

CYBER MEDIA (INDIA) LIMITED

CIN: L92114DL1982PLC014334

Registered Office: D-74, Panchsheel Enclave, New Delhi-110017, Tel.: 011-26491320

Corp. Office: Cyber House B-35, Sector-32, Gurugram-122001, Haryana, Tel.: 0124-4822222

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

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Thirty Seventh Annual General Meeting** of the members of **Cyber Media (India) Limited** ('the Company') will be held on Monday, the 30th day of September, 2019 at 9:00 a.m. (IST) at **USO House, USO Road, Jeet Singh Marg, Qutab Institutional Area, New Delhi-110067, India**, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account for the year ended 31st March, 2019 and the Audited Cash Flow Statement as on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Dhaval Gupta (DIN: 05287458), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment.
3. Re-appointment of M/s. Goel Mintri & Associates, Chartered Accountants as Statutory Auditors and fixation of their remuneration.

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 Section 139 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) and subject to approval of Members of the Company, M/s. Goel Mintri & Associates, Chartered Accountants, New Delhi (Firm Registration No. 013211N), whose current term of 5 (five) consecutive years as Statutory Auditors is expiring on the ensuing Annual General Meeting of the Company, be and is hereby re-appointed as Statutory Auditors of the Company for a further term of 4 consecutive years commencing from the ensuing (i.e. 37th) Annual General Meeting until the conclusion of the 41st Annual General Meeting at such remuneration and on such terms and conditions as may be mutually agreed with them in consultation with the Audit Committee.”

SPECIAL BUSINESS

4. **Re-appointment of Mr. Pradeep Gupta as Chairman and Managing Director and fixation of his remuneration**

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 196, 197, 198 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and pursuant to Article No. 85 and 86 and any other applicable Articles of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the re-appointment of Mr. Pradeep Gupta (DIN:00007520), as Chairman and Managing Director of the Company for a period of 3 (Three) years with effect from 25th May 2019 to 24th May 2022 on such terms and conditions as recommended by the Nomination and Remuneration Committee as set out below.

“RESOLVED FURTHER THAT the structure of remuneration, as recommended by the Nomination and Remuneration Committee is given below:

Mr. Pradeep Gupta shall be paid an amount of Rs. 3,00,000 per month towards salary and Rs. 50,000 per month towards perquisites and allowances like the benefit of furnished accommodation, gas, electricity, water and furnishings, club fees, personal insurance, medical insurance, credit card fees and expenses, use of cars and drivers and telephones

at residence or reimbursement of expenses in lieu thereof, payment of income tax on perquisites by the Company to the extent permissible under the Income Tax Act, 1961 and the rules framed thereunder, medical reimbursement, leave and leave travel concession) ("Remuneration") during the term of his appointment as Chairman and Managing Director."

"RESOLVED FURTHER THAT the Office of Managing Director shall be liable to retire by rotation pursuant to Section 152(6) of the Companies Act, 2013 and rules made thereunder and any subsequent amendment(s) and/or modification(s) in the Act, rules and/or applicable laws in this regard."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter or vary the scope of remuneration of Mr. Pradeep Gupta, Chairman and Managing Director, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits as specified by this resolution and the Companies Act, 2013."

5. **Re-appointment of Mr. Krishan Kant Tulshan as Independent Director**

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof) read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), consent of the Members be and is hereby accorded for the re-appointment of Mr. Krishan Kant Tulshan (DIN: 00009764), as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for the second term of 5 (five) consecutive years with effect from May 29, 2019 upto May 28, 2024."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

Place: Gurugram
Date: May 24, 2019

By Order of the Board
For Cyber Media (India) Limited

Sd/-
Anoop Singh
Company Secretary
M. No. F8264

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS/HER/THEIR BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** THE INSTRUMENT APPOINTING PROXY, DULY FILLED AND STAMPED, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE, FORM OF PROXY IS ENCLOSED.
2. A proxy may not vote except on a poll.
3. Members/Proxies/Representatives are requested to bring the Attendance Slip duly filled in for attending the AGM.
4. Members are required to bring their copy of the Annual Report to the Annual General Meeting.
5. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) ("the Act"), are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 25th September, 2019 till Monday, 30th September, 2019 (both days inclusive).
7. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.

