CyberMedia

CYBER MEDIA (INDIA) LIMITED

Registered office:- D-74, Panchsheel Enclave, New Delhi- 110 017

Dear Shareholders,

Notice is hereby given 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, that the following special Business is proposed to be passed as Ordinary Resolution by way of Postal ballot.

The Resolution along with Explanatory Statement setting out material facts are as follows:

- **APPOINTMENT OF M/S. GOEL MINTRI & ASSOCIATES AS STATUTORY AUDITORS OF THE COMPANY.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an "Ordinary Resolution" -:

"**RESOLVED THAT** subject to the provisions of Sections 224(6) and other applicable provisions, if any, of the Companies Act, 1956 or any amendments, modification or re-enactment thereof and further subject to such approval as may be necessary, consent be and is hereby accorded for the appointment of M/s **Goel Mintri & Associates**, Chartered Accountants, Delhi as Statutory Auditors of the Company to fill the casual vacancy arose on account of resignation by the existing Auditors M/s N.K. Goel & Co., Chartered Accountants, until the conclusion of next Annual General Meeting of the Company at such remuneration as may be mutually agreed between the Board of Directors and the Auditors.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board and/or committee thereof be and is hereby authorized to take all such steps and actions or to make amendments in any other document(s) wherever necessary and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that the Board and/or committee thereof be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution."

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

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

Sd/-

Shilpi Gupta
Company Secretary

Place: Delhi

Dated: 07th December, 2013

Encl: 1. Postal Ballot Form
2. Self addressed postage pre-paid envelope

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Section 192A of the Companies Act, 1956 in respect of the proposed special business along with the Postal Ballot form setting out material facts are appended herein below.
2. The date of dispatch of notice will be announced through advertisement in newspapers.
3. The Notice is being sent under ordinary post to all the Members, whose names would appear in the Register of Members as on Monday, 09th December, 2013.
4. The shareholders are requested to exercise their voting rights by using the attached postal ballot Form only. No other form or photocopy of the form is permitted.
5. The scrutinizer's decision on the validity of Postal Ballot shall be final.

Cyber Media (India) Limited

Shilpi

Company Secretary

6. The Company has appointed Mr. Sanjay Grover, Company Secretary in whole time practice as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

7. A Member desiring to exercise vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed Business Reply Envelope to the Scrutinizer so as to reach the Scrutinizer not later than the close of working hours on Thursday, January 09, 2014. The postage cost will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or by Registered / Speed Post at the expense of the shareholder will also be accepted.

8. 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 14th January, 2014 at 04.00 P.M at the Registered Office of the Company and the resolution 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.

9. The Date of Declaration of result shall be deemed to be the date of passing of the said Resolution.

10. Voting rights shall be reckoned on proportionate basis of the paid up value of shares registered in the name of members as on the 09.12.2013.

11. Subsequently Result of the Postal Ballot will be published in at least one English and one vernacular language newspaper circulating in Delhi and shall be displayed on the Website of the Company.

12. All the material documents referred to in Explanatory Statement such as resolutions of the Board of Directors and Remuneration Committee, Memorandum & Articles of Association of the Company, will be made available for inspection by the members, at the Registered Office of the Company, during working hours on any working days.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

M/s Arun Dua & Co., Chartered Accountants, New Delhi Statutory Auditors of the Company vide their letter dated 16.10.2013 have tendered their resignation. Now the casual vacancy resulted from the resignation of the existing Auditors are to be filled.

M/s. Goel Mintri & Associates, Chartered Accountants, having office at L-76, Ground Floor, Lajpat Nagar-II, New Delhi – 110024 vide their letter dated 07th December, 2013 have expressed their willingness for the appointment as Statutory Auditors of the Company and also have submitted a certificate confirming their appointment, if made by the members, shall be within the limits specified under Section 224 (1B) of the Companies Act, 1956.

The Board of Directors of the Company has decided to fill the casual vacancy of the Statutory Auditors by way of appointment of M/s. Goel Mintri & Associates, Chartered Accountant, New Delhi.

Keeping in view the rich exposure of M/s. Goel Mintri & Associates, Chartered Accountant, the Board of Directors of the Company recommends their appointment as Statutory Auditor of the Company to fill the casual vacancy caused by resignation of M/s. Arun Dua & Co., Chartered Accountants, New Delhi.

The Board of Directors of your company recommends the passing of the resolution set out under Notice as Ordinary resolution in terms of Section 224(6) of the Companies Act, 1956.

None of the Directors or Key Managerial Personnel of your Company or any of their relatives is concerned or interested in the said Resolution, except as a member, if any of the Company.

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