



September 08, 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.: Submission of Notice of the Fortieth Annual General Meeting and Annual Report 2021-22

Dear Sir/Madam,

In furtherance to our letter dated August 31, 2022, pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed following documents:

1. Notice of the Fortieth Annual General Meeting of the Company scheduled to be held on Friday, September 30, 2022; and
2. Annual Report for the financial year 2021-22.

Please take the above information on your record.

Yours truly,
For Cyber Media (India) Limited

ANOOP SINGH Digitally signed
by ANOOP SINGH
Date: 2022.09.08
16:34:43 +05'30'

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

NOTICE

NOTICE is hereby given that the **Fortieth Annual General Meeting** of the members of **Cyber Media (India) Limited** (“the Company”) will be held on Friday, September 30, 2022 at 12:00 p.m. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (standalone and consolidated) of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Rohitasava Chand (DIN:00011150) who retires by rotation and, being eligible, has offered himself for re-appointment.

Special Business:

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

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

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

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

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

(a) Salary:

- (i) First year: Rs. 3,50,000 per month;
- (ii) Second year: Rs. 4,00,000 per month; and
- (iii) Third year: Rs. 4,50,000 per month

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

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

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

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

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

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

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

5. Appointment of Mr. Amlan Ghose as Director and Independent Director

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

“RESOLVED THAT Mr. Amlan Ghose (DIN:01241149), who was appointed as an Additional Director of the Company with effect from August 02, 2022 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under the provisions of Section 161(1) of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and Articles of Association of the Company, being eligible for appointment, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board of Directors, the appointment of Mr. Amlan Ghose (DIN:01241149) as Independent Director, not liable to retire by rotation, for a term of five years with effect from August 02, 2022 up to August 01, 2027, be and is hereby approved.”

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

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

New Delhi
August 31, 2022

Notes:

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

10. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or LI IPL, for assistance in this regard.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or LI IPL, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
12. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If any Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://cybermedia.co.in/corporate-governance/> Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to LI IPL in case the shares are held in physical form.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any Member requests for physical copy of the same. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.cybermedia.co.in, 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 LI IPL at <https://instavote.linkintime.co.in>. For any communication, the shareholders may also send requests to the Company's investor email id: investorcare@cybermedia.co.in.
15. The documents referred to in the Notice shall be available for inspection electronically by the Members during business hours upto the date of AGM, in accordance with the applicable statutory requirements based upon the requests received by the Company at investorcare@cybermedia.co.in.
16. The Company has no unpaid/unclaimed dividend for any financial year required to be transferred to the Investor Education and Protection Fund of the Central Government under the provisions of Section 124 of the Act (including any statutory modification(s)/re-enactment(s) thereof).
17. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. Instructions for e-voting and joining the AGM through VC are as follows:
 - a. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of Link Intime India Private Limited ("LI IPL") as the Agency to provide e-voting facility for voting through remote e-voting, for participation at the AGM through VC/OAVM facility and e-voting during the AGM.
 - b. The Board of Directors of the Company has appointed Mr. Akhilesh Kumar Jha, proprietor of M/s. Akhilesh & Associates, Company Secretaries as the Scrutinizer, to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.
 - c. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 23, 2022.

A. Instructions for shareholders for e-voting facility

The voting period begins at 09:00 a.m. (IST) on Tuesday, September 27, 2022 and ends at 05:00 p.m. (IST) on Thursday, September 29, 2022. The e-voting module shall be disabled by LIPL for voting thereafter. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 23, 2022 only shall be entitled to cast their vote either through remote e-voting or through e-voting at the AGM.

Remote e-voting instructions for shareholders:

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

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

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

- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.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.nsd.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 AGM through InstaMeet:

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

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

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

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

- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.

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

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

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

1. Shareholders who would like to speak during the meeting must register their request with the company in advance between September 19, 2022 to September 21, 2022 on email id: investorcare@cybermedia.co.in created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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

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

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

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

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

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

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

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use

stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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

Explanatory Statement

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

Item No. 3

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

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

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

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

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

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

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

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

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

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

Item No. 4

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

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

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

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

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

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

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

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

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

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

Item No. 5

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

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

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

Mr. Amlan Ghose has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board of Directors, Mr. Amlan Ghose is a person of integrity, possesses the relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management. A copy of the draft letter for the appointment of Mr. Amlan Ghose as an independent director setting out the terms and conditions is available for electronic inspection without any fee by the members.

Given his experience and the Company's adherence to policy on Board Diversity, the Board considers it desirable and in the interest of the Company to have Mr. Amlan Ghose on the Board of the Company and accordingly the Board recommends the appointment of Mr. Amlan Ghose as an Independent Director.

Except Mr. Amlan Ghose, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set forth at Item No. 5 for approval by the shareholders of the Company.

Annexure-A

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

I. General Information:

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

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

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

II. Information about the appointee:

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

known for its credibility and influence with the industry.

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

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

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

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

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

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

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

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

III. Other information:

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

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

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

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

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

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

IV. Disclosures:

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

Annexure-B

Details of Director(s) seeking appointment/re-appointment at the ensuing Annual General Meeting

(Reg. 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard on General Meetings)

Name of Director	Pradeep Gupta	Rohitasava Chand	Amlan Ghose
Director Identification Number (DIN)	00007520	00011150	01241149
Date of Birth	March 08, 1955	October 21, 1946	June 29, 1954
Date of Appointment on the Board	September 10, 1982	August 10, 2021	August 02, 2022
Qualifications	Bachelor of Technology from IIT Delhi Post Graduate Diploma in Business Administration from IIM Calcutta	Bachelor of Technology from IIT Delhi Master of Business Administration from Katz Graduate School of Business, University of Pittsburgh, USA	Bachelor of Technology from IIT Delhi Post Graduation in Management from XLRI, Jamshedpur
Expertise in specific Functional areas	Having 45 years of experience in business industry. Expertise in corporate and business management. Thorough understanding of the IT industry, excellent vision, a good understanding of the market.	A serial entrepreneur who has promoted highly successful ventures in the IT, ITES, Education & Financial Services domains. Having over 51 years of experience in the Indian services sector and is well versed with the regulatory framework in India.	As per annexure
List of other Directorships held excluding foreign companies*.	1.Cyber Media Research & Services Ltd. 2.Cyber Astro Ltd. 3.Cyber Media Foundation Ltd. 4.Kaleidoscope Entertainment Pvt. Ltd. 5.Indian Angel Network Services Pvt. Ltd. 6.Cyber Media Services Ltd. 7.Cybermedia Digitix Ltd. 8.Vakaao Media Pvt. Ltd.	1. BMC International Pvt. Ltd. 2. Sumer Chand And Company LLP 3. The British Motor Car Company (1934) Pvt. Ltd. 4. Trak Services Pvt. Ltd. 5. Cyber Media Research & Services Ltd.	1.Prologic First India Pvt. Ltd. 2.Intertec Softwares Pvt. Ltd. 3.Mycloud Hospitality Software Pvt. Ltd.
Chairman/Member of the committees of the Board of other Companies in which he/she is a Director @	Nil	Cyber Media Research & Services Ltd.:- Chairman- Stakeholder Relationship Committee. Member -Audit Committee	Nil
No. of shares held in the Company	74,78,919	27,250	Nil
Relationship between Directors Interse *	Father of Mr. Dhaval Gupta, Non-Executive Director of the Company.	Not related to any Director(s).	Not related to any Director(s).
No. of meetings of the Board of Directors of the Company attended during the year 2021-22	4	1	N.A.

@ Committee positions only of Audit Committee and Stakeholders Relationship Committee in public companies have been considered.

*Under the Companies Act, 2013.

Brief profile of Mr. Amlan Ghose

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

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

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

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

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

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

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

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

New Delhi
August 31, 2022

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



**Fortieth
Annual Report
2021-22**

BOARD OF DIRECTORS

Pradeep Gupta

Chairman and Managing Director

Rohitasava Chand

Non-Executive Director

Krishan Kant Tulshan

Independent Director

Shravani Dang

Independent Director

Amlan Ghose

Independent Director

Dhaval Gupta

Non-Executive Director

COMPANY SECRETARY

Anoop Singh

CHIEF FINANCIAL OFFICER

Madan Mohan Singh

STATUTORY AUDITORS

M/s. Goel Mintri & Associates

BANKERS

ICICI Bank Limited

HDFC Bank Limited

Contents

	Page Nos.
Notice	
Directors' Report	14
Management Discussion and Analysis	30
Corporate Governance Report	35
Consolidated Financial Statements	
Independent Auditors' Report	47
Consolidated Balance Sheet	53
Consolidated Statement of Profit and Loss	54
Consolidated Statement of Cash Flow	55
Consolidated Statement of Change in Equity	57
Notes forming part of Consolidated Financial Statements	58
Standalone Financial Statements	
Independent Auditors' Report	100
Standalone Balance Sheet	107
Standalone Statement of Profit and Loss	108
Standalone Statement of Cash Flow	109
Standalone Statement of Change in Equity	111
Notes forming part of Standalone Financial Statements	112

NOTICE

NOTICE is hereby given that the **Fortieth Annual General Meeting** of the members of **Cyber Media (India) Limited** ("the Company") will be held on Friday, September 30, 2022 at 12:00 p.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (standalone and consolidated) of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Rohitasava Chand (DIN:00011150) who retires by rotation and, being eligible, has offered himself for re-appointment.

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

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

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

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

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

- (a) Salary:
 - (i) First year: Rs. 3,50,000 per month;
 - (ii) Second year: Rs. 4,00,000 per month; and
 - (iii) Third year: Rs. 4,50,000 per month
- (b) Perquisites and allowances: In addition to the Salary, he shall also be paid Rs. 50,000 per month towards perquisites and allowances like the benefit of furnished accommodation, gas, electricity, water and furnishings, club fees, personal insurance, medical insurance, credit

card fees and expenses, use of cars and drivers and telephones at residence or reimbursement of expenses in lieu thereof, payment of income tax on perquisites by the Company to the extent permissible under the Income Tax Act, 1961 and the rules framed thereunder, medical reimbursement, leave and leave travel concession during the term of his appointment as Chairman and Managing Director."

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

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

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

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

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

"RESOLVED FURTHER THAT the Board (which shall be deemed to include the Audit Committee of the Company and any other duly constituted Committee of Directors thereof) be and is hereby authorised to do all such acts, deeds, matters and

things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

5. Appointment of Mr. Amlan Ghose as Director and Independent Director

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

“**RESOLVED THAT** Mr. Amlan Ghose (DIN:01241149), who was appointed as an Additional Director of the Company with effect from August 02, 2022 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under the provisions of Section 161(1) of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and Articles of Association of the Company, being eligible for appointment, be and is hereby appointed as a Director of the Company.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board of Directors, the appointment of Mr. Amlan Ghose (DIN:01241149) as Independent Director, not liable to retire by rotation, for a term of five years with effect from August 02, 2022 up to August 01, 2027, be and is hereby approved.”

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

**New Delhi
August 31, 2022**

**Anoop Singh
Company Secretary
M. No. F8264**

Notes:

1. The Explanatory Statement in terms of the provisions of Section 102 of the Companies Act 2013 (“Act”), which sets out details relating to special business set out at Item Nos. 3 to 5 of this notice.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 2/2022 dated May 05, 2022, read with General Circular No.

20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, and General Circular No. 21/2021 dated December 14, 2021 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without physical presence of the members at a common venue. In compliance with the MCA Circulars and SEBI Circular, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the MCA Circulars through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
 4. Corporate shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to investorcare@cybermedia.co.in with a copy marked to insta.vote@linkintime.co.in.
 5. The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings (Secretarial Standards-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment or re-appointment at this AGM is annexed as Annexure-B.
 6. The Registrar and Share Transfer Agent of the Company, Link Intime India Private Limited, having its office at Noble Heights, 1st Floor, NH-2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 (“LI IPL”), is handling registry work in respect of shares held both in physical form and electronic/demat form.
 7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 24, 2022 to Friday, September 30, 2022 (both days inclusive) in terms of the provisions of Section 91 of the Act for the purpose of the AGM.
 8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
- a. For shares held in electronic form: to their Depository

Participants (DPs);

- b. For shares held in physical form: to the Company/LIPL in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letters along with Business Reply Envelopes (BRE) for furnishing the required details. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website at <https://cybermedia.co.in/corporate-governance/>
 9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://cybermedia.co.in/corporate-governance/> and on the website of the Company's Registrar and Transfer Agents at <https://instavote.linkintime.co.in>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
 10. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or LIPL, for assistance in this regard.
 11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or LIPL, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
 12. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If any Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://cybermedia.co.in/corporate-governance/> Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to LIPL in case the shares are held in physical form.
 13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the
- AGM.
 14. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any Member requests for physical copy of the same. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.cybermedia.co.in, 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 LIPL at <https://instavote.linkintime.co.in>. For any communication, the shareholders may also send requests to the Company's investor email id: investorcare@cybermedia.co.in.
 15. The documents referred to in the Notice shall be available for inspection electronically by the Members during business hours upto the date of AGM, in accordance with the applicable statutory requirements based upon the requests received by the Company at investorcare@cybermedia.co.in.
 16. The Company has no unpaid/unclaimed dividend for any financial year required to be transferred to the Investor Education and Protection Fund of the Central Government under the provisions of Section 124 of the Act (including any statutory modification(s)/re-enactment(s) thereof).
 17. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 18. Instructions for e-voting and joining the AGM through VC are as follows:
 - a. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of Link Intime India Private Limited ("LIPL") as the Agency to provide e-voting facility for voting through remote e-voting, for participation at the AGM through VC/OAVM facility and e-voting during the AGM.
 - b. The Board of Directors of the Company has appointed Mr. Akhilesh Kumar Jha, proprietor of M/s. Akhilesh & Associates, Company Secretaries as the Scrutinizer, to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.
 - c. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 23, 2022.
- A. Instructions for shareholders for e-voting facility**
- The voting period begins at 09:00 a.m. (IST) on Tuesday, September 27, 2022 and ends at 05:00 p.m. (IST) on Thursday, September 29, 2022. The e-voting module shall be disabled by LIPL for voting thereafter. A person, whose name is recorded in the register of

members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 23, 2022 only shall be entitled to cast their vote either through remote e-voting or through e-voting at the AGM.

Remote e-voting instructions for shareholders:

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

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

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

- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.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.nsd.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.

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).
1. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
 2. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.
 3. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
 4. E-voting page will appear.
 5. 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).
 6. 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 AGM through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - Select the “**Company**” and ‘**Event Date**’ and register with your following details: -
 - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/ Company.
- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

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

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

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

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

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

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

Explanatory Statement

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

Item No. 3

The Shareholders of the Company at the thirty seventh Annual General Meeting held on September 30, 2019 approved the re-appointment of Mr. Pradeep Gupta (DIN:00007520) as a Chairman

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

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

1. Shareholders who would like to speak during the meeting must register their request with the company in advance between September 19, 2022 to September 21, 2022 on email id: investorcare@cybermedia.co.in created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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

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

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

and Managing Director of the Company for a period of three years effective from May 25, 2019 to May 24, 2022 under the relevant provisions of the Act and the rules made there under.

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

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

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

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

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

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

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

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

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

Item No. 4

In order to discharge the old debts, the Company, on January 29, 2022, entered into One Time Settlement for Rs. 14.25 crore with Pridhvi Asset Reconstruction and Securitisation Company Limited ("PARAS"). To meet out the OTS amount, the Company requires funds. Considering the facts and subject to approval of members

of the Company, based upon recommendations of the Audit Committee, the Board of Directors, at its meeting held on May 30, 2022, approved the sale of the Company's immovable property, Cyber House/CyberMedia located at Plot No. B-35, Sector-32, Gurugram-122001 to Cyber Media Research & Services Limited ("CMRSL"), a subsidiary company for a total sale consideration of Rs. 19 crore at arm's length basis, provided the proposed sale shall be subject to requisite consent(s), approval(s), permission(s) of the Haryana Shehri Vikas Pradhikaran (HSVP) (erstwhile Haryana Urban Development Authority) and other statutory authority(ies).

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

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

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

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

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

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

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

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

Item No. 5

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

Pursuant to the provisions of Section 161(1) of the Act and Article 89 of the Articles of Association of the Company, Mr. Amlan Ghose shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The profile and specific areas of expertise of Mr. Amlan Ghose are provided in Annexure-B to this Notice.

Mr. Amlan Ghose has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board of Directors, Mr. Amlan Ghose is a person of integrity, possesses the relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management. A copy of the draft letter for the appointment of Mr. Amlan Ghose as an independent director setting out the terms and conditions is available for electronic inspection without any fee by the members.

Given his experience and the Company's adherence to policy on Board Diversity, the Board considers it desirable and in the interest of the Company to have Mr. Amlan Ghose on the Board of the Company and accordingly the Board recommends the appointment of Mr. Amlan Ghose as an Independent Director.

Except Mr. Amlan Ghose, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set forth at Item No. 5 for approval by the shareholders of the Company.

Annexure-A

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

I. General Information:

- Nature of Industry:* Print media and publishing, digital marketing, contents, analytics, management consultancy etc.
- Date or expected date of commencement of commercial production:* The Company is in operation since 1982.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions*

appearing in the prospectus: Not Applicable

4. Financial performance based on given indicators (As per Ind AS):

(Rs. in Lakhs)

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

5. Foreign investments or collaborators, if any: Not Applicable

II. Information about the appointee:

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

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

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

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

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

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

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

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

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

III. Other information:

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

After a long time, the Company has earned profit after tax in the

last financial year. It may incur losses due to uncontrollable reasons, resulting in inadequate profits in some years to pay managerial remuneration.

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

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

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

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

IV. Disclosures:

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

Annexure-B

Details of Director(s) seeking appointment/re-appointment at the ensuing Annual General Meeting

(Reg. 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard on General Meetings)

Name of Director	Pradeep Gupta	Rohitasava Chand	Amlan Ghose
Director Identification Number (DIN)	00007520	00011150	01241149
Date of Birth	March 08, 1955	October 21, 1946	June 29, 1954
Date of Appointment on the Board	September 10, 1982	August 10, 2021	August 02, 2022
Qualifications	Bachelor of Technology from IIT Delhi Post Graduate Diploma in Business Administration from IIM Calcutta	Bachelor of Technology from IIT Delhi Master of Business Administration from Katz Graduate School of Business, University of Pittsburgh, USA	Bachelor of Technology from IIT Delhi Post Graduation in Management from XLRI, Jamshedpur
Expertise in specific Functional areas	Having 45 years of experience in business industry. Expertise in corporate and business management. Thorough understanding of the IT industry, excellent vision, a good understanding of the market.	A serial entrepreneur who has promoted highly successful ventures in the IT, ITES, Education & Financial Services domains. Having over 51 years of experience in the Indian services sector and is well versed with the regulatory framework in India.	As per annexure
List of other Directorships held excluding foreign companies*.	1.Cyber Media Research & Services Ltd. 2.Cyber Astro Ltd. 3.Cyber Media Foundation Ltd. 4.Kaleidoscope Entertainment Pvt. Ltd. 5.Indian Angel Network Services Pvt. Ltd. 6.Cyber Media Services Ltd. 7.Cybermedia Digitix Ltd. 8.Vakaa Media Pvt. Ltd.	1. BMC International Pvt. Ltd. 2. Sumer Chand And Company LLP 3. The British Motor Car Company (1934) Pvt. Ltd. 4. Trak Services Pvt. Ltd. 5. Cyber Media Research & Services Ltd.	1.Prologic First India Pvt. Ltd. 2.Intertec Softwares Pvt. Ltd. 3.Mycloud Hospitality Software Pvt. Ltd.
Chairman/Member of the committees of the Board of other Companies in which he/she is a Director @	Nil	Cyber Media Research & Services Ltd.:- Chairman- Stakeholder Relationship Committee. Member -Audit Committee	Nil
No. of shares held in the Company	74,78,919	27,250	Nil
Relationship between Directors Interse *	Father of Mr. Dhaval Gupta, Non-Executive Director of the Company.	Not related to any Director(s).	Not related to any Director(s).
No. of meetings of the Board of Directors of the Company attended during the year 2021-22	4	1	N.A.

@ Committee positions only of Audit Committee and Stakeholders Relationship Committee in public companies have been considered.

*Under the Companies Act, 2013.

Brief profile of Mr. Amlan Ghose

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

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

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

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

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

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

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

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

**New Delhi
August 31, 2022**

**Anoop Singh
Company Secretary
M. No. F8264**

To
The Members,

Your Directors have pleasure to present the Fortieth Annual Report of Cyber Media (India) Limited ("the Company" or "CyberMedia") alongwith the audited financial statements for the financial year ended March 31, 2022. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

1. Financial summary

The standalone and consolidated financial statements for the financial year ended March 31, 2022, have been prepared in accordance with the Indian Accounting Standards (Ind AS), provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) (hereinafter referred to as "the Act") and the guidelines issued by Securities and Exchange Board of India.

Key highlights are given as under:

(Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	2021-22	2020-21	2021-22	2020-21
Revenue from Operations	1430.23	766.07	7156.88	3852.72
Other income	28.80	9.70	44.64	25.70
Total Income	1459.03	775.77	7201.52	3878.42
Direct Expenses	812.06	267.35	5545.60	2603.81
Employee Benefits Expenses	401.42	330.05	857.97	746.27
Other Expenses	123.03	112.69	332.30	267.72
EBITDA	122.52	65.68	465.65	260.62
Financial Expenses	106.78	91.64	199.42	193.98
Depreciation	9.65	8.76	38.00	24.17
Profit Before Tax and Exceptional items	6.09	(34.72)	228.23	42.47
Exceptional items	---	---	----	----
Profit Before tax	6.09	(34.72)	228.24	42.47
Provision for Taxation	----	----	76.32	34.45
Profit After Tax	6.09	(34.72)	151.91	8.02

2. Dividend

Due to inadequate profits, the Directors do not recommend any dividend for the year under review.

3. Share Capital

During the year under review, there was no change in the share capital.

4. Transfer to reserves

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

5. Company performance

Consolidated Performance: The Company has boosted its performance in terms of net profit during the year 2021-22

income from operations which has grown to Rs. 71.57 crore as compared to Rs. 38.53 crore during the previous year, a growth of 86%. The Company has recorded earnings before interest, tax and depreciation on consolidated basis during the year under review at Rs. 4.66 crore as compared to Rs. 2.61 crore in the previous year, a growth of 79%. The net profit margins recorded at Rs. 1.52 crore in the year under review as compared to Rs. 0.08 crore in previous year, a growth of 1800%.

Standalone Performance: During the year under review, your company reported a jump in revenue from operations over the previous year due to the speed up of digital marketing, contents, analytics and decrease in the cost of operations including work from home policy followed by the Company. The Revenue from operations increased to Rs. 14.30 crore as compared to Rs. 7.66 crore in the previous year, a growth of 87%. During the year under review, profit before interest, tax and depreciation stood at Rs. 1.23 crore against Rs. 0.66 crore during the previous year, a growth of 86%. The net profit for the year under review is Rs. 0.06 crore as compared to the previous year net loss of Rs. 0.35 crore.

The Board is very glad that your Company has recorded its highest revenue and net profit during the year under review as compared with previous ten years. Moving ahead, we are sure that the Company will continue growing on this performance and generate higher revenues in coming years.

6. Initial Public Offer of Cyber Media Research & Services Limited ("CMRSL"), a material subsidiary

During the year under review, CMRSL has initiated the process of Initial Public Offer ("IPO") on the SME Platform, NSE- EMERGE with National Stock Exchange of India Limited ("NSE"). The Members have approved the IPO vide Special Resolution passed by the Company at the Extra-Ordinary General Meeting held on February 22, 2022.

7. Human resource management

The Company's culture and reputation as a leader in digital technologies, adtech, data analytics, and next-generation services enable us to attract and retain high quality talent. The competency development of our employees continues to be a key area of strategic focus for us. There is a constant endeavor to conduct training and team building activities that help in maintaining camaraderie, knowledge, motivation and culture within the organization.

During fiscal 2022, Covid-19 continued to cause disruptions. The Company invested in building tighter control systems improving processes and operational efficiencies as a result. By establishing smooth WFH processes and remote collaboration, our operation teams were able to ensure that client service level agreements were met and project milestones delivered on time.

Balancing employee well-being, the Company has explored new ways of remote and hybrid working and managing the changing expectations of employees. This continual pursuit has led to high retention rates among employees. By listening to and discussing with our team members we have had limited impact

on business due to the industry phenomenon being referred to as 'the great resignation'.

The Company will continue to connect with all stakeholders on a regular basis, communicate in an open and transparent manner that yield desired results.

8. Annual report circulation

In compliance with the MCA General Circular No. 2/2022 dated May 05, 2022, read with General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021 and General Circular No. 21/2021 dated December 14, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Notice of the Annual General Meeting along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2021-22 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 Company's RTA, Link Intime India Private Limited <https://instavote.linkintime.co.in>.

9. Consolidated financial statements

The audited consolidated financial statements prepared in accordance with the Indian Accounting Standards (Ind AS) are provided in the Annual Report.

10. Company subsidiaries/joint ventures/associate companies

Subsidiaries

As on March 31, 2022, the Company has 5 (five) subsidiaries, Indian and foreign, the details of which are as under:

- i. Cyber Media Research & Services Limited;
- ii. Cyber Astro Limited;
- iii. Cyber Media Services Limited; and
- iv. Cybermedia Digitix Limited

Further, one of the subsidiaries has further subsidiary:

Cyber Media Services Pte. Limited, WOS of Cyber Media Research & Services Limited

Pursuant to Section 129(3) of the Act read with rule 5 of the Companies (Accounts) Rules, 2014, a Statement containing salient features of the financial performance of subsidiaries and associates for the financial year 2021-22 in Form No. AOC-1 is attached to this Report as Annexure-A.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the website of the Company <https://www.cybermedia.co.in/investor-relations>.

Joint venture/associate company

As on March 31, 2022, the Company has an associate company, Cyber Media Foundation Limited.

As on March 31, 2022, the Company has no joint venture with any company, firm or body corporate etc.

11. Directors' responsibility statement

Pursuant to the provisions of Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 as amended from time to time, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) they have prepared the annual accounts on an ongoing concern basis.
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. Directors and key managerial personnel

Inductions

- The Shareholders at the 39th AGM of the Company held on September 30, 2021, approved the appointment of Mr. Rohitasava Chand as Non-Executive Director on the Board with effect from August 10, 2021.
- Mr. Madam Mohan Singh took over as the Chief Financial Officer with effect from January 31, 2022, in place of Sankaranarayanan V.V., who stepped down as Chief financial Officer of the Company with effect from January 31, 2022. The Board places on record Mr. Sankaranarayanan V.V.'s contribution as Chief Financial Officer.

Mr. Madan Mohan Singh who is a commerce graduate, has rich experience in taxation, finance, accountancy and had served the Company from April 1987 to August 2008, and re-joined the Company on April 01, 2013.

Change in designation of director(s) during the year

Mr. Dhaval Gupta (DIN:05287458) has been designated as Non-Executive Director with effect from January 31, 2022.

Mr. Dhaval Gupta was initially joined the Board as Whole-Time Director with effect from October 01, 2015 and further re-appointed as Whole-Time Director for a period of five years with effect from October 01, 2020. The Board places on record his contribution as Whole-Time Director.

Completion of term as independent director during the year

Mr. Pramod Kumar Sanghi (DIN:0010024) joined the Company as Independent Director on December 13, 2016. His term of five years as independent director has completed on December 12, 2021. The Board places on record its appreciation for his invaluable contribution and guidance during his tenure with the Company.

Appointments/Re-appointments

Re-appointment of Chairman and Managing Director

- The Board of Directors, at its meeting held on May 24, 2022 approved the re-appointment of Mr. Pradeep Gupta (DIN:00007520), as Chairman and Managing Director for a further period of 3 years with effect from May 25, 2022 to May 24, 2025.
- The Board recommends the re-appointment for approval of the Shareholders. A resolution seeking shareholders' approval for his re-appointment alongwith other required details forms part of the Notice of the Annual General Meeting ('AGM').

Appointment of Independent Director

- The Board of Directors, vide Circular Resolution dated August 02, 2022, approved the appointment of Mr. Amlan Ghose (DIN:01241149), as Additional Director (under Non-Executive Category) with effect from August 02, 2022, who shall hold office as such upto the date of the next Annual General Meeting.
- Further, the Board opined Mr. Amlan Ghose, a person of integrity, possessing the relevant expertise and experience and based upon declaration of independence submitted by Mr. Amlan Ghose and after due assessment of the veracity of the same, and subject to approval of Shareholders, approved his appointment as an "Independent Director" for a tenure of five consecutive years from the date of his appointment i.e. August 02, 2022.
- The Board recommends the appointment for approval of the Shareholders. A resolution seeking Shareholders' approval for his appointment alongwith other required details forms part of the Notice of the AGM.

Director liable to retire to rotation

Mr. Rohitasava Chand (DIN:00011150) retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. The Notice convening the ensuing AGM sets out the details.

Resignations

In view of directorships exceeding ten, Mr. Arun Seth (DIN:00204434) has stepped down as Independent Director of the Company with effect from August 03, 2022. Mr. Arun Seth joined the Company with effect from September 02, 2020. The Board places on record its appreciation for his invaluable contribution and guidance during his

tenure with the Company.

Independence of directors

Your Company's Board consists of experience rich, professionals and visionaries who provide strategic direction and guidance to the organization.

As on March 31, 2022, the Board comprised of three non-executive independent directors.

Pursuant to the provisions of Section 149(7) of the Act, the independent directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 including any statutory modifications, circulars, notifications etc. (hereinafter referred to as the "SEBI Listing Regulations"). There has been no change in the circumstances affecting their status as independent directors of the Company.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company,

Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Act, Mr. Pradeep Gupta, Chairman and Managing Director, Mr. Madan Mohan Singh, Chief Financial Officer and Mr. Anoop Singh, Company Secretary are the Key Managerial Personnel as on March 31, 2022.

Composition of Board of Directors

The Board comprises of six directors viz. Executive, Non-Executive and Independent Directors including woman director. The details of composition of the Board of Directors are given in the Corporate Governance Report which forms part of this report.

13. Number of meetings of the Board

Four meetings of the Board of Directors were held during the financial year under review. For details of meetings of the Board including attendance at the meetings, number of directorships in other entities, please refer the Corporate Governance Report attached to this report.

14. Committees of the Board:

The Company's Board has following committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

Details of Committee meetings, terms of reference of the Committees, Committee membership and attendance of Directors at meetings of the Committees are provided in the Corporate Governance Report which is part of this report.

15. Board evaluation

In terms of the Policy for Evaluation of the Performance of the

Board of Directors of the Company, the Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations.

The performance of the board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors, the Board as a whole and Chairman of the Company was evaluated, taking into account the views of executive directors and non-executive directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

At the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the Board, its Committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

The criteria for performance evaluation have been detailed in the Corporate Governance Report which forms part of this Report.

16. Particulars of employees and related disclosures

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to the Report as Annexure-B.

17. Transactions with related parties

- a. 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:
 - (i) During the year under review, the Company, on January 27, 2022, acquired 90,000 equity shares (face value of Rs. 10 each) of Cyber Media Research & Services Limited, subsidiary, from Cybermedia Digitix Limited, Wholly Owned Subsidiary, for a total aggregate amount of Rs. 12,15,000

at a price of Rs. 13.50 per share, at arms' length basis.

- (ii) During the year under review, the Company, at its Extra-Ordinary General Meeting held on February 22, 2022, approved Initial Public Offer undertaken by Cyber Media Research & Services Limited ("CMRSL"), a material subsidiary and dilution of shareholding in CMRSL, to less than or equal to fifty percent under Regulation 24(5) of the SEBI Listing Regulations.

Further, in terms of Shareholders' approval vide Special Resolution dated February 22, 2022, the Board of Directors, on March 19, 2022, approved the Offer for Sale of upto 3,72,000 equity shares of Rs. 10 each in the Initial Public Offer of CMRSL.

CMRSL has, on April 01, 2022, filed Draft Red Herring Prospectus to the National Stock Exchange of India (NSE) for obtaining in-principle approval of listing the equity of CMRSL at the SME Platform of NSE-EMERGE.

- c. There were no materially significant transactions with related parties which were in conflict with the interest of the Company.
- d. None of the transactions with related parties fall under the scope of Section 188(1) of the Act. As required under section 134(3)(h) of the Act, Form AOC-2 is attached as Annexure-C to this report.

Pursuant to SEBI Listing Regulations, the resolution seeking the approval of shareholders on material related party transactions is being placed at the AGM.

18. Disclosure requirements

As per SEBI Listing Regulations, the Corporate Governance Report with the Practicing Company Secretary's Certificate thereon and MD/CEO's certificate and the Management Discussion and Analysis are attached to this report which form part thereof.

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

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

19. Corporate Social Responsibility

The Company's net worth, turnover and net profit are below the limits specified under the provisions of section 135 of the Act. Hence, the provisions with respect to Corporate Social Responsibility are not made applicable to the Company.

20. Internal financial control and their adequacy

The Board of your Company has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively. Your Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the

accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

21. Auditor's report and Secretarial audit report

Statutory Auditor's report

The statutory auditor's report does not contain any qualifications, reservations, or adverse remarks or disclaimer.

Pursuant to Section 143(12) of the Act, the statutory auditor has not reported to the Company, any instances of fraud committed against the Company by its officers or employees.

Secretarial Auditor's report

The secretarial auditor's report does not contain any qualifications, reservations, or adverse remarks or disclaimer. Secretarial auditor's report is attached to this report as Annexure-D.

Secretarial audit of material unlisted subsidiary

In compliance of Regulation 24A read with Regulation 16(1) (c) of the SEBI Listing Regulations and Section 204 of the Act, the secretarial auditor's report of Cyber Media Research & Services Limited, a material unlisted subsidiary of the Company is attached to this report as Annexure-E.

Internal Auditor's Report

The Internal Auditor submitted their report to the Audit Committee on quarterly basis.

22. Company's policies

Vigil Mechanism/Whistle Blower Policy

The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees in confirmation with Section 177(9) of the Act and Regulation 22 of SEBI Listing Regulations, to report concerns about unethical behavior. The details of the policy have been disclosed in the Corporate Governance Report which is attached to this report. The policy is also available on Company's website link: <https://cybermedia.co.in/corporate-governance/>. During the year, the Company did not receive any complaint under vigil mechanism.

Nomination and Remuneration Policy

The Company has the policy on the appointment and remuneration of directors and key managerial personnel which provides a framework based on which our human resources management aligns their recruitment plans for the strategic growth of the Company. The policy is available on the Company's website. The related weblink is: <https://cybermedia.co.in/corporate-governance/>.

Policy on Related Party Transactions

The Company has a policy for contracts or arrangements to be entered into by the Company with related parties which is available on Company's website link, <https://cybermedia.co.in/corporate-governance/>

Policy for Determining Material Subsidiaries

The Company has policy for determining material subsidiaries which is available on the Company's website. The relevant weblink is: <https://cybermedia.co.in/corporate-governance/>

Code of Conduct for Prevention of Insider Trading in Company's Securities

The Company has Code of Conduct for Prevention of Insider Trading in Company's Securities which is available on the Company's website. The relevant weblink is: <https://cybermedia.co.in/corporate-governance/>

Document Preservation Policy

The Company has established a policy in confirmation of Regulation 9 of the SEBI Listing Regulations for preserving the documents, files, information etc. of the Company. The policy may be downloaded from the Company's website. The relevant weblink is: <https://cybermedia.co.in/corporate-governance/>

Policy for Determining Materiality of an event or information

The Company has policy for determining materiality of an event or information which is available on the Company's website. The relevant weblink is: <https://cybermedia.co.in/corporate-governance/>

Risk Management

Risk is an integral and unavoidable component of business and your company is committed to managing the risk in a proactive and effective manner. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: regulations, competition, business risk, technology obsolescence, investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, legal risk. Your Company adopts systematic approach to mitigate risks associated with accomplishment of objectives, operations, revenues and regulations. The Company has a Risk Management Policy. Our risk management policy focuses on three key elements, (i) risk assessment; (ii) risk management; and (iii) risk monitoring. Risk assessment consists of a detailed study of threats and vulnerability and resultant exposure to various risks. Risk management and risk monitoring are important in recognizing and controlling risks. Risk mitigation is an exercise aiming to reduce the loss or injury arising out of various risk exposures. The Audit Committee of the Company reviews the Risk Management Policy and its implementation.

