specifically referred to in Clause 16.1 of the Scheme.

YOU ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME TO GET FULLY ACQUAINTED WITH THE PROVISIONS THEREOF. THE AFORESAID ARE ONLY THE SALIENT FEATURES THEREOF.

30. On considering the facts and circumstances the Board of Directors of the Transferor Companies as well as the Transferee Company have approved the proposed Scheme of Amalgamation.

31. There will be no issue and allotment of shares by the Transferee Company in consideration of amalgamation of the Transferor Company No.1 in respect of the shares held by the Transferee Company or its nominees which shall stand cancelled upon the scheme becoming finally effective. Also, there will be no issue and allotment of shares by the Transferee Company in consideration of amalgamation of the Transferor Company No.2, Transferor Company No.3 and Transferor Company No.4 with the Transferee Company as the entire issued, subscribed and paid up share capital of the Transferor Company No.2, Transferor Company No.3 and Transferor Company No.4 is held by the Transferee Company or its nominees which shall stand cancelled upon the scheme becoming finally effective.

32. The ratio in which the shares in the Transferee/Applicant Company shall be allotted to the Shareholders of the Transferor Company No.1 has been fixed on the basis of recommendations made by M/s N.K Goel & Co., Chartered Accountants, upon which M/s RR Investors Capital Services Private Limited a SEBI registered Category I Merchant Banking Company have given "Fairness Opinion" in respect of the Valuation of Shares done by the valuer for the Transferee Company and the Transferor company No.1, which has been accepted and approved by the concerned Board of Directors of the Transferee Company and the Transferor Company No.1.

33. The Directors of the Applicant Companies have no material interest in the Scheme of Amalgamation except as shareholder in general. The list of Directors of the Transferor Companies and the Transferee Company and their individual shareholding in the respective Applicant Companies as on 31.08.2010 has been as under:

A. Shareholding of Present Directors of Cybermedia India Online Limited - Transferor Company No.1

S. No.	Name of Directors	No. of Shares held in				
		CMIOL	CMDL	CMEL	CHL	CMIL
1.	MR. SHYAM MALHOTRA	34500	Nil	Nil	Nil	67000
2.	MR. PRADEEP GUPTA	254050	Nil	Nil	Nil	2639211
3.	MR. KRISHAN KANT TULSHAN	18000	Nil	Nil	Nil	87261

B. Shareholding of Present Directors of the Cyber Media Digital Limited - Transferor Company No.2

S. No.	Name of Directors	No. of Shares held in				
		CMIOL	CMDL	CMEL	CHL	CMIL
1.	MR. SHYAM MALHOTRA	34500	NIL	NIL	NIL	67000
2.	MR. PRADEEP GUPTA	254050	NIL	NIL	NIL	2639211
3.	MR. KRISHAN KANT TULSHAN	18000	NIL	NIL	NIL	87261

C. Shareholding of Present Directors of the Cyber Media Events Limited - Transferor Company No.3

S. No.	Name of Directors	No. of Shares held in				
		CMIOL	CMDL	CMEL	CHL	CMIL
1.	MR. SHYAM MALHOTRA	34500	NIL	NIL	NIL	67000
2.	MR. PRADEEP GUPTA	254050	NIL	NIL	NIL	2639211
3.	MR. KRISHAN KANT TULSHAN	18000	NIL	NIL	NIL	87261

D. Shareholding of Present Directors of the Cyber Holding Limited - Transferor Company No.4

S. No.	Name of Directors	No. of Shares held in				
		CMIOL	CMDL	CMEL	CHL	CMIL
1.	MR. SHYAM MALHOTRA	34500	NIL	NIL	NIL	67000
2.	MR. PRADEEP GUPTA	254050	NIL	NIL	NIL	2639211
3.	MR. KRISHAN KANT TULSHAN	18000	NIL	NIL	NIL	87261

