

**POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION
OF CYBER MEDIA (INDIA) LIMITED**

I. Preamble

Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as the “**Listing Regulations**”), mandates disclosure of any events or information which, in the opinion of the board of directors of a listed company, is material.

Sub-regulation 4 of Regulation 30 of the Listing Regulations requires every listed company to frame a policy on determination of materiality of events or information, based on the criteria specified therein.

Accordingly, the Company herein sets out a policy for determination of materiality of events and information, and disclosure thereof.

II. Objective

The objectives of this Policy are as follows:

- a. To ensure that the Company complies with the disclosure obligations to which it is subject as a listed company as laid down by the Listing Regulations.
- b. To ensure that the information disclosed by the Company is timely and transparent.
- c. To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
- d. To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- e. To ensure uniformity in the Company’s approach to disclosures, raise awareness and reduce the risk of selective disclosures.

III. Guidelines for determining materiality of events or information

1. The events or information as set out in Para B of Part A of Schedule III of the Listing Regulations, will be disclosed to the stock exchanges, as soon as reasonably possible, but not later than 24 hours from the occurrence of such event or information, if the estimated impact of such event or information exceeds 10 percent of the Total Revenue or 10 percent of the total net worth, whichever is lower. ["Total Revenue"/ "Net Worth" shall be based on the latest audited consolidated annual financial statements of the Company for the previous year]. Provided that in case the disclosure is made after 24 hours of occurrence of the event or information, the Company shall, along with such disclosures, provide explanation for the delay.
2. In the event the materiality threshold indicated above cannot be applied to a particular event and/or information, the Company shall assess materiality based on the following criteria:
 - a. the omission of disclosure of a particular event or information is likely to result in discontinuity or alteration of event or information already available publicly;

- b. the omission of disclosure of a particular event or information is likely to result in significant market reaction if the said omission came to light at a later date; or
 - c. In case the criteria specified in sub-clauses (a) and (b) are not applicable, an event or information may be treated as being material if, in the opinion of the Board, the event or information is considered material.
3. Any other information or event, viz. major development that is likely to affect business, any change of accounting policy that may have a significant impact on the accounts, and any other information which is exclusively known to the Company, which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.
 4. Any information or events with respect to subsidiary of the Company which are material for the Company, shall also be disclosed to the relevant stock exchange.
 5. It is clarified that as regard any event or information, only such impact which is direct and perceivable, and not remote, shall be considered.
 6. In addition to the above, the Company may make voluntary disclosures of events or information, as may be specified by the Board of Directors of the Company.

IV. Roles and responsibilities of key managerial personnel for determining materiality of an event or information and making disclosure to stock exchanges

In terms of the Listing Regulations, the Board of Directors of the Company has authorised the following key managerial personnel of the Company (in terms of the Companies Act, 2013), i.e. the Chairman & Managing Director & Chief Executive Officer, the Chief Financial Officer and the Company Secretary as the “**Authorised Persons**” for the purposes of determining materiality of an event or information as per the guidelines contained under this Policy and the Listing Regulations, and for the purposes of disclosing such event or information to the stock exchanges.

V. Amendments

The Board of Directors may, subject to applicable laws, amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force. Any subsequent amendment/modification in the Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

VI. Scope of limitation

In the event of any conflict between the provisions of this Policy and the Listing Regulations; or any other statutory enactments, rules, the provisions of such Listing Regulations / Act, or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to be severed from the Policy and the rest of the Policy shall remain in force.

VII. Dissemination of policy

This Policy shall be hosted on the website of the Company. Further, the Company shall disclose on its website all such events or information which has been disclosed to the stock exchange(s) under the Listing Regulations and such disclosures shall be made available on the website of the Company for a period of five years and thereafter as per the archival policy of the Company.