CyberMedia

22nd September, 2016

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

The Manager- Listing Dept.
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: -34th Annual General Meeting and voting results.

Dear Sir/Madam,

This is inform you that 34th Annual General Meeting ('AGM') of the Company was held on September 21, 2016 at 9:00 a.m. at the USO House, USO Road, Jeet Singh Marg, Qutab Institutional Area , New Delhi-110067.

In this regard, please find enclosed the following-

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.

2. Report of Scrutinizer dated 22nd September, 2016, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

This is for your information and records.

Thanking you,

Yours faithfully,
For Cyber Media (India) Limited

Anoop Singh
Company Secretary

CYBER MEDIA (INDIA) LIMITED New Delhi

Voting Results

	Cyber Media (India) Limited-the 34th Annual General Meeting
Date of the AGM	**21.09.2016**
Total number of Shareholders on record date	**3094**
No. of Shareholders present in the meeting in person or through proxy :	
Promoter and promoter Group:	**5**
Public:	**26**
No. of Shareholders present in the meeting through video conferencing	
Promoter and promoter Group:	**Not Arranged**
Public:	**Not Arranged**

Agenda -wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)	**Ordinary-1- Adoption of Audited Financial Statements (standalone and consolidated) of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors ('the Board') and Auditors thereon.**
Whether promoter/ promoter group are interested in the agenda / resolution?	**NO**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	**E-Voting**	4814135	4814135	45.84%	4814135	Nil	100%	Nil
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4814135	4814135	45.84%	4814135	Nil	100%	Nil
Public-Institutions	**E-Voting**	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	**E-Voting**	43506	43506	0.41%	43506	Nil	100%	Nil
	Poll	7	7	Negligible	7	Nil	100%	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	43513	43513	0.41%	43513	Nil	100%	Nil
Total		**4857648**	**4857648**	**46.25%**	**4857648**	Nil	100%	Nil

CYBER MEDIA (INDIA) LIMITED New Delhi

Agenda -wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)			Ordinay-2-Appointment of a Director in place of Mr. Hoshiediar Rastom Ghaswalla (DIN: 06371019), who retires by rotation and being eligible, seeks re-appointment.					
Whether promoter/ promoter group are interested in the agenda / resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4814135	4814135	45.84%	4814135	Nil	100%	Nil
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4814135	4814135	45.84%	4814135	Nil	100%	Nil
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	43506	43506	0.41%	43506	Nil	100%	Nil
	Poll	7	7	Negligible	7	Nil	100%	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	43513	43513	0.41%	43513	Nil	100%	Nil
Total		4857648	4857648	46.25%	4857648	Nil	100%	Nil



Agenda -wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)			Ordinary-3- Ratification of the appointment of M/s. Goel Mintri & Associates, Chartered Accountants (Firm Reg. No. 013211N), as Statutory Auditors of the Company.					
Whether promoter/ promoter group are interested in the agenda / resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4814135	4814135	45.84%	4814135	Nil	100%	Nil
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4814135	4814135	45.84%	4814135	Nil	100%	Nil
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	43506	43506	0.41%	43506	Nil	100%	Nil
	Poll	7	7	Negligible	7	Nil	100%	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	43513	43513	0.41%	43513	Nil	100%	Nil
Total		4857648	4857648	46.25%	4857648	Nil	100%	Nil



Agenda -wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)			Ordinary-4-Appointment of Mr. Pradeep Gupta as Chairman and Managing Director and fixation of his remuneration.					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES, in Resolution					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4814135	4814135	45.84%	4814135	Nil	100%	Nil
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4814135	4814135	45.84%	4814135	Nil	100%	Nil
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	43506	43506	0.41%	43506	Nil	100%	Nil
	Poll	7	7	Negligible	7	Nil	100%	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	43513	43513	0.41%	43513	Nil	100%	Nil
Total		**4857648**	**4857648**	**46.25%**	**4857648**	Nil	100%	Nil



N S & ASSOCIATES

Company Secretaries

Off.: H-63, Ground Floor, Vijay Chowk, Laxmi Nagar, Delhi-110092
Res.: H.No. 481, Sector-IIIF, Second Floor, Vaishali, Ghaziabad, U.P.
Mob.: +91-9990418389, 8802269253
E-mail: nagendracs@gmail.com, ns.associates.pcs@gmail.com

Form MGT-13

REPORT OF SCRUTINIZER

(Pursuant to section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 including any statutory modification(s) or re-enactment thereof)

To
The Chairman

34th (Thirty Fourth) Annual General Meeting (AGM) of the shareholders of **Cyber Media Limited** held on Wednesday, September 21, 2016 at 9.00 A.M.at the USO House, USO Road, Jeet Singh Marg, Qutab Institutional Area, New Delhi-110067, India.

