



35TH
ANNUAL REPORT
2016-2017

BOARD OF DIRECTORS

Pradeep Gupta

Chairman & Managing Director

Krishan Kant Tulshan

Independent Director

Shravani Dang

Independent Director

Pramod Kumar Sanghi

Independent Director

Dhaval Gupta

Whole-Time Director

CHIEF FINANCIAL OFFICER

Sankaranarayanan V.V.

COMPANY SECRETARY

Anoop Singh

STATUTORY AUDITORS

M/s. Goel Mintri & Associates
Chartered Accountants

BANKERS

ICICI Bank Limited
HDFC Bank

C O N T E N T S

<u>Particulars</u>	<u>Page</u>
Notice	1
Directors' Report	4
Auditors' Report	40
Standalone Accounts	45
Consolidated Accounts	64
Proxy Form	87
Attendance Slip.....	88

NOTICE is hereby given that the **Thirty Fifth Annual General Meeting** of the members of **Cyber Media (India) Limited** ('the Company') will be held on Tuesday, the 26th day of September, 2017 at 9:00 a.m. (IST) 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 31st March, 2017 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. Dhaval Gupta (DIN: 05287458), 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."

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

**Place : Gurugram
Date : May 29, 2017**

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

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/THEIR 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, 22nd September, 2017 till Tuesday, 26th September, 2017 (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 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase I, Near PVR Naraina, 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 35th AGM of the Company inter alia indicating the process and manner of e-Voting alongwith the copy of Annual Report for FY 2016-17 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. Shareholders can also register their e-mail IDs and contact numbers with the Company by sending details to investorcare@cybermedia.co.in or with Link Intime India Private Limited at 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.
- 11) 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.
- 12) 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 from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members facility to exercise their right to vote on resolutions proposed to be considered at the 35th 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 Saturday,

23rd September, 2017 at 9:00 a.m. (IST) and end on Monday, 25th September, 2017 at 5:00 p.m. (IST). 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 Thursday, **21st September, 2017**, 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 Saturday, September 23, 2017 at 9:00 a.m. (IST) and end on Monday, September 25, 2017 at 5:00 p.m. (IST). 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 21, 2017, 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.
- (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 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:

	For Members holding shares in Demat Form and Physical Form
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"> 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.
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"> 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).).

- (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 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.
 - 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 21, 2017 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
13. 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.
14. The Company has no unpaid/unclaimed dividend for any financial year required to be transferred to the Investor Education and Protection Fund of the Central Government under the provisions of Section 124 of the Companies Act, 2013.

ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTOR(S) SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No. 2 of the Notice

Dhaval Gupta (DIN: 05287458)

As regards to the re-appointment of Dhaval Gupta as referred to in Item No. 2 of the Notice, the following disclosures are made for the information of the shareholders:

Dhaval Gupta (Date of Birth- 15.09.1983), has over 11 years experience in strategy, planning and implementation of business proposals with favorable market opportunity. He is the Executive

Director on the Board of the Company/CyberMedia and heads digital initiatives at CyberMedia. As a new media advocate, Dhaval has a keen understanding of media and technology space.

He has played a pivotal role in establishing CyberMedia as a leading digital services setup. He is the architect of CyberMedia partnerships with Google, Facebook, Twitter, and oversees Cyber Media Services. By building comprehensive online brand strategies, audience profiling and big data analytics, Dhaval has built a strong team and detailed understanding of the global digital economy.

Dhaval has also played a leadership role in driving the digital transformation for media brands including Dataquest, PC Quest, Voice&Data, CIOI.com, CyberAstro.com, among others. His other passions also include working within the startup ecosystem. Dhaval has been actively involved as a mentor & advisor to startups in field of Media, Fintech and Technology.

Dhaval is the Founder-Director of DU Beat, India's largest student newspaper. He is an investor and Board member of WittyFeed.com, India's largest viral content company. He is a Graduate of University of Wisconsin - Madison.

Presently, he holds directorship in the following companies:

- (i) Cyber Media (India) Limited; (ii) Cyber Media Research & Services Limited; (iii) Cyber Media Services Limited; (iv) Vatsana Technologies Private Limited: and (v) Vatsana Technologies (Singapore) Pte. Limited.

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

**Place : Gurugram
Date : May 29, 2017**

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

To

The Members,

Your Directors have pleasure in presenting the **Thirty Fifth Annual Report** on the business and operations of the Company and the accounts for the financial year ended March 31, 2017.

1. FINANCIAL SUMMARY OF THE COMPANY

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("2013 Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis. The Company has six subsidiary companies across the globe.

