



**CYBER MEDIA (INDIA) LIMITED**

CIN: L92114DL1982PLC014334

**Registered Office:** D-74, Panchsheel Enclave, New Delhi-110017, Tel.: 011-26491320

**Corp. Office:** Cyber House, B-35, Sector-32, Gurugram-122001, Haryana, Tel.: 0124-4822222

Email: [investorcare@cybermedia.co.in](mailto:investorcare@cybermedia.co.in) . Website: [www.cybermedia.co.in](http://www.cybermedia.co.in)

**NOTICE**

**NOTICE** is hereby given that the **38<sup>th</sup> Annual General Meeting** of the members of **Cyber Media (India) Limited** ('the Company') will be held on Wednesday, the 30<sup>th</sup> day of December, 2020 at 11:00 a.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements (standalone and consolidated) of the Company for the year ended 31<sup>st</sup> March, 2020 and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pradeep Gupta (DIN: 00007520) who retires by rotation and, being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS**

**3. Re-appointment of Mr. Dhaval Gupta as Whole-Time Director**

To consider and, if thought fit, to pass, with or without modification(s), if any, the following resolution as **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Sections 196, 197, and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and Articles of Association of the Company, recommendations of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Dhaval Gupta (DIN: 05287458), be and is hereby re-appointed as Whole-Time Director of the Company without any remuneration for a period of five years commencing from October 01, 2020 up to September 30, 2025.

**"RESOLVED FURTHER THAT** office of the Whole-Time Director shall be liable to retire by rotation pursuant to Section 152(6) of the Companies Act, 2013 and rules made thereunder and any subsequent amendment(s) and/or modification(s) in the Act and rules in this regard."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any director(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**4. Appointment of Mr. Arun Seth as Director and as an Independent Director**

To consider and, if thought fit, to pass, with or without modification(s), if any, the following resolution as **Ordinary Resolution**:

**"RESOLVED THAT** Mr. Arun Seth (DIN:00204434), who was appointed as an Additional Director of the Company with effect from September 02, 2020 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof ('the Act') and Articles of Association of the Company, being eligible for appointment, be and is hereby appointed as a Director of the Company."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Act and Regulation 17 and other applicable regulations of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, approvals and recommendations of the nomination and remuneration committee, and that of the Board of Directors, the appointment of Mr. Arun Seth (DIN:00204434) as Independent Director, not liable to retire by rotation, for a term of five years commencing from September 02, 2020 up to September 01, 2025, be and is hereby approved.”

#### 5. Increasing borrowing limit under Section 180(1)(c) of the Companies Act, 2013

To consider and, if thought fit, to pass, with or without modification(s), if any, the following resolution as **Special Resolution**:

“**RESOLVED THAT** in supersession of the earlier resolution passed at the Annual General Meeting of the Company held on September 28, 2001 authorizing the Board of Directors of the Company to borrow money from banks/financial institutions, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), the consent of the members of the Company be and is hereby accorded by way of special resolution, to the Board of Directors of the Company, to borrow from time to time, as it may think fit, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital and free reserves of the Company that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of INR 30 Crores (INR Thirty Crores) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher ”

“**RESOLVED FURTHER THAT** the Board of Directors (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deeds, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

New Delhi  
November 24, 2020

By Order of the Board  
For Cyber Media (India) Limited

Sd/-  
Anoop Singh  
Company Secretary  
M. No. F8264

#### NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to [investorcare@cybermedia.co.in](mailto:investorcare@cybermedia.co.in) with a copy marked to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).

4. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (Secretarial Standards-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed as Annexure-II.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24<sup>th</sup> December, 2020 to Wednesday, 30<sup>th</sup> December, 2020 (both days inclusive) in terms of provisions of Section 91 of the Companies Act 2013 for the purpose of Annual General Meeting of the company.
6. In terms of Section 149 read with section 152(6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors.
7. The Registrar and Share Transfer Agent of the Company M/s. Link Intime India Private Ltd., having its office at Noble Heights, 1<sup>st</sup> Floor, NH-2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 ('RTA'), is handling registry work in respect of shares held both in physical form and electronic/demat form. Members holding equity shares in physical form are requested to notify the change of address/ dividend mandate, if any, to the RTA.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.cybermedia.co.in](http://www.cybermedia.co.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in>. For any communication, the shareholders may also send requests to the Company's investor email id: [investorcare@cybermedia.co.in](mailto:investorcare@cybermedia.co.in).
9. Pursuant to section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
10. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days upto the date of AGM.
11. The Company has no unpaid/unclaimed dividend for any financial year required to be transferred to the Investor Education and Protection Fund of the Central Government under the provisions of Section 124 of the Companies Act, 2013 (including any statutory modification(s)/re-enactment(s) thereof).
12. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited ("LIPL") for assistance in this regard.
14. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, who have not updated their PAN with the Company are therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Share Transfer Agents of the Company or directly to the Company.
15. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with LIPL in case the shares are held by them in physical form.
16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

17. Instructions for e-voting and joining the AGM are as follows:

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of Link Intime India Private Limited as the Agency to provide e-voting facility for voting through remote e-Voting, for participation in the 38<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 38<sup>th</sup> AGM.
- b. The Board of Directors of the Company has appointed Mr. Akhilesh Kumar Jha, proprietor of M/s. Akhilesh & Associates, Company Secretaries as the Scrutinizer, to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.
- c. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 23<sup>rd</sup> December, 2020.

**Instruction for Shareholders/ Members for e-voting Facility:**

The voting period begins on Sunday, 27<sup>th</sup> December, 2020 at 09.00 a.m. (IST) and ends on Tuesday, 29<sup>th</sup> December, 2020 at 5.00 p.m. (IST). The E-Voting module shall be disabled by Link Intime India Private Limited for voting thereafter. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 23<sup>rd</sup> December, 2020 only shall be entitled to cast their vote either through remote e-voting or through E voting at the AGM.

**Remote e-Voting Instructions for shareholders:**

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

**Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:**

► Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

**A. User ID:** Enter your User ID

- Shareholders/members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID.**
- Shareholders/members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.**
- Shareholders/members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above.**
- Shareholders/members holding shares in **NSDL demat account shall provide ‘D’, above.**
- Shareholders/members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter).

- ▶ Click “confirm” (Your password is now generated).

NOTE: If Shareholders/members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
7. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

**If you have forgotten the password:**

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
  - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
- In case shareholders/members is having valid email address, Password will be sent to his / her registered e-mail address.
  - Shareholders/members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
  - The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.
  - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice.

During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Shareholders/members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/members have any queries regarding e-voting, they may refer the **Frequently Asked Questions** (‘**FAQs**’) and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

**Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

► Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

►Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure)for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

#### **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request with the company in advance between December 19, 2020 to December 21 on email id: investorcare@cybermedia.co.in created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

