



February 10, 2023

Manager - Listing Compliance
BSE Limited
Floor 25, P J Towers, Dalal Street
Mumbai -400 001

Manager - Listing Compliance
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G, Bandra Kurla Complex
Bandra (East), Mumbai-400051

Scrip code: 532640

Symbol: CYBERMEDIA

Sub.: **Postal Ballot Notice**

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose copy of the Postal Ballot Notice dated February 07, 2023 together with the Explanatory Statement thereto, seeking approval of the members of the Company on the special business as set out in the Postal Ballot Notice by means of postal ballot/electronic voting (remote e-voting) in accordance with the applicable laws.

The Company, today on February 10, 2023, has sent the Notice of Postal Ballot along with Explanatory Statement to those members who have registered their email addresses with the Company/Depositories, as on February 03, 2023 (cut-off date). A copy of Postal Ballot Notice is also available on the website of the Company, www.cybermedia.co.in.

In this connection, we also wish to inform that the remote e-voting in respect of the resolutions contained in the Postal Ballot Notice will commence at 09:00 a.m. (IST) on Sunday, February 12, 2023 and shall be concluded at 5:00 p.m. (IST) on Monday, March 13, 2023.

Kindly take note the above information on your record.

Thanking you,
For Cyber Media (India) Limited

Anoop Singh
Company Secretary
M. No. F8264

Cyber Media (India) Limited

Corporate Office: Cyber House, B-35, Sector-32, Gurugram -122001 Haryana, India. Tel: +91-124- 482-2222, Fax: +91-124- 238-0694,
Bangaluru Office: # 205, 2nd Floor, Shree Complex, 73, St. John's Road, Bangalore -560042. Tel: +91-80-2286 8282, Fax:+91-80-2286 2971
Registered Office: D-74, Panchsheel Enclave, New Delhi-110017, India. Tel: +91-11-26491320
Website: www.cybermedia.co.in, CIN: L92114DL1982PLC014334. Email: info@cybermedia.co.in



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. Tel.:0124-4822222
Email: investorcare@cybermedia.co.in. Website: www.cybermedia.co.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013
read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), General Circular No. 11/2022 dated December 28, 2022 read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 03/2022 dated May 05, 2022, issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”) and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (‘SS-2’), each as amended from time to time, to transact the special business as set out hereunder by passing Ordinary / Special Resolution, as applicable, by way of postal ballot / electronic voting.

Further, in terms of the MCA Circulars, the Company shall send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the Members shall only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The Board of Directors of the Company has appointed Mr. Akhilesh Kumar Jha, Company Secretary (Membership No. FCS 9031) of M/s. Akhilesh & Associates, Practicing Company Secretaries (C.P. No. 18250), as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

The Company is desirous of seeking your consent for the proposal as contained in the Resolutions contained in this Notice. The Explanatory Statement pursuant to Sections 102 of the Act pertaining to the Resolutions setting out the material facts concerning the same and the reasons thereof are annexed hereto for your consideration and forms part of this Notice.

Members are requested to send their assent or dissent only through the remote e-voting system. The voting must be submitted not later than 05:00 p.m. (IST) on Monday, March 13, 2023 to be eligible for being considered to the scrutinizer, failing which it will be strictly considered that no reply has been received from the Member.

Members are requested to read the instructions in the Notes for casting their vote through remote e-voting as per the facilities arranged by the Company.

The Scrutinizer shall submit his report to the Chairman of the Company or any other person duly authorised by him after the completion of the scrutiny of the postal ballot e-voting process. The results shall be declared on or before Tuesday, March 14, 2023 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and would also be uploaded on the Company's website at www.cybermedia.co.in.

Special Business

Item 1: Increase in borrowing limit under Section 180(1)(c) of the Companies Act, 2013

To consider and if thought fit, with or without modification(s), if any, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT in supersession of the earlier resolution passed by the members authorizing the Board of Directors of the Company to borrow money, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), the consent of the members of the Company be and is hereby accorded by way of special resolution, to the Board of Directors of the Company, to borrow from time to time, as it may think fit, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital and free reserves of the Company that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 75 Crore (Rupees Seventy Five Crore Only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.”

“RESOLVED FURTHER THAT the Board of Directors (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and settle any documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

Item 2: Increase in limit for making investments, giving loans, guarantees or providing securities under section 186(3) of the Companies Act, 2013

To consider and if thought fit, with or without modification(s), if any, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT in supersession of the earlier resolution passed by the members authorizing the Board of Directors of the Company to make investments, give loans, guarantees or provide securities and pursuant to Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in terms of Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded by way of special resolution to the Board of Directors, for making investment(s) in excess of limits specified under section 186 of Act from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to any body corporate or other person / entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs. 75 Crore (Rupees Seventy Five Crore Only) outstanding at any time, notwithstanding that such investment and acquisition together with the Company's existing investments in all other bodies corporate, loans and guarantees given and securities provided are in excess of the limits prescribed under Section 186(3), of the Act.”

