

July 10, 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

Reg.: Corporate Governance Report for the Quarter ended June 30, 2017

Dear Sir,

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Corporate Governance Report for the quarter ended June 30, 2017.

Kindly take note of the above.

Yours truly,
For **Cyber Media (India) Limited**



Anoop Singh
Company Secretary
M. No. F8264



Encl.: As above

ANNEXURE 1

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30th June, 2017

1. Name of Listed entity: **CYBER MEDIA (INDIA) LIMITED**
2. Quarter ending : **30.06.2017**

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN\$ & DIN	Category(Chairperson/ Executive/Non-Executive/Independent/Nominee)&	Date of appointment in the current term/cessation	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
Mrs.	Shravani Dang	AEYPD5287L 02131359	Non-Executive-Independent Director	13.12.2016	5 Years	1	1	----



Mr.	Pramod Kumar Sanghi	AAPPS0128L 00010024	Non-Executive-Independent Director	13.12.2016	5 Years	1	2	1
Mr.	Dhaval Gupta	AFNPG7718M 05287458	Whole-Time Director	01.10.2015	N.A.	1	-----	-----

SPAN 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. Pradeep Gupta, Member 3. Mrs. Shravani Dang , Member 4. Mr. Pramod Kumar Sanghi, Member	Non-Executive-Independent Director Executive-Chairman & Managing Director Non-Executive-Independent Director Non-Executive-Independent Director
2.Nomination and Remuneration Committee	1. Mr. Krishan Kant Tulshan, Chairman 2. Mr. Pradeep Gupta, Member 3. Mrs. Shravani Dang , Member 4. Mr. Pramod Kumar Sanghi, Member	Non-Executive-Independent Director Executive-Chairman & Managing Director Non-Executive-Independent Director Non-Executive-Independent Director

[Handwritten Signature]



3.Stakeholders Relationship Committee	1. Mr. Pramod Kumar Sanghi, Chairman 2. Mr. Pradeep Gupta, Member 3. Mr. Krishan Kant Tulshan, Member	Non-Executive-Independent Director Executive-Chairman & Managing Director Non-Executive-Independent Director
3.Risk Management Committee (if applicable)	Not applicable	Not applicable

& 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)
31.03.2017	06.04.2017	5 Days
	29.05.2017	52 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*

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29.05.2017	Yes	14.02.2017	103 Days
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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*
29.05.2017	Yes	14.02.2017	103 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	NA	No	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>
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[Handwritten Signature]



Whether prior approval of audit committee obtained	Yes
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

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 transactions, the words "N.A." may be indicated.
2. If status is "No" details of non – compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
 - a. Audit Committee. Yes
 - b. Nomination & remuneration committee. Yes.
 - c. Stakeholders relationship committee. Yes
 - d. Risk management committee (applicable to the 100 listed entities). *Not applicable. However, the Company has a Risk Management Committee.*
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
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
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. *The Previous Report was placed before the Board of Directors. There was no comment thereon.*

Name: Anoop Singh

Designation: Company Secretary

(Date: 10.07.2017)



Note:

Information at Table I and II above need to be necessarily given in 1st 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.