

**ANNEXURE 1**

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED SEPTEMBER 30, 2016**

1. Name of Listed entity: **CYBER MEDIA (INDIA) LIMITED**

2. Quarter ending : **30.09.2016**

**I. Composition of Board of Directors**

Title (Mr./Ms)	Name of the Director	PAN\$ & DIN	Category(Ch airperson/ Executive/N on- Executive/In dependent/ Nominee)&	Date of appointmen t in the current term/cessat ion	Tenure*	No of Directorships in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit /Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing regulations)	No. of post of Chairperson in Audit / Stakeholders Committee held in listed entities including this listed entity  (Refer Regulation 26 (1) of Listing Regulations)
Mr.	Pradeep Gupta	AAEPG4410C 00007520	Executive- Chairman & Managing Director	25.05.2016	---	1	2	-----
Mr.	Krishan Kant Tulshan	AACPT7742C 00009764	Non- Executive- Independent Director	29.05.2014	5 Years	1	2	1
Mr.	Mr. Arun Kumar Dang	AAFPD5456N 00087126	Non- Executive- Independent Director	01.04.2014	5 Years	1	2	1

Mrs.	Varsha Bedi	AHLPB3065C 00850365	Non-Executive-Independent Director	09.09.2016 (Date of Cessation)	N.A.	-----	-----	-----
Mr.	Hoshiediar Rastom Ghaswalla	ACCPG6561G 06371019	Whole-Time Director	01.10.2015	N.A.	1	-----	-----
Mr.	Dhaval Gupta	AFNPG7718M 05287458	Whole-Time Director	01.10.2015	N.A.	1	-----	-----

\$PAN number of any director would not be displayed on the website of Stock Exchange & Category of Directors means executive / non executive / independent / Nominee. If a Director fits into more than one category write all categories separating them with hyphen.

\*to be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non -Executive / independent / Nominee)\$
1.Audit committee	1. Mr. Krishan Kant Tulshan, Chairman 2. Mr. Arun Kumar Dang, Member 3. Mr. Pradeep Gupta, Member	Non-Executive-Independent Director Non-Executive-Independent Director Executive-Chairman & Managing Director
2.Nomination & Remuneration Committee	1. Mr. Arun Kumar Dang, Chairman 2. Mr. Krishan Kant Tulshan, Member 3. Mr. Pradeep Gupta, Member	Non-Executive-Independent Director Non-Executive-Independent Director Executive-Chairman & Managing Director
3.Risk Management Committee (if	NOT APPLICABLE	NOT APPLICABLE

applicable)		
4.Stakeholders Relationship Committee	1. Mr. Arun Kumar Dang, Chairman 2. Mr. Krishan Kant Tulshan, Member 3. Mr. Pradeep Gupta, Member	Non-Executive-Independent Director Non-Executive-Independent Director Executive-Chairman & Managing Director

& Category of directors means executive/ non executive/ independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

### III. Meetings of Board of Directors

Date (s) of Meeting ( if any) in the previous quarter	Date (s) of Meeting ( if any ) in the relevant quarter	Maximum gap between any two consecutive ( in number of days )
25.05.2016	11.08.2016	77 Days

### IV. Meeting of Committees

#### Meeting of Audit Committee

Date (s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date (s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
11.08.2016	Yes	25.05.2016	77 Days

### Meeting of Stakeholders Relationship Committee

Date (s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date (s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
11.08.2016	Yes	25.05.2016	77 Days

### Meeting of Nomination and Remuneration Committee

Date (s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date (s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
No	Yes	25.05.2016	N.A.

\*This information has to be mandatorily be given for audit committee , for rest of the committees giving this information is optional

### V. Related Party Transaction

<i>Subject</i>	<i>Compliance status (Yes /No / NA) refer note below</i>
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

<p><b>Note</b></p> <ol style="list-style-type: none"> <li>1. In the column “Compliance Status”, compliance or non – compliance may be indicated by Yes/No/N.A... For example, if the Board has been composed in accordance with the requirements of Listing Regulations, “Yes” may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.</li> <li>2. If status is “No” details of non – compliance may be given here. (<i>Note: The Nomination and Remuneration Committee is short of one non-executive director, the Company is in search of a new director.</i>)</li> </ol>
<p><b>VI. Affirmations</b></p> <ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. (<i>Note: Mrs. Varsha Bedi, Director has stepped down as director w.e.f. 09.09.2016. The Company is in search of a new one woman director to join the Board as non-executive Independent Director.</i>)</li> <li>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <ol style="list-style-type: none"> <li>a. Audit Committee. Yes</li> <li>b. Nomination &amp; remuneration committee. No. (<i>Note: The Committee is short of one non-executive director, the Company is in search of a new non-executive director.</i>)</li> <li>c. Stakeholders relationship committee. Yes</li> <li>d. Risk management committee (applicable to the 100 listed entities). Not Applicable. However, the Board has constituted a Risk Management Committee.</li> </ol> </li> <li>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosures requirements) Regulations, 2015. Yes</li> <li>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes</li> <li>5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here: No.</li> </ol>
<p>Name: <b>Anoop Singh</b></p> <p>Designation: <b>Company Secretary</b></p>

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year.

However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.

**ANNEXURE III**

**CYBER MEDIA (INDIA) LIMITED**

**Compliance Report on Corporate Governance for the period from 01.04.2016 to 30.09.2016**

**(Half Yearly)**

<b>I Affirmations</b>		
<b><i>Broad heading</i></b>	<b><i>Regulation Number</i></b>	<b><i>Compliance status ( Yes/No/NA)refer note below</i></b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report , business responsibility report displayed on website	46 (2)	<b>Yes</b>
Presence of chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	<b>No</b> (Reason: Due to travelling, the Chairperson of Audit Committee could not attend the 34 <sup>th</sup> Annual General Meeting of the Company held on September 21, 2016.)
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	<b>No</b> (Reason: Due to ill health, the Chairperson of Nomination and Remuneration Committee was unable to attend the 34 <sup>th</sup> Annual General Meeting of the Company held on September 21, 2016)
Whether “ Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	<b>Yes</b>

***NOTE***

1. In the column “Compliance Status”, compliance or non- compliance may be indicated by Yes /No/N.A.. For example, if the board has been composed in accordance with the requirements of Listing Regulations, “Yes” may be indicated. Similarly, in case the Listed Entity has no related party transaction, the words “N.A.’ may be indicated.
2. If status is “No” details of non – compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**Name : Anoop Singh**  
**Designation : Company Secretary**