The financial results of the Company for the year under report and the previous year are as follows:

Consolidated: (Rs. in Lakhs)

Particulars	As on 31.03.2017	As on 31.03.2016
Total Income	5354.00	5112.42
Expenditure		
Direct Expenses	77.87	62.59
Employee Benefits Expenses	2104.15	2131.53
Other Expenses	3167.06	3714.54
EBITDA	4.92	(796.24)
Financial Expenses	114.24	191.53
Depreciation	325.90	415.72
Profit Before Tax for the Year	(435.22)	(1403.49)
Provision for Taxation	(196.25)	(117.41)
Profit After Tax for the Year	(238.97)	(1286.08)

Standalone: (Rs. in Lakhs)

Particulars	As on 31.03.2017	As on 31.03.2016
Total Income	865.60	1256.00
Expenditure		
Direct Expenses	50.60	51.63
Employee Benefits Expenses	660.27	563.76
Other Expenses	445.66	1633.07
EBITDA	(290.93)	(992.46)
Financial Expenses	49.99	66.05
Depreciation	47.64	112.04
Profit Before Tax for the Year	(388.56)	(1170.55)
Provision for Taxation	(182.94)	(56.55)
Profit After Tax for the Year	(205.62)	(1114.00)

Performance Review

Consolidated Operations

The 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 markets. The Company reports total consolidated revenue of Rs. 53.54 crore against consolidated revenue of Rs. 51.24 crore in the previous financial year, 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 stand at Rs. 0.05 crore against a loss of Rs. 7.96 crore in the previous financial year. There is a net loss of Rs. 2.38 crore on consolidated basis for the year against a net loss of Rs. 12.86 crore in the previous financial year.

Standalone operations

The Company reports total standalone revenue of Rs. 8.66 crore against revenue of Rs. 12.56 crore in the previous financial year, 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 standalone basis for the financial year under review stand at Rs. 2.91 crore against a loss of Rs. 9.92 crore in the previous financial year. There is a net loss of Rs. 2.05 crore on standalone basis for the year against a net loss of Rs. 11.14 crore in the previous financial year.

2. DIVIDEND

In the absence of profits, Your Directors do not recommend any dividend for the year under review.

3. SHARE CAPITAL

ISSUED AND PAID UP CAPITAL

In the absence of profits, Your Directors do not recommend any dividend for the year under review.

- During the year under review, the Company allotted 10,66,000 equity shares of Rs. 10 each to Mr. Pradeep Gupta and Mr. Dhaval Gupta, Promoter & Promoter's Group respectively, on preferential basis, on 31.03.2017. After issuance, the issued and paid up capital of the Company has increased from Rs. 10,50,12,420 comprising 1,05,01,242 equity shares of Rs. 10/- each at par to Rs. 11,56,72,420 comprising 1,15,67,242 equity shares of Rs. 10 each.
- Further, after the close of the financial year under review but before the date of this report the Company allotted 13,00,000 equity shares of Rs. 10 each at par to Mr. Pradeep Gupta and Mr. Dhaval Gupta, Promoter & Promoter's Group respectively, on preferential basis, on 06.04.2017. After issuance, the issued and paid up capital of the Company has increased from Rs. 11,56,72,420 comprising 1,15,67,242 equity shares of Rs. 10 each to Rs. 12,86,72,420 comprising 1,28,67,242 equity shares of Rs. 10 each.

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 and there are no outstanding employee stock options issued and/or vested as on March 31, 2017.

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.

4. TRANSFER TO RESERVES

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

5. CORPORATE AFFAIRS**5.1 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 organizational vision. Structure, Process and Culture are the cornerstones of our Human Resources strategy and we have made strides in each area during the year under review. 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.

5.2 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.

5.3 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(s) or re-enactment(s) thereto, 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(s) or re-enactment(s) thereto are furnished in this Report.

5.4 Annual Report circulation

Having regard to the provisions of Section 136(1) read with its relevant proviso of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof, 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 shall be furnished without any fee and free of cost. The Annual Report may also be downloaded from Company's website: www.cybermedia.co.in.

5.5 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.

5.6 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 LLC, WOS of Cyber Media India LLC
- (ii) Cyber Media Services Limited, WOS of Kurrent Media 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 company namely Cyber Media Foundation Limited.

5.7 Board Meetings held during the year

Eight 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 A** to this Report.

5.8 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 A to this Report.

