

December 21, 2016

The Manager – Listing Compliance  
The Bombay Stock Exchange Limited  
Floor 25, P J Towers, Dalal Street  
Mumbai -400 001  
Mumbai-400051

The Manager- Listing Compliance  
The National Stock Exchange of India Ltd.  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (East)

Scrip code: 532640

Symbol: CYBERMEDIA

Sub: Completion of dispatch of Postal Ballot Notice alongwith Postal Ballot Form and Business Reply Envelope

Dear Sir(s),

This is to inform you that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("Act"), read with rules made thereunder, the Company has completed the dispatch of Postal Ballot Notices dated December 15, 2016 (both physically and electronically) alongwith the Explanatory Statement under Section 102 of the said Act, read with rules made thereto to all the members of the Company whose names appear in the Register of Members /Record of Depositories as on Friday, December 16, 2016, the cut-off date for the said purpose.

In compliance of applicable regulation including Regulation 30(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of Postal Ballot Notice alongwith Postal Ballot Form for your inform and record.

Yours truly,  
For Cyber Media (India) Limited



Anoop Singh  
Company Secretary



Encl.: As above



## **CYBER MEDIA (INDIA) LIMITED**

CIN: L92114DL1982PLC014334

Regd. office: D-74, Panchsheel Enclave, New Delhi-110017, Tel.: 011-41751234

Corp. office: Cyber Media, B-35, Sector-32, Gurgaon-122001, Tel.: 0124-4822222

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

### **POSTAL BALLOT NOTICE**

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), that the resolutions, appended below are proposed to be passed by the Members through postal ballot. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof, is annexed hereto with a postal ballot form for your consideration.

Members are requested to read carefully the instructions printed in the Postal ballot form and return the same duly completed in the enclosed self addressed Business Reply Envelope not later than 5:00 p.m. IST on Thursday, January 19, 2017. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent at the expenses of the Member(s), will also be accepted. The postal ballot form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any postal ballot form is received after the said date, it will be considered that no reply has been received from the member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot notice include votes received electronically.

The Scrutinizer will submit his report to the chairman or any other authorized director of the company after the completion of the scrutiny of the postal ballot (including e-voting). The Results of the postal ballot shall be declared on Friday, January 20, 2017 and communicated to the Stock Exchanges, Depository, register and share transfer agents and shall also be displayed on the Company's website at [www.cybermedia.co.in](http://www.cybermedia.co.in).

#### **Resolutions:**

##### **Item No. 1**

#### **Sale and transfer of shares of TDA Group, LLC, a wholly owned subsidiary of Cyber Media India, LLC, a wholly owned subsidiary of the Company**

To consider, and if thought fit, to pass the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approvals of such statutory authority(ies) as may be required, consent of the Members be and is hereby accorded for sale and transfer or otherwise dispose of the entire shares of TDA Group, LLC, a wholly owned subsidiary of Cyber Media India, LLC, a wholly owned subsidiary of the Company to The Marketing Group PLC ("TMG") through the special purpose holding company Rinnik Limited ("Buyer") in the manner and as per the terms and conditions as set out in the Agglomeration Agreement entered into with the Buyer on September 26, 2016 ("Agreement") for a total consideration of USD4,580,000 (USD Four Million and Five Hundred and Eighty Thousand) to be paid partly in cash and partly by the issue of stock of the Buyer on the terms and conditions as stipulated in the Agreement, with power to agree to and accept modifications, if any, as may be required by any of the concerned authorities or otherwise, as the Board of Directors of the Company may deem fit and appropriate in the interest of the Company.

"RESOLVED FURTHER THAT the Board be authorized to do all such acts, deeds, things and matters, to execute all such documents, instruments and writings as may be necessary and incidental to give effect to the aforesaid resolution and to delegate the aforesaid powers to any Director(s) of the Company as may be deemed necessary."

**Item No. 2:**

**Alteration/substitution of the Memorandum of Association**

To consider, and if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to necessary approval(s) if any, from the competent authorities, consent to the Members be and is hereby accorded to substitute the existing Memorandum of Association of the Company by a new set of Memorandum of Association.

