

ANNEXURE 1

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31st MARCH, 2018

1. Name of Listed entity: **CYBER MEDIA (INDIA) LIMITED**
2. Quarter ending : **31.03.2018**

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	AAEPG4410C00007520	Executive-Chairman & Managing Director	25.05.2016	---	1	2	-----
Mr.	Krishan Kant Tulshan	AACPT7742C00009764	Non-Executive-Independent Director	29.05.2014	5 Years	1	2	1
Mrs.	Shravani Dang	AEYPD5287L02131359	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	-----	-----

\$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. 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

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)
09.11.2017	01.02.2018	83 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*
01.02.2018	Yes	09.11.2017	83 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*
01.02.2018	Yes	09.11.2017	83 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>
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

<p>Note</p> <ol style="list-style-type: none"> 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. 	
<p>VI. Affirmations</p>	
<ol style="list-style-type: none"> 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. <ol style="list-style-type: none"> a. Audit Committee. Yes b. Nomination & remuneration committee. Yes. c. Stakeholders relationship committee. Yes d. Risk management committee (applicable to the 100 listed entities). <i>Not applicable. However, the Company has a Risk Management Committee.</i> 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: <i>The Previous Report was placed before the Board of Directors. There was no comment thereon.</i> 	
<p>Name: Anoop Singh</p> <p>Designation: Company Secretary (Date: 11.04.2018)</p>	

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.

CYBER MEDIA (INDIA) LIMITED**Corporate Governance Report for the Financial Year ended 31.03.2018****1. Disclosure on website in terms of Listing Regulations**

Items	Compliance status (Yes / No /N.A) refer note below
Details of business	Yes
Terms and Conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/Whistle Blower policy	Yes
Criteria of making payments to non - executive directors	NA
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investors grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding patterns	Yes
Details of agreements entered into with the media companies and / or their associates	NA
New name and the old name of the listed entity	NA

II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/ No/NA)refer note below
Independent director(s) have been appointed in terms of	16(1)(b) & 25(6)	Yes

specified criteria of 'independence ' and /or 'eligibility'		
Board Composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	NA
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholders Relationship Committee	20(1) & (2)	Yes
Composition of role of risk management Committee	21(1),(2),(3),(4)	Not Applicable. However, the Board has constituted a Risk Management Committee
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material subsidiary	24(1)	Yes

Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2) , (3) , (4) , (5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to obligations of directors and senior management	26(2) & 26(5)	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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements With respect to subsidiary of Listed Entity have been complied. Yes

Name & Designation :

Anoop Singh
Company Secretary