



**34<sup>TH</sup>**

**ANNUAL REPORT 2015-2016**

## **BOARD OF DIRECTORS**

Pradeep Gupta

*Chairman & Managing Director*

Krishan Kant Tulshan

*Independent Director*

Arun Kumar Dang

*Independent Director*

Varsha Bedi

*Independent Director*

Hoshiediar Rastom Ghaswalla

*Whole-Time Director*

Dhaval Gupta

*Whole-Time Director*

## **CHIEF FINANCIAL OFFICER**

Sankaranarayanan V.V.

## **COMPANY SECRETARY**

Anoop Singh

## **BANKERS**

ICICI Bank

HSBC

## **AUDITORS**

M/s. Goel Mintri & Associates

Chartered Accountants

## **C O N T E N T S**

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**NOTICE** is hereby given that the **Thirty Fourth Annual General Meeting** of the members of **Cyber Media (India) Limited** ('the Company') will be held on Wednesday, the 21<sup>st</sup> day of September, 2016 at 9:00 a.m. at **USO House, USO Road, Jeet Singh Marg, Qutab Institutional Area, New Delhi-110067, India**, to transact the following business:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet and Profit & Loss Account for the year ended 31<sup>st</sup> March, 2016 and the audited Cash Flow Statement as on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Hoshiediar Rastom Ghaswalla (DIN: 06371019), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment.
3. To ratify the appointment of M/s. Goel Mintri & Associates, Chartered Accountants, (Firm Registration No. 013211N) as Statutory Auditors of the Company:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) and subject to consent of the Members, the appointment of auditors, M/s. Goel Mintri & Associates, Chartered Accountants, (Firm Registration No. 013211N) be and is hereby ratified as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration and on such terms and conditions as may be decided by the Board of Directors in consultation with the Auditors."

#### **SPECIAL BUSINESS**

##### **4. 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 **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and pursuant to Article No.101 and 123 and any other applicable Articles of the Articles of Association of the Company and subject to approval of the members, consent of the Board be and is hereby accorded to the appointment of Mr. Pradeep Gupta (DIN:00007520), as Chairman and Managing Director of the Company for a period of 3 (Three) years with effect from 25th May 2016 to 24th May 2019 on such terms and conditions as recommended by the Nomination and Remuneration Committee as set out below.

"RESOLVED FURTHER THAT the structure of remuneration, as recommended by the Nomination and Remuneration Committee is as given below:

Mr. Pradeep Gupta shall be paid a total annual remuneration of Rs. 42.00 Lakh (including Rs. 6.00 Lakh towards perquisites 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) ("Remuneration") during the term of his appointment as Chairman and Managing Director."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter or vary the scope of the remuneration of Mr. Pradeep Gupta, Chairman and Managing Director, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013."

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

**Place: New Delhi  
Date: May 25, 2016**

**Sd/-  
Anoop Singh  
Company Secretary**

#### **NOTES:**

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** THE INSTRUMENT APPOINTING PROXY, DULY FILLED AND STAMPED, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. FORM OF PROXY IS ENCLOSED.
- 2) A proxy may not vote except on a poll.
- 3) Members/Proxies/Representatives are requested to bring the Attendance Slip duly filled in for attending the AGM.
- 4) Members are required to bring their copy of the Annual Report to the Annual General Meeting.
- 5) Corporate Members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) ("the Act"), are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
- 6) The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 16<sup>th</sup> September, 2016 till Wednesday 21<sup>st</sup> September, 2016 (both days inclusive).
- 7) Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
- 8) 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.
- 9) The Registrar and Share Transfer Agent of the Company M/s. Link Intime India Private Ltd., having its office at Narang

Tower-44, Community Centre, Naraina Industrial Area, Phase I, New Delhi- 110028 ('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.

