

**ANNEXURE 1**

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31<sup>ST</sup> DECEMBER, 2018**

1. Name of Listed entity: **CYBER MEDIA (INDIA) LIMITED**
2. Quarter ended : **31.12.2018**

**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.	-----	-----	-----

\$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. Mrs. Shravani Dang , Member 3. Mr. Pramod Kumar Sanghi, Member	Non-Executive-Independent 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 )
09.08.2018	12.11.2018	94 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*
10.11.2018	Yes	07.08.2018	94 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*
12.11.2018	Yes	09.08.2018	94 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	N.A.
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.</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. Yes</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. Yes.</li> <li>c. Stakeholders relationship committee. Yes</li> <li>d. Risk management committee (applicable to the 100 listed entities). <i>Not applicable.</i></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: <i>The Previous Report was placed before the Board of Directors. There was no comment thereon.</i></li> </ol>
<p>Name: <b>Anoop Singh</b></p> <p>Designation: <b>Company Secretary</b>  <b>(Date: 12.01.2019)</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.