5.9 Material Changes and Commitments affecting the Financial Position of the company

Allotment of equity shares to the Promoters on preferential basis

The Company had, from time to time, borrowed unsecured loans of Rs. 5,88,18,900.63 from Mr. Pradeep Gupta and Mr. Dhaval Gupta, Promoter & belonging to Promoter's Group. During the year, the Company has mutually agreed with them to convert part of the loan amounting to Rs. 2,36,60,000/- into equity of the company comprising 23,66,000 equity shares of Rs. 10/- each subject to shareholders approval and other statutory approvals as may be required. The shareholders have approved the issue and allotment of fresh shares on preferential basis as above vide postal ballot/E-voting on 25.03.2017.

Of 23,66,000 equity shares, the Company allotted 10,66,000 equity shares of Rs. 10/- each at par to Mr. Pradeep Gupta and Mr. Dhaval Gupta, Promoter & Promoter's Group respectively, on preferential basis, on 31.03.2017.

Further, the Company allotted the balance 13,00,000 equity shares of Rs. 10/- each at par to Mr. Pradeep Gupta and Mr. Dhaval Gupta, Promoter & Promoter's Group respectively, on preferential basis, on 06.04.2017.

Subsequent to allotment, the loans from Mr. Pradeep Gupta and Mr. Dhaval Gupta stand at Rs. 4,81,58,900.63 on March 31, 2017 and Rs. 3,51,58,900.63 on April 6, 2017.

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

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

5.11 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 including any statutory modification(s) or re-enactment(s) thereof.

5.12 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 2016-17, the percentage increase in remuneration of each executive Director, Chief Financial Officer and Company Secretary during the financial year 2016-17.

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	6.9:1	Nil
2.	Dhaval Gupta	Whole-Time Director	1.6:1	Nil
4.	Sankaranarayanan V.V.	Chief Financial Officer	Not Applicable	7%
5.	Anoop Singh	Company Secretary	Not Applicable	6%

Note:

In view of the poor financial condition of the Company, Mr. Pradeep Gupta, Chairman and Managing Director of the Company has voluntarily not been drawing his remuneration since April 01, 2014.

- (ii) The percentage increase in the median remuneration of employees during the financial year: 7%;
 - (iii) The number of permanent employees on the rolls of the company as on 31st March 2017 was 70;
 - (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 (including any statutory modification(s) or re-enactment(s) thereof):
- (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.

5.13 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, (including any statutory modification(s) or re-enactment(s) thereof), an Extract of Annual Return in Form MGT-9 as on March 31, 2017 is attached as **Annexure B** to this Report.

5.14 Particulars of contracts or arrangement with related parties

a. Transactions with Related Parties in the ordinary course of business which were at Arm's Length Basis:

During the year under review, there were some transactions entered into by the Company with related parties, which were in the Ordinary Course of Business

and at Arm's Length pricing basis for which the Audit Committee granted omnibus approval (which are repetitive in nature) and the same were reviewed by the Audit Committee and the Board of Directors.

b. Significant Transactions with Related Parties which were at Arm's Length Basis:

During the year under review, on 22.02.2017, the Company entered into a contract/arrangement with Mr. Pradeep Gupta, Chairman & Managing Director and Mr. Dhaval Gupta, Whole-Time Director (both Key Managerial Personnel) (Promoter & Promoters' Group respectively) with respect to conversion of partial outstanding amount of loan (borrowed from them from time to time) aggregating to Rs. 2,36,60,000 into equity of the company comprising 23,66,000 equity shares of Rs. 10 each and to issue and allot these shares at a price of Rs. 10 each to them on Preferential Basis, for which the Audit Committee and the Board had granted their approval. For the purpose, the Company obtained the approval of shareholders of the Company through Postal Ballot/e-voting process, the results of which were declared on 25.03.2017.

Out of 23,66,000 equity shares, the Company allotted 10,66,000 equity shares of Rs. 10 each at par to Mr. Pradeep Gupta, Chairman & Managing Director and Mr. Dhaval Gupta, Whole-Time Director (both Key Managerial Personnel) (Promoter & Promoters' Group respectively) on 31.03.2017, on Preferential Basis.

After the close of the financial year ended March 31, 2017, further 13,00,000 equity shares of Rs. 10 each at par were allotted to Mr. Pradeep Gupta, Chairman & Managing Director and Mr. Dhaval Gupta, Whole-Time Director (both Key Managerial Personnel) (Promoter & Promoters' Group respectively) on 06.04.2017, on Preferential Basis.