#### **Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to

vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

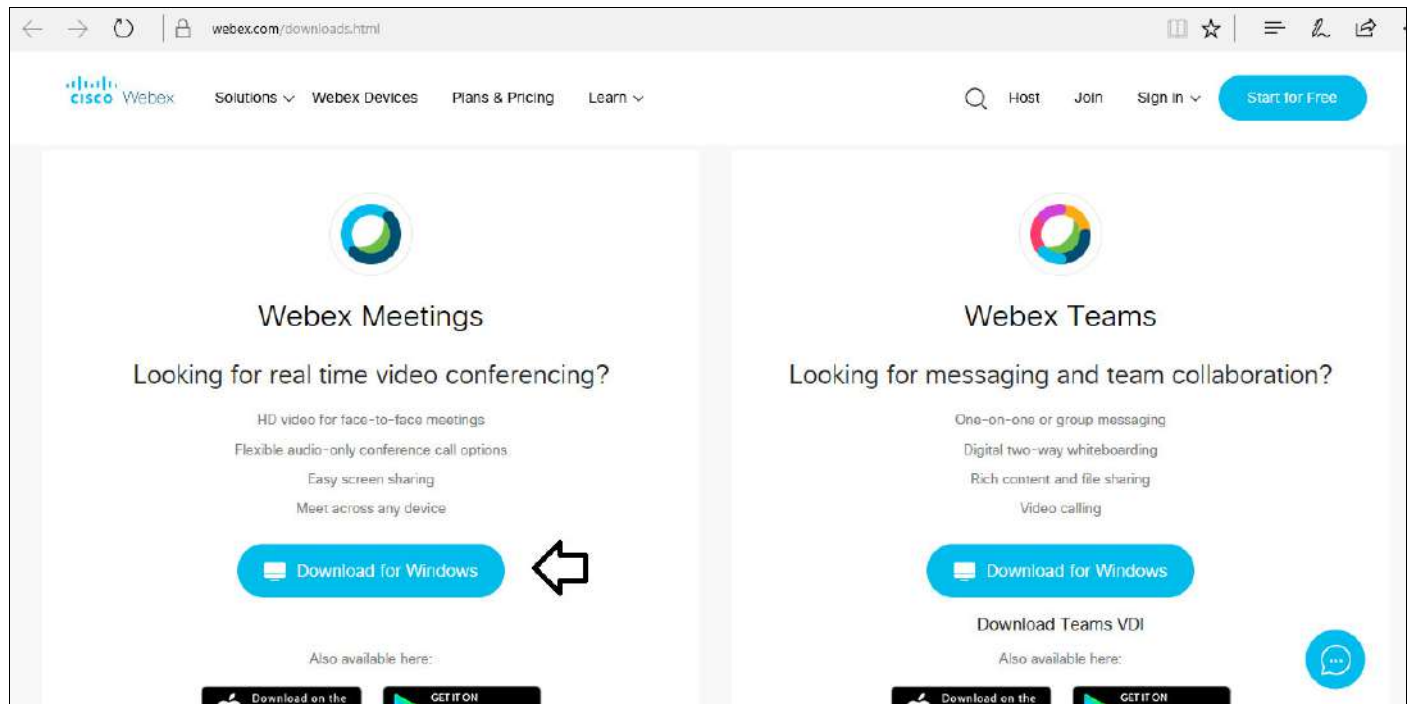
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

## Annexure

### **Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



Step 1 Double-click the webexapp.msi file you downloaded

Step 2 The Webex Meetings setup wizard will launch. Follow the instructions to set up.

Step 3 Once installed the app will launch automatically.

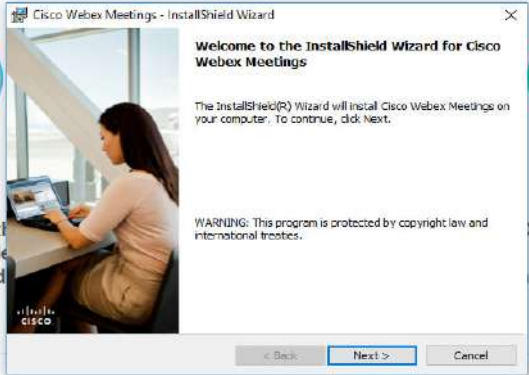
To open the app double-click the Webex Meetings icon on your desktop.



Step 1 Double-click the webexapp.msi file downloaded

Step 3 Once installed app will launch automatically.

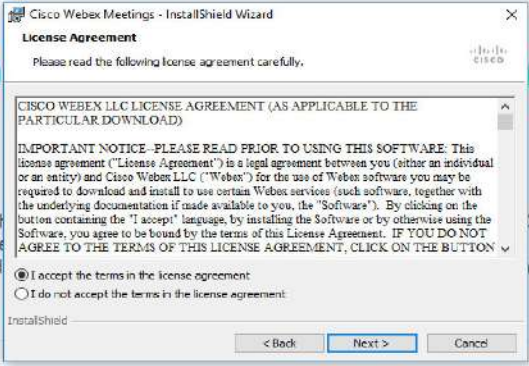
To open the app double-click the Webex Meetings icon on your desktop.