- 10) A soft copy of the Notice of 34<sup>th</sup> AGM of the Company *inter alia* indicating the process and manner of e-Voting alongwith the copy of Annual Report for FY 2015-16 will be sent to those shareholders who have registered their e-mail IDs with the Company/Depository participants. The aforesaid documents can also be accessed on the Company's website [www.cybermedia.co.in](http://www.cybermedia.co.in). Shareholders can also register their e-mail IDs and contact numbers with the Company by sending details to [investorcare@cybermedia.co.in](mailto:investorcare@cybermedia.co.in) or with Link Intime India Private Limited at [swapann@linkintime.co.in](mailto:swapann@linkintime.co.in). Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. 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).
- 11) Statement as required in pursuance of section 102 of the Companies Act, 2013, in respect of special businesses at Item No. 4 is annexed hereto.
- 12) 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.
- 13) Brief profiles of Mr. Pradeep Gupta (DIN: 00007520) seeking appointment as Chairman and Managing Director and Mr. Hoshiediar Rastom Ghaswalla (DIN:06371019) being retiring director by rotation, seeking re-appointment, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), are furnished in the Report on Corporate Governance forming part of the Annual Report.
- 14) **Voting through electronic means:**
  - I) In compliance with 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 the Listing Regulations, the Company is providing its members facility to exercise their right to vote on resolutions proposed to be considered at the 34<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited ('CDSL').
  - II) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - III) The remote e-voting period shall commence on Sunday, 18<sup>th</sup> September, 2016 at 9:00 a.m. and end on Tuesday, 20<sup>th</sup> September, 2016 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of 15<sup>th</sup> September, 2016**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the

vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- IV) The process and manner for remote e-voting are as under:

**A. The instructions for shareholders voting electronically are as under:**

- (i) The voting period shall begin on Sunday, September 18, 2016 at 9:00 a.m. and end on Tuesday, September 20, 2016 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) September 15, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily

enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant CYBER EMDIA (INDIA) LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- B. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 15, 2016 may follow the same instructions as mentioned above for e-Voting.
- C. In case you have any queries or issues regarding e-voting,

you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- 15. The Company has appointed M/s. N S and Associates, Practising Company Secretaries, as 'Scrutinizer', for conducting the e-voting process for the AGM in a fair and transparent manner.
- 16. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the Company has transferred unpaid/unclaimed dividend for financial year 2007-08 to the Investor Education and Protection Fund (the 'Fund') of the Central Government.

#### **ANNEXURE TO THE NOTICE**

#### **Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of the Special Business.**

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

Mr. Pradeep Gupta is the promoter and director of the company since its incorporation and has been benefiting the Company with his rich and varied experience. Mr. Gupta is a B.Tech from IIT - Delhi and an MBA from IIM Calcutta. He is a highly qualified technocrat and has 34 years of experience in a wide variety of functional areas. His thorough understanding of the IT industry, excellent vision, a good understanding of the market and a great ability to delegate and empower others has resulted in a consistent healthy growth of the Company over the years.

Keeping in view of Mr. Gupta's rich experience in IT sector, his extra ordinary dedication to the organisation, and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide resolution passed on May 25, 2016 approved the appointment of Mr. Pradeep Gupta as Chairman and Managing Director on the Board of the Company with effect from May 25, 2016 in accordance with the provisions contained in Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 including any statutory modification(s)/ re-enactment(s) thereof.

Approval of the members is required by way of Ordinary Resolution for appointment and fixation of remuneration.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board of Directors recommends the resolution in relation to the appointment of Mr. Pradeep Gupta as Chairman and Managing Director, for the approval of the members of the Company.

The period of office of Mr. Pradeep Gupta shall be liable to determination by retirement of directors by rotation. The disclosure as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in Corporate Governance Report which forms part of the Annual Report.

Except Mr. Pradeep Gupta and Mr. Dhaval Gupta and their relatives, none of the Directors and Key Managerial Personnel of the Company is concerned or interested, financially or otherwise in this resolution interested, financially or otherwise in the resolution set out at Item No. 4.

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

Sd/-  
Anoop Singh  
Company Secretary

Place: New Delhi  
Date: May 25, 2016



# DIRECTORS' REPORT

To

**The Members,**

Your Directors have pleasure in presenting the **Thirty Fourth** Annual Report on the business and operations of the Company and the accounts for the financial year ended March 31, 2016.