Code of Conduct for the Board of Directors and Senior Management

The Company has on place Code of Conduct for the Board of Directors and Senior Management which is available on the Company's website. The relevant weblink is: <https://cybermedia.co.in/corporate-governance/>

Board Diversity Policy

The Company has on place a policy for the diversity of the Board which is available on the Company's website. The relevant

weblink is: <https://cybermedia.co.in/corporate-governance/>

Sexual Harassment Policy

The Company has constituted Internal Committee as per provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and also has a policy and framework for employees to report sexual harassment cases at workplace and its process ensures complete anonymity and confidentiality of information. Workshops and awareness programmes against sexual harassment are conducted across the organization.

During the year, no complaint regarding sexual harassment was filed with the Company. There was no pending complaint at the end of the financial year under review.

23. Deposits from the public

The Company has not accepted any deposits under Chapter V of the Act and the rules made there under, (including any statutory modification(s) or re-enactment(s) thereof).

24. Conservation of energy, technology absorption and foreign exchange and outgo

The particulars prescribed under Section 134 of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, relating to Conservation of Energy, technology Absorption, Foreign Exchange Earnings and outgo are given below:

Conservation of energy:

- i. The operations of the Company are not energy-intensive. However, significant measures are taken to reduce energy consumption by using energy-efficient equipment. The Company constantly evaluates and invests in new technology to make its infrastructure more energy efficient and also under cost reduction measure the management has internally issued different circulars for use of natural light in place of tube lights; Administration keep a regular check on whether the Computer systems provided to the employees have been shut down properly at the time of closure of office etc.
- ii. No new investment is made on such energy saving devices during the financial year.
- iii. Further, since energy costs comprise a very small part of your Company's total expenses, the financial implications of these measures are not material.

Technology absorption:

- The Company uses latest equipment and state of the art products and technology to provide a tech friendly environment to its employees. We are investing in process-driven technology automation across all operational functions. This includes proprietary products developed in-house as well as leveraging tools from the market.
- Company uses diverse mix of technology platforms across its business functions driven by business needs. Some of the technologies being utilized are C++, corePHP, React, Angular, MongoDB, Hadoop, javascript, node.js, GO, Python, Ruby,

among others. The Company has the internal knowledge and expertise across all these technologies.

- For our product offerings, we are currently working with prominent cloud computing partners including Amazon Web Services, Automattic, DigitalOcean, Liquidweb, Kinsta, Trend Micro, among others. Our systems also put high premium on security protocols, and ensure the data is protected.
- By virtue of the above initiatives, the Company is able to adopt appropriate technology for rendering better services at competitive prices.
- The Company firmly believes in that research and development of new techniques and processed will help the Company to grow and thus it is taking steps to upgrade and modernize its processes by adopting latest technology developments in the field.

Foreign exchange earnings and outgo:

The details of foreign exchange earned and outgo during the year are as follows:

Foreign Exchange particulars (Rs.)

Foreign Exchange earnings 21,72,548

Foreign Exchange Expenditure Nil

Efforts and initiatives in relation to exports

The Company is continuously putting efforts for more global recognition. As a part of this Transformation Agenda, we continue to make changes in how we are organized and how we build and deliver technologies. In this transformation journey, we decided to leverage our experience of over two decades by extending our suite of services to other websites, ad agencies and clients. For the purpose, we tied up, around four years back, with Google as a Premier Partner. The Company serves its Digital marketing services, advisory, contents etc. to its clients with analytics. Besides those services, the company also offers standalone Analytics services to its ICT clients.

The Company's mission is to partner with enterprises, industry associations and governments in research, consulting & advisory, and go-to-market services and enable them to achieve success and sustained growth

25. Disclosures as per the Companies (Account) Rules, 2014

There was no change in nature of business of the Company.

Names of companies which have become or have ceased to be its subsidiaries, joint ventures or associate companies during the year under review: None

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

26. Other disclosures

Material changes and commitments affecting the financial position of the Company

In discharge of past debt obligations, the Company, on January 18, 2022, offered One Time Settlement (“OTS”) to Pridhvi Asset Reconstruction and Securitisation Company Limited (“PARAS”), Hyderabad for Rs. 14.25 Crore, which PARAS accepted on January 29, 2022. The Company has paid 50% of the OTS amount till April 20, 2022.

As per OTS terms, upon receipt of 50% of OTS amount, PARAS has withdrawn the applications against (i) Mr. Pradeep Gupta, Chairman and Managing Director of the Company, Personal Guarantor, on May 5, 2022; and against (ii) Cyber Media (India) Limited, Corporate Debtor; and (iii) Cyber Media Research & Services Limited, Subsidiary of the Company, Corporate Guarantor, on May 17, 2022.

Till date of this Report, the Company has paid to PARAS, Rs. 9.75 Crore out of the total OTS amount of Rs. 14.25 Crore.

Particulars of loans, guarantees and investments

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the financial statements.

Annual Return

In compliance of Section 134(3)(a) of the Act, copy of Annual Return for the financial year ended March 31, 2022 prepared as per sub-3 of Section 92 of the Act has been hosted on the Company’s website. The relevant weblink is: <https://cybermedia.co.in/corporate-governance/>

Listing on stock exchanges

The Company’s shares are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) with scrip id/symbol 532640/CYBERMEDIA respectively. The Company confirms that the annual listing fees to both the stock exchanges for the financial year 2021-22 have been paid.

Depository System

The Company’s equity shares are available for dematerialization through National Securities Depository Limited and Central Depository Services (India) Limited. As of March 31, 2022, 98.66% of the equity shares of the Company were held in dematerialised form.

Details of application(s) made under the Insolvency and Bankruptcy Code, 2016

Pridhvi Asset Reconstruction and Securitisation Company Limited, Financial Creditor, on March 27, 2021, filed applications under sections 7 and 95 of the Insolvency and Bankruptcy Code, 2016 before the Hon’ble National Company Law Tribunal-New Delhi Branch, against (i) the Company, Corporate Debtor, (ii) Cyber Media Research & Services Limited, Subsidiary of the Company, Corporate Guarantor; and (iii) Mr. Pradeep Gupta, Chairman & Managing Director of the Company, Personal Guarantor.

The Company, on January 18, 2022, offered One Time Settlement (OTS) to PARAS for Rs. 14.25 Crore, which PARAS accepted on January 29, 2022.

As per OTS terms, upon receipt of 50% of OTS amount, PARAS has withdrawn all the three applications against; (1) Mr. Pradeep Gupta, Chairman and Managing Director of the Company, Personal Guarantor, on May 5, 2022; and (2) (i) Cyber Media (India) Limited, Corporate Debtor; and (ii) Cyber Media Research & Services Limited, Subsidiary of the Company, Corporate Guarantor, on May 17, 2022.

Disclosure on cost records

The provisions of Section 148 of the Act are not applicable to the Company, hence the Company is not required to maintain any cost records.

Additional Information

The additional information required to be given under the Act and the rules framed thereunder, has been laid out in the Notes attached to and forming part of the financial statements. The Notes to the financial statements referred to the Auditors’ Report are self-explanatory and therefore do not call for any further explanation.

27. Acknowledgements

The Directors express their warm appreciation to the Company’s employees for their unstinted commitment and continued contribution to the growth of the Company.

The Directors thank the government, regulatory authorities, banks, financial institutions, shareholders, customers, vendors and other business associates for their continued support and co-operation in the Company’s progress.

The Directors appreciate and value the contribution made by every member of the CyberMedia family.

For and on behalf of the Board of
Cyber Media (India) Limited

Sd/-
Pradeep Gupta
Chairman and Managing Director
DIN: 00007520

Sd/-
Krishan Kant Tulshan
Director
DIN: 00009764

New Delhi
August 13, 2022

Annexure-A

Statement containing salient features of the financial statement of subsidiaries and associates in Form No. AOC-1

(INR in Lakhs except % of shareholding)

Sr. No.	Name of Subsidiary	Reporting Period ended	Currency & Exchange Rate (USD)	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend	% of Shareholding
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)
1.	Cyber Media Research & Services	March 31, 2022	-	252.00	65.63	1987.61	905.19	0.66	3418.17	201.22	67.03	134.19	-	59.11
2.	Cyber Astro Limited	March 31, 2022	-	20.00	(173.43)	34.55	180.65	0.20	64.31	(11.99)	-	(11.99)	-	37.50
3.	Cyber Media Services Limited	March 31, 2022	-	9.00	(9.26)	2.20	2.46	-	-	(0.88)	-	(0.88)	-	100
4.	Cyber Media Services Pte. Ltd.*	March 31, 2022	75.52	0.66	32.33	142.00	109.00	-	737.19	8.54	0.67	7.88	-	100
5.	Cybermedia Digitix Limited	March 31, 2022	-	1.00	(0.63)	0.90	0.53	-	-	1.86	-	1.86	-	100
Associate Company														
1.	Cyber Media Foundation Limited	March 31, 2022	-	5.00	(128.84)	1.26	80.10	Nil	Nil	(0.21)	Nil	(0.21)	Nil	34.63

* Wholly Owned Subsidiary of Cyber Media Research & Services Limited

For and on behalf of the Board of
Cyber Media (India) Limited

Sd/-
Pradeep Gupta
Chairman and Managing Director
(DIN:00007520)

Sd/-
Krishan Kant Tulshan
Director
(DIN:00009764)

Sd/-
Madan Mohan Singh
Chief Financial Officer

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

New Delhi
May 30, 2022

Annexure-B

Particulars of employees and related disclosures

(1) Disclosure under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The ratio of the remuneration of each director to the median remuneration of the employees of the Company, and the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary, in the financial year 2021-22:

Name	Ratio to median remuneration	% increase in remuneration
Non-Executive Directors		
Rohitasava Chand*	\$	#
Krishan Kant Tulshan	\$	#
Shravani Dang	\$	#
Arun Seth	\$	#
Dhaval Gupta	\$	#
Executive Directors		
Pradeep Gupta**	7:1	Nil
Chief Financial Officer		
Sankaranarayanan V.V. @		##
Madan Mohan Singh &	--	##
Company Secretary		
Anoop Singh	--	15%

* Appointed w.e.f. August 10, 2021

** In view of weak financial condition of the Company, Mr. Pradeep Gupta, Chairman and Managing Director of the Company voluntarily drew only twenty five percent of his monthly remuneration during the financial year 2021-22.

@ Relinquished the office of Chief Financial Officer w.e.f. January 31, 2022.

& Appointed as Chief Financial Officer w.e.f. January 31, 2022.

\$ and #: No remuneration is paid to any of the non-executive directors.

Since the remuneration is only for part of the year, the percentage increase in remuneration is not comparable and hence, not stated.

- The percentage increase in the median remuneration of employees during the financial year: 11%;
- The number of permanent employees on the rolls of the Company as on March 31, 2022 was 46;
- 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 exceptional circumstances for increase in the managerial remuneration: Not Applicable
- The Company affirms that the remuneration is as per the remuneration policy of the Company.

(1) Disclosure under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- No employee was in receipt of remuneration for the year under review in the aggregate of one crore and two lakh rupees or eight lakh and fifty thousand rupees per month.
- No employee was in receipt of remuneration for the year under review in the aggregate or at a rate which in the aggregate, was in excess of that drawn by the managing director and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

On behalf of the Board of Directors
Cyber Media (India) Limited
Sd/-
Pradeep Gupta
Chairman and Managing Director
(DIN: 00007520)

New Delhi
May 30, 2022

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 including any statutory modification(s)/re-enactments(s) thereof (the "Act")

This form pertains to disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Act including arm's length transactions under third proviso thereto:

(i) Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2022, which were not at arm's length basis.

(ii) Details of material contracts or arrangement or transactions at arm's length basis:

There were no material contracts or arrangements or transactions entered into during the year ended March 31, 2022.

For and on behalf of the Board of Directors

Sd/-
Pradeep Gupta
Chairman and Managing Director
(DIN:00007520)

Sd/-
Krishan Kant Tulshan
Director
(DIN:00009764)

New Delhi
May 30, 2022

Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Cyber Media (India) Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Cyber Media (India) Limited** (CIN: L92114DL1982PLC014334) (hereinafter called "the Company") having its registered office at D-74, Panchsheel Enclave, New Delhi-110017. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(To the extent as applicable to the Company)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(There is no such event occurred during the audit period and continual disclosure has been neutralized via amendment)**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the audit period.)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period.)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) regulations, 2009; **(Not applicable to the Company during the audit period.)**
 - (h) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period.)**
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (vi) Other laws specifically applicable to the company are as follows:

- a) Press and Registration of Books Act, 1867.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India on meetings of the Board of Directors and General Meetings.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (iii) MCA General Circular No. 02/2021 dated January 13, 2021 read with General Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 which permitted the holding of Annual General Meeting for the financial year 2020-21 through video conferencing / other audio visual means.
- (iv) MCA Notification No. G.S.R. 806(E) dated December 20, 2020 read with Notification G.S.R. 186(E) dated March 19, 2020, which permitted to conduct the meetings of the Board or its committees through video conferencing or other audio-visual means.
- (v) MCA General Circular No. 20/2021 dated December 08, 2021 read with General Circular Nos. 14/2020 dated April 08, 2022, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2022, 39/2020 dated December 31, 2020, and 10/2021 dated June 23, 2021, which permitted the companies to conduct their EGMs through video conferencing / other audio visual means, upto June 30, 2022.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that:

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and the rules made thereunder.
- b. Adequate notices were given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor, tax auditor, and other designated professionals.

We further report that during the audit period, there were following other specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

- a. In discharge of past debt obligations, the Company has, on January 18, 2022, offered One Time Settlement (OTS) to Pridhvi Asset Reconstruction and Securitisation Company Limited ("PARAS"), Hyderabad for Rs. 14.25 Crore, which PARAS accepted on January 29, 2022.
- b. The Company has, at its Extra-Ordinary General Meeting held on February 22, 2022, approved (i) Initial Public Offer undertaken by Cyber Media Research & Services Limited ("CMRSL"), material subsidiary; and (ii) proposal of potential dilution of shareholding in CMRSL, to less than or equal to fifty percent under Regulation 24(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 through Offer for Sale in the Initial Public Offer of CMRSL.

Further, as per authority given by the Shareholders vide Special Resolution dated February 22, 2022, the Board of Directors of the Company has, on March 19, 2022, approved the Offer for Sale of upto 3,72,000 equity shares (face value of Rs. 10 each) of CMRSL in the Initial Public Offer of CMRSL.

Post audit period we report that:

Pursuant to One Time Settlement terms, Pridhvi Asset Reconstruction and Securitisation Company Limited, Hyderabad has withdrawn all the

three applications pending under sections 7 and 95 of the Insolvency and Bankruptcy Code, 2016 before the Hon'ble National Company Law Tribunal, New Delhi Bench against, (i) Mr. Pradeep Gupta, Chairman and Managing Director of the Company, Personal Guarantor, on May 5, 2022; and (ii) Cyber Media (India) Limited, Corporate Debtor; and Cyber Media Research & Services Limited, Subsidiary of the Company, Corporate Guarantor, on May 17, 2022.

**For Akhilesh & Associates
(Company Secretaries)**

Sd/-

Akhilesh Kumar Jha
(Proprietor)

(M. No. FCS9031 CP No.: 18250)

Peer Review -1717/2022

UDIN: F009031D000238348

Place: New Delhi

Date: 30-05-2022

Note:-

- 1- This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part if this report.

"ANNEXURE A"

To,
The Members,
Cyber Media (India) Limited
D-74, Panchsheel Enclave,
New Delhi-110017

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. The Secretarial Audit has been conducted through online based due to the COVID-19 Pandemic. Our responsibility is up to the documents and information if any provided by the company. Hence, our responsibility is to express an opinion on these secretarial records based online verification.

**For Akhilesh & Associates
(Company Secretaries)**

Sd/-

Akhilesh Kumar Jha
(Proprietor)

M. No. FCS9031 CP No.: 18250

Peer Review -1717/2022

UDIN: F009031D000238348

Place: New Delhi

Date:30-05-2022

Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Cyber Media Research & Services Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Cyber Media Research & Services Limited** (CIN:U74130DL1996PLC081509) (hereinafter called "the Company") having its registered office at D-74, Panchsheel Enclave, New Delhi-110017. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the "Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **(Not applicable to the Company during the audit period)**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(To the extent as applicable to the Company)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company during the audit period)**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not applicable to the Company during the audit period)**
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the audit period)**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the audit period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the audit period)**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) regulations, 2009; **(Not applicable to the Company during the audit period)**
 - (h) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **(To the extent as applicable to the Company)**
- (vi) There were no other laws specifically applicable to the company are as follows:

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India on meetings of the Board of Directors and General Meetings.
- (ii) MCA General Circular No. 02/2021 dated January 13, 2021 read with General Circular No. 20/2020 dated May 5, 2020 which permitted the holding of Annual General Meeting for the financial year 2020-21 through video conferencing / other audio visual means.
- (iii) MCA Notification No. G.S.R. 806(E) dated December 20, 2020 read with Notification G.S.R. 186(E) dated March 19, 2020, which permitted to conduct the meetings of the Board or its committees through video conferencing or other audio-visual means.
- (iv) MCA General Circular No. 20/2021 dated December 08, 2021 read with General Circular Nos. 14/2020 dated April 08, 2022, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2022, 39/2020 dated December 31, 2020, and 10/2021 dated June 23, 2021, which permitted the companies to conduct their EGMs through video conferencing / other audio visual means, upto June 30, 2022.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that:

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the applicable provisions of the Act.
- b. Adequate notices were given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor, tax auditor, and other designated professionals.

We further report that during the audit period, there were following other specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

- a. Cyber Media (India) Limited, holding company had, from time to time, borrowed money from State Bank of Mysore (now State Bank of India) and in respect of the said loan, the Company extended its Corporate Guarantee. On March 1, 2016, State Bank of Mysore assigned the said loan to Pridhvi Asset Reconstruction and Securitisation Company Limited ("PARAS"), Hyderabad.

In discharge of the aforesaid debt obligations, Cyber Media (India) Limited, on January 18, 2022, offered One Time Settlement (OTS) to PARAS for Rs. 14.25 Crore, which PARAS accepted on January 29, 2022.

- b. The Company, vide Special Resolution dated February 22, 2022, increased the authorised share capital from Rs. 3,00,00,000 (divided into 30,00,000 equity shares of Rs. 10 each) to Rs. 5,00,00,000 (divided into 50,00,000 equity shares of Rs. 10 each).
- c. Pursuant the authority given by the Shareholders of the Company vide Special Resolution dated February 22, 2022, the Board of Directors has, on February 22, 2022, issued/allotted 16,20,000 equity shares (face value of Rs. 10 each) as bonus aggregating to Rs. 1,62,00,000 to the existing shareholders of the Company in the ratio of 9:5 (i.e. nine new equity shares for every five existing shares). Consequently, the paid-up capital of the Company has increased from Rs. 90,00,000 (divided into 9,00,000 equity shares of Rs. 10 each) to Rs. 2,52,00,000 (divided into 25,20,000 equity shares of Rs. 10 each).
- d. Cyber Media Research & Services Limited ("CMRSL") has, at its Extra-Ordinary General Meeting held on February 22, 2022, approved Initial Public Offer to list the equity of upto 4,50,000 equity shares (face value of Rs. 10 each) including the Offer for Sale of equity shares of Cyber Media (India) Limited, Promoter, of CMRSL in the Initial Public Offer of CMRSL.

Further, as per authority given by the Shareholders vide Special Resolution dated February 22, 2022, the Board of Directors of CMRSL has, on March 30, 2022, approved Draft Red Herring Prospectus to list the of upto 7,80,000 equity shares (face value of Rs. 10 each) including the Offer for Sale of upto 3,72,000 equity shares (face value of Rs. 10 each) of Cyber Media (India) Limited, Promoter of CMRSL, in the Initial Public Offer of CMRSL on the SME Platform of NSE-EMERGE.

Post audit period we report that:

- a. The Company has, on April 01, 2022, filed Draft Red Herring Prospectus to the National Stock Exchange of India Limited /Securities and Stock Exchange Board of India, for obtaining in-principal approval.
- b. Pursuant to One Time Settlement terms, Pridhvi Asset Reconstruction and Securitisation Company Limited, Hyderabad has withdrawn all the three applications pending under sections 7 and 95 of the Insolvency and Bankruptcy Code, 2016 before the Hon'ble National Company Law Tribunal, New Delhi Bench against (i) Mr. Pradeep Gupta, Chairman and Managing Director of the Corporate Debtor, Personal Guarantor, on May 5, 2022; and (ii) Cyber Media (India) Limited, Corporate Debtor; and Cyber Media Research & Services Limited, Subsidiary of the Corporate Debtor, Corporate Guarantor, on May 17, 2022.

For Akhilesh & Associates
(Company Secretaries)

Sd/-

Akhilesh Kumar Jha
(Proprietor)

M. No. FCS9031 CP No.: 18250

Peer Review -1717/2022

UDIN: F009031D000329527

Place: New Delhi

Date: 26-05-2022

Note: -

1- This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part if this report.

"ANNEXURE A"

To,
The Members,
Cyber Media Research & Services Limited
D-74, Panchsheel Enclave,
New Delhi-110017

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. The Secretarial Audit has been conducted through online based due to the COVID-19 Pandemic. Our responsibility is up to the documents and information if any provided by the company. Hence, our responsibility is to express an opinion on these secretarial records based online verification.

For Akhilesh & Associates
(Company Secretaries)

Sd/-

Akhilesh Kumar Jha
(Proprietor)

M. No. FCS9031 CP No.: 18250

Peer Review-1717/2022

UDIN: F009031D000329527

Place: New Delhi

Date: 26-05-2022

Investors are hereby informed that statements in this Management Discussion & Analysis describing the objectives, projections, estimates and expectations of Cyber Media (India) Limited (“CyberMedia”/“the Company”) may be ‘forward-looking statements’ within the meaning of applicable laws and regulations. The following discussions and analysis should be read in conjunction with the Company’s financial statements included herein and the notes thereto.

This MDA covers the overall business of Cyber Media (India) Ltd including its subsidiaries. The financial figures are provided for the consolidated business of the group. If stand-alone numbers are considered, they are highlighted as such.

Industry Overview

This chapter has been extracted/ derived from the “Dentsu-e4m Digital Report 2022”

Businesses today are witnessing a large-scale digital transformation which is paving the way for the convergence of media. Digital has now become the centre point to business operations and delivery. The transformation, catalysed by the pandemic, is also helping the Indian advertising industry evolve. The sector, which currently stands at Rs 70,715 crore, is witnessing a growth of 18.6% over 2020. It is expected to reach Rs 93,119 crore by the end of 2023, growing at a CAGR of 14.75%. The digital advertising industry has witnessed a growth in market size from Rs 15,782 crore in 2020 to Rs 21,353 crore in 2021, growing at 35.3%. Digital media is expected to grow at 29.5% CAGR to reach a market size of Rs 5,809 crore by 2023.

In 2021, television claimed the largest share of media spending (42%, Rs 29,279 crore), followed by digital (30%, Rs 21,353 crore) and print (24%, Rs 16,599 crore). Currently, FMCG has the highest contribution of 34% (Rs 23,736 crore) towards the Indian advertising industry, followed by e-commerce (14%, Rs 9,619 crore) and automotive (7%, Rs 4,745 crore). The biggest contributors to the digital media industry are FMCG (42%, Rs 8,928 crore), e-commerce (17%, Rs 3,607 crore), consumer durables (6%, Rs 1,368 crore) and pharmaceutical (5%, Rs 1,124 crore).

The pandemic has propelled the adoption of digital in India at an unprecedented rate of 35.3% over 2020. Spends on digital media is led by social media which has the largest share of 29% (Rs 6,218 crore), closely followed by online video (28%, Rs 5,907 crore) and paid search (23%, Rs 5,039 crore). FMCG, education and media & entertainment verticals spend the largest share of their digital media budget on online video, while pharmaceuticals and e-commerce spend the most on paid search. The rapid increase in mobile usage and improved internet infrastructure has led to 75% (Rs 16,015 crore) of digital media spending on mobile devices.

Most of the online expenditure on mobile devices goes to social media (30%) and online video (30%). Over the next decade, we will witness a shift from what advertising looks like to what advertising feels like. Marketing and advertising will deviate from communication to predictions based on specific customer needs and experiences. The media convergence will interlink advertising and content. Brands will build unique experiences for customers using ads powered by extended reality. The marketers will bring real-life experiences such as rides at theme parks, shopping, etc. to a customer’s home

via affordable VR devices and will enable the customers to enjoy through their living rooms at minimal cost. The future of marketing and business will be more diverse, inclusive and connected to real customers’ needs.

Furthermore, the press release accompanying the above report gives more insights on the Digital Marketing business as under:

The report also notes that advertising spends on e-commerce platforms stood at Rs 6,300 crore in 2021, and is expected to grow at a rate of 36% in 2022. With e-commerce emerging as the digital backbone of the retail sector, many small and big players, especially from small metros and towns, have realized the immense potential that advertising on e-commerce platforms holds, it added.

As per the report, social media and online video remain the strongest platforms on digital media, seeing consistent growth over the years. With the newer offerings of social and video commerce, consumers are spending more time on these platforms, resulting in the high growth of advertising spends on digital media.

It added that social media and online video presence have been imperative for brands as these command the highest consumption levels and hence offer the biggest consumer engagement. With the rapid pace at which the internet infrastructure has been improving along with the advent of 5G technologies, spends on online video will witness the highest growth in the next few years, the report notes.

Digital Ad Market Size in 2023

The report has projected that the Indian digital industry is expected to grow at 29% to reach a market size of Rs 35,809 crore by the end of 2023. Digital is expected to contribute 38% to the overall advertising industry in India, on par with television. Ad spends on online video are projected to grow with a CAGR of 34.86% to reach a spends’ share of 30 per cent (Rs 10,474 crore) of the digital advertising market by the end of 2023. Social media is expected to grow with a CAGR of 29.79% to have a spend share of 29%. Paid search will have a spend share of 22% while display banners will have a 16% share by the end of 2023.

According to the report, the Indian short-form video ecosystem, which is occupied by a mix of short-form video apps like Reels, Josh, MX TakaTak, Roposo, Moj, Zili, and YouTube Shorts, presents greater opportunities for brands to leverage upon greater engagement. In the near future, Indian short-form video has the potential to be a frontrunner with the availability of cheap internet data, easy-to-use platforms, and vernacular language. The short-video content market is set to get a boost in India.

Digital media spends across industry verticals

The FMCG category makes the highest contribution of 42% (Rs 8,928 crore) to the digital media industry. This contribution has increased tremendously since the onset of the pandemic that has brought about a fundamental shift in how consumers purchase their essentials and groceries. The e-commerce sector contributes 17% (Rs 3,607 crore) to the Indian digital media industry. This is followed by categories such as consumer durables (6%, Rs 1,368 crore), pharmaceuticals (5%, Rs 1,124 crore) and automotive (5%, Rs 970 crore).

The FMCG category spends the maximum share of its digital media

budget on online video (41%), followed by social media (31%). It spends 16% of its digital media budget on display banners and 9% on paid search. The e-commerce segment spends the highest share of its digital media budget on paid search (47%), followed by 25% on social media and 14% on online video. The consumer durables segment spends the maximum share of its digital media expenditure on paid search (30%) and social media (26%). This is followed by a spend share of 20% on display banners. The pharmaceutical sector spends 48% of its digital media budget on paid search, followed by 24% on online video and 22% on social media.

The report also says that the automotive segment spends its digital media budget on paid search (26%), online video (24%), and social media (22%). The telecom category spends 33% of its digital media budget on social media, followed by 27% on online video. The education sector spends 34% of its digital media budget on online video and 29% on social media. The BFSI segment spends 37% of its digital media expenditure on paid search, followed by display banners (27%) and social media (23%). The Media & Entertainment category spends 34% of its digital media budget on online video followed by 30% on social media. The retail segment spends 44% of its budget on social media, followed by 24% on paid search and 19% on display banners.

Digital Media Spends Across Devices

At the end of 2021, 75% (Rs 16,015 crore) of digital media revenue was contributed by spends on mobile devices while the spends on desktops stood at 25% (Rs 5,338 crore). At the consumers' end, almost all internet technology adoption is happening on mobile devices. The largest proportion of the spends on mobile devices is claimed by social media (30%, Rs 4,734 crore) and online video (30%, Rs 4,728 crore) as the majority of the consumer content consumption happens around these two formats. The highest share of spends on desktop is claimed by social media (28%, Rs 1,484 crore) and paid search (28%, Rs 1,463 crore). By the end of 2022, the report estimates that the share of advertising spends on mobile devices will reach 77% (Rs 21,374 crore).

Furthermore, with the advent of new applications and the availability of better connectivity technologies and affordable devices, the advertising spends share on mobile devices is expected to grow at a CAGR of 32.06% to reach 78% (Rs 27,931 crore) by the end of 2023.

Spends on digital media programmatic buying contributed 40% (Rs 8,541 crore) by the end of 2021, as the pandemic has led to increased buying of digital media inventory through programmatic. Direct buying of digital media inventory contributes 60% (Rs. 12,812 crore) currently. It is expected that programmatic buying of digital media will reach a share of 42% (Rs 11,659 crore) by 2022. We expect it to grow with a CAGR of 37.35% to reach a spend share of 45% (Rs 16,114 crore) by the end of 2023.

(Source - Dentsu-e4m Digital Report 2022)

CyberMedia's Business

Digital and Social Media

This is the biggest portion of the company's business. CyberMedia launched www.ciol.com in 1996, making it the first online property

for Information Technology. CIOL continues to be among the largest generators of content for the IT industry, and with the broadest reach. The company decided to leverage its experience of over two decades by extending our suite of services to other websites, ad agencies and clients. For this purpose we tied up with Google as a partner for AdSense, AdX, Adwords, DFP, DV360, GAM 360 and other programs. CyberMedia today handles billions of page views per month as a Digital Marketer. Our own content engine, the ICT sites reach an online community of over 1.75 million business decision makers, across 12 properties.

As a part of Transformation Agenda, we continue to make changes in how we are organized and how we build and deliver technologies. In this transformation journey, given the dynamic nature of digital media, Cyber Media digital assets continue to innovate and reproduce content that impacts and engages the community in new ways. This media mesh, or integrated platform, allows the business decision makers to access information when and where, and in the format that is preferable to them, including on social networking platforms.

CMRSL is engaged in ad tech and data analytics business in an industry which is expanding rapidly. The Company has four revenue streams i.e., Digital Marketing, Programmatic Media Buying, Publisher Monetization, and Data Analytics. These together form the pillars of the digital marketing landscape, i.e. we provide proprietary solutions that enable advertisers and publishers to match the right ad with the right user. This drives higher conversions and sales for advertisers and enables publishers to earn more. The Company has been growing its offerings and customer base, and is well positioned to build multiple revenue streams in the digital landscape.

Automation in this industry is driving significant changes, and data acts a critical enabler. Our algorithms leverage large sets of data, process it via our AI engines to provide the right results, therefore simplifying digital marketing. CMGalaxy, Auxo Ads and CyberAds is CMRSL's propriety products for different stakeholders in the ecosystem.

The post-Pandemic world will see significant shift in consumer behaviour towards digital. The Company has positioned its products along the entire ad tech value-chain. CMGalaxy and CyberAds offer solutions to advertisers that allow them to manage their media spends prudently. Auxo Ads allows publishers to receive better ad bids therefore improving their revenues. CMRSL sees this as an ideal time to scale its revenues by aggressively promoting its products and capture market share at an accelerated pace, and enjoy strong tailwinds for the coming decade.

Analytics

Analytics & Research always has and will continue to be our road to profit ahead. The team of dedicated and enthusiastic professionals of the CyberMedia family have taken it upon themselves to focus on building a strong bottom-line. We work for several MNCs and Indian companies and provide deep analytics on their concern areas.

The CMRSL team is passionate about digital, and believe AI has an integral role to play in data-enrichment and drive better marketing experiences across devices, formats and user preferences. Leveraging first-party data we use AI to:

- Build precise ad match between ads and users.

- Access to both demand and supply inventories, thereby reducing middle-men thereby reducing fraud and maximizing ROI.
- Enrich data-sets that create a large repository of audience information continuously.
- Enable customers a no-code or low-code approach to their marketing challenges.

CMRSL has built innovative solutions and will continue to invest in technology to increase competitiveness and gain market share.

Events

For most media companies, events have emerged as a strong source of revenue. CyberMedia has focussed on 'owned' events and 'brand leverage' events. Owned events are events where it owns the IP. Brand leverage events are those where the correct community is put together for a sponsor. The company conducts 50+ events every year. Major owned events include T-School Conference & Awards, Dataquest Digital Leadership Conclave & Awards, V&D Telecom Leadership Forum, DQ Deep Tech, Transformation in Health Tech etc.

Print Media

Over three decades now, CyberMedia has been a pioneering and leading media service company, operating in the digital and print space. Its brands:

Dataquest has been seen as a pioneer of IT Media in India. Referred to as the Bible of Indian IT, Dataquest has constantly endeavoured to highlight the major issues faced by the IT industry and users, publishing in-depth analyses of market trends and fast changing technologies.

PCQuest is one of the largest read IT Publication in India. Known as the most authentic source of IT purchase decision making content for enterprises and consumers alike, it is trusted by millions of readers in India that helps to understand the latest technologies, choose the right IT products, and solutions. It covers enterprise implementation strategies, technologies, trends, news.

Voice&Data is a leading monthly read by the who is who of the telecom and networking industry as the leading articles focus on the various telecom business strategies and execution. Voice&Data is the only business and communication magazine in India which provides latest statistical analysis on the Indian Telecom Industry with reliable facts and figures.

DQ Channels caters to the ICT Channel Community. It offers a platform for ICT vendors to engage with Channel Partners – Distributors, ISPs, VARs, Retailers etc.

Our brands are leaders in their space.

Entrepreneurship

Entrepreneurship is a major focus for the Company. CyberMedia is the implementation partner for India's first Electronics System Design and Manufacturing (ESDM) incubation centre, the Electropreneur Park (EP), set-up by the Ministry of Electronics and Information Technology (MeitY), in association with the India Electronics and Semiconductor Association (IESA). The company gets a

management fee and equity in each of the company incubated in EP. In addition, the Company continues to focus on enabling and empowering new IT incubation centres for fostering technology startups through DPR and incubation advisory services.

Opportunities and Threats

Opportunities

For a content company, emergence of digital connectivity through various platforms presents newer and more intense ways of engaging with its consumers. The coming years are likely to usher in greater innovation in content formats, means of dissemination and business models.

The government has played an active role in supporting the tech sector, especially through various policies aimed at increasing digitization, including development of digital communication infrastructure. With the objective of bringing in next generation technology, the company is a pioneer in Deep Tech related editorial programs.

Our strategic objective is to build a sustainable organization that remains relevant to the agenda of our clients, while creating growth opportunities for our employees and generating profitable returns for our investors. We have embraced a four-pronged strategy to strengthen our relevance with clients and drive accelerated value creation.

Threats

The increasing spread of fake and bad quality content has emerged as a major concern for social media. Further, with dynamic technological innovations taking place, the media sector is facing considerable uncertainty.

As we continue to foray ahead, we anticipate increased competition in the Digital domain from other businesses trying to emulate us, as well as from several niche enterprises in the digital media, social media, and other online services, with whom we are competing, using our expertise and brand position in the market as a single-stop shop.

The company is continuously monitoring the various threats which can hamper growth and is taking appropriate and effective steps in this regard.

Operating segment-wise performance

The highlights of segment wise overall performance on consolidated basis are as under:

(Rs. in Lakhs)

Particulars	Media Services		Digital Services	
	2021-22	2020-21	2021-22	2020-21
Revenue from operations	1459.03	775.77	5,742.50	3,102.65
Expenses	1336.51	710.09	5,404.35	2,907.71
Earnings before interest, tax, depreciation and amortization (EBITDA)	122.52	65.68	338.15	194.94

Risks and Concerns

The Company has established a risk management framework to identify and mitigate risks arising from external and internal factors. A risk identification exercise is carried out periodically to identify various strategic, operational, financial and compliance-related risks.

