



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 . Website: www.cybermedia.co.in

NOTICE

NOTICE is hereby given that the **39th Annual General Meeting** of the members of **Cyber Media (India) Limited** ('the Company') will be held on Thursday, the 30th day of September, 2021 at 9:30 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 31st March, 2021 and the reports of the Board of Directors and Statutory Auditors thereon.
2. To appoint a director in place of Mr. Dhaval Gupta (DIN: 05287458) who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business

3. Re-appointment of Mrs. Shravani Dang as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee and that of the Board of Directors, Mrs. Shravani Dang (DIN:02131359) who holds office as an Independent Director upto December 12, 2021, be and is hereby reappointed as an Independent Director, not liable to retire by rotation, for a second term of five years with effect from December 13, 2021 up to December 12, 2026."

"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. Rohitasava Chand as Non-Executive Director

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

"RESOLVED THAT Mr. Rohitasava Chand (DIN:00011150), who was appointed as an Additional Director (Non-executive), pursuant to the provisions of section 161 of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee and that of the Board of Directors, be and is hereby appointed as a Non-Executive Director, liable to retire by rotation, with effect from August 10, 2021."

"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."

New Delhi
August 28, 2021

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 no. 20/2020 dated May 5, 2020 and circular No. 02/2021 dated January 13, 2021 read with circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as “SEBI 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 MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
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 with a copy marked to 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 Friday, 24th September, 2021 to Thursday, 30th September, 2021 (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, 1st 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 and Circular No. 02/2021 dated January 13, 2021, Notice of the AGM along with the Annual Report 2020-21 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 2020-21 will also be available on the Company’s website www.cybermedia.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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.

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 39th AGM through VC/OAVM Facility and e-Voting during the 39th 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. 23rd September, 2021.

A. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING FACILITY

The voting period begins at 09:00 a.m. (IST) on Monday, 27th September, 2021 and ends at 05:00 p.m. (IST) on Wednesday, 29th September, 2021. 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. 23rd September, 2021 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:

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.

<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode</p>	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <p><input type="checkbox"/> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. 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. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above <p><input type="checkbox"/> 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).</p> <p><input type="checkbox"/> Click “confirm” (Your password is now generated).</p> <ol style="list-style-type: none"> Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. E-voting page will appear. 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). 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.

Institutional shareholders:

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.

Individual Shareholders holding securities in Physical mode 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.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- 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 this 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”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders 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 or contact on: - Tel: 022 –4918 6000.

B. 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>

<p>▶ Select the “Company” and ‘Event Date’ and register with your following details: -</p> <p>A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No</p> <ul style="list-style-type: none"> • 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
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- 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 September 19, 2021 to September 21, 2021 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.