“RESOLVED FURTHER THAT the Board of Directors (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and settle any documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

Item 3: Appointment of Mr. Varun Jain (DIN: 00397935) as Director and as an Independent Director

To consider and if thought fit, with or without modification(s), if any, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT Mr. Varun Jain (DIN:00397935), who was appointed as an Additional Director of the Company with effect from February 07, 2023 by the Board of Directors, in terms of provisions of Section 161(1) of the Companies Act, 2013 (“Act”) and the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and the 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 read with the relevant rules made thereunder and Regulation 17 and other

applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 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. Varun Jain (DIN: 00397935) as Independent Director, not liable to retire by rotation, for a term of five years commencing from February 07, 2023 up to February 06, 2028, be and is hereby approved (both days inclusive).”

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

Sd/-

Anoop Singh
Company Secretary
M. No. F8264

New Delhi
February 07, 2023

Notes:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), each as amended from time to time, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), (NSDL together with CDSL, the “Depositories”) and as available with the Company as at Friday, February 03, 2023 (“**Cut-off Date**”).
3. A copy of this Postal Ballot Notice shall also be available on the website of the Company (www.cybermedia.co.in), the relevant section of the websites of the Stock Exchanges on which the Equity Shares of the Company are listed and the website of Link Intime Private Limited, Registrar and Transfer Agent of the Company. Members holding equity shares as on the Cut-off Date can cast their vote using remote e-voting facility only.
4. In terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only as permitted under MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
5. Members holding shares in physical form and who have not yet registered their e-mail address are requested to register the same with the Company by sending an e-mail at investorcare@cybermedia.co.in. Members holding shares in electronic form are requested to get their e-mail address registered with their respective Depository Participant. Thereafter, the Company would endeavor to send the Postal Ballot Notice to such Members to enable them to cast their vote through e-voting.
6. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to investorcare@cybermedia.co.in from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
7. Pursuant to the provisions of Section 108 of the Act read with the Rules thereunder and Regulation 44 of the SEBI Listing Regulations, the Company is providing e-voting facility to its Members in respect of the resolutions proposed to be passed in terms of the Postal Ballot Notice.
8. The Company has engaged the services of Link Intime India Private Limited (“LI IPL”) as the Authorized Agency to provide e-voting facilities.
9. The voting shall commence on Sunday, February 12, 2023 at 9:00 a. m. (IST) and ends on Monday, March 13, 2023 at 5:00 p. m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by LI IPL for voting thereafter.
10. The Board of Directors of the Company has appointed Mr. Akhilesh Kumar Jha, Company Secretary of M/s. Akhilesh & Associates, Company Secretaries as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
11. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner as on the cut-off date i.e. February 03, 2023.
12. The Scrutinizer will submit his consolidated report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced by the Chairman or any other person authorized by him, on or before Tuesday, March 14, 2023. The Scrutinizer’s decision on the validity of votes cast will be final.
13. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.cybermedia.co.in and on the website of LI IPL www.instavote.linkintime.co.in immediately after the result is declared by the Company and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed viz. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.
14. Instructions for remote e-voting

Instructions for shareholders for e-voting facility

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL:
 - a. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 - b. If you are 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>
 - c. 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL:
 - a. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 - b. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 - c. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 - d. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
 - e. 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. After Successful 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 the company name or e-Voting service provider name i.e. Link Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders 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 holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘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).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for 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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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 or call at : 022 - 4886 7000 and 022 - 2499 7000
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 or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders 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.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1:

The Board of Directors of a Company shall not, except with the consent of the Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid-up capital and its free reserves as per the provisions of Section 180(1)(c) of the Companies Act, 2013 and its rules thereunder.

The Board is of the view that in order to meet the requirements of business activities of the Company and for meeting the expenses for capital expenditure, the Company may, from time to time, shall be further required to borrow money.

In view of above, the Board of Directors at its meeting, held on February 07, 2023, subject to approval of the Shareholders of the Company, approved a borrowing limit of Rs. 75 Crore or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, upto which it may from time to time borrow the money as it may deem fit and best interest of the Company.

It is, therefore, requested to the members to pass a Special Resolution under Section 180(1)(c) of the Companies Act, 2013, as set out at Item No. 1 of the Notice.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

The Board recommends the Special Resolution as set forth at Item No. 1 of the accompanying Notice for approval by the Shareholders of the Company.

Item No. 2:

The Board of Directors of the Company, from time to time, invests the Company's funds in other bodies corporate to make optimum utilization of funds available with the Company to achieve long term strategic and business objectives.

In terms of the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, the Company is permitted to, directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate, up to 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher.

Further, in terms of the provisions of this section, where the giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified in Section 186(2) of the Companies Act, 2013 prior approval of the Members of the Company, by means of Special Resolution is required to be passed at the general meeting of the Company.

