



February 23, 2017

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

**The Manager- Listing Compliance
The National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East)
Mumbai-400051**

Scrip code: 532640

Symbol: CYBERMEDIA

Sub: 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 February 22, 2017 (both physically and electronically) along with 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, February 17, 2017, 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 along with Postal Ballot Form for your inform and record.

**Yours truly,
For Cyber Media (India) Limited**

**Anoop Singh
Company Secretary
M. No. F8264**

Encl.: As above



Postal Ballot Notice

Dear Member(s)

Notice is hereby given pursuant to 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 or re-enactment thereof for the time being in force), that the resolution appended are proposed to be passed by member(s) through postal ballot / electronic voting ("e-voting"). The explanatory statement pertaining to the aforesaid resolution setting out the material facts and the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors of the Company (the "Board") has appointed Mr. Vikas Kumar Verma (M. No. 29933) Practicing Company Secretary, M/s Vikas Verma & Associates, Company Secretaries as the Scrutinizer (the "Scrutinizer") for conducting the postal ballot /e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Saturday, 25th day of March 2017. 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 facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman or any other authorized Director of the Company. The result of the postal ballot shall be declared within 48 hours from 25th March, 2017 and intimate to the Stock Exchanges where the shares of the Company are listed, registrar, and share transfer agent and displayed along with the Scrutinizer's report on the Company's website viz. www.cybermedia.co.in. The results of the e-voting shall be placed on the website of CDSL i.e. <https://www.cdslindia.com>.

The last date for receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would deemed to have been passed, if approved by requisite majority as required under the provisions of Companies Act, 2013.

SPECIAL BUSINESS:**Item No. 1: Alteration in the terms of Loan Agreement entered into with the Promoter & Promoter's Group:**

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

“RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as “the Act”), consent of members be and is hereby accorded for alteration of terms of the existing loan agreement for an amount of Rs. 59161900.63/- (Five Crores Ninety One Lacs Sixty One Thousands Nine Hundred And Sixty Three Paise only) executed by the Company with promoter (s) and promoter's group by adding the following clause in the said agreement-

“Loan whether secured or unsecured extended by the promoters & promoter's group may be converted into equity shares of the company as and when agreed between the parties, i.e. the company and the promoter(s) and promoter's group, in due compliances of applicable laws”.

“RESOLVED FURTHER THAT the Board of the company be and are hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

Item No. 2: Issue of Equity Shares on Preferential Basis to Mr. Pradeep Gupta and Mr. Dhaval Gupta (Promoter & Promoter's Group):

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

“RESOLVED THAT pursuant to the provisions of Section 62 read with Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as “the Act”) and in accordance with and subject to the relevant provisions of the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of **Chapter VII** – “Preferential issue” of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, [hereinafter referred to as “SEBI (ICDR) Regulations”] (including any statutory modification(s) or re-enactment(s) thereof from time to time) and in accordance with all other applicable regulations, guidelines and clarifications thereon issued by The Securities and Exchange Board of India (“SEBI”) or any other statutory /regulatory authorities and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as “Requisite Approvals”), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term



shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized at its absolute discretion to create, offer, issue and allot, upto 23,66,000 (Twenty Three Lacs and Sixty Six Thousand) equity shares for a price of Rs. 10/- (Rupees Ten only) per share (Face Value of Rs. 10/-) upon conversion of outstanding amount of Rs. 2,36,60,000/- (Two Crore Thirty Six Lacs and Sixty Thousands only) Unsecured Loan into Equity shares, at a price which shall not be lesser than the minimum specified price as per the Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, on a preferential allotment basis to Mr. Pradeep Gupta and Mr. Dhaval Gupta (Promoter & Promoter's Group) of the company in one or more trenches.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Shares as may be required or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking pari passu and inter-se with the existing equity shares of the Company in all respects including dividend.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock-in as provided under the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment, listing thereof with stock exchange and to resolve and settle all questions and difficulties that may arise in the proposed issue, allotment, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**For & on Behalf of the Board of Directors
For Cyber Media (India) Limited**