8. In terms of Section 149 read with section 152(6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors.
9. The Registrar and Share Transfer Agent of the Company M/s. Link Intime India Private Ltd., having its office at Noble Heights, 1st Floor, NH-2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 ('RTA'), is handling registry work in respect of shares held both in physical form and electronic/demat form. Members holding equity shares in physical form are requested to notify the change of address/ dividend mandate, if any, to the RTA.
10. A soft copy of the Notice of 37th AGM of the Company *inter alia* indicating the process and manner of e-Voting along with the copy of Annual Report for FY 2018-19 are being sent to those shareholders who have registered their e-mail IDs with the Company/Depository participants. The aforesaid documents can also be accessed on the Company's website www.cybermedia.co.in. Shareholders can also register their e-mail IDs and contact numbers with the Company by sending details to investorcare@cybermedia.co.in or with Link Intime India Private Limited at swapann@linkintime.co.in. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investorcare@cybermedia.co.in.
11. Pursuant to section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
12. **Voting through electronic means:**
 - I) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended from time to time), the Company is providing its members facility to exercise their right to vote on resolutions proposed to be considered at the 37th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Link Intime India Private Limited ("LIPL").
 - II) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - III) The remote e-voting period shall commence on Friday, 27th September, 2019 at 9:00 a.m. (IST) and end on Sunday, 29th September, 2019 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) of Monday, September 23, 2019**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - IV) The process and manner for remote e-voting are as under:

Instructions for shareholders to vote electronically:

❖ Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 1. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 2. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 3. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No. + Folio Number registered with the Company
5. Your Password details are given below:
If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or 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"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
- On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

- If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
 - Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
 - In case the shareholders have any queries or issues regarding e-voting, please [click here](#) or you may refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to insta.vote@linkintime.co.in or Call us :- Tel : 022 - 49186000.
13. The Company has appointed M/s. MKP & Associates, Practicing Company Secretaries, as ‘Scrutinizer’, for conducting the e-voting/ballot paper process for the AGM in a fair and transparent manner.
14. The Company has no unpaid/unclaimed dividend for any financial year required to be transferred to the Investor Education and Protection Fund of the Central Government under the provisions of Section 124 of the Companies Act, 2013 (including any statutory modification(s)/re-enactment(s) thereof).
15. During the period beginning 24 (Twenty Four) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 (Three) days’ of notice in writing is given to the Company.
16. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, who have not updated their PAN with the Company are therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Share Transfer Agents of the Company or directly to the Company.

Vide SEBI Notification No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018 and further amendment through Notification No. SEBI/ LAD-NRO/GN/2018/49 dated November 30, 2018, any request for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Members are requested to dematerialize the Equity Shares of the Company held by them, promptly.

ANNEXURE TO NOTICE

I. Item No. 3

M/s. Goel Mintri & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company on January 14, 2014 through Postal ballot, for the financial year 2013-14 to hold office until the conclusion of the 32nd Annual General Meeting (AGM) of the Company.

The Companies Act, 2013 came into effect from April 1, 2014. As per section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, a company can appoint a firm of Auditors for a maximum of two terms each of five consecutive years subject to ratification by the shareholders at every annual general meeting.

Hence, in compliance of the provisions of section 139 of the Companies Act, 2013 and the rules made thereunder, the Company, at its 32nd AGM held on September 30, 2014, re-appointed them as Statutory Auditors for a term of 5 consecutive years to hold office from the 32nd AGM until the conclusion of the 37th AGM subject to ratification by members at every AGM of the Company.

The Companies (Amendment) Act, 2017 omitted the proviso related to ratification (effective on May 7, 2018) to appointment of Statutory Auditors at every AGM.

Further, the current term of 5 consecutive years of M/s. Goel Mintri & Associates as Statutory Auditors of the Company commenced on 32nd AGM is completing on the ensuing (i.e. 37th) AGM.

As M/s. Goel Mintri & Associates have been acted as Statutory Auditor of the Company for a total period of 6 consecutive years (from Financial Year 2013-14 to 2018-19), hence as per the Companies Act, 2013 and the rules made thereunder, they can be appointed as Statutory Auditor for a period of 4 consecutive years only. Hence, in accordance with the provisions of section 139 of the Companies Act, 2013 and the rules framed therefor (including any amendment thereto), the Board of Directors, at its meeting held on May 24, 2019, subject to approval of members, approved their re-appointment as Statutory Auditors of the Company for a term of 4 consecutive years commencing from the ensuing (i.e. 37th) AGM until the conclusion of the 41st AGM.