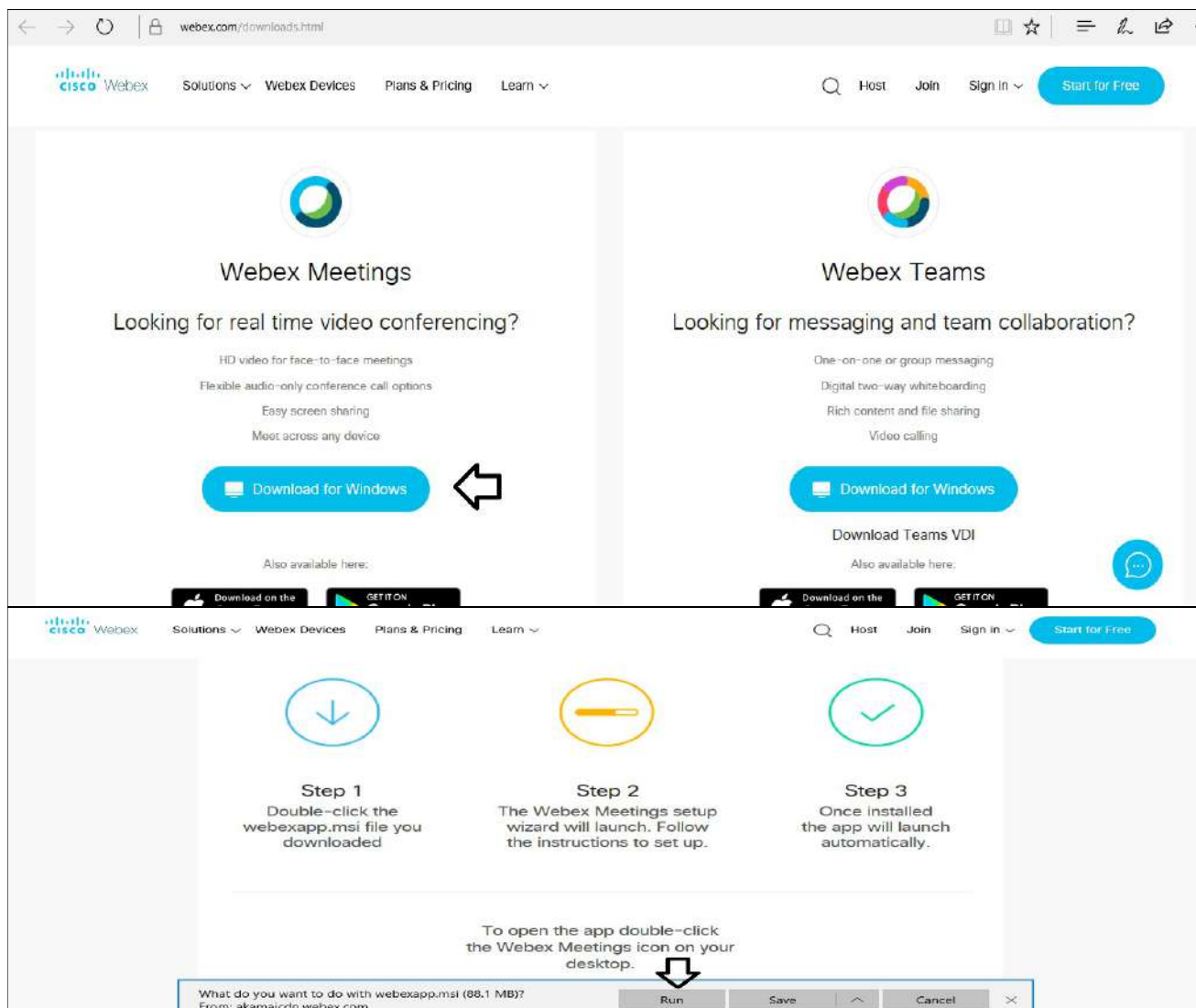
Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