Few risks and uncertainties that can affect the business include the inherent risk of cybercrimes and data breach that may impact reputation, exposure to litigations and competition from emerging digital platforms and other social media apps.

Potential risks are reviewed on an ongoing basis and mitigating controls are deliberated upon as an integral part of decision-making. To stay ahead of the competition and minimize exposure to risk, the Company has taken various initiatives like continuous engagement with the editorial team and upgradation of editorial processes to ensure factual accuracy of content published, greater focus on reaching newer segments and geographies. Further, to monitor status of statutory compliances across all locations/ functions helps the Company to minimize its exposure to any non-compliance to statutory and legal requirements.

Further, the Company is continuously evaluating the evolving situation and taking necessary steps to mitigate its impact, while ensuring business continuity. The Company is also taking cost optimization efforts across businesses and functions.

Information Security

Your Company accords great importance to the security of its information assets. To ensure that this gets desired focus and attention, Information Officer is entrusted with the task of ensuring that your Company has the requisite security posture.

Internal Control Systems and their Adequacy

CyberMedia has aligned its current systems of internal financial control with the requirement of Companies Act 2013. The Company has adopted the internal control integrated framework which is intended to increase transparency and accountability in an organization's process of designing and implementing a system of internal control. The framework requires a company to identify and analyze risks and manage appropriate responses. The Company has successfully laid down the framework and ensured its effectiveness.

CyberMedia's internal controls are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance with corporate policies. CyberMedia has a well-defined delegation of power with authority limits for approving contracts as well as expenditure. Processes for formulating and reviewing annual and long-term business plans have been laid down. CyberMedia uses a state-of-the-art enterprise resource planning system that connects all parts of the organization, to record data for accounting, consolidation and management information purposes. It has continued its efforts to align all its processes and controls with best practices.

CyberMedia management assessed the effectiveness of the company's internal control over financial reporting (as defined in Regulation 17 of the SEBI Listing Regulations) as of March 31, 2022.

M/s. Goel Minrti & Associates, the statutory auditors of CyberMedia have audited the financial statements included in this annual report and have issued an attestation report on the company's internal control over financial reporting (as defined in section 143 of Companies Act 2013).

CyberMedia has appointed M/s. R R R S & Associates, Chartered Accountants to oversee and carry out internal audit of its activities. In line with best practice, the conduct of internal audit is oriented towards the review of internal controls and risks in the company's operations such as service delivery, accounting and finance, procurement, employee engagement, statutory compliances.

The audit committee reviews reports submitted by the management and audit reports submitted by internal auditors and statutory auditors. Suggestions for improvement are considered and the audit committee follows up on corrective action. The audit committee also meets CyberMedia's statutory auditors to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the board of directors informed of its major observations periodically.

Based on its evaluation (as defined in section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations), CyberMedia's audit committee has concluded that, as of March 31, 2022, the company's internal financial controls were adequate and operating effectively.

Financial performance

The discussions in this section relate to the consolidated financial results pertaining to the year that ended March 31, 2022. The financial statements of Cyber Media (India) Limited and its subsidiaries (collectively referred to as 'CyberMedia' or 'the Company') are prepared in accordance with the Indian Accounting Standards (referred to as 'Ind AS') prescribed under section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, as amended from time to time. Significant accounting policies used in the preparation of the financial statements are disclosed in the notes to the consolidated financial statements.

The following table gives an overview of the consolidated financial results of the company:

(Rs. in Lakhs)

Particulars	2022			2021	
	Revenue	% of Revenue	% Growth	Revenue	% of Revenue
Revenue from operations	7,156.88	100	85.76	3,852.72	100
Earnings before interest, tax, depreciation and amortization (EBITDA)	465.65	6.51	78.67	260.62	6.76
Profit before tax (PBT)	228.24	3.19	437.41	42.47	1.10
Profit after tax (PAT)	151.91	2.12	1,794.14	8.02	0.21
Earnings per share (in Rs.)	0.97	-	-	0.05	-

Analysis of revenue growth

On a reported basis, CyberMedia's revenue grew 85.76% in FY 2022, as compared to (3.99)% in the prior year, due to accelerated spending on digital transformation initiatives.

Human Resources

CyberMedia believes that people are its greatest assets and provide an edge over the others, in all qualitative and innovative initiatives undertaken by it, the primary aim is to make the Company a great place to work with a culture of diversity, performance, future readiness and growth. As a result, the primary focus is on talent acquisition, management and development. Human Resources (HR) is a strategic partner to the business and works closely with all teams to set up the best talent pool for the Company.

Apart from work, the Company takes formal and informal engagement initiatives like spot recognitions, festival celebrations and high impact events like Rewards and recognition to motivate employees.

The digital world is growing leaps and bounds, and the organization has to be designed and equipped to handle the pace and disruption happening in the sector. The organization structure, roles and responsibilities and talent search have all been critical to the building of the Company. Readiness for pre-boarding talent has been put in place. The HR policies and processes have been documented to build a dynamic and digitally savvy organization. The employee is strength of the Company.

As on March 31, 2022, the total number of employees in the CyberMedia Group was 131 and in Cyber Media (India) Limited was 46.

Key financial ratios

Key financial ratios on consolidated basis are given as under:

Particulars	Unit	2021-22	2020-21
Profitability Ratios			
PBITD / Total Income	%	6.40	6.72
PBIT / Total Income	%	5.87	6.10
PBT / Total Income	%	3.10	1.09
PAT / Total Income	%	2.11	0.21
Financial Ratios			
Return on Networth	Times	(0.14)	(1.98)
Net Debt / Equity	Times	(1.88)	1.51
Debtors Turnover	Days	6.65	84.59
Inventory Turnover	Times	--	0.16
Current Ratio	Times	0.64	0.49
Interest Coverage	Times	1.95	1.22

Sexual Harassment Policy

The Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behaviour is prohibited both by law and by the CyberMedia Group. Your Company has formed an Internal Complaints Committee pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

No complaints were received by the Company during the year under review. There was no pending complaint at the end of the financial year under review.

Cautionary Statement

Some of the statements in this management discussion and analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a downtrend in industry, significant changes in political and economic environment in India and abroad, tax laws, import duties, litigation and labour relations.

For and on behalf of the Board of
Cyber Media (India) Limited

Sd/-

Pradeep Gupta
Chairman and Managing Director
(DIN:00007520)

New Delhi
May 30, 2022

The Directors of Cyber Media (India) Limited (“the Company”/ “CyberMedia”) have pleasure in presenting this Corporate Governance Report for the financial year ended March 31, 2022, in compliance with the requirements of Regulation 34(3) read with Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and forms a part of the Board’s Report of the Company.

1. Company’s Philosophy on Code of Governance

Corporate Governance requires everyone to raise their level of competency and capability to meet the expectations in managing the enterprise and its resources optimally with prudent ethical standards. Our Company recognises that good corporate governance is a continuous exercise. Adherence to transparency, accountability, fairness and ethical standards are an integral part of the Company’s function.

We believe in corporate governance philosophy which adds value to customers’ businesses and allows them to increase the efficiency, quality and profitability of their operations while upholding our core values, courage, ownership respect, energy and includes our values of co-operation, reliability and integrity. The success of the Company requires the highest standards of corporate behaviour and engagement with all of its stakeholders.

The Board of Directors is responsible for and is committed to sound principles of Corporate Governance of the Company. The Company keeps its governance practices under continuous review, so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture for good decision-making.

The Company has adopted a Code of Conduct for its employees including the Managing Director. In addition, the Company has adopted a Code of Conduct for its non-executive directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013 (“the Act”). The Company’s corporate governance philosophy has been further strengthened through Company’s Code of Conduct for Prevention of Insider Trading.

2. Board of Directors

The Company recognizes the benefits of having a diverse Board of Directors and sees it as an essential element in maintaining a competitive advantage in the business that it operates. The Board of Directors of the Company comprises of appropriately qualified people with broad range of experience relevant to the business of the Company so as to achieve effective corporate governance and sustained commercial success of the Company.

i. As on March 31, 2022, the Company has six Directors viz., one promoter and executive director, one promoter and non-executive director, one non-executive director, and three non-executive independent directors. The profiles of Directors can be found on <https://cybermedia.co.in/executives/>. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.

- ii. None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent Directors serves as an independent director in any listed entity other than Cyber Media (India) Limited except Mr. Arun Seth. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2022 have been made by the Directors. None of the Directors is related to each other except Mr. Pradeep Gupta and Mr. Dhaval Gupta.
- iii. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of the SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.
- iv. Four board meetings were held during the year under review and the gap between two meetings did not exceed one hundred and twenty days. The said meetings were held on: May 28, 2021; August 10, 2021; November 13, 2021; and January 31, 2022. The necessary quorum was present for all the meetings.
- v. Adequate notice to all the Directors was given well in advance to schedule a Board Meeting, agenda and detailed notes to agenda were sent at least seven days in advance to all the Directors. Except one board meeting, all the meetings were held through Video Conferencing.
- vi. The names and category of the Directors on the Board, their attendance at board meetings held during the year under review and at the last Annual General Meeting (“AGM”), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as on March 31, 2022 are given herein below.

Other directorships do not include directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act.

Further, none of the Directors serves as a member in more than ten committees or chairman in more than five committees of all public limited Companies in which he/ she is a director. For the purpose of determination of limit of the Board Committees under Regulation 26(1)(b) of the SEBI Listing Regulations, chairpersonship and membership of the Audit Committee and Stakeholders’ Relationship Committee have been considered.

The Company has an optimal combination of Executive, Non-Executive and Independent Directors including woman director to maintain the independence of the Board from the management, which is in conformity with the requirement of Section 149(4) of the Act and Regulation 17 of the SEBI Listing Regulations. As on March 31, 2022, the Board of Directors of the Company comprised of six Directors viz., one Executive

Director, two Non-Executive Directors and three Non-Executive Independent Directors, as detailed below:

Name of the Director	Category	Number of Board Meetings attended during the year 2021-22	Attendance at the last AGM held on September 30, 2021	Number of Directorships in other Public Companies	Number of Committee positions in other public companies		Directorship in other listed entities & Category of Directorship
					Chairman	Member	
Pradeep Gupta DIN: 00007520	Promoter, Executive	4	Yes	5	--	--	--
Rohitasava Chand * DIN: 00011150	Non-Executive	1	--	2	1	2	--
Krishan Kant Tulshan DIN: 00009764	Independent, Non-Executive	4	Yes	4	1	1	--
Shravani Dang DIN: 02131359	Independent, Non-Executive	3	--	1	--	1	--
Pramod Kumar Sanghi** DIN: 00010024	Independent, Non-Executive	2	--	--	--	--	--
Arun Seth*** DIN: 00204434	Independent, Non-Executive	2	--	9	1	9	Jubilant Pharmova Ltd.-Independent, Non-Executive Jubilant Ingrevia Ltd.-Independent, Non-Executive Narayana Hrudayalaya Ltd.- Independent, Non-Executive
Dhaval Gupta DIN: 05287458	Promoter, Non-Executive	4	Yes	3	--	1	--

*Appointed w.e.f. August 10, 2021.

**Upon completion of five years' term on December 12, 2021, Mr. Pramod Kumar Sanghi desired not to continue as Independent Director.

***Resigned w.e.f. August 03, 2022.

- vii. The Board of Directors do hereby confirm that all the Independent Directors of the Company fulfill the conditions specified in the SEBI Listing Regulations and are independent of the management of the Company.
- viii. During the year under review, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.
- ix. Pursuant to the SEBI Regulations and the provisions of schedule IV of the Act and the rules made there under, meeting of the Independent Directors was held on January 31, 2022. The Independent Directors, inter-alia, reviewed the performance of Non-Independent Directors, Board as a whole and Chairman of the Company, taking into account the views of Non-Executive Directors.
- x. The Board periodically reviews the compliance reports of all laws applicable to the Company.
- xi. Details of equity shares of the Company held by the Non-executive Directors as on March 31, 2022 are given below:

Name	Category	No. of Equity shares held
Rohitasava Chand	Non-Executive	27,250
Krishan Kant Tulshan	Independent, Non-Executive	96,261
Dhaval Gupta	Promoter, Non-Executive	19,22,697

The Company has not issued any convertible instruments.

- xii. The Board has identified the following skills / expertise / competencies fundamental for the effective functioning of the Company which are currently available with the Board:

Management and leadership experience	Strong management and leadership experience including in areas of business development, strategic planning and mergers and acquisitions, investments and finance, international business, Brings the ability to identify and assess strategic opportunities and threats in the context of the business.
Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Governance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.

The eligibility of a person to be appointed as a director of the company depends on whether the person possesses the requisite skill sets identified by the Board as above; and whether the person is a proven leader in running a business that is relevant to the company's business or is a proven academician in the field relevant to the company's business. Being a digital and social media service provider, the Company's business runs across different industry verticals, geographical markets and is global in nature. The Directors so appointed are drawn from diverse backgrounds and possess special skills with regard to the industries / fields from where they come.

- xiii. The Company appointed Independent Directors who are renowned people having expertise/experience in their respective field/profession. None of the Independent Directors are Promoters or related to Promoters. They do not have pecuniary relationship with the Company and further do not hold two percent or more of the total voting power of the Company.

Pursuant to section 150 of the Act read with of Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Company's Independent Directors have registered themselves on the portal of "Indian Institute of Corporate Affairs" as Independent Director within the prescribed timelines.

The details of familiarisation programmes for Independent Directors are available on the Company's website: <https://cybermedia.co.in/corporate-governance/>.

3. Committees of the Board

In compliance with the SEBI Regulations, the Board has constituted various Committees. These Committees monitor the activities falling within their terms of reference.

The role and composition of these Committees including number of meetings held and participation of the members at the meetings of the Committees, during the financial year are as under.

Audit Committee

Audit Committee of the Board of Directors is constituted in terms of Regulation 18 of the SEBI Listing Regulations and Section 177 of the Act.

Extract of terms of reference:

- Oversight of the company's financial reporting process and disclosure of financial information;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing with the management, the financial statements before submission to the board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement in the Board's Report in terms of section 134 of the Companies Act, 2013
 - ii. Changes, if any, in accounting policies and practices and reasons for the same
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management
 - iv. Significant adjustments made in the financial statements arising out of audit findings
 - v. Compliance with listing and other legal requirements relating to financial statements
 - vi. disclosure of any related party transactions
 - vii. modified opinion(s) in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.);
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Valuation of undertakings or assets of the Company, wherever it is necessary;

- Evaluation of internal financial controls and risk management systems;
- Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Discussion with statutory auditors about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To consider matters with respect to Company's Code of Conduct, functioning of the whistle blower mechanism.

The Audit Committee discharges its functions and obligations on regular basis and on the occurrence of the events.

During the financial year 2021-22, five meetings of the Audit Committee were held on: May 13, 2021; August 05, 2021; November 05, 2021, January 29, 2022 and January 31, 2022 and the gap between two meetings did not exceed one hundred and twenty days.

Details of composition of Audit Committee, Chairperson and attendance of members are given here:

Name	Category	Number of meetings attended
Krishan Kant Tulshan, (Chairman)	Independent, Non-Executive	5
Pramod Kumar Sanghi @	Independent, Non-Executive	3
Shravani Dang #	Independent, Non-Executive	1
Rohitasava Chand *	Non-Executive	2
Arun Seth * and \$	Independent, Non-Executive	2

@ Upon completion of five years' term on December 12, 2021, Mr. Pramod Kumar Sanghi desired not to continue as Independent Director of the Company.

Upon re-constitution of the Audit Committee, relinquished as a member w.e.f. December 12, 2021.

* Upon re-constitution of the Audit Committee, appointed as member w.e.f. December 12, 2021.

\$ Resigned from the directorship of the Company w.e.f. August 03, 2022.

All the members of the Committee are financially literate and Chairman of the Audit Committee is a financial management expertise. The Company Secretary of the Company is the Secretary of the Committee.

The Committee invites such of the executive as it considers appropriate, representatives of the statutory auditors and internal auditors, to be present at its meetings.

Mr. Anoop Singh, Company Secretary is the Compliance Officer of the Company.

The previous AGM of the Company was held on September 30, 2021 and was attended by the Chairman of the Audit Committee.

Nomination and Remuneration Committee

Nomination and Remuneration Committee of the Board of Directors is constituted in terms of Regulation 19 of the SEBI Listing Regulations and Section 178 of the Act.

Extract of terms of reference:

- To recommend to the Board the setup and composition of the Board and its committees.
- To recommend to the Board the appointment/re-appointment of Directors and Key Managerial Personnel.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- To identify, review, assess, recommend and lead the process for appointments of Executive, Non-Executive and Independent Directors to the Board and Committees.
- To support the Board and its Directors in evaluation of the performance of the Board, its committees and individual directors.
- To recommend to the Board the remuneration policy with respect to Directors, Key Managerial Personnel and persons in senior management positions.
- While approving the remuneration, the committee takes into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee.

During the financial year 2021-22, two meetings of the Nomination and Remuneration Committee were held on: August 10, 2021 and January 31, 2022.

Details of composition of Nomination and Remuneration Committee, Chairperson and attendance of the members at the meeting held are given here:

Name	Category	Number of meetings attended
Shravani Dang, (Chairman) *	Independent, Non-Executive	2
Krishan Kant Tulshan	Independent, Non-Executive	2
Pramod Kumar Sanghi @	Independent, Non-Executive	1
Arun Seth #	Independent, Non-Executive	1

* Upon re-constitution of the Nomination and Remuneration Committee, appointed as Chairman w.e.f. December 12, 2021.

@ Upon completion of five years' term on December 12, 2021, Mr. Pramod Kumar Sanghi desired not to continue as Independent Director of the Company.

Upon re-constitution of the Nomination and Remuneration Committee, appointed as Member w.e.f. December 12, 2021. Mr. Arun Seth has resigned from the directorship of the Company w.e.f. August 03, 2022.

Mr. Anoop Singh, Company Secretary, is the Compliance Officer of

the Company.

The previous AGM of the Company was held on September 30, 2021 and was attended by the Chairman of the Nomination and Remuneration Committee.

Selection and appointment of Directors:

The Nomination and Remuneration Committee has adopted the manner of selection of Board of Directors, senior management and their compensation:

- The incumbent for the positions of senior management, shall be the person of high integrity, possesses relevant skill, expertise and experience required for the position.
- In case of appointment of Independent Directors, the independent nature of the proposed appointee shall be ensured.
- The committee shall also ensure that other criteria with regard to age, other qualifications, etc., as laid down under the Companies Act, 2013 are fulfilled, before recommending to the Board, for their appointment as Directors.
- In case of re-appointment, the Committee shall take into consideration, the performance evaluation of the Directors.

Performance Evaluation Criteria for Independent Directors:

Performance evaluation of Directors is carried out through a structured questionnaire which was prepared after taking into consideration various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance including participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment.

Remuneration Policy:

The Committee is also responsible for recommending to the Board a policy relating to the appointment/re-appointment of the Directors, Key Managerial Personnel (KMP), Senior Management and their remuneration. In line with this requirement, the Board has adopted the 'Nomination and Remuneration Policy'. The Policy outlines the appointment criteria, qualifications, term/tenure of the Directors on the Board of the Company and the matters related to remuneration of the Directors, KMPs and Senior Management. The Nomination and Remuneration Policy has been put up on the website of the Company at <https://cybermedia.co.in/corporate-governance/>

Stakeholders Relationship Committee

Stakeholders Relationship Committee of the Board of Directors is constituted in terms of Regulation 20 of the SEBI Listing Regulations and Section 178 of the Act.

Extract of terms of reference:

- To specifically look into various aspects of interest of shareholders.
- To approve the request of transfer/transmission of shares.
- Resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares,

non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

- Review of dematerialization of shares and related matters.
- Review the measures taken for effective exercise of voting rights by shareholders.
- Review the adherence to the service standards adopted by the Company in respect of various services being rendered by its Registrar & Share Transfer Agent.
- Review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Consider any other duties or obligations as may be referred to it by the Board of Directors.

During the financial year 2021-22, four meetings of the Stakeholders' Relationship Committee were held on: May 13, 2021; August 10, 2021; November 13, 2021 and January 31, 2022.

Details of composition of Stakeholders' Relationship Committee, Chairperson and attendance of members are given here:

Name	Category	Number of meetings attended
Rohitasava Chand, (Chairman) *	Non-Executive	1
Shravani Dang @	Independent, Non-Executive	1
Dhaval Gupta @	Non-Executive	1
Pramod Kumar Sanghi #	Independent, Non-Executive	2
Krishan Kant Tulsan \$	Independent, Non-Executive	3
Pradeep Gupta \$	Chairman & Managing Director	3

* Upon re-constitution of the Audit Committee, appointed as Chairman w.e.f. December 12, 2021.

@ Upon re-constitution of the Audit Committee, appointed as Member w.e.f. December 12, 2021.

Upon completion of five years' term on December 12, 2021, Mr. Pramod Kumar Sanghi desired not to continue as Independent Director of the Company.

\$ Upon re-constitution of the Audit Committee, relinquished as a member w.e.f. December 12, 2021.

Mr. Anoop Singh, Company Secretary, is the Compliance Officer of the Company.

The previous AGM of the Company was held on September 30, 2021. Due to viral fever, the Chairman of Stakeholders and Relationship Committee could not attend the AGM.

The role of the Committee is in accordance with the SEBI Listing Regulations. It primarily includes:

The functioning and the terms of reference of the Committee are as prescribed and in due compliance with Regulation 20 read with Part D of Schedule II to the Listing Regulations and Section 178 of the Act, as applicable, and include reviewing existing investor redressal system, redressing Shareholder complaints like delay in transfer of shares, non-receipt of Annual Report, non-receipt of dividend warrants etc. and suggesting improvements in investors' relations.

Status of investor grievances/requests received and redressed during the year 2021-22 is as under

Nature	Opening	Received	Resolved	Closing
Dividend related	0	0	0	0
Non-credit of shares	0	0	0	0
Non-receipt of Annual Report	0	0	0	0
Others	0	0	0	0
Total	0	0	0	0

No shareholders' complaints have been received through SCORES (SEBI) during the financial year.

All complaints/requests were attended and resolved to the satisfaction of the complainants.

4. Remuneration of Directors:

The details of remuneration of executive directors for the financial year 2021-22 are as under:

Name	Basic Salary	HRA	Utility Allowance	Reimbursement Ceiling	Bonus	Medical Reimbursement	LTA	Flexible Pay	Perquisites	Employer Contribution to EPF	Total
Pradeep Gupta	36,00,000								6,00,000	-----	42,00,000

Note:

Due to weak financial condition of the Company, Mr. Pradeep Gupta, Chairman and Managing Director voluntarily drew only twenty five percent of his monthly remuneration during the financial year.

Sitting fees paid to Non-Executive Directors:

No sitting fee or commission was paid to Non-Executive Directors during the financial year 2021-22.

5. General body meetings

Last three Annual General Meetings:

Year	Annual General Meeting	Date	Venue	Time	No. of Special Resolutions
2020-21	39 th AGM	30 th September, 2021	Through Video Conferencing	9:30 A.M.	Two
2019-20	38 th AGM	30 th December, 2020	Through Video Conferencing	11:00 A.M.	One
2018-19	37 th AGM	30 th September, 2019	USO House, USO Road, Jeet Singh Marg, Qutab Institutional Area, New Delhi- 110067	9:00 A.M.	One

Extra-ordinary general meeting:

Special resolution passed in Extra-Ordinary General Meeting during the financial year 2021-22:

During the financial year 2021-22, the Company approached the shareholders once, for passing resolutions. The Details are as follows:

Details of Voting Results:

Sr. No.	Particulars of Resolution	Type of Resolution	No. of votes polled	Votes cast in favour		Votes cast against	
				No. of votes	%	No. of votes	%
1	Approval of potential dilution of shareholding in Cyber Media Research & Services Limited, material subsidiary, to less than or equal to fifty percent under Regulation 24(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Special	42,573	42,172	99.06	401	0.94

Scrutinizer:

The Board of Directors of the Company had appointed Mr. Akhilesh Kumar Jha of M/s. Akhilesh & Associates, Practicing Company Secretaries (Membership No. FCS 9031), as the Scrutinizer for conducting the remote e-voting in a fair and transparent manner.

Postal Ballot/e-voting

No Postal Ballot was held during the financial year 2021-22. No special resolution is proposed to be passed through postal ballot.

6. Means of communication

- The Company keeps on updating its shareholders about material events and plans through appropriate mode of communication. The Company has a section, on its website, dedicated to Investors and a designated E-mail Id: investorcare@cybermedia.co.in. The website also displays the official news releases and the presentations made to institutional investors or to analysts.
- Stock exchange intimations are submitted to NSE and BSE. These, inter alia are promptly displayed on their websites.
- The quarterly/half yearly/annually results are normally published in 'The Financial Express' (English), 'Jansatta' (Hindi), and also posted at the Company's website which is www.cybermedia.co.in.
- SEBI has initiated Scores for processing the investors' complaints in a centralized web-based redress systems and online redressal of all the stakeholders' complaints. No shareholders' complaints have been received through scores during the financial year.

7. General shareholder information**i. Annual General Meeting for the financial year ended March 31, 2022**

Date : September 26, 2022

Day : Monday

Time : 12:00 p.m. (IST)

Venue : Meeting is being conducted through VC/OAVM

For details, please refer to the Notice of this AGM.

As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings, particulars of Directors seeking re-appointment at this AGM are given in the Annexure to the Notice of this AGM.

ii. Financial year: April 1 to March 31**iii. Dividend information: Due to inadequate profits, no dividend is to be paid****iv. Listing of stock exchanges:**

National Stock Exchange of India Limited (NSE)

Exchange Plaza, C-1, Block G, Bandra-Kurla Complex,

Bandra (E), Mumbai – 400 051

BSE Ltd. (BSE)

Floor 25, P J Towers, Dalal Street, Mumbai -400 001

The listing fees for the financial year 2021-22, have been paid to the stock exchanges.

v. Stock code/Symbol:

NSE: CYBERMEDIA

BSE : 532640

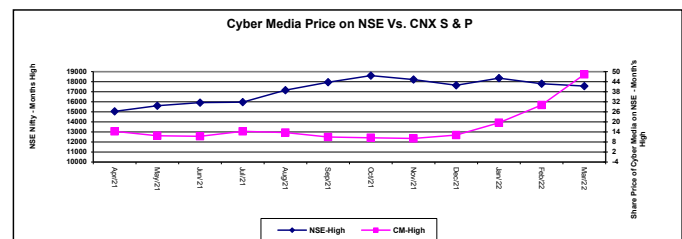
vi. Corporate Identification Number (CIN): L92114DL1982PLC014334**vii. Market price data:**

High and low (based on daily closing prices) during each month in the financial year 2021-22 on NSE and BSE:

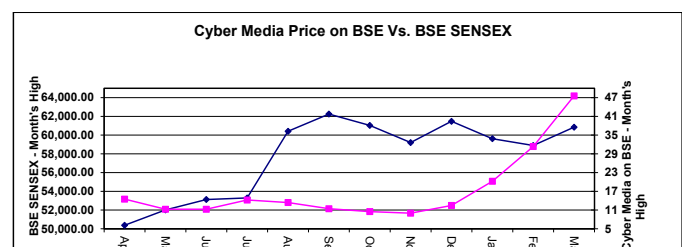
Month	NSE		BSE	
	High	Low	High	1. Low
April	14.35	9.30	14.50	8.50
May	11.70	9.30	11.25	9.36
June	11.40	9.75	11.26	9.75
July	14.35	10.35	14.22	10.40
August	13.60	9.55	13.40	10.77
September	10.95	9.00	11.43	9.41
October	10.50	8.60	10.50	8.72
November	10.10	8.65	10.00	8.61
December	12.10	8.95	12.47	9.01
January	19.45	13.30	20.21	13.71
February	30.05	15.50	31.35	15.85
March	48.35	26.90	47.55	26.00

viii. Performance of the share price of the Company:

In relation to NSE-Nifty



In relation to BSE - Sensex



ix. Registrar and Transfer Agents:

Details of the Registrar and Transfer Agent are as under:

Link Intime India Private Limited
Noble Heights, 1st Floor, NH-2,
C-1 Block LSC, Near Savitri Market,
Janakpuri, New Delhi-110058
Email id: swapann@linkintime.co.in
Phone: +91-11-49411000

x. Share Transfer System:

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities 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. Further, SEBI had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialised mode. The requests for effecting transfer/transmission/transposition of securities shall not be processed unless the securities are held in the dematerialised form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. The Executive Director, Chief Financial Officer and Company Secretary are authorized by the Board severally to approve transfers, which are noted at subsequent Board.

xi. Shareholding as on March 31, 2022:

Shareholding Pattern as on March 31, 2022:

Sr. No.	Category	No. of shares held	Percentage
A	Promoters' holding		
1.	Promoters - Indian Promoters - Foreign Promoters	96,80,135	61.79
2.	Persons acting in concert	-	-
Sub-Total (A)		96,80,135	61.79
B	Non-Promoters holding		
3.	Institutional Investors	-	-
a.	Mutual Funds and UTI	-	-
b.	Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/ non- Govt. Institutions)	-	-
c.	FII's	-	-
Sub-Total		NIL	NIL
4.	Others		
a.	Corporate Bodies	9,45,252	6.03

b.	Indian Public	47,40,981	30.26
c.	NRIs/OCBs	37,116	0.24
d.	Clearing member	2,08,479	1.33
e.	HUF	55,279	0.35
Sub-Total (B)		59,87,107	38.22
GRAND TOTAL (A) +(B)		1,56,67,242	100.00

Distribution of shareholding according to class size as on March 31, 2022:

Category	No. of Shareholders		Shares held in class size	
	Number	Percentage	Shares	Percentage
1 -- 500	5064	88.80	4,97,507	3.18
501 -- 1,000	312	5.47	2,53,900	1.63
1,001 -- 2,000	137	2.40	2,13,720	1.36
2,001 -- 3,000	47	0.82	1,19,241	0.76
3,001 -- 4,000	26	0.46	89,507	0.57
4,001 -- 5,000	24	0.42	1,14,751	0.73
5,001 -- 10,000	43	0.75	3,18,403	2.03
10,001 & above	50	0.88	1,40,60,213	89.74
Total	5703	100.00	1,56,67,242	100.00

No. of shares held in physical and demat mode as on March 31, 2022:

Particulars	No. of shares	Percentage
Physical	2,09,598	1.34
Demat		
NSDL	45,98,478	29.35
CDSL	1,08,59,166	69.31
TOTAL	1,56,67,242	100.00

Top ten public shareholders of the Company as on March 31, 2022:

Sr. No.	Name of Shareholder	No. of shares held	Percentage
1.	Presan Consultants Pvt Ltd	9,00,000	5.74
2.	Sanjay Dutt	6,90,000	4.40
3.	Sumana Paruchuri	6,40,000	4.09
4.	Mahendra Girdharilal	2,34,199	1.49
5.	Mahesh Dinkar Vaze	1,50,000	0.95
6.	Kotak Securities Ltd.	1,13,581	0.73
7.	Navin Bhagat	1,11,099	0.71
8.	Jagdish Pershad Gupta	1,11,097	0.71
9.	Sandeep Uniyal	1,10,000	0.70
10.	Jamsheed Gandhi	1,06,000	0.68

xii. Dematerialisation of shares and liquidity:

The Company's shares are in compulsory demat segment and are available for trading under both NSDL and CDSL. As on March 31, 2022, 1,54,57,644 shares comprising 98.66% of the Share Capital of the Company were in demat mode. The International Securities Identification Number (ISIN) allotted to the shares of the Company is INE278G01037.

xiii. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments:

The Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments as on March 31, 2022, as such instruments have not been issued in the past.

xiv. Commodity price risk or foreign exchange risk and hedging activities:

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given. For a detailed discussion on foreign exchange risk and hedging activities, please refer to Management Discussion and Analysis Report.

xv. Equity shares in the suspense account:

In accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the SEBI Listing Regulations, details of equity shares in the suspense account are below. These shares have been uncredited since inception (i.e. IPO).

Details	On the date of opening of account		Closing balance at March 31, 2022	
	No. of cases	No. of shares	No. of cases	No. of shares
Total	3	459	3	459

xvi. Plant locations: Not applicable**xvii. Address for correspondence:**

Mr. Anoop Singh
Compliance Officer and Company Secretary
Cyber Media (India) Limited
Cyber House, B-35, Sector-32, Institutional Area
Gurugram-122001, Haryana
Tel: +91(124) - 4822222
Fax: +91(124) 2380694
Email: anoops@cybermedia.co.in
Website: cybermedia.co.in
Designated e-mail id for investors: investorcare@cybermedia.co.in

7. Other disclosures**a. Related Party transactions:**

There were no material related party transactions during the year under review that had conflict with the interest of the Company. Transactions entered into with related parties during

year under review were in the ordinary course of business and at arms' length basis and were approved by the members of Audit Committee including Independent Directors.

As per Regulation 23 of the SEBI Listing Regulations and as defined under the Act, the Board's approved policy for related party transactions is uploaded on the website of the Company. The website link is: <http://cybermedia.co.in/corporate-governance/>

b. No penalty or stricture was imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets, during the last three years, except the following:

- Due to non-payment of outstanding annual listing fees, NSE and BSE had suspended trading in securities of the Company from March 01, 2020 to August 31, 2020. Upon payment of the pending fees by the Company, NSE and BSE revoked the suspension from December 16, 2020.
- Non-compliance with Regulation of 17(1)(c) of the SEBI Listing Regulations, regarding appointment of 6th director. NSE had, vide notice dated August 20, 2020, imposed fine on the Company. The Company on September 02, 2020, complied with the said regulation. Upon Company's request dated September 03, 2020, NSE, in November 2020, waived off the entire fine.

c. Whistleblower policy and vigil mechanism:

In compliance of Regulation 22 of the SEBI Listing Regulations, the Company has this Policy and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behaviour. No person has been denied access to the Chairman of the Audit Committee. The said policy is available on the website of the Company. The website link is: <http://cybermedia.co.in/corporate-governance/>.

d. Discretionary requirements:

Disclosure with respect to Part E of Schedule II of the SEBI Listing Regulations is as under:

- As the quarterly and half yearly financial results are published in the newspapers and are also posted on the Company's website, the same are not being sent separately to the Shareholders.
 - The auditors' report on financial statements of the Company are unmodified.
 - Internal auditors give their quarterly report to the Audit Committee and the same is taken for review at the time of the meetings of the Audit Committee.
- e.** As required under Regulation 30 of the SEBI Listing Regulations, the Company has a policy for determining "material" subsidiaries which is posted on its website. The website link is: <http://cybermedia.co.in/corporate-governance/>
- f.** As required under Regulation 9 of the SEBI Listing Regulations, the Company has a policy on Archival and Preservation of Documents which is hosted on the Company. The website link

is: <http://cybermedia.co.in/corporate-governance/>

- g.** Details of utilization of funds raised through preferential allotment or qualified institutions placement: Not applicable.

h. Certificate on non-disqualification of directors:

The Company has received a certificate from M/s. Akhilesh & Associates as required under Regulation 34(3) read with clause 10(i) of PART C of Schedule V of the SEBI Listing Regulations, which is annexed to and forms part of this report.

i. Fees paid to Statutory Auditors:

Total fees of Rs. 4,04,500/- (Rupees Four Lakh Four Thousand Five Hundred only) for Financial Year 2021-22, for all services, was paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor for all entities in the network firm/network entity of which the statutory auditor is a part.

j. Sexual Harassment Policy:

Disclosure under Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014. The Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behavior is prohibited both by law and by the CyberMedia Group. The Company has formed an Internal Committee pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Number of complaints filed during the Financial Year
Nil

Number of complaints disposed of during the Financial Year
Nil

Number of complaints pending as on end of the Financial Year
Nil

k. Accounting treatment:

There is no deviation in following the treatments prescribed in any Accounting Standards in the preparation of financial statement.

l. Risk Management:

The provisions of Regulation 21 of the SEBI Listing Regulations are applicable to top 1000 listed entities, determined on the basis of market capitalization, as at the end of the immediate previous financial year. The Company does not fall under the list of top 1000 listed entities. However, your Company laid down procedures to inform Board members about risk assessment and minimisation and has implemented the Risk Management plan and continuously monitors it. Details of Risk Management by the Company have been provided in the Management Discussion and Analysis Report which is attached as Annexure-E to the Directors' Report. The Company has also

an appropriate and effective risk management system which carries out risk assessment and ensures that risk mitigation plans are in place by validating the same at regular intervals.

m. Subsidiary companies:

As on March 31, 2022, the Company has two material unlisted subsidiaries one Indian and one in Singapore i.e. Cyber Media Research & Services Limited, material subsidiary, and Cyber Media Services Pte. Limited, step down wholly owned subsidiary. One independent director of the Company is also a Director on the Board of both the subsidiary companies.

