



**CYBER MEDIA (INDIA) LIMITED**

CIN: L92114DL1982PLC014334

Regd. office: D-74, Panchsheel Enclave, New Delhi-110017, Tel.: 011-41751234  
 Corp. office: Cyber Media, B-35, Sector-32, Gurgaon-122001, Tel.:0124-4822222  
 Email id: [investorcare@cybermedia.co.in](mailto:investorcare@cybermedia.co.in) . Website: [www.cybermedia.co.in](http://www.cybermedia.co.in)

**POSTAL BALLOT FORM**

S. No.	Particulars	
1.	Name and Registered Address of the sole/first named Member	
2.	Name of the joint holder(s) if any	
3.	Registered Folio No./ *DP ID No. /Client ID No. (*Applicable to investors holding share(s) in dematerialized form)	
4.	Number of Share(s) held	

I/We, hereby exercise my/our vote in respect of the following ‘Resolution’ to be passed through Postal Ballot for the Special Business stated in the Notice dated December 15, 2016 of Cyber Media (India) Limited (the “Company”) by sending my/our assent (**FOR**) or dissent (**AGAINST**) to the said Resolutions by placing the tick mark (√) at the appropriate column below:

Item No./ Resolution No.	Description of the Resolution	No. of shares held by me	I /We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
<b>SPECIAL BUSINESS</b>				
1.	Special Resolution for approval of sale and transfer of shares of TDA Group, LLC, a wholly owned subsidiary of Cyber Media India, LLC, a wholly owned subsidiary of the Company.			
2.	Special Resolution for approval of alteration / substitution of Memorandum of Association.			
3.	Special Resolution for approval of alteration / substitution of Articles of Association.			
4.	Ordinary Resolution for appointment of Mrs. Shravani Dang (DIN:02131359) as Independent Director for a period of five years from December 13, 2016 to December 12, 2021.			
5.	Ordinary Resolution for appointment of Mr. Pramod Kumar Sanghi (DIN:00010024) as Independent Director for a period of five years from December 13, 2016 to December 12, 2021.			

Place:  
Date:

(Signature of the Member)

**Electronic Voting Particulars**

EVEN (E-voting Event Number)	User ID	Password
160930001		
<b>Commencement of E-voting</b>		<b>End of E-voting</b>
Wednesday, December 21, 2016 (9:00 a.m. IST)		Thursday, January 19, 2017 (5:00 p.m. IST)

**Note:**

1. Signature of the Member should be as per specimen registered/ recorded with the Company/ Depository.
2. Number of shares held will be reckoned as per records of the Company as on Friday, December 16, 2016.
3. Last date for receipt of Postal Ballot Form by the Scrutinizer: Thursday, January 19, 2017 till 5.00 p.m. IST.
4. Please read the instructions printed below carefully before filling this form and for e-voting.

## **Instructions**

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached postage pre-paid self addressed Business Reply Envelope. Postage will be borne by and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered post/speed post at the expense of the Member will also be accepted.

Alternatively, a Member may vote through electronic mode as per instructions for voting through electronic means provided on the Postal Ballot Notice sent herewith.

2. The self addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the Member as per the specimen signature registered with the Company/ Depository Participant(s). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member as per the specimen signature registered with the Company/ Depository Participant(s).
4. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
6. The Postal Ballot/e-voting shall not be exercised by a proxy.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Thursday, January 19, 2017 till 5:00 p.m. IST. All Postal Ballot Forms received after 5.00 p.m. IST on Thursday, January 19, 2017 will be strictly treated as if the reply from such Members has not been received. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of Postal Ballot will be announced on Friday, January 20, 2017 at the Registered Office of the Company.
8. Voting rights shall be reckoned on the paid-up value of the equity shares registered in the name of the Members as on Friday, December 16, 2016.
9. In case of non-receipt of the Postal Ballot Form or for any query related thereto, the Members may either send an e-mail to delhi@linkintime.co.in or contact the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, 44 Community Centre, 2<sup>nd</sup> Floor, Naraina Industrial Area, Phase I, Near PVR, Naraina, New Delhi – 110028, Telephone No. +91-11-41410592/93..
10. The Members can opt for only one mode of voting i.e., either by physical Postal Ballot or E-voting. The voting, both through Postal Ballot and through electronic mode shall commence from Wednesday, December 21, 2016 (9:00 a.m. IST) and shall end on Thursday, January 19, 2017 (5:00 p.m. IST). In case, Member(s) cast their votes through both the modes, voting done by E-voting shall prevail and votes cast through physical Postal Ballot will be treated as invalid.
11. **Procedure and Instructions for E-voting:**

### **The instructions for shareholders voting electronically are as under:**

- (i) The voting period shall begin on Wednesday, December 21, 2016 at 9:00 a.m. IST and end on Thursday, January 19, 2017 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) Friday, December 16, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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 in order to login.</p> <ul style="list-style-type: none"> <li>If both 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 (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant CYBER MEDIA (INDIA) LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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 [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- A. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, December 16, 2016 may follow the same instructions as mentioned above for e-Voting.
- B. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).