

22<sup>nd</sup> September, 2016

The Manager – Listing Dept.  
The Bombay Stock Exchange Limited  
Floor 25, P J Towers, Dalal Street  
Mumbai -400 001

The Manager- Listing Dept.  
The 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: -Annual Report for the financial year 2015-16**

Dear Sir/Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed Annual Report for the financial year 2015-16.

This is for your information and records.

Thanking you,

Yours faithfully,  
For Cyber Media (India) Limited

  
Anoop Singh  
Company Secretary





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

**ANNUAL REPORT 2015-2016**

## **BOARD OF DIRECTORS**

Pradeep Gupta

*Chairman & Managing Director*

Krishan Kant Tulshan

*Independent Director*

Arun Kumar Dang

*Independent Director*

Varsha Bedi

*Independent Director*

Hoshiediar Rastom Ghaswalla

*Whole-Time Director*

Dhaval Gupta

*Whole-Time Director*

## **CHIEF FINANCIAL OFFICER**

Sankaranarayanan V.V.

## **COMPANY SECRETARY**

Anoop Singh

## **BANKERS**

ICICI Bank

HSBC

## **AUDITORS**

M/s. Goel Mintri & Associates

Chartered Accountants

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

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

#### **ORDINARY BUSINESS**

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

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

#### **SPECIAL BUSINESS**

4. **Appointment of Mr. Pradeep Gupta as Chairman and Managing Director and fixation of his remuneration**

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

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

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

Mr. Pradeep Gupta shall be paid a total annual remuneration of Rs. 42.00 Lakh (including Rs. 6.00 Lakh towards perquisites like the benefit of furnished accommodation, gas, electricity, water and furnishings, club fees, personal insurance, medical insurance, credit card fees and expenses, use of cars and

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

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

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

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

**Sd/-  
Anoop Singh  
Company Secretary**

#### **NOTES:**

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** THE INSTRUMENT APPOINTING PROXY, DULY FILLED AND STAMPED, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. FORM OF PROXY IS ENCLOSED.
- 2) A proxy may not vote except on a poll.
- 3) Members/Proxies/Representatives are requested to bring the Attendance Slip duly filled in for attending the AGM.
- 4) Members are required to bring their copy of the Annual Report to the Annual General Meeting.
- 5) Corporate Members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) ("the Act"), are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
- 6) The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 16<sup>th</sup> September, 2016 till Wednesday 21<sup>st</sup> September, 2016 (both days inclusive).
- 7) Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
- 8) In terms of Section 149 read with section 152(6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors.
- 9) The Registrar and Share Transfer Agent of the Company M/s. Link Intime India Private Ltd., having its office at Narang

Tower-44, Community Centre, Naraina Industrial Area, Phase I, New Delhi- 110028 ('RTA'), is handling registry work in respect of shares held both in physical form and electronic/demat form. Members holding equity shares in physical form are requested to notify the change of address/ dividend mandate, if any, to the RTA.

- 10) A soft copy of the Notice of 34<sup>th</sup> AGM of the Company *inter alia* indicating the process and manner of e-Voting alongwith the copy of Annual Report for FY 2015-16 will be sent to those shareholders who have registered their e-mail IDs with the Company/Depository participants. The aforesaid documents can also be accessed on the Company's website [www.cybermedia.co.in](http://www.cybermedia.co.in). Shareholders can also register their e-mail IDs and contact numbers with the Company by sending details to [investorcare@cybermedia.co.in](mailto:investorcare@cybermedia.co.in) or with Link Intime India Private Limited at [swapann@linkintime.co.in](mailto:swapann@linkintime.co.in). Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [investorcare@cybermedia.co.in](mailto:investorcare@cybermedia.co.in).
- 11) Statement as required in pursuance of section 102 of the Companies Act, 2013, in respect of special businesses at Item No. 4 is annexed hereto.
- 12) Pursuant to section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
- 13) Brief profiles of Mr. Pradeep Gupta (DIN: 00007520) seeking appointment as Chairman and Managing Director and Mr. Hoshiediar Rastom Ghaswalla (DIN:06371019) being retiring director by rotation, seeking re-appointment, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), are furnished in the Report on Corporate Governance forming part of the Annual Report.
- 14) **Voting through electronic means:**
  - I) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulations, the Company is providing its members facility to exercise their right to vote on resolutions proposed to be considered at the 34<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited ('CDSL').
  - II) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - III) The remote e-voting period shall commence on Sunday, 18<sup>th</sup> September, 2016 at 9:00 a.m. and end on Tuesday, 20<sup>th</sup> September, 2016 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of 15<sup>th</sup> September, 2016**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Sd/-  
Anoop Singh  
Company Secretary

Place: New Delhi  
Date: May 25, 2016

# DIRECTORS' REPORT

To

**The Members,**

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

## 1. FINANCIAL SUMMARY OF THE COMPANY

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

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

### Performance Review

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

## 2. DIVIDEND

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

## 3. TRANSFER TO RESERVES

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

## 4. CORPORATE AFFAIRS

### 4.1 Human Resources

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

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

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

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

## 4.2 Writing off of Investments and Debtors

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

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

## 4.3 Prevention of Sexual Harassment at Workplace

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

## 4.4 Particulars of Employees and Related disclosures

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

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

## 4.5 Annual Report circulation

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

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

#### 4.6 Consolidated Financial Statements

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

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

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

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

Further, some of the subsidiaries have further subsidiaries:

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

During the financial year, the following companies were closed:

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

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

#### Associate Companies

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

#### 4.8 Board Meetings held during the year

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

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

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

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

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

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

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

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

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

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

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

#### 4.14 Managerial Personnel Remuneration

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

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



**Note:**

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

**4.15 Extract of Annual Report**

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

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

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

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

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

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

**5. CORPORATE GOVERNANCE**

**5.1 Listing Regulations**

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

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

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

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

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

**5.2 Directors and Key Managerial Personnel**

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

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

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

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

**Declaration by Independent Directors**

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

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

**5.3 Formal Annual Evaluation**

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

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

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

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

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

#### 5.4 Internal Financial Control

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

### 6. SHARE CAPITAL

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

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

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

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

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

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

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

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

### 7. CORPORATE SOCIAL RESPONSIBILITY

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

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

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

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

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

(Rs. in Lakhs except % of shareholding)

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

\* Wholly Owned Subsidiary of Cyber Media India LLC.

\*\* Wholly Owned Subsidiary of Kurrent Media LLC

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

(Rs. in Lakhs except % of shareholding)

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

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

## 9. DEPOSITS

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

## 10. AUDITORS:

### 10.1 Statutory Auditors

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

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

#### Statutory Auditors' Report

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

### 10.2 Secretarial Audit

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

### 10.3 Internal Auditors Report

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

## 11. COMPANY'S POLICIES

### 1.1 Vigil Mechanism/Whistle Blower Policy

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

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

### 11.2 Nomination and Remuneration Policy

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

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

### 11.3 Related Party Transactions

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

### 11.4 Policy for Determining Material Subsidiaries

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

### 11.5 Risk Management Policy:

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

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

### 11.6 Document Preservation Policy

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

## 12. DIRECTORS' RESPONSIBILITY STATEMENT

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

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

an ongoing concern basis.

- (v) That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (vi) That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE AND OUTGO**

The particulars prescribed under Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 including any statutory modification(s)/ amendment(s) thereto, relating to Conservation of Energy, technology Absorption, Foreign Exchange Earnings and outgo are furnished in Annexure A to this Report.

### **14. ACKNOWLEDGEMENTS**

The Directors would also like to express their deep sense of appreciation to all the employees who are committed to strong work ethics, excellent performance and commendable

teamwork and have thrived in a challenging environment.

The Directors thank the valued clients and vendors for the continued patronage extended by them to your Company. It will be Company's endeavour to build and nurture strong links with the service based on mutuality of benefits, respect for and cooperation with each other, consistent with clients interests. The Directors also take this opportunity to thank all Clients, Vendors, Banks, Government and Regulatory Authorities and Stock Exchanges, for their continued support.

Finally, the Directors wish to express their gratitude to the valued shareholders for their unwavering trust and support.

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

Sd/-

Pradeep Gupta  
Chairman & Managing Director  
DIN: 00007520

Place: New Delhi  
Date: May 25, 2016

Sd/-

Krishan Kant Tulshan  
Director  
DIN: 00009764

# ANNEXURE TO THE DIRECTORS' REPORT

## Annexure-A

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

#### Conservation of energy:

- 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.
- No new investment is made on such energy saving devices during the financial year.
- 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:

- (i) The Company uses latest equipments and state of the art technology to provide a sophisticated and tech friendly environment to its employees.
  - Company uses diverse mix of technology platforms across its national and regional headquarters that's partly driven by business need; partly by its publications' need to test a lot of technologies they write about both within its extensive test labs and in a real business environment; and finally, by its need to use a number of the technology areas that it evangelizes, such as intranet applications and the Linux platform.
  - Cyber House and regional headquarters are also wireless-enabled, with Wi-Fi access points deployed, and wireless-enabled laptops with editors and managers. Virtually every employee has a PC in fully networked environment.
  - The applications include Circulation, Accounts, CRM and HR.
- (ii) By virtue of the above initiatives, the Company is able to adopt appropriate technology for rendering better services at competitive prices.
- (iii) 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. However, presently Research & Development costs comprise a very small part of your Company's total expenses and hence the financial implications of these measures are not material.

#### Foreign exchange earnings and Outgo:

As per the requirements of Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 including any statutory modification(s)/re-enactments(s) thereof, the details of foreign earnings and outgo are as follows:

Foreign Exchange particulars	(Rs. in '000')
a) Foreign Exchange earnings	3479.16
b) Foreign Exchange Expenditure	917.25

#### Efforts and Initiatives in relation to Exports

The Company's publications are well accepted globally. The Company is providing digital media services and is continuously putting efforts for more global recognition.



## Annexure-B

## I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Responsible corporate conduct is integral to the way we do our business. We acknowledge our individual and collective responsibilities to manage business our activities with integrity. The Company believes that in order to create wealth for all stakeholders it is imperative to adhere to the norms of good corporate governance.

To succeed, we believe that it requires highest standards of corporate behaviour towards everyone we work with, the communities we touch and the environment on which we have an impact. The Board of Directors believes that in order to be one with the corporate as well as the social environment, an enterprise must conform to ethical business principles, processes and methodologies, so as to construct a robust structure, which besides generating value for its investors ensures effective discharge of its social obligations.

## II. BOARD OF DIRECTORS

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties.

## Composition

The Board of Directors of the Company consists of a mix of Executive and Non-executive Directors including Independent Directors who are professionally sound and competent in their respective field. As on date of this Report, the Board consists of six directors comprising three executive and three non-executive independent directors. The composition represents an optimal mix of professionalism, experience and knowledge.

Composition and Directorship(s)/Committee Membership(s)/Chairmanship(s) for the Financial Year ended 31<sup>st</sup> March, 2016

Name	Category	No. of Other Directorships*	Committee Membership/Chairmanship in other Companies	
			Chairman**	Member**
Mr. Pradeep Gupta DIN: 00007520	Promoter, Chairman & Managing Director	4	Nil	Nil
Mr. Krishan Kant Tulshan DIN: 00009764	Independent Director	3	Nil	Nil
Mr. Arun Kumar Dang DIN: 00087126	Independent Director	Nil	Nil	Nil
Mrs. Varsha Bedi DIN: 00850365	Independent Director	Nil	Nil	Nil
Mr. Hoshiediar Rastom Ghaswalla DIN: 06371019	Whole-Time Director	2	Nil	Nil
Mr. Dhaval Gupta DIN: 05287458	Whole-Time Director	Nil	Nil	Nil

**Note:** The term of three years of Mr. Pradeep Gupta as Chairman and Managing Director of the Company had completed on 29.02.2016. On the recommendation of Nomination and Remuneration Committee made on 25.05.2016, the Board of Directors has, at its meeting held on 25.05.2016, further appointed Mr. Pradeep

Gupta as Chairman and Managing Director of the Company for a period of three years with effect from 25.05.2016 and fixed his total annual remuneration upto a maximum of Rs. 42,00,000 (including Rs. 6,00,000 towards perquisites), within the limits prescribed under section 197 read with Schedule V of the Companies Act, 2013 as amended from time to time, which is subject to approval of shareholders at the ensuing Annual General Meeting.

\* Excluding Private Limited Companies, Foreign Companies, Section 8 Companies of the Companies Act, 2013 as amended from time to time and Alternative Directorships.

\*\* Includes only Audit Committee and Stakeholders' Relationship Committee.

The number of Directorship(s), Committee Membership(s)/Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 as amended from time to time and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations").

The Constitution of the Board as well as of the various Committees of the Board conforms to the requirements of the Code of Corporate Governance.

**Brief resume of the Directors who are proposed to be appointed/re-appointed at the ensuing Annual General Meeting, nature of their expertise in specific functional areas and names of Companies in which they hold Directorship and the membership of the Committees of the Board is as under:**

## a) Mr. Pradeep Gupta (DIN: 00007520)

Mr. Pradeep Gupta (Date of Birth- 08.03.1955), is a B.Tech from IIT - Delhi and an MBA from IIM Calcutta. He is a highly qualified technocrat and has 34 years of experience in a wide variety of functional areas. His thorough understanding of the IT industry, excellent vision, a good understanding of the market and a great ability to delegate and empower others has resulted in a consistent healthy growth of the Company over the years. He is a Director in the following other companies:-

1.Cyber Astro Limited; 2.Cyber Media Research & Services Limited; 3.Cyber Media Foundation Limited; 4. Kaleidoscope Entertainment Private Limited; 5.Cyber Media Services Limited; 6.Cyber Media India LLC; 7. The Indian Newspaper Society; 8. Indian Angel Network Services Private Limited; and 9. IIMCalcutta Innovation Park.

## b) Mr. Hoshiediar Rastom Ghaswalla (DIN: 06371019)

Mr. Hoshiediar Rastom Ghaswalla (Date of Birth- 01.07.1965): He has been associated with the Company for 26 years. His initial 3 years at the organization were with IDC India, the research business. Subsequently he moved on to different portfolios and has worked for practically every single business unit and function at CyberMedia until 1996 when he was responsible for all the businesses for CyberMedia's western region. From 1996 to 1999, Mr. Ghaswalla was with Mid-Day Multimedia and in his capacity as AGM-New Media & Niche Publishing, he was responsible for the launch of one of the first websites from India and a publication that catered to the advertising and

media industry. Mr. Ghaswalla returned to CyberMedia in a head office role in 1999 and has provided leadership to multiple functions and businesses. Mr. Ghaswalla has done his BA with Economics & Commerce from Mumbai University and has attended a course in Management from the St. Xavier's Institute of Management, Mumbai. He is Director in the following other companies:

1. Cyber Media Research & Services Limited, 2. Cyber Media Services Limited.

#### Board Meetings

During the financial year 2015-16, the Board met 4 times and the gap between two meetings did not exceed one hundred and twenty days. The Meetings were held on 27.05.2015, 13.08.2015, 05.11.2015 and 11.02.2016, for which the Agenda was circulated to all the Directors well in advance.

The information as required under Regulation 27 of the Listing Regulations was made available to the Board. Further, the Board periodically reviewed the compliance reports of laws applicable to the Company.

Attendance of Directors at the Board Meetings and Annual General Meeting:

Name of Director	No. of Board Meeting attended	Whether attended the Annual General Meeting held on 30 <sup>th</sup> September, 2015
Mr. Pradeep Gupta DIN: 00007520	4	Yes
Mr. Krishan Kant Tulshan DIN:00009764	3	Yes
Mr. Arun Kumar Dang DIN:00087126	4	Yes
Mrs. Varsha Bedi DIN:00850365	1	No
Mr. Hoshiediar Rastom Ghaswalla DIN:06371019	2	N.A.
Mr. Dhaval Gupta DIN: 05287458	2	N.A.

The Board periodically reviews the compliance report of all laws applicable to the Company as well as steps taken by the Company to rectify the instances of non-compliances.

The following Non-Executive Directors of the Company hold equity shares of the company

1. Mr. Krishan Kant Tulshan holds 96,261 (0.92%) equity shares,

The Company did not have any pecuniary relationship or transactions with Independent Directors during the financial year under review.

#### Independent Directors

Your 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.

Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as required under Section 149(7) of the Companies Act, 2013 as amended from time to time.

All Independent Directors maintain their limits of directorships as required under Regulation 25(1) of the Listing Regulations.

The Company had issued formal letters of appointment to all Independent Directors and the terms and conditions of their appointment have been disclosed in the website of the Company.

The details of Familiarisation Programmes for Independent Directors are available on the Company's website. The related weblink is:- <http://cybermedia.co.in/corporate-governance/>.

#### Separate Meeting of Independent Directors

During the year, a meeting of Independent Directors was held on 11<sup>th</sup> February 2016 *inter alia* to review and discuss:

- the performance of the Non-Independent Directors and the Board as a whole;
- the performance of the Chairman and Managing Director, taking into account the views Executive Directors;
- the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### Code of Conduct

The Code of Conduct of the Company is applicable to all the Directors and Senior Management of the Company and the same is available on the website of the Company viz. [www.cybermedia.co.in](http://www.cybermedia.co.in). All the Board members and senior management of the Company have affirmed compliance with the respective Code of Conduct for the financial year ended 31<sup>st</sup> March, 2016. A declaration to this effect, duly signed by the Chairman & Managing Director is annexed hereto.

#### Code of Conduct for Prevention of Insider Trading

In terms of requirements of the Listing Regulations and as a practice of good corporate governance the Company has framed and adopted a 'Code of Conduct for Prevention of Insider Trading'.

#### Governance of Subsidiary Companies

The minutes of the Board Meetings of the subsidiary companies along with the details of significant transactions and arrangements entered into by the subsidiary companies are shared with the Board of Directors on a quarterly basis. The financial statements of the subsidiary companies are presented to the Audit Committee. The Company does not have a material subsidiary as on the date of this report, having a net worth exceeding 20% of the consolidated net worth or income of 20% of the consolidated income of your Company.

#### Compliance Certificate on Corporate Governance

Certificate from M/s. N S & Associates, Practicing Company Secretaries certifying the Company's compliance with the conditions of Corporate Governance is annexed to and forms part of this Report.

### III. AUDIT COMMITTEE

The terms of reference stipulated by the Board of Directors to the Audit Committee are, as contained in Regulation 18(3) read with Part (C) of Schedule II to the Listing Regulations and Section 177 of the Companies Act, 2013 as amended from time to time:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report as stipulated in section 134(5) of the Companies Act, 2013 as amended from time to time;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions;
  - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency

of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern; To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
17. To review the functioning of the Whistle Blower mechanism;
18. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Further the members of Audit Committee periodically reviewed the matters as prescribed under Regulation 18(3) read with Schedule II(C) to the Listing Regulations.