"RESOLVED FURTHER THAT the Board be authorized to do all such acts, deeds, things and matters, to execute all such documents, instruments and writings as may be necessary and incidental to give effect to the aforesaid resolution and to delegate the aforesaid powers to any Director(s) of the Company as may be deemed necessary."

**Item No. 3:**

**Alteration/substitution of the Articles of Association**

To consider, and if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Members be and is hereby accorded to substitute the existing Articles of Association of the Company by a new set of Articles of Association.

"RESOLVED FURTHER THAT the Board be authorized to do all such acts, deeds, things and matters, to execute all such documents, instruments and writings as may be necessary and incidental to give effect to the aforesaid resolution and to delegate the aforesaid powers to any Director(s) of the Company as may be deemed necessary."

**Item No. 4:**

**Appointment of Mrs. Shravani Dang as Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mrs. Shravani Dang (DIN: 02131359), who was appointed as Additional Director (Non-executive Independent) of the Company by the Board of Directors with effect from December 13, 2016, in terms of Section 161(1) of the Act and applicable articles of the Articles of Association of the Company and who meets the criteria of Independence as provided under Section 149(6) of the Act, be and is hereby appointed as Independent Director, not liable to retire by rotation in terms of Section 152 of the Act, to hold office for a term of five years effective from December 13, 2016 to December 12, 2021."

**Item No. 5:**

**Appointment of Mr. Pramod Kumar Sanghi as Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Pramod Kumar Sanghi (DIN: 00010024), who was appointed as Additional Director (Non-executive Independent) of the Company by the Board of Directors with effect from December 13, 2016, in terms of Section 161(1)

of the Act and applicable articles of the Articles of Association of the Company and who meets the criteria of Independence as provided under Section 149(6) of the Act, be and is hereby appointed as Independent Director, not liable to retire by rotation in terms of Section 152 of the Act, to hold office for a term of five years effective from December 13, 2016 to December 12, 2021.”

For and on behalf of the Board of Directors  
For Cyber Media (India) Limited

Place: Gurgaon  
Date: December 15, 2016

Sd/-  
Anoop Singh  
Company Secretary

#### Notes

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/list of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Limited (CDSL) as on Friday, December 16, 2016. The Postal Ballot is being sent to Members in Electronic Form to the e-mail addresses registered with their Depository Participant (in case of electronic shareholding)/ the Company's Register and share transfer agents (in case of physical shareholdings), for Members whose e-mail ids are not registered, physical copies of the Postal Ballot Notice are being sent in permitted mode along with a postage—prepaid self addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members/list of Beneficial Owners as on Friday, December 16, 2016 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purpose only.
4. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case, Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid.
6. In case of non-receipt of the Postal Ballot Form or for any query related thereto, the Members may either send an e-mail to [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) or contact the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, 44 Community Centre, 2nd Floor, Naraina Industrial Area, Phase I, Near PVR, Naraina, New Delhi – 110028, Telephone No. +91-11-41415092/93.
7. Voting right shall be reckoned on the paid—up value of shares registered in the name of the Members as on Friday, December 16, 2016. The postal ballot period commences on Wednesday, December 21, 2016 (9:00 a.m. IST).
8. The Board of Directors of the Company has appointed, Mr. Nagendra Singh of M/s. N S & Associates, Practicing Company Secretary, as the Scrutinizer (“Scrutinizer”) for conducting the postal ballot/e-voting in a fair and transparent manner.
9. In compliance with sections 108 and 110 of the Companies Act, 2013 and the rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by Central Depository Services (India) Limited (CDSL). The instructions for electronic voting are annexed to this notice.
10. A Member cannot exercise his vote by proxy on postal ballot.
11. Members wishing to exercise their vote by physical 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 not later than the close of working hours (i.e. 5:00 p.m. IST) on Thursday, January 19, 2017. The postage will be borne by the Company. However, envelope containing postal ballots, if sent by courier or registered /speed post at the expense of the members, will also be accepted, if any postal ballot is received after 5:00 p.m. IST on Thursday, January 19, 2017, it will be considered that no reply from the member has been received.
12. The Scrutinizer will submit his report to the chairman or any other director after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the chairman on Friday, January 20, 2017 at the registered office of the Company and will also be displayed on the Company's website ([www.cybermedia.co.in](http://www.cybermedia.co.in)), and communicated to the stock exchanges, depository, register and share transfer agent on the said date.

