



**CYBER MEDIA (INDIA) LIMITED**

CIN: L92114DL1982PLC014334

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

Corporate 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 **Fortieth Annual General Meeting** of the members of **Cyber Media (India) Limited** (“the Company”) will be held on Friday, September 30, 2022 at 12:00 p.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 financial year ended March 31, 2022 and the reports of the Board of Directors and Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Rohitasava Chand (DIN:00011150) who retires by rotation and, being eligible, has offered himself for re-appointment.

**Special Business:**

**3. Re-appointment of Mr. Pradeep Gupta as Chairman and Managing Director and fixation of his remuneration**

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 196, 197, 198 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), Articles of Association of the Company, and based upon recommendations of the Nomination and Remuneration Committee, and that of the Board of Directors, consent of Members of the Company, be and is hereby accorded to the re-appointment of Mr. Pradeep Gupta (DIN:00007520), as Chairman and Managing Director of the Company for a term of three years with effect from May 25, 2022 on the remuneration, perquisites and allowances payable to him as mentioned below:

Mr. Pradeep Gupta shall be paid a total annual remuneration upto 5% of the net profits of the Company as calculated in accordance with the provisions of Section 198 of the Act.

In case of loss or inadequate profits of the Company in any financial year during his term of three years, he shall be paid as under:

- (a) Salary:
  - (i) First year: Rs. 3,50,000 per month;
  - (ii) Second year: Rs. 4,00,000 per month; and
  - (iii) Third year: Rs. 4,50,000 per month
- (b) Perquisites and allowances: In addition to the Salary, he shall also be paid Rs. 50,000 per month towards perquisites and allowances like the benefit of furnished accommodation, gas, electricity, water and furnishings, club fees, personal insurance, medical insurance, credit card fees and expenses, use of cars and drivers and telephones at residence or reimbursement of expenses in lieu thereof, payment of income tax on perquisites by the Company to the extent permissible under the Income Tax Act, 1961 and the rules framed thereunder, medical reimbursement, leave and leave travel concession during the term of his appointment as Chairman and Managing Director.”

“**RESOLVED FURTHER THAT** notwithstanding anything herein stated above, where in any financial year, during the tenure of Mr. Pradeep Gupta, as Chairman and Managing Director, the Company incurs a loss or its profits are inadequate, the Company shall pay him the above remuneration by way of salary, perquisites and other allowances as minimum remuneration subject to the requisite approvals or subject to the limits specified under Section 197 read with Schedule V of the Act.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee thereof or Director(s) of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

#### **4. Approval for Material Related Party Transaction - Sale of Immovable Property**

To consider and if thought fit to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof), Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Company’s policy on Related Party Transaction(s), and subject to permission of Haryana Shehri Vikas Pradhikaran (erstwhile Haryana Urban Development Authority) and consent(s), permission(s) and approval(s) of any other statutory authority(ies), and based upon the approval and recommendations of the Audit Committee and that of the Board of Directors (“the Board”), consent of Members of the Company be and is hereby accorded to the Board to sell the Company’s immovable property, namely ‘Cyber House’/‘Cyber Media’ located at Plot No. B-35, Sector-32, Gurugram-122001, alongwith land and all the rights, title, interest and liabilities attached thereto, to Cyber Media Research & Services Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for a total sale consideration of Rs. 19 Crore, on such terms and conditions as the Board may deem fit, provided that the said transaction shall be at arm’s length basis.”

**“RESOLVED FURTHER THAT** the Board (which shall be deemed to include the Audit Committee of the Company and any other duly constituted Committee of Directors thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

#### **5. Appointment of Mr. Amlan Ghose as Director and 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** Mr. Amlan Ghose (DIN:01241149), who was appointed as an Additional Director of the Company with effect from August 02, 2022 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under the provisions of Section 161(1) of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) 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. Amlan Ghose (DIN:01241149) as Independent Director, not liable to retire by rotation, for a term of five years with effect from August 02, 2022 up to August 01, 2027, be and is hereby approved.”