**Sd/-
(Anoop Singh)
Company Secretary
M. No. F8264**

Date: 22/02/2017

Place: Gurgaon

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts of the proposed special resolution is annexed to the Notice.
2. The postal ballot notice is being sent to all the members, whose names appear in the register of members/list of beneficial owners, as on close of working hours on Friday, 17th February, 2017.
3. As per the Companies (Management and Administration) Rules, 2014, as amended, notice of postal ballot may be served on the members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent notice of postal ballot by e-mail and members who have not registered their e-mail IDs will receive notice of postal ballot along with postal ballot form through courier. Members who have received postal ballot notice by e-mail and who wish to vote through physical postal ballot form may download the same from the Company's website www.cybermedia.co.in or may apply to the Company/ Registrar and Transfer Agents, M/s Link Intime India Pvt Ltd, 44, Community Centre, 2nd Floor, Naraina Industrial Area-I, New Delhi-110028
4. Members cannot exercise their vote by proxy on Postal Ballot.
5. Resolution by passed by the member through Postal Ballot are deemed to have been passed as if they have passed at the General Meeting of the Member.
6. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and amendments made thereto, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to its members for voting by electronic means through e-voting services as provided by the Central Depository Services (India) Limited (CDSL), which would enable them to cast their vote electronically, instead of through physical postal ballot form and the business may be transacted through such voting. The detailed process for exercising the e-voting facility is given in point no. 12. Members are requested to carefully read the instructions of e-voting before exercising their vote.
7. The members are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed envelope directly to the Scrutinizer so as to reach the Scrutinizer on or before the working hours (i.e. up to 5:00 p.m.) on Saturday, 25th March, 2017. Any postal ballot form received after this date and time shall be treated as if the reply from the member has not been received. The Scrutinizer's decision on the validity of the Postal Ballot Form and e-voting will be final and binding on the members.
8. Members can opt only for one mode for voting i.e. either Physical through Postal Ballot Form or e-voting. If a member has opted for e-voting, then he/she should not vote by physical ballot also and vice-a-versa. However, in case member cast his/her vote both via physical ballot and e-voting then voting done by e-voting shall prevail and voting through physical ballot shall be invalid.
9. The voting (Postal & e-voting) begins on 09:00 a.m. on Friday, 24th February, 2017 and ends on Saturday, 25th March, 2017 at 5:00 p.m. During this period members of the Company, holding shares in dematerialized form, as on the cut-off date (i.e. Record date) viz. Friday, 17th February, 2017 may cast their vote. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be able to change it subsequently. A person who is not a member as on the Record Date should treat this notice for information purposes only.

10. All the documents referred to in the accompanying notice are available for inspection by the members at the Registered Office of the Company on all working days (except Saturdays and Sundays), between 2:00 p.m. to 5:00 p.m. up to the date of announcement of the results of the Postal Ballot.
11. Any query/grievances connected with the voting by Postal Ballot including voting by electronic means you may refer to the Frequently Asked Questions and e-voting user manual available for members in the "Help" section of www.evotingindia.com.
12. The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, For Physical Form: Members should enter Folio Number registered with the Company.
- (iv) Thereafter please enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form or Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. PAN/DEFAULT PAN is communicated in the Postal Ballot Form.
Dividend Bank Details or Date of Birth (DOB)	<p>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 for the said demat account or folio.</p> <p>If 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 (iii).</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly to 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (x) Click on the EVSN for to vote.
 - (xi) 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.
 - (xii) Click on the "Resolutions File Link" if you wish to view the entire resolution(s).
 - (xiii) 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.
 - (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote subsequently.
 - (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvi) If Demat account holder has forgotten the password then enter the User ID, the image verification code and thereafter click on Forgot Password & then enter the details as prompted by the system.
 - (xvii) 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 <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the registration form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy: Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

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 under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement

(Pursuant to Section 102 and 110 of the Companies Act, 2013)

Item No. 1 & 2:

As per the provisions of Section 62 read with section 42 of the Companies Act, 2013 and Rules made there under, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “ICDR Regulations”), a company may undertake preferential allotment only after obtaining prior approval of the shareholders by way of special resolution.

- (i) **Objects of the issue:** As the company has no resource to repay the loan taken, the company has requested the promoter and promoter group to convert such loan into equity share capital.
- (ii) The Price at which the allotment is proposed is Rs. 10/- per share.
- (iii) As the Shares of the Company are infrequently traded, the valuation report has been obtained from the Practicing Chartered Accountant as per SEBI Regulations.
- (iv) Basis for the price has been arrived at as per report of valuer i.e. based on the Valuation Report obtained from M/s Alok Sinhal & Co. (FRN: 013811N) Practicing Chartered Accountant dated 22/02/2017.
- (v) The class or classes of persons to whom the allotment is proposed to be made- Mr. Pradeep Gupta and Mr. Dhaval Gupta (Promoter & Promoter’s Group).
- (vi) None of the directors, promoters or key managerial personnel is being interested in this item except Mr. Pradeep Gupta and Mr. Dhaval Gupta, promoter cum director who will be subscribing to Equity shares in the preferential issue.
- (vii) The proposed issue and allotment of shares on preferential basis through private placement would be completed within 15 days from the date of passing of the special resolution by the shareholders of the Company.
- (viii) The name of the allottee and percentage of post preferential offer is:

S.No.	Name of the Proposed Allottee	Pre-Issue Shareholding		Present Issue	Post Issue of Shareholding	
		No. of Shares	% of Shareholding		No. of Shares	% of Shareholding*
1.	Pradeep Gupta	27,66,236	26.34	18,95,000	46,61,236	36.23
2.	Dhaval Gupta	4,51,697	4.30	4,71,000	9,22,697	7.17

This includes allotment to be made in tranches.