## 1. FINANCIAL SUMMARY OF THE COMPANY

The comparative financial position of the Company for the year under report and the previous year is as follows:

(Rs. in Millions)		
Particulars	FY 16	FY 15
<b>Total Income</b>	<b>125.60</b>	<b>169.05</b>
<b>Expenditure</b>		
Direct Expenses	5.16	6.05
Employee Benefits Expenses	56.38	59.14
Other Expenses	163.31	124.50
<b>EBITDA</b>	<b>(99.25)</b>	<b>(20.64)</b>
Financial Expenses	6.60	40.35
Depreciation	11.20	15.42
<b>Profit Before Tax for the Year</b>	<b>(117.05)</b>	<b>(76.41)</b>
Provision for Taxation	(5.65)	(17.43)
<b>Profit After Tax for the Year</b>	<b>(111.40)</b>	<b>(58.98)</b>

### Performance Review

The financial year under review has been very challenging to the Company. Your Company made huge efforts to invest talented and experienced human resources and skills in print media and publishing, digital media services, products and network in the domestic and international market in the year. The Company collected from domestic as well as international market, a total consolidated revenue of Rs. 511.24 millions against the last year consolidated revenue of Rs. 564.56 millions, from print media business, digital media, e-commerce and providing services in the areas of Interactive media etc. The earnings before interest, tax and depreciation on consolidated basis for the financial year under review stands at Rs. (79.57) million against Rs. 14.64 million for the last year. During the year, the net loss figures both on consolidated basis as well as standalone basis were Rs. (129.95) million and Rs. (111.40) million respectively.

## 2. DIVIDEND

Your Directors have not declared any dividend for the year under review.

## 3. TRANSFER TO RESERVES

No amount has been transferred to the reserves during the year under review.

## 4. CORPORATE AFFAIRS

### 4.1 Human Resources

People are our most valuable asset and your Company places the engagement, development and retention of talent as its highest priority, to enable achievement of organisational vision. Structure, Process and Culture are the cornerstones of our Human Resources strategy and we have made strides in each area during the last

year. Employee involvement across Indian and International locations and recognition for individual and team achievements received another fillip.

The Company has always valued its employees. The HR department is geared towards ensuring recruitment, retention and development of the best talent in the industry with focus to contribute, strive towards excellence continuously.

The Company practices various interactive sessions on Team Building, Motivation and Stress Management to keep the employees motivated and improve their work style. The Company has also conducted various training programs across departments for enhancing the Sales, Edit and Managerial skill of the employees.

## 4.2 Writing off of Investments and Debtors

Cyber Media Careers Limited ("CMCL"), an associate and Cyber Media Singapore Pte. Limited ("CMSPTL"), a WOS, of the Company had not been doing any business for a long time. Hence, to avoid expenditures to be incurred on their regulatory compliances and maintenance, these were closed during the year under report.

Consequently, the Company had written off its investments of Rs. 4,46,23,990 and debtors of Rs. 3,50,20,140 in CMCL and investments of Rs. 8,36,400 and debtors of Rs. 2,01,91,601 in CMSPTL, during the year.

## 4.3 Prevention of Sexual Harassment at Workplace

As per the requirement of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder, your Company has an Internal Complaints Committee. During the year under review, no complaint regarding sexual harassment was filed with the Company.

## 4.4 Particulars of Employees and Related disclosures

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification or re-enactment thereof, during the year, no employee of the Company received remuneration in excess of the limits specified in the said rules.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification or re-enactment thereof are furnished in this Report.

## 4.5 Annual Report circulation

Having regard to the provisions of Section 136(1) read with its relevant proviso of the Companies Act, 2013 as amended, the Annual Report containing the audited financial statements including consolidated audited financial statements is being sent by electronic mode to the members whose shareholdings are in dematerialised form and their email ids are registered with depository participants for communication purpose and the shareholders who have registered their email ids for this purpose; and those who have not registered email ids

for this purpose, by physical mode. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished without any fee and free of cost. The Annual Report may also be downloaded from Company's website: [www.cybermedia.co.in](http://www.cybermedia.co.in).