The Audit Committee reviewed consolidated financial statements and the investments made by the subsidiary companies.

The minutes of the Board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

The Company has a policy for determining the 'material subsidiaries' which is posted on its website.

In compliance of Regulation 24A read with Regulation 16(1)(C) of the SEBI Listing Regulations, and Section 204 of the Act, Cyber Media Research & Services Limited, a material unlisted subsidiary of the Company engaged the services of M/s. Akhilesh & Associates, Company Secretaries in Practice, New Delhi to conduct the secretarial audit for the financial year under review.

- n.** The certificate given by Managing Director/CEO/CFO in terms of Regulation 17(8) of the SEBI Listing Regulations has been placed before the Board.

- o.** The Company is complying with all mandatory requirements of Regulation 27 of the SEBI Listing Regulations on Corporate Governance.

- p.** Suitable disclosures have been made in the financial statements, together with the Management's explanation in the event of any treatment being different from that prescribed in the Accounting Standards.

q. SEBI Complaints Redress System (SCORES):

Investors' complaints are processed in a centralized web-based complaints redress system. The salient features of this system are as stated under:

- Centralized database of all complaints;
- Online upload of Action Taken Reports (ATRs) by concerned companies; and
- Online viewing by investors of actions taken on the complaint and its current status.

r. Reconciliation of Share Capital Audit Report:

As required under Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and SEBI Circular No. D&CC/FITTC/Cir-16/2002 dated December 31, 2002, a qualified Practicing Company Secretary

carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') and the total issued and listed capital. This audit is carried out every quarter and report thereon is submitted to the Stock Exchange(s) where the Company's shares are listed. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and the total number of shares in physical form.

s. Code of Conduct:

As required under Regulation 17 of the SEBI Listing Regulations, the members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2022. A certificate by the Chairman and Managing Director, on the compliance declarations received from the members of the Board and Senior Management forms part of this report.

t. Code of Conduct for Prevention of Insider Trading:

In terms of requirements of the SEBI Listing Regulations and SEBI (Prevention of Insider Trading) Regulations and as a practice of good corporate governance the Company has framed and adopted a 'Code of Conduct for Prevention of Insider Trading' in Cyber Media's securities'.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as applicable to them, for the financial year ended March 31, 2022.

New Delhi
May 30, 2022

Sd/-
Pradeep Gupta
Chairman & Managing Director
DIN: 00007520

CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER UNDER REGULATION 17(8) OF THE SEBI LISTING REGULATIONS

To

The Board of Directors

Cyber Media (India) Limited

New Delhi

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Cyber Media (India) Limited ('the Company'), certify that:

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge

and belief:

- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. These are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
Pradeep Gupta
Chairman & Managing Director
DIN: 00007520
New Delhi
May 30, 2022

Sd/-
Madan Mohan Singh
Chief Financial Officer

CERTIFICATE ON COMPLIANCE WITH CONDITIONS OF CORPORATE GOVERNANCE UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To

Members of Cyber Media (India) Limited

We have examined the compliance of conditions of corporate governance by **Cyber Media (India) Limited for the year ended 31st March, 2022**, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory amendment thereto (the "SEBI Listing Regulations"). The compliance of conditions of corporate governance is the responsibility of the management.

Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations the period under review.

We further state that such compliance is neither assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

M/s. Akhilesh & Associates
Company Secretaries

Sd/-

Place: New Delhi
Date: 30.05.2022

Akhilesh Kumar Jha
(Proprietor)
(M. No. F9031, C.P. No. 18250)
Peer Review - 1717/2022
UDIN: F009031D000329736

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Clause 10(i) of Part C to Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

CYBER MEDIA (INDIA) LIMITED

D-74, PANCHSHEEL ENCLAVE

NEW DELHI-110017

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **CYBER MEDIA (INDIA) LIMITED [CIN:L92114DL1982PLC014334]** and having registered office at **D-74, Panchsheel Enclave, New Delhi-110017** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Sub-clause 10(i) of Para-C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to

the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended **31st March, 2022** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority except Mr. **Not Applicable**, (DIN: **Not Applicable** __) who has been debarred/ disqualified by **Not Applicable** __.

Sr. No.	Name of Director	DIN	Date of appointment in the Company
1.	PRADEEP GUPTA	00007520	10.09.1982
2.	ROHITASAVA CHAND	00011150	10.08.2021
3.	KRISHAN KANT TULSHAN	00009764	07.02.1997
4.	SHRAVANI DANG	02131359	13.12.2016
6.	ARUN SETH	00204434	02.09.2020
5.	DHAVAL GUPTA	05287458	01.10.2015

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

M/s. Akhilesh & Associates
Company Secretaries

Sd/-

Place: New Delhi
Date: 30.05.2022

Akhilesh Kumar Jha
(Proprietor)
(M. No. F9031, C.P. No. 18250)
Peer Review - 1717/2022
UDIN: F009031B000309210

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CYBER MEDIA (INDIA) LIMITED REPORT ON THE AUDIT OF CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated financial statements of **CYBER MEDIA (INDIA) LIMITED** ("hereinafter referred to as the Holding Company"), its subsidiaries (Holding Company and its Subsidiaries together referred to as "the "Group"), which comprise consolidated balance sheet as at 31st March 2022, consolidated statement of profit and loss, including statement of other comprehensive income, consolidated statement of cash flow and the consolidated statement of changes in equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act 2013 ('Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the act read with the Companies (Indian Accounting Standards) Rules 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the group as at 31st March 2022, of its consolidated profit

and other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis of opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by Institute of Chartered Accountant of India (ICAI), together with ethical requirement that are relevant to our audit of the consolidated financial statements under the provisions of the act and rules made thereunder and we have fulfilled our other ethical responsibilities and in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended 31st March, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

S.No.	Key Audit Matters	How our audit addressed the key audit matter
1	<p>Revenue Recognition</p> <ul style="list-style-type: none"> • Revenue is measured net of discounts, incentives, rebate etc. given to the customer on the Company's sales. • The Company's presence across different marketing products within the country and the competitive business environment makes the assessment of various type discount, incentives and rebates as complex and judgmental. • Therefore, there is a risk of revenue being misstated as a result of variations in the assessment of discounts, incentives and rebates. • Given the complexity and judgment required to access the provision for discounts, incentives and rebates, this is a key audit matter 	<ul style="list-style-type: none"> • We have assessed the Company's accounting policies relating to revenue, discounts, incentives and rebates by comparing with applicable accounting standards. • We accessed the design and implementation and tested the operating effectiveness Company's internal controls over the provisions, approvals and disbursements of discounts, incentives and rebates. • We have accessed Company's computation for accrual of discounts, incentives and rebates, on a sample basis, and compared the accrual made with the approved schemes and underlined documents. • We have verified, on a sample basis, the underlying documentation for discounts, incentives and rebates recorded and disbursed during the year. • We have compared the historical trends of payments and reversal of discounts, incentives and rebates to provisions made to assess the current year accruals. • We have examined the manual journals posted to discounts, rebates and incentives to identify unusual or irregular items.

2	<p>Impairment of Trade Receivables</p> <ul style="list-style-type: none"> The company has applied a simplified ECL model to determine the impairment against trade receivables at the reporting date. The expected credit loss (ECL) model involves the use of various assumptions and study of historical observed defaults rates over the expected life of trade receivables. The significant judgments include the assessment for the forward looking estimates. Due to the significance of trade receivables and the significant judgment involved in determining the ECL, the impairment of trade receivables was considered to be Key audit matter 	<ul style="list-style-type: none"> We have assessed the design and implementation and tested the operating effectiveness of the Company's relevant key financial controls around the ECL allowance. We critically assessed the ECL model developed by the Company and verified with requirement of Ind AS 109. Tested Key assumptions and judgments, such as those used to assess the likelihood of default and loss on default by comparing two historical data We considered the adequacy of the disclosures in the Consolidated financial statements against the requirement of Ind As 109, Financial Instruments and Ind AS 107, Financial Instruments Disclosures
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Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the financial statements and our auditor's report thereon. The Holding Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Holding Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions required under SA 720, 'The Auditor's Responsibilities Relating to Other Information'

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with companies (Indian Accounting Standard) Rules, 2015 as amended, ("Ind AS").

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and

maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management and Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the group are also responsible for the overseeing the financial reporting process of the group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements.

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with standards of auditing (SAs) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and

appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and board of Directors.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and jointly controlled entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other Companies included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended 31st March, 2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
 - b. In our opinion, proper as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, Consolidated Cash Flow and Statement, Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of the consolidated financial statement;
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2022 taken on record by the Board of Directors of the Holding Company and on the basis of written representations received by the management from directors of its subsidiaries which are incorporated in India, as on 31 March 2022, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in 'Annexure 2'.
 - g. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the group to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any of the director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

- h.** With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i.** The Group does not have any pending litigation that would impact its financial positions in its financial statements as at and for the year ended 31st March 2022;
 - ii.** The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii.** There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.;
- a)** The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies incorporated in India to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
1. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its subsidiary companies incorporated in India or
 2. Provided any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- b)** The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies incorporated in India from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies incorporated in India shall:
1. directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or
 2. provided any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries
- c)** Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our

notice that has caused us to believe that the representations under sub clause (iv)(a) and (iv)(b) contain any material mis-statement.

- iv.** The Holding Company has neither declared nor paid any dividend during the year. Hence, no reporting is required under rule 11(f) of Companies (Audit and Auditors) Rules 2014 read with section 143(3)(j) of the Companies Act, 2013.

**For Goel Mintri & Associates
Chartered Accountants
Firm Registration no. 13211N**

**Sd/-
Gopal Dutt
Partner
Membership No.: 520858
UDIN: 22520858AJVZMQ2122**

**Place: Delhi
Date: 30th May, 2022**

Annexure “1” to the Independent Auditor’s Report of even date on Ind AS consolidated financial statements as at and year ended 31st March 2022 of Cyber Media (India) Limited

We report that

- i. According to the information and explanations given to us, in respect of the company incorporated in India and included in the consolidated financial statements, no qualification or adverse remarks given in CARO report issued by their statutory auditor.

**For Goel Mintri & Associates
Chartered Accountants
Firm Registration no. 13211N**

**Sd/-
Gopal Dutt
Partner
Membership No.: 520858
UDIN: 22520858AJVZMQ2122**

**Place: Delhi
Date : 30th May, 2022**

Annexure “2” to the Independent Auditor’s Report of even date on Ind AS consolidated financial statements as at and year ended 31st March 2022 of Cyber Media (India) Limited

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of consolidated financial statements of **Cyber Media (India) Limited** (hereinafter referred to as “the Holding Company”) as of and for the year ended 31st March 2022, We have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its Subsidiary Company (the Holding and its Subsidiary together referred to as “the group”), which is a company incorporated in India as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its Subsidiary Company, incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the Holding Company, its Subsidiary Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the ‘Guidance Note’) issued by the Institute of Chartered Accountants of India (the ‘ICAI’).

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective companies’ policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (the ‘Act’).

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing (‘the Standards’), issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements with reference to these financial statements and their operating effectiveness.

Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to consolidated financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial with reference to consolidated financial statements includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

Our aforesaid report under section 143(3)(i) of the act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it related to one subsidiary, (which is a company incorporated in India) is based solely on the corresponding reports of the auditor of such company incorporated in India.

Opinion

In our opinion, to the best of our information and according to the explanation given to us and on the consideration of reports of other

auditor, the Holding Company and its Subsidiary Company which is a company incorporated in India have maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements are generally operating effectively as at 31st March 2022, based on the internal control with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountant of India.

**For Goel Mintri & Associates
Chartered Accountants
Firm Registration no. 13211N**

**Sd/-
Gopal Dutt
Partner
Membership No.: 520858
UDIN: 22520858AJVZMQ2122**

**Place: Delhi
Date: 30th May, 2022**

CYBER MEDIA (INDIA) LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31 MARCH, 2022

(Amount in lakhs)

PARTICULARS	Note No.	As at 31 March 2022	As at 31 March 2021
ASSETS			
Non - current assets			
Property, plant and equipment	3	300.55	306.67
Intangible Assets	4	56.58	9.97
Intangible Assets Under Development	5	-	73.42
Financial assets			
Investments	6	89.25	88.31
Loans	7	9.08	8.20
Deferred tax assets (net)	8	619.22	694.25
Other non - current assets	9	40.81	39.41
Total Non - current assets		1,115.50	1,220.24
Current assets			
Inventories	10	1.79	1.79
Financial assets			
Trade receivables	11	1,258.19	892.85
Cash and cash equivalents	12	579.11	290.74
Bank balances other than above	12	9.41	9.41
Loans	7	-	-
Current tax assets (net)	13	178.98	173.43
Other current assets	9	126.27	122.20
Total Current assets		2,153.75	1,490.41
TOTAL ASSETS		3,269.25	2,710.65
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	1,566.72	1,566.72
Other equity	15	(2,673.13)	(2,745.20)
Total equity attributable to equity holders of the Company		(1,106.41)	(1,178.47)
Non-controlling Interests		61.69	2.66
Total Equity		(1,044.72)	(1,175.81)
Liabilities			
Non - current liabilities			
Financial liabilities			
Borrowings	16	862.79	731.98
Other Non current liabilities	17	13.68	13.80
Provisions	18	92.05	88.93
Total Non - current liabilities		968.52	834.71
Current liabilities			
Financial liabilities			
Borrowings	16	1,098.66	1,331.53
Trade payables	19	2,126.91	1,526.70
Other current liabilities	17	58.10	142.25
Provisions	18	61.77	51.27
Total Current liabilities		3,345.45	3,051.74
TOTAL EQUITY & LIABILITIES		3,269.25	2,710.64
The accompanying statement of significant accounting policies and notes to the financial information are an integral part of this Balance Sheet.	1-42		

As per our report attached
For Goel Mintri & Associates
Chartered Accountants
(Firm Registration No. 013211N)

Sd/-
Gopal Dutt
Partner
Membership No. 520858
UDIN: 22520858AJVZMQ2122
Place: New Delhi
Dated : 30/05/2022

For and on behalf of Board Of Directors
CYBER MEDIA (INDIA) LIMITED

Sd/-
Pradeep Gupta
Chairman and Managing Director
DIN 00007520

Sd/-
Madan Mohan Singh
Chief Financial Officer

Sd/-
Krishan Kant Tulshan
Director
DIN 00009764

Sd/-
Anoop Singh
Company Secretary
Membership No. F8264

CYBER MEDIA (INDIA) LIMITED
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2022

(Amount in lakhs)

Particulars	Note No.	Year ended 31 March 2022	Year ended 31 March 2021
INCOME			
Revenue from operations	20	7,156.88	3,852.72
Other income	21	44.64	25.70
TOTAL INCOME		7,201.53	3,878.42
EXPENSES			
Direct Expenses	22	5,537.84	2,592.64
Cost of materials consumed	23	-	(0.01)
Purchases of stock - in - trade	24	7.77	10.33
Changes in inventories of finished goods, stock - in - trade and work - in - progress	25	-	0.86
Employee benefits expenses	26	857.97	746.27
Finance costs	27	199.41	193.98
Depreciation and amortization expenses	28	38.00	24.17
Other expenses	29	337.29	267.72
TOTAL EXPENSES		6,978.27	3,835.95
Profit / (loss) before tax and Exceptional items		223.26	42.47
Exceptional items	30		-
Profit / (loss) before tax		223.26	42.47
Tax expense	31		
Current tax		4.31	34.45
Deferred tax		75.73	-
Earlier year adjustment		(8.70)	-
Total Tax Expenses		71.34	34.45
Profit/ (loss) for the Year		151.91	8.02
Other comprehensive income			
A (i) Items that will not be reclassified to profit or loss		(20.71)	(31.32)
(ii) Income tax relating to items that will not be reclassified to profit or loss			-
B (i) Items that will be reclassified to profit or loss			-
(ii) Income tax relating to items that will be reclassified to profit or loss			-
Total other comprehensive income		(20.71)	(31.32)
Total comprehensive income for the year		131.20	(23.30)
Profit for the year attributable to:			
-Owners of the Company		90.99	(8.91)
-Non-controlling interests		60.92	16.93
Other comprehensive income for the year attributable to:			
-Owners of the Company		(18.02)	(18.87)
-Non-controlling interests		(2.69)	(12.44)
Total comprehensive income for the year attributable to:			
-Owners of the Company		72.98	(27.79)
-Non-controlling interests		58.23	4.49
Earnings per equity share (for continuing operations)	33		
(1) Basic		0.97	0.05
(2) Diluted		0.97	0.05
The accompanying statement of significant accounting policies and notes to the financial information are an integral part of this Balance Sheet.	1-42		

As per our report attached
For Goel Mintri & Associates
Chartered Accountants
(Firm Registration No. 013211N)

Sd/-
Gopal Dutt
Partner
Membership No. 520858
UDIN: 22520858AJVZMQ2122
Place: New Delhi
Dated : 30/05/2022

For and on behalf of Board Of Directors
CYBER MEDIA (INDIA) LIMITED

Sd/-
Pradeep Gupta
Chairman and Managing Director
DIN 00007520

Sd/-
Madan Mohan Singh
Chief Financial Officer

Sd/-
Krishan Kant Tulshan
Director
DIN 00009764

Sd/-
Anoop Singh
Company Secretary
Membership No. F8264

CYBER MEDIA (INDIA) LIMITED
CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 March, 2022

Particulars	(Amount in lakhs)	
	Year ended 31st March 2022	Year ended 31st March 2021
A. Cash flow from operating activities		
Profit for the year after tax	151.91	8.02
Adjustments for:		
Remeasurement of defined benefit plans	(20.71)	(31.32)
Depreciation & Amortization Expenses	38.00	24.17
Income Tax Expense	71.34	34.45
Debit Balances Written Off	44.30	19.79
Provision for ECL Created	39.75	36.56
Interest Income	(9.63)	(18.54)
Interest Expense	199.41	193.98
	514.38	267.10
Movements in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Inventories	-	1.25
Trade Receivables	(449.51)	(72.54)
Other Non-current assets	(1.40)	7.90
Other current assets	(4.07)	(70.04)
Adjustments for increase / (decrease) in operating liabilities:		
Provisions	18.64	28.49
Trade payables	595.20	74.16
Other current liabilities	(84.15)	(183.23)
Other Non-current liabilities	(0.12)	8.75
Cash generated from operations	588.96	61.84
Income tax Refund/(Paid)	(1.88)	174.98
Net cash generated by operating activities (A)	587.09	236.82
B. Cash flow from investing activities		
Sale Of Property, Plant & Equipment	-	-
Sale Of Intangible Assets	-	-
Capitalization of Intangible Assets under Development	73.42	-
Acquisition Of Property, Plant & Equipment	(4.20)	(2.98)
Acquisition of other Intangible Assets	(74.29)	-
Acquisition Of Intangible Assets under Development	-	(19.97)
Interest Received	9.63	18.54
Loans	(0.87)	0.64
Purchase Of Investments	(0.94)	(0.45)
Bank Balance Other Than Cash & Cash Equivalents	-	(0.72)
Net cash generated by/(used in) investing activities (B)	2.75	(4.93)

C. Cash Flow from financing activities		
Proceeds from long term borrowings	130.81	-
Payment of Long term borrowings	-	(168.30)
Payment of short term borrowings	(232.87)	(53.03)
Proceeds of short term borrowings	-	-
Proceeds from equity share capital	-	280.00
Interest paid	(199.41)	(193.98)
Net Cash generated by/(used in) financing activities	(301.47)	(135.32)
D. Exchange difference in foreign currency		
Net decrease in Cash and cash equivalents (A+B+C+D)	288.37	96.57
Cash and cash equivalents at the beginning of the year	290.74	194.16
Cash and cash equivalents at the end of year end	579.11	290.73

	As at 1st April, 2021	Cash Flow	Other Adjustments	As at 31st March, 2022
Borrowing - Non Current (Refer Note 16)	731.98	130.81	-	862.79
Borrowing - Current (Refer Note 16)	1,331.53	(232.87)	-	1,098.66
	2,063.51	(102.05)	-	1,961.46
	As at 1st April, 2020	Cash Flow	Other Adjustments	As at 31st March, 2021
Borrowing - Non Current (Refer Note 16)	900.28	(168.30)	-	731.98
Borrowing - Current (Refer Note 16)	1,384.56	(53.03)	-	1,331.53
	2,284.84	(221.33)	-	2,063.51
		1-42		

As per our report attached
For Goel Mintri & Associates
Chartered Accountants
(Firm Registration No. 013211N)

Sd/-
Gopal Dutt
Partner
Membership No. 520858
UDIN: 22520858AJVZMQ2122
Place: New Delhi
Dated : 30/05/2022

For and on behalf of Board Of Directors
CYBER MEDIA (INDIA) LIMITED

Sd/-
Pradeep Gupta
Chairman and Managing Director
DIN 00007520

Sd/-
Madan Mohan Singh
Chief Financial Officer

Sd/-
Krishan Kant Tulshan
Director
DIN 00009764

Sd/-
Anoop Singh
Company Secretary
Membership No. F8264

CYBER MEDIA (INDIA) LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2022

(All amounts in lakhs of INR, unless stated otherwise)

A. Equity Share Capital

Particulars	No. of Shares	Amount
Balance at 01.04.2020	1,56,67,242	1,566.72
Changes in accounting policy or prior period errors	-	-
Restated balance as at 1 April 2020	1,56,67,242	1,566.72
Changes in equity share capital during the year	-	-
Balance at 31.03.2021	1,56,67,242	1,566.72
Balance as at 1 April 2021	1,56,67,242	1,566.72
Changes in Equity Share Capital Due to Prior Period Errors	-	-
Restated Balance as at 1 April 2021	1,56,67,242	1,566.72
Changes in equity share capital during the year	-	-
Balance at 31.03.2022	1,56,67,242	1,566.72

B. Other Equity

Particular	Reserve & Surplus					Total Other Equity
	General Reserve	Foreign Currency Translation Reserve	Capital Reserve	Securities Premium Reserve	Retained Earning	
Balance at 1 April, 2020	1,607.18	3.50	158.70	2,235.31	(6,721.88)	(2,717.19)
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance as at 1 April 2020	1,607.18	3.50	158.70	2,235.31	(6,721.88)	(2,717.19)
Profit for the year	-	-	-	-	(23.30)	(23.30)
Changes during the year	53.16	(0.23)	-	-	(57.64)	(4.71)
Balance at 31 March, 2021	1,660.34	3.27	158.70	2,235.31	(6,802.82)	(2,745.20)
Balance as at 1 April 2021	1,660.34	3.27	158.70	2,235.31	(6,802.82)	(2,745.20)
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated Balance as at 1 April 2021	1,660.34	3.27	158.70	2,235.31	(6,802.82)	(2,745.20)
Profit for the year	-	-	-	-	131.20	131.20
Bonus issue	(162.00)	-	-	-	-	(162.00)
Changes during the year	(1.22)	0.66	89.44	-	13.98	102.86
Balance at 31 March, 2022	1,497.13	3.93	248.14	2,235.31	(6,657.64)	(2,673.13)

The accompanying statement of significant accounting policies and notes to the financial information are 1-42 an integral part of this Balance Sheet.

As per our report attached
For Goel Mintri & Associates
Chartered Accountants
(Firm Registration No. 013211N)

Sd/-
Gopal Dutt
Partner
Membership No. 520858
UDIN: 22520858AJVZMQ2122
Place: New Delhi
Dated : 30/05/2022

For and on behalf of Board Of Directors
CYBER MEDIA (INDIA) LIMITED

Sd/-
Pradeep Gupta
Chairman and Managing Director
DIN 00007520

Sd/-
Madan Mohan Singh
Chief Financial Officer

Sd/-
Krishan Kant Tulshan
Director
DIN 00009764

Sd/-
Anoop Singh
Company Secretary
Membership No. F8264

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

CYBER MEDIA (INDIA) LIMITED

CIN: L92114DL1982PLC014334

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

1. General Information

Cyber Media (India) Limited is a public limited Company / Group incorporated under Indian Companies Act, 1956, having its registered office at D - 74, Panchsheel Enclave, New Delhi - 110017 and Corporate Office at B - 35, Sector 32, Gurugram - 122001, Haryana. The Company / Group is the largest speciality media house in South Asia and amongst India's top five magazine brands. The media business includes several media properties such as Dataquest, PC Quest, Voice & Data, DQ Channels and DQ Week(s). The Company / Group have several websites led by www.CIOL.com, India's largest technology business website. Over the past three decades, the Company / Group has continued to be the torch bearer for technology business, knowledge and information for India's growing industry needs.

The Group consists of associates & joint ventures. Necessary details about the composition of the group is provided in note 6.

2. Standard issued but not yet effective

The Ministry of Corporate Affairs has vide notification dated 23 March 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022 which amends certain accounting standards, and are effective 1 April 2022. Below is a summary of such amendments:

- **Ind AS 16 Property, Plant and Equipment**
Proceeds before intended use of property, plant, and equipment. The amendment clarifies that an entity shall deduct from the cost of an item of property, plant, and equipment any proceeds received from selling items produced while the entity is preparing the asset for its intended use (for example, the proceeds from selling samples produced when testing a machine to see if it is functioning properly).
- **Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets**
Onerous Contracts – Cost of fulfilling a contract.
The amendment explains that the cost of fulfilling a contract comprises: the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling contracts.
- **Ind AS 103 Business combinations**
References to the conceptual framework.
The amendment adds a new exception in Ind AS 103 for liabilities and contingent liabilities.
- **Ind AS 109 Financial Instruments**
Fees included in the 10% test for de-recognition of financial liabilities.
The amendment clarifies which fees an entity includes when it applies the '10%' test in assessing whether to derecognise a financial liability. An entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf.
- **Ind AS 101 First time adoption**
Subsidiary as a first-time adopter.
Simplifies the application of Ind AS 101 by a subsidiary that becomes a first-time adopter after its parent in relation to the measurement of cumulative translation differences.
- **Ind AS 41 Agriculture**
Taxation in fair value measurements.
The amendment removes the requirement in Ind AS 41 for entities to exclude cash flows for taxation when measuring fair value. This aligns the fair value measurement in Ind AS 41 with the requirements of Ind AS 113, Fair Value Measurement.

These amendments have either no applicability to the Group or if applicable, the impact is either immaterial or presently being ascertained.

3. Significant Accounting Policies

3.1 Statement of Compliance

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

These Financial Statements have been prepared in accordance with the Indian Accounting Standards (referred to as Ind AS) to comply with the Companies (Indian Accounting Standards) Rules 2015, as amended specified under Section 133 of the Companies Act, 2013, and the relevant provisions of the Companies Act, 2013.

3.2 Basis of consolidation, preparation and presentation (Refer management assessment on going concern at note 3.21)

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Unless otherwise stated, all amounts are stated in Millions of Rupees.

Historical cost is the amount of cash or cash equivalents paid or the fair value of the consideration given to acquire assets at the time of their acquisition or the amount of proceeds received in exchange for the obligation, or at the amounts of cash or cash equivalents expected to be paid to satisfy the liability in the normal course of business.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. Fair value for measurement and/or disclosure purpose in these financial statements is determined on such basis except for, leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value.

In addition, for financial reporting purposes fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs for the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- Level 1 -Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 -Inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3- inputs are unobservable inputs for the asset or liability.

Enterprises consolidated as subsidiary in accordance with Indian Accounting standard 110- Consolidated Financial Statement

S.No.	Name of Enterprises	Country of Incorporation	Proportion of Ownership Interest
1.	Cyber media Research & Services limited	India	41.89 %
2.	Cyber Astro Limited	India	27.50 %
3.	Cyber Media Services Limited	India	100 %
4.	Cyber Media Digitex Limited	India	100 %

3.3 Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known/materialised.

3.4 Revenue recognition

Revenue of all material items and nature are recognized at the time of rendering of sales or Services. If at the time of rendering of services or sales there is significant uncertainty in Ultimate collection of the revenue, then the revenue recognition is postponed and in such Cases revenue is recognized only when it becomes reasonably certain that ultimate collection will be made. When the uncertainty of collection of revenue arises subsequently after the revenue recognition, provision for the uncertainty in the collection is made rather than adjustment in revenue already recognized. Dividend income is recognized when right to receive is established. Interest Income is recognized on time proportion basis taking in to account the amount outstanding and rate applicable.

3.5 Property, Plant and Equipment (PPE)

Property, plant and equipment (PPE) are carried at cost less accumulated depreciation and impairment losses, if any.

Depreciation

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Depreciation is recognised for Property, Plant and Equipment (PPE) so as to write-off the cost less residual values over their estimated useful lives. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis taking into account commercial and technological obsolescence as well as normal wear and tear. Depreciation on tangible assets is provided on straight line method, except for vehicles which are depreciated on written down value method, over the useful lives of the assets estimated by Management. Depreciation on assets acquired is provided for the full month, irrespective of the date on which the assets were put to use and depreciation is not provided in the month of sale/discard of an asset. Depreciation for assets purchased/sold during a period is proportionately charged. Individual low cost assets (acquired for less than Rs.5000) are entirely depreciated in the year of acquisition.

3.6 Inventory

Inventory of newsprint, goods in transit are stated at cost or net realisable value, whichever is lower. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formulae used are 'First in First Out', 'Average cost', or 'Specific Identification', as applicable. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the Company / Group.

3.7 Taxation

Income tax expense represents the sum of tax currently payable and deferred tax.

3.7.1 Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

Current tax is determined on the basis of taxable income and tax credits computed for Company / Group, in accordance with the applicable tax rates and the provisions of applicable tax laws applicable to Company / Group in the respective jurisdiction in which it operates. Advance taxes and provisions for current income taxes are presented in the Balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant taxpaying units intends to settle the asset and liability on a net basis.

3.7.2 Deferred Tax

Deferred tax assets and liabilities are measured using the enacted/substantively enacted tax rates and laws for continuing operations. Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. The carrying amount of deferred tax assets is reviewed at each balance sheet date to reassess realisation.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

3.8 Employee Benefits

Defined contribution plan

A defined contribution plan is a plan under which the Company / Group pays fixed contributions into an independent fund administered by the government/Company / Group administrated Trust. The Company / Group have no legal or constructive obligations to pay further contributions after its payment of the fixed contribution.

Defined benefit plan

The defined benefit plans sponsored by the Company / Group define the amount of the benefit that an employee will receive on completion of services by reference to length of service and last drawn salary. Gratuity is in the nature of a defined benefit plan. The liability recognised in the financial statements in respect of the plan is the present value of the defined benefit obligation net of fair value of plan assets at the reporting date, together with adjustments for unrecognised actuarial gains or losses and past service costs. The defined benefit obligation is calculated at the reporting date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of Other Comprehensive Income in the period in which such gains or losses are determined.

Other long-term employee benefits

Liability in respect of compensated absences becoming due or expected to be availed more than one-year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the period in which such gains or losses are determined.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Short-term employee benefits

Expense in respect of other short term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

3.9 Provision, Contingent Liabilities

Provisions are recognised when the Company / Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company / Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). Contingent Liability is disclosed after careful evaluation of facts, uncertainties and possibility of reimbursement; unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent liabilities are not recognized but are disclosed in notes.

3.10 Financial instruments

Financial assets and liabilities are recognised when the Company / Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss (FVTPL) are recognised immediately in the statement of profit and loss.

Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

Cash and cash equivalents

The Company / Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Financial assets at amortized cost

Financial assets are subsequently measured at amortised cost using the effective interest method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income (OCI) if these financial assets are held within a business whose objective is achieved by both selling financial assets and collecting contractual cash flows, the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. On initial recognition, the Company / Group makes an irrevocable election on an instrument-by-instrument basis to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments, other than equity investment which are held for trading. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the "Reserve for equity instruments through other comprehensive income". The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. So far, the Company / Group has not elected to present subsequent changes in fair value of any investment in OCI.

Financial assets at fair value through profit or loss ('FVTPL')

Investment in equity instruments are classified as at FVTPL, unless the Company / Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investment in equity instruments which are not held for trading. Other financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

Impairment of financial assets (other than at fair value)

The Company / Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company / Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. However, for trade receivables, the Company / Group measures the loss allowance at an amount equal to lifetime expected credit losses. In cases where the amounts are expected to be realised up to one year from the date of the invoice, loss for the time value of money is not recognised, since the same is not considered to be material.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Derecognition of financial assets

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in profit or loss if such gain or loss.

3.11 Financial liabilities and equity instruments**Classification as debt or equity**

Debt and equity instruments issued by a Company / Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its liabilities. Equity instruments issued by the Company / Group are recognised at the proceeds received, net of direct issue costs.

Compound financial instruments

The components of compound instruments are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by issue of fixed number of the Company / Group's own equity instruments in exchange of a fixed amount of cash or another financial asset is an equity instrument. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recognised as a liability on an amortized cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date. The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to other component of equity. When the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised in equity will be transferred to retained earnings. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option. Transaction costs that relate to the issue of the convertible notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the lives of the convertible notes using the effective interest method.

Financial liabilities

All financial liabilities are subsequently measured at amortized cost using the effective interest method.

Derecognition of financial liabilities

The Company / Group derecognise financial liabilities when, and only when, the Company / Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3.12 Trade and other Payables

These amounts represent liabilities for goods & services provided to the Company / Group prior to the end of the financial year which are unpaid. These are recognised initially at fair value and subsequently measured at amortised cost using effective interest method.

3.13 Segment reporting

The Company / Group is mainly engaged in Media Business which is identified as the only reportable business segment of the Company / Group in accordance with the requirements of Ind AS 108 , 'Operating Segment Reporting', notified under the Companies (Indian Accounting Standards) Rules, 2015. All the operating facilities are located in India. The Company / Group's business activity primarily falls within a single geographical segment.

3.14 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company / Group are segregated based on the available information.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

3.15 Earnings per share

Basic earning per share is computed by dividing the profit/loss for the year attributable to the shareholders of the parent Company / Group by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/loss for the year attributable to the shareholders of the parent as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

3.16 Operating Cycle

Based on the nature of products/activities of the Company / Group and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company / Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

3.17 Leases

Till 31st March 2019, the Company / Group had adopted Ind AS 17, Leases. In March 2019, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) Amendment Rules, 2019 notifying Ind AS 116, Leases and withdrawing Ind AS 17, Leases. Ind AS 116 is effective from accounting periods beginning from 1st April 2019.

Ind AS 116 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognizes a right of use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the erstwhile standard – i.e. lessors continue to classify leases as finance or operating leases. The Company / Group has applied the transition provisions as mentioned in Appendix C to Ind AS 116. There is no financial impact on the Company / Group on adoption of Ind AS 116.

At inception of a contract, the Company / Group assesses whether the contract is, or contains a lease. A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration

Company / Group as a lessor

The Company / Group classify each of its leases as either an operating lease or a finance lease.

Leases in which the Company / Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. The depreciation policy for depreciable underlying assets subject to operating leases is consistent with the Company / Group's normal depreciation policy for similar assets.

Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company / Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company / Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Company / Group as a lessee

At the contract commencement date, the Company / Group recognize right – of – use asset and a lease liability. A right – of – use asset is an asset that represents a lessee's right to use an underlying asset for the lease term. The Company / Group has elected not to apply the aforesaid requirements to short term leases (leases which at the commencement date has a lease term of 12 months or less) and leases for which the underlying asset is of low value as described in paragraphs B3 – B9 of Ind AS 116.

A right of use asset is initially measured at cost and subsequently applies the cost mode ie less any accumulated depreciation and any accumulated impairment losses and adjusted for any remeasurement of lease liability. Ind AS 16, Property, Plant and Equipment is applied in depreciating the right – of – use asset.

