

# ANNEXURE I

## Format to be submitted by listed entity on quarterly basis

- Name of Listed Entity: **Cyber Media (India) Limited**
- Quarter ending: **31-Mar-2025**

### i. Composition Of Board of Directors

T i t l e  ( M r . / M s )	Name of the Director	DIN	Cat eg ory (Ch air p ers on / Exec utive / Non- Exec utive / Indep ende nt/ Nomi nee)	Su b Cat eg ory	Initial Date of Appoi ntmen t	Date of Appoin ment	D a t e  o f  c e s s a t i o n	T e n u r e	Date of Birt h	Whether the director is dis qualified ?	S t a r t D a t e o f d i s q u a l i f i c a t i o n	En d D a t e o f dis qual ifica tion	De tai ls of dis qual ifica tion	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Director ship in listed entities includin g this listed entity [in referen ce to Regulat ion 17A (1)]	No. of Indepe ndent Director ship in listed entities includin g this listed entity [in referen ce to proviso to regulati on 17A (1)]	No. of mem bers ips in Audit / Stak ehold er Com mitte e (s) includ ing this listed entity	No. of post of Chairp erson in Audit/ Stake holder Comm ittee held in listed entities includ ing this listed entity	Mem bership in Co mmi tees of the Comp any	R e m a r k s
Mr.	Pradeep Gupta	00007520	C, ED	CEO-MD	10-Sep-1982	25-May-2022			08-Mar-1955	No				Active	NA		2	0	0	0	RMC, RIC	
Mr.	Rohitasava Chand	00011150	NED		10-Aug-2021				21-Oct-1946	No				Active	Yes	30-Sep-2021	2	0	4	2	AC, SRC	
Mr.	Krishan Kant Tulshan	00009764	NED		07-Feb-1997				17-Dec-1962	No				Active	NA		2	1	1	1	RIC	
Mrs.	Shravani Dang	02131359	ID		13-Dec-2016	13-Dec-2021		99	03-Jun-1959	No				Active	NA		2	2	2	0	NRC, SRC	
Mr.	Dhaval Gupta	05287458	NED		01-Oct-2015				15-Sep-1983	No				Active	NA		2	0	2	0	SRC	
Mr.	Amlan Ghose	01241149	ID		02-Aug-2022	02-Aug-2022		32	29-Jun-1954	No				Active	NA		1	1	1	0	AC, NRC	
Mr.	Rajesh Kumar	00042850	ID		28-May-2024	28-May-2024		10	08-Dec-1956	No							2	2	3	2	AC, NRC, RMC	
Mr.	Varun Jain	00397935	ID		07-Feb-2023	07-Feb-2023		26	13-Apr-1983	No				Active	NA		1	1	1	0	SRC, RIC	

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

## ii. Composition of Committees

### a. Audit Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Rajesh Kumar	ID	Chairperson	29-May-2024	
2	Rohitasava Chand	NED	Member	12-Dec-2021	
3	Amlan Ghose	ID	Member	05-Aug-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

### b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Rohitasava Chand	NED	Chairperson	12-Dec-2021	
2	Shravani Dang	ID	Member	12-Dec-2021	
3	Dhaval Gupta	NED	Member	12-Dec-2021	
4	Varun Jain	ID	Member	27-May-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

### c. Risk Management Committee:

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Pradeep Gupta	ED	Chairman	02-Aug-2023	
2	Rajesh Kumar	ID	Member	29-May-2024	
3	Sumit Khandelwal	CFO	Member	01-Oct-2024	

Company Remarks	
Whether Regular chairperson appointed	Yes

### d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Shravani Dang	ID	Chairperson	06-Jan-2017	
2	Rajesh Kumar	ID	Member	29-May-2024	
3	Amlan Ghose	ID	Member	05-Aug-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

### iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
12-Nov-2024	Yes	8	7	4
21-Jan-2025	Yes	8	8	4
11-Feb-2025	Yes	8	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	69
Maximum gap between any two consecutive (in number of days)	20

### iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	07-Nov-2024	Yes	3	2	2	0
Audit Committee	21-Jan-2025	Yes	3	3	2	0
Audit Committee	06-Feb-2025	Yes	3	2	2	0
Nomination and Remuneration Committee	21-Jan-2025	Yes	3	3	3	0
Stakeholders Relationship Committee	12-Nov-2024	Yes	4	4	2	0
Stakeholders Relationship Committee	11-Feb-2025	Yes	4	4	2	0
Risk Management Committee	21-Jan-2025	Yes	2	2	1	1
Independent Director Committee	21-Jan-2025	Yes	4	4	4	0
Rights Issue Committee	20-Mar-2025	Yes	3	3	1	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	74

**v. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholder's relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 1000 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure 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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
 b. Any comments/observations/advice of Board of Directors may be mentioned here: **NA**

**Sd/-**

**Anoop Singh**  
**Company Secretary & Compliance Officer**

## ANNEXURE II

### Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

#### I. Disclosure on website in terms of Listing Regulations

<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	Website
<b>As per regulation 46(2) of the LODR:</b>		
Details of business	Yes	www.cybermedia.co.in
Memorandum of Association and Articles of Association	Yes	www.cybermedia.co.in
Brief profile of board of directors including directorship and full-time positions in body corporates	Yes	www.cybermedia.co.in
Terms and conditions of appointment of independent directors	Yes	www.cybermedia.co.in
Composition of various committees of board of directors	Yes	www.cybermedia.co.in
Code of conduct of board of directors and senior management	Yes	www.cybermedia.co.in
Details of establishment of vigil mechanism/ Whistle Blower	Yes	www.cybermedia.co.in
Criteria of making payments to non-executive directors	Yes	www.cybermedia.co.in
Policy on dealing with related party transactions	Yes	www.cybermedia.co.in
Policy for determining 'material' subsidiaries	Yes	www.cybermedia.co.in
Details of familiarization programs imparted to independent	Yes	www.cybermedia.co.in
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling	Yes	www.cybermedia.co.in
Contact information of the designated officials of the listed	Yes	www.cybermedia.co.in
Financial results	Yes	www.cybermedia.co.in
Shareholding pattern	Yes	www.cybermedia.co.in
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Not Applicable	
Audio or Video recordings and transcripts of post earnings/quarterly calls	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
Advertisements as per regulation 47 (1)	Yes	www.cybermedia.co.in
Credit rating or revision in credit rating obtained	Not Applicable	

Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.cybermedia.co.in
Secretarial Compliance Report	Yes	www.cybermedia.co.in
<b>As per other regulations of the LODR:</b>		
Materiality Policy as per Regulation 30	Yes	www.cybermedia.co.in
Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	www.cybermedia.co.in
Disclosures under regulation 30(8)	Yes	www.cybermedia.co.in
Statements of Deviation(s) or variations(s) as specified in regulation 32	Not Applicable	
Dividend Distribution policy as per Regulation 43A(1)	Not Applicable	
Annual Return as provided under section 92 of the Companies Act, 2013	Yes	www.cybermedia.co.in
Employee Benefit Scheme documents per SEBI (SBEB) Regulations, 2021	Not Applicable	
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	www.cybermedia.co.in
Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	www.cybermedia.co.in