In view of above, the Board of Directors at its meeting, held on February 07, 2023, subject to approval of the Shareholders of the Company, approved limit not exceeding Rs. 75 Crore for making investment(s) in excess of limits specified under Section 186 of Companies Act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to any body corporate or other person / entity whether in India or outside India, as may be considered appropriate and best in the interest of the Company.

It is, therefore, requested to the members to pass a Special Resolution under Section 186(3) of the Companies Act, 2013, as set out at Item No. 2 of the Notice.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

The Board recommends the Special Resolution as set forth at Item No. 2 of the accompanying Notice for approval by the Shareholders of the Company.

Item No. 3:

Based on recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors at its meeting held on February 07, 2023, in terms of Section 161(1) of the Companies Act, 2013 ("Act"), appointed Mr. Varun Jain (DIN:00397935) as Additional Director (Non-Executive) of the Company effective from February 07, 2023.

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, and Regulation 16 of the SEBI Listing Regulations,

appointed Mr. Jain as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from February 07, 2023 to February 06, 2028 (both days inclusive).

The Board noted that Mr. Jain's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Jain is eligible for appointment as an Independent Director.

The Company has received from Mr. Jain (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, Mr. Jain has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Jain has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The profile and specific areas of expertise of Mr. Jain and other relevant information as required under the SEBI Listing Regulations and Secretarial Standards are provided as annexure to this Notice.

In the opinion of the Board, Mr. Jain is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as an Independent Director of the Company.

The terms and conditions of appointment of Mr. Jain as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investorcare@cybermedia.co.in. Alternatively, the documents will also be made available at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting.

None of the Directors, 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. 3 of the accompanying notice for approval by the Members of the Company.

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

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

New Delhi
February 07, 2023

Annexure to the Notice

Details of Director seeking appointment /re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 - Secretarial Standard on General Meetings

Profile of Mr. Varun Jain (DIN:00397935)

Varun Jain (aged 39 years) has a diverse background in real estate development, technology, and finance. Varun co-founded Usnatek, a firm that identified new technologies and brought them to India. The firm was a pioneer in the drone services industry in India, having used drones for surveying and mapping as early as 2017. The firm currently supplied security manpower software to companies across India and is working on new initiatives in software related to the management of Drone-data.

He has previously worked as an investment banker responsible for M&A and private equity transactions in technology, real estate and other industries. One of his previous ventures was a business process outsourcing and call-centre technology integration company which he exited through a sale to an investor. He plays an active role in his family's business of real estate development, where he manages the land acquisition, planning and project management for various projects - townships, hotel construction, commercial property construction, and builder floors.

Varun holds an Electronics & Computer Systems Engineering degree from the University of York, UK and an MBA (Finance) from the University of Wisconsin - Madison, USA. He is active in a number of industry forums, particularly in CII - Young Indians (youth wing of CII), where he was the chapter chair for Yi Delhi and is currently heading the Innovation Vertical for Young Indians nationally. He is an active startup investor, having invested in AI, Edtech, Vertical SaaS and Fintech companies.

Particulars of experience, attributes or skills that qualify Mr. Jain for Board membership

Mr. Jain has extensive experience and exposure to areas such as strategy, an investment banker responsible for M&A and private equity transactions in technology, real estate and other industries. One of his previous ventures was a business process outsourcing and call-centre technology integration company which he exited through a sale to an investor. He has excellent skills in planning and project management for various business projects. His executive level experience in business and management also provides him with an insightful perspective on strategic planning, risk oversight and operational matters that is valuable to the Board.

Skills and capabilities required for the role and the manner in which Mr. Jain meets such requirements

The Nomination and Remuneration Committee ("NRC") had identified, amongst others, executive leadership in global corporations, deep expertise in the areas of finance, strategy, governance, government/regulatory affairs, marketing, environment and sustainability as the skills and capabilities for the role. He has significant experience in the areas of strategy, finance, risk management, marketing, governance, regulatory affairs and environment & sustainability. Further, Mr. Jain has deep insights on the economy, business environment and international affairs. Considering the educational background and rich experience, Mr. Jain meets the requirements as laid down by the NRC.

Terms and conditions of appointment:

Mr. Varun Jain will serve for a term of 5 (Five) years commencing February 07, 2023 to February 06, 2028 (both days inclusive).

Board Meeting Attendance and Remuneration: Nil

Bodies Corporate (other than Cyber Media (India) Limited) in which Mr. Varun Jain holds Directorships and Committee Membership:

Directorships:

Indian companies (listed): Nil

Indian company (unlisted):

Ashok Amar Agro Private Limited
Akashdeep Agro Private Limited
Angad Agro Private Limited
Achal Biotech Private Limited
KCV Buildtech Private Limited
Omega Technobuild Private Limited
VRJ Realtors Private Limited
Ramaya Innovations LLP

Member of Board Committees: Nil

Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel:

There is no inter-se relationship between Mr. Varun Jain, other members of the Board and Key Managerial Personnel of the Company.

Shareholding in the Company:

Mr. Varun Jain does not hold any equity shares of the Company.

Listed Entities from which Mr. Jain has resigned as Director in past 3 years: Nil