



Marketing Digital Media Worldwide

DECLARATION OF RESULT OF VOTING BY POSTAL BALLOT

Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the shareholders of the company had passed the following Special resolutions as set out in the Notice dated July 16, 2014 with requisite majority, through Postal Ballot (including e-voting). The result is based on the Report dated September 1, 2014 submitted by the Scrutinizer, Mr.S.Siva Sanker Reddy.

Item No. 1

Agenda : Authority to the Board of Directors to borrow money
 Resolution required : Special Resolution
 Mode of Voting : E-Voting and Postal Ballot
 Result of E-voting & Postal Ballot :

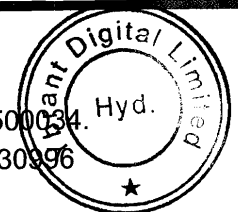
S.No.	Particulars	E-voting		Postal Ballot Forms		Total	
		No. s	No. of shares	No. s	No. of shares	No. s	No. of shares
1	Total Votes cast	50	31428723	49	220510921	99	251939644
2	Less: Invalid Votes	0	0	5	270000	5	270000
3	Net Valid votes cast	50	31428723	44	220240921	94	251669644
4	Votes cast in favour	49	31428523	43	220240906	92	251669429
5	Votes cast against	1	200	1	15	2	215

Pursuant to Clause 35A of the Listing Agreement, the results of voting by Postal Ballot including E-voting are as follows:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	189667506	174768298	92.14	174768298	0	100	0
Public – Institutional holders	106533724	0	0.00	0	0	0	0
Public-Others	180050269	76901346	42.71	76901131	215	99.9997	0.0003
Total	476251499	251669644	52.84	251669429	215	99.9999	0.0001

YBRANT DIGITAL LIMITED

Plot No. 7 A, Road No. 12, M L A Colony, Banjara Hills, Hyderabad - 500034.
 Tel: 040-45678999, Fax: 040-45678998, CIN : L64203AP1999PLC030396
 www.ybrantdigital.com | Email: business@ybrantdigital.com





Marketing Digital Media Worldwide

Item No. 2

Agenda : Authority to the Board of Directors to create charge/mortgage etc., on the assets of the Company.
 Resolution required : Special Resolution
 Mode of Voting : E-Voting and Postal Ballot
 Result of E-voting & Postal Ballot :

S.No.	Particulars	E-voting		Postal Ballot Forms		Total	
		No. s	No. of shares	No. s	No. of shares	No. s	No. of shares
1	Total Votes cast	50	31428723	49	220510921	99	251939644
2	Less: Invalid Votes	0	0	5	270000	5	270000
3	Net Valid votes cast	50	31428723	44	220240921	94	251669644
4	Votes cast in favour	45	31388424	43	220240901	88	251629325
5	Votes cast against	5	40299	1	20	6	40319

Pursuant to Clause 35A of the Listing Agreement, the results of voting by Postal Ballot including E-voting are as follows:

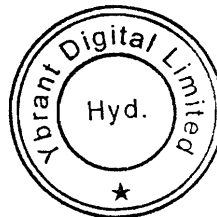
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	189667506	174768298	92.14	174768298	0	100	0
Public – Institutional holders	106533724	0	0	0	0	0	0
Public-Others	180050269	76901346	42.71	76861027	40319	99.95	0.05
Total	476251499	251669644	52.84	251629325	40319	99.98	0.02

For Ybrant Digital Limited

M.Suresh Kumar Reddy
 Chairman & Managing Director

Place:Hyderabad

Date: September 2, 2014.



YBRANT DIGITAL LIMITED

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SS REDDY & CO.

Chartered Accountants

SCRUTINIZER'S REPORT

To
Mr.M.Suresh Kumar Reddy,
Chairman & Managing Director,
Ybrant Digital Limited,
Plot no. 7A, Road no. 12,
MLA colony, Banjara Hills,
Hyderabad-500034.