#### 4.6 Consolidated Financial Statements

In accordance with the Accounting Standard (AS)-21 on Consolidated Financial Statements read with AS-23 on Accounting for Investments in Associates and AS-27 on Financial Reporting of Interests in Joint Ventures, the audited consolidated financial statements are provided in the Annual Report.

#### 4.7 Subsidiaries/Joint Ventures/Associate Companies

Your Company has Six subsidiaries, Indian and foreign, the details of which are as under:

- (i) Cyber Media Research & Services Limited;
- (ii) Cyber Astro Limited;
- (iii) Cyber Media India LLC;
- (iv) Kurrent Media LLC.

Further, some of the subsidiaries have further subsidiaries:

- (i) TDA Group Inc., WOS of Cyber Media India LLC
- (ii) Cyber Media Services Limited, WOS of Kurrent Media LLC

During the financial year, the following companies were closed:

- a) Cyber Media Singapore Pte. Limited, a WOS of the company;
- b) Content Matrix LLC, WOS of Cyber Media India LLC and
- c) Global Services Media LLC, a WOS of Cyber Media India LLC

A gist of the financial performance of the subsidiaries is contained in this Report. The annual accounts of the subsidiaries companies are open for inspection by any member/investor and the Company will make available these documents/details upon request by any Member/investor of the Company or its subsidiaries interested in obtaining the same.

#### Associate Companies

The Company has only one associate namely Cyber Media Foundation Limited.

#### 4.8 Board Meetings held during the year

Four meetings of the Board of Directors of the Company were held during the year. The details of the meetings are furnished in the Corporate Governance Report which is attached as Annexure B to this Report.

#### 4.9 Audit Committee Meetings held during the year

Four meetings of the Audit Committee were held during the year. The details of the meetings are furnished in the Corporate Governance Report which is attached as Annexure B to this Report.

#### 4.10 Material Changes and Commitments affecting the Financial Position of the company

As on date, there are no material changes / events affecting the financial position of the Company.

#### 4.11 Significant and Material Orders passed by the Regulators or Courts or Tribunals impacting the going status and Company's operations in future:

There are no significant and/or material orders during the financial year.

#### 4.12 Voluntary Delisting of Company's Equity Shares from the Bombay Stock Exchange Limited

As you are aware that the Company has been facing financial crisis for a long period of time. In view of this, the Board of Directors of the Company found the listing fees payable to the Bombay Stock Exchange Limited (BSE) burdensome and disproportionate to the benefits accruing to the Company and there has been negligible trading for a considerable period of time. Hence, the Board of Directors, at its meeting held on May 27, 2015, approved a proposal for voluntary de-listing of Company's Equity Shares from BSE in accordance with Regulations 6 & 7 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 including any statutory modification(s) or re-enactment thereof ('Delisting Regulations'). However, the Equity Shares of the Company will continue to remain listed on National Stock Exchange of India Limited (NSE) having nation-wide trading terminals. Accordingly, on June 15, 2015, an application has been submitted to BSE in this regard. However, Company's shares have yet not been delisted.

#### 4.13 Loans, Guarantees or Investments under Section 186

During the period under review, the Company had not made any loan to or borrowed any funds from any bank/ financial institutions or made any investments seeking the requirement of compliance with section 186 of the Companies Act, 2013 as amended.

#### 4.14 Managerial Personnel Remuneration

- A. Details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with the Companies (Appointment and Remuneration of Managerial Personnel) Amended Rules, 2016 :
  - (i) Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2015-16, the percentage increase in remuneration of each executive Director, Chief Financial Officer and Company Secretary during the financial year 2015-16.