The Audit Committee consists of Four Directors namely:

- i) Mr. Krishan Kant Tulshan, Chairman  
(Independent Director) DIN:00009764
- ii) Mr. Arun Kumar Dang, Member  
(Independent Director) DIN:00087126
- iii) Mrs. Varsha Bedi, Member  
(Independent Director) DIN:00850365
- iv) Mr. Pradeep Gupta, Member  
(Chairman & Managing Director) DIN:00007520

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 met 4 times during the year 2015-16. Meetings were held on 27.05.2015, 13.08.2015, 05.11.2015 and 11.02.2016, for which the Agenda was circulated to all members well in advance.

Attendance of the members at the Audit Committee Meetings held during the year:

Name	No. of Audit Committee Meeting attended
Mr. Krishan Kant Tulshan DIN:00009764	4
Mr. Arun Kumar Dang DIN:00087126	4
Mrs. Varsha Bedi DIN:00850365	1
Mr. Pradeep Gupta DIN:00007520	4

The Chairman of the Audit Committee was present at the Annual General Meeting held on 30<sup>th</sup> September, 2015.

#### IV. NOMINATION AND REMUNERATION COMMITTEE

The role of Nomination and Remuneration Committee is as follows to:

- Determine/ recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Determine/ recommend the criteria for qualifications, positive attributes and independence of Director;
- Identify candidates who are qualified to become Directors and who may be appointed in the Management Committee and recommend to the Board their appointment and removal;
- Review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonuses, stock options, pension etc;
- Review and determine fixed component and performance linked incentives for Directors, along with the performance criteria;
- Determine policy on service contracts, notice period, severance fees for Directors and Senior Management;
- Formulate criteria and carry out evaluation of each Director's performance and performance of the Board as a whole;

The Committee also plays the role of a Compensation Committee

The Committee comprises of Four Directors namely:

- Mr. Arun Kumar Dang, Chairman  
(Independent Director) DIN:00087126
- Mr. Krishan Kant Tulshan, Member  
(Independent Director) DIN:00009764
- Mrs. Varsha Bedi, Member  
(Independent Director) DIN:00850365
- Mr. Pradeep Gupta, Member  
(Chairman & Managing Director) DIN:00007520

The Committee had met one time during the year 2015-16. The meeting of the Committee was held on 13.08.2015, for which the Agenda was circulated to all members well in advance.

Attendance of the members at the Nomination and Remuneration Committee Meetings held during the year:

Name	No. of Nomination and Remuneration Committee Meetings attended
Mr. Arun Kumar Dang DIN:00087126	1
Mr. Krishan Kant Tulshan DIN:00009764	1
Mr. Pradeep Gupta DIN:00007520	1

#### Performance Evaluation of Directors

The Nomination and Remuneration Committee of the Board laid down the criteria for performance evaluation of all Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation are as follows:

#### Role & Accountability

- Understanding the nature and role of Independent Directors' position.
- Understanding of risks associated with the business.
- Application of knowledge for rendering advice to management for resolution of business issues.
- Offer constructive challenge to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.

#### Objectivity

- Non-partisan appraisal of issues.
- Own recommendations given professionally without tending to majority or popular views.

#### Leadership & Initiative

- Heading Board Sub-committees.
- Driving any function or identified initiative based on domain knowledge and experience.

#### Personal Attributes

- Commitment to role & fiduciary responsibilities as a Board member.
- Attendance and active participation.
- Proactive, strategic and lateral thinking.

#### V. REMUNEERATION TO DIRECTORS:

The details of remuneration to executive directors for the financial year ended March 31, 2016 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	1080000	1458000							198000	21600	2757600
Hoshiediar Rastom Ghaswalla	768000	768000	384000	144000	64000	15000	64000	971400	----	21600	3200000
Dhaval Gupta	240000	240000	120000	60000	20000	15000	20000	263400	-----	21600	1000000

#### Note:

- The term of three years of Mr. Pradeep Gupta as Chairman and Managing Director of the Company had completed on 29.02.2016. On the recommendation of Nomination and Remuneration Committee made on 25.05.2016, the Board of Directors has, at its meeting held on 25.05.2016, further appointed Mr. Pradeep Gupta as Chairman and Managing Director of the Company for a period of three years with effect from 25.05.2016 and fixed his total annual remuneration upto a maximum of Rs. 42,00,000 (including Rs. 6,00,000 towards perquisites), within the limits prescribed under section 197 read with Schedule V of the Companies Act, 2013 as amended from time to time, which is subject to approval of shareholders at the ensuing Annual General Meeting.
- Due to bad financial condition of the Company, Mr. Pradeep Gupta, Chairman and Managing Director has not voluntarily been drawing his remuneration since April, 2014.



**Sitting fee paid to Independent Directors:**

No sitting fee or commission was paid to Independent Directors during the financial year ended 31<sup>st</sup> March, 2016.

**VI. STAKEHOLDERS' RELATIONSHIP (GRIEVANCE) COMMITTEE**

The Stakeholders Relationship Committee of the Board of Directors comprises of three Directors namely:

- i) Mr. Arun Kumar Dang, Chairman  
(Independent Director) DIN:00087126
- ii) Mr. Krishan Kant Tulshan, Member  
(Independent Director) DIN: 00009764
- iii) Mr. Pradeep Gupta, Member  
(Chairman & Managing Director) DIN:00007520

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

The Committee met 4 times during the year 2015-16. The members of the Committee met on 27.05.2015, 13.08.2015, 05.11.2015 and 11.02.2016.

Attendance of the members at the Committee meetings held:

Name	No. of meetings attended
Mr. Arun Kumar Dang DIN: 00087126	4
Mr. Krishan Kant Tulshan DIN: 00009764	3
Mr. Pradeep Gupta DIN: 00007520	4

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

- To supervise and look into complaints received from shareholders like transfer of shares, non-receipt of Annual Report, non-receipt of dividend/ demat/remat or any other complaint.
  - To look into the action taken by the Company for the redressal of shareholders/investors' grievances.
- Status of investor grievances received and redressed during the year 2015-16 is as under

Nature	Pending at the Beginning of the Year	Received during the year	Resolved during the year	Pending at the end of the year
Dividend related	0	0	0	0
Non-credit of shares	0	0	0	0
Non-receipt of Annual Report	0	9	9	0
Others		3	3	0
Total	0	12	12	0

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

**VII. GENERAL BODY MEETINGS**

Date, Time and Venue of the last three Annual General Meetings:

Date	Venue	Time	No. of Special Resolutions
30 <sup>th</sup> September, 2015	USO House, USO Road, Jeet Singh Marg, Qutab Institutional Area, New Delhi-11067	9:00 A.M.	One
30 <sup>th</sup> September, 2014	India Islamic Cultural Centre, 87-88, Lodhi Road, New Delhi-110003	10.00 A.M.	Nil
30 <sup>th</sup> September, 2013	India Islamic Cultural Centre, 87-88, Lodhi Road, New Delhi-110003	10.30 A.M.	Nil

The Company has not convened any Extra-Ordinary General Meeting during the financial year 2015-16.

**Postal Ballot**

During the year 2015-16, the Company had not conducted any Postal Ballot.

Till now no special resolution is proposed to be passed through postal ballot in near future.

**VIII. 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. The website also displays the official news releases and the presentations made to the institutional investors or to analysts.

The quarterly results are normally published in 'Mint' (English), Naya India (Hindi), and also posted at the Company's website which is [www.cybermedia.co.in](http://www.cybermedia.co.in).

The Management Discussion and Analysis Report forms part of the Annual Report.

**IX. GENERAL SHAREHOLDER INFORMATION****Annual General Meeting of the Company for the Financial Year ended 31<sup>st</sup> March 2016 (Thirty Fourth Annual General Meeting)**

Date	Wednesday, 21 <sup>st</sup> September, 2016
Time	9:00 a.m.
Venue	USO House, USO Road, Jeet Singh Marg, Qutab Institutional Area, New Delhi-110067
Financial Year	April 1 to March 31
Financial Calender	Tentative
First Quarter Results	To be published by mid August
Second Quarter Results	To be published by mid November
Third Quarter Results	To be published by mid February
Results for the year end 2014:	To be published by end May
Date of Book Closure	Friday, 16 <sup>th</sup> September, 2016 to Wednesday, 21 <sup>st</sup> September, 2016
Agency for electronic connectivity	Link Intime India Private Limited Narang Tower-44, Community Centre, Naraina Industrial Area, Phase I, New Delhi- 110028

Financial Calender: [tentative]



## Listing on Stock Exchanges

The Company's shares are listed on National Stock Exchange of India Ltd. and BSE Ltd. The stock code is:

The National Stock Exchange of India Ltd. CYBERMEDIA

The Bombay Stock Exchange Ltd. 532640 / CYBERMEDIA

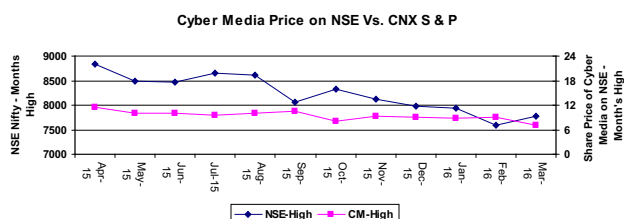
The Company has paid Annual Listing Fees to the concerned stock exchange for the financial year 2015-16.

## Market Price Data

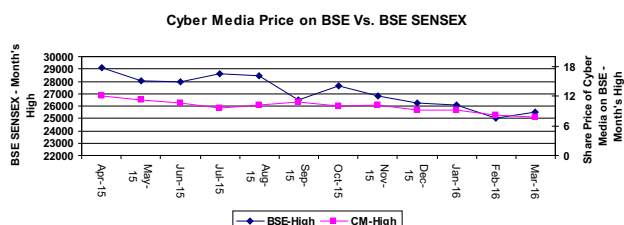
Month	NSE		BSE	
	High	Low	High	Low
April	11.55	7.45	12.04	10.83
May	10.12	7.44	11.26	10.22
June	10.01	8.05	10.70	9.67
July	9.45	8.15	9.50	7.22
August	10.02	8.00	10.25	8.20
September	10.50	7.91	10.90	9.49
October	8.12	7.45	9.90	8.03
November	9.25	7.85	10.25	8.36
December	9.17	8.15	9.20	7.65
January	8.82	7.20	9.25	8.85
February	8.99	6.95	8.25	6.35
March	7.13	6.05	7.85	6.87

*Note: The Company has, on 15.06.2015, applied to Bombay Stock Exchange for delisting Company's shares from BSE in accordance with Regulation 6 and 7 of the Securities and Exchange Board of India (Delisting of equity Shares) Regulations 2009 including any modifications/amendment thereto, without giving any exit opportunity to its existing shareholders continuing to remain Company's shares listed with National Stock Exchange having national trading terminals. However, delisting of Company's equity shares from BSE has yet not been done.*

## Performance of Company's share in relation to NSE – Nifty



## Performance of Company's share in relation to BSE – Sensex



## Registrar and Transfer Agents

The Company has appointed Link Intime India Private Limited as its Registrar and Share Transfer Agent for all work related to share registry for physical as well as demat shares.

Link Intime India Private Limited  
Narang Tower-44, Community Centre,  
Naraina Industrial Area, Phase I,  
New Delhi- 110028  
Email id: swapann@linkintime.co.in  
Phone: +91-11-41410592

## Share Transfer System

The Stakeholder Relationship Committee of the Board approves the transfer of shares in the physical mode. The shares lodged for physical transfer/transmission/transposition are registered expeditiously, if the documents are complete in all respects. The Committee meets as often as required for approving share transfers and other related activities.

As required under Regulation 40(9) of the Listing Regulations, the Company obtains a certificate on half-yearly basis from a Company Secretary-in-practice, regarding share transfer formalities, copy of which is filed with the stock Exchanges.

**International Securities Identification Number: INE278G01037**

## Shareholding Pattern as on 31<sup>st</sup> March, 2016

Sr. No.	Category	No. of Shares Held	Percentage of Shareholding
<b>A</b>	<b>Promoter's holding</b>		
1.	Promoters - Indian Promoters - Foreign Promoters	4814135	45.84
2.	Persons acting in concert	-	-
<b>Sub-Total (A)</b>		<b>4814135</b>	<b>45.84</b>
<b>B</b>	<b>Non-Promoters holding</b>		
3.	Institutional Investors	-	-
a.	Mutual Funds and UTI	-	-
b.	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/ non-Govt. Institutions)	-	-
c.	FIs	-	-
<b>Sub-Total</b>		<b>NIL</b>	<b>NIL</b>
4.	<b>Others</b>		
a.	Corporate Bodies	2197849	20.93
b.	Indian Public	3303911	31.46
c.	NRI/OCBs	11503	0.11
d.	Clearing member	25127	0.24
e.	HUF	148717	1.42
<b>Sub-Total (B)</b>		<b>5687107</b>	<b>54.16</b>
<b>GRAND TOTAL (A) +(B)</b>		<b>1,05,01,242</b>	<b>100.00</b>

**Distribution of Shareholding as on 31<sup>st</sup> March, 2016**

Shares of Nominal value	Shareholders		Face Value of Shareholding	
Rupees	Number	% of total	Rupees	% of total
1 -- 500	2701	86.821	338321	3.2217
501 -- 1,000	167	5.368	132140	1.2583
1,001 -- 2,000	90	2.893	134964	1.2852
2,001 -- 3,000	35	1.125	84956	0.8090
3,001 -- 4,000	23	0.7393	80679	0.7683
4,001 -- 5,000	20	0.6429	93713	0.8924
5,001 -- 10,000	24	0.7715	180444	1.7183
10,001 & above	51	1.6393	9456025	90.0467
<b>Total</b>	<b>3111</b>	<b>100.00</b>	<b>10501242</b>	<b>100.0000</b>

As on 31<sup>st</sup> March, 2016, 1,02,81,890 shares comprising 97.91% of the Share Capital of the Company were in demat mode.

**Dematerialization of shares and liquidity**

The Company's shares are in compulsory demat segment and can be traded in the depository system of both NSDL and CDSL. As on 31<sup>st</sup> March, 2016, 1,02,81,890 shares comprising 97.91% of the Share Capital of the Company were in demat mode.

**Outstanding GDRs/ADRs/Warrants or any Convertible Instruments** No GDRs/ADRs or any convertible instruments have been issued by the Company.**Plant Location**

Not applicable

**Address for Correspondence**

Mr. Anoop Singh

Compliance Officer and Company Secretary  
Cyber Media (India) Limited  
Cyber Media, B-35, Sector-32, Institutional Area  
Gurgaon-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:**

The Company has designated the following E-mail ID exclusively for investor servicing:

investorcare@cybermedia.co.in

**X. DISCLOSURES**

- Related Party transactions:** The summary form of transactions with related parties in ordinary course of business, being carried out on arms length basis is placed before the Audit Committee periodically. The disclosures on materially significant related party transactions are provided under the Notes to the Accounts in the financial statements.
- 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.

- The Company has formulated a whistleblower policy to implement the vigil mechanism in the company.
- The policy for determining "material" subsidiaries may be downloaded from the Company's website link: <http://cybermedia.co.in/corporate-governance/>
- The policy on dealing with related party transactions may be downloaded from the Company website link: <http://cybermedia.co.in/corporate-governance/>
- Accounting treatment: There is no deviation in following the treatments prescribed in any Accounting Standard in the preparation of financial statement.
- Risk Management: As per the Listing Regulations, the provisions of Risk Management Committee are not applicable to the Company. 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-F to the Directors' Report. The Company has also constituted a Risk Management Committee which ensures that the Company has an appropriate and effective Enterprise Risk Management system with appropriate policies and processes which carries out risk assessment and ensures that risk mitigation plans are in place by validating the same at regular intervals. A Risk Management status report is provided to the Audit Committee for its information on a regular basis.
- Subsidiary Company: The Company does not have any material non-listed Indian Subsidiary Company and hence it is not required to appoint an Independent Director of the Company on the Board of such Subsidiary.
- The CEO/CFO certificate in terms of Regulation 17(8) of the Listing Regulations has been placed before the Board.
- The Company is complying with all mandatory requirements of Regulation 27 of the Listing Regulations on Corporate Governance.

**XI. DECLARATION BY CEO UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 WITH RESPECT TO ADHERING TO THE CODE OF CONDUCT**

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchange, I hereby confirm that all the Directors and the senior management personnel of the Company have affirmed compliance to their respective Code of Conducts, as applicable to them for the financial year ended 31<sup>st</sup> March, 2016.

For Cyber Media (India) Ltd.

Sd/-

Pradeep Gupta

Chairman & Managing Director

DIN: 00007520

Date: 25.05.2016

Place: New Delhi

**XII. MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION UNDER REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

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 :
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) 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) There 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
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) 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.

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

Sd/-

Pradeep Gupta  
Chairman & Managing Director  
DIN: 00007520

Place: New Delhi  
Date: May 25, 2016

Sd/-

Sankaranarayanan V. V.  
Chief Financial Officer

**XIII. 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 31<sup>st</sup> March, 2016, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) 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 Company 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 (LODR) Regulations.

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. N S & Associates  
Company Secretaries

Sd/-

Nagendra Singh  
(Proprietor)

Place: Delhi  
Date: May 25, 2016

Membership No. F8307  
C.P. No. 9312

**XIV. DETAILS OF DEMAT SUSPENSE ACCOUNT**

The details of Un-credited shares since inception (i.e. IPO) are as under:

Details	On the Date of Opening of Account		Closing Balance at the end of FY 2015-16	
Particular	No. of cases	No. of shares	No. of cases	No. of shares
Total	3	459	3	459

The uncredited shares are lying in the suspense account as per requirement of Regulation 34(3) read with Part F of Schedule V of the Listing Regulations. The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

## Annexure-C

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31.03.2016

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of Companies (Management & Administration) Rules, 2014 including any statutory modification(s)/re-enactment(s) thereof

**I. REGISTRATION & OTHER DETAILS:**

<b>CIN</b>	L92114DL1982PLC014334
<b>Registration Date</b>	10/09/1982
<b>Name of the Company</b>	<b>CYBER MEDIA (INDIA) LIMITED</b>
<b>Category/Sub-category of the Company</b>	NON-GOVT/LTD COMPANY
<b>Address of the Registered office &amp; contact details</b>	D-74, Panchsheel Enclave, New Delhi-110017, India. Contact No. +91-11-26491320. Website: <a href="http://www.cybermedia.co.in">www.cybermedia.co.in</a> , email id: <a href="mailto:anoops@cybermedia.co.in">anoops@cybermedia.co.in</a>
<b>Whether listed company</b>	YES
<b>Name, Address &amp; contact details of the Registrar &amp; Transfer Agent, if any.</b>	Link Intime India Private Limited, 44. Community Centre, Naraina Industrial Area, Phase-I, New Delhi-110028, Phone: +91-11-41410592, email id: <a href="mailto:swapann@linkintime.co.in">swapann@linkintime.co.in</a> .