13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/e-voting.

#### **Voting through Electronic Means:**

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules made thereunder, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical postal ballot form(s). The Company has engaged the services of CDSL to provide E-voting facility.

#### **The instructions for shareholders voting electronically are as under:**

- (i) The voting period shall begin on Wednesday, December 21, 2016 at 9:00 a.m. IST and end on Thursday, January 19, 2017 at 5:00 p.m. IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Friday, December 16, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

|                                              | <b>For Members holding shares in Demat Form and Physical Form</b>                                                                                                                                                                                                                                                                                                                                          |
|----------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN                                          | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li></ul> |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>                |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant CYBER MEDIA (INDIA) LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
    - A. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, December 16, 2016 may follow the same instructions as mentioned above for e-Voting.
    - B. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

#### **Item No. 1**

TDA Group, LLC ("TDA Group"), a wholly owned subsidiary of Cyber Media India, LLC, a wholly owned subsidiary of the Company, engaged in the business of **B2B content marketing and communication agency for the US high-tech industry. It plans, creates and manages content marketing programs for clients.**

The proposal for sale and transfer of entire shares of TDA Group as set out in the resolution and the associated terms and conditions were considered by the Board of Directors of the Company at its meeting held on September 26, 2016.

Accordingly, the Board of Directors in its meeting held on September 26, 2016, subject to approval of the Members of the Company and other statutory or contractual obligations/approvals, if any, approved the proposal for sale and transfer of entire shares of TDA Group to The Marketing Group PLC ("TMG"), London, **a digital marketing and advertising agglomeration group listed on Nasdaq First North Stockholm, through the special purpose holding company Rinnik Limited ("Buyer")**. The Board of Directors are of the view that through this **strategic acquisition by TMG, the Company will focus on the fast-growing Indian market for digital and social media services.**

Consequent to approval of the Members and fulfillment of certain other conditions, TDA Group will cease to be a subsidiary of the Company on the closing date of the transaction.

The Company has executed an Agglomeration Agreement with TDA Group and the Buyer on September 26, 2016 ("Agreement"). The Buyer does not belong to the promoter/promoter group/group companies of the Company. The consideration payable by the Buyer to the Company will be USD4,580,000 to be discharged partly in cash and partly by the issue of stock of the Buyer on the terms and conditions as stipulated in the Agreement.

As per the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) requires the approval of the Shareholders by way of a Special Resolution.

Further, in terms of Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity shall not dispose of shares in its material subsidiary resulting in

reduction of its shareholding (either on its own or together with other subsidiaries) to less than fifty percent or cease the exercise of control over the subsidiary without passing a Special Resolution in its General Meeting.

Accordingly, the consent of the Members by way of a Special Resolution is being sought for sale of shares of TDA Group.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in the Postal Ballot Notice.

The Board recommends the Special Resolution set out at Item No. 1 in the Postal Ballot Notice for approval by the Members of the Company.

#### **Item No. 2**

The existing Memorandum of Association of the Company, based on the Companies Act, 1956 are no longer in conformity with the Companies Act, 2013. With the enactment of the Companies Act, 2013, some of the clauses of the existing Memorandum of Association of the Company require alteration or deletion.

Considering that substantive sections of the Companies Act, 2013 which deal with the general functioning of the companies stand notified, the Board of Directors in its meeting held on September 26, 2016, subject to approval of the Members of the Company and other necessary approval(s), if any, from the competent authority(ies), accorded its consent to amend / replace the existing Memorandum of Association with new set of Memorandum of Association aligned with the provisions of the Companies Act, 2013 including the rules framed thereunder and adoption of specific sections from Table "A" to Schedule I to the Companies Act, 2013 which sets out the model Memorandum of Association for a company, limited by shares.

Accordingly, the consent of the Members by way of a Special Resolution is being sought for alteration/substitution of exiting Memorandum of Association by the new set of Memorandum of Association.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in the Postal Ballot Notice.

The Board recommends the Special Resolution set out at Item No. 2 of the Postal Ballot Notice for approval by the Members of the Company.

#### **Item No. 3**

The existing Articles of Association of the Company, based on Companies Act, 1956 are no longer in conformity with the Companies Act, 2013. With the enactment of the Companies Act, 2013, some of the Articles of the existing Articles of Association of the Company require alteration or deletion.