E. Shareholding of Present Directors of the Cyber Media (India) Limited - Transferee Company

S. No.	Name of Directors	No. of Shares held in				
		CMIOL	CMDL	CMEL	CHL	CMIL
1.	MR. SHYAM MALHOTRA	34500	NIL	NIL	NIL	67000
2.	MR. PRADEEP GUPTA	254050	NIL	NIL	NIL	2639211
3.	MR. KRISHAN KANT TULSHAN	18000	NIL	NIL	NIL	87261
4.	MR. ROHITASAVA CHAND	54500	NIL	NIL	NIL	NIL
5.	MR. ASHOK AGARWAL	42000	NIL	NIL	NIL	NIL
6.	KULMOHAN SINGH MEHTA	NIL	NIL	NIL	NIL	47173

34. The Pre Amalgamation (as on 31-08-2010) and expected post-amalgamation shareholding pattern of the Transferee Company is shown below:

S. No.	Category of Shareholder	Pre Merger (as on 31st August 2010)		Post Merger	
		Total No. of Shares	%age of total number of shares	Total No. of Shares	%age of total number of shares
A.	**Promoter and Promoter Group**	4420860	44.20	4747885	45.21
B.	**Public Shareholding**				
	1. Institutions& Non Institutions excluding Trust	5580382	55.79	5753357	54.79
	2. Independent Non Promoter Trust	0	0	0	0
Sub Total B (1)+(2)		5580382	55.79	5753357	54.79
Grand total (A)+(B)		10001242	100	10501242	100

35. The rights and interests of the members and the creditors of the Applicant Companies will not be prejudicially affected by the Scheme.

36. No investigation proceedings under Sections 235 to 251 of the Companies Act, 1956 and the like are pending against the Applicant Companies.

37. A copy of the Scheme of Amalgamation and the Explanatory Statement may be obtained from the registered office of the Applicant Companies or from the office of their Advocate- Mr. Mukesh Sukhija, 'AASTHA' LP-11C Pitampura, Delhi-110088

38. Copies of the following documents are open for inspection at the Registered Office of the Transferee/Applicant Company between 10.00 A.M. to 5.00 P.M. on any working day, except Saturday and Sunday, prior to the date of the meeting.

i. Certified Copy of the Order dated 17th September 2010 passed by the Hon'ble High Court of Delhi at New Delhi in Company Application No. 162 of 2010 directing the convening of the meetings of the Equity shareholders and the Un-secured creditors of the Transferee Company.

ii. Copy of no objection letters received from Bombay Stock Exchange and The National Stock Exchange of India Limited respectively.

iii. Memorandum and Articles of Association of the Applicant Companies;

iv. Copy of the audited accounts of the Applicant companies for the financial year 2008-09.

v. Copy of Scheme of Amalgamation;

vi. Copy of the valuation report issued by M/s. N.K Goel & Co., Chartered Accountants;

vii. Copy of Fairness Opinion issued by M/s. RR Investors Capital Services Private Limited. a SEBI registered Category I Merchant Banking Company;

[B. D. Kaushik]
Advocate
Chairman appointed for the Meeting

Dated this 22nd Day of September, 2010

SCHEME OF AMALGAMATION
OF
CYBERMEDIA INDIA ONLINE LIMITED
(The Transferor Company No.1)
AND
CYBER MEDIA DIGITAL LIMITED
(The Transferor Company No.2)
AND
CYBER MEDIA EVENTS LIMITED
(The Transferor Company No.3)
AND
CYBER HOLDINGS LIMITED
(The Transferor Company No.4)
WITH
CYBER MEDIA (INDIA) LIMITED
(The Transferee Company)
UNDER SECTIONS 391 & 394 OF THE COMPANIES ACT, 1956

1.1. DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning as under:

a. **"The Act"** means the Companies Act, 1956 (1 of 1956) and the Rules made there under;

b. **"The Appointed Date"** means commencement of business on 1st April, 2009 or such other date as the Hon'ble High Court(s) may direct.

c. **"The Effective Date"** means the date on which the transfer and vesting of the entire undertakings of the Transferor Companies shall take effect, i.e., the date as specified in Clause 5 of this Scheme.

d. **"This Scheme" or "the Scheme"** means the present Scheme of Amalgamation framed under the provisions of sections 391 and 394 of the Companies Act, 1956, and other applicable provisions, if any, where under the Transferor Companies is proposed to be amalgamated with the Transferee Company in the present form or with any modification(s) approved or imposed or directed by Members/Creditors of the respective Companies and/or by any competent authority and/or by the Hon'ble High Court(s).