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10% or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code Product/service	% to total turnover of the Company
1	Printing media, IT related services, publishing of books, periodicals and other publishing activities	581	100

**III. Particulars of Holding, Subsidiary And Associate Companies**

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Cyber Media Research & Services Ltd., D-74, Panchsheel Enclave, New Delhi-110017	U74130DL1996PLC081509	Subsidiary	100	Section 2(87)
2.	Cyber Astro Ltd., D-74, Panchsheel Enclave, New Delhi-110017	U93090DL1997PLC086975	Subsidiary	37.5	Section 2(87)
3.	Cyber Media India LLC, TDA Group, 800 W.El Camino Real Suite 380 Mountain View, CA94040	N.A.	Subsidiary	100	Section 2(87)
4.	TDA Group LLC*, TDA Group, 800 W.El Camino Real Suite 380 Mountain View, CA94040	N.A.	Subsidiary	100	Section 2(87)
5.	Kurrent Media LLC, 15925 Carmenita Road, Cerritos, CA 90703	N.A.	Subsidiary	100	Section 2(87)
6.	Cyber Media Services Ltd,** D-74, Panchsheel Enclave, New Delhi-110017	U22130DL2008PLC174146	Subsidiary	100	Section 2(87)
7.	Cyber Media Foundation Ltd., D-74 Panchsheel Enclave, New Delhi-110017.	U74999DL2000PLC107553	Associate	50	Section 2(6)

\* WOS of Cyber Media India LLC

\*\*WOS of Kurrent Media LLC

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	4814135	00	4814135	45.84	4814135	00	4814135	45.84	0
b) Central Govt	00	00	00	00	00	00	00	0	00
c) State Govt(s)	00	00	00	00	00	00	00	00	00
d) Bodies Corp.	00	00	00	00	00	00	00	00	00
e) Banks / FI	00	00	00	00	00	00	00	00	00
f) Any other	00	00	00	00	00	0	00	00	00
<b>Sub-Total (A) (1):-</b>	4814135	00	4814135	45.84	4814135	00	4814135	45.84	0
<b>(2) Foreign</b>									
a) NRI-Individuals	00	00	00	00	00	00	00	00	00
b) Other-Individuals	00	00	00	00	00	00	00	00	00
c) Bodies Corp.	00	00	00	00	00	00	00	00	00
d) Banks / FI	00	00	00	00	00	00	00	00	00
e) Any other	00	00	00	00	00	00	00	00	00
<b>Sub-Total (A) (2) :-</b>	00	00	00	00	00	00	00	00	00
<b>Total shareholding of Promoter (A)= (A) (1) +(A)(2)</b>	4814135	00	4814135	45.84	4814135	00	4814135	45.84	0
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	00	00	00	00	00	00	00	00	00
b) Banks / FI	00		00	00	00	00	00	00	00
c) Central Govt	00	00	00	00	00	00	00	00	00
d) State Govt(s)	00	00	00	00	00	00	00	00	00
e) Venture Capital Funds	00	00	00	00	00	00	00	00	00
f) Insurance Companies	00	00	00	00	00	00	00	00	00
g) FIs	00	00	00	00	00	00	00	00	00
h) Foreign Venture Capital Funds	00	00	00	00	00	00	00	00	00
i) Others (specify)	00	00	00	00	00	00	00	00	00
<b>Sub-total (B)(1):-</b>	00	00	00	00	00	00	00	00	00
<b>2. Non-Institutions</b>									
a) Bodies Corp.	2311523	00	2311523	22.01	2197849	00	2197849	20.93	-1.08
i) Indian	00	00	00	00	00	00	00	00	00
ii) Overseas	00	00	00	00	00	00	00	00	00
b) Individuals	00	00	00	00	00	00	00	00	00
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	706346	159830	866176	8.25	749924	157963	907887	8.64	0.40
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1689964	61389	1751353	16.68	2334635	61389	2396024	22.82	6.14
c) Others (specify)	758055	00	758055	7.22	185347	00	185347	1.77	00
<b>Sub Total (B)(2)</b>	5465888	221219	5687107	54.16	5467755	219352	5687107	54.16	00
<b>Total Public Shareholding (B) = (B1)+(B2)</b>	5465888	221219	5687107	54.16	5467755	219352	5687107	54.16	00
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	00	00	00	00	00	00	00	00	00
<b>Grand Total (A+B+C)</b>	10280023	221219	10501242	100	10281890	219352	10501242	100	00



## ii) Shareholding of Promoter-

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Pradeep Gupta	2766236	26.34	Nil	2766236	26.34	Nil	Nil
2	Sudha Bala Gupta	1017683	9.69	Nil	1017683	9.69	Nil	Nil
3	Dhaval Gupta	451697	4.30	Nil	451697	4.30	Nil	Nil
4	Anuradha Gupta	406873	3.87	Nil	406873	3.87	Nil	Nil
5	Kriti Gupta	171646	1.64	Nil	171646	1.64	Nil	Nil
	Total	4814135	45.84	Nil	4814135	45.84	Nil	Nil

## iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	00	00	00	00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	00	00	00	00
	At the end of the year	00	00	00	00

## iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of Shareholders (Top Ten)	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Vimgi Investments Pvt. Ltd.	1300000	12.37	1336735	12.73	1336735	12.73
2.	Deepa Agarwal	306522	2.92	272447	2.59	272447	2.59
3.	Globe Fincap Ltd	360000	3.42	259900	2.47	259900	2.47
4.	Sumer Chand and Company LLP	---	---	256250	2.44	256250	2.44
5.	Kulmohan Singh Mehta	---	---	265983	2.53	265983	2.53
6.	Quantum Securities Pvt. Ltd.	246356	2.35	236356	2.25	236356	2.25
7.	Archana Saluja	1,25,000	1.19	125000	1.19	125000	1.19
8.	Navin Bhagat	111099	1.06	111099	1.06	111099	1.06
9.	Jagdish Pershad Gupta	111097	1.06	111097	1.06	111097	1.06
10.	Jamsheed Merwan Gandhi	106000	1.01	106000	1.01	106000	1.01

v) **Shareholding of Directors and Key Managerial Personnel:**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Krishan Kant Tulshan				
	At the beginning of the year	96,261	0.92	96261	0.92
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	0	0	0	0
	At the end of the year	96,261	0.92	96261	0.92

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(all figures in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	18,91,88,807.00	1,94,06,622.00	-	20,85,95,428.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	18,91,88,807.00	1,94,06,622.00	-	20,85,95,428.00
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>	-	-	-	-
i) Principal Amount	20,57,19,471.00	4,11,43,562.00	-	24,68,63,032.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	20,57,19,471.00	4,11,43,562.00	-	24,68,63,032.00

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(all figures in Rs.)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Pradeep Gupta, Chairman & MD	Dhaval Gupta, Whole -Time Director	Hoshiediar Rastom Ghaswalla, Whole-Time Director	---	
1	Gross salary	27,57,600	10,00,000	32,00,000	-	69,57,600
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	25,38,000	9,00,000	23,04,000	-	57,42,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961 and contribution to EPF	2,19,600	NIL	NIL	-	2,19,600
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL	-	NIL
2	Stock Option	NIL	NIL	NIL	-	NIL
3	Sweat Equity	NIL	NIL	NIL	-	NIL
4	Commission - as % of profit - others, specify.	NIL	NIL	NIL	-	NIL
5	Contribution to EPF; Others;	NIL NIL	21,600 78,400	21,600 8,74,400	- -	43,200 9,52,800
	Total (A)	27,57,600	10,00,000	32,00,000	-	69,57,600
	Ceiling as per the Act	42,00,000	42,00,000	42,00,000	-	1,26,00,000

Note:

- 1.) The term of three years of Mr. Pradeep Gupta as Chairman and Managing Director of the Company had completed on 29.02.2016. On the recommendation of Nomination and Remuneration Committee made on 25.05.2016, the Board of Directors has, at its meeting held on 25.05.2016, further appointed Mr. Pradeep Gupta as Chairman and Managing Director of the Company for a period of three years with effect from 25.05.2016 and fixed his total annual remuneration upto a maximum of Rs. 42,00,000 (including Rs. 6,00,000 towards perquisites), within the limits prescribed under section 197 read with Schedule V of the Companies Act, 2013 as amended from time to time), which is subject to approval of shareholders at the ensuing Annual General Meeting.
- 2.) Due to Company's bad financial condition for a long time, Mr. Pradeep Gupta, Chairman and Managing Director has not voluntarily been drawing his remuneration since April, 2014.

**B. Remuneration to other directors**

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		-----	-----	-----	-----	
1	Independent Directors	NA	NA	NA	NA	NA
	Fee for attending board committee meetings	NIL	NIL	NA	NA	NA
	Commission	NIL	NIL	NA	NA	NA
	Others, please specify	NIL	NIL	NA	NA	NA
	Total (1)	NIL	NIL	NA	NA	NA
2	Other Non-Executive Directors	NA	NA	NA	NA	
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify (Incidental Charges)	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	N.A	N.A	N.A	N.A	N.A

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	NA	6,55,780	NIL	6,55,780
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	NA	6,34,180	NIL	6,34,180
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NA	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NA	NIL	NIL	NIL
2	Stock Option	NA	NIL	NIL	NIL
3	Sweat Equity	NA	NIL	NIL	NIL
4	Commission	NA	NIL	NA	NIL
	- as % of profit	NA	NIL	NA	NIL
	others, specify...	NA	NIL	NA	NIL
5	Others-contribution to EPF	NA	21,600	NA	21,600
	Total		6,55,780	NA	6,55,780

*Note: During the financial year ended 31<sup>st</sup> March, 2016, Mr. Sankaranarayanan V.V., Chief Financial Officer of the Company drawn his remuneration from Cyber Media Research & Services Limited, a 100% subsidiary of the Company.*

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
<b>B. DIRECTORS</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

## Annexure-D

## Form No. MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014] including any statutory modification(s)/ re-enactment(s) thereof]

To,  
The Members,  
**Cyber Media (India) Limited**

I/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** (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 me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my/our opinion thereon.

Based on my/our verification of the Company 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, I/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2016** 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:

I/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 31<sup>st</sup> March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 and the amendments thereto (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) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment;
- (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;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (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; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from 2<sup>nd</sup> September, 2015);
- (vi) Other laws applicable to the company are as follows:
  - (a) Income Tax Act, 1961;
  - (b) Service Tax laws;
  - (c) Employees Provident Funds and Miscellaneous Provisions Act, 1952;
  - (d) Employee's State Insurance Act, 1948;
  - (e) Press and Registration of Books Act, 1867;
  - (f) Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act;
  - (g) The Payment of Gratuity Act;
  - (h) The Payment of Bonus Act;
  - (i) Maternity Benefit Act;
  - (j) The Child Labour (Prohibition and Regulation) Act, 1986



(k) Shops and Establishment Act;

(l) Indian Stamp Act to the extent applicable to the issue/transfer of securities under the Companies Act, 2013

I/we have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement, to the extent applicable in the financial year 2015-16, and Uniform Listing Agreement entered into by the Company with the National Stock Exchange of India Limited and the Bombay Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above *subject to the following observations:*

*During the audit, we have come to know that the Company was still liable to pay the outstanding statutory dues to various government departments, the details of which are as follows:*

(a) Tax Deducted at Source	:	From May 2015
(b) Service Tax	:	From June 2014
(c) Contribution towards Provident Fund	:	From October 2014
(d) Contribution towards Employee State Insurance	:	March 2016

I/we further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors including Independent Directors and Woman Director. 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 Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are 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.

I/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.

I/we further report that during the audit period, I/we found that:

On 15.06.2015, the Company has *applied to Bombay Stock Exchange for delisting Company's shares from BSE in accordance with Regulation 6 and 7 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 including any modifications/ amendment thereto, without giving any exit opportunity to its existing shareholders continuing to remain Company's shares listed with National Stock Exchange having national trading terminals. However, delisting of Company's shares from BSE has yet not been delisted.*

M/s. N S & Associates  
(Company Secretaries)

Sd/-

Nagendra Singh  
Proprietor

Membership No.: F8307  
C P No.: 9312

Place: Delhi

Date: 20.04.2016

## Annexure-E

## 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")

Form for 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: NIL**

- a) Name(s) of the related party and nature of relationship: N.A.
- b) Nature of contracts/arrangements/transactions: N.A.
- c) Duration of contracts/arrangements/transactions: N.A.
- d) Salient features of contracts or arrangements or transactions including the value, if any: N.A.
- e) Justification for entering into such contracts or arrangements or transactions: N.A.
- f) Date(s) of approval by the Board: N.A.
- g) Amount paid as advances, if any: N.A.
- h) Date on which special resolution was passed in general meeting as required under first proviso to Section 188: N.A.

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

- a) Name of the related party and nature of relationship: N.A.
- b) Nature of contracts/arrangements/transactions: N.A.
- c) Duration of contracts/arrangements/transactions: N.A.
- d) Salient features of contracts or arrangements or transactions including the value, if any: N.A.
- e) Date(s) of approval by the Board: N.A.
- f) Amount paid as advances, if any: N.A.

For Cyber Media (India) Limited

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

Sd/-  
Krishan Kant Tulshan  
Director  
DIN: 00009764

Date: 25.05.2016  
Place: New Delhi

# MANAGEMENT DISCUSSION AND ANALYSIS

## 1. Industry Structure and Developments

### 1.1 Market Trends

Digital advertising grows 29%, crosses Rs. 5,000 crore mark as video, social and mobile grow fast. Digital is expected to finally come into its own in 2016 with a growth of about 30%. Advertisers will begin to use Digital as a reach and awareness building medium.

At 29%, growth in digital media is in line with our earlier expectation. The Digital advertising market now crosses the Rs 5,000 crore mark. Though the absolute spends on Search have increased, its share of the digital pie has gone down due to the fact that video, social and mobile display have grown at a faster rate last year. Desktop display growth has also further slowed down, as mobile is the all pervasive platform of choice today.

While e-commerce players are by far the biggest spenders on Digital, spends are skewed towards Search and Social with Mobile as a key platform. The uplift in Video comes from the fact that more and more FMCG players are using the digital space to reach out to their audiences to support their Television campaigns.

It is expected Digital to gain momentum and grow by about 30% in 2016 to reach close to Rs 6,650 crore. Search spends are likely to stabilize and Desktop display would see a further downward trend in terms of share of pie.

Programmatic Buying has seen some traction in 2015; this is likely to get further strengthened in 2016. With more users on mobile, spends will be strongly focused on this platform; and whether it is Search, Social or Video, about 80% of all ad impressions will be delivered on the mobile device.

Print beat our estimates and grew substantially by 11% to reach Rs 16,935 crore in 2015. However, advertisers lost their appetite for magazines, which saw negative growth. In 2016, dailies will continue to lead the expected 10% growth, with language publications at the frontier; new editions by regional publishers expected to attract new.

While dailies increased by 12% in 2015 over 2014, magazines as a medium failed to gain advertiser interest and saw a negative growth of 3%.

(Source: Pitch-Madison Media Advertising Report 2016)

### 1.2 The Cyber Media

CyberMedia is a global media service company operating in the print and digital space. It is a leading print and digital marketing group that has been powering businesses with innovative IT solutions. We focus our leadership role in ad monetization, SEO, social media engagement, lead generation, content marketing, video creation and marketing, design services, web and mobile app development and promotion. We partner with our clients to understand and deliver varied solutions ranging from digital marketing, web & mobile application development and web hosting services. Our unique model helps clients leverage the benefits of both quality and reach simultaneously.

It is tied with India Electronics & Semi-Conductor Association (IESA) to merge their strengths for setting

up Electropreneur Parks (EPs) (Electronics System Design and Manufacturing, Innovation Centres) first of its kind ESDM Incubation in India, to support ESDM start-ups and early stage ventures, by providing physical premises and enabling access to highly potential set of mentors and domain experts over defined time limit, and facilitate access to seed capital – to thus guide them into developing IP, market-ready products/ services and be better equipped to attract further resource support.

The Company is a Google Certified Publishing Partner (GCPP), and India's Largest GASCP Partner as well, helping the publishing industry go digital with robust monetization models and social media promotions.

Your Company has been facing business challenges for a long period of time and having used the recent challenging economic scenario, is on the path to building capabilities in the business of digital media, e-commerce focusing on quality, people, brand, innovation and efficiency which will position Your Company among high performers in the digital media and e-commerce industry.

## 2. Opportunities and Threats

Having lowered the print media business in last years, cost measures, any significant initiatives in digital media, IT related online software services relating to videos, mobiles, social media, digitisation, will significantly improve the economic position of Your Company. In addition, Your Company has adequate talented and experience human resources, industry expertise, comprehensive end-to-end solutions, ability to scale, timeline execution, experienced and talented professionals, track record provide services in the industry.

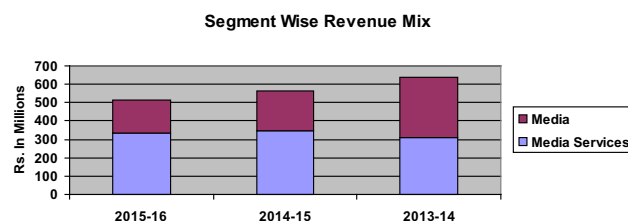
We see increased competition in services relating to print media business, digital media, IT software related services etc. which is resulting in pressures on pricing. We compete with niche firms in consulting, digital media business, social media, online services, next-generation technology and innovation-led projects.

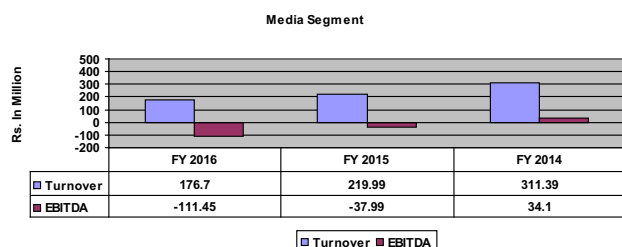
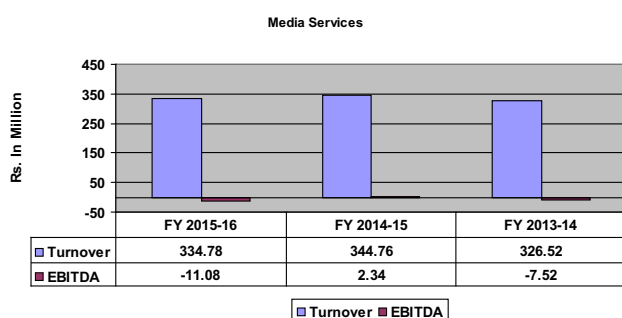
By leveraging our strengths, we believe that we have unique competitive capabilities like ability to keep pace with ever-changing technology and clients requirements, ability to increase the scale and breadth of service offerings, ability to effectively integrate onsite and offshore execution capabilities to deliver high-quality, scalable and cost-effective services.

