

January 31, 2022

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: **Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Extra-Ordinary General Meeting along with Explanatory Statement**

Dear Sir/Madam,

Pursuant to Regulations 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the Notice of Extra-Ordinary General Meeting along with the Explanatory Statement of the Company scheduled to be held on Tuesday, February 22, 2022, at 10.00 a.m. through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM').

In compliance with the General Circular no. 20/2021 dated December 08, 2021, read with General Circular No. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular no. 20/2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021, (collectively referred to as "MCA Circulars"), electronic copies of the EGM Notice along with the Explanatory Statement of the Company have been dispatched by email to those Members whose email addresses are registered with the Depository Participants(s) or with the Registrar & Share Transfer Agent of the Company ("R&T Agent") or with the Company.

The EGM Notice along with the Explanatory Statement is available on the Company's website

Kindly take the above on your record.

Yours truly,
For Cyber Media (India) Limited



Anoop Singh
Company Secretary
M. No. F8264

Encl.: As above



CYBER MEDIA (INDIA) LIMITED

CIN: L92114DL1982PLC014334

Regd. office: D-74, Panchsheel Enclave, New Delhi-110017, Tel.: 011-26491320

Corp. office: Cyber House, B-35, Sector-32, Gurugram-122001, Haryana, Tel.: 0124-4822222

Email: investorcare@cybermedia.co.in. Website: www.cybermedia.co.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the **Extra-Ordinary General Meeting (“EGM”)** of the members of **Cyber Media (India) Limited** (‘the Company’) will be held on **Tuesday, the 22nd day of February, 2022 at 10:00 a.m. (IST)** through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following **Special Business**:

Item 1: Approval of potential dilution of shareholding in Cyber Media Research & Services Limited, material subsidiary of the Company, to less than or equal to fifty percent under Regulation 24(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Regulation 24(5) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and applicable provisions of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s)/ amendment(s) to each of the foregoing provisions, notifications, circulars/ guidelines etc. issued by the Stock Exchange of Board of India or by any other concerned statutory authority, and subject to the Memorandum and Articles of association of the Company, requisite approvals as may be required, if any, of any relevant statutory or regulatory authority, and further subject to such terms and conditions as may be prescribed by the concerned authorities while granting such approvals, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include, unless the context otherwise requires any Committee(s) of the Board or any Director/s or officer/s authorised by the Board to exercise the powers conferred on the Board under this resolution) for potential dilution, sale of stake, or reduction of Company’s shareholding in Cyber Media Research & Services Limited (“CMRSL”), to the exercise of offer for sale (OFS) under the further issue of shares to the public by CMRSL, and/or due to further dilution / sale of stake of the Company’s shareholding in CMRSL in order to enable CMRSL to meet the minimum public shareholding required under applicable law post the initial public offering (“IPO”) of CMRSL, and listing of equity shares of CMRSL on the recognised Stock Exchange(s) (including SME Platform) or sale of stake in CMRSL as may be applicable under Regulation 24(5) of the SEBI Listing Regulations, subject to prevailing market conditions and applicable regulatory approvals, and other considerations and terms and conditions as may be applicable and deemed fit by the Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors (which includes a committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to, deciding on the timing, manner and extent of carrying out the aforesaid potential dilution, sale of stake, or reduction of Company’s shareholding in CMRSL to less than or equal to fifty percent of the paid up capital of CMRSL and/ or such other corporate action or sale of stake in CMRSL as may be applicable under Regulation 24(5) of the SEBI Listing Regulations, and to negotiate, finalize and execute agreement(s), such other document(s), by whatever name called and to do all acts, matters and things as may be necessary in this regard and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other Officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary in this connection.”

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

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

New Delhi
January 31, 2022

Notes:

1. The Explanatory Statement in terms of the provisions of section 102(1) of the Companies Act 2013 (“the Act”), which sets out details relating to special business to be transacted at the meeting forms part of this notice.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular no. 20/2021 dated December 08, 2021, read with General Circular No. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular no. 20/2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021, (collectively referred to as “MCA Circulars”) permitted the holding of the (“EGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the EGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the EGM.
3. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the EGM is being held in accordance with the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to investorcare@cybermedia.co.in with a copy marked to insta.vote@linkintime.co.in.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 16th February, 2022 to Tuesday, 22nd February, 2022 (both days inclusive) in terms of provisions of Section 91 of the Companies Act 2013 for the purpose of EGM of the company.
6. The Registrar and Share Transfer Agent of the Company M/s. Link Intime India Private Ltd., having its office at Noble Heights, 1st Floor, NH-2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 (‘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.
7. In compliance with the aforesaid MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company’s website www.cybermedia.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in>. For any communication, the shareholders may also send requests to the Company’s investor email id: investorcare@cybermedia.co.in.
8. All documents referred to in the Notice will be available for inspection electronically upto the date of EGM. Members seeking to inspect such documents can request on email id: investorcare@cybermedia.co.in.
9. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. As per Regulation 40 of SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to convert their holdings into dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents, Link Intime India Private Limited (“LIPL”) for assistance in this regard.

11. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with LIPL in case the shares are held by them in physical form.
12. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. The Company has engaged the services of Link Intime India Private Limited as the Agency to provide e-voting facility for voting through remote e- Voting, for participation in the EGM through VC/OAVM Facility and e-Voting during the EGM.
14. The Board of Directors of the Company has appointed Mr. Akhilesh Kumar Jha, proprietor of M/s. Akhilesh & Associates, Company Secretaries as the Scrutinizer, to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.
15. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 15th February, 2022.
16. Instructions for e-voting are given below:

A. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING FACILITY

The voting period begins at 09:00 a.m. (IST) on Saturday, 19th February, 2022 and ends at 05:00 p.m. (IST) on Monday, 21st February, 2022. The E-Voting module shall be disabled by Link Intime India Private Limited for voting thereafter. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 15th February, 2022 only shall be entitled to cast their vote either through remote e-voting or through E-voting at the EGM.

Remote e-Voting Instructions for shareholders:

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

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

- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.
- After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS" Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting

service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

- Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.

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

- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
- Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

(d) Individual Shareholders holding securities in Physical mode

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

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

- A. **User ID:** Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
- B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$\$&*), at least one numeral, at least one alphabet and at least one capital letter).

Click “confirm” (Your password is now generated).

2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.

3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
7. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

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

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

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

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Individual Shareholders holding securities in demat mode with NSDL:

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Individual Shareholders holding securities in demat mode with CDSL:

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

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

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

B. PROCESS AND MANNER FOR ATTENDING THE EGM THROUGH INSTAMEET:

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

➤ Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

➤ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the EGM through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company in advance between February 11, 2022 to February 13, 2022 on email id: investorcare@cybermedia.co.in created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the EGM through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have

not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the EGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the EGM will be eligible to attend/ participate in the EGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Explanatory statement pursuant to section 102 of the Companies Act, 2013

Item No. 1:

Cyber Media Research & Services Limited (“CMRSL”), a material subsidiary of Cyber Media (India) Limited (“the Company”), is exploring to undertake an initial public offering of equity shares (“IPO”) by way of an offer for further issue of equity shares of CMRSL to the public and an offer for sale of shares and the consequent listing of such equity shares on the recognised Stock Exchange(s) (including SME Platform), subject to receipt of necessary approvals.

The Board of Directors (“the Board”) of the Company at its meeting held on January 31, 2022, accorded its approval for the proposed IPO undertaken by CMRSL and the sale of shares of face value of Rupees Ten each, Company’s shareholding in CMRSL, as a selling shareholder in IPO, which would result in the reduction of shareholding of the Company in CMRSL, to less than or equal to fifty percent, post the IPO of CMRSL, and the consequent listing of such equity shares on the recognised Stock Exchange(s) (including SME Platform), subject to receipt of necessary approvals and other considerations.

Pursuant to completion of the proposed IPO by CMRSL, potential dilution or sale of stake by the Company in CMRSL may be required, in order to enable CMRSL to meet the minimum public shareholding requirement as prescribed under the applicable law.

While the Company will continue to be the Promoter of CMRSL post dilution or sale of stake in CMRSL, however, the Company’s shareholding in CMRSL may reduce to less than or equal to fifty percent of the paid up capital of CMRSL and as provided under regulation 24(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) in CMRSL, would require shareholders’ approval.

Pursuant to Regulation 24(5) of the SEBI Listing Regulations, a listed entity shall not inter-alia dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent without passing a special resolution in its general meeting.

Since, CMRSL is a material subsidiary of the Company, approval of members by way of special resolution will be required for reduction of Company's shareholding in CMRSL to less than or equal to fifty percent of the paid up capital of CMRSL pursuant to potential dilution or sale of stake of the Company's shareholding in CMRSL in order to enable CMRSL to meet the minimum public shareholding required under applicable law post IPO of CMRSL and listing of equity shares of CMRSL on the recognised Stock Exchange(s) (including SME Platform) or such other corporate action or sale of stake in CMRSL as may be applicable under Regulation 24(5) of the SEBI Listing Regulations.

In view of the aforesaid circumstances, approval of the Members is sought as an enabling resolution under Regulation 24(5) of the SEBI Listing Regulations for potential dilution, sale of stake or reduction of shareholding of the Company to less than or equal to fifty percent of the paid up capital in CMRSL as may be applicable on such terms and conditions as deemed fit by the Board of Directors.

The Board recommends the resolution as set out at Item No. 1 of the Notice for approval by the members of the Company as Special Resolution.

Mr. Pradeep Gupta, (DIN:00007520), Chairman and Managing Director of the Company and Mr. Dhaval Gupta (DIN:05287458), Non-Executive Director of the Company, are Directors on the Board of Cyber Media Research & Services Limited.

Accordingly, Mr. Pradeep Gupta and Mr. Dhaval Gupta and their relatives may be deemed to be concerned or interested in the Resolution.

Except as mentioned above, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are financially or otherwise concerned with or interested in the above resolution.

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

New Delhi
January 31, 2022

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