S. No.	Name of Director/ KMP	Designation	Ratio of remuneration of each Director to median remuneration of Employees	Percentage increase in Remuneration
1.	Pradeep Gupta	Chairman & Managing Director	4.4:1	52%
2.	Hoshiediar Rastom Ghaswalla	Whole-Time Director	5.2:1	Nil
3.	Dhaval Gupta	Whole-Time Director	1.6:1	63%
4.	Sankaranarayanan V.V.	Chief Financial Officer	Not Applicable	7%
5.	Anoop Singh	Company Secretary	Not Applicable	3%

**Note:**

1. In view of the stressed financial condition of the Company, Mr. Pradeep Gupta, Chairman and Managing Director of the Company has not voluntarily been drawing his remuneration since April, 2014;
  2. Remuneration of Mr. Pradeep Gupta, Chairman and Managing Director was enhanced with effect from 25<sup>th</sup> May 2016 within the limits stipulated in section 197 read with Schedule V of the Companies Act, 2013;
  3. During the financial year, Mr. Sankaranarayanan V.V., Chief Financial Officer drawn his remuneration from Cyber Media Research & Services Limited, a hundred percent subsidiary of the Company.
- (ii) The percentage increase in the median remuneration of employees during the financial year: 6%;
- (iii) The number of permanent employees on the roll of the company as on 31<sup>st</sup> March 2016 was 80;
- (iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: NA
- B. Details as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 as amended:
- (i) No employee of the Company, during the financial year, was in receipt of total annual remuneration of not less than Rs. 1.02 Crore or Rs. 8.50 Lakh per month.
  - (ii) No employee, during the financial year, was in receipt of the remuneration in excess of that drawn by Managing Director or Whole-Time Director and holds by himself or along with his spouse and dependent children, not less than 2 % of the equity shares of the Company.

**4.15 Extract of Annual Report**

As per section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, an Extract of Annual Return in Form MGT-9 as on March 31, 2016 is attached as **Annexure C** to this Report.

**4.16 Particulars of contracts or arrangement with related parties**

In accordance with section 188(1) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 as amended, all transactions entered by the Company with Related Parties were in the Ordinary Course of Business and at Arm's Length pricing basis. The Audit Committee granted omnibus approval for the transactions (which are repetitive in nature) and the same were reviewed by the Audit Committee and the Board of Directors.

There were no materially significant transactions with Related Parties during the financial year which were in conflict with the interest of the Company.

The particulars of contracts or arrangements entered into by the Company with the related parties are given in Form AOC-2 attached as Annexure-E to this report.

- 4.17** In accordance with section 143(12) of the Companies Act, 2013 as amended, as per the Statutory Auditors' Report, there is no fraud in the Company

**5. CORPORATE GOVERNANCE**

**5.1 Listing Regulations**

Your Company is fully compliant with the Corporate Governance guidelines, as laid out in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the amended Regulations, SEBI circulars, notifications, etc. (the "Listing Regulations"). All the Directors (and also the members of the Senior Management) have affirmed in writing their compliance with and adherence to the Code of Conduct adopted by the Company. The details of the Code of Conduct are furnished in the Corporate Governance Report attached as Annexure B to this Report.

The Chairman & Managing Director has given a certificate of compliance with the Code of Conduct, which forms part of Annexure B, as required under the Listing Regulations.

M/s. N S & Associates, Practicing Company Secretaries have examined the requirements of Corporate Governance with reference to the Listing Regulations and have certified the compliance. The Certificate has given by them in this regard, which forms part of Annexure B.

The Managing Director / Chief Financial Officer (CEO/ CFO) have given certification as required under the Listing Regulations, which forms part of Annexure B.

Related Party disclosures/transactions are detailed in the Notes to the financial statements.

**5.2 Directors and Key Managerial Personnel**

**a. Appointment of Mr. Pradeep Gupta, as Chairman and Managing Director:**

Mr. Pradeep Gupta, (DIN: 00007520) whose term of three years as Chairman and Managing Director has completed on 29th February 2016. The Board of Directors has, at its meeting held on 25<sup>th</sup> May 2016, further appointed Mr. Pradeep Gupta as Chairman and Managing Director for a term of three years effective from 25th May 2016. Your directors recommend his appointment as such.

**b. Re-appointment of Mr. Hoshiediar Rastom Ghaswalla who retires by rotation:**

Mr. Hoshiediar Rastom Ghaswalla (DIN: 06371019), Whole-Time Director who retires by rotation and being eligible has offered himself for re-appointment as Director. Your directors recommend his re-appointment as such.