## 3. Segment Wise Performance of the Company

The Company continues to focus on both of its segments-consolidated. With respect to share in total revenue, both Media and Media Services contribute in nearly equal proportion.

### Segment Wise Revenue Mix



**Media:****Media Services:****4. Outlook**

With the growing importance of digital media, e-magazines, smart phones and the convergence of media and technology, we are aiming at monetizing the Company's content through induction of emerging technology platforms and improvements, so as to offer next generation features on multiple-media including the digital media, web, smart phones, tablets, and other digital devices and e-commerce business. The Company is proactively planning to place its readers and advertisers at the cutting edge of technology.

The industry is undergoing transformation, driven by digital technologies, opportunities for further penetration of the billion strong markets, and an enabling regulatory framework. At the same time, it remains sensitive to the economic situation, and a lot will depend on its ability to manage the risks of continued shortage of skilled manpower, and ability to spur end user pricing across segments. The Company is proactively planning to place its readers and advertisers at the cutting edge of technology.

**5. Risks and Concerns****5.1 Competition**

The industry is hampered by a talent crunch across sectors. At the same time, changes including digitization, growth in multilingual markets, new technologies and convergence, require additional skill sets. Your Company has competed successfully with its competitors and is confident of maintaining its market dominance. Our operating domains are growing rapidly and the Company has successfully maintained its market share despite entry of newer media players in the industry.

**5.2 Risk Management and Compliance**

During the year, Your Company's sales volumes have gone down. The Company has been consistently managing risks while strategising and taking new initiatives. Enhancing services in e-commerce, IT related services, new services related to IT software, targeting new domestic markets and International Markets and focusing on cost control and debt reduction were some of the key risk mitigation actions executed during the year. These measures have enabled the Company to deliver superior value to its clients, and achieve substantial reduction in interest cost.

The Company has an established Risk Management function that engages with all the business verticals for risk assessment, ensures that the risk mitigation plans are in place and validates the risk mitigation status regularly. Action plans are incorporated into the corporate plans of Your Company. The Risk Management Committee (Committee) oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. The Chairman & Managing Director, on quarterly basis, makes a presentation of the business of the Company and updates the Risk Management Committee which also comprises of Independent Directors on the enterprise risks and the actions taken thereon.

**6. Internal Control Systems and their Adequacy**

Given the nature of business and size of operations, Your Company's Internal Control System has been designed to provide for:

- Accurate recording of transactions with internal checks and prompt reporting.
- Adherence to applicable Accounting Standards and Policies.
- Compliance with applicable statutes, policies and management policies and procedures.
- Effective use of resources and safeguarding of assets.

The Internal Control System provides for well documented policies/guidelines, authorisations and approval procedures. The company has an audit committee, which comprises of four Directors comprising three Independent Directors and Chairman & Managing Director of the Company. Periodic audits are carried out at all regional offices and functions based on the plan approved by the Audit Committee and brought out any deviation to Internal Control procedures. The observations arising out of the audit are periodically reviewed and compliance is ensured. The status of implementation of the recommendations is reviewed by the Audit Committee on a regular basis and concerns, if any, are reported to the Board.

## 7. Performance Review

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

(Rs. in Millions)

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

## Consolidated Performance

The financial statements of Cyber Media (India) Limited and its subsidiaries (collectively referred to as

“Cyber Media” or the Company) are prepared in compliance with the Companies Act, 2013 and generally accepted accounting principles in India (Indian GAAP).

Significant accounting policies used for the preparation of the financial statements are disclosed in the notes to the consolidated financial statements Note no. 1.

The financial year under review has been very challenging to the Company. The Company collected from domestic as well as international market, a total consolidated revenue of Rs. 511.24 millions against the last year consolidated revenue

of Rs. 564.56 millions. The earnings before interest, tax and depreciation on consolidated basis for the financial year under review stands at Rs. (79.57) million against Rs. 14.64 million for the last year. During the year, the net loss figure on consolidated basis was Rs. (129.95) million.

## 8. Human Resources

Developing employee competency and improving overall organisational capabilities is the key talent development focus of Cyber Media. The Company has always valued its employees. The HR department is geared towards ensuring recruitment, retention and development of the best talent in the industry with focus to contribute, strive towards excellence continuously.

The Company practices various interactive sessions on Team Building, Motivation and on Stress Management to keep the employees motivated and improve their work style. The Company has also conducted various training programs across departments for enhancing the Sales, Edit and Managerial skill of the employees. The total employee (permanent) strength at the end of financial year 2015-16 was 80.

Material developments in the Human Resources front have been detailed under the head “Human Resources” in the Directors’ Report.

## Cautionary Statements

*Certain statements in this Annual Report may be forward-looking statement. Such forward-looking statements are subject to certain risks and uncertainties like regulatory changes. Local political or economic developments, technological risks and many other factors that could cause our actual results to differ materially from those contemplated by the relevant forward looking statements. Cyber Media (India) Limited will not be in anyway responsible for any action taken based on such statements and undertakes no obligations to publicly update these forward-looking statements to reflect subsequent events or circumstances.*



To  
The Members of  
Cyber Media (India) Limited  
New Delhi

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **Cyber Media (India) Limited (the "Company")**, which comprises the balance sheet as at 31<sup>st</sup> March 2016, the statement of profit and loss and cash flow statement of the Company for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 as amended from time to time. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring the 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.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required

and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### **Emphasis of Matters**

The banker of the Company (State Bank of Mysore) has paid the guaranty amount of INR 4,15,41,500 given by them to the Citi Bank, N.A. against the loan provided to Cyber Media India LLC (Wholly Owned Subsidiary) towards asset purchase of the TDA Group LLC, California. Our Opinion is not modified with respect to this matter.

As referred in Note No. 35 to the financial statements, the Company is a defendant in a lawsuit [briefly described the nature of the litigation consistent with the Company's description in the note to the financial statements]. Our opinion is also not modified with respect to this matter.

As referred in Note No. 34 (b) Cyber Media (India) Limited has secured loan outstanding in its books of accounts for which the company has not made any repayment for the entire period under audit and provision for interest liability were also not provided in its books of accounts from the date when the loans were considered as NPA by the concerned bank because as per information provided by management the bank has taken the possession of mortgaged property under loan agreement and liability of company is crystallized. Our opinion is also not modified with respect to this matter.

The Company has made default in payment of undisputed statutory liability such as (service tax liability, PF contribution) and the period of more than 6 month has elapsed. Our opinion is also not modified with respect to this matter.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("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 A, a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and, paragraph, 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 appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the

Board of Directors, none of the directors is disqualified as on 31 March, 2016, 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"; and
- g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
  - 1) The Company has pending litigations which would impact its financial position.
  - 2) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
  - 3) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Goel Mintri & Associates  
Chartered Accountants  
(Firm Reg. No. 013211N)

Sd/-  
Gopal Dutt  
Partner  
M.No. 520858

Place: New Delhi  
Date: 25.05.2016

**The Annexure A referred to in Independent Auditor's Report to the members of the company on the standalone financial statements for the year ended 31<sup>st</sup> March 2016, we report that**

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification
- (c) According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the company.
- (ii) The physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed.
- (iii) According to the information and explanations given to us, the company has not granted Any Loans, Secured Or Unsecured To Companies, Firms, Limited Liability Partnerships Or Other Parties Covered In The Register Maintained Under Section 186 Of The Companies Act, 2013.
- (iv) According to the information and explanations given to us, there is no loan, guarantee or provisions requiring compliance of section 185 and 186 of the Companies Act, 2013.
- (v) In our opinion and according to the information and explanation given to us the company has not accepted any deposits.

(vi) As per information & explanation given by the management, the Central Government has not prescribed the maintenance of cost records u/s 148(1) (d) of the Companies Act, 2013 for the company.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has not been regular in depositing undisputed statutory dues applicable to it and statutory dues which were outstanding, as at 31<sup>st</sup> March, 2016 for period of more than six month from the date become payable as detailed in **Annexure I**.

(b) According to the information and explanations given to us, and the record of the company examined by us there are no dues of sales tax, income tax, custom duty, service tax, excise duty, or any other statutory dues as at March 31, 2016 which have not been deposited on account of dispute except as detailed in **Annexure II**.

(viii) The Company has defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders as detailed in **Annexure III**.

(ix) The Company did not raise any moneys by way of initial public offer or further public offer (including debt instruments) during the year. In our opinion and according to the information and explanations given to us, the term loans taken by the Company have been applied for the purposes for which they were raised.

(x) No fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) According to the information and explanations given to us managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

(xii) All the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

(xiii) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xiv) The Company has not entered into any non-cash transactions with directors or persons connected with him.

(xv) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained.

For Goel Mintri & Associates  
Chartered Accountants  
(Firm Reg. No. 013211N)

Sd/-  
Gopal Dutt  
Partner  
M.No. 520858

Place: New Delhi  
Date: 25.05.2016

## Annexure - B to the Auditors' Report

### Report on the Internal Financial Controls 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 31st March, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management 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 ('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 Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 unauthorized 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, 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 31st March, 2016, 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.

For Goel Mintri & Associates  
Chartered Accountants  
Firm Reg. No. 013211N

Sd/-  
Gopal Dutt  
Partner  
M. No. 520858

Place: New Delhi  
Date: 25.05.2016

## ANNEXURE - I

## PART OF CARO REPORT FOR THE YEAR ENDED 31ST MARCH, 2016

Details of Statutory Dues as on 31.03.2016

Month	Service Tax	TDS	EPF	ESI
Opening Balance	3,648,306.54	-	2,430,807.00	-
Apr-15	80,232.00	0	404,552.00	-
May-15	359,943.68	351,599.00	390,832.00	-
Jun-15	167,651.48	437,382.00	408,193.00	-
Jul-15	467,704.11	-	397,572.00	-
Aug-15	652,491.79	391,857.00	394,828.00	-
Sep-15	293,837.40	496,331.00	383,071.00	-
Oct-15	784,882.01	432,571.00	380,418.00	-
Nov-15	148,101.20	274,335.00	385,450.00	-
Dec-15	767,296.28	476,693.00	278,520.00	-
Jan-16	310,264.00	429,786.00	266,564.00	-
Feb-16	194,776.00	632,814.00	263,910.00	-
Mar-16	536,124.00	472,598.00	255,716.00	9,263.00
<b>Total</b>	<b>8,411,610.49</b>	<b>4,395,966.00</b>	<b>6,640,433.00</b>	<b>9,263.00</b>

EPF OF PREVIOUS YEAR i.e. OPENING OF Rs 24,30,807 HAVE BEEN DEPOSITED IN APRIL, 2016 SERVICE TAX NOT PAID FROM PREVIOUS YEAR i.e. OPENING BALANCE OF Rs. 3,64,83,06.54

## ANNEXURE - II

## PART OF CARO REPORT FOR THE YEAR ENDED 31ST MARCH, 2016

Statutory Demands by revenue authorities disputed in various forums are as under:

S. No.	Statute	Nature of Dues	Amount	Period of which amount relates	Forum in which dispute is pending
1	Income Tax Act, 1961	Tax on Regular Assessment u/s 143(3) of Income Tax Act, 1961	4,447,193	Financial Year ended 31.03.2006	High Court of Delhi
2	Income Tax Act, 1961	Tax on Regular Assessment u/s 143(3) of Income Tax Act, 1961	NIL	Financial Year ended 31.03.2010	Commissioner of Income Tax (Appeals) VI New Delhi
3	Income Tax Act, 1961	Tax on Regular Assessment u/s 143(3) of Income Tax Act, 1961	NIL	Financial Year ended 31.03.2012	Commissioner of Income Tax (Appeals) II New Delhi
4	Tamilnadu General Sales Tax Act, 1959 (TNGST Act)	Penalty under Section 12(3) (b) of the TNGST Act	4,664,471	2001-02 (Transfer under the Scheme of Amalgamation)	Tamil Nadu Sales Tax Appellant Tribunal has vide its order dated 15th March, 2010 has set aside the matter to the file of Assessing Officer to decide the matter a fresh. The Company has deposited Rs. 56,09,359/- against the alleged demand.
5	Tamilnadu General Sales Tax Act, 1959 (TNGST Act)	Sales tax Demand Under TNGST Act	3,156,088	2001-02 (Transfer under the Scheme of Amalgamation)	
6	Central Sales Tax Act, 1959 (CST Act)	Penalty under section 9(2) read with Section 12(3) (b) of the TNGST Act	6,474,089	2001-02 (Transfer under the Scheme of Amalgamation)	
7	Central Sales Tax Act, 1959 (CST Act)	Sales Tax Demand Under CST Act	4,323,055	2001-02 (Transfer under the Scheme of Amalgamation)	

## ANNEXURE - III

## PART OF CARO REPORT FOR THE YEAR ENDED 31ST MARCH, 2016

Cyber Media (India) Limited

Secured Loans Details for the F.Y. 2015-16

S. No.	Name	Nature of Loan	Opening Amount	Raised during the year	Amount repaid during the year	Total Interest of Last Year Due	Intt of Last year paid during the year	Interest Unpaid	Amount outstanding	Interest Paid during the year (31.03.15)	Default amount	Terms
1	State Bank of Mysore-TL5	Term Loan	3515000	0	0	0	0	0	3515000	0	3515000	<p>Loan is Secured by way of first charge on all the Present &amp; future moveable assets (excluding those charged with hire purchases ) &amp; immovable assets including current assets of the company. also the loan are secured by personal gaurantee of Mr. Pradeep Gupta.</p> <p>Repyment term is monthly Starting from Oct 2013 of amount Rs. 185000 of Rate of intt. Is 16.15% &amp; Date of Maturity is Sep 2016, Total no. of Installments are 36, and installment paid during the year is 12</p>
2	State Bank of Mysore-TL6	Term Loan	350000	0	0	0	0	0	350000	0	350000	<p>Loan is Secured by way of first charge on all the Present &amp; future moveable assets (excluding those charged with hire purchases ) &amp; immovable assets including current assets of the company. also the loan are secured by personal gaurantee of Mr. Pradeep Gupta.</p> <p>Repyment term is monthly Starting from Oct 2013 of amount Rs. 50000 up to 12 installments &amp; Rs 100000 up to 14 installments of Rate of intt. is 16.15% &amp; Date of Maturity is Nov 2015, Total no. of Installments are 26 and installment paid during the year is 0.</p>
3	State Bank of Mysore-TL7	Term Loan	38300000	0	0	0	0	0	38300000	0	38300000	<p>Loan is Secured by way of first charge on all the Present &amp; future moveable assets (excluding those charged with hire purchases ) &amp; immovable assets including current assets of the company. also the loan are secured by personal gaurantee of Mr. Pradeep Gupta.</p> <p>Repyment term is monthly Starting from Oct 2013 of amount Rs. 300000 up to 6 installments, Rs 900000 up to 12 installments, Rs 1700000 up to 12 installments, Rs 2800000 up to 6 installments &amp; Rs 300000 up to i installment of Rate of intt. is 16.15% &amp; Date of Maturity is Sep 2016, Total no. of Installments are 36 and installment paid during the year is 12.</p>
4	Kotak Mahindra Bank Loan A/c	Term Loan	85526315.86	0	18365394.95	4072981.96	2551223	1521759	67160920.91	2551222.95	67160920.91	<p>Loan is secured by way of first charge on D-74, Panchsheel Enclave, New Delhi (Residential property of Chairman &amp; Managing Director)</p> <p>Repyment term is monthly Starting from Oct 2014 of amount Rs 1583820 of Rate of intt. is 17.25% &amp; Date of Maturity is June 2019, Total no. of Installments are 57 and installment paid during the year is 3.</p>
5	Kotak Mahindra Bank Loan A/c	Term Loan	3309305.15	0	1299999.96	167635.2	112507	55129	2009305.19	112506.64	2009305.19	<p>Loan is secured by way of first charge on D-74, Panchsheel Enclave, New Delhi (Residential property of Chairman &amp; Managing Director)</p> <p>Repyment term is monthly Starting from Oct 2014 of amount Rs 216667 of Rate of intt. is 17.25% &amp; Date of Maturity is June 2019, Total no. of Installments are 18 and installment paid during the year is 2.73.</p>
	Total		131,000,621.01	-	19,665,394.91	4,240,617.16	2,663,730.00	1,576,888.00	111,335,226.10	2,663,729.59	111,335,226.10	



# CYBER MEDIA (INDIA) LIMITED

CIN : L92114DL1982PLC014334

BALANCE SHEET AS ON 31ST MARCH, 2016

(all figures in INR)

PARTICULARS	NOTE	As at 31st March, 2016	As at 31st March, 2015
<b>EQUITY &amp; LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	105,012,420	105,012,420
Reserves & Surplus	3	66,539,000	178,118,003
		<b>171,551,420</b>	<b>283,130,423</b>
<b>Non-current Liabilities</b>			
Long-term Borrowings	4	152,478,788	150,558,516
Long-term Provisions	5	11,761,959	11,420,348
		<b>164,240,747</b>	<b>161,978,864</b>
<b>Current Liabilities</b>			
Short-term Borrowings	6	94,384,244	58,036,912
Trade Payables	7		
-Micro Small and Medium Enterprises		-	-
-Others		75,042,925	88,073,650
		<b>75,042,925</b>	<b>88,073,650</b>
Other Current Liabilities	8	23,500,169	11,893,933
Short-term Provisions	9	-	-
		<b>192,927,339</b>	<b>158,004,495</b>
<b>TOTAL</b>		<b>528,719,505</b>	<b>603,113,782</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets	10		
(i) Tangible Assets		39,799,914	43,768,594
(ii) Intangible Assets		6,660,176	13,810,920
		<b>46,460,089</b>	<b>57,579,514</b>
Non-current Investments	11	140,575,098	186,035,488
Deferred Tax Assets (net)	12	31,273,400	25,618,400
Long-term Loans and Advances	13	44,351,576	50,147,348
		<b>262,660,163</b>	<b>319,380,750</b>
<b>Current Assets</b>			
Inventories	14	12,424,733	12,258,183
Trade Receivables	15	250,279,152	263,187,575
Cash and Cash Equivalents	16	2,241,884	5,589,467
Short-term Loans and Advances	17	1,113,573	695,927
Other Current Assets	18	-	2,001,880
		<b>266,059,342</b>	<b>283,733,032</b>
<b>TOTAL</b>		<b>528,719,505</b>	<b>603,113,782</b>
Significant Accounting Policies			
Notes on Financial Statements	1 to 40		