Dear Sir,

Pursuant to resolution passed by the Board of Directors of M/s.Ybrant Digital Limited on July 16, 2014, I have been appointed as Scrutinizer for conducting and scrutinizing the Postal Ballot voting process in a fair and transparent manner in respect of the resolutions set out in the Postal Ballot Notice dated July 16, 2014.

I hereby submit my report as under:

1. The Postal Ballot Notice dated July 16, 2014 along with Postal Ballot Form and Self-addressed Pre-paid Postage envelope was dispatched to the members whose e-mail ids were not registered with the Company/Depository Participant through Courier service and for other members through electronic mode on July 30, 2014.
2. The members of the Company as on July 18, 2014 (Cut off date) were entitled to vote on the resolutions set out in the Postal ballot Notice dated July 16, 2014.
3. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Clause 35B of the Listing agreement, the company has provided a facility to its members to cast their vote electronically through e-voting platform provided by Central Depository Services India Ltd (CDSL).
4. Voting period including electronic voting began on July 31, 2014 and ended on August 29, 2014. All the Postal Ballot forms and E-Voting received upto the closure of working hours on August 29, 2014, the last date fixed by the Company for receipt of the Postal Ballot forms and E-Voting, were considered for scrutiny.
5. Envelopes containing Postal Ballot forms received after closure of working hours of August 29, 2014 were not considered for my scrutiny.

FOR S.S. REDDY & CO.
CHARTERED ACCOUNTANTS
Firm Regd. No.011525S


S. SIVA SANKAR REDDY
M. Com., F.C.A.
PROPRIETOR M.No. 216219

6. Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "BUSINESS STANDARD" in English and Telugu vernacular paper "SURYA" on July 31, 2014 informing about the dispatch of the Postal Ballot forms, E-Voting and other related matters mentioned therein.
7. Postal Ballot forms were kept under safe custody and were opened after the closure of working hours on August 29, 2014.
8. All the Postal ballot forms received and e-voting were scrutinized and the shareholding was matched/confirmed with the Register of Members/List of Beneficial ownership of the Company as on July 18, 2014 (cut off date).
9. Particulars of the Postal Ballot forms received have been entered electronically in a register maintained for the purpose.
10. I did not find any defaced or mutilated Postal Ballot Forms.

The Summary of votes cast electronically and physical Postal Ballot Forms received, is given below:

Resolution 1: Authority to the Board of Directors to borrow money.

S.No.	Particulars	E-voting		Postal Ballot Forms		Total	
		No. s	No. of shares	No. s	No. of shares	No. s	No. of shares
1	Total Votes cast	50	31428723	49	220510921	99	251939644
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4	Votes cast in favour	49	31428523	43	220240906	92	251669429
5	Votes cast against	1	200	1	15	2	215

% of Votes cast in favour of the resolution: 99.9999%

% of votes cast against the resolution: 0.0001%

Resolution 2: Authority to the Board of Directors to create charge/mortgage etc., on the assets of the company.

S.No.	Particulars	E-voting		Postal Ballot Forms		Total	
		No. s	No. of shares	No. s	No. of shares	No. s	No. of shares
1	Total Votes cast	50	31428723	49	220510921	99	251939644
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FOR S.S. REDDY & CO.
CHARTERED ACCOUNTANTS
Firm Regd. No.011525S


S. SIVA SANKAR REDDY
M. Com., F.C.A.
PROPRIETOR M.No. 216219

% of Votes cast in favour of the resolution: 99.984%
% of votes cast against the resolution: 0.016%

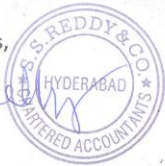
In terms of Provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, all the documents pertaining to postal ballot and e-voting shall remain under my custody until the minutes are signed and approved by the chairman and the same will be handed over to the Company after the declaration of results.

In view of the above voting results, all the resolutions set out in the Postal ballot notice dated July 16, 2014 have received requisite majority, therefore, the Chairman may accordingly declare the result of the voting (both physical as well as electronic) by Postal ballot.

Yours faithfully,

For SSREDDY&CO
Chartered Accountants,


S.Siva Sankar Reddy
M.Com, FCA
Membership No:216219



Place: Hyderabad

Date: September 1, 2014