Considering that substantive sections of the Companies Act, 2013 which deal with the general functioning of the companies stand notified, the Board of Directors in its meeting held on September 26, 2016, subject to approval of the Members of the Company and other necessary approval(s), if any, from the competent authority(ies), accorded its consent to amend / replace the existing Articles of Association with new Articles aligned with the provisions of the Companies Act, 2013 including the rules framed thereunder and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model Articles of Association for a company, limited by shares.

Accordingly, the consent of the Members by way of a Special Resolution is being sought for alteration/substitution of exiting Articles of Association by the new set of Articles of Association.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in the Postal Ballot Notice.

The Board recommends the Special Resolution set out at Item No. 3 of the Postal Ballot Notice for approval by the Members of the Company.

#### **Item No. 4**

Mrs. Shravani Dang was, vide Circular Resolution dated December 14, 2016, appointed as Additional Director (Non-executive Independent) in terms of Section 149 and 161(1) of the Companies Act, 2013 with effect from December 13, 2016. Her appointment is subject to approval of shareholders. In terms of the aforesaid section of the Companies Act, 2013, Additional Director shall hold office upto the date of the next Annual General Meeting and be eligible for

appointment to the office of a director at any general meeting.

As per Section 149(13) of the Companies Act, 2013, the provisions pertaining to retirement of Directors by rotation shall not be applicable to Independent Directors.

Mrs. Shravani Dang has confirmed compliance with the criteria of independence as provided under Section 149(6) of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as Independent Director and is independent of the management. A copy of the draft letter for appointment of Mrs. Shravani Dang as Independent Director setting out the terms and conditions is available on the website of the Company at [www.cybermedia.co.in](http://www.cybermedia.co.in).

The Board is of the opinion that her association with the Company would be of immense benefit to the Company and it is desirable to avail services of Mrs. Dang as Independent Director. Mrs. Dang would bring with immense experience to the Board inter alia in the areas of management, administration and corporate governance.

Approval of the members is required by way of Ordinary Resolution for re-appointment.

Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Dang as Independent Director for five consecutive years from December 13, 2016 till December 12, 2021, for the approval of shareholders of the Company.

Except Mrs. Shravani Dang, being appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financial or otherwise, in the Resolution set out at Item No. 4. Further, she is not related to any other Director of the Company.

#### **Item No. 5**

Mr. Pramod Kumar Sanghi was, vide Circular Resolution dated December 14, 2016, appointed as Additional Director (Non-executive Independent) in terms of Section 149 and 161(1) of the Companies Act, 2013 with effect from December 13, 2016. His appointment is subject to approval of shareholders. In terms of the aforesaid section of the Companies Act, 2013, Additional Director shall hold office upto the date of the next Annual General Meeting.

As per Section 149(13) of the Companies Act, 2013, the provisions pertaining to retirement of Directors by rotation shall not be applicable to Independent Directors.

Mr. Pramod Kumar Sanghi has confirmed compliance with the criteria of independence as provided under Section 149(6) of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as Independent Director and is independent of the management. A copy of the draft letter for appointment of Mr. Pramod Kumar Sanghi as Independent Director setting out the terms and conditions is available on the website of the Company at [www.cybermedia.co.in](http://www.cybermedia.co.in).

The Board is of the opinion that his association with the Company would be of immense benefit to the Company and it is desirable to avail services of Mr. Sanghi as Independent Director. Mr. Sanghi would bring with immense experience to the Board inter alia in the areas of management, administration and corporate governance.

Approval of the members is required by way of Ordinary Resolution for re-appointment.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sanghi as Independent Director for five consecutive years from December 13, 2016 till December 12, 2021, for the approval of shareholders of the Company.

Except Mr. Pramod Kumar Sanghi, being appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financial or otherwise, in the Resolution set out at Item No. 5. Further, he is not related to any other Director of the Company.

#### **Additional information on directors recommended for appointment as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

##### **Mrs. Shravani Dang**

Shravani Dang, aged 56 years is senior Communications and CSR leader with over two decades of quantifiable achievements. Her experience base spans multinational companies across Technology, Financial, Not-for-profit and Industrial sectors, in both complex and large organizations.