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

For and on behalf of Board Of Directors

Pradeep Gupta  
Chairman and Managing Director  
DIN 00007520

Krishan Kant Tulshanb  
Director  
DIN 00009764

Gopal Dutt  
Partner  
Membership No. 520858

Place: New Delhi  
Dated : 25.05.2016

Anoop Singh  
Company Secretary

Sankaranarayanan V. V.  
Chief Financial Officer

ANNUAL REPORT 2015-2016

**CYBER MEDIA (INDIA) LIMITED**

CIN : L92114DL1982PLC014334

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016***(all figures in INR)*

PARTICULARS	NOTE	Year Ended 31st March, 2016	Year Ended 31st March, 2015
<b>INCOME</b>			
<b>Revenue from Operations</b>	19	<b>109,392,290</b>	163,473,434
Other Income	20	<b>16,207,780</b>	5,571,777
<b>Total Revenue</b>		<b>125,600,070</b>	169,045,211
<b>EXPENDITURE</b>			
<b>Cost of Materials Consumed</b>	21	<b>5,162,967</b>	6,050,183
Purchases of Stock-in-Trade	22	-	-
Changes in Inventories of Finished Goods/Work-in-Progress and Stock-in-Trade	23	-	-
Employee Benefits Expenses	24	<b>56,375,643</b>	59,145,233
Finance Costs	25	<b>6,604,948</b>	40,349,649
Depreciation and Amortization Expenses	26	<b>11,204,699</b>	15,415,133
Other Expenses	27	<b>163,306,889</b>	124,502,051
<b>Total Expenses</b>		<b>242,655,146</b>	245,462,248
<b>Profit Before Tax</b>		<b>(117,055,076)</b>	(76,417,037)
Tax Expenses			
(1) Current Tax		-	-
(2) Deferred Tax		<b>(5,655,000)</b>	(17,434,100)
Unadjusted Profit & Loss Account			
<b>Profit (Loss) for the Period</b>		<b>(111,400,076)</b>	(58,982,937)
Earnings per equity share of face value of Rs 10/- each	28		
(1) Basic		<b>(10.61)</b>	(5.62)
(2) Diluted		<b>(10.61)</b>	(5.62)
Significant Accounting Policies			
Notes on Financial Statements	1 to 40		

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

Gopal Dutt  
Partner  
Membership No. 520858

Place: New Delhi  
Dated : 25.05.2016

For and on behalf of Board Of Directors

Pradeep Gupta  
Chairman and Managing Director  
DIN 00007520

Anoop Singh  
Company Secretary

Krishan Kant Tulshanb  
Director  
DIN 00009764

Sankaranarayanan V. V.  
Chief Financial Officer

# CYBER MEDIA (INDIA) LIMITED

CIN : L92114DL1982PLC014334

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(all figures in INR)

PARTICULARS		Year Ended 31st March, 2016	Year Ended 31st March, 2015
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Profit Before Tax	(117,055,076)	(76,417,037)
	Adjustments for:		
	Depreciation and Amortization	11,204,699	15,415,133
	Difference in foreign exchange	-	-
	Deferred Revenue Expenditure	-	-
	Adjustment of FA	-	(25,442,830)
	Loss/(Profit) on sale of assets	45,460,390	25,331,839
	Employee Benefits	341,611	76,599
	Interest Income	(2,479,705)	(186,844)
	Interest Expense	6,604,948	40,349,649
		<b>61,131,943</b>	<b>55,543,546</b>
	Operating Profit before Working Capital Changes	<b>(55,923,133)</b>	<b>(20,873,492)</b>
	Adjustments for:		
	(Increase) Decrease in Inventories	(166,550)	306,742
	(Increase) Decrease in Trade Receivables	12,908,425	31,698,799
	(Increase) Decrease in Loans & Advances	7,380,006	(5,300,081)
	(Decrease) Increase in Trade Payables	(1,424,489)	(24,968,642)
		<b>18,697,392</b>	<b>1,736,818</b>
	Cash Generated from Operations	<b>(37,225,741)</b>	<b>(19,136,674)</b>
	Income tax paid	-	-
	Net Cash from Operating Activities	<b>(37,225,741)</b>	<b>(19,136,674)</b>
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	<b>Inflow:</b>		
	Sale of fixed assets	-	306,710
	Sale of Investments	-	80,500,000
	Interest received	2,479,705	186,844
	Amalgamation Adjustment	-	-
		<b>2,479,705</b>	<b>80,993,554</b>
	<b>Outflow:</b>		
	Acquisition of fixed assets	(264,201)	(1,905,798)
	Purchase of investments	-	-
		<b>(264,201)</b>	<b>(1,905,798)</b>
	Net Cash from Investing Activities	<b>2,215,504</b>	<b>79,087,756</b>

PARTICULARS		Year Ended 31st March, 2016		Year Ended 31st March, 2015	
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
	<b>Inflows:</b>				
	Proceeds from Secured Loans	36,347,332		-	
	Proceeds from Unsecured Loans	21,736,940		-	
			58,084,272		-
	<b>Outflows:</b>				
	Interest Paid	(6,604,948)		(40,349,649)	
	Payment of Secured Loan	(19,816,669)		(13,161,856)	
	Payment of Unsecured Loan	-		(17,359,131)	
			(26,421,617)		(70,870,636)
	Net Cash from Financing Activities		31,662,655		(70,870,636)
<b>D.</b>	<b>EXCHANGE DIFFERENCE IN FOREIGN CURRENCY</b>				
			-		-
	Net (Decrease) Increase in Cash & Cash Equivalents		(3,347,582)		(10,919,551)
	Opening Cash & Cash Equivalents		5,589,467		16,509,019
	Closing Cash & Cash Equivalents		2,241,884		5,589,467

**Notes to the Cash Flow Statement:**

- The cash flow statement has been prepared in accordance with the requirements of Accounting Standard - 3.
- Cash flows have been reported using the indirect method, whereby the net profit is adjusted for the effects of the transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments, segregated between cash flows
- Significant cash and cash equivalents balances held by the Company are available for its use.
- Previous year's figures have been regrouped or rearranged wherever necessary.

This is the Cash Flow Statement referred to in our report of even date

As per our report attached

For and on behalf of Board Of Directors

For Goel Mintri & Associates  
Chartered Accountants  
(Firm Registration No. 013211N)

Pradeep Gupta  
Chairman and Managing Director  
DIN 00007520

Krishan Kant Tulshanb  
Director  
DIN 00009764

Gopal Dutt  
Partner  
Membership No. 520858

Place: New Delhi  
Dated : 25.05.2016

Anoop Singh  
Company Secretary

Sankaranarayanan V. V.  
Chief Financial Officer

# CYBER MEDIA (INDIA) LIMITED

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

### 1. Significant Accounting Policies

The significant accounting policies adopted by the Company in respect of these financial statement, are set out below:

#### 1.1 Basis of Preparation of financial statements

The financial statements are prepared under the historical cost convention in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

#### 1.2 Revenue Recognition

Revenues of all material items and nature are recognized in accordance with Accounting Standard – 9, i.e., at the time of rendering of services or sales. 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 uncertainty of collection of revenue arises subsequently after the revenue recognition, provision for the uncertainty in 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.

#### 1.3 Fixed Assets (including Intangibles)

##### Tangible Fixed Assets

Tangible Fixed Assets are stated at cost of acquisition net of recoverable taxes less accumulated depreciation. Cost of Acquisition or construction is inclusive of freight, duties, taxes and other incidental expenses related to acquisition and installation incurred up to the date of commissioning of assets.

##### Intangible Fixed Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization / depletion. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets are capitalized.

#### 1.4 Depreciation/ Amortization

Depreciation is provided based on life assigned to each asset in accordance with Schedule II of the Companies Act, 2013.

Consequent to the enactment of the Companies Act, 2013 and its applicability for accounting periods commencing after 1 April, 2014, the Company has reassessed the useful life of its fixed assets and has computed depreciation with reference to the useful life of assets recommended in Schedule II to the act.

Depreciation for assets purchased / sold during a period

is proportionately charged. Individual low cost assets (acquired for less than Rs. 5,000/-) are entirely depreciated in the year of acquisition.

#### 1.5 Investments

Trade Investments are the investments made to enhance the Company's business interests. Investments are either classified as current and long- term based on the management intention at the time of purchase. Current investments are carried at the lower of cost and fair value. Long-term investments are carried at cost and provisions recorded to recognize any decline, other than temporary, in the carrying value of each investment.

#### 1.6 Inventory

Inventory of Newsprint, goods in transit are stated at cost or net realizable 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.

#### 1.7 Foreign Currency Transactions

Transactions in Foreign Currency are recorded at the exchange rate prevailing at the date of transaction. Monetary items are restated at year-end foreign exchange rates. Resultant exchange differences arising on payment or conversion of liabilities are recognized as income or expense in the year in which they arise.

#### 1.8 Retirement Benefits

- a) Company's contribution to the Employees' Provident Fund is charged to the profit and loss account each year.
- b) Short term employee benefits (Medical, Leave travel allowance, etc.) expected to be paid in exchange for the services rendered are recognized on undiscounted basis.
- c) Actuarial gains and losses arising from experience adjustments and effects of changes in actuarial assumptions are immediately recognised in the statement of profit and loss account as income or expense.
- d) Gratuity and Leave encashment are provided for on the basis of an actuarial valuation using projected unit credit method (PUCM).

#### 1.9 Taxation

Income tax is computed using the tax effect accounting method; where income tax is accrued in the same period in which the related revenue and expenses arise. A provision is made for income tax annually based on the tax liability computed, after considering tax allowances and exemptions. Provision is also recorded when it is



## CYBER MEDIA (INDIA) LIMITED

### NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

estimated that a liability due to disallowances or other matters is probable.

The differences that result between the profit considered for income taxes and the profit as per the financial statements are identified, and thereafter a deferred tax asset or deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on prevailing enacted or substantively enacted regulations. Deferred tax assets are recognized only if there is reasonable or virtual certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

#### 1.10 Borrowing Cost

Borrowing cost attributable to the acquisition or construction of a qualifying asset is capitalized as a part of the cost of that asset. A qualifying asset is one, which takes substantial period of time to get ready for intended use. Other borrowing costs are recognized as an expense in the period in which they are incurred.

#### 1.11 Impairment of Assets

Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the assets' carrying amount exceeds its recoverable amount. The recoverable amount is the higher of the assets' fair value less cost to sell and

value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (Cash generating units).

#### 1.12 Earnings Per Share

In determining earnings per share, the Company considers the net profit after tax and includes the post tax effect of any extraordinary / exceptional items. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing Diluted EPS comprises weighted average shares considered for deriving Basic EPS, and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. The anti-dilutive effect, if any, of potential equity shares on diluted EPS is ignored as per the requirement of accounting standard -20 on "Earning per Share".

#### 1.13 Provisions, Contingent Liabilities and contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent assets are neither recognized nor disclosed in the financial statement.

#### 1.14 Leases

Lease rentals in respect of assets taken on "Operating Lease" are charged to the Profit & Loss Account.

**CYBER MEDIA (INDIA) LIMITED**  
**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

**2 SHARE CAPITAL**

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
<b>AUTHORIZED SHARE CAPITAL:</b>		
14,350,000 (14,350,000) Equity Shares of Rs. 10/- each	143,500,000	143,500,000
	<b>143,500,000</b>	<b>143,500,000</b>
<b>Issued, Susbcribed and Paid Up</b>		
10,501,242 (10,501,242) Equity Shares of Rs. 10 each, subscribed and fully paid up)	105,012,420	105,012,420
<b>TOTAL</b>	<b>105,012,420</b>	<b>105,012,420</b>

**2.1** The details of shareholders holding more than 5% shares

Name of the Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	No. of shares	% held	No. of shares	% held
Pradeep Gupta	2,766,236	26.34%	2,766,236	26.34%
Sudha Bala Gupta	1,017,683	9.69%	1,017,683	9.69%
Vimgi Investments Private Limited	1,336,735	12.73%	1,300,000	12.38%

**2.2** The reconciliation of number of shares outstanding is set out below:

Name of the Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	No. of shares	% held	No. of shares	% held
Equity Shares at the beginning of the year	10,501,242	105,012,420	10,501,242	105,012,420
Add: Shares Issued during the year	-	-	-	-
Equity Shares at the end of the year	10,501,242	105,012,420	10,501,242	105,012,420

**3 RESERVES AND SURPLUS**

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
<b>Securities Premium Reserves</b>		
As per the last Balance Sheet	143,930,775	143,930,775
	<b>143,930,775</b>	<b>143,930,775</b>
<b>General Reserves</b>		
As per the Last Balance Sheet	153,034,484	153,034,484
	<b>153,034,484</b>	<b>153,034,484</b>
<b>Capital Reserve</b>		
As per the Last Balance Sheet	11,285,726	11,285,726
	<b>11,285,726</b>	<b>11,285,726</b>
<b>Profit and Loss Account</b>		
As per last Balance Sheet	(130,132,982)	(50,615,591)
Less: Adjustment of FA	(178,927)	(20,534,454)
	<b>(130,311,909)</b>	<b>(71,150,045)</b>
Add: Profit for the year	<b>(111,400,076)</b>	<b>(58,982,937)</b>
	<b>(241,711,985)</b>	<b>(130,132,982)</b>
<b>TOTAL</b>	<b>66,539,000</b>	<b>178,118,003</b>

**CYBER MEDIA (INDIA) LIMITED**  
**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

**4 LONG-TERM BORROWINGS**

(all figures in INR)

Name of the Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	Non-current	Non-current	Non-current	Non-current
<b>Secured</b>				
<b>Term Loans</b>				
From Banks		111,335,226	-	131,151,895
From others		-	-	-
Long Term maturities of finance lease obligations		-	-	-
		<u>111,335,226</u>	-	<u>131,151,895</u>
<b>Unsecured</b>		<b>Non-current</b>		<b>Non-current</b>
Loans and Advances from Related Parties		41,143,562		19,406,622
Loans and Advance from Sundry Parties		-		-
Deferred Payment Liabilities		-		-
		<u>41,143,562</u>		<u>19,406,622</u>
<b>TOTAL</b>		<u><b>152,478,788</b></u>		<u><b>150,558,516</b></u>

**4.1 Secured term loans from banks :**

- a) Rs. 42,165,000/- (Rs.42,165,000/- ) from State Bank of Mysore, are 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.
- b) Rs. 69,170,226/- (Rs.88,835,621) from Kotak Mahindra Bank, are secured by way of first charge on D-74, Panchsheel Enclave, New Delhi (Residential property of Chairman & Managing Director)

**4.2 Maturity Profile of Secured Loan are as set out as below :-**

	1-2 Years	2-3 Years	3-4 Years	Beyond 4 Years
Term Loan - Banks	111,335,226	-	-	-

**5 LONG TERM PROVISIONS**

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
(a) Provision for employees' benefits.	11,761,959	11,420,348
(b) Others	-	-
<b>TOTAL</b>	<u><b>11,761,959</b></u>	<u><b>11,420,348</b></u>

**6 SHORT TERM BORROWINGS**

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
<b>Secured</b>		
Working Capital Loan	94,384,244	58,036,912
<b>From Banks</b>	-	-
<b>From Others</b>	-	-
	<u><b>94,384,244</b></u>	<u><b>58,036,912</b></u>
<b>Unsecured</b>		
From Bank		
- State Bank of Mysore - Buyer Credits	-	-
<b>From Others</b>		
Loans and Advances from Related Parties	-	-
Loans and Advance from Sundry Parties	-	-
	-	-
<b>TOTAL</b>	<u><b>94,384,244</b></u>	<u><b>58,036,912</b></u>

**CYBER MEDIA (INDIA) LIMITED**  
**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

- 6.1 Cash credit facilities from State Bank of Mysore is secured by way of hypothecation on the entire inventory, consumables, book-debts and receivables

**7 TRADE PAYABLES**

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
Micro Small and Medium Enterprises	-	-
Others	75,042,925	88,073,650
<b>TOTAL</b>	<b>75,042,925</b>	<b>88,073,650</b>

- 7.1 The Company has not received any intimation from Micro, small and Medium enterprises under the 'Micro, Small and Medium Enterprises development Act, 2006'. As per information available with the company, no interest is paid or payable under the Act.