## II. Annual Affirmations

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	

<i>Recommendation of Board</i>	<i>17(11)</i>	Yes	
<i>Maximum number of Directorship</i>	<i>17A</i>	Yes	
<i>Composition of Audit Committee</i>	<i>18(1)</i>	Yes	
<i>Meeting of Audit Committee</i>	<i>18(2)</i>	Yes	
<i>Role of Audit Committee and information to be reviewed by the audit committee</i>	<i>18(3)</i>	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	<i>19(1) &amp; (2)</i>	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	<i>19(2A)</i>	Yes	
<i>Meeting of Nomination &amp; Remuneration Committee</i>	<i>19(3A)</i>	Yes	
<i>Role of Nomination &amp; Remuneration Committee</i>	<i>19(4)</i>	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	<i>20(1), 20(2) and 20(2A)</i>	Yes	
<i>Meeting of stakeholder relationship committee</i>	<i>20(3A)</i>	Yes	
<i>Role of Stakeholder Relationship Committee</i>	<i>20(4)</i>	Yes	
<i>Composition and role of risk management committee</i>	<i>21(1), (2), (3), (4)</i>	Yes	
<i>Meeting of Risk Management Committee</i>	<i>21(3A)</i>	Yes	
<i>Quorum of Risk Management Committee Meeting</i>	<i>21(3B)</i>	Yes	
<i>Gap between the meetings of the Risk Management Committee Meeting</i>	<i>21(3C)</i>	Yes	
<i>Vigil Mechanism</i>	<i>22</i>	Yes	
<i>Policy for related party Transaction</i>	<i>23(1),(1A),(5),(6),(7) &amp; (8)</i>	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	<i>23(2), (3)</i>	Yes	
<i>Approval for material related party transactions</i>	<i>23(4)</i>	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	<i>23(9)</i>	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	<i>24(1)</i>	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	<i>24(2), (3), (4), (5) &amp; (6)</i>	Yes	
<i>Alternate Director to Independent Director</i>	<i>25(1)</i>	Not Applicable	
<i>Maximum Tenure</i>	<i>25(2)</i>	Yes	
<i>Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism</i>	<i>25(2A)</i>	Yes	
<i>Meeting of independent directors</i>	<i>25(3) &amp; (4)</i>	Yes	
<i>Familiarization of independent directors</i>	<i>25(7)</i>	Yes	
<i>Declaration from Independent Director</i>	<i>25(8) &amp; (9)</i>	Yes	
<i>D &amp; O Insurance for Independent Directors</i>	<i>25(10)</i>	Not Applicable	

<i>Confirmation with respect to appointment of Independent Directors who resigned from the listed entity</i>	<i>25(11)</i>	Yes	
<i>Memberships in Committees</i>	<i>26(1)</i>	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	<i>26(3)</i>	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2) &amp; 26(5)</i>	Yes	
<i>Approval of the Board and Shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity</i>	<i>26(6)</i>	Not Applicable	
<i>Vacancies in respect Key Managerial Personnel</i>	<i>26A(1) &amp; 26A(2), 26A(3)</i>	Yes	

<b>Other Information</b>	
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### 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**

<b>Other Information</b>	
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Sd/-

**Anoop Singh**  
**Company Secretary & Compliance Officer**



### Additional Half Yearly Disclosure

Name of Company: **Cyber Media (India) Limited**

For the year ended: **March 31, 2025**

Applicability of disclosure: Yes

#### I. Disclosure of Loans/ guarantees/ comfort letters securities etc.

##### A. Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMP or any other entity controlled by them	Nil	Nil

##### B. Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Corporate Guarantee	10,00,00,000	6,10,61,143.60
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMP or any other entity controlled by them	NIL	NIL	NIL

##### C. Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMP or any other entity controlled by them	NIL	NIL	NIL

**Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

**II. Disclosure of updates to ongoing Tax litigations or disputes**

The updates on tax litigations or disputes in terms of sub-para 8 of Para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

<b>Name of the opposing party</b>	<b>Date of initiation of the litigation / dispute</b>	<b>Status of the litigation / dispute as last disclosure</b>	<b>Current status of the litigation / dispute</b>
Assessing Officer (Income Tax Department) in CIT (A) for assessment year 2024-25	13-02-2025	NA	Pending before CIT (A) against intimation order u/s 143(1) passed by Assessing Officer
Assessing Officer (Income Tax Department) in CIT (A) for assessment year 2017-18	21-01-2020	NA	Pending before CIT (A) against intimation order u/s 143(3) passed by Assessing Officer
Assessing Officer (Income Tax Department) in CIT (A) for assessment year 2017-18	14-10-2021	NA	Pending before CIT (A) against penalty proceedings u/s 270A

Sd/-

**Sumit Khandelwal**  
**Chief Financial Officer**  
**21-04-2025**

Details of Cyber Security Incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Number of cyber security incidents or breaches or loss of data or documents during the quarter	-

### Disclosure of Investor Grievance

Name of Company: **Cyber Media (India) Limited**

For the quarter ended: March 31, 2025

Applicability of disclosure: N.A.

#### Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	<b>0</b>
No. of investor complaints received during the Quarter	<b>0</b>
No. of investor complaints disposed off during the Quarter	<b>0</b>
No. of investor complaints those remaining unresolved at the end of the Quarter	<b>0</b>

Sd/-

**Anoop Singh**  
**Company Secretary & Compliance Officer**