**Declaration by Independent Directors**

In terms of Section 149(7) of the Companies Act, the Company has received declaration from the Independent Directors of the Company with respect to meeting the criteria of the independence as stipulated under section 149(6) of the Act. The names of independent directors are as under:

- |                              |                 |
|------------------------------|-----------------|
| (i) Mr. Krishan Kant Tulshan | (DIN: 00009764) |
| (ii) Mr. Arun Kumar Dang     | (DIN: 00087126) |
| (iii) Mrs. Varsha Bedi       | (DIN: 00850365) |

**5.3 Formal Annual Evaluation**

Pursuant to the provisions of the Companies Act, 2013 as amended from time to time and Regulation 25(3) of the Listing Regulations, Independent Directors at their meeting without the participation of the Non-independent Directors and Management, considered/evaluated the



Boards' performance, Performance of the Chairman and other Non-independent Directors.

The Board has undergone a formal review which comprised Board effectiveness survey and review of materials.

The Board subsequently evaluated its own performance, the working of its Committees (Audit, Nomination and Remuneration and Stakeholders Relationship Committee) and Independent Directors (without participation of the relevant Director).

The criteria for performance evaluation have been detailed in the Corporate Governance Report attached as Annexure B to this Report.

#### 5.4 Internal Financial Control

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including the Company's adhering policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the adequacy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

### 6. SHARE CAPITAL

#### A) Issue of equity shares with differential rights:

There was no issuance of equity shares with differential rights during the period under review.

#### B) Issue of sweat equity shares:

There was no issuance of sweat equity shares of the Company during the period under review.

#### C) Issue of employee stock options:

There was no issuance of employee stock options of the Company during the period under review.

#### D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees:

There was no provision of money by the Company for purchase of its own shares by employees or by trustees for the benefits of employees during the period under review.

### 7. CORPORATE SOCIAL RESPONSIBILITY

The Company's net worth and turnover are far below the limits as specified under the provisions of section 135 of the Companies Act 2013 as amended from time to time. Further, the Company has no profit during the financial year under review.

In view of the above, the provisions of Section 135 of the Companies Act, 2013, as amended from time to time, regarding Corporate Social Responsibility are not applicable to the Company.

### 8. PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) including any statutory modifications/amendments thereto.

#### (i) Statement containing salient features of the financial statement of subsidiaries.

(Rs. in Lakhs except % of shareholding)

Sl. No.	Name of Subsidiary	Reporting Period ended	Currency & Exchange Rate	Share Capital Rs.	Reserves & Surplus Rs.	Total Assets Rs.	Total Liabilities Rs.	Investments Rs.	Turnover Rs.	Profit Before Taxation Rs.	Provision for Taxation Rs.	Profit After Taxation Rs.	Proposed Dividend Rs.	% of Shareholding
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)
1.	Cyber Media Research & Services	March 31, 2016	N.A.	15.00	105.39	569.33	448.95	0	810.62	156.93	48.31	108.62	Nil	100
2.	Cyber Astro Limited	March 31, 2016	N.A.	20.00	(78.84)	139.23	198.27	0	510.96	(10.09)	3.19	(6.89)	Nil	37.5
3.	Cyber Media India LLC	March 31, 2016	66.33	1288.25	1909.57	4282.21	1084.39	0	675.93	472.99	0	472.99	Nil	100
4.	TDA Group LLC*	March 31, 2016	66.33	1713.59	290.24	2929.77	925.95	0	2514.92	(110.81)	365.3	(476.2)	Nil	100
5.	Kurrent Media LLC	March 31, 2016	66.33	0	(65.56)	597.79	663.36	0	5.03	(53.29)	0	(53.29)	Nil	100
6.	Cyber Media Services Limited**	March 31, 2016	N.A.	9.00	45.46	711.49	663.03	0	20.19	(22.85)	9.35	(13.49)	Nil	100

\* Wholly Owned Subsidiary of Cyber Media India LLC.