Step 1 Double-click the webexapp.msi file downloaded

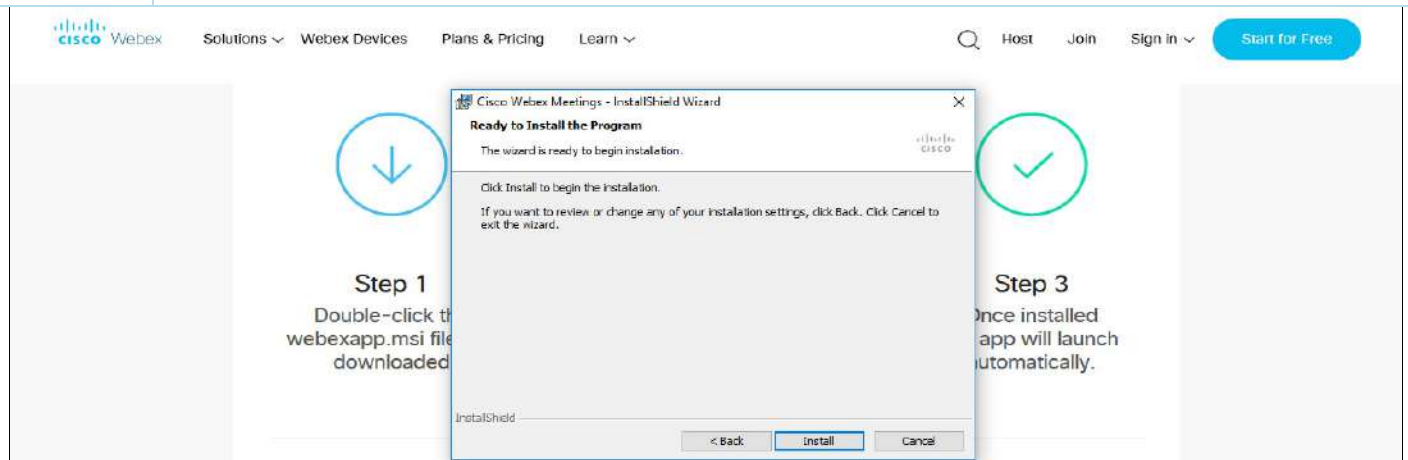
Step 3 Once installed app will launch automatically.

To open the app double-click the Webex Meetings icon on your desktop.



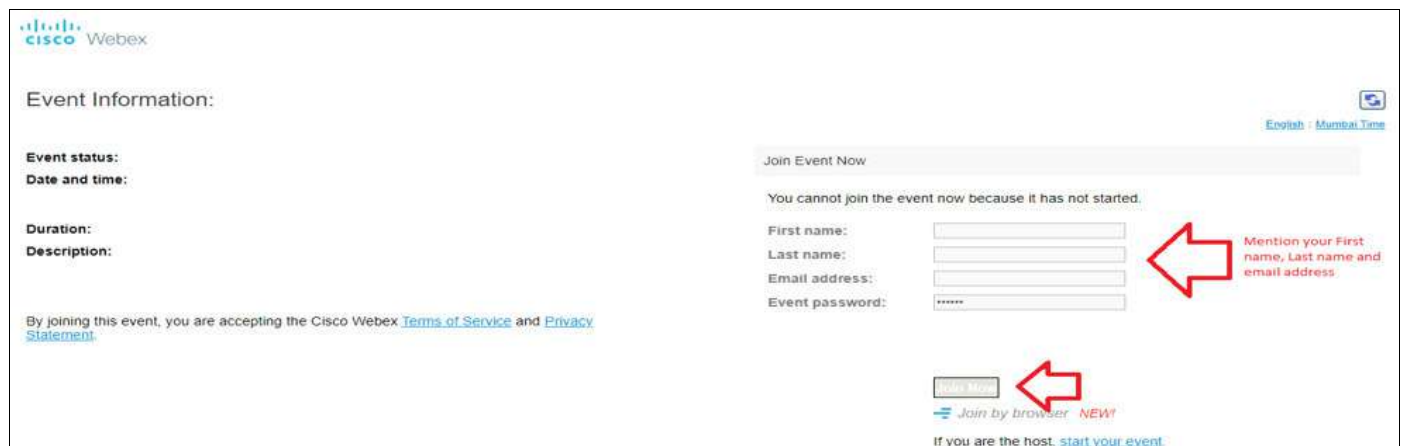


Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <a href="#">Run a temporary application</a> . Click on <a href="#">Run a temporary application</a> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:



## **Annexure-I to the Notice**

### **I. Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 in respect of the Special Business.**

#### **Item No. 3**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on July 31, 2020 approved the re-appointment of Mr. Dhaval Gupta as Whole-Time Director of the Company without remuneration for a period of 5 years commencing from October 01, 2020 to September 30, 2025. Brief particulars of the terms of re-appointment of and remuneration payable to Mr. Dhaval Gupta are as under:

- a. Remuneration: Nil
- b. The Whole-Time Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.
- c. The Whole-Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- d. The Whole-Time Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.
- e. Mr. Dhaval Gupta satisfies all the conditions set out in Part-I of Schedule V of the Act and also conditions set out under Section 196 (3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Dhaval Gupta under Section 190 of the Act.