A lease liability is initially measured at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the Company / Group's incremental borrowing rate is used. Subsequently, the carrying amount of the lease liability is increased to reflect interest on lease liability; reduced to reflect the lease payments; and remeasured to reflect any reassessment or lease modifications or to reflect revised in – substance fixed lease payments.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

3.18 Subsequent events

As per National Company Law Tribunal's website, Pridhvi Asset Reconstruction and Securitisation Company Limited has filed following applications, still to be admitted, before the Hon'ble National Company Law Tribunal, New Delhi Bench under the Insolvency and Bankruptcy Code, 2016, alleging default of Rs. 30.65 crore, against:

- a) The Holding Company; Cyber Media (India) Limited
- b) Cyber Media Research & Services Limited, material subsidiary of the Company, Corporate Guarantor; and
- c) Mr. Pradeep Gupta, Chairman & Managing Director of the Company, Personal Guarantor.

The aforesaid parties are seeking appropriate legal advice and shall take all necessary steps to protect their interest.

3.19 Critical accounting judgements and key sources of estimation uncertainty

3.19.1 Critical accounting judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations that the Management have made in the process of applying the Company / Group's accounting policies and that have most significant effect on the amounts recognised in the consolidated financial statements.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

3.20 Key Source of estimation uncertainty

Key source of estimation uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, provisions and contingent liabilities.

The areas involving critical estimates are:

Useful lives and residual values of property, plant and equipment

Useful life and residual value of property, plant and equipment are based on management's estimate of the expected life and residual value of those assets. These estimates are reviewed at the end of each reporting period. Any reassessment of these may result in change in depreciation expense for future years (Refer note no 3.5).

Impairment of Property Plant and Equipment

The recoverable amount of the assets has been determined on the basis of their value in use. For estimating the value in use it is necessary to project the future cash flow of assets over its estimated useful life. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in statement of profit or loss.

Valuation of Deferred tax assets

Deferred tax assets are recognised only to the extent it is considered probable that those assets will be recoverable. This involves an assessment of when those deferred tax assets are likely to reverse and a judgment as to whether or not there will be sufficient taxable profits available to offset the tax assets when they do reverse. The Company / Group review the carrying amount of deferred tax assets at the end of each reporting period. Any change in the estimates of future taxable income may impact the recoverability of deferred tax assets.

3.21 Going concern

The Group has a negative net worth of Rs.1175.81 lakhs at the end of the year. In the opinion of the management, the group's ability to conduct business and meet liabilities remained unaffected considering the market value of land and buildings owned by the Holding Company, valued at cost currently and the business valuation of its subsidiary, Cyber Media Research and Services Limited.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 3: Property, Plant and Equipments

(Amount in lakhs)

	As at 31 March, 2022	As at 31 March, 2021
Carrying Amounts :		
Land (Freehold)	40.36	40.36
Buildings (Freehold)	237.30	242.55
Computer	8.82	7.61
Furniture & Fixtures	1.34	2.41
Equipments & Installations	1.64	1.53
Air Conditioners	4.94	5.16
Generator	2.27	2.27
Vehicles	3.88	4.79
	300.55	306.67

Particulars	Land (Freehold)	Building (Freehold)	Computer	Furniture and fixtures	quipments & Installations	Air Conditioners	enerators	Vehicles	Total
Deemed Cost									
Balance at 1 April, 2020	40.36	251.13	35.41	11.67	43.14	6.44	6.98	7.07	402.20
Additions	-	-	2.42	-	0.17	0.39	-	-	2.98
Disposals	-	-	-	-	-	-	-	-	-
Exchange Translation Difference	-	-	-	-	-	-	-	-	-
Balance at 31 March, 2021	40.36	251.13	37.83	11.67	43.32	6.83	6.98	7.07	405.17
Balance at 1 April, 2021	40.36	251.13	37.83	11.67	43.32	6.83	6.98	7.07	405.17
Additions	-	-	3.86	-	0.34	-	-	-	4.20
Disposals	-	-	-	-	-	-	-	-	-
Exchange Translation Difference	-	-	-	-	-	-	-	-	-
Balance at 31 March, 2022	40.36	251.13	41.68	11.67	43.66	6.83	6.98	7.07	409.37
Accumulated Depreciation									
Balance at 1 April, 2020	-	3.33	29.44	8.19	41.65	1.60	4.71	1.38	90.30
Depreciation	-	5.25	0.78	1.07	0.14	0.07	-	0.90	8.20
Exchange Translation Difference	-	-	-	-	-	-	-	-	-
Eliminated on Disposals of Assets	-	-	-	-	-	-	-	-	-
Balance at 31 March, 2021	-	8.58	30.21	9.26	41.78	1.67	4.71	2.28	98.50
Balance at 1 April, 2021	-	8.58	30.21	9.26	41.78	1.67	4.71	2.28	98.50
Depreciation	-	5.25	2.65	1.07	0.23	0.22	-	0.90	10.33
Eliminated on Disposals of Assets	-	-	-	-	-	-	-	-	-
Exchange Translation Difference	-	-	-	-	-	-	-	-	-
Balance at 31 March, 2022	-	13.83	32.87	10.33	42.02	1.89	4.71	3.18	108.82
Carrying Amount									
Balance at 1 April, 2020	40.36	247.80	5.97	3.48	1.50	4.84	2.27	5.69	311.90
Balance at 1 April, 2021	40.36	242.55	7.61	2.41	1.53	5.16	2.27	4.79	306.67
Balance at 31 March, 2022	40.36	237.30	8.82	1.34	1.64	4.94	2.27	3.88	300.55

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 4: Intangible Assets

(Rs. in lakhs)

Particulars		As at 31 March, 2022	As at 31 March, 2021
Carrying Amounts :			
Software		56.58	9.97
		56.58	9.97
	Trademark	Software	Total
Deemed Cost			
Balance at 1 April, 2020	-	92.72	92.72
Addition	-	-	-
Disposals	-	-	-
Exchange Translation Difference	-	-	-
Balance at 31 March, 2021	-	92.72	92.72
Balance at 1 April, 2021	-	92.72	92.72
Additions	0.87	73.42	74.29
Exchange Translation Difference	-	-	-
Disposals	-	-	-
Balance at 31 March, 2022	0.87	166.14	167.01
Accumulated Depreciation			
Balance at 1 April, 2020	-	66.78	66.78
Depreciation	-	15.97	15.97
Exchange Translation Difference	-	-	-
Eliminated on Disposals of Assets	-	-	-
Balance at 31 March, 2021	-	82.75	82.75
Balance at 1 April, 2021	-	82.75	82.75
Depreciation	-	27.68	27.68
Exchange Translation Difference	-	-	-
Eliminated on Disposals of Assets	-	-	-
Balance at 31 March, 2022	-	110.42	110.42
Carrying amount			
Balance at 1 April, 2020	-	25.94	25.94
Balance at 1 April, 2021	-	9.97	9.97
Balance at 31 March, 2022	0.87	55.71	56.58

Note 5: Intangible Assets under Development

(Rs. in lakhs)

Particulars		As at 31 March, 2022	As at 31 March, 2021
Carrying Amounts :			
Capitalized Software		-	73.42
		-	73.42
		Capitalized Software	Total
Deemed Cost			
Balance at 1 April, 2020		53.45	53.45
Addition		19.97	19.97
Disposals		-	-
Exchange Translation Difference		-	-
Balance at 31 March, 2021		73.42	73.42

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Balance at 1 April, 2021	73.42	73.42
Additions	-	-
Exchange Translation Difference	-	-
Disposals	(73.42)	(73.42)
Balance at 31 March, 2022	-	-
Accumulated Depreciation		
Balance at 1 April, 2020	-	-
Depreciation	-	-
Exchange Translation Difference	-	-
Eliminated on Disposals of Assets	-	-
Balance at 31 March, 2021	-	-
Balance at 1 April, 2021	-	-
Depreciation	-	-
Exchange Translation Difference	-	-
Eliminated on Disposals of Assets	-	-
Balance at 31 March, 2022	-	-
Carrying amount		
Balance at 1 April, 2020	53.45	
Balance at 1 April, 2021	73.42	73.42
Balance at 31 March, 2022	-	-

Note 6: Non Current Investments

Particulars	As at 31 March 2022		As at 31 March 2021	
	Number of share	Amount	Number of share	Amount
(a) Trade Investments (in Equity Shares)				
Unquoted				
In associates - at cost				
Cyber Media Foundation Limited	173125	17.31	173125	17.31
Equity shares of Rs.10 each fully paid				
(b) Other investments				
Unquoted, fully paid up				
Cheekotel Venture Fund Pvt. Ltd.	7,50,000	45.00	7,50,000	45.00
Equity shares of Rs.6 each fully paid				
AnyTime Media Pvt. Ltd.	2,50,000	25.00	2,50,000	25.00
Equity shares of Rs.10 each fully paid				
Resonant Electronics Pvt. Ltd.	334	0.03	167	0.02
Equity shares of Rs.10 each fully paid				
Ceantra Technologies Pvt. Ltd.	334	0.03	167	0.02
Equity shares of Rs.10 each fully paid				
Fitnano Technologies Pvt. Ltd.	334	0.03	167	0.02
Equity shares of Rs.10 each fully paid				
Starbru Techsystems Pvt. Ltd.	1,668	0.17	834	0.08

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Equity shares of Rs.10 each fully paid Stemrobo Technologies Pvt. Ltd.	6,154	0.62	167	0.02
Equity shares of Rs.10 each fully paid Univlabs Technologies Pvt. Ltd.	334	0.03	167	0.02
Equity shares of Rs.10 each fully paid AJ Simply Purify Technologies Pvt. Ltd.	335	0.03	167	0.02
Equity shares of Rs.10 each fully paid Doorastha Analytics Pvt. Ltd.	366	0.04	183	0.02
Equity shares of Rs.10 each fully paid EVI Technologies Pvt. Ltd.	353	0.04	186	0.02
Equity shares of Rs.10 each fully paid Trydan Motors Pvt. Ltd.	167	0.02	167	0.02
Equity Shares of Rs.10/-each fully paid Aigroedge Technologies Pvt. Ltd.	167	0.02	167	0.02
Equity Shares of Rs.10/-each fully paid Genelek Technologies Pvt. Ltd.	167	0.02	167	0.02
Equity Shares of Rs.10/-each fully paid Arivation Fashiontech Pvt. Ltd.	167	0.02	167	0.02
Equity Shares of Rs.10/-each fully paid Navikarana Mednovation Pvt. Ltd.	167	0.02	167	0.02
Equity Shares of Rs.10/-each fully paid Geneosigin Business Solution Pvt. Ltd.				
Equity Shares of Rs.10/-each fully paid Iotomation Ecotech Pvt. Ltd.	242	0.02	242	0.02
Equity Shares of Rs.10/-each fully paid Concinnity Agro2o Private Limited	4,668	0.47	4,668	0.47
Equity Shares of Rs.10/-each fully paid Dweepi Innvations Pvt. Ltd.	333	0.03	-	-

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Electrifuel Pvt. Ltd. Equity Shares of Rs.10/-each fully paid	789	0.08	-	-
Next Leap Aeronautics Pvt. Ltd. Equity Shares of Rs.10/-each fully paid	83	0.01	-	-
Quickproto Research Labs Pvt. Ltd. Equity Shares of Rs.10/-each fully paid	167	0.02	-	-
CAPL ESOP Trust	-	0.20	-	0.20
Total	11,90,453	89.25	11,81,075	88.31
Aggregate amount of Quoted investments		-		-
Market Value of Quoted investments		-		-
Aggregate amount of Unquoted Investments		89.25		88.31
Aggregate provision for diminution in the value of investments		-		-

Notes

Details of Significant Investment in Subsidiaries/Associates

Name of the subsidiary/Associate	Principle Business Activity	Principle Place of Business	Proportion of ownership interest and voting right held in subsidiaries/associates	
			As at 31st March, 2022	As at 31st March, 2021
Associate:				
Cyber Media Foundation Limited	Media Services	India	34.63%	34.63%
Subsidiary:				
Cyber Media Research & Service Limited@	Market Research & Digital Services	India	59.11%	59.11%
Cyber Astro Limited (through Board's control)	Digital Services	India	37.50%	37.50%
Cyber Media Digitix Limited	Digital Services	India	100%	100%
Cyber Media Services Limited	Digital Services	India	100%	100%
Step down subsidiaries				
Cyber Media Services Pte Limited*	Digital Services	Singapore	59.11%	59.11%

*WOS of Cyber Media Research & Services Limited

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 7: Loan

(Amount in Lakhs)

Particulars	“As at 31 March 2022”	“As at 31 March 2021”
Non Current		
Unsecured, considered good		
Security deposits	9.08	8.20
Total	9.08	8.20
Current		
Unsecured, considered good		
Other loans	-	-
Total	-	-

Note 8: Deferred Tax assets/liabilities(net)

(Amount in Lakhs)

Particulars	“As at 31 March 2022”	“As at 31 March 2021”
Deferred Tax Asset	619.22	694.25

2021-22	Opening Balance	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	Closing Balance
Deferred tax assets in relation to				
- Provision	48.07	8.73	-	56.80
-Carry forward losses	728.88	(87.79)	-	641.09
-Fixed assets	82.70	(4.03)	-	78.67
Total	694.25	(75.03)	-	619.22
2020-21	Opening Balance	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	Closing Balance
Deferred tax assets in relation to				
- Provision	48.07	-	-	48.07
-Carry forward losses	728.88	-	-	728.88
-Fixed assets	82.70	-	-	82.70
Total	694.25	-	-	694.25

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 9: Other Assets**(Amount in Lakhs)**

Particulars	“As at 31 March 2022”	“As at 31 March 2021”
Non Current		
Other advances	40.81	39.41
Total	40.81	39.41
Current		
Preliminary Expenses	-	19.51
Prepaid Expenses	86.45	61.20
Advances to Customers	35.67	35.53
Other advances -Imprest	4.15	5.96
Total	126.27	122.20

Note 10: Inventories**(Amount in Lakhs)**

Particulars	“As at 31 March 2022”	“As at 31 March 2021”
(Valued at lower of cost or Net realizable value)		
Raw materials		
Purchase-Paper Account	1.12	1.12
Finished goods	0.67	0.67
Total	1.79	1.79

Note 11: Trade Receivables**(Amount in Lakhs)**

Particulars	“As at 31 March 2022”	“As at 31 March 2021”
Trade Receivables - Considered Good Secured;		
Trade Receivables - Considered Good Unsecured*	1,165.24	657.83
Trade Receivables - Which have Significant Increase in Credit Risk	99.65	193.88
Trade Receivables -Credit Impaired	178.48	186.56
Total Trade Receivables	1,443.36	1,038.27
Less: Allowance for Expected Credit Loss	185.17	145.42
Total	1,258.19	892.85

*Expected credit loss (“ECL”) is the difference between all contractual cash flows that are due to the Company under the contract and the cash flows that the entity expects to receive, discounted at the weighted average cost of borrowing. The management has carried out internal assessment procedures and accordingly the realization date has been taken on actual receipt basis and for receivables due, realization date has been estimated considering the experience in payment processing procedures of the respective customer category.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Ageing Schedule of Trade Receivable

Particulars	Outstanding from due date of payment as on March 31, 2022					
	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables -considered good	1,139.78	25.46	-	-	-	1,165.24
Undisputed Trade Receivables which have significant increase in credit risk	-	-	53.46	46.19	-	99.65
Undisputed Trade Receivables credit impaired	-	-	-	-	20.00	20.00
Disputed Trade Receivables -considered good	-	-	-	-	-	-
Disputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables - credit impaired	4.47	7.73	0.85	59.64	85.79	158.48
Total	1,144.25	33.19	54.30	105.83	105.79	1,443.36

Particulars	Outstanding from due date of payment as on March 31, 2021					
	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables -considered good	594.83	63.00	-	-	-	657.83
Undisputed Trade Receivables which have significant increase in credit risk	-	-	131.98	37.03	24.87	193.88
Undisputed Trade Receivables credit impaired	-	-	-	-	-	-
Disputed Trade Receivables -considered good	-	-	-	-	-	-
Disputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables - credit impaired	0.75	0.56	8.60	18.50	158.15	186.56
Total	595.58	63.56	140.58	55.53	183.02	1,038.27

Note 12: Cash & Cash Equivalent

(Amount in Lakhs)

Particulars	"As at 31 March 2022"	"As at 31 March 2021"
Balances with banks		
Cash on hand	0.17	0.76
Fixed Deposits	-	1.20
Balances with banks	578.94	288.77
Total	579.11	290.74
Other Bank Balance		
Margin Accounts	9.41	9.41
Total	9.41	9.41

Note 13: Current tax assets

(Amount in Lakhs)

Particulars	"As at 31 March 2022"	"As at 31 March 2021"
Prepaid income - taxes	214.83	217.98
Less: provisions for income- tax	35.85	44.55
Total	178.98	173.43

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 14: Share capital

(Amount in lakhs)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Authorised share capital		
1,57,00,000 (1,57,00,000 in previous year) Equity shares of Rs. 10 each	1,570.00	1,570.00
	1,570.00	1,570.00
Issued, subscribed and fully paid-up		
1,56,67,242 Equity shares of Rs. 10 each	1,566.72	1,566.72
	1,566.72	1,566.72

See notes (i) to (iii) below

(i) Reconciliation of shares at the beginning and at the end of the year				
(Amount in lakhs)				
Particulars	As at 31 March, 2022		As at 31 March, 2021	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	1,56,67,242	1,566.72	1,56,67,242	1,566.72
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	1,56,67,242	1,566.72	1,56,67,242	1,566.72

(ii) Rights, preferences and restriction attached to equity shares

Company has only one class of equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Details of shares held by shareholders holding more than 5% of shares:

Particulars	As at 31 March, 2022		As at 31 March, 2021	
	Number of shares	% Holding	Number of shares	% Holding
Equity shares of Rs.10 each fully paid				
Mr. Pradeep Gupta	64,61,236	41.24	64,61,236	41.24
Mrs. Sudha Bala Gupta	10,17,683	6.50	10,17,683	6.50
Mr. Dhaval Gupta	19,22,697	12.27	19,22,697	12.27
Presan Consultants Private Limited	13,00,000	10.10	13,00,000	10.10
Mr. Sanjay Dutt	6,99,940	5.44	6,99,940	5.44
	1,14,01,556	75.55	1,14,01,556	75.55

(iv) Shareholding of Promoters

Particulars	"As At 31 March 2022"			"As At 31 March 2021"		
	No. of Equity Shares	% of Total Shareholding	% Change during the year	No. of Equity Shares	% of Total Shareholding	% Change during the year
Mr. Pradeep Gupta	64,61,236	41.24%	-	64,61,236	41.24%	5.01
Mrs. Sudha Bala Gupta	10,17,683	6.50%	-	10,17,683	6.50%	(1.41)
Mr. Dhaval Gupta	19,22,697	12.27%	-	19,22,697	12.27%	5.10
Mrs. Anuradha Gupta	1,71,646	1.10%	-	1,71,646	1.10%	(0.23)
Ms. Kriti Gupta	1,06,873	0.68%	-	1,06,873	0.68%	(0.15)

(a) As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents legal ownerships of shares.

(v) The Company has not allotted any fully paid up shares pursuant to contract(s) without payment being received in cash nor has allotted any fully paid up shares by way of bonus shares nor has bought back any class of shares during the period of five years immediately preceding the balance sheet date.

(vi) The Company has not declared any dividend on equity share of the Company.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 15: Other Equity

(Amount in lakhs)

Particulars	“ As at 31 March, 2022 “	“ As at 31 March, 2021 “
Retained Earnings	(6,657.64)	(6,802.82)
General Reserve	1,497.13	1,660.34
Securities Premium	2,235.31	2,235.31
Capital Reserve	248.14	158.70
Foreign Currency Translation Reserve	3.93	3.27
Total	(2,673.13)	(2,745.20)

Note 15.1 Retained Earning

(Amount in lakhs)

Particulars	“ As at 31 March, 2022 “	“ As at 31 March, 2021 “
Balance at the beginning of year	(6,802.82)	(6,721.88)
Changes in accounting policy or prior period errors	-	-
Restated balance at the beginning of the year	(6,802.82)	(6,721.88)
Profit for the year	131.20	(23.30)
Other additions / deletions	13.98	(57.64)
Balance at the end of the year	(6,658)	(6,803)

Retained Earnings: The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the financial statements of the Company and also considering the requirements of the Companies Act 2013. Thus, the amounts reported above are not distributable in entirety.

Note 15.2 General Reserve

(Amount in lakhs)

Particulars	“ As at 31 March, 2022 “	“ As at 31 March, 2021 “
Balance at the beginning of year	1,660.34	1,607.18
Changes in accounting policy or prior period errors	-	-
Restated balance at the beginning of the year	1,660.34	1,607.18
Addition/(Deletion) during the Year	(1.22)	53.16
Less: Bonus Issue	(162.00)	-
Balance at the end of the year	1,497.13	1,660.34

General Reserve: Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 15.3 Securities Premium

(Amount in lakhs)

Particulars	“ As at 31 March, 2022 “	“ As at 31 March, 2021 “
Balance at the beginning of year	2,235.31	2,235.31
Changes in accounting policy or prior period errors	-	-
Restated balance at the beginning of the year	2,235.31	2,235.31
Addition/(Deletion) during the Year	-	-
Balance at the end of the year	2,235.31	2,235.31

Securities Premium: Securities premium is created due to premium on issue of shares. These reserve is utilised in accordance with the provisions of the Act.

Note 15.4 Capital Reserve

(Amount in lakhs)

Particulars	“ As at 31 March, 2022 “	“ As at 31 March, 2021 “
Balance at the beginning of year	158.70	158.70
Changes in accounting policy or prior period errors	-	-
Restated balance at the beginning of the year	158.70	158.70
Addition/(Deletion) during the Year	89.44	-
Balance at the end of the year	248.14	158.70

Capital reserve was created on forfeiture of share warrants/options in earlier years. It can be utilised for certain limited purposes as per the Companies Act, 2013.

Note 15.5 Foreign Currency Translation Reserve

(Amount in lakhs)

Particulars	“ As at 31 March, 2022 “	“ As at 31 March, 2021 “
Balance at the beginning of year	3.27	3.50
Changes in accounting policy or prior period errors	-	-
Restated balance at the beginning of the year	3.27	3.50
Addition/(Deletion) during the Year	0.66	(0.23)
Balance at the end of the year	3.93	3.27

Foreign Currency Translation Reserve: When a foreign operation that is integral to the operations of the reporting enterprise is reclassified as a non-integral foreign operation, exchange differences arising on the translation of non-monetary assets at the date of the reclassification are accumulated in a foreign currency translation reserve.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 16: Borrowing**(Amount in Lakhs)**

Particulars	“As at 31 March 2022”	“As at 31 March 2021”
Non Current		
Secured Loans - Term		
Tata Capital Financial Services Limited	-	731.98
Karur Vysya Bank Limited	727.79	-
Unsecured		
Pradeep Gupta -Loan (Director)	135.00	-
Total	862.79	731.98
Current		
Secured Loans - Term		
Pridhivi Asset Reconstruction & Securitisation Co.	855.00	1,326.48
Secured Loans - Working Capital		
Tata Capital Financial Services Limited	-	5.05
Karur Vysya Bank Limited	243.66	-
Unsecured		
From Others (i)		-
Total	1,098.66	1,331.53

Secured Loan

a) Rs. 1326.48 Lakhs (Rs.1254.48 Lakhs) From Pridhivi Asset Reconstruction & Securitisation Co., is secured by way of first charge on all the present and future, movable (excluding those charged to hire purchasers) and immovable assets including current assets of the company. Also the loans are secured by personal guarantee of Mr. Pradeep Gupta, Chairman & Managing Director. This loan was earlier from State Bank of India (formerly known as State Bank of Mysore).

b) Interest rates of Unsecured Loan are as set out as below :-**(Amount in Lakhs)**

Description	Interest Rates	“As at 31 March 2022”	“As at 31 March 2021”
Pridhivi Asset Reconstruction & Securitisation Co. Ltd.	18.00%	855.00	1,326.48
Tata Capital Financial services limited	10.75%	-	737.03
Karur Vysya Bank Limited	8.05%	971.46	-
Directors	0.00%	135.00	-

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 17: Other Liabilities

(Amount in Lakhs)

Particulars	“As at 31 March 2022”	“As at 31 March 2021”
Non Current		
Security Deposit	13.68	13.80
Total	13.68	13.80
Current		
Advance payments for which value is still to be given	28.37	32.23
Statutory Dues	29.74	110.02
Total	58.10	142.25

Note 18: Provision

(Amount in Lakhs)

Particulars	“As at 31 March 2022”	“As at 31 March 2021”
Non Current		
Provision for Gratuity	49.99	64.35
Provision for Leave Encashment	42.06	24.58
Total	92.05	88.93
Current		
Provision for Gratuity	32.09	32.91
Provision for Leave Encashment	25.34	17.70
Provision for Income Tax	4.34	0.67
Total	61.77	51.27

Note 19: Trade payables

(Amount in Lakhs)

Particulars	“As at 31 March 2022”	“As at 31 March 2021”
(i) total outstanding dues of micro enterprises and small enterprises	1.02	2.00
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	2,125.90	1,524.69
Total	2,126.91	1,526.70
Disclosure as required by Micro, Small and Medium Enterprises Development Act, 2006		
Principal amount remaining unpaid	1.02	2.00
Interest amount remaining unpaid	-	-
Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
Interest accrued and remaining unpaid	-	-
Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	1.02	2.00

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 20: Revenue from operation

(Amount in lakhs)

Partiulars	“Year ended 31 March 2022”	“Year ended 31 March 2021 “
Sale of products	1,026.82	504.52
Sale of services	5,735.37	3,017.94
Events Income	197.98	100.79
Research & Survey Income	176.86	184.46
Other Income	19.87	45.00
Total	7,156.88	3,852.72

Note 21: Other Income

(Amount in lakhs)

Partiulars	“Year ended 31 March 2022”	“Year ended 31 March 2021 “
Interest income	9.63	18.54
Credit Balances written back	8.32	0.05
Difference in Exchange	6.96	(0.10)
Forex Gain/ Loss A/c	-	0.99
Notice Pay	0.53	1.07
Raddi/Scrap Sales	0.63	0.07
Rental Income	18.58	5.08
Rounding Off	(0.00)	0.00
Total	44.64	25.70

Note 22: Direct Expenses

(Amount in lakhs)

Partiulars	“Year ended 31 March 2022”	“Year ended 31 March 2021 “
Printing & Processing	14.54	2.17
Event Expenses	24.30	21.47
Research & Survey Expenses	34.48	38.98
Content Expenses	809.32	276.36
Digital Services	4,651.14	2,251.93
Packing & Despatch	4.06	1.73
Total	5,537.84	2,592.64

Note 23: Cost of Material Consumed

(Amount in lakhs)

Partiulars	“Year ended 31 March 2022”	“Year ended 31 March 2021 “
Opening Stock	1.12	1.51
Purchases	-	(0.40)
Less: Closing Stock	1.12	1.12
Total	-	(0.01)

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 24: Purchase of stock-in-trade (Amount in lakhs)

Partiulars	“Year ended 31 March 2022”	“Year ended 31 March 2021 “
Purchase of stock in trade	7.77	10.33
Total	7.77	10.33

Note 25: Change in inventories in finished goods (Amount in lakhs)

Partiulars	“Year ended 31 March 2022”	“Year ended 31 March 2021 “
Opening Stock		
-Finished stock	0.67	1.52
Closing Stock		
-Finished stock	0.67	0.67
Total	-	0.86

Note 26: Employee benefits expenses (Amount in lakhs)

Partiulars	“Year ended 31 March 2022”	“Year ended 31 March 2021 “
Salaries & wages	704.17	598.75
Contribution to provident & other funds	23.27	19.27
Professional Expenses	121.77	121.60
Staff welfare expenses	7.34	4.99
Staff Recruitment and Training	1.42	1.66
Total	857.97	746.27

Note 27: Finance Cost (Amount in lakhs)

Partiulars	“Year ended 31 March 2022”	“Year ended 31 March 2021 “
Interest	193.23	193.98
Other borrowing costs	6.18	-
Total	199.41	193.98

** Company has not capitalized any borrowing cost during the year.

Note 28: Depreciation & Amortization Expenses (Amount in lakhs)

Partiulars	“Year ended 31 March 2022”	“Year ended 31 March 2021 “
Depreciation of tangible assets	10.33	8.20
Amortization of intangible assets	27.68	15.97
Total	38.00	24.17

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 29: Other Expenses**(Amount in lakhs)**

Partiulars	“Year ended 31 March 2022”	“Year ended 31 March 2021 “
Power & Fuel	18.82	15.23
Rent	-	-
Repairs to Building	10.64	8.94
Repairs to Machinery	2.98	1.09
Insurance	1.43	1.14
Rates & Taxes (excluding Income Tax)	9.19	17.08
Payment to Auditors (see note 29.1)	9.03	4.55
Miscellaneous expenses (see note 29.2)	61.73	41.10
Exchange difference	0.31	17.72
Legal and Professional charges	71.35	42.51
Correspondence & Communication	60.49	57.05
Travelling & Conveyance	7.27	4.96
Debit Balances Written Off	44.30	19.79
Provision for ECL created (see note 29.3)	39.75	36.56
Total	337.29	267.72

Note 29.1: Payment to Auditors**(Amount in lakhs)**

Partiulars	“Year ended 31 March 2022”	“Year ended 31 March 2021 “
• Statutory audit fee	8.68	3.70
• Limited Review	0.30	0.30
• Tax audit fees	-	0.40
• Certificate and other fees	0.05	0.15
• Reimbursement of expenses.	-	-
Total	9.03	4.55

Note 29.2: Miscellaneous expenses**(Amount in lakhs)**

Partiulars	“Year ended 31 March 2022”	“Year ended 31 March 2021 “
Advertisement & Publicity	1.80	1.99
Bank Charges	4.08	5.32
Directors Fees	0.60	-
Lease & Hire Charges	11.81	7.12
Membership -Professional Bodies	2.42	2.59
Preliminary Expenses Written off	19.89	8.29
Newspaper, Books & Periodicals	0.07	0.10
other miscellaneous expenses	13.51	10.80
Printing & Stationary	1.06	0.96
R & M Others	2.21	1.28
Vehicle Running & Maintenance	4.28	2.66
Total	61.73	41.10

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 29.3: Movement in ECL Provision Account

(Amount in lakhs)

Partiulars	“Year ended 31 March 2022”	“Year ended 31 March 2021 “
Opening Balance	145.42	108.86
Provision created	39.75	36.56
Closing Balance	185.17	145.42
2021-22		
During the year company doesn't have any exceptional item.		
2020-21		
During the year company doesn't have any exceptional item.		

Note 31: Income Tax

(Amount in lakhs)

Partiulars	Year ended 31st March 2022	Year ended 31st March 2021
Current Tax	(4.39)	34.45
Deferred Tax	75.73	-
Total	71.34	34.45

31.1 Income Taxes Recognised in Profit and Loss

(Amount in lakhs)

Partiulars	Year ended 31st March 2022	Year ended 31st March 2021
Current Tax		
In respect of the current year	4.31	34.45
In respect of the prior years	(8.70)	-
	(4.39)	34.45
Deferred Tax		
In respect of the current year	75.73	-
In respect of the previous years	-	-
In respect of the prior years	-	-
	75.73	-
Total Income Tax Expense Recognised in the Current Year	71.34	34.45

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

The income tax expense for the year can be reconciled to the accounting profit as follows:

(Amount in lakhs)

Partiulars	Year ended 31st March 2022	Year ended 31st March 2021
Profit Before Tax	223.26	42.47
Statutory Income tax rate	26.00%	26.00%
Tax at Indian statutory income tax rate	58.05	11.04
Effect of income that is exempt from taxation	-	-
Effect of expenses that are not deductible in determining taxable profit	-	23.41
Effect of expenses that are deductible in determining taxable profit	(53.74)	-
Adjustment recognised in the current year in relation to the current tax of prior years	-	-
Income tax expense recognised in profit or loss	-	-
Total Income Tax Expense Recognised in the Current Year	4.31	34.45

31.2 Income Tax Recognised in Other Comprehensive Income

(Amount in lakhs)

Partiulars	Year ended 31st March 2022	Year ended 31st March 2021
Current Tax		
Remeasurements of Defined Benefit Obligation	-	-
Deferred Tax		
Remeasurements of Defined Benefit Obligation	-	-
Total Income Tax Recognised in Other Comprehensive Income	-	-

Note 32: Earnings Per Share

Basic earnings per equity share has been computed by dividing net profit after tax by the weighted average number of equity shares outstanding for the year.

Particulars	Year ended 31st March 2022	Year ended 31st March 2021
Profit after tax (Rs. in lakhs)	151.91	8.02
Number of equity shares	1,56,67,242	1,56,67,242
Weighted average number of equity shares used in computing the basic earnings per share	1,56,67,242	1,56,67,242
Basic and Diluted earnings per share of Rs. 10 each	0.97	0.05
Face value per share (in Rs.)	10	10

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 32: Segment Reporting

The Company is mainly engaged in two business operating segments: Media and Media Services in accordance with the requirements of Ind AS 108 - 'Operating Segment Reporting', notified under the Companies (Indian Accounting Standards) Rules, 2015. The Company's business segments offer different products and require different technology and marketing strategies.

Identification of Segments

The Board of Directors of the Company has been identified as Chief Operation Decision Maker who monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Accounting policy in respect of segments is in conformity with accounting policy of the company as a whole.

Intersegment Transfer

Segment revenue resulting from transactions with other business segments is accounted for on basis of transfer price agreed between the segments. Transfer prices between operating segments are on arm's length basis in a manner similar to transactions with third parties.

Segment Revenue & Results

The Revenue and Expenditures in relation to the respective segments have been identified and allocated to the extent possible. Other revenue and expenditures non allocable to specific segments are disclosed separately as unallocated and adjusted directly against total income of the Company.

Segment Assets & Liabilities

Segment Assets includes all operating assets used by the operating segment and mainly consisting property, plant & equipment, trade receivables, cash and cash equivalents and inventory etc. Segment Liabilities primarily include trade payables and other liabilities. Common assets & liabilities which can not be allocated to specific segments are shown as a part of unallocable assets/liabilities.