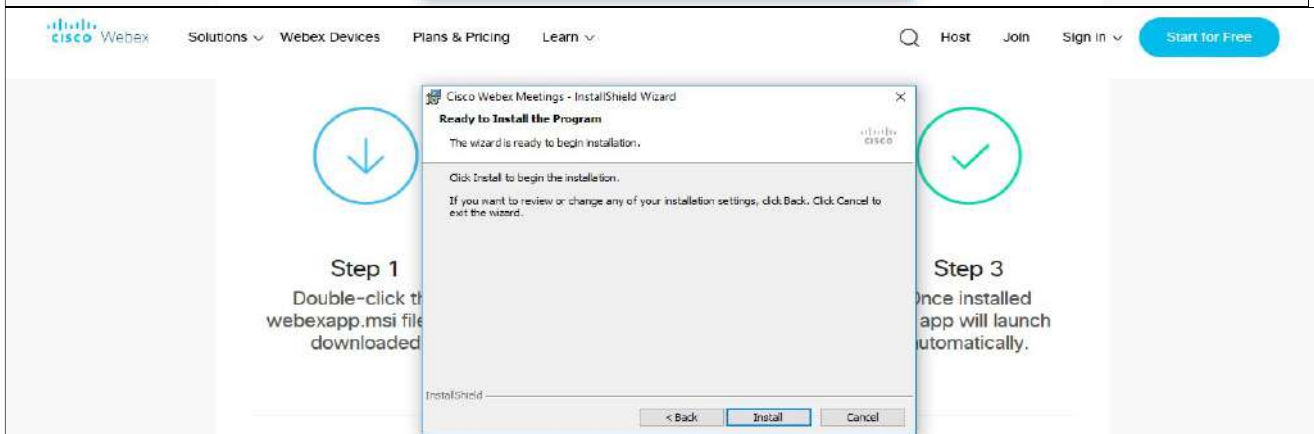
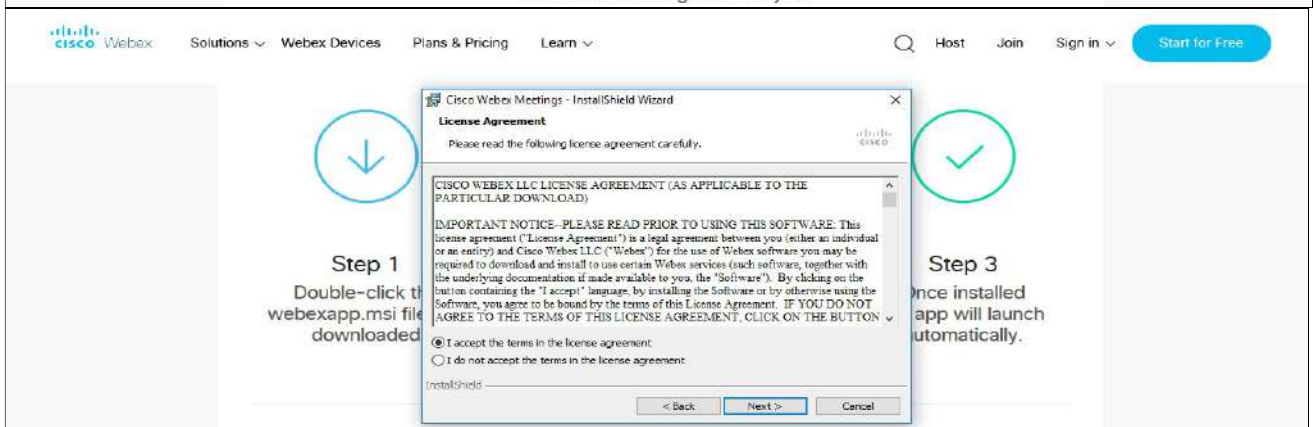
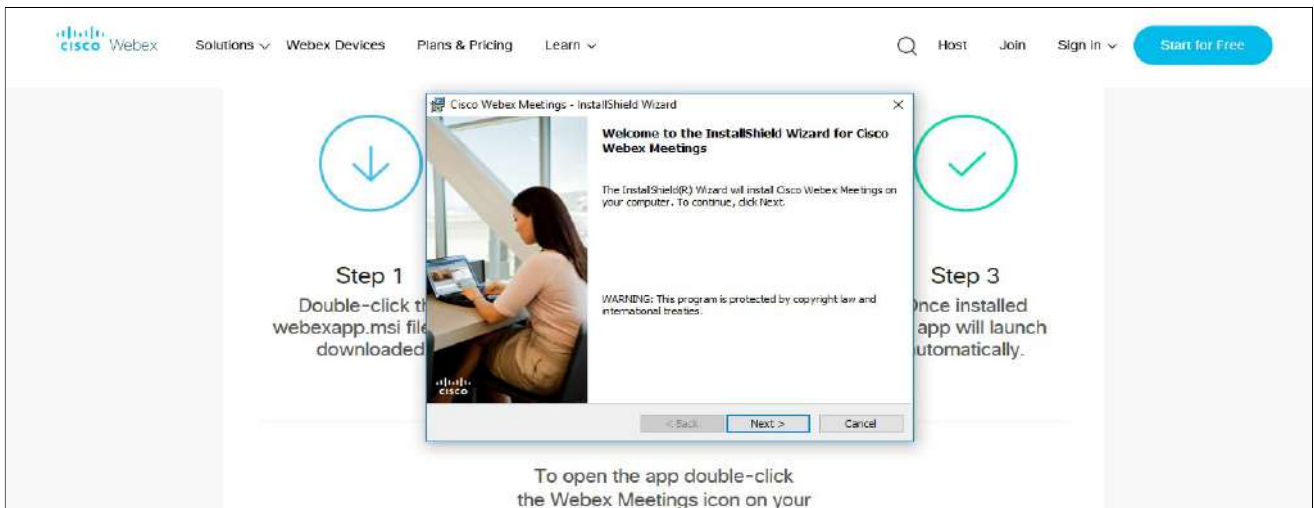
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

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/>





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:

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 <u>Run a temporary application</u> . Click on <u>Run a temporary application</u> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