Approval of the members is required by way of Ordinary Resolution for re-appointment of Mr. Dhaval Gupta.

The Board of Directors recommends the resolution in relation to the re-appointment of Mr. Dhaval Gupta as Whole-Time Director, for the approval of the members of the Company.

Except Mr. Dhaval Gupta and Mr. Pradeep Gupta and their relatives, none of the Directors and Key Managerial Personnel of the Company is concerned or interested, financially or otherwise in the said resolution.

The Board recommends the resolution set forth in Item No. 3 for approval of the Shareholders of the Company.

#### **Item No. 4**

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on September 02, 2020, appointed Mr. Arun Seth (DIN:00204434) as Additional Director of the Company and also Independent Director, not liable to retire by rotation, for a term of five years i.e. from September 02, 2020 up to September 01, 2025 subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 89 of the Articles of Association of the Company, Mr. Seth shall hold office up to the date of this Annual General Meeting ('AGM') and is eligible to be appointed as a Director. The profile and specific areas of expertise of Mr. Seth are provided in Annexure-II to this Notice.

Mr. Seth has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board of Directors, Mr. Seth is a person of integrity, possesses the relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management. A copy of the draft letter for the appointment of Mr. Seth as an independent director setting out the terms and conditions is available for electronic inspection without any fee by the members.

Given his experience and the Company's adherence to policy on Board Diversity, the Board considers it desirable and in the interest of the Company to have Mr. Seth on the Board of the Company and accordingly the Board recommends the appointment of Mr. Seth as an Independent Director.

Except Mr. Arun Seth, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set forth in Item No. 4 for approval of the Shareholders of the Company.

#### **Item No. 5**

The Board of Directors of a Company shall not, except with the consent of the Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves as per the provisions of Section 180(1)(c) of the Companies Act, 2013 and its rules thereunder.

The Board is of the view that in order to meet the requirements of business activities of the Company and for meeting the expenses for capital expenditure, the Company may, from time to time, be further required to borrow money.

In view of above, the Board of Directors at its meeting, held on November 10, 2020, subject to approval of the Shareholders of the Company, approved a borrowing limit of INR 30 Crores upto which it may from time to time borrow the money as it may deem fit and best interest of the Company.

It is therefore, requested to the members to pass a Special Resolution under Section 180(1)(c) of the Companies Act, 2013, as set out at Item No. 5 of the Notice, to enable the Board of Directors to borrow money upto INR 30 Crores.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

The Board recommends the Special Resolution as per the accompanying Notice as set forth in Item No. 5, for approval of the Shareholders of the Company.

#### **Annexure-II to the Notice**

#### **DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**

(Reg. 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard-2)

<b>Name of Director(s)</b>	<b>Pradeep Gupta</b>	<b>Dhaval Gupta</b>	<b>Arun Seth</b>
Director Identification Number (DIN)	00007520	05287458	00204434
Date of Birth	March 08, 1955	September 15, 1983	November 19, 1951
Date of Appointment on the Board	September 10, 1982	October 01, 2015	September 2, 2020
Qualifications	<ul style="list-style-type: none"> <li>• B.Tech from IIT-Delhi</li> <li>• MBA from IIM Calcutta</li> </ul>	Master in Business Administration	<ul style="list-style-type: none"> <li>• B.Tech from IIT-Kanpur</li> <li>• MBA from IIM Calcutta</li> </ul>
Expertise in specific Functional areas	<ul style="list-style-type: none"> <li>• Experience in a wide variety of functional</li> </ul>	<ul style="list-style-type: none"> <li>• Excellent experience in strategy, planning and</li> </ul>	As per enclosure