(Amount in lakhs)

	Particulars	Year ended 31st March 2022	Year ended 31st March 2021
1	Segment Revenue		
	Media Services	1,430.23	766.07
	Digital Services	5,726.66	3,086.65
	Total	7,156.89	3,852.72
	Less : Inter Segment Revenue	-	-
	Net Revenue	7,156.89	3,852.72
2	Segment Results		
	Media Services	112.86	56.94
	Digital Services	314.79	179.51
	Sub-Total	427.65	236.45
	Less : Interest Expenditure	199.41	193.98
	Profit Before Tax	228.24	42.47
3	Segment Assets		
	Media Services	1,079.63	864.39
	Digital Services	1,570.40	1,152.00
	Total Segment Assets	2,650.03	2,016.39
4	Segment Liabilities		
	Media Services	2,781.26	2,556.79
	Digital Services	1,532.71	1,329.67
	Total Segment Liabilities	4,313.97	3,886.46

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

33.1 Geographical information

a. The Company is domiciled in India. The amount of its revenue from external customers broken down by location of customers is tabulated below:

(Rs. in lakhs)			
Geography	Year ended 31st March 2022	Year ended 31st March 2021	
India	2,957.63	1,399.70	
Outside India	4,199.25	2,453.02	
Total	7,156.88	3,852.72	

b. Information regarding geographical non-current assets is as follows:

Geography	Year ended 31st March 2022	Year ended 31st March 2021
India	496.27	525.99
Outside India	-	-
	496.27	525.99

Note 33.2 Information about Major Customers

Out of the total revenue of Rs. 7156.88 lakhs for the year ended 31st March 2022 and Rs. 3852.72 Lakhs for the year ended 31st March 2021 only one customer who have 10% or more of the total revenue is given below:

Particulars	Year ended 31st March 2022	Year ended 31st March 2021
Google Asia Pacific Pts. Limited	1,690.92	1,595.88
	1,690.92	1,595.88

Note 34: Contingent Liabilities

Disputed employees Provident Fund liabilities before

- Hon'ble High Court of Delhi Rs. 6.68 lakh (As at 31.03.2021 Rs. NIL)
- Central Government Industrial Tribunal Rs. 14.13 lakh (As at 31.03.2021 Rs. NIL)

Note 35: Related Party Disclosures

a. Related Parties and their Relationships

Nature of Relationship	Name of Related Party
i. Associates	Cyber Media Foundation Limited
ii. Directors	Mr. Pradeep Gupta (Chairman & Managing Director) Mr. Dhaval Gupta (Non-Executive Director) Mr. Krishan Kant Tulshan (Independent Director) Mr. Arun Seth (Independent Director) Mrs. Shravani Dang (Independent Director) Mr. Rohitasava Chand (Non Executive Director)
iii. Key Management Personnel	Mr. Pradeep Gupta (Chairman & Managing Director) Mr. Madan Mohan Singh (Chief Financial Officer) Mr. Anoop Singh (Company Secretary)

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

35.1 Details of Transactions and Outstanding Balances with Related Parties for the Year Ended 31st March 2022 (Amount in lakhs)

Name of the Parties	Nature of Transactions	Opening Balance	Received During the Year	Paid During the Year	Closing Balance
Expenses					
Mr. Pradeep Gupta	Director Remuneration	-	-	10.50	-
Mr. Madan Mohan Singh	Remuneration	-	-	2.60	-
Mr. Anoop Singh	Remuneration	-	-	8.43	-
Mr. Dhaval Gupta	Director Remuneration	-	-	21.75	-

Details of Transactions and Outstanding Balances with Related Parties for the Year Ended 31st March 2021 (Amount in lakhs)

Name of the Parties	Nature of Transactions	Opening Balance	Received During the Year	Paid During the Year	Closing Balance
Expenses					
Mr. Pradeep Gupta	Director Remuneration	-	-	5.25	-
Mr. Sankaranarayanan VV	Remuneration	-	-	14.86	-
Mr. Anoop Singh	Remuneration	-	-	7.14	-
Mr. Dhaval Gupta	Director Remuneration	-	-	18.42	-

Note 36: Employee Benefits

A Defined Contribution plans

The Company has recognised Rs. 23.27 lakhs (31 March,2021: 19.27 lakhs) in statement of profit and loss as Company's contribution to provident fund.

B.1. Defined Benefit Plans- Gratuity

The Company has a defined benefit gratuity plan, where under employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn basic salary) for each completed year of service subject to a maximum limit of ` 2,000,000 in terms of the provisions of Gratuity Act, 1972. Vesting occurs upon completion of 5 years of service.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

i. The principal assumptions used for the purpose of the actuarial valuation were as follows:

Assumptions	“As at 31 March 2022”	“As at 31 March 2021”
Economic Assumptions		
Discount rate	5.45%	4.80%
Salary escalation	3.00%	3.00%
Demographic Assumptions		
Retirement Age	58	58
Mortality rates inclusive of provision for disability	100% of IALM (2012-14)	100% of IALM (2012-14)
Attrition at Ages	“Withdrawal Rate (%) “	“Withdrawal Rate (%) “
-All ages	30%	30%

(Rs. In Lakhs)

ii. Movements in present value of the defined benefit obligation	“As at 31 March 2022”	“As at 31 March 2021”
“Present value of obligation as at the beginning of the period“	97.26	103.24
Acquisition adjustment Out	-	-
Interest cost	4.67	5.47
Current service cost	7.96	7.16
Past Service Cost including curtailment Gains/Losses		
Benefit paid	(13.26)	(15.70)
Actuarial (Gain)/Loss on arising from Change in Demographics Assumption	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(1.85)	1.34
Actuarial (Gain)/Loss on arising from Experience Adjustment	9.93	(4.25)
Liability at the end of the year	104.71	97.26

(Rs. in lakhs)

iii. Movements in the fair value of plan assets	“As at 31 March 2022”	“As at 31 March 2021”
Fair Value of plan assets at the beginning of the period / year	-	-
Contribution from the employer	-	-
Actual return on plan assets	-	-
Benefits paid	-	-
Actuarial gain/loss for the year on asset	-	-
Fair value of the plan assets at the end of the period / year	-	-

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Rs. in lakhs)			
iv.	Amount recognized in the Balance Sheet	“As at 31 March 2022”	“As at 31 March 2021”
	Present Value of the obligation at end	104.71	97.26
	Fair value of plan assets at the end of the period /year	-	-
	Unfunded Liabilities recognised in the Balance Sheet	(104.71)	(97.26)

(Rs. in lakhs)			
v.	Expenses recognized in the Statement of Profit and Loss	“As at 31 March 2022”	“As at 31 March 2021”
	Current service cost	7.96	7.16
	Past Service Cost including curtailment Gains/Losses	-	-
	Net Interest cost	4.67	5.47
	Expense recognised in the Statement of Profit and Loss	12.63	12.63

(Rs. In Lakhs)			
vi.	Other Comprehensive Income	“As at 31 March 2022”	“As at 31 March 2021”
	Net cumulative unrecognized actuarial gain/(loss) opening	-	-
	Actuarial (Gain)/Loss on arising from Change in Demographics Assumption	-	-
	Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(1.85)	1.34
	Actuarial (Gain)/Loss on arising from Experience Adjustment	9.93	(4.25)
	Unrecognized actuarial gain/(loss) at the end of the year	8.08	(2.91)

(Rs. in lakhs)			
vii.	Change in Net benefit Obligations	“As at 31 March 2022”	“As at 31 March 2021”
	Net defined benefit liability at the start of the period	97.26	103.24
	Acquisition adjustment		
	Total Service Cost	7.96	7.16
	Net Interest cost (Income)	4.67	5.47
	Re-measurements	8.08	(2.91)
	Contribution paid to the Fund	-	-
	Benefit paid directly by the enterprise	(13.26)	(15.70)
	Net defined benefit liability at the end of the period	104.71	97.26

(Rs. in lakhs)			
viii.	Bifurcation of PBO at the end of year in current and non current.	“As at 31 March 2022”	“As at 31 March 2021”
	Current liability (Amount due within one year)	37.60	32.91
	Non-Current liability (Amount due over one year)	67.11	64.35
	Total PBO at the end of year	104.71	97.26

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

ix.	Sensitivity Analysis of the defined benefit obligation	“As at 31 March 2022”	“As at 31 March 2021”
	a) Impact of the change in discount rate		
	-Impact due to increase of 1.00 %	-2.60%	-2.70%
	-Impact due to decrease of 1.00 %	2.80%	2.90%
	b) Impact of the change in salary increase		
	-Impact due to increase of 1.00 %	2.80%	2.90%
	-Impact due to decrease of 1.00 %	-2.70%	-2.80%
	c) Impact of the change in attrition rate		
	-Impact due to increase of 50%	0.80%	-0.10%
	-Impact due to decrease of 50%	-2.40%	-1.00%
	d) Impact of the change in mortality rate		
	-Impact due to increase of 10%	0.00%	0.00%
	-Impact due to decrease of 10%	0.00%	0.00%

Sensitivities due to mortality and withdrawals are not material & hence impact of change not calculated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the statement of financial position.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

- x. The estimates of future salary increase considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors. The above information is certified by the actuary and relied upon by the auditors.
- xi. The employer's best estimate of contribution expected to be NIL since the scheme is managed on unfunded basis.
- xii. Maturity profile of Defined Benefit obligation

(Rs. in lakhs)

Year	“As at 31 March 2022”	“As at 31 March 2021”
0 to 1 Year	37.60	32.91
2 to 5 Year	67.23	61.87
More than 5 Year	17.36	17.26

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

B.2. Defined Benefit Plans- Leave Encashment

The Company has a defined benefit leave encashment plan, where employee gets a leave encashment on departure for number of leaves. Maximum ceiling of 90 leaves.

i. The principal assumptions used for the purpose of the actuarial valuation were as follows:

(Rs. in lakhs)

Assumptions	"As at 31 March 2022"	"As at 31 March 2021"
Economic Assumptions		
Discount rate	4.80%	4.80%
Salary escalation	3.00%	3.00%
Demographic Assumptions		
Retirement Age	58	58
Leave Availment Rate	10.00%	10.00%
Mortality rates inclusive of provision for disability	100% of IALM (2006-08)	100% of IALM (2012-14)
Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
-All ages	30%	30%

(Rs. In Lakhs)

Movements in present value of the defined benefit obligation	"As at 31 March 2022"	"As at 31 March 2021"
"Present value of obligation as at the beginning of the period"	42.28	41.01
Acquisition adjustment Out		
Interest cost	3.50	2.17
Current service cost	6.54	8.34
Benefit paid	(10.84)	(5.70)
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(1.51)	0.49
Actuarial (Gain)/Loss on arising from change in demographic assumptions	1.13	-
Actuarial (Gain)/Loss on arising from Experience Adjustment	(10.66)	(4.03)
Liability at the end of the year	30.43	42.28

(Rs. in lakhs)

Amount recognized in the Balance Sheet	"As at 31 March 2022"	"As at 31 March 2021"
Liability at the end of the period / year	30.43	42.28
Unfunded Liabilities recognised in the Balance Sheet	30.43	42.28

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Rs. in lakhs)			
iv.	Expenses recognized in the Statement of Profit and Loss	“As at 31 March 2022”	“As at 31 March 2021”
	Current service cost	6.54	8.34
	Net Interest cost	3.50	2.17
	Actuarial (gain)/loss on obligations	(12.17)	(3.55)
	Expense recognised in the Statement of Profit and Loss	(2.13)	6.97

(Rs. in lakhs)			
v.	Change in Net benefit Obligations	“As at 31 March 2022”	“As at 31 March 2021”
	Net defined benefit liability at the start of the period	26.91	41.01
	Acquisition adjustment	-	-
	Total Service Cost	6.54	8.34
	Net Interest cost (Income)	3.50	2.17
	Re-measurements	(11.04)	(3.55)
	Contribution paid to the Fund	-	-
	Benefit paid directly by the enterprise	(10.84)	(5.70)
	Net defined benefit liability at the end of the period	15.06	42.28

(Rs. in lakhs)			
vi.	Bifurcation of PBO at the end of year in current and non current.	“As at 31 March 2022”	“As at 31 March 2021”
	Current liability (Amount due within one year)	17.27	17.70
	Non-Current liability (Amount due over one year)	23.74	24.58
	Total PBO at the end of year	41.01	41.01

(Rs. in lakhs)			
vii.	Sensitivity Analysis of the defined benefit obligation	“As at 31 March 2022”	“As at 31 March 2021”
	a) Impact of the change in discount rate		
	-Impact due to increase of 1.00 %	-2.30%	-2.30%
	-Impact due to decrease of 1.00 %	2.40%	2.40%
	b) Impact of the change in salary increase		
	-Impact due to increase of 1.00 %	2.40%	2.40%
	-Impact due to decrease of 1.00 %	-2.40%	-2.40%
	c) Impact of the change in attrition rate		
	-Impact due to increase of 50%	-6.20%	-6.20%
	-Impact due to decrease of 50%	11.20%	11.20%
	d) Impact of the change in mortality rate		
	-Impact due to increase of 10%	0.00%	0.00%
	-Impact due to decrease of 10%	0.00%	0.00%

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Sensitivities due to mortality and withdrawals are not material & hence impact of change not calculated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the statement of financial position.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

- viii. The estimates of future salary increase considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors. The above information is certified by the actuary and relied upon by the auditors.
- ix. The employer's best estimate of contribution expected to be NIL since the scheme is managed on unfunded basis.
- x. Maturity profile of Defined Benefit obligation

(Amount in lakhs)

Year	“As at 31 March 2022”	“As at 31 March 2021”
0 to 1 Year	17.70	17.70
2 to 5 year	25.55	25.55
More than 5 year	4.33	4.33

These plans typically expose the Company to actuarial risks such as Investment risk, salary risk, discount rate risk, mortality risk, withdrawals risk.

Salary risk	The present value of the defined benefit plan liability is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.
Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government Bonds Yield. If plan liability is funded and return on plan assets is below this rate, it will create a plan deficit.
Discount rate risk	A decrease in the bond interest rate (discount rate) will increase the plan liability.
Mortality & disability risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. For this report we have used Indian Assured Lives Mortality (2012-14) ultimate table. A change in mortality rate will have a bearing on the plan's liability.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 37. Financial Instruments

37.1 Capital Management

The Company manages its capital to ensure that it will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance.

Company is not subject to any externally imposed capital requirements.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents, excluding discontinued operations.

37.1.1 Gearing Ratio

Particulars	(Amount in lakhs)	
	“As at 31 March 2022”	“As at 31 March 2021”
Borrowings	862.79	731.98
Current maturities of long term debt	1,098.66	1,331.53
Less: Cash and Bank Balances	588.52	300.15
Net Debt	2,549.98	1,763.36
Equity	(1,106.41)	(1,178.47)
Capital and net debt	1,443.57	584.89
Gearing Ratio	0.57	0.33

37.2 Categories of Financial Instruments

The carrying value and fair value of financial instruments by categories as of March 31, 2022 were as follows: (Amount in lakhs)

Particulars	Amortised Cost	Financial assets/liabilities at fair value through profit & loss	Financial assets/liabilities at fair value through OCI	Total carrying value	Total Fair value
Financial assets					
Measured at Amortised cost					
(a) Investments	89.25	-	-	89.25	89.25
(b) Loans	9.08	-	-	9.08	9.08
(c) Trade Receivables	1,258.19	-	-	1,258.19	1,258.19
(d) Cash and cash equivalents	588.52	-	-	588.52	588.52
Financial Liabilities					
Measured at amortised cost					
(e) Borrowings	1,961.46	-	-	1,961.46	1,961.46
(f) Trade payables	2,121.89	-	-	2,121.89	2,121.89
(g) Other Financial Liabilities	-	-	-	-	-

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

The carrying value and fair value of financial instruments by categories as of March 31, 2021 were as follows: (Amount in lakhs)

Particulars	Amortised Cost	Financial assets/ liabilities at fair value through profit & loss	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total Fair value
Financial Assets					
Measured at Amortised Cost					
(a) Investments	88.31	-	-	88.31	88.31
(b) Loans	8.20	-	-	8.20	8.20
(c) Trade Receivables	892.85	-	-	892.85	892.85
(d) Cash and Cash Equivalents	300.15	-	-	300.15	300.15
Financial Liabilities					
Measured at Amortised Cost					
(e) Borrowings	2,063.51	-	-	2,063.51	2,063.51
(f) Trade payables	1,526.70	-	-	1,526.70	1,526.70
(g) Other Financial Liabilities	-	-	-	-	-

37.3 Fair value Hierarchy

Level 1- Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2- Input other than quoted prices included within level 1 that are observable for the asset or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3- Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2022:

(Amount in lakhs)

Particulars	"As at 31 March 2022"	Fair Value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
Cheekotel Venture Limited	45.00	-	-	45.00
Anytime Media Private Limited	25.00	-	-	25.00
Others	1.73	-	-	1.73
CAPL ESOP Trust	0.20	-	-	0.20

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2021:

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in lakhs)

Particulars	“As at 31 March 2021”	Fair Value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
Cheekotel Venture Limited	45.00	-	-	45.00
Anytime Media Private Limited	25.00	-	-	25.00
Others	0.34	-	-	0.79
CAPL ESOP Trust	0.20	-	-	0.20

37.3.1 Valuation Technique used to Determine Fair Value

These investments are immaterial and current information w.r.t. these are not available with the company. The Company has adopted cost as its fair value as Company expects fair value to be equal to its cost of acquisition.

37.4 Financial Risk Management Objectives and Policies

The Company’s principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company’s operations. The Company’s principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The company’s activities expose it to a variety of financial risks: currency risk, interest rate risk credit risk and liquidity risk. The company’s overall risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the company’s financial performance. The Company’s senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company’s senior management the Company’s financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company’s policies and risk objectives The Audit committee reviews and agrees policies for managing each of these risks, which are summarised below.

37.4.1 Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

Cash & Cash Equivalents

With respect to credit risk arising from financial assets which comprise of cash and cash equivalents, the Company’s risk exposure arises from the default of the counterparty, with a maximum exposure equal to the carrying amount of these financial assets at the reporting date. Since the counter party involved is a bank, Company considers the risks of non-performance by the counterparty as non-material.

Trade Receivables

Trade Receivables consist of large number of customers spread across India & abroad. Ongoing credit evaluation is performed on the financial conditions of account receivables.

37.4.2 Liquidity and Interest Risk Tables

The following tables detail the company’s remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the company can be required to pay. The contractual maturity is based on the earliest date on which the company may be required to pay.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in lakhs)

Particulars	Weighted average effective interest rate	0-1 year	1-3 years	3+ years	On Demand	Total	Carrying Amount
31 March, 2022							
Trade payables		2,121.89	-	-	-	2,121.89	2,121.89
Borrowings		1,961.46	-	-	-	1,961.46	1,961.46
31 March, 2021							
Trade payables		1,526.70	-	-	-	1,526.70	1,526.70
Borrowings		2,063.51	-	-	-	2,063.51	2,063.51

37.5 Fair Value Measurements

This note provides information about how the company determines fair values of various financial assets and financial liabilities.

Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

The directors consider that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values.

Note 38. Financial Instruments

Additional information pursuant to para 2 of general instructions for the preparation of consolidated financial statements

For the Year Ended on 31.03.2022

Name of the Subsidiary	Net Asset		Share in Profit & Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Total	Amount in (Lakhs)	As % of Total	Amount in (Lakhs)	As % of Total	Amount in (Lakhs)	As % of Total	Amount in (Lakhs)
Parent								
Cyber Media India Limited	(990.42)	59.52%	6.09	4.01%	(14.13)	68.21%	(8.04)	34.49%
Indian Subsidiaries								
CMRSL	(514.25)	30.91%	160.00	105.32%	(5.96)	28.78%	154.04	-661.16%
CDL	0.37	-0.02%	(1.30)	-0.85%	-	0.00%	(1.30)	5.57%
CMSL	(0.26)	0.02%	(0.88)	-0.58%	-	0.00%	(0.88)	3.79%
CAL	(159.39)	9.58%	(11.99)	-7.90%	(0.62)	3.02%	(12.62)	54.16%
Total	(1,663.94)	100%	151.91	100%	(20.71)	100%	131.20	100%

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ended on 31.03.2021

Name of the Subsidiary	Net Asset		Share in Profit & Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Total	Amount in (Lakhs)	As % of Total	Amount in (Lakhs)	As % of Total	Amount in (Lakhs)	As % of Total	Amount in (Lakhs)
Parent								
Cyber Media India Limited	(1,246.35)	66.65%	(34.72)	-432.99%	(1.14)	3.65%	(35.86)	153.93%
Indian Subsidiaries								
CMRSL	(473.04)	25.30%	50.49	629.65%	(29.69)	94.79%	20.80	-89.28%
CDL	(1.49)	0.08%	(0.87)	-10.90%	-	0.00%	(0.87)	3.75%
CMSL	(2.41)	0.13%	(0.93)	-11.65%	-	0.00%	(0.93)	4.01%
CAL	(146.77)	7.85%	(5.94)	-74.10%	(0.49)	1.56%	(6.43)	27.60%
Total	(1,870.06)	100%	8.02	100%	(31.32)	100%	(23.30)	100%

39 Additional Regulatory Information

The following is the additional regulatory information required by the clause L of General Instruction for Preparation of Balance Sheet of Division II of Schedule III of the Companies Act, 2013

i) Title deeds of Immovable Property not held in name of the Company

The title deeds of immovable properties disclosed in the financial statements are held in the name of the group.

ii) Fair Value if Investment Property

The group does not have Investment Property, hence clause (ii) is not applicable to group.

iii) Revaluation of Property, Plant & Equipment

The group has not revalued its Property, Plant and Equipment, hence clause (iii) is not applicable to the group.

iv) Revaluation of Intangible Assets

The group has not revalued Intangible Assets, hence clause (iv) is not applicable to the group.

v) Loans or Advances to specified persons

The group has not granted Loans or Advances in the nature of loans to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are: (a) repayable on demand; or (b) without specifying any terms or period of repayment, hence clause (v) is not applicable to group.

vi) Capital Work-in-Progress (CWIP) ageing schedule/ completion schedule

The group does not have Capital Work-in-Progress (CWIP), hence clause (vi) is not applicable to the group.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

vii) Intangible assets under development ageing schedule/ completion schedule

The group does not have Intangible asset under development, hence clause (vii) is not applicable to the group.

viii) Details of Benami Property held

No proceedings have been initiated or are pending against the group under the Benami Transactions (Prohibition) Act,1988, hence clause (viii) is not applicable to the group.

ix) Borrowings secured against current assets

The group does not borrow any amount from any bank or financial institution against current assets, hence clause (ix) is not applicable.

x) Willful Defaulter

The group has not been declared as a willful defaulter by any bank or financial institution or any other lender, hence clause (x) is not applicable to group.

xi) Relationship with Struck off Companies

The group has not undertaken any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, hence clause (xi) is not applicable.

xii) Registration of charges or satisfaction with Registrar of Companies (ROC)

There are no charges or satisfaction that need to be registered with ROC beyond the statutory period , hence clause (xii) is not applicable.

xiii) Compliance with number of layers of companies

The provisions of clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 are not applicable to the group as per Section 2(45) of the Companies Act,2013 hence clause (xiii) is not applicable.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

xiv) Accounting Ratio

	Particulars		Numerator	Denominator	“As at 31 March 2022”	“As at 31 March 2021”	% Variance	Reason for Variance
	Current Ratio	in times	Current Assets	Current Liabilities	0.64	0.49	31.82%	The current ratio has been improved due to decrease in short term borrowings from banks & increase in Cash & Cash equivalent and trade receivables.
	Debt-Equity Ratio	in times	Total Debt	Shareholder's Equity	-1.88	-1.75	0.07	Not Required, as variance is less than 25%
	Debt Service Coverage Ratio	in times	Earning Available for Debt Service	Debt Service	1.95	1.17	0.67	Not Required, as variance is less than 25%
	Return on Equity Ratio	in %	Net Profits after taxes-Preference Dividend	Average Shareholder's Equity	(0.14)	(0.01)	21.25	Not Required, as variance is less than 25%
	Trade Receivables Turnover Ratio	in times	Net Credit Sales	Avg. Accounts Receivable	6.65	4.35	0.53	Not Required, as variance is less than 25%
	Trade Payables Turnover Ratio	in times	Purchases of Goods and services and other expenses	Average Trade Payables	3.04	1.74	0.74	Not Required, as variance is less than 25%
	Net Capital Turnover Ratio	in times	Net Sales	Working Capital	(6.01)	(2.47)	1.43	Not Required, as variance is less than 25%
	Net Profit Ratio	in %	Net Profit	Net Sales	0.02	0.00	9.20	Not Required, as variance is less than 25%
	Return on Capital Employed	in %	Earning before interest and taxes	Capital Employed	0.49	0.29	0.67	Not Required, as variance is less than 25%
	Return on Investments	in %	“Income generated from investments”	“Time weighted average investments”	-	-	-	Not Required, as variance is less than 25%

xv) Compliance with approved Scheme(s) of Arrangements

No scheme of Arrangements has been approved by competent authority in terms of sections 230 to 237 of the Companies Act, 2013 in respect of the group, hence clause (xv) is not applicable to group.

xvi) Utilization of Borrowed funds and share premium

The group has not provided nor taken any loan or advance to/from any other person or entity with the understanding that benefit of the transaction will go to a third party, the ultimate beneficiary, hence clause (xvi) is not applicable.

40 Other Additional Information

The following is the other additional information required by Para 7 of the General Instructions for Preparation of Statement of Profit and Loss of Division II of Schedule III of the Companies Act, 2013

i) Undisclosed income

The group records all the transaction in the books of accounts properly and has no undisclosed income during the year or in previous years in the tax assessments under the Income Tax Act, 1961 hence clause (i) is not applicable to the group.

ii) Corporate social responsibility

The Provisions of section 135 of the Companies Act, 2013 are not applicable to the group hence clause (m) is not applicable to the group.

iii) Details of Crypto currency or Virtual currency

The group has not traded or invested in Crypto currency or Virtual Currency during the financial year hence clause (n) is not applicable to the group.

41 There is no event occur after reporting period which needs to be disclosed.

42 The figures of the previous period have been re-grouped / re-classified wherever necessary to correspond with the figures of the current year.

43 There is no further information required to be disclosed as per Schedule III to the Companies Act, 2013, Companies (Indian Accounting Standards) Rules 2015 or other provisions of the Companies Act, 2013.

44 Approval of Financial Statements

The consolidated financial statements of the group for the year ended March 31, 2022 were approved by the board of directors in their meeting held on May 30, 2022.

As per our report attached
For Goel Mintri & Associates
Chartered Accountants
(Firm Registration No. 013211N)

Sd/-
Gopal Dutt
Partner
Membership No. 520858
UDIN: 22520858AJVZGY4945
Place: New Delhi
Dated : 30/05/2022

For and on behalf of Board Of Directors
CYBER MEDIA (INDIA) LIMITED

Sd/-
Pradeep Gupta
Chairman and Managing Director
DIN 00007520

Sd/-
Madan Mohan Singh
Chief Financial Officer

Sd/-
Krishan Kant Tulshan
Director
DIN 00009764

Sd/-
Anoop Singh
Company Secretary
Membership No. F8264

Place: New Delhi
Date: 30th May, 2022

Independent Auditor's Report

To the members of Cyber Media (India) Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of CYBER MEDIA (INDIA) LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022 and its profit before tax, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

We have determined the matters described below to be the key audit matters to be communicated in our report.

S.no	Key Audit Matters	How our audit addressed the key audit matter
1	<p>Revenue Recognition</p> <ul style="list-style-type: none"> Revenue is measured net of discounts, incentives, rebate etc. given to the customer on the Company's sales. The Company's presence across different marketing products within the country and the competitive business environment makes the assessment of various type discount, incentives and rebates as complex and judgmental. Therefore, there is a risk of revenue being misstated as a result of variations in the assessment of discounts, incentives and rebates. Given the complexity and judgment required to access the provision for discounts, incentives and rebates, this is a key audit matter 	<ul style="list-style-type: none"> We have assessed the Company's accounting policies relating to revenue, discounts, incentives and rebates by comparing with applicable accounting standards. We accessed the design and implementation and tested the operating effectiveness Company's internal controls over the provisions, approvals and disbursements of discounts, incentives and rebates. We have accessed Company's computation for accrual of discounts, incentives and rebates, on a sample basis, and compared the accrual made with the approved schemes and underlined documents. We have verified, on a sample basis, the underlying documentation for discounts, incentives and rebates recorded and disbursed during the year. We have compared the historical trends of payments and reversal of discounts, incentives and rebates to provisions made to assess the current year accruals. We have examined the manual journals posted to discounts, rebates and incentives to identify unusual or irregular items.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA" s) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended 31st March, 2022. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

2	<p>Impairment of Trade Receivables</p> <ul style="list-style-type: none"> The company has applied a simplified ECL model to determine the impairment against trade receivables at the reporting date. The expected credit loss (ECL) model involves the use of various assumptions and study of historical observed defaults rates over the expected life of trade receivables. The significant judgments include the assessment for the forward looking estimates. Due to the significance of trade receivables and the significant judgment involved in determining the ECL, the impairment of trade receivables was considered to be Key audit matter 	<ul style="list-style-type: none"> We have assessed the design and implementation and tested the operating effectiveness of the Company's relevant key financial controls around the ECL allowance. We critically assessed the ECL model developed by the Company and verified with requirement of Ind AS 109. Tested Key assumptions and judgments, such as those used to assess the likelihood of default and loss on default by comparing two historical data We considered the adequacy of the disclosures in the standalone financial statements against the requirement of Ind As 109, Financial Instruments and Ind AS 107, Financial Instruments Disclosures
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Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is

responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears

from our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the

Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the

Ultimate Beneficiaries;

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. During the year the company neither proposed nor declared any dividend.

**For Goel Mintri & Associates
Chartered Accountants
Firm Registration no. 13211N**

Sd/-

**Gopal Dutt
Partner
Membership No.: 520858
UDIN: 22520858AJVZGY4945**

**Place: Delhi
Date : 30-05-2022**

Annexure 'A' to the Independent Auditor's Report

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. (a) In respect of the Company's Property, Plant and Equipment and Intangible Assets:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
- (b) The Company has maintained proper records showing full particulars of intangible assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, plant and equipment by which all Property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain Property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- (e) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- (f) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

- ii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Inventories by which all Inventories are verified at regular interval. In accordance with this programme, certain Inventories were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

- (b) The Company has not been sanctioned working capital limits in excess of 5 crore, in aggregate, at any points of time during the year, from banks or financial

institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

- iii. During the year, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other party. However the Company has acquired 90000 equity shares of its subsidiary, Cyber Media Research & Services Limited at a total value of Rs 12.15 lakhs which is not prejudicial to the interest of the Company. The other requirements of clause 3(iii) of the order is not applicable to the Company.
- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of investments by it during the year. The Company has not granted any loan or provided any guarantee or security during the year to which section 185 & 186 of the Companies Act, 2013 apply.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- vii. (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2022 except Tax Deducted (TDS) of Rs. 6.35 Lakhs and Labour Welfare Fund of Rs. 0.77 Lakhs for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of GST, Employees' State Insurance, Income-tax, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company on account of disputes except the employees provident fund of Rs. 20.81 as detailed in note 40 to the Financial Statements.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) According to the information and explanations given to us and on the basis of our examination of the records of

- the Company, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. The Company has settled the pending amount of Pridhvi Asset Reconstruction & Securitisation Company Limited (Refer note 20 to the Financial Statements).
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has applied term loans for the purpose for which the loans were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) According to the information and explanations given by the Management, the Company has not received any whistle-blower complaints during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. The Company has an internal audit system commensurate with the size and nature of its business. The reports of the internal auditor were considered by us.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors, and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit but the company has incurred cash losses of Rs. 27.10 Lakhs in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. In our opinion and according to the information and explanations given by the Management, provision of section 135 of the Companies Act, 2013 is not applicable on the company. Accordingly, reporting under clause 3(xx) of the Order is not applicable.

**For Goel Mintri & Associates
Chartered Accountants
Firm Registration no. 13211N**

**Sd/-
Gopal Dutt
Partner
Membership No.: 520858
UDIN: 22520858AJVZGY4945**

**Place: Delhi
Date: 30-05-2022**

Annexure “B” to the Independent Auditor’s Report

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

We have audited the internal financial controls over financial reporting of CYBER MEDIA (INDIA) LIMITED (the “Company”) as of March 31, 2022 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For Goel Mintri & Associates
Chartered Accountants
Firm Registration no. 13211N**

**Sd/-
Gopal Dutt
Partner
Membership No.: 520858
UDIN: 22520858AJVZGY4945**

**Place: Delhi
Date: 30-05-2022**

CYBER MEDIA (INDIA) LIMITED
STANDALONE BALANCE SHEET AS AT 31 MARCH, 2022

(Amount in lakhs)

PARTICULARS	Note No.	As at 31 March 2022	As at 31 March 2021
ASSETS			
Non - current assets			
Property, plant and equipment	3	279.23	283.30
Other Intangible Assets	4	5.56	8.04
Intangible Assets Under Development			
Financial assets	5	117.06	103.97
Investments	6	2.39	1.52
Others	7	461.36	461.36
Deferred tax assets (net)	8	37.00	37.00
Other non - current assets		902.60	895.19
Total Non - current assets			
Current assets			
Inventories	9	1.12	1.12
Financial assets			
Trade receivables	10	489.73	206.97
Cash and cash equivalents	11	35.43	115.91
Bank balances other than above	12	9.41	9.41
Current tax assets (net)	13	95.58	71.60
Other current assets	14	7.11	25.57
Total Current assets		638.38	430.58
TOTAL ASSETS		1,540.98	1,325.77
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	1,566.72	1,566.72
Other equity	16	(2,807.00)	(2,797.74)
Total Equity		(1,240.28)	(1,231.02)
Liabilities			
Non - current liabilities			
Financial liabilities			
Borrowings	17	135.00	-
Other Non current liabilities	18	47.72	45.47
Provisions	19	773.68	298.80
Total Non - current liabilities		956.40	344.27
Current liabilities			
Financial liabilities			
Borrowings	20	855.00	1,326.48
Trade payables	21		
(i) total outstanding dues of micro enterprises and small enterprises		1.02	2.00
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		762.61	632.02
Other current liabilities	22	172.83	223.76
Provisions	23	33.40	28.26
Total Current liabilities		1,824.86	2,212.52
TOTAL EQUITY & LIABILITIES		1,540.98	1,325.77
The accompanying notes form an integral part of these Standalone financial statements.			

As per our report attached
For Goel Mintri & Associates
Chartered Accountants
(Firm Registration No. 013211N)

Sd/-
Gopal Dutt
Partner
Membership No. 520858
UDIN: 22520858AJVZGY4945
Place: New Delhi
Dated : 30/05/2022

For and on behalf of Board Of Directors
CYBER MEDIA (INDIA) LIMITED

Sd/-
Pradeep Gupta
Chairman and Managing Director
DIN 00007520

Sd/-
Madan Mohan Singh
Chief Financial Officer

Sd/-
Krishan Kant Tulshan
Director
DIN 00009764

Sd/-
Anoop Singh
Company Secretary
Membership No. F8264

CYBER MEDIA (INDIA) LIMITED
STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2022

(Amount in lakhs)

Particulars	Note	For the year ended 31 March 2022	For the year ended 31 March 2021
INCOME			
Revenue from Operations	24	1,430.23	766.07
Other Income	25	28.80	9.70
Total Income		1,459.03	775.77
EXPENSES			
Direct Expenses	26	812.06	267.36
Cost of materials consumed	27	-	(0.01)
Employee Benefits Expenses	28	401.42	330.05
Finance Cost	29	106.78	91.64
Depreciation and Amortization Expense	30	9.65	8.76
Other Expenses	31	123.03	112.69
Total Expenses		1,452.95	810.49
Profit / (loss) before Exceptional Items and Tax		6.08	(34.72)
Exceptional Items		-	-
Profit/ (loss) before Tax		6.08	(34.72)
Tax Expense	32		
Current Tax		-	-
Deferred Tax		-	-
Adjustment for Earlier Years		-	-
Total Tax Expenses		-	-
Profit/ (loss) for the period		6.08	(34.72)
Other Comprehensive Income	33		
A (i) Items that will not be reclassified to profit or loss		(14.13)	(1.14)
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total other comprehensive income / (loss), net of tax		(14.13)	(1.14)
Total Comprehensive Income for the period Comprising Profit (Loss) and Other comprehensive Income for the period		(8.05)	(35.86)
Earnings per equity share	34		
Equity shares of par value ₹ 10 each			
-Basic		0.04	(0.22)
-Diluted		0.04	(0.22)

The accompanying notes form an integral part of these Standalone financial statements.