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

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

New Delhi  
August 31, 2022

Notes:

1. The Explanatory Statement in terms of the provisions of Section 102 of the Companies Act 2013 (“Act”), which sets out details relating to special business set out at Item Nos. 3 to 5 of this notice.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 2/2022 dated May 05, 2022, read with General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, and General Circular No. 21/2021 dated December 14, 2021 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without physical presence of the members at a common venue. In compliance with the MCA Circulars and SEBI Circular, 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.
3. 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, Attendance Slip and route map of the AGM are not annexed to this Notice.
4. 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.
5. The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings (Secretarial Standards-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment or re-appointment at this AGM is annexed as Annexure-B.
6. The Registrar and Share Transfer Agent of the Company, Link Intime India Private Limited, having its office at Noble Heights, 1<sup>st</sup> Floor, NH-2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 (“LIPL”), is handling registry work in respect of shares held both in physical form and electronic/demat form.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 24, 2022 to Friday, September 30, 2022 (both days inclusive) in terms of the provisions of Section 91 of the Act for the purpose of the AGM.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
  - a. For shares held in electronic form: to their Depository Participants (DPs);
  - b. For shares held in physical form: to the Company/LIPL in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letters along with Business Reply Envelopes (BRE) for furnishing the required details. Members may also refer to Frequently Asked Questions (“FAQs”) on Company’s website at <https://cybermedia.co.in/corporate-governance/>
9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company’s website at <https://cybermedia.co.in/corporate-governance/> and on the website of the Company’s Registrar and Transfer Agents at <https://instavote.linkintime.co.in>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

10. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or LIPL, for assistance in this regard.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or LIPL, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
12. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If any Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://cybermedia.co.in/corporate-governance/> Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to LIPL in case the shares are held in physical form.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any Member requests for physical copy of the same. Members may note that the Notice and Annual Report 2021-22 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 LIPL at <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).
15. The documents referred to in the Notice shall be available for inspection electronically by the Members during business hours upto the date of AGM, in accordance with the applicable statutory requirements based upon the requests received by the Company at [investorcare@cybermedia.co.in](mailto:investorcare@cybermedia.co.in).
16. 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 Act (including any statutory modification(s)/re-enactment(s) thereof).
17. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. Instructions for e-voting and joining the AGM through VC are as follows:
  - a. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, 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 ("LIPL") as the Agency to provide e-voting facility for voting through remote e-voting, for participation at the AGM through VC/OAVM facility and e-voting during the 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. September 23, 2022.

#### **A. Instructions for shareholders for e-voting facility**

The voting period begins at 09:00 a.m. (IST) on Tuesday, September 27, 2022 and ends at 05:00 p.m. (IST) on Thursday, September 29, 2022. The e-voting module shall be disabled by LIPL 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. September 23, 2022 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:**

**(a) Individual Shareholders holding securities in demat mode with NSDL**

- 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.nsdl.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.nsdl.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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.

**(b) Individual Shareholders holding securities in demat mode with CDSL**

- 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](http://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](http://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.

**(c) Individual Shareholders (holding securities in demat mode) & login through their depository participants**

- 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.

**(d) Individual Shareholders holding securities in Physical mode**

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

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

- A. **User 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 **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).

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.

**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:

##### 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](mailto: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](mailto: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](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

#### **B. Process and manner for attending the AGM 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 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 AGM through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request with the company in advance between September 19, 2022 to September 21, 2022 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 AGM 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 AGM 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 AGM will be eligible to attend/ participate in the AGM 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.

### **Explanatory Statement**

As required under the provisions of Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all the material facts relating to the special business as set out at Item Nos. 3 to 5 of this notice:

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

The Shareholders of the Company at the thirty seventh Annual General Meeting held on September 30, 2019 approved the re-appointment of Mr. Pradeep Gupta (DIN:00007520) as a Chairman and Managing Director of the Company for a period of three years effective from May 25, 2019 to May 24, 2022 under the relevant provisions of the Act and the rules made there under.