	<p>areas.</p> <ul style="list-style-type: none"> <li>• Thorough understanding of the IT industry, excellent vision, a good understanding of the market.</li> </ul>	<p>implementation of business proposals with favorable market opportunity.</p> <ul style="list-style-type: none"> <li>• Managing roll-out of complete online &amp; digital market approach and CMS implementation for all CyberMedia brands.</li> </ul>	
List of other Directorships held excluding foreign companies*.	<ol style="list-style-type: none"> <li>1. Cyber Media Research &amp; Services Ltd.</li> <li>2. Cyber Astro Ltd.</li> <li>3. Cyber Media Foundation Ltd.</li> <li>4. Kaleidoscope Entertainment Pvt. Ltd.</li> <li>5. Indian Angel Network Services Pvt. Ltd.</li> <li>6. Cyber Media Services Ltd.</li> <li>7. Cybermedia Digitix Ltd.</li> <li>8. Vakaa Media Pvt. Ltd.</li> <li>9. Lupyd Tech Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Cyber Media Research &amp; Services Ltd.</li> <li>2. Cyber Media Services Ltd.</li> <li>3. Cybermedia Digitix Ltd.</li> <li>4. Lupyd Tech Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Naffa Innovations Pvt. Ltd.</li> <li>2. Hunger Inc Hospitality Pvt. Ltd.</li> <li>3. Narayana Hrudayalaya Ltd.</li> <li>4. Jubilant Life Sciences Ltd.</li> <li>5. Servion T Global Solutions Ltd.</li> <li>6. Sify Technologies Ltd.</li> <li>7. Usha Breco Ltd.</li> <li>8. Pamp Technologies (India) Pvt. Ltd.</li> </ol>
Chairman/Member of the committees of the Board of other Companies in which he/she is a Director @	NIL	NIL	<ol style="list-style-type: none"> <li>1. Member-Stakeholders Relationship Committee (Jubilant Life Sciences Ltd.)</li> <li>2. Member- Audit Committee (Usha Breco Ltd.)</li> <li>3. Member- Audit Committee (Servion T Global Solutions Ltd.)</li> </ol>
No. of shares held in the Company	46,61,236	9,22,697	NIL
Relationship between Directors Interse *	Father of Mr. Dhaval Gupta, Whole-Time Director of the Company.	Son of Mr. Pradeep Gupta, Chairman and Managing Director of the Company.	Not related to any Director(s).
No. of meetings of the Board of Directors of the Company held during the year 2019-20	4	4	N.A.

@ Committee positions only of Audit Committee and Stakeholders Relationship Committee in public companies have been considered.

\*Under the Companies Act, 2013.

### **Brief profile of Mr. Arun Seth**

Arun Seth took early retirement from his corporate career to focus on bringing the benefits of IT/Telecom to real world businesses in energy, health, fintech, medtech, education, hospitality etc. via a vibrant innovative entrepreneurial eco system and a focus on giving back to society.

Starting as the founding MD of British Telecom in India in 1995 he built it to its current leadership position in managed telecom services and outsourced IT and back office operations. He left in 2012 as its non-Executive Chairman. He had helped acquire a 45% stake in Airtel in 1996 was on its board till 2002. Had also helped incubate and grow Mahindra BT in mid 90's into what now is Tech Mahindra ( [www.techmahindra.com](http://www.techmahindra.com) ) and being on its board for 17 years. He had been very active with Govt. and Regulators on shaping Telecoms Policy and IT policy being an elected member of Nasscom for more than a decade. He was on the founding committee for the formation of the Data Security Council of India and worked actively on sharing knowledge on telecoms privatization and working on security issues around telecom equipment as BT was amongst the first users of Huawei and built protocols to secure their networks.