e. **"The Transferor Companies"** means and includes:

i. **"The Transferor Company No.1"** means **CYBERMEDIA INDIA ONLINE LIMITED** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at **D-74, Panchsheel Enclave, New Delhi-110017**.

ii. **"The Transferor Company No.2"** means **CYBER MEDIA DIGITAL LIMITED** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at **D-74, Panchsheel Enclave, New Delhi-110017.**

iii. **"The Transferor Company No.3"** means **CYBER MEDIA EVENTS LIMITED** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at **D-74, Panchsheel Enclave, New Delhi-110017.**

iv. **"The Transferor Company No.4"** means **CYBER HOLDINGS LIMITED** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at **D-74, Panchsheel Enclave, New Delhi-110017.**

f. **"The Transferee Company"** means **CYBER MEDIA (INDIA) LIMITED** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at **D-74, Panchsheel Enclave, New Delhi-110017**.

1.2. SHARE CAPITAL

i. The present Authorised Share Capital of the Transferor Company No.1 is Rs.1,50,00,000/ (Rupees One Crore Fifty lacs Only) divided into 1,50,00,000 (One Crore Fifty lacs) Equity Shares of Rs. 1/- (Rupees One) each. The present Issued, Subscribed and Paid-up Share Capital is Rs. 1,24,35,700/- (Rupees One Crore Twenty Four Lacs Thirty Five Thousand Seven hundred Only) divided into 1,24,35,700 (One Crore Twenty Four Lacs Thirty Five Thousand Seven hundred) Equity Shares of Rs.1/- (Rupees One) each.

ii. The present Authorised Share Capital of the Transferor Company No.2 is Rs. 15,00,000/- (Rupees Fifteen Lacs Only) divided into 1,50,000 (One Lac Fifty thousand) Equity Shares of Rs. 10/- (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 10,00,700/- (Rupees Ten Lacs Seven Hundred Only) divided into 1,00,070 (One Lac Seventy) Equity Shares of Rs. 10/- (Rupees Ten) each.

iii. The present Authorised Share Capital of the Transferor Company No.3 is Rs. 10,00,000/- (Rupees Ten Lacs Only) divided into 1,00,000 (One Lac) Equity Shares of Rs. 10/- (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 5,00,700/- (Rupees Five Lacs and Seven Hundred Only) divided into 50,070 (Fifty Thousand Seventy) Equity Shares of Rs. 10/- (Rupees Ten) each.

iv. The present Authorised Share Capital of the Transferor Company No.4 is Rs. 10,00,000/- (Rupees Ten Lacs Only) divided into 1,00,000 (One Lac) Equity Shares of Rs. 10/- (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 5,00,700/- (Rupees Five Lacs and Seven Hundred Only) divided into 500,70 (Fifty Thousand Seventy) Equity Shares of Rs. 10/- (Rupees Ten) each.

v. The present Authorised Share Capital of the Transferee Company is Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty Lacs only) divided into 1,25,00,000 (One Crore Twenty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs.10,00,12,420/- (Rupees Ten Crore Twelve Thousand Four Hundred Twenty Only) divided into 1,00,01,242 (One Crore One Thousand Two Hundred Forty Two) Equity Shares of Rs. 10/- (Rupees Ten) each.

2. TRANSFER OF UNDERTAKING

a. With effect from the commencement of business on 1st April, 2009, i.e., the Appointed Date, subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, the undertaking and entire business and all immovable properties where so ever situated and incapable of passing by physical delivery and also all other assets, capital work-in-progress, current assets, investments, bookings and advances against bookings for/in residential and commercial plots and buildings, powers, authorities, allotments, approvals and consents, licenses, registrations, contracts, engagements, arrangement, rights, intellectual property rights, titles, interests, benefits and advantages of whatsoever nature belonging to or in the ownership, power, possession, control of or vested in or granted in favour of or enjoyed by the Transferor Companies, including but without being limited to, all licenses, liberties, easements, advantages, benefits, privileges, leases, tenancy rights, ownership, intellectual property rights including trade marks, brands, copy rights; quota rights, subsidies, capital subsidies, concessions, exemptions, sales tax exemptions, concessions/ obligations under EPCG/Advance/DEPB licenses, approvals, clearances, environmental clearances, authorizations, certification, quality certification, utilities, electricity connections, electronics and computer link ups, services of all types, reserves, provisions, funds, benefit of all agreements and all other interests arising to the Transferor Companies (hereinafter collectively referred to as "the said assets") shall, without any further act or deed or without payment of any duty or other charges, be transferred to and vested in the Transferee Company pursuant to the provisions of Section 394 of the Act, for all the estate, right, title and interest of the Transferor Companies therein so as to become the property of the Transferee Company but, subject to mortgages, charges and encumbrances, if any, then affecting the undertaking of the Transferor Companies without such charges in any way extending to the undertaking of the Transferee Company.