- c. During the year, there were no materially significant transactions with related parties which were in conflict with the interest of the Company.
- d. In accordance with section 188(1) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 (including any statutory modification(s)/ amendment(s) thereto), the particulars of contracts or arrangement entered into by the Company with related parties are given in Form AOC-2 attached as **Annexure C** to this report.

5.15 During the year under review, the Company has written off debtors aggregating to Rs. 15,30,827 (Rs. 5,52,11,741 in the previous financial year).

5.16 In accordance with section 143(12) of the Companies Act, 2013 as amended from time to time, as per the Statutory Auditors' Report, there is no fraud in the Company

6. CORPORATE GOVERNANCE

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

M/s. MKP & 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 A.

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

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

6.2 Directors and Key Managerial Personnel

a. Appointment of Directors

(i) Mrs. Shravani Dang (DIN:02131359) was appointed as Independent Additional Director (Non-Executive) with effect from 13.12.2016;

(ii) Mr. Pramod Kumar Sanghi (DIN:00010024) was inducted as Independent Additional Director (Non-Executive) on the Board effective from 13.12.2016.

The above appointments were approved by the shareholders of the company through postal ballot/E-voting, the results of which were declared on 20.01.2017.

Brief profile of Directors appointed during the year under review:

Shravani Dang

Shravani Dang, aged 57 years is senior Communications and CSR leader with over two decades of quantifiable achievements. Her experience base spans multinational companies across Technology, Financial, Not-for-profit and Industrial sectors, in both complex and large organizations.

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

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

Pramod Kumar Sanghi

Mr. Pramod Kumar Sanghi, aged 62 years has a PGDM from IIM, Calcutta and B.Com (H) from Delhi University. He has over 38 years of experience in a wide variety of functional areas including IPO, capital markets, investor interaction and road shows, corporate governance, risk & compliance, capital appropriation-feasibility and project

planning, audit, taxation and controllership, foreign exchange and investment management.

His last assignment was as President- Finance and CFO at Nucleus Software Exports Ltd., a leading Software Product company known for its corporate governance and disclosure of policies. Prior to Nucleus software, he has worked with both large companies and smaller entrepreneur led companies mainly as Head of Finance

b. Re-appointment of Mr. Dhaval Gupta who retires by rotation:

Mr. Dhaval Gupta (DIN: 05287458), Director retires by rotation and being eligible has offered himself for re-appointment as Director. Your directors recommend his re-appointment as such.

c. Resignation of Directors:

- (i) Mrs. Varsha Bedi has stepped down as Director (Independent category) from the Board of the Company effective from 09.09.2016;
- (ii) Mr. Arun Dang has resigned as Director (Independent category) from the Board of the Company effective from 07.12.2016
- (iii) Mr. Hoshiediar Rastom Ghaswalla has also stepped down as Director from Board effective from 20.02.2017.

The Board places on record the contributions made by Mrs. Bedi, Mr. Dang and Mr. Ghaswalla towards the company during their tenure as Directors.

d. 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) Mrs. Shravani Dang (DIN:02131359)
- (iii) Mr. Pramod Kumar Sanghi (DIN:00010024)

6.3 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 A to this Report.

6.4 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.

7. CORPORATE SOCIAL RESPONSIBILITY

The Company's net worth and turnover are below the limits specified under the provisions of section 135 of the Companies Act 2013 including any statutory modification(s) or re-enactment(s) thereof. 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, including any statutory modification(s) or re-enactment(s) thereof, 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 in Form AOC-1.

(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	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 Ltd.	March 31, 2017	N.A	15.00	138.88	845.02	691.14	-	1952.33	28.28	(5.22)	33.49	-	100
2.	Cyber Astro Limited	March 31, 2017	N.A	20.00	(96.88)	83.84	160.72	-	142.32	(26.13)	(8.10)	(18.04)	-	37.5
3.	Cyber Media India LLC	March 31, 2017	64.84	1288.25	2097.47	4358.66	972.94	-	438.17	269.88	-	269.88	-	100
4.	TDA Group LLC*	March 31, 2017	64.84	1713.59	(63.88)	2358.55	708.84	-	2382.67	(224.06)	-	(224.06)	110.87	100
5.	Kurrent Media LLC	March 31, 2017	64.84	-	(97.01)	627.26	724.27	-	.68	(41.21)	-	(41.21)	-	100
6.	Cyber Media Services Limited**	March 31, 2017	N.A	9.00	102.69	658.24	546.55	-	58.63	57.22	-	57.22	-	100

* Wholly Owned Subsidiary of Cyber Media India LLC. ** Wholly Owned Subsidiary of Kurrent Media LLC