Currently an independent Director on the board of Narayana Health ( <https://www.narayanahealth.org/> ) (run by Dr. Devi Shetty who is globally known as Dr. affordable healthcare ), Jubilant Life Sciences( <http://www.jubl.com/L> ), Sify Technologies , Usha Breco Ltd ( [www.ushabreco.com](http://www.ushabreco.com) ) , Servion<sup>t</sup> Global Solutions Ltd ( [www.servion.com](http://www.servion.com) specializes in Customer Interaction Management solutions), Sify Technologies Ltd ( [www.sifycorp.com](http://www.sifycorp.com) ) , Tonetag ( [www.tonetag.com](http://www.tonetag.com) ) that's using sound for delivering cashless digital transactions

Continues as an active advisor to Nutanix USA ( [www.nutanix.com](http://www.nutanix.com) ) , MMTC Pamp ( [www.mmtcpamp.com](http://www.mmtcpamp.com) ) for driving its Digital gold strategy, Data Analytics leader Thought Spot ( [www.thoughtspot.com](http://www.thoughtspot.com) ) and InMobi ( [www.inmobi.com](http://www.inmobi.com) ) which he incubated in 2007 and C2FO ( [www.c2fo.com](http://www.c2fo.com) ) and IOT/Analytics leader Eco energy ( <https://ecoenergyinsights.com/> ) and a no of health tech startups like Healthifyme ( [www.healthifyme.com](http://www.healthifyme.com) ) , Fitgalaxy ( [www.fitgalaxy.in](http://www.fitgalaxy.in) )

Very active in promoting the Software product and innovation eco system he co-chairs the Nasscom Product Conclave( [www.productconclave.in](http://www.productconclave.in) ) and the Nasscom Product Council. ( [www.nasscom.org](http://www.nasscom.org) ) especially the seep tech club and has invested/mentored Qunu Labs in Quantum Security ( [www.qunulabs.com](http://www.qunulabs.com) ) and NLP Voice tech co ( [www.voxomos.com](http://www.voxomos.com) ) incubated out of the IIT's . He had been on the Executive Council of Nasscom for 10 + years when in BT and Alcatel.

Is an active angel investor last 20 + years having incubated companies like Avendus InMobi, Tonetag, Ezetap, HelathifyMe, and new ones in Blockchain ( [www.nucleus.vision](http://www.nucleus.vision) ) and medtech cos like [www.alertgy.com](http://www.alertgy.com) etc.

Very focused on fostering entrepreneurship had been involved with TiE Delhi Chapter when it was founded ( <https://delhi.tie.org/> ) and currently a Charter member. Active with the Indian Angel Network ( [www.indianangelnetwork.com](http://www.indianangelnetwork.com) ) and has been part of angel funds and advises/mentors a number of start-ups in the tech space in India and USA.

Extremely active on NGO and Education boards and is a trustee on DPS Ghaziabad Society ( <https://www.dpsgs.org/ghaziabad/> ). He also chairs Pahle India Foundation ( <http://pahleindia.org/> ) a policy think tank. He is also a Governing Member of Helpage India Board ( [www.helpageindia.org](http://www.helpageindia.org) ) , SPIC-MACAY, NCPEDP (Employment for Disabled people) <http://www.ncpedp.org/>, Nudge Foundation ( [www.thenudge.org](http://www.thenudge.org) ). He was chairing Nasscom Foundation ( [www.nasscomfoundation.org](http://www.nasscomfoundation.org) ) which drives CSR initiatives across the IT Industry using tech for scaling good.

Has served on the Board of Governors for IIM Lucknow ( <http://www.iiml.ac.in/> ) and IIIT ( <https://www.iiitd.ac.in/> ) Delhi both leading colleges .Also, been an Advisory board member of TERI ( [www.teri.res.in](http://www.teri.res.in) ) and a Governing member TERI University board.

He had been on severalco boards like Alcatel Lucent India Pvt. Ltd., BT India Pvt. Ltd., Tech Mahindra Ltd, Airtel, Acme Telepower Ltd, Balmer Lawrie Ltd, Intex Mobiles Ltd, Samtel avionics Pvt. Ltd. and Genesis Colors.

He has worked in senior commercial positions in the BT, HCL, Usha Martin and the UB Group, in the last 40+ years. Very active in Alumni Affairs he has Chaired PanIIT in 2010 and was Vice President of IIT Kanpur Alumni Association.

New Delhi  
November 24, 2020

By Order of the Board  
For Cyber Media (India) Limited

Sd/-  
Anoop Singh  
Company Secretary  
M. No. F8264