

March 25, 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

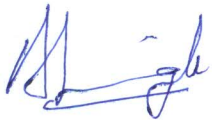
Sub: Summary of Proceedings of Postal Ballot Results declared on March 25, 2017

Dear Sir(s),

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed summary of proceedings of the Postal Ballot Results declared on March 25, 2017.

Kindly take the above information on your record.

Yours truly,
For Cyber Media (India) Limited



Anoop Singh
Company Secretary
M. No. F8264



Encl.: As above

MINUTES OF THE DECLARATION OF RESULTS OF THE POSTAL BALLOT (INCLUDING ELECTRONIC VOTING) OF CYBER MEDIA (INDIA) LIMITED (the "Company") ON SATURDAY, THE 25TH DAY OF MARCH, 2017 AT 6.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT D-74 PANCHSHEEL ENCLAVE, NEW DELHI-110017.

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company dispatched Postal Ballot Notice dated February 22, 2017 to all the shareholders (as on cut-off date i.e. February 17, 2017) of the Company for seeking consent of the members of the Company regarding (a) alteration in the terms of Loan Agreement entered into with the Promoter & Promoter's Group; and (b) issue of Equity Shares on Preferential Basis to Mr. Pradeep Gupta and Mr. Dhaval Gupta (Promoter & Promoter's Group). The dispatch of postal ballot notices alongwith forms was completed for electronic mode through email and for physical mode alongwith postage prepaid business reply envelope on February 23, 2017.

For the purpose of conducting the postal ballot electronic voting process in a fair and transparent manner, the Board of Directors had, at its meeting held on February 22, 2017, appointed Mr. Vikas Kumar Verma, (M. No. 29,933), Practicing Company Secretary, as Scrutinizer. The Company had provided all the members of the Company, the facility of electronic voting through e-voting services provided by the Central Depository Services (India) Limited (CDSL). The postal ballot voting/e-voting was commenced on February 24, 2017 at 9:00 a.m. (IST). The last date for e-voting and the receipt of duly completed ballot forms was March 25, 2017 at 5:00 p.m. (IST). The Scrutinizer submitted his report on March 25, 2017. The Chairman declared the results of the Postal Ballot (including electronic voting) on March 25, 2017 at 6:00 p.m. (IST).

The votes cast by the Promoter & Promoters' Group have not been taken into account for both the resolutions in pursuance of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, being related party transactions.

The results of the voting conducted through postal ballot (including electronic voting) on the basis of Scrutinizer Report are as under:

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

No. of Ballot Forms and e-voting received: 51

No. of valid Ballot Forms and e-voting received: 46

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	-	-	--	--	--	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if)	-	-	-	-	-	-	-



	applicable)							
	Total	4814135	-	-	-	-	-	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	5687107	163456	2.87%	163455	1	100%	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		138744	2.44%	138744	0	100%	0
	Total		302200	5.31%	302199	1	100%	0
Total		10501242	302200	2.87%	302199	1	100%	0

Remarks: Since number of votes cast by Shareholders in favour of the proposed Special Resolution are more than 3 times the number of votes cast against it, the requirement of Section 114(2)(c) of the Companies Act, 2013 is satisfied. Accordingly, the Special Resolution can be acted upon and has been passed.

The Scrutinizer informed that the votes cast "FOR" the resolution were more three times than the votes cast as "AGAINST" the resolution. Accordingly, the Chairman declared the resolution to be passed as Special Resolution.

The following resolution was passed by the Company as 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."

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

No. of Ballot Forms and e-voting received: 51



No. of valid Ballot Forms and e-voting received: 46

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	-	-	--	--	--	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4814135	-	-	-	-	-	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	5687107	163456	2.87%	163455	1	100%	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		138744	2.44%	138744	0	100%	0
	Total		302200	5.31%	302199	1	100%	0
Total		10501242	302200	2.87%	302199	1	100%	0

Remarks: Since number of votes cast by Shareholders in favour of the proposed Special Resolution are more than 3 times the number of votes cast against it, the requirement of Section 114(2)(c) of the Companies Act, 2013 is satisfied. Accordingly, the Special Resolution can be acted upon and has been passed.

The Scrutinizer informed that the votes cast "FOR" the resolution were more three times than the votes cast as "AGAINST" the resolution. Accordingly, the Chairman declared the resolution to be passed as Special Resolution.

The following resolution was passed by the Company as 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



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

Pradeep Gupta
**Pradeep Gupta
Chairman & Managing Director**