They have shown their willingness and given certificate of their eligibility as prescribed under Section 141 of the Companies Act, 2013 to act as Statutory Auditors of the Company.

They shall be paid a total remuneration of Rs. 2,75,000 annually subject to applicable taxes during the term of their appointment as Statutory Auditors.

The Directors accordingly recommend the Ordinary Resolution at item no. 3 of the accompanying notice, for the approval of Members of the Company.

II. Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 in respect of the Special Business.

Item No. 4

Mr. Pradeep Gupta is the promoter and director of the Company since its incorporation and has been benefiting the Company with his rich and varied experience. Mr. Gupta is a B.Tech from IIT - Delhi and an MBA from IIM Calcutta. He is a highly qualified technocrat and has 37 years of experience in a wide variety of functional areas. His thorough understanding of the IT industry, excellent vision, a good understanding of the market and a great ability to delegate and empower others has resulted in a consistent healthy growth of the Company over the years.

In view of Mr. Gupta's rich experience in IT sector, his extra ordinary dedication to the organisation, and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide resolution passed on May 24, 2019 approved the re-appointment of Mr. Pradeep Gupta as Chairman and Managing Director on the Board of the Company with effect from May 24, 2019 in accordance with the provisions contained in Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 including any statutory modification(s)/re-enactment(s) thereof.

Approval of the members is required by way of Ordinary Resolution for re-appointment and fixation of his remuneration.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board of Directors recommends the resolution in relation to the re-appointment of Mr. Pradeep Gupta as Chairman and Managing Director, for the approval of the members of the Company.

The period of office of Mr. Pradeep Gupta shall be liable to determination by retirement of directors by rotation. The disclosure as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendment thereto is set out in Corporate Governance Report which forms part of the Annual Report.

Except Mr. Pradeep Gupta and Mr. Dhaval Gupta and their relatives, none of the Directors and Key Managerial Personnel of the Company is concerned or interested, financially or otherwise in this resolution set out at Item No. 4.

Item No. 5

Mr. Krishan Kant Tulshan was appointed as Independent Director (Non-executive) vide Board Resolution dated May 29, 2014, for a term of 5 consecutive years commenced from May 29, 2014 to May 28, 2019 in accordance with the provisions of sections 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof) read with applicable clause of the Listing Agreement (which was replaced with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from September 2, 2015).

His first term of 5 consecutive years as Independent Director completed on May 28, 2019. Keeping in view of Mr. Tulshan's rich experience in accountancy, auditing, taxation, his extra ordinary dedication to the organisation, and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide resolution passed on May 24, 2019 approved the re-appointment of Mr. Krishan Kant Tulshan as Independent Director on the Board of the Company with effect from May 29, 2019 in accordance with the provisions contained in Sections 149, 152 and Schedule IV of the Companies Act, 2013 including any statutory modification(s)/re-enactment(s) thereof and subject to approval of shareholders.

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. Krishan Kant Tulshan 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 (as amended from time to time) for his appointment as Independent Director and is independent of the management. A copy of the draft letter for appointment of Mr. Krishan Kant Tulshan as Independent Non-executive Director setting out the terms and conditions is available on the website of the Company at 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. Tulshan as Independent Director. Mr. Tulshan 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 Special Resolution for this re-appointment.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Tulshan as Independent Director (Non-executive) for the second term of five (5) consecutive years commencing from May 29, 2019 till May 28, 2024, for the approval of shareholders of the Company.

Except Mr. Krishan Kant Tulshan, 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.

DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (AS AMENDED FROM TIME TO TIME) ARE GIVEN HEREUNDER:-

Name of Director(s)	Mr. Pradeep Gupta	Krishan Kant Tulshan	Dhaval Gupta
Date of Appointment	10.09.1982	17.12.1962	15.09.1983
Expertise in specific Functional areas	He is about 64 years a B. Tech from IIT – Delhi and an MBA from IIM Calcutta. He is highly qualified technocrat and has over 37 years of experience in a wide variety of functional areas. His thorough understanding of the IT industry, excellent vision, a good understanding of the market and a great ability to delegate and empower others has resulted in a consistent healthy growth of the Company over the years.	He, aged 56 years is a fellow member of the Institute of Chartered Accountants of India. He has over 34 years of professional experience. He has been associated with various companies as tax and management consultant besides the core area of Chartered Accountant.	He, aged 35 years has over 12 years experience in strategy, planning and implementation of business proposals with favorable market opportunity. He manages roll-out of complete online & mobile market approach, and CMS implementation for all CyberMedia brands.
List of other Directorships held excluding foreign companies*.	1. Cyber Media Research & Services Ltd. 2. Cyber Astro Limited 3. Cyber Media Foundation Ltd. 4. Kaleidoscope Entertainment Pvt. Ltd. 5. Indian Angel Network Services Pvt. Ltd. 6. Cyber Media Services Ltd. 7. Cybermedia Digitix Ltd.	1. Cyber Media Research & Services Ltd. 2. Cyber Astro Limited 3. Cyber Media Services Ltd. 4. Cybermedia Digitix Ltd.	1. Cyber Media Research & Services Ltd. 2. Cyber Media Services Ltd. 3. Cybermedia Digitix Ltd.
Chairman/Member of the committees of the Board of other Companies in which he/she is a Director @	NIL	NIL	NIL
No. of shares held in the Company	46,61,236	96,261	9,22,697
Relationship between Directors Interse *	Related to Mr. Dhaval Gupta, his father.	No	Related to Mr. Pradeep Gupta, his son.

@ Committee positions only of Audit Committee and Stakeholders Relationship Committee in public companies have been considered.

*Under the Companies Act, 2013.

Place: Gurugram
Date: May 24, 2019

By Order of the Board
For Cyber Media (India) Limited

Sd/-
Anoop Singh
Company Secretary
M. No. F8264

CYBER MEDIA (INDIA) LIMITED

CIN: L92114DL1982PLC014334

Registered Office: D-74, Panchsheel Enclave, New Delhi-110017, Tel.: 011-26491320
Corp. Office: Cyber House B-35, Sector-32, Gurugram-122001, Haryana, Tel.: 0124-4822222
Email: investorcare@cybermedia.co.in . Website: www.cybermedia.co.in

PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

CIN: L92114DL1982PLC014334

Name of the Company: **Cyber Media (India) Limited**

Registered office: D-74, Panchsheel Enclave, New Delhi-110017

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No./Client ID:	
DP ID:	

I/We being the member(s) of, shares of the above named company, hereby appoint

1. Name:
Address:
E-mail ID:
Signature:, or failing him/her
2. Name:
Address:
E-mail ID:
Signature:, or failing him/her
3. Name:
Address:
E-mail ID:
Signature:, or failing him/her

As my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the **Thirty Seventh** Annual General Meeting of the Company to be held on **Monday, the 30th day of September, 2019 at 9:00 a.m. (IST) at USO House, USO Road, Jeet Singh Marg, Qutab Institutional Area, New Delhi-110067, India** and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution Nos.

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019 and the Profit & Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Dhaval Gupta (DIN: 05287458), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment.
3. Re-appointment of M/s. Goel Mintri & Associates as Statutory Auditors.
4. Re-appointment of Mr. Pradeep Gupta (DIN: 00007520) as Chairman and Managing Director.
5. Re-appointment of Mr. Krishan Kant Tulshan (DIN: 00009764) as Independent Director.

Signed this day of, 2019

Signature of the Shareholder

Signature of Proxy holder(s)

Affix Re 1 revenue stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

CYBER MEDIA (INDIA) LIMITED

CIN: L92114DL1982PLC014334

Registered Office: D-74, Panchsheel Enclave, New Delhi-110017, Tel.: 011-26491320

Corp. Office: Cyber House, B-35, Sector-32, Gurugram-122001, Haryana, Tel.: 0124-4822222

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

ATTENDANCE SLIP

Regd. Folio/DP ID & Client ID	
Name and Address of the Shareholder	
Joint holder(s)	
No. of shares held	

1. I hereby record my presence at the **Thirty Seventh** Annual General Meeting of Cyber Media (India) Limited being held on **Monday, the 30th day of September, 2019 at 9:00 a.m. (IST) at USO House, USO Road, Jeet Singh Marg, Qutab Institutional Area, New Delhi-110067, India.**
2. Signature of the Shareholder / Proxy Present
3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip, duly signed, to the meeting and hand it over at the attendance verification counter of the meeting hall.
4. Shareholder Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

Note: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING

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ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password /Pin
190224		

Note: Please read carefully, the instructions given at Note No. 12 of the Notice of the 37th Annual General Meeting before voting electronically.