Dear Sir,

1. I, Nagendra Singh, Proprietor of M/s. N S & Associates, Practicing Company Secretaries at H-63, Ground Floor, Vijay Chowk, Laxmi Nagar, Delhi-110092 was appointed as Scrutinizer by the Board of Director of Cyber Media (India) Limited (the "Company") for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment rules, 2015) in respect of the below mentioned resolutions proposed at the 34th Annual General Meeting of the shareholders of the Company held on Wednesday, September 21, 2016 at 9.00 A.M. at the USO House, USO Road, Jeet Singh Marg, Qutab Institutional Area, New Delhi-110067, India submit my report as under:

2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of ballots by the shareholders on the resolutions proposed in the notice of the 34th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer`s Report of the total votes cast in favor or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting systems provided by **Central**



Depository Services (India) Limited (CDSL) and the report generated electronically for voting by use of ballots at the meeting.

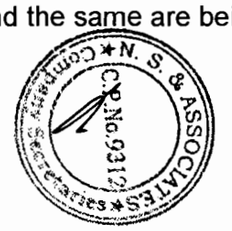
3. In accordance with the notice of the 34th Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on September 02, 2016 in the newspapers 'Mint' (English) and 'Naya India' (Hindi), the remote e-voting opened at 9.00 A.M. on September 18, 2016 and remained open upto 5.00 P.M. on September 20, 2016.

4. The shareholders holding shares as on September 15, 2016,"cut off date" were entitled to vote on the resolutions stated in the Notice of the 34th Annual General Meeting of the Company.

5. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours were opened in the presence of two witnesses who are not the employees of the Company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The ballots were reconciled with the records maintained by the Company/Registrar and Transfer Agents (R&TA) of the Company and the authorizations / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot. As per the information given by the Company the names of the shareholders who had voted on e-voting through CDSL facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.

6. The ballots, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were first counted electronically.

7. The votes on remote e-voting were unblocked at around 11.41 AM after conclusion of voting at the AGM in the presence of two witness, both are not the employees of the Company and e-voting results & list of shareholders who have voted for and against were downloaded from the e-voting website of CDSL (www.evotingindia.com) and the same are being handed over to the Chairman.



8. The total votes cast in favour or against all the resolutions proposed in the Notices of the AGM are as under:

a) Resolution – Ordinary resolution

To receive, consider and adopt the audited Balance Sheet and Profit & Loss Account for the year ended 31stMarch, 2016and the audited Cash Flow Statement as on that date and the reports of the Directors and Auditors thereon.

(i) Voted in favour of the resolutions:

Mode of Voting	Number of members Voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	17	4857641	100
Voting by Ballot	7	7	100
Total	**24**	**4857648**	**100**

(ii) Voted against the resolution:

Mode of Voting	Number of members Voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Ballot	0	0	0
Total	0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	2

b) **Resolution 2 : Ordinary Resolution**

To appoint a Director in place of Mr. Hoshiediar Rastom Ghaswalla (DIN:06371019), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment.

(i) Voted in favour of the resolutions:

Mode of Voting	Number of members Voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	17	4857641	100
Voting by Ballot	7	7	100
Total	**24**	**4857648**	**100**

(ii) Voted against the resolution:

Mode of Voting	Number of members Voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Ballot	0	0	0
Total	0	0	0



(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	2

c) Resolution -3: Ordinary Resolution

To ratify the appointment of M/s. Goel Mintri & Associates, Chartered Accountants, (Firm Registration No. 013211N) as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration and on such terms and conditions as may be decided by the Board of Directors in consultation with the Auditors.".

(i) Voted in favour of the resolutions:

Mode of Voting	Number of members Voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	17	4857641	100
Voting by Ballot	7	7	100
Total	**24**	**4857648**	**100**

(ii) Voted against the resolution:

Mode of Voting	Number of members Voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Ballot	0	0	0
Total	0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	2

d) Resolution -4: Ordinary Resolution

Appointment of Mr. Pradeep Gupta as Chairman and Managing Director and fixation of his remuneration:

N. S. & ASSOCIATES ★ C.P.No.9312 ★ Company Secretaries

(i) Voted in favour of the resolutions:

Mode of Voting	Number of members Voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	17	4857641	100
Voting by Ballot	7	7	100
Total	**24**	**4857648**	**100**

(ii) Voted against the resolution:

Mode of Voting	Number of members Voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Ballot	0	0	0
Total	0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	2

9. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 34th Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company secretary for safe keeping.

Thanking You,

Yours faithfully
For N S & Associates
(Company Secretaries)

N. S. & ASSOCIATES ★ C.P.No.9312 ★ Company Secretaries

CS Nagendra Singh
FCS-8307, CP No. 9312
Scrutinizer

Date: 22.09.2016
Place: Delhi

Witness:

Vishnu Sharma
C-48, Sector-8, Rohini,
Delhi-110092

Amul Tyagi
H No.-481, Shahdara,
Delhi -110085