b. Notwithstanding what is provided herein above, it is expressly provided that in respect to such of the said assets as are movable in nature or are otherwise capable of being transferred by physical delivery or by endorsement and delivery, the same shall be so transferred by the Transferor Companies to the Transferee Company after the Scheme is duly sanctioned and given effect to without requiring any order of the Court or any deed or instrument of conveyance for the same or without the payment of any duty or other charges and shall become the property of the Transferee Company accordingly.

c. On and from the Appointed Date, all liabilities, provisions, duties and obligations including Income Tax and other statutory liabilities, if any, of every kind, nature and description of the Transferor Companies

whether provided for or not in the books of accounts of the Transferor Companies shall devolve and shall stand transferred or be deemed to be transferred without any further act or deed, to the Transferee Company with effect from the Appointed Date and shall be the liabilities, provisions, duties and obligations of the Transferee Company.

d. Without prejudice to the generality of the provisions contained in Clauses 2.a, 2.b and 2.c above, upon the Scheme becoming effective, the Transferee Company shall file such forms as may be required or necessary with the Registrar of Companies with respect to the charges and mortgages created or to be created.

3. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

a. Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature, to which the Transferor Companies is a party, subsisting or having effect immediately before or after the Effective date, shall remain in full force and effect against or in favour of the Transferee Company and may be enforced as fully and effectually, as if instead of the Transferor Companies, the Transferee Company had been a party thereto.

b. The transfer of the said assets and liabilities of the Transferor Companies to the Transferee Company and the continuance of all the contracts or legal proceedings by or against the Transferee Company shall not affect any contract or proceedings relating to the said assets or the liabilities already concluded by the Transferor Companies on or after the Appointed Date.

c. The Transferee Company may, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of the secured creditors of the Transferor Companies or in favour of any other party to any contract or arrangement to which the Transferor Companies are a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall under the provisions of this Scheme be deemed to be authorised to execute any such writings on behalf of the Transferor Companies and, to implement and carry out all such formalities or compliance referred to above on the part/behalf of the Transferor Companies to be carried out or performed.

4. LEGAL PROCEEDINGS

All legal proceedings of whatever nature by or against the Transferor Companies pending on the Effective Date, shall not be abated, be discontinued or be, in any way, prejudicially affected by reason of the transfer of the undertaking of the Transferor Companies or of anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if the Scheme had not been made.

5. OPERATIVE DATE OF THE SCHEME

This Scheme, though operative from the Appointed Date, shall be effective from the last of the dates on which certified copies of the High Court(s) order under Sections 391 and 394 of the Act are filed in the office(s) of the concerned Registrar of Companies.

6. DISSOLUTION OF TRANSFEROR COMPANIES

On this Scheme, becoming effective as provided in Clause 5 above, the Transferor Companies shall stand dissolved without winding up.

7. EMPLOYEES OF TRANSFEROR COMPANIES

a. All the employees of the Transferor Companies in service on the date immediately preceding the date on which the Scheme finally takes effect, i.e., the Effective Date, shall become the employees of the Transferee Company on such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the concerned Transferor Companies on the said date.

b. Provident Fund, Gratuity Fund, Superannuation Fund and any other special fund or trusts created or existing for the benefit of the employees of the Transferor Companies, if any, upon the Scheme becoming finally effective, the Transferee Company shall stand substituted for the Transferor Companies for all purposes and intents, whatsoever, relating to the administration or operation of such schemes or funds or

in relation to the obligation to make contributions to the said funds in accordance with the provisions of such funds. It is the intent that all the rights, duties, powers and obligations of the Transferor Companies in relation to such funds shall become those of the Transferee Company. It is clarified that the services of the employees of the Transferor Companies will be treated as having been continued for the purpose of the aforesaid funds or provisions.