- 7.2 Trade Payables includes amount payable to vendors, consultants, employees etc

**8 OTHER CURRENT LIABILITIES**

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
(a) Current maturities of long-term debt (Refer note no 4)	-	-
(c) Advance payments for which value is still to be given	3,577,906	1,889,966
(d) Unpaid dividend	-	100,749
(e) Interest Due but not paid	-	-
(f) Other Payables		
- Statutory Dues	19,922,263	9,903,218
- Creditors against capital expenditure	-	-
- Security Deposit	-	-
<b>TOTAL</b>	<b>23,500,169</b>	<b>11,893,933</b>

**8.1 DETAIL OF AMOUNT OUTSTANDING IN UNCLAIMED DIVIDEND ACCOUNTS IS AS UNDER :-**

(all figures in INR)

Dividend for the year ended	As at 31st March, 2016	As at 31st March, 2015
31st March 2008	-	100,749
<b>TOTAL</b>	<b>-</b>	<b>100,749</b>

Note: Unclaimed dividend for year ended 31.03.2008 has been deposited to Govt. account

**9 SHORT TERM PROVISIONS**

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
(a) Provision for employees' benefits.	-	-
(b) Others	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

**CYBER MEDIA (INDIA) LIMITED**  
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

**10 FIXED ASSETS**

(all figures in INR)

Particulars	GROSS BLOCK				DEPRECIATION/AMORTIZATION			NET BLOCK	
	As At 1st April, 2015	Additions	Deductions	Adjustments	As At 1st April, 2015	For the Year	Deduction/ Adjustments	As At 31st March, 2016	As At 31st March, 2015
<b>Tangible Assets</b>									
Land Freehold	4,035,756	-	-	-	-	-	-	4,035,756	4,035,756
Buildings Freehold	37,019,362	-	-	-	11,090,695	523,445		25,405,222	25,928,667
Computers	67,147,199	264,201	-	-	62,577,345	958,028		3,876,027	4,569,854
Furniture & Fixtures	44,929,560	-	-	-	40,958,427	1,455,237	5,168	2,521,065	3,971,133
Equipments & Installations	22,902,267	-	-	-	21,689,417	38,330		1,174,520	1,212,850
Air Conditioners	11,172,180	-	-	-	10,454,579	142,556		575,049	717,601
Generator	4,668,156	-	-	-	3,559,597	410,892		697,666	1,108,559
Vehicles	23,746,131	-	-	-	21,664,812	566,710		1,514,609	2,081,319
Books	-	-	-	-	-	-		-	142,850
<b>Total (A)</b>	<b>215,620,611</b>	<b>264,201</b>	<b>-</b>	<b>-</b>	<b>171,994,872</b>	<b>4,095,198</b>	<b>5,168</b>	<b>39,799,914</b>	<b>43,768,594</b>
Previous Year	215,832,893	444,346	306,710	-	143,409,181	8,369,291	(20,423,459)	43,768,598	72,423,712
<b>Intangible Assets</b>									
Capitalized Software (Purchased)	19,342,976	-	-	-	16,732,120	1,934,296	(41,240)	635,320	2,610,856
Trademarks (Purchased)	6,926,080	-	-	-	6,579,776	-	-	346,304	346,304
Commercial Rights (Internally Generated)	51,752,086	-	-	-	40,898,326	5,175,208	-	5,678,552	10,853,760
<b>Total (B)</b>	<b>78,021,142</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>64,210,222</b>	<b>7,109,504</b>	<b>(41,240)</b>	<b>6,660,176</b>	<b>13,810,920</b>
<b>Previous Year</b>	<b>76,559,690</b>	<b>1,461,452</b>	<b>-</b>	<b>-</b>	<b>57,164,380</b>	<b>7,045,842</b>	<b>-</b>	<b>13,810,920</b>	<b>19,395,310</b>
<b>Grand Total</b>	<b>293,641,753</b>	<b>264,201</b>	<b>-</b>	<b>-</b>	<b>236,205,094</b>	<b>11,204,702</b>	<b>(36,072)</b>	<b>46,460,089</b>	<b>57,579,514</b>
Previous Year	292,392,583	1,905,798	306,710	-	200,573,561	15,415,133	(20,423,459)	57,579,518	91,819,022

**CYBER MEDIA (INDIA) LIMITED**  
**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

**11 NON-CURRENT INVESTMENTS**

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
<b>1. Trade Investments</b>		
(a) in Equity of Associated Enterprise (Unquoted)		
Cyber Media Careers Limited		
4,462,399 (4,462,399) Equity Shares of Rs. 10/- each fully paid up	-	44,623,990
Cyber Media Foundation Limited		
250,000 (250,000) Equity Shares of Rs. 10/- each fully paid up	2,500,000	2,500,000
	<b>2,500,000</b>	47,123,990
(b) in Equity of Associated Enterprise (quoted)	-	-
(c) in Equity Shares of Subsidiary Companies (unquoted)		
Cyber Media Research & Services Limited		
150,000 (150,000) Equity Shares of Rs. 10/- each fully paid up	1,500,000	1,500,000
Cyber Media Singapore Pte. Limited		
30,000 (30,000) Equity Shares of S\$ 1/- each fully paid up	-	836,400
Cyber Astro Limited		
75,000 (75,000) Equity Shares of Rs. 10/- each fully paid up	750,000	750,000
Cyber Media India LLC		
Representing 100% ownership interest	128,825,098	128,825,098
	<b>131,075,098</b>	131,911,498
(d) in Equity Shares of Subsidiary Companies (quoted)	-	-
<b>2. Other Investments</b>	7,000,000	7,000,000
<b>TOTAL</b>	<b>140,575,098</b>	186,035,488

**11.1 Aggregate amount of the Unquoted Investments is Rs.**

**140,575,098**

**186,035,488**

**12 DEFERRED TAX ASSETS (NET)**

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
<b>Deferred Tax Assets</b>		
- Disallowance under the Income Tax Act		
-- Opening Balance	5,162,200	5,378,300
-- Add : Acquired under the scheme of amalgamation	-	-
-- Add : During the year	302,600	(216,100)
	<b>5,464,800</b>	5,162,200
- Carry Forward Losses		
-- Opening Balance	27,920,000	19,455,000
-- Add : Acquired under the scheme of amalgamation	-	-
-- Add : During the year	3,543,600	8,465,000
	<b>31,463,600</b>	27,920,000
<b>TOTAL (A)</b>	<b>36,928,400</b>	33,082,200
<b>Deferred Tax Liabilities</b>		
- Related to Fixed Assets		
-- Opening Balance	7,463,800	16,649,000
-- Add : Acquired under the scheme of amalgamation	-	-
-- Add : During the year	(1,808,800)	(9,185,200)
	<b>5,655,000</b>	7,463,800
<b>TOTAL (B)</b>	<b>5,655,000</b>	7,463,800
<b>TOTAL (A-B)</b>	<b>31,273,400</b>	25,618,400



**CYBER MEDIA (INDIA) LIMITED****NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016****13 DEFERRED TAX ASSETS (NET)**

(all figures in INR)

<b>PARTICULARS</b>	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
(Unsecured, considered good)		
(a) Capital Advances	-	-
(b) Security Deposits	3,092,079	3,791,879
(c) Loans and Advances to Related Parties	-	-
(d) Advance Income Tax (Net of Provisions)	39,636,715	43,774,481
(e) Other Loans & Advances - Advance recoverable in cash or in kind	1,622,782	2,580,988
<b>TOTAL</b>	<b>44,351,576</b>	<b>50,147,348</b>

- 13.1** Other loans and advances includes the advances recoverable in cash or in kind or for value to be received, Rs. 56,09,359/- deposited with sales tax authorities

**14 INVENTORIES**

(all figures in INR)

<b>PARTICULARS</b>	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
(a) Raw-Materials	2,182,999	2,016,449
(b) Work-in-Progress	-	-
(c) Finished Goods	-	-
(d) Stock-in-Trade (in respect of goods acquired for trading)	10,241,734	10,241,734
<b>TOTAL</b>	<b>12,424,733</b>	<b>12,258,183</b>

- 14.1** Valuation of Raw Materials and Stock-in-Trade are valued at First in First Out Method

**15 TRADE RECEIVABLES**

(all figures in INR)

<b>PARTICULARS</b>	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
(unsecured and considered good)		
over six months	224,141,796	220,473,881
others	26,137,356	42,713,694
<b>TOTAL</b>	<b>250,279,152</b>	<b>263,187,575</b>

- 15.1** Trade receivable includes amount due from Subsidiary/Associates on account of expenses incurred on their behalf.
- 15.2** Trade receivable includes Rs. 4,15,41,500/- receivable from Cyber Media India LLC, a wholly owned subsidiary entity of the Company in view of encashment of Stand By Letter of Credit by State Bank of Mysore, now to be treated for advance against share purchase as per security purchase agreement being entered between the said subsidiary entity and the Company.

**16 CASH AND BANK BALANCES :**

(all figures in INR)

<b>PARTICULARS</b>	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
<b>Cash and Cash Equivalents</b>		
Cash in hand	50,310	37,935
Balances with Banks	1,255,132	1,232,075
<b>Other Bank Balances</b>		
Margin Money	936,443	4,319,457
<b>TOTAL</b>	<b>2,241,884</b>	<b>5,589,467</b>

**CYBER MEDIA (INDIA) LIMITED**  
**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

**16.1** Total of bank guarantees outstanding as at year end amounting to Rs. 340,500/- given to customs and postal department against which 100% margin has been deposited with the bank.

**17 SHORT-TERM LOANS & ADVANCES**

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
<b>(unsecured and considered good)</b>		
(a) Loans and advances to related parties	-	-
(b) Security Deposit	-	-
(c) Other Loan and Advances	1,113,573	695,927
<b>TOTAL</b>	<b>1,113,573</b>	<b>695,927</b>

**18 OTHER CURRENT ASSETS**

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
Interest accrued but not due		2,001,880
<b>TOTAL</b>	<b>-</b>	<b>2,001,880</b>

**19 REVENUE FROM OPERATIONS**

(all figures in INR)

PARTICULARS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
(a) Sale of Products	69,886,028	107,211,143
(b) Sale of Services	39,506,262	56,262,291
(c) Other Operating Revenues	-	-
Less: Excise Duties/ Service Tax	-	-
<b>TOTAL</b>	<b>109,392,290</b>	<b>163,473,434</b>

**19.1** Sale of service represents Media services and it also includes services for subscription of magazine.

**20 OTHER INCOME**

(all figures in INR)

PARTICULARS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Interest income		
a) From Long Term Investments	-	-
b) From Short Term Investments	-	-
c) From Others	2,479,705	186,844
	<b>2,479,705</b>	<b>186,844</b>
Other non-operating income (net of expenses directly attributable to such income)		
a) Profit on Sale of Fixed Assets	-	-
b) Miscellaneous Income	13,606,026	5,127,729
c) Adjustments to the carrying value of investments (Write-back)	-	-
d) Net gain/loss on foreign currency translation and transaction (other than considered as finance cost)	122,049	257,204
	<b>13,728,075</b>	<b>5,384,933</b>
<b>TOTAL</b>	<b>16,207,780</b>	<b>5,571,777</b>

**CYBER MEDIA (INDIA) LIMITED****NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016****21 COST OF MATERIALS CONSUMED**

(all figures in INR)

PARTICULARS	Amount	% of Consumption	Amount	% of Consumption
Imported	4,086,337	79.15%	4,531,304	78.82%
Indigenous	1,076,630	20.85%	1,518,879	21.18%
<b>TOTAL</b>	<b>5,162,967</b>	<b>100.00%</b>	<b>6,050,183</b>	<b>100.00%</b>

**21.1 Value of Imported Goods of CIF basis****2,101,838**

4,591,695

**22 PURCHASE OF STOCK - IN - TRADE**

(all figures in INR)

PARTICULARS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Purchase	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

**23 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE.**

(all figures in INR)

PARTICULARS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
<b>Inventories (at close)</b>		
Finished Goods	-	-
Stock in trade	10,241,734	10,241,734
Stock in process	-	-
	<b>10,241,734</b>	<b>10,241,734</b>
<b>Inventories (at commencement)</b>		
Finished Goods	-	-
Stock in trade	10,241,734	10,241,734
Stock in process	-	-
	<b>10,241,734</b>	<b>10,241,734</b>
<b>TOTAL</b>	<b>-</b>	<b>-</b>

**24 EMPLOYEE BENEFITS EXPENSES**

(all figures in INR)

PARTICULARS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
(a) Salaries and Wages	47,826,650	55,298,586
(b) Contribution to Provident & Other Funds	2,055,722	2,701,072
(c) Professional Expenses	5,613,844	-
(d) Staff Welfare Expenses.	879,427	1,145,575
<b>TOTAL</b>	<b>56,375,643</b>	<b>59,145,233</b>

**CYBER MEDIA (INDIA) LIMITED**  
**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

24.1 In accordance with the revised Accounting Standard 15 notified under the Companies (Accounting Standards) Rules, 2006, the requisite disclosures are as follows:

**a. Description of the type of plan(s)**

**i. Gratuity Plan**

The Gratuity liability arises on retirement, resignation and death of an employee. The aforesaid liability is calculated in accordance with The Payment Of Gratuity Act, 1972.

**ii. Leave Encashment Plan**

The earned leave liability arises on retirement, withdrawal, resignation and death of an employee. The aforesaid liability is calculated on the basis of yearly accrual of 30 days salary (i.e last drawn salary) subject to maximum accumulation up to 90 days.

**b. Movement in net liability**

(all figures in INR)

Particulars	Gratuity	Leave Encashment	Total
Present value of obligations as on 31.03.15	8,010,053	3,410,295	11,420,348
Current Service Cost	676,746	465,303	1,142,049
Past Service Cost	-	-	-
Interest Cost	624,784	266,003	890,787
Actuarial (gain)/loss on obligation	1,324,434	532,030	1,856,464
Less: Benefits paid	(2,458,534)	(1,089,155)	(3,547,689)
<b>Present value of obligations as on 31.03.16</b>	<b>8,177,483</b>	<b>3,584,476</b>	<b>11,761,959</b>

**c. Reconciliation of assets and liabilities**

(all figures in INR)

Particulars	Gratuity	Leave Encashment	Total
Present value of unfunded defined benefit obligations as on 31.03.16	8,177,483	3,584,476	11,761,959
Fair value of plan assets **	-	-	-
<b>Net liability recognized on 31.03.2016</b>	<b>8,177,483</b>	<b>3,584,476</b>	<b>11,761,959</b>

\*\* The fair value of plan assets is nil since gratuity and leave encashment plan are wholly unfunded as on 31st March, 2016

**d. Principal actuarial assumptions**

(all figures in INR)

Particulars	Total
	Rate (%)
Discount rate as on 31.03.2016	7.30
Future salary increase	6.00
Average outstanding service of employees upto retirement	18.28 yrs

**25 FINANCE COST**

(all figures in INR)

PARTICULARS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
(a) Interest Expense	6,343,648	40,031,968
(b) Other Borrowing Costs	261,300	317,681
(c) Applicable net gain/loss on foreign currency translations & transactions.	-	-
<b>TOTAL</b>	<b>6,604,948</b>	<b>40,349,649</b>

**26 DEPRECIATION & AMORTIZATION EXPENSES**

(all figures in INR)

PARTICULARS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
- Amortization Expenses	7,109,504	7,045,842
- Depreciation Expenses	4,095,195	8,369,291
<b>TOTAL</b>	<b>11,204,699</b>	<b>15,415,133</b>

**CYBER MEDIA (INDIA) LIMITED**  
**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

**27 OTHER EXPENSES**

(all figures in INR)

<b>PARTICULARS</b>	<b>Year Ended 31st March, 2016</b>	<b>Year Ended 31st March, 2015</b>
(a) Printing & Processing	12,258,425	15,559,261
(b) Content Expenses	25,102,825	32,748,453
(c) Discount/Commission on Sales & Services	6,127,974	14,791,006
(d) Packing & Despatch	5,166,823	5,377,468
(e) Consumption of Stores & Spares.	-	-
(f) Power & Fuel	892,223	2,266,598
(g) Rent	1,101,908	1,984,338
(h) Repairs to Building	805,595	1,029,967
(i) Repairs to Machinery	188,950	555,536
(l) Insurance	24,840	113,141
(m) Rates & Taxes (excluding Income Tax)	368,261	215,304
(n) Miscellaneous Expenditure	103,676,366	36,946,459
(o) Net loss on foreign currency transaction and translation (other than considered as finance cost)	-	-
(p) Payment to Auditors	400,750	391,375
(q) Legal and Professional charges	2,994,134	5,592,898
(s) Correspondence & Communication	1,859,151	3,251,834
(t) Travelling & Conveyance	2,338,663	3,678,413
<b>TOTAL</b>	<b>163,306,889</b>	<b>124,502,051</b>

**27.1 PAYMENT TO AUDITORS**

(all figures in INR)

<b>PARTICULARS</b>	<b>Year Ended 31st March, 2016</b>	<b>Year Ended 31st March, 2015</b>
• As Auditor	314,875	307,105
• For Taxation Matters	85,875	84,270
• For Company Law Matters	-	-
• For Management Services	-	-
• For Other Services	-	-
• For reimbursement of expenses.	-	-
<b>TOTAL</b>	<b>400,750</b>	<b>391,375</b>

**CYBER MEDIA (INDIA) LIMITED**  
**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

**28 EARNINGS PER SHARE**

(all figures in INR)

<b>PARTICULARS</b>	<b>Year Ended 31st March, 2016</b>	<b>Year Ended 31st March, 2015</b>
Profit available to equity shareholders	(111,400,076)	(58,982,937)
Weighted average number of equity shares	10,501,242	10,501,242
Basic EPS (Rupees Per share)	(10.61)	(5.62)
Weighted average number of equity shares, including 'Potential Equity Shares'	10,501,242	10,501,242
Diluted EPS (Rupees Per share)	(10.61)	(5.62)
Face value per equity share	10	10

**29 EARNINGS IN FOREIGN EXCHANGE**

(all figures in INR)

<b>PARTICULARS</b>	<b>Year Ended 31st March, 2016</b>	<b>Year Ended 31st March, 2015</b>
Advertisement & other income	3,479,162	6,800,917
Subscription	-	-
Research and survey	-	-
Event management/Sponsorship income other sales and services	-	-

**30 EXPENDITURE IN FOREIGN CURRENCY**

(all figures in INR)

<b>PARTICULARS</b>	<b>Year Ended 31st March, 2016</b>	<b>Year Ended 31st March, 2015</b>
Royalty	-	-
Travelling Expenses	249,101	39,878
Others	668,152	807,871

**31 REMITTANCE OF FOREIGN CURRENCY ON ACCOUNT OF DIVIDEND**

(all figures in INR)

<b>PARTICULARS</b>	<b>Year Ended 31st March, 2016</b>	<b>Year Ended 31st March, 2015</b>
Number of shareholders	17	13
Number of shares held	11,503	5,862
Amount of dividend remitted	NIL	NIL
Year to which it relates	N.A.	N.A.