Mr. Pradeep Gupta, aged 67 years has a wide and varied experience in the business industry. Accordingly, looking at his rich experience of business industry, corporate management, role and contribution in the performance of the Company, the Board of Directors at its meeting held on May 24, 2022, based upon recommendations of the Nomination and Remuneration Committee, and subject to approval of Shareholders of the Company, approved the re-appointment of Mr. Pradeep Gupta as Chairman and Managing Director for a further a period of three years with effect from May 25, 2022 on such remuneration and terms and conditions as recommended by the Nomination and Remuneration Committee.

Mr. Pradeep Gupta, being eligible, offers himself for re-appointment. A brief resume of Mr. Pradeep Gupta is annexed to this notice.

The performance of the Company has improved in the recent years and is expected to improve further in the coming years. However, in case of loss or inadequate profits in any year during his term, Mr. Pradeep Gupta shall be entitled to a minimum remuneration. Accordingly, the statement as required under Section II, Part II of the Schedule V to the Act is annexed hereto as **Annexure-A**.

The Board is of the view that the continued association of Mr. Pradeep Gupta would benefit the Company, given the knowledge, experience and performance of Mr. Pradeep Gupta, and contribution to Board processes by him. In opinion of the Board, Mr. Pradeep Gupta fulfills the conditions specified in the Act, the rules made thereunder and the SEBI Listing Regulations for re-appointment as Chairman and Managing Director.

Mr. Pradeep Gupta will attain the age of 70 years on March 08, 2025. In accordance with the provisions of Section 196 (3) (a) of the Act, the Company seeks consent of the members by way of special resolution for continuation of his holding of the office after the age of 70 years during the currency of his term of re-appointment.

The details required under Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard -2 enclosed as an **Annexure-B** to the notice.

This explanatory statement and the resolution at Item No. 3 may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

Except Mr. Pradeep Gupta, Mr. Dhaval Gupta, Non-Executive Director (son of Mr. Pradeep Gupta), none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this resolution.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the members of the Company.

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

In order to discharge the old debts, the Company, on January 29, 2022, entered into One Time Settlement for Rs. 14.25

crore with Pridhvi Asset Reconstruction and Securitisation Company Limited (“PARAS”). To meet out the OTS amount, the Company requires funds. Considering the facts and subject to approval of members of the Company, based upon recommendations of the Audit Committee, the Board of Directors, at its meeting held on May 30, 2022, approved the sale of the Company’s immovable property, Cyber House/CyberMedia located at Plot No. B-35, Sector-32, Gurugram-122001 to Cyber Media Research & Services Limited (“CMRSL”), a subsidiary company for a total sale consideration of Rs. 19 crore at arm’s length basis, provided the proposed sale shall be subject to requisite consent(s), approval(s), permission(s) of the Haryana Shehri Vikas Pradhikaran (HSVP) (erstwhile Haryana Urban Development Authority) and other statutory authority(ies).

As per the provisions of Section 188 of the Act and the rules framed thereunder, if the aggregate value of transaction(s) with any related party amounts to ten percent or more of net worth of the Company as per audited financial statements of the preceding financial year, such related party transaction will require prior approval of shareholders through ordinary resolution.

CMRSL is a related party within the meaning of Section 2(76) of the Act. Accordingly, in terms of the provisions of the Act and the rules made thereunder read with the SEBI Listing Regulations, the proposed transaction to be entered into with CMRSL comes within the meaning of related party transaction.

The Company seeks the approval of the shareholders for the said related party transaction proposed to be entered into by the Company with CMRSL.