\*\* Wholly Owned Subsidiary of Kurrent Media LLC

#### (ii) Statement containing salient features of the financial statement of associate companies.

(Rs. in Lakhs except % of shareholding)

Sl. No.	Name of Associate Companies	Reporting Period ended	Currency & Exchange Rate	Share Capital Rs.	Reserves & Surplus Rs.	Total Assets Rs.	Total Liabilities Rs.	Investments Rs.	Turnover Rs.	Profit Before Taxation Rs.	Provision for Taxation Rs.	Profit After Taxation Rs.	Proposed Dividend Rs.	% of Shareholding
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)
1.	Cyber Media Foundation Limited	March 31, 2016	N.A.	50.00	(122.35)	7.97	80.31	Nil	Nil	(4.21)	Nil	(4.21)	Nil	50.00

#### (iii) The Company has no joint venture with any company, firm or body corporate etc.

## 9. DEPOSITS

During the year under review, your Company has not accepted any deposits under Chapter V of the Companies Act, 2013, and Rules made there under, as amended.

## 10. AUDITORS:

### 10.1 Statutory Auditors

The Statutory Auditors of the Company, M/s Goel Mintri & Associates, Chartered Accountants, (Firm Registration No. 013211N), were appointed in the 32<sup>nd</sup> Annual General Meeting of the Company held on 30.09.2014 for a period of 5 years commencing from 32<sup>nd</sup> AGM held on 30.09.2014 until the conclusion of 37<sup>th</sup> AGM.

Pursuant to section 139 of the Companies Act, 2013 as amended from time to time, the appointment of statutory auditors is required to be ratified at every annual general meeting of the Company. Hence, your Directors recommend the ratification to the appointment of M/s Goel Mintri & Associates, Chartered Accountants as Statutory Auditors by the members at the ensuing AGM of the Company and to authorise the Board of Directors to fix their remuneration in consultation with them.

#### Statutory Auditors' Report

There was no qualification, adverse remarks or disclaimer in the report issued by the Statutory Auditors of the Company.

### 10.2 Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 your Company engaged the services of M/s. N S & Associates, Company Secretaries in Practice, Delhi to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2016. There was no qualification, adverse remarks or disclaimer in the report of Secretarial Auditors. The Secretarial Audit Report (in Form MR-3) is attached as Annexure D to this Report.

### 10.3 Internal Auditors Report

The Internal Auditors submit their report to the Audit Committee on quarterly basis.

## 11. COMPANY'S POLICIES

### 1.1 Vigil Mechanism/Whistle Blower Policy

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory amendments thereto and Regulation 22 of the Listing Regulations, the Company has the Policy on Vigil Mechanism/ Whistle Blower. The policy is available on the Company's website link: <http://cybermedia.co.in/corporate-governance/>.

During the year, the Company did not receive any complaint under vigil mechanism.

### 11.2 Nomination and Remuneration Policy

The Company has the policy on the appointment and remuneration of directors and key managerial personnel

which provides a framework based on which our human resources management aligns their recruitment plans for the strategic growth of the Company. The policy is uploaded in the Company's website. The related weblink is: <http://cybermedia.co.in/corporate-governance/>.

### 11.3 Related Party Transactions

Your Company has a policy for contracts or arrangements to be entered into by the Company with related parties. The policy has been uploaded in the Company's website. The related weblink is: <http://cybermedia.co.in/corporate-governance/>

### 11.4 Policy for Determining Material Subsidiaries

Your company has policy for determining material subsidiaries which is uploaded in the Company's website. The relevant weblink is: <http://cybermedia.co.in/corporate-governance/>

### 11.5 Risk Management Policy:

Your Company has a robust Risk Management policy. The Company through a Risk Management Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. The Company has a risk management policy which is available on Company's website link: <http://cybermedia.co.in/corporate-governance/>

The details of Risk Management as practiced by the Company is provided as part of Management Discussion and Analysis Report attached as Annexure F to this Report.

### 11.6 Document Preservation Policy

Pursuant to the provisions of Regulation 9 of the Listing Regulations, the Company has formed a policy for preserving the documents, files, information etc. of the company. The policy may be downloaded from the Company's website. The relevant weblink is: <http://cybermedia.co.in/corporate-governance/>.

## 12. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of section 134(5) of the Companies Act, 2013 as amended from time to time, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (i) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (ii) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
- (iii) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 as amended from time to time, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) That the Directors had prepared the annual accounts on