

March 27, 2017

The Manager – Listing Compliance
BSE 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: Results of Postal Ballot (including electronic voting) pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir(s),

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the results of voting of the Postal Ballot (including electronic voting) (enclosed as Annexure) as per the format prescribed under the aforesaid Regulation, conducted for seeking approval of Members of the Company for the two resolutions as set out in the Postal Ballot Notice dated February 22, 2017.

Please note that both the resolutions as set out in the Postal Ballot notice as aforesaid have been passed with requisite majority as prescribed under applicable laws.

Kindly acknowledge the receipt.

Yours truly,
For Cyber Media (India) Limited



Anoop Singh
Company Secretary
M. No. F 8264
Encl.: As above.



**Vikas Verma & Associates,
Company Secretaries**

SCRUTINIZER'S REPORT FOR POSTAL BALLOT OF CYBER MEDIA (INDIA) LIMITED
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman,
M/s. CYBER MEDIA (INDIA) LIMITED
D-74, Panchsheel Enclave,
New Delhi-110017.

Sub: Scrutinizers Report on postal ballot including Voting conducted through electronic means in respect of the resolutions contained in the Postal Ballot notice dated February 22, 2017.

Dear Sir,

I, Vikas Kumar Verma, Practicing Company Secretary having office at B-502, Statesman House 148 Barakhamba Road, New Delhi - 110001, was appointed as a Scrutinizer by the Board of Directors of M/s. Cyber Media (India) Limited ("the Company") for the purpose of scrutinizing the postal ballot voting including voting by electronic means in respect of the resolution contained in the notice dated February 22, 2017 through postal ballot.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations (hereinafter referred as LODR Regulations), relating to postal ballot voting including voting through electronic means is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process, both through electronic means and by postal ballot, are conducted in a fair and transparent manner and to render consolidated scrutinizer's report of the votes cast by members for the resolutions contained in the notice dated February 22, 2017 based on the reports generated from the electronic voting system provided by Central depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. till 5 p.m. on March 25, 2017.

I hereby report as under:

1. After the time fixed for closing of the e-voting i.e. 5 p.m. on March 25, 2017 a final electronic report of the e-voting was generated by me by accessing the data available to me from the website <https://evotingindia.com> of CDSL, the authorized agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
2. The votes were unblocked on March 25, 2017 in the presence of two witnesses, Mr. Aman Jain and Ms. Surbhi Goel and who were not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked.

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Off. No. 011 43029809, 09953573236
Web: www.vvanda.com



**Vikas Verma & Associates,
Company Secretaries**

3. The Company extended the facility of electronic voting to the shareholders of the Company from Friday, February 24, 2017 (9:00 am IST) and ended on Saturday, March 25, 2017 (5:00 pm IST) through the Central Depository Services (India) Ltd. ("CDSL") being the service provider for providing the facility of e-voting to the shareholders on their website <https://www.evotingindia.com>.
4. The physical postal ballots received till the time fixed for closing of the Postal ballot i.e. 5 p.m. on March 25, 2017 were diligently scrutinized and reconciled with the records maintained by the Company through Link Intime (India) Private Limited, the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
5. None of the envelopes containing postal ballot forms and e-votes received after the business hours as aforesaid were considered.
6. We have not found any defaced or mutilated ballot paper.
7. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the postal ballots received are under my safe custody and will be handed over to the Chairman/Managing Director.
8. The result of the scrutiny of the above postal ballot voting in respect of resolutions contained in the notice dated February 22, 2017, through Postal ballot, is as under:

a) As a Special Resolution- Item No.1

Alteration in the terms of Loan Agreement entered into with the Promoter & Promoter's Group:

1. Voted in Favour of the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	9	1,38,744	45.91%
Electronic(e-voting)	36	1,63,455	54.09%
Total	45	3,02,199	100%

2. Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	---	---	---
Electronic(e-voting)	1	1	0.00
Total	1	1	0.00



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3. Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	---	---
Electronic(e-voting)	5	48,14,135*
Total	5	48,14,135*

b) As a Special Resolution- Item No. 2

Issue of Equity Shares on Preferential Basis to Mr. Pradeep Gupta and Mr. Dhaval Gupta (Promoter & Promoter's Group)

1. Voted in Favour of the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	9	1,38,744	45.91%
Electronic(e-voting)	36	1,63,455	54.09%
Total	45	3,02,199	100%

2. Voted against the resolution:

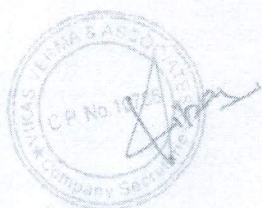
Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	---	---	---
Electronic(e-voting)	1	1	0.00
Total	1	1	0.00

3. Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	---	---
Electronic(e-voting)	5	48,14,135*
Total	5	48,14,135*

* Votes casted by the promoters and promoter's group were treated as invalid as they were interested in the resolution and votes casted by them shall not be taken into account as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

9. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed – N.A.



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10. The ballot papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you
Yours faithfully

Date: 25/03/2017
Place: New Delhi



For Vikas Verma & Associates
Company Secretaries

Vikas Kumar Verma

Vikas Kumar Verma
C. P. No. - 10786