8. CONDUCT OF BUSINESS BY TRANSFEROR & TRANSFEREE COMPANIES

8.1. From the Appointed Date until the Effective Date, the Transferor Companies

a. Shall stand possessed of all its assets and properties referred to in Clause 2 above, in trust for the Transferee Company.

b. Shall be deemed to have carried on business and activities for and on behalf of and for the benefit and on account of the Transferee Company. Any income or profit accruing to the Transferor Companies and all costs, charges and expenses or loss arising or incurring by the Transferor Companies on and from the Appointed Date shall, for all purposes and intents, be treated as the income, profits, costs, charges, expenses or loss, as the case may be, of the Transferee Company.

8.2. With effect from the Effective Date and till such times the names of the Bank accounts of the Transferor Companies would be replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the banks accounts of the Transferor Companies in the names of the Transferor Companies in so far as may be necessary.

9. CONSIDERATION

9.1 Upon the Scheme finally coming into effect and in consideration of the transfer and vesting of all the said assets and liabilities of the Transferor Company No.1 to the Transferee Company in terms of the Scheme, the Transferee Company shall, without any further application or deed, issue and allot Equity Share(s) of the face value of Rs. 10/- each in the Transferee Company, credited as fully paid up, to the Members of the Transferor Company No.1 whose names appear in the Register of Members as on a particular date (Record Date), to be fixed by the Board of Directors of the Transferee Company, in the following ratio:

"1(One) Equity Share of Rs.10/- (Rupees Ten) each of the Transferee Company for every 2 (Two) Equity Share of Rs.1/- (Rupees One) each held in the Transferor Company No.1."

9.2 The Equity Shares to be issued in terms of Para 9.1 above shall be subject to the provisions of the Memorandum and Articles of Association of the Transferee Company. The new Equity Shares shall rank pari passu in all respects, including dividend, with the existing Equity Shares of the Transferee Company.

9.3 Any fraction arising on account of the issuance of new shares to the Transferor Company No.1 in terms of the share exchange ratio shall be rounded off to nearest one.

9.4 All the New Equity Shares, so issued and allotted by the Transferee Company to the Transferor Company No.1 in terms of Para 9.1 above shall be listed and/or admitted to trading on the relevant Stock Exchange(s) in India, where the existing Equity shares of the Transferee Company are listed. The Transferee Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with applicable laws or regulations for complying with the formalities of the said Stock Exchange(s).

9.5 The members of the Transferee Company, on approval of the Scheme, shall be deemed to have given their approval u/s 81(1A) of the Act and other applicable provisions, if any, for issue of fresh Equity Shares to the Members of the Transferor Company No.1 in terms of Para 9.1 above.

9.6 There will be no issue and allotment of shares by the Transferee Company in consideration of amalgamation of the Transferor Company No.1 in respect of the shares held by the Transferee Company or its nominees which shall stand cancelled upon the scheme becoming finally effective, Also, there will be no issue and allotment of shares by the Transferee Company in consideration of amalgamation of the Transferor Company No.2, Transferor Company No.3 and Transferor Company No.4 with the Transferee Company as the entire issued, subscribed and paid up share capital of the Transferor Company No.2, Transferor Company No.3 and Transferor Company No.4 is held by the Transferee Company or its nominees which shall stand cancelled upon the scheme becoming finally effective.

10. UPON THIS SCHEME BECOMING FINALLY EFFECTIVE:

a. Entire issued share capital and share certificates of the Transferor Companies shall automatically stand cancelled.

b. Cross holding of shares between the Transferor Companies and/or between the Transferor and the Transferee Companies on the record date, if any, shall stand cancelled. Approval of this Scheme by the Shareholders and/or Creditors of the Transferor and the Transferee Companies, as the case may be, and sanction by the High Court under section 391 and 394 of the Companies Act, 1956, shall be sufficient compliance with the provisions of sections 100 to 104 of the Companies Act, 1956, rule 85 of the Companies (Court) Rules, 1959, and other applicable provisions, if any, relating to the reduction of share capital on cancellation of cross holding, if any.