As per our report attached
For Goel Mintri & Associates
Chartered Accountants
(Firm Registration No. 013211N)

Sd/-
Gopal Dutt
Partner
Membership No. 520858
UDIN: 22520858AJVZGY4945
Place: New Delhi
Dated : 30/05/2022

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DIN 00009764

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Anoop Singh
Company Secretary
Membership No. F8264

CYBER MEDIA (INDIA) LIMITED
CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 March, 2022

(Amount in lakhs)

Particulars	Year ended 31st March 2022	Year ended 31st March 2021
A. Cash flow from operating activities		
Profit for the Period after Tax	6.08	(34.72)
Adjustments For:		
Remeasurement of Defined Benefit Plans	(14.13)	(1.14)
Depreciation & Amortization Expenses	9.65	8.76
Debit Balance Written Off & Provisions for Bad Debts	21.10	20.43
Interest Expense	106.78	91.64
Credit Balance Written Back	(8.26)	-
Interest Income	(1.33)	(3.66)
	119.89	81.31
Movements in working capital:		
Adjustments for (Increase) / Decrease in Operating Assets:		
Inventories	-	0.39
Trade Receivables	(303.86)	(21.25)
Other Non Current Financial Assets	(0.87)	-
Other Non-Current Assets	-	-
Other Current Assets	18.46	(14.70)
Adjustments for Increase / (Decrease) in Operating Liabilities:		
Provisions	7.39	(4.17)
Trade Payables	137.87	35.07
Other Financial Liabilities	-	-
Other Non Current Liabilities	474.88	8.75
Other Current Liabilities	(50.93)	36.48
Cash Generated from Operations	402.83	121.90
Less: Direct Taxes Paid (Net of Refunds)	(23.98)	(5.42)
Net Cash Generated by Operating Activities (A)	378.85	116.47
B. Cash flow from investing activities		
Acquisition of Property Plant & Equipment	(3.10)	(0.53)
Increase in Non Current Investments	(13.09)	(0.45)
Interest Received	1.33	3.66
Loans & Advances Given	-	0.58
Bank balances other than above	-	(0.72)
Net Cash Generated by/(Used in) Investing Activities (B)	(14.86)	2.54
C. Cash Flow from financing activities		
Proceeds from issue of equity share capital	-	280.00
Decrease in Long Term Borrowings (See * below)	-	(286.46)
Increase in Long Term Borrowings (See * below)	135.00	-
Decrease in Short Term Borrowings (See * below)	(471.48)	-
Increase in Short Term Borrowings (See * below)	-	72.00
Share Issue Expenses	(1.21)	-
Interest Paid	(106.78)	(91.64)
Net Cash Generated By/(Used In) Financing Activities (C)	(444.47)	(26.10)
Net Decrease in Cash and Cash Equivalents (A+B+C)	(80.47)	92.92
Cash and Cash Equivalents at the Beginning of the Year	115.91	22.99
Cash and Cash Equivalents at the End of Year (Refer note 11)	35.44	115.91

* Change in liability arising from financing activities				
	As at 1st April, 2021	Cash Flow	Other Adjustments	As at 31st March, 2022
Borrowing - Non Current (Refer Note 17)	-	135.00	-	135.00
Borrowing - Current (Refer Note 20)	1,326.48	(471.48)	-	855.00
	1,326.48	(336.48)	-	990.00
	As at 1st April, 2020	Cash Flow	Other Adjustments	As at 31st March, 2021
Borrowing - Non Current (Refer Note 17)	286.46	(286.46)	-	-
Borrowing - Current (Refer Note 20)	1,254.48	72.00	-	1,326.48
	1,540.94	(214.46)	-	1,326.48

As per our report attached
For Goel Mintri & Associates
Chartered Accountants
(Firm Registration No. 013211N)

Sd/-
Gopal Dutt
Partner
Membership No. 520858
UDIN: 22520858AJVZGY4945
Place: New Delhi
Dated : 30/05/2022

For and on behalf of Board Of Directors
CYBER MEDIA (INDIA) LIMITED

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Chief Financial Officer

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Director
DIN 00009764

Sd/-
Anoop Singh
Company Secretary
Membership No. F8264

CYBER MEDIA (INDIA) LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2022

(All amounts in lakhs of INR, unless stated otherwise)

A. Equity Share Capital

Particulars	Amount
Balance as at 1 April 2020	1,286.72
Changes in Equity Share Capital Due to Prior Period Errors	-
Restated Balance as at 1 April 2020	1,286.72
Changes in equity share capital during the year	280.00
Balance as at 31 March 2021	1,566.72
Balance as at 1 April 2021	1,566.72
Changes in Equity Share Capital Due to Prior Period Errors	-
Restated Balance as at 1 April 2021	1,566.72
Changes in equity share capital during the year	-
Balance as at 31 March 2022	1,566.72

B. Other Equity

Particular	Capital Reserve	Security Premium	General Reserve	Retained Earnings	Total Other Equity
Balance as at 1 April 2020	112.86	1,439.31	1,530.34	(5,844.39)	(2,761.88)
Changes in accounting policy or prior period errors	-	-	-	-	-
Restated balance as at 1 April 2020	112.86	1,439.31	1,530.34	(5,844.39)	(2,761.88)
Total comprehensive income for the year	-	-	-	(35.86)	(35.86)
Balance as at 31 March 2021.	112.86	1,439.31	1,530.34	(5,880.25)	(2,797.74)
Balance as at 1 April 2021	112.86	1,439.31	1,530.34	(5,880.25)	(2,797.74)
Changes in accounting policy or prior period errors	-	-	-	-	-
Restated Balance as at 1 April 2021	112.86	1,439.31	1,530.34	(5,880.25)	(2,797.74)
Changes during the year	-	-	(1.21)	-	(1.21)
Total comprehensive income for the year	-	-	-	(8.05)	(8.05)
Balance as at 31 March 2022	112.86	1,439.31	1,529.13	(5,888.30)	(2,807.00)

1-42

The accompanying statement of significant accounting policies and notes to the financial information are an integral part of this Balance Sheet.

As per our report attached
For Goel Mintri & Associates
Chartered Accountants
(Firm Registration No. 013211N)

Sd/-
Gopal Dutt
Partner
Membership No. 520858
UDIN: 22520858AJVZGY4945
Place: New Delhi
Dated : 30/05/2022

For and on behalf of Board Of Directors
CYBER MEDIA (INDIA) LIMITED

Sd/-
Pradeep Gupta
Chairman and Managing Director
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Chief Financial Officer

Sd/-
Krishan Kant Tulshan
Director
DIN 00009764

Sd/-
Anoop Singh
Company Secretary
Membership No. F8264

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

SIGNIFICANT ACCOUNTING POLICIES OF STANDALONE FINANCIAL STATEMENTS

1. Corporate Information

Cyber Media (India) Limited is a public limited company incorporated under Indian Companies Act, 1956, having its registered office at D - 74, Panchsheel Enclave, New Delhi - 110017 and Corporate Office at B - 35, Sector 32, Gurugram - 122003, Haryana. The Company is the largest speciality media house in South Asia and amongst India's top five magazine brands. The media business includes several media properties such as Dataquest, PC Quest, Voice & Data, DQ Channels and Dq Week(s). The Company has several websites led by www.CIOL.com, India's largest technology business website. Over the past three decades, the Company has continued to be the torch bearer for technology business, knowledge and information for India's growing industry needs.

2. Significant Accounting Policies

A summary of basis of preparation and significant accounting policies adopted in the preparation of these financial statements are as given below. These bases of preparation and accounting policies have been applied consistently to all periods presented in the financial statements.

2.1 Statement of Compliance

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules 2015 as amended from time to time and other accounting principles generally accepted in India.

2.2 Basis of preparation and presentation

The Financial Statements are prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Unless otherwise stated, all amounts are stated in Lakhs of Rupees.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months.

In addition, for financial reporting purposes fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which

the inputs for the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- b) Level 2 inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- c) Level 3 inputs are unobservable inputs for the asset or liability.

2.3 Use of Estimates

The preparation of financial statements requires management to make judgments, estimates and assumptions that may impact the application of accounting policies and the reported value of assets, liabilities, income, expenses and related disclosures concerning the items involved as well as contingent assets and liabilities at the balance sheet date. The estimates and management's judgments are based on previous experience & other factors considered reasonable and prudent in the circumstances. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

In order to enhance understanding of the financial statements, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is as under:

1. Formulation of accounting policies

The accounting policies are formulated in a manner that results in financial statements containing relevant and reliable information about the transactions, other events and conditions to which they apply. Those policies need not be applied when the effect of applying them is immaterial.

2. Post-employment benefit plans

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.

3. Provisions and contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37 'Provisions, contingent liabilities and contingent assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. Should circumstances change following

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

unforeseeable developments, this likelihood could alter.

d) Income taxes

Significant estimates are involved in determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions.

2.4 Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer and complete satisfaction of all performance obligations. Revenue is measured at the amount of consideration which the Company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognised when it becomes unconditional.

If at the time of rendering of services or sales there is significant uncertainty in Ultimate collection of the revenue, then the revenue recognition is postponed and in such Cases revenue is recognized only when it becomes reasonably certain that ultimate collection will be made. When the uncertainty of collection of revenue arises subsequently after the revenue recognition, provision for the uncertainty in the collection is made rather than adjustment in revenue already recognized. Dividend income is recognized when right to receive is established. Interest Income is recognized on time proportion basis taking in to account the amount outstanding and rate applicable based on effective interest method.

2.5 Property, Plant and Equipment (PPE)

Property, plant and equipment (PPE) are carried at cost less accumulated depreciation and impairment losses, if any.

The cost of Property, plant and equipment (PPE) comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses, present value of decommissioning costs (where there is a legal or constructive obligation to decommission) and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Property, plant and equipment are tested for impairment whenever events or changes in circumstances indicate that an asset may be impaired. If an impairment loss is determined, the remaining useful life of the asset is also subject to adjustment. If the reasons for previously recognised impairment losses no longer exist, such impairment losses are reversed and recognised in income. Such reversal shall not cause the carrying amount to exceed the amount that would have resulted had no impairment taken place during the preceding periods.

Depreciation

Depreciation is provided for Property, Plant and Equipment so as to expense the cost less residual values over their estimated useful lives. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Category	Useful Life
Office equipment	5 years
Furniture and fixture	10 years
Computers	3 years
Building	60 years
Vehicle	8 Years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains and losses arising from Derecognition of Property, Plant and Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognised.

Amortization of Intangible assets

Intangible assets are amortized on a straight-line basis over the estimated useful economic life. The amortization period and the amortization method are reviewed at each financial year end. If the expected useful life of the asset is significantly different from the previous estimate, the amortization period is changed accordingly.

The useful lives of intangible assets are assessed as either definite or indefinite. Intangible assets are tested for impairment at the end of each reporting period.

Softwares are amortised over the life of the software or 5 years, whichever is lower

2.6 Inventory

Inventory of newsprint, goods in transit are stated at cost or net realisable value, whichever is lower. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formulae used are 'First in First Out', 'Average cost', or 'Specific Identification', as applicable. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the Company.

2.7 Taxation

Income tax expense represents the sum of tax currently payable and deferred tax.

2.7.1 Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

Current tax is determined on the basis of taxable income and tax credits computed for Company, in accordance with the applicable tax rates and the provisions of applicable tax laws applicable to Company in the respective jurisdiction in which it operates.

Advance taxes and provisions for current income taxes are presented in the Balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant taxpaying units intends to settle the asset and liability on a net basis.

2.7.2 Deferred Tax

Deferred tax assets and liabilities are measured using the enacted/substantively enacted tax rates and laws for continuing operations. Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. The carrying amount of deferred tax assets is reviewed at each balance sheet date to reassess realisation.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

2.8 Employee Benefits

Defined contribution plan

A Defined contribution plan is a post-employment benefit plan under which the company pays fixed contributions in respect of the employees into an independent fund administrated by the government/ pension fund manager and will have no legal or constructive obligation to pay further amounts after its payment of the fixed contribution. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in statement of profit and loss in the period during which services are rendered by employees.

The company has a defined contribution plan which includes pension scheme and provident fund scheme. Company's contribution towards provident fund and pension scheme for the year are recognised as an expense and charged to the statement of profit and loss.

Defined benefit plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The company's liability towards gratuity and post-retirement benefits such as medical benefits are in the nature of defined benefits plans.

The company's net obligation in respect of defined benefit plans is

determined using the projected unit credit method, with actuarial valuations being carried out at the end of reporting period. Actuarial gain/loss on re-measurement of gratuity and other post-employment defined plans are recognised in other comprehensive income (OCI). Past service cost is recognised in the statement of Profit and Loss account in the period of a plan amendment.

Other long-term employee benefits

The company's obligation towards leave encashment is in the nature of other long term employee benefits. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the period in which such gains or losses are determined.

Short-term employee benefits

Short term employee benefits such as salaries and wages are recognised on undiscounted basis in the statement of Profit and Loss account, on the basis of the amount paid or payable for the period during which services are rendered by the employee.

2.9 Provision, Contingent Liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). Contingent Liability is disclosed after careful evaluation of facts, uncertainties and possibility of reimbursement, unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent liabilities are not recognized but are disclosed in notes.

2.10 Financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss (FVTPL) are recognised immediately in the statement of profit and loss.

Trade receivables not covering any significant financing component or practical expedient as para 63 of Ind AS 115 is applied are

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

recognised and measured at transaction price.

Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Financial assets at amortized cost

Financial assets are subsequently measured at amortised cost using the effective interest method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income (OCI) if these financial assets are held within a business whose objective is achieved by both selling financial assets and collecting contractual cash flows, the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. On initial recognition, the Company makes an irrevocable election on an instrument-by-instrument basis to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments, other than equity investment which are held for trading. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the "Reserve for equity instruments through other comprehensive income". The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. So far, the Company has not elected to present subsequent changes in fair value of any investment in OCI.

Financial assets at fair value through profit or loss ('FVTPL')

Investment in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investment in equity instruments which are not held for trading. Other financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in

profit or loss.

Impairment of financial assets (other than at fair value)

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. However, for trade receivables, the Company measures the loss allowance at an amount equal to lifetime expected credit losses. In cases where the amounts are expected to be realised up to one year from the date of the invoice, loss for the time value of money is not recognised, since the same is not considered to be material.

Derecognition of financial assets

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in profit or loss if such gain or loss.

2.11 Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its liabilities. As per paragraph B5.2.3 of Ind AS 109, Financial Instruments, all investments in equity instruments must be measured at fair value. However, in limited circumstances, cost may be an approximate estimate of fair value. That may be the case if sufficient more recent information is not available to measure the fair value. As in each of these investments, the Company's % voting power is less than 20% (in most of cases it is less than 2%) and as these are unlisted entities, recent detailed information is not available. Hence these are valued at cost which is considered to be approximate fair value. Investments in equity shares of subsidiary and associates are measured at costs as per Ind-As 28. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Compound financial instruments

The components of compound instruments are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by issue of fixed number of the Company's own equity instruments in exchange of a fixed amount of cash or another financial asset is an equity instrument. At the date of issue, the fair value of the liability

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recognised as a liability on an amortized cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to other component of equity. When the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised in equity will be transferred to retained earnings. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the lives of the convertible notes using the effective interest method.

Financial liabilities

All financial liabilities are subsequently measured at amortized cost using the effective interest method.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

2.12 Trade and other Payables

These amounts represent liabilities for goods & services provided to the Company prior to the end of the financial year which are unpaid. These are recognised initially at fair value and subsequently measured at amortised cost using effective interest method.

2.13 Segment reporting

The Company is mainly engaged in Media Business which is identified as the only reportable business segment of the Company in accordance with the requirements of Ind AS 108, 'Operating Segment Reporting', notified under the Companies (Indian Accounting Standards) Rules, 2015. All the operating facilities are located in India. The Company's business activity primarily falls within a single geographical segment.

2.14 Cash flow statement

Cash flows are reported using the indirect method, whereby profit /

(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.15 Earnings per share

Basic earnings per share are computed by dividing the profit/loss for the year attributable to the shareholders of the parent Company by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/loss for the year attributable to the shareholders of the parent as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

2.16 Operating Cycle, Current Assets and Current Liabilities

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

2.17 Leases

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

As a lessee, the Company determines the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to the related ROU asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the ROU asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

2.18 Critical accounting judgements and key sources of estimation uncertainty

2.18.1 Critical accounting judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations that the Management have made in the process of applying the Company's accounting policies and that have most significant effect on the amounts recognised in the consolidated financial statements.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

2.19 Key Source of estimation uncertainty

Key source of estimation uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, provisions and contingent liabilities.

The areas involving critical estimates are:

Useful lives and residual values of property, plant and equipment

Useful life and residual value of property, plant and equipment are based on management's estimate of the expected life and residual value of those assets. These estimates are reviewed at the end of each reporting period. Any reassessment of these may result in change in depreciation expense for future years (Refer note no 2.5).

Impairment of Property Plant and Equipment

The recoverable amount of the assets has been determined on the basis of their value in use. For estimating the value in use it is necessary to project the future cash flow of assets over its estimated useful life. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in statement of profit or loss.

Valuation of Deferred tax assets

Deferred tax assets are recognised only to the extent it is considered probable that those assets will be recoverable. This involves an assessment of when those deferred tax assets are likely to reverse and a judgment as to whether or not there will be sufficient taxable profits available to offset the tax assets when they do reverse. The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. Any change in the estimates of future taxable income may impact the recoverability of deferred tax assets.

2.20 Going concern

There are no significant material orders passed by the Regulators/ Courts which would impact the

going concern status of the Company and its future operations.

2.21 Foreign Currency Transaction

Functional and presentation currency

Items included in the financial statements of entity are measured using currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is entity's functional and presentation currency.

Transactions and Balances

Transactions in foreign currencies are initially recorded at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item.

2.22 Dividend

Dividends and interim dividends payable to the Company's shareholders are recognized as changes in equity in the period in which they are approved by the shareholders' meeting and the Board of Directors respectively.

2.23 Material Prior Period Error

Material prior period errors are corrected retrospectively by restating the comparative amounts for the prior periods presented in which the error occurred. If the error occurred before the earliest period presented, the opening balances of assets, liabilities and equity for the earliest period presented, are restated.

2.24 Subsequent Event

There is no event occur after reporting period which needs to be disclosed.

2.25 Standards issued but not yet effective:

The Ministry of Corporate Affairs has vide notification dated 23 March 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022 which amends certain accounting standards, and are effective 1 April 2022. Below is a summary of such amendments:

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

- 1. Ind AS 16 Property, Plant and Equipment**

Proceeds before intended use of property, plant, and equipment.

The amendment clarifies that an entity shall deduct from the cost of an item of property, plant, and equipment any proceeds received from selling items produced while the entity is preparing the asset for its intended use (for example, the proceeds from selling samples produced when testing a machine to see if it is functioning properly).
- 2. Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets**

Onerous Contracts – Cost of fulfilling a contract.

The amendment explains that the cost of fulfilling a contract comprises: the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling contracts.
- 3. Ind AS 103 Business combinations**

References to the conceptual framework.

The amendment adds a new exception in Ind AS 103 for liabilities and contingent liabilities.
- 4. Ind AS 109 Financial Instruments**

Fees included in the 10% test for de-recognition of financial liabilities.

The amendment clarifies which fees an entity includes when it applies the '10%' test in assessing whether to derecognise a financial liability. An entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf.
- 5. Ind AS 101 First time adoption**

Subsidiary as a first-time adopter.

Simplifies the application of Ind AS 101 by a subsidiary that becomes a first-time adopter after its parent in relation to the measurement of cumulative translation differences.
- 6. Ind AS 41 Agriculture**

Taxation in fair value measurements.

The amendment removes the requirement in Ind AS 41 for entities to exclude cash flows for taxation when measuring fair value. This aligns the fair value measurement in Ind AS 41 with the requirements of Ind AS 113, Fair Value Measurement.

These amendments have either no applicability to the Company or if applicable, the impact is either immaterial or presently being ascertained.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

3. Property, Plant & Equipment

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2022 are as follows :

Particulars	Gross Carrying Value						Accumulated Depreciation					Net Carrying Value	
	As At 01 April 2021	Additions	Acquisition through business combination	Change due to Revaluation	Disposals	As At 31 March 2022	As At 01 April 2021	For the Year	impairment losses or reversals	Adjustment	As At 31 March 2022	As At 31 March 2022	As At 31 March 2021
Freehold Land	40.36	-	-	-	-	40.36	-	-	-	-	-	40.36	40.36
Building	234.58	-	-	-	-	234.58	6.90	4.91	-	-	11.81	222.77	227.68
Computers	5.95	3.10	-	-	-	9.05	2.53	1.16	-	-	3.69	5.36	3.42
Equipment & Installations	1.80	-	-	-	-	1.80	1.10	0.20	-	-	1.30	0.50	0.70
Airconditioner	4.88	-	-	-	-	4.88	0.37	0.14	-	-	0.51	4.37	4.51
Generator	6.98	-	-	-	-	6.98	4.71	-	-	-	4.71	2.27	2.27
Vehicles	6.37	-	-	-	-	6.37	2.01	0.76	-	-	2.77	3.60	4.36
Total	300.92	3.10	-	-	-	304.02	17.62	7.17	-	-	24.79	279.23	283.30

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2021 were as follows :

Particulars	Gross Carrying Value						Accumulated Depreciation					Net Carrying Value	
	As At 01 April 2020	Additions	Acquisition through business combination	Change due to Revaluation	Disposals	As At 31 March 2021	As At 01 April 2020	For the Year	impairment losses or reversals	Adjustment	As At 31 March 2021	As At 31 March 2021	As At 31 March 2020
Freehold Land	40.36	-	-	-	-	40.36	-	-	-	-	-	40.36	40.36
Building	234.58	-	-	-	-	234.58	1.99	4.91	-	-	6.90	227.68	232.59
Computers	5.42	0.53	-	-	-	5.95	2.11	0.42	-	-	2.53	3.42	3.31
Equipment & Installations	1.80	-	-	-	-	1.80	0.97	0.13	-	-	1.10	0.70	0.83
Airconditioner	4.88	-	-	-	-	4.88	0.30	0.07	-	-	0.37	4.51	4.58
Generator	6.98	-	-	-	-	6.98	4.71	-	-	-	4.71	2.27	2.27
Vehicles	6.37	-	-	-	-	6.37	1.26	0.75	-	-	2.01	4.36	5.11
Total	300.39	0.53	-	-	-	300.92	11.34	6.28	-	-	17.62	283.30	289.05

4. Other Intangible Assets

The changes in the carrying value of intangible assets for the year ended March 31, 2022 are as follows :

Particulars	Gross Carrying Value						Accumulated Amortisation					Net Carrying Value	
	As At 01 April 2021	Additions	Acquisition through business combination	Change due to Revaluation	Disposals	As At 31 March 2022	As At 01 April 2021	For the Year	impairment losses or reversals	Adjustment	As At 31 March 2022	As At 31 March 2022	As At 31 March 2021
Software	12.39	-	-	-	-	12.39	4.35	2.48	-	-	6.83	5.56	8.04
Total	12.39	-	-	-	-	12.39	4.35	2.48	-	-	6.83	5.56	8.04

The changes in the carrying value of intangible assets for the year ended March 31, 2021 are as follows :

Particulars	Gross Carrying Value						Accumulated Amortisation					Net Carrying Value	
	As At 01 April 2020	Additions	Acquisition through business combination	Change due to Revaluation	Disposals	As At 31 March 2021	As At 01 April 2020	For the Year	impairment losses or reversals	Adjustment	As At 31 March 2021	As At 31 March 2021	As At 31 March 2020
Software	12.39	-	-	-	-	12.39	1.87	2.48	-	-	4.35	8.04	10.52
Total	12.39	-	-	-	-	12.39	1.87	2.48	-	-	4.35	8.04	10.52

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

5 Non Current Investments

Particulars	As at 31 March 2022		As at 31 March 2021	
	Number of share	Amount	Number of share	Amount
Trade Investments (in Equity Shares)				
Unquoted				
In associates - at cost				
Cyber Media Foundation Limited	1,73,125	17.31	1,73,125	17.31
Equity shares of Rs.10 each fully paid				
In Subsidiaries - at cost				
Unquoted				
Cyber Media Research & Services Limited	14,89,600	19.52	4,42,000	7.37
Equity shares of Rs.10 each fully paid				
Cybermedia Digitix Limited	10,000	1.00	10,000	1.00
Equity shares of Rs.10 each fully paid				
Cyber Astro Limited	75,000	7.50	75,000	7.50
Equity shares of Rs.10 each fully paid				
Other investments (at fair value through Profit & Loss) (see note 5.3)				
Unquoted				
Cheekotel Venture Fund Pvt. Ltd.	7,50,000	45.00	7,50,000	45.00
Equity shares of Rs.6 each fully paid				
AnyTime Media Pvt. Ltd.	2,50,000	25.00	2,50,000	25.00
Equity shares of Rs.10 each fully paid				
Resonant Electronics Pvt. Ltd.	334	0.03	167	0.02
Equity Shares of Rs.10/-each fully paid				
Ceantra Technologies Pvt. Ltd.	334	0.03	167	0.02
Equity Shares of Rs.10/-each fully paid				
Fitnano Technologies Pvt. Ltd.	334	0.03	167	0.02
Equity Shares of Rs.10/-each fully paid				
Starbru Techsystems Pvt. Ltd.	1,668	0.17	834	0.08
Equity Shares of Rs.10/-each fully paid				
Stemrobo Technologies Pvt. Ltd.	6,154	0.62	167	0.02
Equity Shares of Rs.10/-each fully paid				
Univlabs Technologies Pvt. Ltd.	334	0.03	167	0.02
Equity Shares of Rs.10/-each fully paid				
AJ Simply Purify Technologies Pvt. Ltd.	335	0.03	167	0.02
Equity Shares of Rs.10/-each fully paid				
Doorastha Analytics Pvt. Ltd.	366	0.04	183	0.02
Equity Shares of Rs.10/-each fully paid				

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

EVI Technologies Pvt. Ltd.	353	0.04	186	0.02
Equity Shares of Rs.10/-each fully paid				
Trydan Motors Pvt. Ltd.	167	0.02	167	0.02
Equity Shares of Rs.10/-each fully paid				
Genelek Technologies Pvt. Ltd.	167	0.02	167	0.02
Equity Shares of Rs.10/-each fully paid				
Concinnity Agro20 Pvt. Ltd.	4,668	0.47	4,668	0.47
Equity Shares of Rs.10/-each fully paid				
Iotomation Ecotech Pvt. Ltd.	242	0.02	242	0.02
Equity Shares of Rs.10/-each fully paid				
Aigroedge Technologies Pvt. Ltd.	167	0.02	167	0.02
Equity Shares of Rs.10/-each fully paid				
Arivation Fashiontech Pvt. Ltd.	167	0.02	167	0.02
Equity Shares of Rs.10/-each fully paid				
Navikarana Mednovation Pvt. Ltd.	167	0.02	167	0.02
Equity Shares of Rs.10/-each fully paid				
Dweepi Innvations Pvt. Ltd.	333	0.03	-	-
Equity Shares of Rs.10/-each fully paid				
Electrifuel Pvt. Ltd.	789	0.08	-	-
Equity Shares of Rs.10/-each fully paid				
Next Leap Aeronautics Pvt. Ltd.	83	0.01	-	-
Equity Shares of Rs.10/-each fully paid				
Quickproto Research Labs Pvt. Ltd.	167	0.02	-	-
Equity Shares of Rs.10/-each fully paid				
Total		117.06		103.97

5.1 Details of significant investment in subsidiaries/associates

Name of the subsidiary/associate	Principle place of business	Proportion of ownership interest and voting right held in subsidiaries/associates		Method of valuation
		“ As at 31 March 2022 “	“ As at 31 March 2021 “	
Aggregate amount of impairment in value of investments				
Subsidiary				
Cyber Media Services Limited through Kurrent Media LLC (Now liquidated)	India	100%	100%	Cost
Cybermedia Digitix Limited	India	100%	100%	Cost
Cyber Media Research & Services Limited (acquired 10% stake from Cybermedia Digitix Limited) (100% subsidiary)	India	59.11%	49.11%	Cost
Cyber Astro Limited (through Board's control)	India	37.50%	37.50%	Cost
Associate				
Cyber Media Foundation Limited	India	34.63%	34.63%	Cost

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

5.2 Other information as required by Schedule III to the Companies Act, 2013

Particulars	“ As at 31 March 2022 “	“ As at 31 March 2021 “
Aggregate amount of quoted investments	NIL	NIL
Market Value of quoted investments	NA	NA
Aggregate amount of unquoted investments (Rs. In lakhs)	117.06	103.97
Aggregate amount of impairment in value of investments	NIL	NIL

5.3 As per paragraph B5.2.3 of Ind AS 109, Financial Instruments all investments in equity instruments must be measured at fair value. However in limited circumstances, cost may be an approximate estimate of fair value. That may be the case if sufficient more recent information is not available to measure the fair value. As in each of these investments, the Company's % voting power is less than 20% (in most of cases it is less than 2%) & as these are unlisted entities, recent detailed information is not available. Hence these are valued at cost which is considered to be approximate fair value

6 Other non-current financial assets

Particulars	“ As at 31 March 2022 “	“ As at 31 March 2021 “
Security Deposits	2.39	1.52
Total	2.39	1.52

7 Deferred Tax Assets / Liabilities (Net)

Particulars	“ As at 31 March 2022 “	“ As at 31 March 2021 “
Deferred Tax Assets	543.25	543.25
Less: Deferred Tax Liabilities	(81.88)	(81.88)
Total	461.36	461.36

8 Other Non Current Assets

Particulars	“ As at 31 March 2022 “	“ As at 31 March 2021 “
Capital Advances	37.00	37.00
Total	37.00	37.00

9 Inventories

Particulars	“As at 31 March 2022”	“As at 31 March 2021”
(Valued at lower of cost or Net realizable value)		
Raw materials		
Purchase-Paper Account	1.12	1.12
Total	1.12	1.12

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

10 Trade Receivables

Particulars	“As at 31 March 2022”	“As at 31 March 2021”
Considered Good – Secured	-	-
Considered Good – Unsecured	604.74	312.39
Trade Receivables Which have Significant Increase in Credit Risk	-	-
Trade Receivables – Credit Impaired	-	-
Total Trade Receivables	604.74	312.39
Less: Loss Allowances for Expected Credit Loss		
- Trade Receivable - Increase in credit risk	(28.45)	(20.00)
- Trade Receivable - credit impaired	(86.56)	(85.42)
	(115.01)	(105.42)
Total	489.73	206.97

Aging Schedule of Trade Receivable

Particulars	More than 3 years	Total
Undisputed Trade Receivables -considered good	-	424.61
Undisputed Trade Receivables which have significant increase in credit risk	-	28.81
Undisputed Trade Receivables credit impaired	20.00	20.00
Disputed Trade Receivables -considered good	-	-
Disputed Trade Receivables which have significant increase in credit risk	-	-
Disputed Trade Receivables - credit impaired	130.72	131.32
Total	150.72	604.74

Particulars	More than 3 years	Total
Undisputed Trade Receivables -considered good	-	135.03
Undisputed Trade Receivables which have significant increase in credit risk	20.25	34.85
Undisputed Trade Receivables credit impaired	-	-
Disputed Trade Receivables -considered good	-	-
Disputed Trade Receivables which have significant increase in credit risk	-	-
Disputed Trade Receivables - credit impaired	139.76	142.51
Total	160.01	312.39

11 Cash & Cash Equivalents

Particulars	“ As at 31 March 2022 “	“ As at 31 March 2021 “
Cash on Hand	0.17	0.25
Balances with Banks	35.26	114.56
Fixed Deposits (see in Note 12 below)	-	1.10
Total	35.43	115.91

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

12 Bank balances other than cash and cash equivalents

Particulars	“ As at 31 March 2022 “	“ As at 31 March 2021 “
Margin Money*	9.41	9.41
Total	9.41	9.41

* Rs. 4.28 lakhs (as at 31st March, 2021 Rs. 10.51 Lakhs) under reconciliation with banking authorities

13 Current Tax Assets (Net)

Particulars	“ As at 31 March 2022 “	“ As at 31 March 2021 “
Prepaid Income - Taxes	100.73	76.75
Less: Provisions for Income- Tax	(5.15)	(5.15)
Total	95.58	71.60

14 Other Current Assets

Particulars	“ As at 31 March 2022 “	“ As at 31 March 2021 “
Other Advances	5.03	24.40
Prepaid Expenses	2.04	1.03
Imprest	0.04	0.14
Total	7.11	25.57

15 Share Capital

Particulars	“As at 31 March 2022”	“As at 31 March 2021”
Authorised Share Capital 1,57,00,000 fully paid equity shares of Rs. 10 each (as at 31 March, 2021: 1,57,00,000 fully paid equity shares of Rs. 10 each)	1,570.00	1,570.00
Issued, Subscribed and Fully Paid-Up 1,56,67,242 fully paid equity shares of Rs. 10 each (as at 31 March, 2021: 1,56,67,242 fully paid equity shares of Rs. 10 each)	1,566.72	1,566.72
	1,566.72	1,566.72

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

See notes (i) to (vii) below

(i) Details of Share outstanding at the year end

Particulars	“ As at 31 March 2022 “		“ As at 31 March 2021 “	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	1,56,67,242	1,566.72	1,28,67,242	1,286.72
Shares issued during the year	-	-	28,00,000	280.00
Shares outstanding at the end of the year	1,56,67,242	1,566.72	1,56,67,242	1,566.72

(ii) Rights, preferences and restriction attached to equity shares

Company has only one class of equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Details of shares held by shareholders holding more than 5% of shares:

Particulars	“ As at 31 March 2022 “		“ As at 31 March 2021 “	
	Number of shares	% Holding	Number of shares	% Holding
Equity shares of Rs.10 each fully paid				
Mr. Pradeep Gupta	64,61,236	41.24	64,61,236	41.24
Mrs .Sudha Bala Gupta	10,17,683	6.50	10,17,683	6.50
Mr. Dhaval Gupta	19,22,697	12.27	19,22,697	12.27
Presan Consultants Private Limited	9,00,000	5.74	13,00,000	8.30
	1,03,01,616	65.75	1,07,01,616	68.31

(a) As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents legal ownerships of shares.

(iv) Shareholding of Promoters

Particulars	“ As at 31 March 2022 “			“ As at 31 March 2021 “		
	No. of Equity Shares	% of Total Shareholding	% Change during the year	No. of Equity Shares	% of Total Shareholding	% Change during the year
Mr. Pradeep Gupta	64,61,236	41.24	-	64,61,236	41.24	5.01
Mr. Dhaval Gupta	19,22,697	12.27	-	19,22,697	12.27	5.10
Mrs .Sudha Bala Gupta	10,17,683	6.50	-	10,17,683	6.50	-1.41
Mrs. Anuradha Gupta	1,06,873	0.68	-	1,06,873	0.68	-0.15
Mrs. Kriti Gupta	1,71,646	1.10	-	1,71,646	1.10	-0.24

(v) The Company has not allotted any fully paid up shares pursuant to contract(s) without payment being received in cash nor has bought back any class of shares during the period of five years immediately preceding the balance sheet date.

(vi) The Company has not allotted bonus shares during the period of five years immediately preceding the balance sheet date.

(vii) In view of losses, the Board of Directors have not declared any dividend on equity shares.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

16 Other Equity

Particulars	“ As at 31 March 2022 “	“ As at 31 March 2021 “
Capital Reserve	112.86	112.86
Security Premium	1,439.31	1,439.31
General Reserve	1,529.13	1,530.34
Retained Earnings	(5,888.30)	(5,880.25)
Total	(2,807.00)	(2,797.74)

16.1 Capital Reserve as per the Companies Act, 2013

Particulars	“ As at 31 March 2022 “	“ As at 31 March 2021 “
Balance at the Beginning of Year	112.86	112.86
Changes in accounting policy or prior period errors	-	-
Restated balance at the beginning of the year	112.86	112.86
Changes during the year	-	-
Balance at the End of the Year	112.86	112.86

Capital reserve was created on forfeiture of share warrants/options in earlier years. It can be utilised for certain limited purposes as per the Companies Act, 2013.

16.2 Security Premium

Particulars	“ As at 31 March 2022 “	“ As at 31 March 2021 “
Balance at the Beginning of Year	1,439.31	1,439.31
Changes in accounting policy or prior period errors	-	-
the Companies	1,439.31	1,439.31
Changes during the year	-	-
Balance at the End of the Year	1,439.31	1,439.31

Security premium is credited on receipt of share premium on issuance of equity shares in earlier years. It can be utilised as per section 52 of Companies Act, 2013.

16.3 General Reserve

Particulars	“ As at 31 March 2022 “	“ As at 31 March 2021 “
Balance at the Beginning of Year	1,530.34	1,530.34
Changes in accounting policy or prior period errors	-	-
Restated balance at the beginning of the year	1,530.34	1,530.34
Less: Share allotment expenses	(1.21)	-
Balance at the End of the Year	1,529.13	1,530.34

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

General Reserve is created on appropriation of retained earnings. It is a free reserve and can be utilised for issuance of bonus shares, payment of dividend, w/off of share issue expenses & other purposes as per Companies Act, 2013.