**CYBER MEDIA (INDIA) LIMITED****NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016****32 RELATED PARTY TRANSACTIONS**

In accordance with the requirements of Accounting Standard (AS-18) on Related Party Disclosures, the names of related parties where control exists and/ or with whom transactions have taken place during the year and description of relationships, as identified and certified by management are:

(all figures in INR)

Nature of transactions	Associates		Subsidiaries		Key Management Personnel		Relative of Key Management Personnel	
	Year ended 31-03-2016	Year ended 31-03-2015	Year ended 31-03-2016	Year ended 31-03-2015	Year ended 31-03-2016	Year ended 31-03-2015	Year ended 31-03-2016	Year ended 31-03-2015
Purchase & Other expenses	-	-	234,461	184,271		-		
Sales & Other Income	-	-	-	-		-		
Commission Paid			-			-		
Rent Paid					-	-	-	-
Repairs & Maintenance						-	-	-
Interest Income	-	-				-		
Interest Paid				-		-		
Salaries & Related Cost					707,110	-	-	552,972
<b>Closing Balances:</b>						-		
Sundry Debtors	8,240,452	44,240,592	167983283	137,431,268	-	-	-	-
Loans & advances given	-	-	-			-		
Loans & advances taken				-		-		
Investments	2,500,000	49,623,990	131,075,098	131,911,498		-		
Current liabilities		-				-		
Managerial Remuneration				-		-		

**Names of related parties and description of relationship:**

Subsidiaries	Cyber Media Research & Services Limited Cyber Astro Limited Cyber Media India LLC* Kurrent Media LLC*
Subsidiaries of subsidiary	TDA Group LLC* Cyber Media Services Limited**
Associates	Cyber Media Foundation Limited
Key Management Personnel	Mr. Pradeep Gupta Mr. Dhaval Gupta
Relative of key management personnel	Mrs. Sudha Bala Gupta

**33 SEGMENT REPORTING**

The Company is engaged in the 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. The information required to be given for secondary segment being geographical segment is as under:

(all figures in INR)

Geographical Segment	Sales		Carrying cost of asset		Capital Expenditure	
	2015-2016	2014-2015	2015-2016	2014-2015	2015-2016	2014-2015
India	105,913,128	156,672,517	528,719,505	603,113,782	264,201	1,905,798
Other Countries- Sales in each country less than 10% of Total Sales	3,479,162	6,800,917	-	-	-	-
<b>TOTAL</b>	<b>109,392,290</b>	<b>163,473,434</b>	<b>528,719,505</b>	<b>603,113,782</b>	<b>264,201</b>	<b>1,905,798</b>

**CYBER MEDIA (INDIA) LIMITED**  
**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

**34 CONTINGENT LIABILITIES AND COMMITMENTS:**

- a) Guarantees given to State Bank of Mysore to secure facilities of:  
As per Accounting Standard 29 on Provisions, Contingent Liabilities and Contingent Assets following are the contingent liabilities:  
Guarantees given to State Bank of Mysore to secure facilities of Rs. 15.00 million to Cyber Media Research & Services Limited.
- b) Company has not made provision of interest against secured NPA loans from State Bank of Mysore & Kotak Mahindra Bank Limited
- c) As on 31st March 2016, there were 7 (Seven) litigations pending which tended company's liability for a sum of Rs. 38.06 Lakh.

**35 STATUTORY DEMANDS BY REVENUE AUTHORITIES DISPUTED IN VARIOUS FORUMS ARE AS UNDER:**

S. No.	Statute	Nature of Dues	Amount	Period TO which amount relates	Forum IN which dispute is pending
1	Income Tax Act, 1961	Tax on Regular Assessment u/s 143(3) of Income Tax Act, 1961	4,447,193	Financial Year ended 31.03.2006	High Court of Delhi
2	Income Tax Act, 1961	Tax on Regular Assessment u/s 143(3) of Income Tax Act, 1961	NIL	Financial Year ended 31.03.2010	Commissioner of Income Tax (Appeals) VI New Delhi
3	Income Tax Act, 1961	Tax on Regular Assessment u/s 143(3) of Income Tax Act, 1961	NIL	Financial Year ended 31.03.2012	Commissioner of Income Tax (Appeals) II New Delhi
4	Tamil Nadu General Sales Tax Act, 1959 (TNGST Act)	Penalty under Section 12(3) (b) of the TNGST Act	4,664,471	2001-02 (Transfer under the Scheme of Amalgamation)	Tamil Nadu Sales Tax Appellant Tribunal has vide its order dated 15th March, 2010 has set aside the matter to the file of Assessing Officer to decide the matter a fresh. The Company has deposited Rs. 56,09,359/- against the alleged demand.
5	Tamil Nadu General Sales Tax Act, 1959 (TNGST Act)	Sales tax Demand Under TNGST Act	3,156,088	2001-02 (Transfer under the Scheme of Amalgamation)	
6	Central Sales Tax Act, 1959 (CST Act)	Penalty under section 9(2) read with Section 12(3) (b) of the TNGST Act	6,474,089	2001-02 (Transfer under the Scheme of Amalgamation)	
7	Central Sales Tax Act, 1959 (CST Act)	Sales Tax Demand Under CST Act	4,323,055	2001-02 (Transfer under the Scheme of Amalgamation)	

- 36 In the opinion of the Management, there is no permanent diminution in the value of investments.
- 37 Previous year figures have been regrouped/ reclassified, wherever necessary, to confirm to current year's classification.
- 38 The Company has no other information required to be disclosed pursuant to Schedule III to the Companies Act, 2013.
- 39 "The Company has taken various offices under cancellable lease agreement. Lease payment recognized under cancellable lease for the year are Rs 11,01,908/- (Previous Year Rs 19,84,338/-) "
- 40 Company has not capitalized any borrowing cost during the year.

\* Signature to the Significant Accounting Policies & Notes to Accounts are forming the part of the financial statements.

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

Gopal Dutt  
Partner  
Membership No. 520858

Place: New Delhi  
Dated : 25.05.2016

For and on behalf of Board Of Directors

Pradeep Gupta  
Chairman and Managing Director  
DIN 00007520

Anoop Singh  
Company Secretary

Krishan Kant Tulshanb  
Director  
DIN 00009764

Sankaranarayanan V. V.  
Chief Financial Officer

To  
the Members of  
Cyber Media (India) Limited

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Cyber Media (India) Limited** ("the Holding Company") and its subsidiaries (collectively referred to as "the Company" or "the Group"), comprising of the consolidated balance sheet as at 31st March, 2016, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 as amended from time to time. The Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company 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 the 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 Directors of the Holding Company, as aforesaid.

### Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and

appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Opinion

We did not audit the financial statements of subsidiary companies. These financial statements have been audited by other auditors and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors. 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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company, as at 31st March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

### Emphasis of Matters

The banker of the Company (State Bank of Mysore) has paid the guaranty amount of INR 4,15,41,500 given by them to the Citi Bank, N.A. against the loan provided to Cyber Media India LLC, (Wholly Owned Subsidiary) towards asset purchase of the TDA Group LLC, California. Our Opinion is not modified with respect to this matter.

As referred in Note No. 36 to the financial statements, the Company is a defendant in a lawsuit [briefly described the nature of the litigation consistent with the Company's description in the note to the financial statements]. Our opinion is also not modified with respect to this matter.

As referred in Note No. 35(b) Cyber Media (India) Limited has secured loan outstanding in its books of accounts for which the company has not made any repayment for the entire period under audit and provision for interest liability were also not provided in its books of accounts from the date when the loans were considered as NPA by the concerned bank because as per information provided by management the bank has taken the possession of mortgaged property under loan agreement and liability of company is crystallized. Our opinion is also not modified with respect to this matter.

The Company has made default in payment of undisputed statutory liability such as (service tax liability, PF contribution) and the period of more than 6 month has elapsed. Our opinion is also not modified with respect to this matter.

As discussed in Note No. 35 (d) the company has not made any provision regarding gratuity in its subsidiary (Cyber Media Research & Services Ltd.) for the Financial Year.

### Report on Other Legal and Regulatory Requirements

1. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, 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 books of account 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, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified

under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31st March, 2016 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act. and
- (f) 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, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.

- ii. No Provision is required to be made in the consolidated financial statements, as required under the applicable law or accounting standards, as the group does not have 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 Holding Company and subsidiary companies incorporated in India.

For Goel Mintri & Associates  
Chartered Accountants  
(Firm Reg. No. 013211N)

Sd/-  
Gopal Dutt  
Partner  
M.No. 520858

Place: New Delhi  
Date: 25.05.2016

**CYBER MEDIA (INDIA) LIMITED**

CIN : L92114DL1982PLC014334

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016**

(all figures in INR)

PARTICULARS	NOTE	As at 31st March, 2016	As at 31st March, 2015
<b>EQUITY &amp; LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	105,012,420	105,012,420
Reserves & Surplus	3	179,220,737	281,531,102
		<b>284,233,157</b>	<b>386,543,522</b>
<b>Non-current Liabilities</b>			
Long-term Borrowings	4	269,253,256	228,071,310
Deferred Tax Liabilities (Net)	5	-	-
Other Long Term Liabilities	6	-	-
Long-term Provisions	7	14,943,742	14,217,434
		<b>284,196,998</b>	<b>242,288,744</b>
<b>Current Liabilities</b>			
Short-term Borrowings	8	132,188,651	117,839,597
Trade Payables	9	-	-
-Micro Small and Medium Enterprises		-	-
-Others		60,139,533	233,178,495
		<b>60,139,533</b>	<b>233,178,495</b>
Other Current Liabilities	10	118,875,750	23,790,074
Short-term Provisions	11	7,672,463	6,013,933
		<b>318,876,397</b>	<b>380,822,098</b>
<b>TOTAL</b>		<b>887,306,552</b>	<b>1,009,654,364</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets	12		
(i) Tangible Assets		48,163,903	54,112,549
(ii) Intangible Assets		274,327,776	244,790,883
(iii) Capital Work-in Progress		-	-
(iii) Intangible Assets under development		-	-
		<b>322,491,679</b>	<b>298,903,432</b>
Non-current Investments	13	83,475,460	123,786,187
Deferred Tax Assets (net)	14	94,616,952	82,585,478
Long-term Loans and Advances	15	83,370,561	73,145,298
		<b>583,954,652</b>	<b>578,420,394</b>
<b>Current Assets</b>			
Inventories	16	67,466,703	64,586,262
Trade Receivables	17	208,530,536	293,224,074
Cash and Cash Equivalents	18	18,549,254	56,358,693
Short-term Loans and Advances	19	5,127,908	11,617,036
<b>Other Current Assets</b>	20	3,677,497	5,447,904
		<b>303,351,900</b>	<b>431,233,969</b>
<b>TOTAL</b>		<b>887,306,552</b>	<b>1,009,654,364</b>
Significant Accounting Policies			
Notes on Financial Statements	1 to 42		

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

Gopal Dutt  
Partner  
Membership No. 520858

Place: New Delhi  
Dated : 25.05.2016

For and on behalf of Board Of Directors

Pradeep Gupta  
Chairman and Managing Director  
DIN 00007520

Anoop Singh  
Company Secretary

Krishan Kant Tulshanb  
Director  
DIN 00009764

Sankaranarayanan V. V.  
Chief Financial Officer

# CYBER MEDIA (INDIA) LIMITED

CIN : L92114DL1982PLC014334

## CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2016

(all figures in INR)

PARTICULARS	NOTE	Year Ended 31st March, 2016	Year Ended 31st March, 2015
<b>INCOME</b>			
Revenue from Operations	21	494,461,640	557,635,468
Other Income	22	16,780,679	7,295,895
<b>Total Revenue</b>		<b>511,242,318</b>	564,931,364
<b>EXPENDITURE</b>			
Cost of Materials Consumed	23	5,162,967	6,050,183
Purchases of Stock-in-Trade	24	1,058,298	1,478,975
Changes in Inventories of Finished Goods/Work-in-Progress and Stock-in-Trade	25	37,691	57,115
Employee Benefits Expenses	26	213,152,705	200,338,772
Finance Costs	27	19,152,519	50,131,445
Depreciation and Amortization Expenses	28	41,572,433	51,505,222
Other Expenses	29	371,454,803	341,150,972
<b>Total Expenses</b>		<b>651,591,415</b>	650,712,684
<b>Profit Before Tax</b>		<b>(140,349,097)</b>	(85,781,321)
Tax Expenses			
(1) Current Tax		8,667	-
(2) Deferred Tax		(11,749,800)	(16,133,900)
Unadjusted Profit & Loss Account		<b>(128,607,963)</b>	<b>(69,647,421)</b>
<b>Profit (Loss) for the Period</b>			
Earnings per equity share of face value of Rs 10/- each	30		
(1) Basic		(12.25)	(6.63)
(2) Diluted		(12.25)	(6.63)
Significant Accounting Policies			
Notes on Financial Statements	1 to 42		

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

Gopal Dutt  
Partner  
Membership No. 520858

Place: New Delhi  
Dated : 25.05.2016

For and on behalf of Board Of Directors

Pradeep Gupta  
Chairman and Managing Director  
DIN 00007520

Anoop Singh  
Company Secretary

Krishan Kant Tulshanb  
Director  
DIN 00009764

Sankaranarayanan V. V.  
Chief Financial Officer

ANNUAL REPORT 2015-2016



**CYBER MEDIA (INDIA) LIMITED**

CIN : L92114DL1982PLC014334

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016***(all figures in INR)*

PARTICULARS		Year Ended 31st March, 2016	Year Ended 31st March, 2015
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit Before Tax		(140,349,097)	(85,781,321)
Adjustments for:			
Depreciation and Amortization	41,572,433		51,505,222
Difference in foreign exchange	(122,049)		257,204
Adjustment for Fixed Assets			21,951,931
Foreign Currency Reserve	14,997,846		26,100,666
Loss/(Profit) on sale of assets	-		25,331,839
Employee Benefits	726,308		(2,869,211)
Interest Income	(2,961,964)		(1,126,054)
Interest Expense	18,859,201		49,442,213
		<b>73,071,775</b>	<b>170,274,590</b>
Operating Profit before Working Capital Changes		(67,277,322)	84,493,269
Adjustments for:			
(Increase) Decrease in Inventories	(2,880,441)		(1,346,562)
(Increase) Decrease in Trade Receivables	84,693,538		(5,450,859)
(Increase) Decrease in Loans & Advances	(1,965,729)		(2,492,069)
(Decrease) Increase in Trade Payables	(76,294,755)		29,488,526
		<b>3,552,613</b>	<b>20,199,037</b>
Cash Generated from Operations		(63,724,709)	104,692,306
Income tax paid		-	-
Net Cash from Operating Activities		<b>(63,724,709)</b>	<b>104,692,306</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
<b>Inflow:</b>			
Sale of fixed assets	1,394,866		398,010
Interest received	2,961,964		1,126,054
Sale of Investments	40,310,728		-
		<b>44,667,558</b>	<b>1,524,064</b>
<b>Outflow:</b>			
Acquisition of fixed assets	2,643,990		4,931,187
Acquired assets of CMSL	52,902,145		-
Purchase of investments	-		2,871,128
		<b>55,546,135</b>	<b>7,802,315</b>
Net Cash from Investing Activities		<b>(10,878,578)</b>	<b>(6,278,252)</b>

PARTICULARS		Year Ended 31st March, 2016		Year Ended 31st March, 2015	
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>					
<b>Inflows:</b>					
Proceeds from Secured Loans (Net)	15,945,119		-		
Proceeds from Unsecured Loans	119,115,272		10,169,520		
		135,060,391		10,169,520	
<b>Outflows:</b>					
Payment of Secured Loan	77,933,326		-		
Interest Paid	18,859,201		56,626,537		
Payment of Unsecured Loan (Net)	1,596,065		49,442,213		
		98,388,592		106,068,750	
Net Cash from Financing Activities		36,671,799		(95,899,230)	
<b>D. EXCHANGE DIFFERENCE IN FOREIGN CURRENCY</b>					
		122,049		(257,204)	
Net (Decrease) Increase in Cash & Cash Equivalents		(37,809,439)		2,257,621	
Opening Cash & Cash Equivalents		56,358,693		54,101,072	
Closing Cash & Cash Equivalents		18,549,254		56,358,693	

**Notes to the Cash Flow Statement:**

- The cash flow statement has been prepared in accordance with the requirements of Accounting Standard - 3.
- Cash flows have been reported using the indirect method, whereby the net profit is adjusted for the effects of the transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments, segregated between cash flows.
- Significant cash and cash equivalents balances held by the Company are available for its use.
- Previous year's figures have been regrouped or rearranged wherever necessary.

This is the Cash Flow Statement referred to in our report of even date

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

For and on behalf of Board Of Directors

Pradeep Gupta  
Chairman and Managing Director  
DIN 00007520

Krishan Kant Tulshanb  
Director  
DIN 00009764

Gopal Dutt  
Partner  
Membership No. 520858

Anoop Singh  
Company Secretary

Sankaranarayanan V. V.  
Chief Financial Officer

Place: New Delhi  
Dated : 25.05.2016

## CYBER MEDIA (INDIA) LIMITED

### NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

#### 1. Significant Accounting Policies to the Consolidated Financial Statement

The significant accounting policies adopted by the Company, its subsidiaries and associates (hereinafter referred to as the "Group") in respect of these Consolidated Financial Statements, are set out below:

##### 1.1 Basis of Preparation of financial statements

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as specified under section 133 of the Companies Act, 2013 including any statutory modification(s)/amendment(s) thereto (the "Act") read with the Companies (Accounting Standards) Rules, 2006, the provisions of the Act (to the extent notified), guidelines issued by the Securities and Exchange Board of India and pronouncements of the Institute of Chartered Accountants of India. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The management evaluates all recently issued or revised accounting standards on an ongoing basis.

##### 1.2 Principles of Consolidation

The Consolidated Financial Statements have been prepared on the following basis:

The Financial Statement of the Company and its subsidiary companies have been combined on line to line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra group balances and intra group transactions resulting in unrealized profits or losses as per Accounting Standard 21 – Consolidated Financial Statements.

In case of foreign subsidiary, revenue items are consolidated at average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the end of the year.

Investment in Associate Companies has been accounted under the equity method as per Accounting Standard 23 – Accounting for Investment in Associates in Consolidated Financial Statements.

The Financial Statements of the subsidiaries and associates used in the consolidation are drawn up to the same reporting date as that of the Company, i.e., 31<sup>st</sup> March 2016.

The excess of cost of the Company, of its investment in the subsidiaries over the Company's portion of equity is recognized in financial statement as Goodwill.

The excess of Company's portion of equity of the Subsidiaries as at the date of its investment is treated as capital reserve.

Minority Interest in the net assets of consolidated subsidiaries consists of:

- The amount of equity attributable to minorities at the date on which investment in subsidiary is made and
- The minorities share of movements in equity since the date the parent subsidiary relationship came into existence.

Minority interest's share of net profit for the year, of consolidated subsidiaries is identified and adjusted

against the profit after tax of the group.

Negative minority interest and any further losses belonging to the minority are adjusted against the majority interest except to the extent that the minority has a binding obligation to, and is able to, make good the losses.

Intra group balances and intra group transactions and resulting unrealized profits have been eliminated.

The list of subsidiary companies and associate companies which are included in the consolidation and the company's holdings therein are as under:

Name of the Company	Relationship	Shareholding as at March 31, 2016	Shareholding as at March 31, 2015
Cyber Media Research & Services Limited	Subsidiary	100%	100%
Cyber Astro Limited	Subsidiary	37.50%	37.50%
Cyber Media India LLC	Subsidiary	100%	100%
Kurrent Media LLC	Subsidiary	100%	100%
TDA Group LLC*	Subsidiary	100%	100%
Cyber Media Services Limited**	Subsidiary	100%	100%
Cyber Media Foundation Limited	Associate	50%	50%

\*WOS of Cyber Media India LLC

\*\*WOS of Kurrent Media LLC

##### 1.3 Revenue Recognition

Revenues of all material items and nature are recognized in accordance with Accounting Standard - 9, Revenue Recognition i.e., at the time of rendering of services or sales. 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 uncertainty of collection of revenue arises subsequently after the revenue recognition, provision for the uncertainty in collection is made rather than adjustment in revenue already recognized. Turnover includes gross value of goods and services and service tax. 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.