c. The Authorized Share Capital of the Transferor Companies will get merged to form new Authorized Share Capital of Cyber Media (India) Limited (the Transferee Company). Accordingly, the authorised share capital of the Transferee Company shall stand increased to this extent without payment of any fees or charges to the Registrar of Companies and/or to any other government authority and the Memorandum of Association of the Transferee Company shall without any further act, instrument or deed be and stand altered, modified and amended pursuant to Sections 16, 31, 94 and 394 and other applicable provisions of the Companies Act, 1956 as follows:-

Clause V of the Memorandum of Association of the Transferee Company shall read as under:

"The Authorized Share Capital of the Company is Rs 14,35,00,000/- (Rupees Fourteen Crore Thirty Five Lacs Only) divided into 1,43,50,000 (One Crore Forty Three Lacs Fifty Thousand) Equity Shares of Rs 10/- (Rupees Ten) each".

d. The Transferee Company shall increase/modify its Authorised Share Capital for implementing the terms of the Scheme, to the extent necessary.

11. ACCOUNTING FOR AMALGAMATION

Upon the Scheme becoming effective, amalgamation of the Transferor Companies with the Transferee Company will be accounted in the following manner:

a. The amalgamation shall be an 'Amalgamation in the nature of Merger' as defined in the Accounting Standard (AS) 14 issued by the Institute of Chartered Accountants of India and shall be accounted for under the 'pooling of interests' method in accordance with the said AS-14.

b. Accordingly, all the assets and liabilities recorded in the books of the Transferor Companies shall be transferred to and vested in the Transferee Company pursuant to the Scheme and shall be recorded by the Transferee Company at the respective book values in the books of the Transferor Companies respectively, as on the Appointed Date.

c. Inter-company balances, if any, will stand cancelled.

d. All the reserves of the Transferor Companies under different heads shall become the corresponding reserves of the Transferee Company. The debit balance of the Profit & Loss Account of the Transferor/ Transferee Companies, if any, will be adjusted/offset against the credit balance of the Profit & Loss Account of the (other) Transferor/Transferee Companies.

e. In terms of the provisions of the Accounting Standard 14, any surplus/deficit arising out of Amalgamation shall be adjusted in the General Reserve of the Transferee Company.

f. Accounting policies of the Transferor Companies will be harmonized with that of the Transferee Company following the amalgamation.

12. APPLICATION TO HIGH COURTS

a. The Transferor Companies and the Transferee Company hereto shall, make an joint applications under Sections 391 and 394 of the said Act to the Hon'ble High Court of Delhi, at New Delhi for sanctioning this Scheme and for dissolution of the Transferor Companies without winding up and other connected matters.

13. MODIFICATIONS/AMENDMENTS TO THE SCHEME

a. The Transferor Companies and the Transferee Company through their respective Board of Directors may make or assent, from time to time, on behalf of all persons concerned, to any modifications or amendments

to this Scheme or to any conditions or limitations which the Court(s) and/or any authorities under the law may deem fit to approve of or impose and to resolve all doubts or difficulties that may arise for carrying out this Scheme and to do and execute all acts, deeds, matters and things necessary for carrying the Scheme into effect.

b. In order to give effect to this Scheme or to any modifications or amendments thereof, the Board of Directors of the Transferee Company may give and are authorised to give all such directions as may be necessary including directions for settling any question, doubt or difficulty that may arise.

c. In the event that any conditions are imposed by any competent authority or the Court(s) which the Transferor Companies or the Transferee Company find un-acceptable for any reason whatsoever, then the Transferor Companies and/or the Transferee Company shall be entitled to withdraw from this Scheme.

14. EXPENSES CONNECTED WITH THE SCHEME

All costs, charges and expenses of the Transferor Companies and the Transferee Company incurred in relation to or in connection with this Scheme or incidental to the completion of the Amalgamation of the Transferor Companies with the Transferee Company in pursuance of this Scheme, shall be borne and paid by the Transferee Company. However, in the event of the Scheme becoming invalid for any reason whatsoever, all costs, charges and expenses relating to the amalgamation exercise or incidental thereto shall be borne and paid by the respective Companies incurring the same.