16.4 Retained Earnings

Particulars	“As at 31 March 2022 “	“As at 31 March 2021 “
Balance at the Beginning of Year	(5,880.25)	(5,844.39)
Changes in accounting policy or prior period errors	-	-
Restated balance at the beginning of the year	(5,880.25)	(5,844.39)
Profit/(Loss) for the Year	(8.05)	(35.86)
Balance at the End of the Year	(5,888.30)	(5,880.25)

Retained earning represents accumulated profits/losses of the Company as per Statement of Profit & Loss. It is a free reserve and can be utilised for issuance of bonus shares, payment of dividend, write off of share issue expenses & other purposes as per the Companies Act, 2013.

17 Borrowings Non-current

Particulars	“As at 31 March 2022”	“As at 31 March 2021”
Unsecured, Considered Good Loan from Related Parties*	135.00	-
Total	135.00	-

*Loan from related parties represents interest free loan from Mr. Pradeep Gupta, Chairman & Managing Director of the Company on 30th March, 2022 repayable on completion of 3 years from the date of receipt of loan.

18 Provisions for employees Benefits-Non Current

Particulars	“As at 31 March 2022”	“As at 31 March 2021”
Provisions for Leave Encashment	13.13	11.77
Provisions for Gratuity	34.59	33.70
	47.72	45.47

19 Other Non-Current Liabilities

Particulars	“As at 31 March 2022”	“As at 31 March 2021”
Capital Advance Received	760.00	285.00
Security Deposits	13.68	13.80
	773.68	298.80

20 Borrowings-Current

Particulars	“As at 31 March 2022”	“As at 31 March 2021”
Secured Loan - Term Loans Pridhivi Asset Reconstruction & Securitisation Co.*	855.00	1,326.48
Total	855.00	1,326.48

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

* Pridhivi Asset Reconstruction & Securitisation Co. Ltd. (PARAS) had acquired the said loan from erstwhile State Bank of Mysore (now merged with State Bank of India) under the Sarfaesi Act, 2002, carrying an annual interest rate of interest of 12% secured against the first charge of all present & future immovable properties, trade receivable and other specified assets of the Company including personal guarantee of Mr. Pradeep Gupta, Chairman and Managing Director of the Company and corporate guarantee of Cyber Media Research & Services Limited, a subsidiary of the Company. The Company has in January, 2022 signed an one time settlement (OTS) with PARAS. As per OTS, the Company in settlement of all dues & liabilities and release of all guarantees shall pay PARAS, an aggregate amount of Rs. 1425.00 lakhs by 31st May, 2022 without any interest. There after the outstanding amount shall carry an interest rate of 18% p.a. The entire dues shall be settled by 31st July, 2022. The Company has since the date of OTS paid Rs. 570.00 lakhs to PARAS, balance Rs. 855.00 lakhs is payable by 31st July, 2022. Post OTS, PARAS had with drawn proceedings initiated against the Company personal guarantor and coporate guarantor under the Insolvency & Bankruptcy Code 2016. Earlier interest accrued thereon having crystallized in view of OTS has now bee reversed and provided afresh. TDS together with interest thereon shall be paid before the final payment of OTS on receipt of confirmation from PARAS as to calculation of the amount and reconciliation.

21 Trade Payables

Particulars	“ As at 31 March 2022 “	“ As at 31 March 2021 “
(i) total outstanding dues of micro enterprises and small enterprises	1.02	2.00
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	762.61	632.02
Total	763.63	634.02
Disclosure as required by Micro, Small and Medium Enterprises Development Act, 2006		
A(i). Principal amount remaining unpaid	1.02	2.00
A(ii). Interest amount remaining unpaid	-	-
Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
Interest accrued and remaining unpaid	-	-
Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-
Total	1.02	2.00

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

Aging Schedule of Trade Payables

Particulars	Outstanding from due date of payment as on March 31, 2022					Total
	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	1.02	-	-	-	-	1.02
Total outstanding dues of creditors other than micro enterprises and small enterprises	468.54	40.99	21.31	53.36	178.41	762.61
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	469.56	40.99	21.31	53.36	178.41	763.63

Particulars	Outstanding from due date of payment as on March 31, 2021					Total
	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	2.00	-	-	-	-	2.00
Total outstanding dues of creditors other than micro enterprises and small enterprises	275.97	34.60	97.47	68.85	155.13	632.02
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	277.97	34.60	97.47	68.85	155.13	634.02

22 Other Current Liabilities

Particulars	“As at 31 March 2022”	“As at 31 March 2021”
Advance Payments for Which Value is Still to be Given	161.11	158.65
Statutory Dues	11.72	65.11
Total	172.83	223.76

23 Provisions for Employees benefit-Current

Particulars	“As at 31 March 2022”	“As at 31 March 2021”
Provisions for Leave Encashment	11.39	8.90
Provisions for Gratuity	22.01	19.36
Total	33.40	28.26

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

24 Revenue from Operations

Particulars	“For the year ended 31 March 2022”	“For the year ended 31 March 2021”
Sale of products		
Advertisement Income	964.17	455.47
Circulation Revenue	20.44	13.99
Content Syncation Income	24.81	15.72
Sale of services		
Events Income	415.88	245.21
Lead Generation Income	4.94	35.68
Total	1,430.23	766.07

25 Other Income

Particulars	“ For the year ended 31 March 2022 “	“ For the year ended 31 March 2021 “
Rental Income - HR	18.58	5.08
Interest Income	1.33	3.66
Credit Balances Written Back	8.26	-
Gain on Exchange Rate Fluctuation	-	0.89
Raddi/Scrap Sales	0.63	0.07
Total	28.80	9.70

26 Direct Expenses

Particulars	“For the year ended 31 March 2022”	“For the year ended 31 March 2021”
Printing & Processing	14.54	2.17
Content Expenses	795.11	264.83
Packing & Despatch	2.41	0.36
Total	812.06	267.36

27 Cost of Materials Consumed

Particulars	“For the year ended 31 March 2022”	“For the year ended 31 March 2021”
Inventory at the beginning of the year	(1.12)	1.51
Less : Purchases	-	(0.40)
Less : Inventory at the end of the year	1.12	(1.12)
Total	-	(0.01)

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

28 Employee Benefits Expenses

Particulars	“For the year ended 31 March 2022”	“For the year ended 31 March 2021”
Salaries & Wages	319.30	248.19
Contribution to Provident & Other Funds	12.81	9.47
Professional Expenses	62.51	66.89
Staff Welfare Expenses	5.37	3.92
Staff Recruitment and Training	1.43	1.58
Total	401.42	330.05

29 Finance Costs

Particulars	“For the year ended 31 March 2022”	“For the year ended 31 March 2021”
Interest	106.78	91.64
Other Borrowing Cost	-	-
Total	106.78	91.64
Note : Company has not capitalized any borrowing cost during the year.		

30 Depreciation and Amortization Expense

Particulars	“For the year ended 31 March 2022”	“For the year ended 31 March 2021”
Depreciation	7.17	6.28
Amortization	2.48	2.48
Total	9.65	8.76

31 Other Expense

Particulars	“For the year ended 31 March 2022”	“For the year ended 31 March 2021”
Power & Fuel	15.79	11.18
Repairs to Building	7.40	6.31
Repairs to Machinery	2.22	0.75
Insurance	1.03	0.88
Rates & Taxes (excluding Income Tax)	7.96	15.15
Loss on Exchange Rate Fluctuation	0.31	1.59
Legal and Professional charges	35.45	27.19
Correspondence & Communication	7.00	6.70
Travelling & Conveyance	4.65	4.30
Debit Balances Written Off	11.51	6.71
Payment to Auditors (see note 31.1)	3.10	3.40

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

Provision for ECL created (see note 31.2)	9.59	13.72
Miscellaneous Expenses (see note 31.3)	17.02	14.81
Total	123.03	112.69

31.1 Payment To Auditors

Particulars	“For the year ended 31 March 2022”	“For the year ended 31 March 2021”
(i) Statutory Audit Fee	2.75	2.75
(i) Limited Review	0.30	0.30
(iii) Tax Audit Fees	-	0.20
(iv) Certificate And Other Fees	0.05	0.15
Total	3.10	3.40

31.2 Movement in ECL Provision Account

Particulars	“For the year ended 31 March 2022”	“For the year ended 31 March 2021”
Opening Balance	105.42	91.70
Provision created	9.59	13.72
Closing Balance	115.01	105.42

31.3 Miscellaneous Expenditure Includes The Following:

Particulars	“For the year ended 31 March 2022”	“For the year ended 31 March 2021”
Advertisement & Publicity	1.80	1.70
Bank Charges	0.44	0.43
Directors Fees	-	-
Lease & Hire Charges	2.25	1.88
Membership -Professional Bodies	1.47	1.81
Newspaper, Books & Periodicals	0.07	0.06
other miscellaneous expenses	5.41	5.50
Printing & Stationary	0.88	0.75
R & M Others	2.21	1.28
Vehicle Running & Maintenance	2.49	1.40
Total	17.02	14.81

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

32 Tax Expense

Particulars	“For the year ended 31 March 2022”	“For the year ended 31 March 2021”
Current Tax *	-	-
Deferred Tax @	-	-
Earlier Year Adjustment	-	-
Total	-	-

* No current tax is payable in view of brought forward unabsorbed depreciation, business & capital losses. The quantitative & qualitative reconciliation is as under

@ The Company has net deferred tax assets position and has already recognised deferred tax assets of Rs. 461.36 lakhs. No further deferred tax assets is created based on the guidance provided on recognition of deferred tax assets Ind AS 12, Income Tax. The detail of unrecognised deferred tax assets is below

Particulars	“ For the year ended 31 March 2022 “	“ For the year ended 31 March 2021 “
Deferred Tax assets on		
- Provision for ECL	28.95	26.53
- Provision for Leave Encashment	6.17	5.18
- Provision for Gratuity	14.25	13.36
- Unabsorbed business loss	561.69	535.89
- Unabsorbed Depreciation	114.45	112.33
- Unabsorbed capital loss	798.10	798.10
	1,523.60	1,491.38
Less: Deferred tax liabilities on		
- Property, Plant & Equipments & intangible assets	52.00	52.30
Net deferred tax assets	1,471.61	1,439.08
Deferred tax assets recognised	461.36	461.36
Balance yet to be recognised	1,010.25	977.71

33 Other Comprehensive Income

Particulars	“For the year ended 31 March 2022”	“For the year ended 31 March 2021”
Items that will not be reclassified to profit or loss	(14.13)	(1.14)
Income tax relating to items that will not be reclassified to profit or loss	-	-
Items that will be reclassified to profit or loss	-	-
Income tax relating to items that will be reclassified to profit or loss	-	-
Total	(14.13)	(1.14)

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

34 Earnings Per Share

Basic earnings per equity share has been computed by dividing net profit after tax by the weighted average number of equity shares outstanding for the year.

Particulars	“ For the year ended 31 March 2022 “	“ For the year ended 31 March 2021 “
Profit after Tax (Rs. In lakhs)	6.08	(34.72)
Number of Equity Shares	1,56,67,242	1,56,67,242
Weighted Average Number of Equity Shares used in Computing the Basic Earnings Per Share	1,56,67,242	1,56,67,242
Basic and Diluted Earnings Per Share of Rs. 10 Each	0.04	(0.22)
Face Value Per Share (in Rs.)	10	10

35 Segment Reporting

The Company is mainly engaged in Media Business which is identified as the only and primary business segment of the company. Therefore, no further information is required to be disclosed. Further all the operating facilities are located in India. There are no reportable segments in accordance with the requirements of Ind AS 108 -'Operating Segment Reporting', notified under the Companies (Indian Accounting Standards) Rules, 2015.

35.01 Geographical Information

A. The Company is domiciled in India. The amount of its revenue from external customers broken down by location of customers in tabulated below:

Geography	“ For the year ended 31 March 2022 “	“ For the year ended 31 March 2021 “
India	1,408.50	749.50
Outside India	21.73	16.57
	1,430.23	766.07

B. Information regarding geographical non-current assets excluding deferred tax assets is as follows:

Geography	“ As at 31 March 2022 “	“ As at 31 March 2021 “
India	441.24	433.83
Outside India	-	-
	441.24	433.83

35.02 Information about Major Customers

Out of the total revenue of Rs. 1430.23 Lakhs (As at 31 March 2021: 766.07 Lakhs), no customer have 10% or more of the total revenue.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

36 Related Party Disclosures

36.01 List of Related Parties and their Relationships

Nature of Relationship	Name of Related Party
i. Subsidiaries	Cyber Astro Limited Cyber Media Research & Services Limited Cybermedia Digitix Limited Cyber Media Services Limited
ii. Step down subsidiary	Cyber Media Services Pte Limited, Singapore
iii. Associates	Cyber Media Foundation Limited
iv. Directors	Mr. Pradeep Gupta (Chairman & Managing Director) Mr. Dhaval Gupta (Non-Executive Director) Mr. Krishan Kant Tulshan (Independent Director) Mr. Arun Seth (Independent Director) Mrs. Shravani Dang (Independent Director) Mr. Rohitasava Chand (Non Executive Director)
v. Key Management Personnel	Mr. Anoop Singh (Company Secretary) Mr. Madan Mohan Singh (Chief Financial Officer)

36.02 Details of Transactions and Outstanding Balances with Related Parties for the Year Ended 31st March 2022

Name of the Parties	Nature of Transactions	Opening Balance	Received During the Year	Paid During the Year	Closing Balance
Expenses					
Mr. Pradeep Gupta	Director Remuneration			10.50	
Mr. Madan Mohan Singh	Remuneration			2.60	
Mr. Anoop Singh	Remuneration			8.43	
Income					
Cyber Media Reserch & Services Limited	Rent		6.00		
Outstanding Credit Balances					
Cyber Media Reserch & Services Limited	Capital Advance Receipt	285.00	475.00	-	760.00
Cyber Media Reserch & Services Limited	Other Payables	158.00	-	-	158.00
Mr. Pradeep Gupta	Other Payables	-	135.00	-	135.00
Outstanding Debit Balances					
Cyber Media Services Limited	Trade Receivable	0.18	-	0.15	0.33
Cyber Media Reserch & Services Limited	Trade Receivable	-257.63	-	282.92	25.29
Cyber Astro Limited	Trade Receivable	144.87	1.35	9.08	152.60
Cybermedia Digitix Limited	Trade Receivable	10.03	10.30	0.27	(0.00)

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

Details of Transactions and Outstanding Balances with Related Parties for the Year Ended 31st March 2021

	Name of the Parties	Nature of Transactions	Opening Balance	Received During the Year	Paid During the Year	Closing Balance
	Expenses					
	Mr. Pradeep Gupta	Director Remuneration			5.25	
	Mr. Sankaranarayanan VV	Remuneration			14.86	
	Mr. Anoop Singh	Remuneration			7.14	
	Income					
	Cyber Media Reserch & Services Limited	Rent		4.50		
	Outstanding Credit Balances					
	Cyber Media Reserch & Services Limited	Capital Advance Receipt	285.00	-	-	285.00
	Cyber Media Reserch & Services Limited	Other Current Liabilities	-	158.00	-	158.00
	Cyber Media Reserch & Services Limited	Trade Receivable	201.21	58.37	1.95	257.63
	Outstanding Debit Balances					
	Cyber Media Services Limited	Trade Receivable	-	-	0.18	-0.18
	Cyber Astro Limited	Trade Receivable	136.18	9.25	0.56	144.87
	Cybermedia Digitix Limited	Trade Receivable	9.25	0.78	-	10.03

37 Employee Benefits

A Defined Contribution plans

The Company has recognised Rs. 12.81 lakhs (31 March,2021: 9.47 lakhs) in statement of profit and loss as Company's contribution to provident fund.

B.1 Defined Benefit plans- Gratuity

The Company has a defined benefit gratuity plan, where under employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn basic salary) for each completed year of service subject to a maximum limit of ` 2,000,000 in terms of the provisions of Gratuity Act, 1972. Vesting occurs upon completion of 5 years of service.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

i. The principal assumptions used for the purpose of the actuarial valuation were as follows:

Assumptions	“As at 31 March 2022”	“As at 31 March 2021”
Economic Assumptions		
Discount rate	5.45%	4.80%
Salary escalation	3.00%	3.00%
Demographic Assumptions		
Retirement Age	58	58
Mortality rates inclusive of provision for disability	100% of IALM (2012-14)	100% of IALM (2012-14)
Attrition at Ages	“Withdrawal Rate (%)“	“Withdrawal Rate (%)“
-All ages	30%	30%

ii. VMovements in present value of the defined benefit obligation	“As at 31 March 2022”	“As at 31 March 2021”
“Present value of obligation as at the beginning of the period“	53.06	103.24
Acquisition adjustment Out	-	-
Interest cost	2.55	5.47
Current service cost	3.67	7.16
Past Service Cost including curtailment Gains/Losses		
Benefit paid	(10.59)	(15.70)
Actuarial (Gain)/Loss on arising from Change in Demographics Assumption	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(0.93)	1.34
Actuarial (Gain)/Loss on arising from Experience Adjustment	8.84	(4.25)
Liability at the end of the year	56.60	97.26

iii. Movements in the fair value of plan assets	“As at 31 March 2022”	“As at 31 March 2021”
Fair Value of plan assets at the beginning of the period / year	-	-
Contribution from the employer	-	-
Actual return on plan assets	-	-
Benefits paid	-	-
Actuarial gain/loss for the year on asset	-	-
Fair value of the plan assets at the end of the period / year	-	-

iv. Amount recognized in the Balance Sheet	“As at 31 March 2022”	“As at 31 March 2021”
Present Value of the obligation at end	56.60	97.26
Fair value of plan assets at the end of the period /year	-	
Unfunded Liabilities recognised in the Balance Sheet	(56.60)	(97.26)

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

v.	Expenses recognized in the Statement of Profit and Loss	“As at 31 March 2022”	“As at 31 March 2021”
	Current service cost	3.67	7.16
	Past Service Cost including curtailment Gains/Losses	-	-
	Net Interest cost	2.55	5.47
	Expense recognised in the Statement of Profit and Loss	6.22	12.63

vi.	Other Comprehensive Income	“As at 31 March 2022”	“As at 31 March 2021”
	Net cumulative unrecognized actuarial gain/(loss) opening	-	-
	Actuarial (Gain)/Loss on arising from Change in Demographics Assumption	-	-
	Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(0.93)	1.34
	Actuarial (Gain)/Loss on arising from Experience Adjustment	8.84	(4.25)
	Unrecognized actuarial gain/(loss) at the end of the year	7.91	(2.91)

vii.	Change in Net benefit Obligations	“As at 31 March 2022”	“As at 31 March 2021”
	Net defined benefit liability at the start of the period	53.06	103.24
	Acquisition adjustment	-	-
	Total Service Cost	3.67	7.16
	Net Interest cost (Income)	2.55	5.47
	Re-measurements	7.91	(2.91)
	Contribution paid to the Fund	-	-
	Benefit paid directly by the enterprise	(10.59)	(15.70)
	Net defined benefit liability at the end of the period	56.60	97.26

viii.	Bifurcation of PBO at the end of year in current and non current.	“As at 31 March 2022”	“As at 31 March 2021”
	Current liability (Amount due within one year)	22.01	36.53
	Non-Current liability (Amount due over one year)	34.59	66.71
	Total PBO at the end of year	56.60	103.24

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

ix.	Sensitivity Analysis of the defined benefit obligation	“As at 31 March 2022”	“As at 31 March 2021”
	a) Impact of the change in discount rate		
	-Impact due to increase of 1.00 %	-2.50%	-2.70%
	-Impact due to decrease of 1.00 %	2.60%	2.90%
	b) Impact of the change in salary increase		
	-Impact due to increase of 1.00 %	2.60%	2.90%
	-Impact due to decrease of 1.00 %	-2.50%	-2.80%
	c) Impact of the change in attrition rate		
	-Impact due to increase of 50%	-0.90%	0.50%
	-Impact due to decrease of 50%	-2.20%	-2.00%
	d) Impact of the change in mortality rate		
	-Impact due to increase of 10%	0.00%	0.00%
	-Impact due to decrease of 10%	0.00%	0.00%

Sensitivities due to mortality and withdrawals are not material & hence impact of change not calculated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the statement of financial position.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

- x. The estimates of future salary increase considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors. The above information is certified by the actuary and relied upon by the auditors.
- xi. The employer 's best estimate of contribution expected to be NIL since the scheme is managed on unfunded basis.
- xii. Maturity profile of Defined Benefit obligation

Year	“As at 31 March 2022”	“As at 31 March 2021”
0 to 1 Year	22.01	36.53
2 to 5 Year	34.80	64.98
More than 5 Year	8.46	19.24

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

B.2 Defined Benefit plans- Leave Encashment

The Company has a defined benefit leave encashment plan, where employee gets a leave encashment on departure for number of leaves. Maximum ceiling of 90 leaves.

i. The principal assumptions used for the purpose of the actuarial valuation were as follows:

Assumptions	“As at 31 March 2022”	“As at 31 March 2021”
Economic Assumptions		
Discount rate	5.45%	5.30%
Salary escalation	3.00%	3.00%
Demographic Assumptions		
Retirement Age	58	58
Leave Availment Rate	10.00%	10.00%
Mortality rates inclusive of provision for disability	100% of IALM (2006-08)	100% of IALM (2006-08)
Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
-All ages	30%	30%

ii. Movements in present value of the defined benefit obligation	“As at 31 March 2022”	“As at 31 March 2021”
“Present value of obligation as at the beginning of the period“	20.67	52.85
Acquisition adjustment Out	-	-
Interest cost	3.13	3.50
Current service cost	0.99	6.54
Benefit paid	(2.76)	(10.84)
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(0.35)	(1.51)
Actuarial (Gain)/Loss on arising from change in demographic assumptions	-	1.13
Actuarial (Gain)/Loss on arising from Experience Adjustment	2.84	(10.66)
Liability at the end of the year	24.52	41.01

iii. Amount recognized in the Balance Sheet	“As at 31 March 2022”	“As at 31 March 2021”
Liability at the end of the period / year	24.52	41.01
Unfunded Liabilities recognised in the Balance Sheet	24.52	41.01

iv. Expenses recognized in the Statement of Profit and Loss	“As at 31 March 2022”	“As at 31 March 2021”
Current service cost	0.99	6.54
Net Interest cost	3.13	3.50
Actuarial (gain)/loss on obligations	2.49	(11.04)
Expense recognised in the Statement of Profit and Loss	6.61	(1.01)

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

v.	Change in Net benefit Obligations	“As at 31 March 2022”	“As at 31 March 2021”
	Net defined benefit liability at the start of the period	20.67	39.88
	Acquisition adjustment	-	-
	Total Service Cost	0.99	6.54
	Net Interest cost (Income)	3.13	3.50
	Re-measurements	2.49	(12.17)
	Contribution paid to the Fund	-	-
	Benefit paid directly by the enterprise	(2.76)	(10.84)
	Net defined benefit liability at the end of the period	24.52	26.91

vi.	Bifurcation of PBO at the end of year in current and non current.	“As at 31 March 2022”	“As at 31 March 2021”
	Current liability (Amount due within one year)	11.39	17.27
	Non-Current liability (Amount due over one year)	13.13	23.74
	Total PBO at the end of year	24.52	41.01

vii.	Sensitivity Analysis of the defined benefit obligation	“As at 31 March 2022”	“As at 31 March 2021”
	a) Impact of the change in discount rate		
	-Impact due to increase of 1.00 %	-2.10%	-2.30%
	-Impact due to decrease of 1.00 %	2.20%	2.40%
	b) Impact of the change in salary increase		
	-Impact due to increase of 1.00 %	2.30%	2.40%
	-Impact due to decrease of 1.00 %	-2.20%	-2.40%
	c) Impact of the change in attrition rate		
	-Impact due to increase of 50%	-5.60%	-6.90%
	-Impact due to decrease of 50%	9.70%	12.60%
	d) Impact of the change in mortality rate		
	-Impact due to increase of 10%	0.00%	0.00%
	-Impact due to decrease of 10%	0.00%	0.00%

Sensitivities due to mortality and withdrawals are not material & hence impact of change not calculated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the statement of financial position.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

- viii. The estimates of future salary increase considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors. The above information is certified by the actuary and relied upon by the auditors.
- ix. The employer's best estimate of contribution expected to be NIL since the scheme is managed on unfunded basis.
- x. Maturity profile of Defined Benefit obligation

Year	"As at 31 March 2022"	"As at 31 March 2021"
0 to 1 Year	11.39	17.27
1 to 2 Year	14.05	25.17
More than 5 Years	2.29	4.30

These plans typically expose the Company to actuarial risks such as Investment risk, salary risk, discount rate risk, mortality risk, withdrawals risk.

Salary risk	The present value of the defined benefit plan liability is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.
Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government Bonds Yield. If plan liability is funded and return on plan assets is below this rate, it will create a plan deficit.
Discount rate risk	A decrease in the bond interest rate (discount rate) will increase the plan liability.
Mortality & disability risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. For this report we have used Indian Assured Lives Mortality (2006-08) ultimate table. A change in mortality rate will have a bearing on the plan's liability.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

Note:

These disclosures are based on the best information that was available with the Company.

38 Financial Instruments

38.01 Capital Management

The Company manages its capital to ensure that it will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance.

Company is not subject to any externally imposed capital requirements.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents, excluding discontinued operations.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

38.02 Gearing Ratio

Particulars	“As at 31 March 2022”	“As at 31 March 2021”
Borrowings	135.00	-
Current Maturities of Long Term Debt	855.00	1,326.48
Less: Cash and Bank Balances	(44.84)	(125.32)
Net Debt	945.16	1,201.16
Equity	(1,240.28)	(1,231.02)
Capital and Net Debt	(295.12)	(29.86)
Gearing Ratio	(0.31)	-0.02

38.03 Categories of Financial Instruments

The carrying value and fair value of financial instruments by categories as of March 31, 2022 were as follows:

Particulars	Amortised Cost	Financial assets/ liabilities at fair value through profit & loss	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total Fair value
Financial Assets					
Measured at Amortised Cost					
Non Current Investments	117.06	-	-	117.06	117.06
Other Non Current Financial Assets	2.39				
Trade Receivables	489.73	-	-	489.73	489.73
Cash and Cash Equivalents	35.43	-	-	35.43	35.43
Bank balances other than above	9.41	-	-	9.41	9.41
Financial Liabilities					
Measured at Amortised Cost					
Borrowings	990.00	-	-	990.00	990.00
Trade Payables	763.63	-	-	763.63	763.63

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

The carrying value and fair value of financial instruments by categories as of March 31, 2021 were as follows:

Particulars	Amortised Cost	Financial assets/ liabilities at fair value through profit & loss	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total Fair value
Financial Assets					
Measured at Amortised Cost					
Non Current Investments	103.97	-	-	103.97	103.97
Other Non Current Financial Assets	1.52	-	-	1.52	1.52
Trade Receivables	206.97	-	-	206.97	206.97
Cash and Cash Equivalents	115.91	-	-	115.91	115.91
Bank balances other than above	9.41	-	-	9.41	9.41
		-	-		
Financial Liabilities					
Measured at Amortised Cost					
Borrowings	1,326.48	-	-	1,326.48	1,326.48
Trade Payables	634.02	-	-	634.02	634.02

38.04 Fair Value Hierarchy

Level 1- Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2- Input other than quoted prices included within level 1 that are observable for the asset or liabilities, either directly (i. e as prices) or indirectly (i.e. derived from prices).

Level 3- Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

38.05 Financial Risk Management Objectives and Policies

The Company's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The company's activities expose it to a variety of financial risks: currency risk, interest rate risk credit risk and liquidity risk. The company's overall risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the company's financial performance. The Company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company's senior management the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives The Audit committee reviews and agrees policies for managing each of these risks, which are summarised below.

38.06 Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

39 Income Tax

39.01 Income Taxes Recognised in Profit and Loss

Partiulars	“For the year ended 31 March 2022”	“For the year ended 31 March 2021”
Current Tax		
In respect of the current year	-	-
In respect of the previous years	-	-
Deferred Tax		
In respect of the current year	-	-
In respect of the previous years	-	-
Total Income Tax Expense Recognised in the Current Year	-	-

The income tax expense for the year can be reconciled to the accounting profit as follows:

Partiulars	“For the year ended 31 March 2022”	“For the year ended 31 March 2021”
Profit before taxes	6.08	(34.72)
Indian statutory income tax rate	26.00%	26.00%
Tax at Indian statutory income tax rate	1.58	-
Effect of income that is exempt from taxation	-	-
Effect of expenses that are deductible in determining taxable profit	(1.58)	-
Adjustment recognised in the current year in relation to the current tax of prior years	-	-
Brought Forward Losses	-	-
Income tax expense recognised in profit or loss	-	-
Total Income Tax Expense Recognised in the Current Year	-	-

39.02 Income Tax Recognised in Other Comprehensive Income

Partiulars	“For the year ended 31 March 2022”	“For the year ended 31 March 2021”
Current Tax		
Remeasurement of Defined Benefit Obligation	-	-
Deferred Tax		
Remeasurement of Defined Benefit Obligation	-	-
Total Income Tax Recognised in Other Comprehensive Income	-	-

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

40 Contingent Liabilities & Commitments

Disputed employees Provident Fund liabilities before

- Hon'ble High Court of Delhi Rs. 6.68 lakh (As at 31.03.2021 Rs. NIL)
- Central Government Industrial Tribunal Rs. 14.13 lakh (As at 31.03.2021 Rs. NIL)

The Company is a co-borrower with respect to borrowing by its subsidiary - Cyber Media Research & Services Limited from Karur Vaishya Bank Limited outstanding balance Rs. 971.45 Lakhs (As at 31st March, 2022 (As at 31st March, 2021 Rs. NIL)

The Company does not expect any outflows with respect to aforesaid items.

41 Accounting Ratio

Particulars		Numerator	Denominator	"As at March 31, 2022"	"As at March 31, 2021"	% Variance	Reason for Variance
Current Ratio	in times	Current Assets	Current Liabilities	0.35	0.19	79.76	Increase in value of trade receivable and decrease in short term borrowings
Debt-Equity Ratio	in times	Total Debt	Shareholder's Equity	-0.80	-1.08	-25.92	Decrease in both Long & Short Term Borrowings
Debt Service Coverage Ratio (DSCR)	in times	Earning Available for Debt Service	Debt Service	0.28	0.19	47.75	Repayment of both Long & Short Term Borrowings
Return on Equity Ratio (ROCE)	in %	Net Profits after taxes-Preference Dividend	Average Shareholder's Equity	0.49	-2.57	-119.19	Increase in Net Profit
Trade Receivables Turnover Ratio	in times	Revenue from Operations	Avg. Accounts Receivable	4.11	3.71	10.71	Not Required
Trade Payables Turnover Ratio	in times	Purchases of Goods and services and other expenses	Average Trade Payables	1.92	1.15	66.13	Increase in Credit Period of Trade Payables
Net Capital Turnover Ratio	in times	Revenue from Operations	Working Capital	-1.21	-0.43	180.40	Increase in both revenue from operations and working capital
Net Profit Ratio	in %	Net Profit	Revenue from Operations	0.43	-4.53	-109.39	Increase in Revenue from operations by 88.08% and decrease in total expenses by 4.21%
Return on Capital Employed	in %	Earning before interest and taxes	Capital Employed	-44.12	65.11	-167.75	Increase in Earning before interest and taxes and decrease in capital employed
Return on Investments	in %	"Income generated from investments"	"Time weighted average investments"	-	-	0.00	Not Required

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

42 Additional Regulatory Information

The following is the additional regulatory information required by the clause L of General Instruction for Preparation of Balance Sheet of Division II of Schedule III of the Companies Act, 2013

- i) Title deeds of Immovable Property not held in name of the Company
The title deeds of immovable properties disclosed in the financial statements are held in the name of the Company.
- ii) Fair Value of Investment Property
The company does not have any Investment Property, hence clause (ii) is not applicable to Company.
- iii) Revaluation of Property, Plant & Equipment
The Company has not revalued its Property, Plant and Equipment , hence clause (iii) is not applicable to the company.
- iv) Revaluation of Intangible Assets
The Company has not revalued its Intangible Assets , hence clause (iv) is not applicable to the company.
- v) Loans or Advances to specified persons
The Company has not granted any Loans or Advances in the nature of loans to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are: (a) repayable on demand; or (b) without specifying any terms or period of repayment, hence clause (v) is not applicable to company.
- vi) Capital Work-in-Progress (CWIP) ageing schedule/ completion schedule
The Company does not have Capital Work-in-Progress (CWIP) , hence clause (vi) is not applicable to the Company.
- vii) Intangible assets under development ageing schedule/ completion schedule
The Company does not have Intangible assets under development , hence clause (vii) is not applicable to the company.
- viii) Details of Benami Property held
No proceedings have been initiated or are pending against the company under the Benami Transactions (Prohibition) Act, 1988, hence clause (viii) is not applicable to the company.
- ix) Borrowings secured against current assets
The Company has not borrow any amount from any bank or financial institution against current assets, hence clause (ix) is not applicable.
- x) Willful Defaulter
The Company has not been declared as a willful defaulter by any bank or financial institution or any other lender, hence clause (x) is not applicable to company.
- xi) Relationship with Struck off Companies
To the best of its knowledge and information and examination of other records & documents, the Company has not undertaken any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, hence clause (xi) is not applicable.
- xii) Registration of charges or satisfaction with Registrar of Companies (ROC)
There are no charges or satisfaction that need to be registered with ROC beyond the statutory period , hence clause (xii) is not applicable.
- xiii) Compliance with number of layers of companies
The provisions of clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 are not applicable to the company as per Section 2(45) of the Companies Act, 2013 hence clause (xiii) is not applicable.
- xiv) Accounting Rates
These accounting rates are disclosed in note 41 to the financial statements.
- xv) Compliance with approved Scheme(s) of Arrangements
No scheme of Arrangements has been approved by competent authority in terms of sections 230 to 237 of the Companies Act, 2013 in respect of the Company, hence clause (xv) is not applicable to company.

CYBER MEDIA (INDIA) LIMITED
NOTES FORMING PART OF THE STANADLONE FINANCIAL STATEMENTS

xvi) Utilization of Borrowed funds and share premium

The company has not provided nor taken any loan or advance to/from any other person or entity with the understanding that benefit of the transaction will go to a third party, the ultimate beneficiary, hence clause (xvi) is not applicable.

43 Other Additional Information

The following is the other additional information required by Para 7 of the General Instructions for Preparation of Statement of Profit and Loss of Division II of Schedule III of the Companies Act, 2013

i) Undisclosed income

The Company records all the transaction in the books of accounts properly and has no undisclosed income during the year or in previous years in the tax assessments under the Income Tax Act, 1961 hence clause (i) is not applicable to the company.

ii) Corporate social responsibility

The Provisions of section 135 of the Companies Act, 2013 are not applicable to the company hence clause (m) is not applicable to the company.

iii) Details of Crypto currency or Virtual currency

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year hence clause (n) is not applicable to the company.

44 There is no event occur after reporting period which needs to be disclosed.

45 The figures of the previous period have been re-grouped / re-classified wherever necessary to correspond with the figures of the current year. Trade receivables and trade payables are subject to external confirmations.

46 There is no further material information required to be disclosed as per Schedule III to the Companies Act, 2013, Companies (Indian Accounting Standards) Rules 2015 or other provisions of the Companies Act, 2013.

47 Approval of Financial Statements

The financial statements of the Company for the year ended March 31, 2022 were approved by the board of directors in their meeting held on May 30, 2022. The Financial statements can be re-opened/voluntary revised under certain circumstances as provided under section 130 & 131 of the Companies Act, 2013.

As per our report attached
For Goel Mintri & Associates
Chartered Accountants
(Firm Registration No. 013211N)

Sd/-
Gopal Dutt
Partner
Membership No. 520858
UDIN: 22520858AJVZGY4945
Place: New Delhi
Dated : 30/05/2022

For and on behalf of Board Of Directors
CYBER MEDIA (INDIA) LIMITED

Sd/-
Pradeep Gupta
Chairman and Managing Director
DIN 00007520

Sd/-
Madan Mohan Singh
Chief Financial Officer

Sd/-
Krishan Kant Tulshan
Director
DIN 00009764

Sd/-
Anoop Singh
Company Secretary
Membership No. F8264

Place: New Delhi
Date: 30th May, 2022

Cyber Media (India) Limited

CIN: L92114DL1982PLC014334

Registered Office

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