Currently, she serves as the Vice President and Global Group Head Corporate Communications and Public Relations at the Avantha Group, one of India's largest and broad-based industrial conglomerate. Previously, she was Head & Associate Director Corporate Communications at Fidelity and has worked with internationally reputed brands like IT giants CSC (\$17b billion) and HCL, as well as international relief and development organization CARE India. Shravani headed the CSR portfolio at Fidelity, CSC and HCL. Shravani also serves as a Member of the Board of Trustees of international NGO - Charities Aid Foundation (CAF) in India and a co-founder of Asia Pacific Association of Communication Directors (APACD) and is a frequent jury member of SABRE awards, APACD awards, IPRCC and many other Indian and international communications and CSR awards.

Reputation Today magazine recently ranked Shravani as among the top ten corporate communications professionals in the country.

Nature of expertise in specific functional areas: Corporate communications, public relations,

Disclosure of relationships between directors inter-se: Nil

Listed entities (other than Cyber Media (India) Limited) in which Mrs. Shravani Dang holds directorship and committee membership: Nil

Shareholding in the Company: Nil

### **Mr. Pramod Kumar Sanghi**

Mr. Pramod Kumar Sanghi, aged 61 years is an MBA from IIM, Calcutta and B.Com (H) from Delhi University. He has over 38 years of experience in a wide variety of functional areas viz., IPO, capital markets, investor interaction and road shows, corporate governance, risk & compliance, capital appropriation-feasibility and project planning, audit, taxation and controllership, foreign exchange and investment management.

He has been President- Finance and CFO at Nucleus Software Exports Ltd. from April, 2002 to March, 2015; Senior Executive Director (Finance) at Pearl Global Ltd. from 1991 to 2002; Financial Controller at Network Ltd. from 1983 to 1991; Unit Financial Controller at ITC Ltd. (WELCOMGROUP) from May, 1980 to January, 1983; Internal Auditor at Voltas Ltd. from May, 1977 to May, 1980.

He was superannuated from Leadership role in Corporate Finance Management in India's top ranked software Product transnational.

He has been awarded as Corporate Finance Management Executive. He was the winner of CFO 100 League of Excellence 2015.

Nature of expertise in specific functional areas: Finance, corporate governance, project planning, foreign exchange and investment management.

Disclosure of relationships between directors inter-se: Nil

Listed entities (other than Cyber Media (India) Limited) in which Mr. Pramod Kumar Sanghi holds directorship and committee membership: Nil

Shareholding in the Company: Nil

For and on behalf of the Board of Directors  
For Cyber Media (India) Limited

Sd/-  
Anoop Singh  
Company Secretary

Place: Gurgaon  
Date: December 15, 2016

**CYBER MEDIA (INDIA) LIMITED**

CIN: L92114DL1982PLC014334

Regd. office: D-74, Panchsheel Enclave, New Delhi-110017, Tel.: 011-41751234

Corp. office: Cyber Media, B-35, Sector-32, Gurgaon-122001, Tel.:0124-4822222

Email id: [investorcare@cybermedia.co.in](mailto:investorcare@cybermedia.co.in) . Website: [www.cybermedia.co.in](http://www.cybermedia.co.in)**POSTAL BALLOT FORM**

Serial No.....

1. Name and Registered Address :  
of the sole/first named Member

2. Name of the joint holder(s) if any :

3. Registered Folio No./ \*DP ID No. / :  
Client ID No. (\*Applicable to  
investors holding share(s) in  
dematerialized form)

4. Number of Share(s) held :

I/We, hereby exercise my/our vote in respect of the following 'Resolution' to be passed through Postal Ballot for the Special Business stated in the Notice dated December 15, 2016 of Cyber Media (India) Limited (the "**Company**") by sending my/our assent (**FOR**) or dissent (**AGAINST**) to the said Resolutions by placing the tick mark (✓) at the appropriate column below:

| Item No./<br>Resolution No. | Description of the Resolution                                                                                                                                                    | No. of<br>shares<br>held by me | I/We assent to<br>the Resolution<br>(FOR) | I/We dissent to<br>the Resolution<br>(AGAINST) |
|-----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|-------------------------------------------|------------------------------------------------|
|                             | <b>SPECIAL BUSINESS</b>                                                                                                                                                          |                                |                                           |                                                |
| 1.                          | Special Resolution for approval of sale and transfer of shares of TDA Group, LLC, a wholly owned subsidiary of Cyber Media India, LLC, a wholly owned subsidiary of the Company. |                                |                                           |                                                |
| 2.                          | Special Resolution for approval of alteration / substitution of Memorandum of Association.                                                                                       |                                |                                           |                                                |
| 3.                          | Special Resolution for approval of alteration / substitution of Articles of Association.                                                                                         |                                |                                           |                                                |
| 4.                          | Ordinary Resolution for appointment of Mrs. Shravani Dang (DIN:02131359) as Independent Director for a period of five years from December 13, 2016 to December 12, 2021.         |                                |                                           |                                                |
| 5.                          | Ordinary Resolution for appointment of Mr. Pramod Kumar Sanghi (DIN:00010024) as Independent Director for a period of five years from December 13, 2016 to December 12, 2021.    |                                |                                           |                                                |

Place :

Date :

(Signature of the Member)

**Electronic Voting Particulars**

| EVEN (E-voting Event Number)                 | User ID | Password                                   |
|----------------------------------------------|---------|--------------------------------------------|
| 160930001                                    |         |                                            |
| Commencement of E-voting                     |         | End of E-voting                            |
| Wednesday, December 21, 2016 (9:00 a.m. IST) |         | Thursday, January 19, 2017 (5:00 p.m. IST) |

**Note:**

1. Signature of the Member should be as per specimen registered/ recorded with the Company/ Depository.
2. Number of shares held will be reckoned as per records of the Company as on Friday, December 16, 2016.
3. Last date for receipt of Postal Ballot Form by the Scrutinizer: Thursday, January 19, 2017 till 5.00 p.m. IST.
4. Please read the instructions printed below carefully before filling this form and for e-voting.

## Instructions

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached postage pre-paid self addressed Business Reply Envelope. Postage will be borne by and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered post/speed post at the expense of the Member will also be accepted.  
Alternatively, a Member may vote through electronic mode as per instructions for voting through electronic means provided on the Postal Ballot Notice sent herewith.
2. The self addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the Member as per the specimen signature registered with the Company/ Depository Participant(s). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member as per the specimen signature registered with the Company/ Depository Participant(s).
4. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
6. The Postal Ballot/e-voting shall not be exercised by a proxy.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Thursday, January 19, 2017 till 5:00 p.m. IST. All Postal Ballot Forms received after 5.00 p.m. IST on Thursday, January 19, 2017 will be strictly treated as if the reply from such Members has not been received. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of Postal Ballot will be announced on Friday, January 20, 2017 at the Registered Office of the Company.
8. Voting rights shall be reckoned on the paid-up value of the equity shares registered in the name of the Members as on Friday, December 16, 2016.
9. In case of non-receipt of the Postal Ballot Form or for any query related thereto, the Members may either send an e-mail to [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) or contact the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, 44 Community Centre, 2<sup>nd</sup> Floor, Naraina Industrial Area, Phase I, Near PVR, Naraina, New Delhi – 110028, Telephone No. +91-11-41410592/93..
10. The Members can opt for only one mode of voting i.e., either by physical Postal Ballot or E-voting. The voting, both through Postal Ballot and through electronic mode shall commence from Wednesday, December 21, 2016 (9:00 a.m. IST) and shall end on Thursday, January 19, 2017 (5:00 p.m. IST). In case, Member(s) cast their votes through both the modes, voting done by E-voting shall prevail and votes cast through physical Postal Ballot will be treated as invalid.

### 11. Procedure and Instructions for E-voting:

#### The instructions for shareholders voting electronically are as under:

- (i) The voting period shall begin on Wednesday, December 21, 2016 at 9:00 a.m. IST and end on Thursday, January 19, 2017 at 5:00 p.m. IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Friday, December 16, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form |                                                                                                                                                                                                                                                                                                                                                                                                            |
|------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN                                                        | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul> |
| Dividend Bank Details OR Date of Birth (DOB)               | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>                |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant CYBER MEDIA (INDIA) LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- A. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, December 16, 2016 may follow the same instructions as mentioned above for e-Voting.
- B. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).