The particulars as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, are given below:

- (a) Name of the related party: Cyber Media Research & Services Limited
- (b) Name of the Director or KMP who is related, if any: Mr. Pradeep Gupta, Mr. Dhaval Gupta and Mr. Rohitasava Chand
- (c) Nature of relationship: Subsidiary Company (the Company holds 59.11% of the paid-up equity capital of CMRSL)
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement:
  - (i) Total sale consideration is Rs. 19 crore, out of which an amount of Rs. 7.60 crore has been received as advance; and
  - (ii) Agreement for sale and/or any other definitive document shall be in a manner as advised by tax and legal advisors, and shall be entered into post receipt of shareholders’ and other relevant approvals.
- (e) Any other information relevant or important for the members to take a decision on the proposed transaction: Completion of sale/disposal of the property would depend upon the receipt of permission of Haryana Shehri Vikas Pradhikaran.

None of the Directors, other than those mentioned hereinabove, and key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

The Board recommends the resolution as set out at Item No. 4 of the Notice for approval by the shareholders of the Company.

It is pertinent to note that no related party shall vote to approve this resolution whether the entity is a related party to the particular transaction or not.

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

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors vide Circular Resolution dated August 02, 2022, appointed Mr. Amlan Ghose (DIN:01241149) as Additional Director of the Company to hold office upto the date of the ensuing AGM with effect from August 02, 2022, and also as Independent Director, not liable to retire by rotation, for a term of five years i.e. from August 02, 2022 up to August 01, 2027, subject to shareholders approval.

Pursuant to the provisions of Section 161(1) of the Act and Article 89 of the Articles of Association of the Company, Mr. Amlan Ghose shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The profile and

specific areas of expertise of Mr. Amlan Ghose are provided in Annexure-B to this Notice.

Mr. Amlan Ghose 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 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. Amlan Ghose 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. Amlan Ghose 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. Amlan Ghose on the Board of the Company and accordingly the Board recommends the appointment of Mr. Amlan Ghose as an Independent Director.

Except Mr. Amlan Ghose, 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 at Item No. 5 for approval by the shareholders of the Company.

## Annexure-A

### Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013

#### I. General Information:

- Nature of Industry:* Print media and publishing, digital marketing, contents, analytics, management consultancy etc.
- Date or expected date of commencement of commercial production:* The Company is in operation since 1982.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:* Not Applicable
- Financial performance based on given indicators (As per Ind AS):*

Sr. No.	Particulars	(Rs. in Lakhs)		
		Period		
		2021-22	2020-21	2019-20
1.	Turnover (Gross)	1,430.23	766.07	631.53
2.	Profit/Loss before tax	6.09	(34.72)	(2,651.86)
3.	Net Profit/Loss after tax	6.09	(34.72)	(2,651.86)
4.	Paid-up share capital	1,566.72	1,566.72	1,286.72
5.	Reserves & Surplus	(2,807.00)	(2,797.75)	(2,761.89)

- Foreign investments or collaborators, if any:* Not Applicable

#### II. Information about the appointee:

*1. Background details:* Mr. Pradeep Gupta is one of the promoters of the Company. Mr. Pradeep Gupta, aged about 67 years, is the founder member of the Company and has been continuing on the Company's Board since its incorporation. Presently, he is the Chairman and Managing Director of the Company. He possesses a Bachelor degree in Engineering from IIT Delhi and a Masters' degree in Business Administration from IIM Calcutta. Mr. Pradeep Gupta pioneered B2B media in India. In 1982, 5 years after graduating from IIM Calcutta, he founded Cyber Media, which established ICT media in India and quickly became the largest specialty media house in the country. With brands such as Dataquest, PCQuest, Voice&Data, Dare, CIOL, Global Services, etc., the company is acknowledged as the leader in this space and is

known for its credibility and influence with the industry.

His contributions to the start-up industry were acknowledged by the Ministry of Skill Development and Entrepreneurship in 2017, when he was given the “National Entrepreneurship Award as the Best Mentor”. In addition, he is an Angel Investor and has mentored over 250 start-ups. He co-founded Indian Angel Network, the largest angel fund in India. He is also the chief mentor for Electropreneur Park; chair of IvyCap Ventures sponsor trust; and a former Global Trustee of TiE.