The screenshot shows a Cisco Webex event registration interface. On the left, under 'Event Information:', there are fields for 'Event status:', 'Date and time:', 'Duration:', and 'Description:'. Below this is a link for 'Terms of Service and Privacy Statement'. On the right, there is a 'Join Event Now' button. Below the button, a message states: 'You cannot join the event now because it has not started.' Below this message are four input fields: 'First name:', 'Last name:', 'Email address:', and 'Event password:'. A red arrow points from the text 'Mention your First name, Last name and email address' to the first three input fields. Below the input fields is another 'Join Event Now' button, with a red arrow pointing to it. At the bottom right, there is a 'Join by browser' link with a 'NEW!' tag and a 'Join by phone' button. The page also displays 'English - Mumbai Time' in the top right corner.

Annexure-I to the Notice

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

Item No. 3

Mrs. Shravani Dang joined the Board of Directors of the Company as Independent Director for a term of five years commenced from December 13, 2016 to December 12, 2021 in accordance with the provisions of sections 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).

Her first term of five years as Independent Director is completing on December 12, 2021. During the current term, Mrs. Dang' performance has been excellent. She has always been dedicated to the organisation. Keeping in view her rich experience in business industry, corporate strategy and her dedication to the organisation, and pursuant to the recommendation of the Nomination and Remuneration Committee and subject to shareholders approval, the Board of Directors of the Company at its meeting held on August 10, 2021 approved the re-appointment of Mrs. Shravani Dang as an Independent Director on the Board of the Company for a second term of five years commencing from December 13, 2021 in accordance with the provisions contained in Sections 149, 152 and Schedule IV of the Companies Act, 2013 including any statutory modification(s)/re-enactment(s) thereof.

As per Section 149(13) of the Companies Act, 2013, the provisions pertaining to retirement of Directors by rotation are not applicable to Independent Directors.

Mrs. Shravani Dang has confirmed compliance with the criteria of independence as provided under Section 149(6) of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) for her appointment as an Independent Director and is independent of the management. A copy of the draft letter for appointment of Mrs. Shravani Dang as Independent Non-executive Director setting out the terms and conditions is available on the website of the Company at www.cybermedia.co.in.

The Board is of the opinion that her association with the Company would be of immense benefit to the Company and it is desirable to avail services of Mrs. Dang as Independent Director. Mrs. Dang would bring with immense experience to the Board inter alia in the areas of business strategy. The profile and specific areas of expertise of Mrs. Dang are provided in Annexure-II to this Notice.

Approval of the members is required by way of Special Resolution for this re-appointment.

Accordingly, the Board recommends the resolution in relation to the re-appointment of Mrs. Dang as Independent Director (Non-executive) for the second term of five years commencing from December 13, 2021 upto December 12, 2026, for the approval of shareholders of the Company.

Except Mrs. Shravani Dang, being appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financial or otherwise, in the Resolution set out at Item No. 3. Further, she is not related to any other Director of the Company.

Item No. 4

It is pertinent to mentioned here that Mr. Rohitasava Chand has served the Company as Director from January 09, 2004 to June 18, 2014. Mr. Chand, aged 74 years has been a serial entrepreneur who has promoted highly successful ventures in the IT, ITES, Education & Financial Services domains. He has over 45 years of experience in the Indian services sector and is well versed with the regulatory framework in India.

Keeping in view Mr. Chand's huge business experience in IT, ITES, and financial services shall be much benefiting the Company, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 10, 2021, appointed Mr. Rohitasava Chand as an Additional Director (Non-Executive) of the Company with effect from August 10, 2021.

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

Mr. Chand has given his declaration to the Board that he is eligible to be appointed as a Director and has no disqualification 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. Chand 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 Director. A copy of draft letter for the appointment of Mr. Chand as a Non-Executive Director setting out the terms and conditions is available for electronic inspection without any fee by the members.

In terms of the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), appointment of Mr. Chand as Non-Executive Director is required Members' approval by way of Special Resolution.

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. Chand on the Board of the Company and accordingly the Board recommends the appointment of Mr. Chand as Non-Executive Director.