- (ix) Change in control of the management: After the issue and allotment of the said preferential shares, there would be no change in control of the management.
- (x) The number of persons to whom allotment on preferential basis have already been made during the year is – Nil



(xi) Lock-in Period: The securities allotted to Proposed Allottee shall be locked in as per Regulation 78 and other applicable provisions of SEBI (ICDR) Regulations.

(xii) Auditor's Certificate: Goel Mintri & Associates Chartered Accountants (FRN:013211N), the Statutory Auditors of the Company have certified that preferential issue is being made in accordance with the requirements contained in SEBI regulations. A copy of the certificate shall be kept for inspection at the registered office of the company.

(xiii) The Shareholding pattern of the company before and after the proposed issue:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares Held	% of Share holding	No. of Shares Held	% of Share holding
A	Promoter's holding				
1.	Indian:				
	Individual	48,14,135	45.84	71,80,135	55.80
	Body Corporate				
	Sub-Total				
	Foreign Promoters				
	Sub Total (A)	48,14,135	45.84	71,80,135	55.80
B	Non-Promoter's holding				
1.	Institutional Investors				
2.	Non Institution:				
	Private Corporate bodies	23,18,687	22.08	23,18,687	18.02
	Directors & Relatives				
	Indian Public	33,68,420	32.08	33,68,420	26.18
	Others (Including NRIs)				
	Sub-Total (B)	56,87,107	54.16	56,87,107	44.20
	Grand Total	10501242	100.00	12867242	100.00

The Board of Directors believe that the proposed Preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

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

**Sd/-
(Anoop Singh)
Company Secretary
M. No: F8264**

POSTAL BALLOT FORM

SR.NO.

1. Name(s) of Shareholder(s)/Beneficial owner
(in BLOCK letters)

(Including joint holder, if any):

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

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

4. Number of Equity Shares held:

I/We hereby exercise my / our vote in respect of the following Resolution to be passed through postal ballot for the business stated in the notice dated Wednesday, 22nd February, 2017 of the Company by sending my / our assent / dissent by placing the tick (✓) mark at the appropriate box below: -

S. No	Description	No. of shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Alteration in the terms of Loan Agreement entered into with the Promoter & Promoter's Group			
2	Issue of Equity Shares on Preferential Basis to Mr. Pradeep Gupta and Mr. Dhaval Gupta (Promoter and Promoter's Group)			

Place: _____

Date:

(Signature of the shareholder)

Electronic Voting Particulars

EVSN (E voting Sequence Number)	USER ID	Sequence Number
170221010		

Last date for receipt of postal ballot form by the scrutinizer: 25th March, 2017**NOTE: Please read carefully the instructions printed overleaf before exercising vote.****INSTRUCTIONS**

1. A member desiring to exercise vote by postal ballot should complete this postal ballot form IN ALL Respect and send it to the Scrutinizer in the enclosed self addressed postage pre-paid envelope.
2. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence by the next named shareholder.
3. The postal ballot form duly completed and signed should be sent to the Scrutinizer appointed by the Company **at the registered office of the Company** on or before the close of the business hours on **Saturday, 25th March, 2017**.
4. Postal Ballot(s) received after this date will be treated as if the reply from the member has not been received and the same will not be considered.
5. In case of shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified copy of the authorizing Board Resolution / Nomination/ Authority.
6. The vote in this Postal Ballot cannot be exercised by a **proxy**.
7. There will be one Postal Ballot for every Folio/Client ID.

8. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the shareholders on **Friday, 17th February, 2017**.
9. Incomplete and unsigned postal ballot forms will be rejected.
10. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified at instruction No.3 above.
11. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage pre-paid envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.
12. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.
13. The Scrutinizer's decision on the validity of a postal ballot will be final.
14. The e-voting facility will be available from Friday, 24th February, 2017 (09:00 A.M., IST) to Saturday, 25th March, 2017 (05:00 P.M., IST).
15. The Result of the Postal Ballot will be displayed on the website of the company and will also be published in the newspaper for the information of the shareholders.