*2. Past Remuneration:* During the period from May 25, 2019 to May 24, 2022, his overall annual remuneration was Rs. 42 Lakh which included Rs. 36 Lakh per annum towards salary and Rs. 6 Lakh per annum towards perquisites and allowances. It does not include provident fund and gratuity.

*3. Recognition or awards:* Mr. Pradeep Gupta is one of the few individuals in India who have been recognised by both his alma maters. He is the recipient of the “Distinguished Alumni” award of IIT Delhi and IIM Calcutta. He has contributed to the IIT/ IIM ecosystem and has been the Chairman of PanIIT India and on the Board of Governors, IIT Mandi. He has been on the Board of FITT (IIT Delhi incubator) and IIMC Innovation Park.

In the nineties, Mr. Gupta realised that IT sector could offer equal opportunities for the disabled. He worked in sensitising the industry. In recognition of his work, he received the “Helen Keller Award”. He is the Trustee of NCPEDP, the foremost disability rights and advocacy organisation in India; and Chair of the Disability Action Group of Nasscom.

*4. Job profile and his suitability:* Mr. Pradeep Gupta, Chairman & Managing Director has been entrusted with substantial powers of the management of business and affairs of the Company. He has 45 years of experience in business industry. The Company has been substantially benefitted by his vision, professional knowledge and managerial expertise and has made enormous progress. He plays a vital role in providing throughout leadership and strategic inputs to the Company.

*5. Remuneration proposed:* As stated in the Resolution as set out at Item No. 3 of the accompanying Notice.

*6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):* Remuneration of Mr. Pradeep Gupta is in sync with his peers and is commensurate with his qualification, experience, the size of the Company and nature of its business.

*7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:* Mr. Pradeep Gupta is a Promoter-Director, holding 74,78,919 equity shares of Rs. 10 each representing 47.74% of the total paid-up capital of the Company. Mr. Pradeep Gupta is the father of Mr. Dhaval Gupta, Non-Executive Director of the Company.

### **III. Other information:**

*1. Reasons of loss or inadequate profits:* Print media and publishing is the major business of the Company. The increase in digitisation, the business of printing and publishing has been very much impacted in terms of turnover and profitability. It is the digital era, which has reduced the demand of physical copies of magazine, periodic generals. High inflation went up the cost of paper and other raw materials. Consequently, the cost of printing and publishing goes up resulting the loss or inadequate profits.

After a long time, the Company has earned profit after tax in the last financial year. It may incur losses due to uncontrollable reasons, resulting in inadequate profits in some years to pay managerial remuneration.

The operating performance of the Company has improved enormously in the recent financial years, which has led to much improved financial performance. In the market, there is tough competition in the digital marketing, contents, analytics, hence, there would be loss or inadequate profits.

*2. Steps taken or proposed to be taken for improvement:* The Company has moved to e-magazines, e-periodic journals, digital copies of magazines at major parts and less on printing, which reduces the direct cost and increases the easy accessibility of our magazines to the subscribers.

Analytics, contents and advisory services has improved the performance of the Company. The Company has been consistently adopting the policy and measurements which reduced the operating cost of the Company and increased the quality and output in terms of Company's turnover and profitability.

3. *Expected increase in productivity and profits in measurable terms:* In view of business improvement measures taken by the Company, for digital advertising, e-magazines, contents, analytics, along with significant reduction in finance costs due to substantial repayment of term loans, old statutory dues, the risk profile of the Company has diminished. The Company is in a good position to meet the business and other liabilities. In view of various variables involved, including Government policies, it can be expected the good growth of the Company.

#### IV. Disclosures:

*Disclosures in the Board of Directors' report under the heading 'Corporate Governance' attached to the financial statement:* The requisite details of remuneration etc. are included in the Corporate Governance Report, forming part of the Annual Report of the Company.