Except Mr. Rohitasava Chand, being appointee, 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 Special Resolution set forth in Item No. 4 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)

Name of Director(s)	Dhaval Gupta	Shravani Dang	Rohitasava Chand
Director Identification Number (DIN)	05287458	02131329	00011150
Date of Birth	September 15, 1983	June 03, 1959	October 21, 1946

Date of Appointment on the Board	October 01, 2015	December 13, 2016	August 10, 2021
Qualifications	Master in Business Administration	Master in Business Administration	<ul style="list-style-type: none"> • B.Tech from IIT-New Delhi • MBA from Katz Graduate School of Business, University of Pittsburgh, USA
Expertise in specific Functional areas	<ul style="list-style-type: none"> • Excellent experience in strategy, planning and implementation of business proposals with favorable market opportunity. • Managing roll-out of complete online & digital market approach and CMS implementation for all CyberMedia brands. 	As per enclosure	As per enclosure
List of other Directorships held excluding foreign companies*.	<ol style="list-style-type: none"> 1. Cyber Media Research & Services Ltd. 2. Cyber Media Services Ltd. 3. Cybermedia Digitix Ltd. 4. Lupyd Tech Pvt. Ltd. 	NIL	<ol style="list-style-type: none"> 1. BMC International Pvt. Ltd. 2. Sumer Chand And Company LLP 3. The British Motor Car Company (1934) Pvt. Ltd. 4. Trak Services Pvt. Ltd.
Chairman/Member of the committees of the Board of other Companies in which he/she is a Director @	NIL	NIL	NIL
No. of shares held in the Company	19,22,697	NIL	27,250
Relationship between Directors Interse *	Son of Mr. Pradeep Gupta, Chairman and Managing Director of the Company.	Not related to any Director(s).	Not related to any Director(s).
No. of meetings of the Board of Directors of the Company attended during the year 2020-21	6	6	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 Mrs. Shravani Dang

Shravani Dang, aged 62 years is senior Communications and CSR leader with over two decades of quantifiable achievements. Her experience base spans multinational companies across Technology, Financial, Not-for-profit and Industrial sectors, in both complex and large organizations.

Currently, she serves as the Vice President and Global Group Head Corporate Communications and Public Relations at the Avantha Group, one of India's largest and broad-based industrial conglomerate. Previously, she was Head & Associate Director Corporate Communications at Fidelity and has worked with internationally reputed brands like IT giants CSC (\$17b billion) and HCL, as well as international relief and development organization CARE India. Shravani headed the CSR portfolio at Fidelity, CSC and HCL. Shravani also serves as a Member of the Board of Trustees of international NGO - Charities Aid Foundation (CAF) in India and a co-founder of Asia Pacific Association of Communication Directors (APACD) and is a frequent jury member of SABRE awards, APACD awards, IPRCC and many other Indian and international communications and CSR awards.

Reputation Today magazine recently ranked Shravani as among the top ten corporate communications professionals in the country.

Brief profile of Mr. Rohitasava Chand

Rohit Chand has been a serial entrepreneur who has promoted highly successful ventures in the IT, ITES, Education & Financial Services domains. Rohit has over 45 years of experience in the Indian services sector and is well versed with the regulatory framework in India.

After occupying senior positions in corporate India, Rohit ventured out on his own in 1985 and through a series of acquisitions and mergers co-founded IIS Infotech, one of India's foremost software/education companies, of which he was the Executive Chairman. IIS was bought over by the FI Group Plc. (now Steria), which is a European multinational and Rohit exited the company. Thereafter, Rohit co-founded Infinity Venture Fund with a US 40 million Dollar corpus and founded Axis-IT&T which focused on Engineering Design and contributed to its growth and diversification.

Rohit successfully took both IIS Infotech & Axis-IT&T public. IIS Infotech gave a 10x returns to its public shareholders in a period of 4 years & Infinity Venture Fund gave an IRR of 40% over a period of 5 years. Concurrently, Rohit also served on various committees of Industry Associations and served on selection committees of the Indian government's Union Public Services Commission for staff selection.

Rohit is currently the CEO of Yukti Securities Pvt. Ltd., a Reserve Bank of India registered Non-Banking Financial Corporation which is engaged in investing in start-ups. Mentors many Companies.

Rohit has a Bachelor's Degree from the Indian Institute of Technology, New Delhi and an MBA from the Katz Graduate School of Business, University of Pittsburgh, USA. He is a recipient of the IIT Delhi Alumni award for "Outstanding Contribution to National Development" and has also been awarded "The Amity Global Corporate Excellence Award"

New Delhi
August 28, 2021

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

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