15. DIRECTORS OF THE TRANSFEROR COMPANIES

That the Directors of Transferor Companies shall cease to hold office as Directors thereof with effect from the Effective date and consequently the Board of Directors of Transferor Companies shall stand dissolved.

16. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

The Scheme is conditional on and subject to the following:

16.1 The sanction of the Scheme by the Hon'ble High Court under Section 391 of the said Act and the appropriate orders being made by the High Court pursuant to Section 394 of the said Act for amalgamation under the Scheme and filing of the Certified Copies of such Orders with the Registrar of Companies, NCT of Delhi and Haryana, New Delhi.

16.2 The Transferor Companies and / or the Transferee Company shall also obtain such other consents or approvals as may be required under any statute or contract not specifically referred to in **Clause 16.1** of the Scheme.

IN THE HIGH COURT OF DELHI AT NEW DELHI
(ORIGINAL JURISDICTION)
COMPANY APPLICATION NO. 162 OF 2010
IN THE MATTER OF THE COMPANIES ACT, 1956
AND
IN THE MATTER OF SECTIONS 391 AND 394
OF THE COMPANIES ACT, 1956
AND
IN THE MATTER OF AMALGAMATION OF CYBERMEDIA INDIA ONLINE LIMITED
AND
CYBER MEDIA DIGITAL LIMITED
AND
CYBER MEDIA EVENTS LIMITED
AND
CYBER HOLDINGS LIMITED
WITH
CYBER MEDIA (INDIA) LIMITED
AND
IN THE MATTER OF

1. **CYBERMEDIA INDIA ONLINE LIMITED**
   D-74, Panchsheel Enclave, New Delhi-110017
   ...Applicant No.1/Transferor Company No.1

2. **CYBER MEDIA DIGITAL LIMITED**
   D-74, Panchsheel Enclave, New Delhi-110017
   ...Applicant No.2 /Transferor Company No.2

3. **CYBER MEDIA EVENTS LIMITED**
   D-74, Panchsheel Enclave, New Delhi-110017
   ...Applicant No.3 /Transferor Company No.3

4. **CYBER HOLDINGS LIMITED**
   D-74, Panchsheel Enclave, New Delhi-110017
   ...Applicant No.4 /Transferor Company No.4

5. **CYBER MEDIA (INDIA) LIMITED**
   D-74, Panchsheel Enclave, New Delhi-110017
   ...Applicant No.5 /Transferee Company

CYBER MEDIA (INDIA) LIMITED

FORM OF PROXY

I/We _____, the undersigned, equity shareholder(s) of Cyber Media (India) Limited, the Applicant Company above named, hereby appoint Mr./Ms._____of_____failing him/her, Mr./Ms._____ of_____as my/our proxy to act for me/us at the meeting of the equity Shareholders of the said Applicant Company, to be held at PHD Chambers of Commerce & Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016 on Friday , the 15th day of October, 2010 at 10.00 A.M., for the purpose of considering, and if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation of the Transferor Companies with the Transferee Company as named above and at such meeting and at any adjournment thereof, to vote for me/us and in my/our name _____ _____(here, if "for", insert "for" and if "against", insert "against" and in the latter case, strike out the words appearing after the " Scheme of Amalgamation") the said Scheme of Amalgamation, either with or without modification (s)*, as my / our proxy may approve.

*strike out what is not necessary.

Dated this _____day of _____2010

Affix Re 1 revenue stamp

Signature_____

Name_____

Address_____

Note:

1. The Proxy must be deposited at the Registered Office of the Company not later than 48 (Forty Eight) hours before the time fixed for holding of the meeting.
2. All alterations made in the proxy form should be initialed.

CYBER MEDIA (INDIA) LIMITED

Attendance Slip (Entrance Pass)

DP ID_____ Folio No. _____

Client ID_____ No.of Share(s) Held _____

I hereby record my presence at the meeting of the equity shareholders of Cyber Media (India) Limited held at PHD Chambers of Commerce & Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016 on Friday , the 15th day of October, 2010 at 10.00 A.M.

Name of the equity shareholder/proxy holder: _____

Signature of the equity shareholder/proxy: _____

BOOK-POST
U.P.C

If undelivered, please return to:

CYBER MEDIA (INDIA) LIMITED
D-74, Panchsheel Enclave,
New Delhi-110017