#### Annexure-B

#### 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 on General Meetings)

Name of Director	Pradeep Gupta	Rohitasava Chand	Amlan Ghose
Director Identification Number (DIN)	00007520	00011150	01241149
Date of Birth	March 08, 1955	October 21, 1946	June 29, 1954
Date of Appointment on the Board	September 10, 1982	August 10, 2021	August 02, 2022
Qualifications	Bachelor of Technology from IIT Delhi  Post Graduate Diploma in Business Administration from IIM Calcutta	Bachelor of Technology from IIT Delhi  Master of Business Administration from Katz Graduate School of Business, University of Pittsburgh, USA	Bachelor of Technology from IIT Delhi  Post Graduation in Management from XLRI, Jamshedpur
Expertise in specific Functional areas	Having 45 years of experience in business industry.  Expertise in corporate and business management.  Thorough understanding of the IT industry, excellent vision, a good understanding of the market.	A serial entrepreneur who has promoted highly successful ventures in the IT, ITES, Education & Financial Services domains.  Having over 51 years of experience in the Indian services sector and is well versed with the regulatory framework in India.	As per annexure
List of other Directorships held excluding foreign companies*.	1.Cyber Media Research & Services Ltd. 2.Cyber Astro Ltd. 3.Cyber Media Foundation Ltd. 4.Kaleidoscope Entertainment Pvt. Ltd. 5.Indian Angel Network Services Pvt. Ltd. 6.Cyber Media Services Ltd. 7.Cybermedia Digitix Ltd. 8.Vakaao Media Pvt. Ltd.	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. 5. Cyber Media Research & Services Ltd.	1.Prologic First India Pvt. Ltd. 2.Intertec Softwares Pvt. Ltd. 3.Mycloud Hospitality Software Pvt. Ltd.
Chairman/Member of the committees of the Board of other Companies in which he/she is a Director @	Nil	<b>Cyber Media Research &amp; Services Ltd.:-</b> Chairman- Stakeholder Relationship Committee. Member -Audit Committee	Nil
No. of shares held in the Company	74,78,919	27,250	Nil
Relationship between Directors Interse *	Father of Mr. Dhaval Gupta, Non-Executive 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 2021-22	4	1	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. Amlan Ghose**

Amlan Ghose graduated in engineering from IIT Delhi in 1975 and completed his post-graduation in management from XLRI Jamshedpur in 1979. Prior his assignments in the hospitality IT industry, Amlan worked in professional audio technology with Philips India and in IT sales for 7 years.

Amlan Ghose started his career in hospitality IT in 1986 managing systems for Oberoi Hotels (EIH Limited) in Iraq while concurrently rendering honorary consulting services to the Iraqi ministry of tourism. Subsequently, Amlan was head of IT for Oberoi Hotels internationally and also the head of a software profit centre promoted by Oberoi Hotels to develop and internationally market software solutions.

In 1994 Amlan left Oberoi Hotels to start his own consulting practice. His primary client was Prologic SA, France – the West European leader in hospitality IT systems at the time. Amlan was responsible for reengineering Prologic SA products to the latest in technology and was instrumental in setting up a development centre in India. In 1998 Amlan took over ownership of the development centre – named Prologic First India. Prologic First is, today, an employee owned company in which Amlan has major equity.

In 2009 Amlan relocated to Dubai where he has, since, promoted a company in the UK and bought into the company contracted to market Prologic First software in the Middle East & Africa and was resident in Dubai till 2012. In addition to marketing Prologic First's hospitality software solutions, these new companies offer systems integration services to the attractions & theme park industries.

Prologic First is a technology leader in the hospitality sector and has achieved considerable international success. The company's latest success is in cloud services and contactless apps for hospitality businesses.

Specialties: Extensive domain knowledge in the hospitality vertical; packaged software product development; branding and international marketing of software products.

Today, Amlan is widely acknowledged as the most experienced and most knowledgeable hospitality IT professional.

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

New Delhi  
August 31, 2022

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