##### 1.4 Fixed Assets, Intangible Assets and Capital Work-In-Progress

Fixed Assets are stated at cost less accumulated depreciation. Direct costs are capitalized until fixed assets are ready to use. Capital work-in progress comprises outstanding advances paid to acquire fixed assets, and the cost of fixed assets that are not ready for their intended use at the balance sheet date. Intangible assets are recorded at the consideration paid for acquisition.

##### 1.5 Depreciation/ Amortization/Impairment

Depreciation is provided on straight-line method at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013 on all assets. Intangible assets are amortized in accordance with Accounting Standard 26 on "Intangible Assets". Goodwill arising on consolidation is tested for impairment in line with the requirements on

## CYBER MEDIA (INDIA) LIMITED

### NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Accounting Standard 21-Consolidated Financial Statement and Accounting Standard 28-Impairment of Assets. Purchased 'Intangible assets' is accordingly amortized on a straight line method over its estimated useful lives as per Schedule II. Software licenses with a purchase cost below Rs.5000 are fully amortized in the year of acquisition itself.

The cost of internally generated website is accordingly amortized as per Schedule II.

Depreciation for assets purchased / sold during a period is proportionately charged. Individual low cost assets (acquired for less than Rs. 5,000/-) are entirely depreciated in the year of acquisition.

#### 1.6 Investments

Trade Investments are the investments made to enhance the Company's business interests. Investments are either classified as current and long- term based on the management intention at the time of purchase. Current investments are carried at the lower of cost and fair value. Long-term investments are carried at cost and provisions recorded to recognize any decline, other than temporary, in the carrying value of each investment.

#### 1.7 Inventory

Inventory of Newsprint, goods in process, trading goods, packing material and goods in transit are stated at cost or net realizable 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.

#### 1.8 Foreign Currency Transactions

Transactions in Foreign Currency are recorded at the exchange rate prevailing at the date of transaction. Monetary items are restated at year-end foreign exchange rates. Resultant exchange differences arising on payment or conversion of liabilities are recognized as income or expense in the year in which they arise.

In respect of integral foreign operations, all transactions are translated at rate prevailing at the time of transaction or that approximate the actual rate as at the date of transaction. In case of non-integral foreign operations, all resulting exchange differences are accumulated in foreign currency translation reserves until the disposal of the net investments.

#### 1.9 Retirement Benefits

- Company's contribution to the Employees' Provident Fund is charged to the profit and loss account each year.
- Short term employee benefits (Medical, leave travel allowance, etc.) expected to be paid in exchange for the services rendered is recognised on undiscounted basis.
- Actuarial gains and losses arising from experience adjustments and effects of changes in actuarial assumptions are immediately recognised in the statement of profit and loss account as income or expense.
- Gratuity and Leave encashment are provided for on the basis of actuarial valuation using projected unit credit method (PUCM).

#### 1.10 Taxation

Income tax is computed using the tax effect accounting method; where income tax is accrued in the same period in which the related revenue and expenses arise. A provision is made for income tax annually based on the tax liability computed, after considering tax allowances and exemptions. Provision is also recorded when it is estimated that a liability due to disallowances or other matters is probable.

The differences that result between the profit considered for income taxes and the profit as per the financial statements are identified, and thereafter a deferred tax asset or deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on prevailing enacted or substantively enacted regulations. Deferred tax assets are recognized only if there is reasonable or virtual certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

#### 1.11 Borrowing Cost

Borrowing cost attributable to the acquisition or construction of a qualifying asset is capitalized as a part of the cost of that asset. A qualifying asset is one, which takes substantial period of time to get ready for intended use. Other borrowing costs are recognized as an expense in the period in which they are incurred.

#### 1.12 Impairment of Assets

Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the assets' carrying amount exceeds its recoverable amount. The recoverable amount is the higher of the assets' fair value less cost to sell and value in use.

For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (Cash generating units).

#### 1.13 Earnings per Share

In determining earnings per share, the Company considers the net profit after tax and includes the post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted EPS comprises of weighted average shares considered for deriving basic EPS, and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

#### 1.14 Provisions, Contingent Liabilities and contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statement.

#### 1.15 Leases

Lease rentals in respect of assets taken on "Operating Lease" are charged to the Profit & Loss Account.

**CYBER MEDIA (INDIA) LIMITED****NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016****2 SHARE CAPITAL**

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
<b>AUTHORIZED SHARE CAPITAL:</b>		
14,350,000 (14,350,000) Equity Shares of Rs. 10/- each	143,500,000	143,500,000
	<b>143,500,000</b>	<b>143,500,000</b>
<b>Issued, Susbcribed and Paid Up</b>		
10,501,242 (10,501,242) Equity Shares of Rs. 10 each, subscribed and fully paid up)	105,012,420	105,012,420
<b>TOTAL</b>	<b>105,012,420</b>	<b>105,012,420</b>

**2.1** The details of shareholders holding more than 5% shares

Name of the Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	No. of shares	% held	No. of shares	% held
Pradeep Gupta	2,766,236	26.34%	2,766,236	26.34%
Sudha Bala Gupta	1,017,683	9.69%	1,017,683	9.69%
Vimgi Investments Private Limited	1,336,735	12.73%	1,300,000	12.38%

**2.2** The reconciliation of number of shares outstanding is set out below:

Name of the Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	No. of shares	% held	No. of shares	% held
Equity Shares at the beginning of the year	10,501,242	105,012,420	10,501,242	105,012,420
Add: Shares Issued during the year	-	-	-	-
Equity Shares at the end of the year	10,501,242	105,012,420	10,501,242	105,012,420

**3 RESERVES AND SURPLUS**

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
<b>Securities Premium Reserves</b>		
As per the last Balance Sheet	144,830,775	224,430,775
Add: Acquired under the scheme of amalgamation	-	-
	<b>144,830,775</b>	<b>224,430,775</b>
<b>Foreign Currency Translation Reserve</b>	<b>71,713,977</b>	<b>72,289,549</b>
<b>General Reserves</b>		
As per the Last Balance Sheet	171,034,484	171,034,484
Add: Acquired under the scheme of amalgamation	-	-
	<b>171,034,484</b>	<b>171,034,484</b>
Less : Amalgamation Adjustment	-	-
	<b>171,034,484</b>	<b>171,034,484</b>
<b>Capital Reserve</b>		
As per the Last Balance Sheet	11,285,726	11,285,726
Add: Acquired under the scheme of amalgamation	-	-
	<b>11,285,726</b>	<b>11,285,726</b>
Less : Amalgamation Adjustment	-	-
	<b>11,285,726</b>	<b>11,285,726</b>

## CYBER MEDIA (INDIA) LIMITED

### NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

<b>Profit and Loss Account</b>		
As per last Balance Sheet	(87,202,773)	(110,421,855)
Less: Depreciation	(178,927)	(21,951,931)
	(87,381,701)	(132,373,786)
Add: Profit for the year	(132,262,524)	(65,135,646)
Less: Appropriations	(219,644,224)	(197,509,433)
Proposed Dividend	-	-
Minority Interest	-	-
	(219,644,224)	(197,509,433)
<b>TOTAL</b>	<b>179,220,737</b>	<b>281,531,102</b>

#### 4 LONG-TERM BORROWINGS

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
<b>Secured</b>		
<b>Term Loans</b>		
From Banks	130,731,363	208,664,688
From others	-	-
Long Term maturities of finance lease obligations	-	-
	<b>130,731,363</b>	<b>208,664,688</b>
<b>Unsecured</b>		
Loans and Advances from Related Parties	43,116,450	19,406,622
Loans and Advance from Sundry Parties	95,405,443	-
Deferred Payment Liabilities	-	-
	<b>138,521,893</b>	<b>19,406,622</b>
<b>TOTAL</b>	<b>269,253,256</b>	<b>228,071,310</b>

#### 4.1 Secured term loans from banks :

- a) Rs. 42,165,000/- (Rs. 42,165,000/-) From State Bank of Mysore, are 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.
- b) Rs. 19,396,137/- (Rs. 77,512,793/-) from Citi Bank, N.A. are secured against all assets and liabilities of Cyber Media India LLC and Stand by letter of credit issued by State Bank of Mysore, favouring Cyber Media India LLC.

#### 5 DEFERRED TAX ASSETS (NET)

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
<b>Deferred Tax Assets</b>		
- Related to Fixed Assets		
Opening Balance	-	-
Add : charged/ credited during the year	-	-
	-	-
Total (A)	-	-
<b>Deferred Tax Assets</b>		
- Disallowance under the Income Tax Act, 1961		
Opening Balance	-	-
Add : charged/ credited during the year	-	-
	-	-



**CYBER MEDIA (INDIA) LIMITED****NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

<b>- Carry Forward Business Loss</b>		
Opening Balance	-	-
Add : charged/ credited during the year	-	-
	-	-
<b>Total (B)</b>	-	-
	-	-
<b>TOTAL (A-B)</b>	-	-

**6 OTHER LONG TERM LIABILITIES** (all figures in INR)

<b>PARTICULARS</b>	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
Trade Payable	-	-
Others - Minority Interest	-	-
<b>TOTAL</b>	-	-

**7 LONG TERM PROVISIONS** (all figures in INR)

<b>PARTICULARS</b>	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
Provision for employees' benefits.	14,943,742	14,217,434
Others	-	-
<b>TOTAL</b>	14,943,742	14,217,434

**8 SHORT TERM BORROWINGS** (all figures in INR)

<b>PARTICULARS</b>	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
<b>Secured</b>		
Working Capital Loan	132,188,651	116,243,532
<b>From Banks</b>	-	-
<b>From Others</b>	-	-
	132,188,651	116,243,532
<b>Unsecured</b>		
<b>From Bank</b>		
- State Bank of Mysore - Buyer Credits	-	-
<b>From Others</b>		
Loans and Advances from Related Parties	-	-
Loans and Advance from Sundry Parties	-	1,596,065
	-	1,596,065
<b>TOTAL</b>	132,188,651	117,839,597

- 8.1** Cash credit facilities from State Bank of Mysore amounting Rs. 10,86,76,998/- (7,27, 52,134) is secured by way of hypothecation on the entire inventory, consumables, book-debts and receivables
- 8.2** Cash credit facility from Citi Bank, N.A. to the extent of Rs. 2,35,11,652/- (4,34,91,398) are secured against all assets and liabilities of TDA Group LLC.

# CYBER MEDIA (INDIA) LIMITED

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

### 9 TRADE PAYABLES

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
Micro Small and Medium Enterprises	-	-
Others	60,139,533	233,178,495
<b>TOTAL</b>	<b>60,139,533</b>	<b>233,178,495</b>

- 9.1 The Company has not received any intimation from Micro, small and Medium enterprises under the 'Micro, Small and Medium Enterprises development Act, 2006'. As per information available with the company, no interest is paid or payable under the Act.

### 10 OTHER CURRENT LIABILITIES

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
(a) Current maturities of long-term debt (Refer note no 3)	1,012,039	-
(b) Advance from Customers	80,052,334	1,903,308
(c) Unpaid dividend	-	100,749
(d) Interest Due but not paid	977,191	488,862
(e) Other Payables		
- Statutory Dues	36,734,186	17,686,973
- Creditors against capital expenditure	-	-
- Security Deposit	100,000	100,000
- Bank Overdraft	-	3,510,183
<b>TOTAL</b>	<b>118,875,750</b>	<b>23,790,074</b>

### 10.1 DETAIL OF AMOUNT OUTSTANDING IN UNCLAIMED DIVIDEND ACCOUNTS IS AS UNDER :-

(all figures in INR)

Dividend for the year ended	As at 31st March, 2016	As at 31st March, 2015
31st March, 2008	-	100,749
<b>TOTAL</b>	<b>-</b>	<b>100,749</b>

Note: Unclaimed dividend for year ended 31.03.2008 has been deposited to Govt. account

### 11 SHORT TERM PROVISIONS

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
(a) Provision for employees' benefits.	7,603,058	5,901,354
(b) Others	69,405	112,579
<b>TOTAL</b>	<b>7,672,463</b>	<b>6,013,933</b>

**CYBER MEDIA (INDIA) LIMITED**  
**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

**12 FIXED ASSETS**

(all figures in INR)

	GROSS BLOCK						DEPRECIATION/AMORTIZATION						NET BLOCK	
PARTICULARS	As At 1st April, 2015	Acquired on scheme of arrangement	Additions	Deductions	Foreign Currency Translation Reserve	As At 31st Marh, 2016	As At 1st April, 2015	Acquired on scheme of arrangement	For the Year	Deduction/ Adjustments	Foreign Currency Translation Reserve	Upto 31st Marh, 2016	As At 31st Marh, 2016	As At 31st Marh, 2015
Tangible Assets														
Land Freehold	4,035,756	-	-	-	-	4,035,756	-	-	-	-	-	-	4,035,756	4,035,756
Buildings Freehold	39,160,809	-	-	-	-	39,160,809	11,543,409	-	523,445	-	-	12,066,864	27,093,955	27,617,399
Computer Equipments	96,349,594	-	684,845	-	396,218	96,534,864	90,283,174	-	1,532,825	841,114	389,424	91,364,309	5,170,555	6,066,420
Furniture & Fixtures	55,163,227	-	431,130	875,793	49,775	55,644,132	49,141,998	-	1,667,312	5,168	51,539	50,855,680	4,788,453	6,021,229
Equipments & Installations	29,071,755	-	377,945	-	289,190	29,721,890	25,379,759	-	1,033,576	3,539	180,474	26,590,270	3,131,621	3,691,996
Air Conditioners	11,979,200	-	80,000	17,000	-	12,059,200	11,093,183	-	207,278	-	-	11,300,460	758,739	886,017
Generator	5,211,715	-	-	-	-	5,211,715	4,032,952	-	410,892	-	-	4,443,844	767,871	1,178,763
Vehicles	34,518,879	-	-	-	-	34,366,724	30,046,762	-	1,922,082	19,078	-	31,949,765	2,416,959	4,472,117
Books	349,918	-	-	152,155	-	-	207,062	-	-	207,062	-	-	-	142,856
Leave Hold Improvement	264,446	-	-	349,918	15,781	280,227	264,450	-	-	-	15,782	280,232	(5)	(4)
Total (A)	276,105,298	-	1,553,920	-	750,964	277,015,317	221,992,749	-	7,297,409	1,075,962	637,218	228,851,414	48,163,903	54,112,549
Previous Year	272,654,024	-	3,449,785	1,394,866	399,500	276,105,298	187,062,391	-	12,424,147	(22,140,707)	365,499	221,992,744	54,112,549	85,591,632
				398,010										
Intangible Assets														
Capitalized Software (Purchased)	32,423,348	-	279,426	-	18,935	32,721,708	21,337,278	-	3,228,573	(41,240)	18,933	24,626,024	8,095,685	11,086,070
Trademarks (Purchased)	6,926,080	-	-	-	-	6,926,080	6,579,776	-	-	-	-	6,579,776	346,304	346,304
Commercial Rights (Internally Generated)	339,047,034	-	-	-	12,370,637	351,417,671	151,696,817	-	26,200,752	-	19,498,049	197,395,618	154,022,053	187,350,217
Goodwill	137,534,207	52,902,145	-	-	8,212,939	198,649,292	91,525,913	-	6,190,312	-	(10,030,668)	87,685,558	110,963,734	46,008,294
Research & Development	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total (B)	515,930,669	52,902,145	279,426	-	20,602,511	589,714,751	271,139,785	-	35,619,637	(41,240)	9,486,314	316,286,976	274,327,776	244,790,884
Previous Year	500,713,076	-	1,481,402	-	13,736,191	515,930,669	231,606,313	-	38,761,855	4,342,470	5,114,088	271,139,786	244,790,883	289,106,763
				-	-									
Grand Total (A+B)	792,035,967	52,902,145	1,833,346	1,394,866	21,353,475	866,730,068	493,132,534	-	42,917,046	1,034,722	-	545,138,390	322,491,679	298,903,433
Previous Year	773,367,100	-	4,931,187	398,010	14,135,690	792,035,967	418,668,704	-	51,186,002	(17,798,237)	-	493,132,531	298,903,432	354,698,396

# CYBER MEDIA (INDIA) LIMITED

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

### 13 NON-CURRENT INVESTMENTS

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
<b>1. Trade Investments</b>		
(a) in Equity of Associated Enterprise (Unquoted)		
Cyber Media Careers Limited		
4,462,399 (4,462,399) Equity Shares of Rs. 10/- each fully paid up	-	44,623,990
Cyber Media Foundation Limited		
SX2 Media LLC	76,455,460	72,142,197
Representing 20% ownership rights aid up		
<b>2. Other Investments</b>	7,020,000	7,020,000
<b>TOTAL</b>	<b>83,475,460</b>	<b>123,786,187</b>

### 13.1 Aggregate amount of the Unquoted Investments

83,475,460

123,786,187

### 14 DEFERRED TAX ASSETS (NET)

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
<b>Deferred Tax Assets</b>		
- Disallowance under the Income Tax Act		
Opening Balance	6,738,900	6,856,200
Add : charged/ credited during the year	630,000	(117,300)
	<b>7,368,900</b>	<b>6,738,900</b>
- Carry Forward Losses		
Opening Balance	89,140,252	77,048,379
<b>Add : Foreign Currency Translation</b>	-	-
Add : PSI Elimination	-	-
Add : charged/ credited during the year	8,633,100	11,810,200
	<b>97,773,352</b>	<b>88,858,579</b>
<b>TOTAL (A)</b>	<b>105,142,252</b>	<b>95,597,479</b>
<b>Deferred Tax Liabilities</b>		
- Related to Fixed Assets		
Opening Balance	13,012,000	24,627,800
<b>Add : charged/ credited during the year</b>	<b>(2,486,700)</b>	<b>(11,615,800)</b>
	<b>10,525,300</b>	<b>13,012,000</b>
<b>TOTAL (B)</b>	<b>10,525,300</b>	<b>13,012,000</b>
<b>TOTAL (A-B)</b>	<b>94,616,952</b>	<b>82,585,478</b>

**CYBER MEDIA (INDIA) LIMITED****NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016****15 LONG TERM LOANS & ADVANCES**

(all figures in INR)

<b>PARTICULARS</b>	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
(Unsecured, considered good)		
(a) Capital Advances	-	-
Security Deposits	5,703,064	5,073,303
Loans and Advances to Related Parties	14,540,194	-
Advance Income Tax (Net of Provisions)	59,360,216	63,208,781
"Other Loans & Advances - Advance payments for which value is still to be given"	3,767,088	4,863,214
<b>TOTAL</b>	<b>83,370,561</b>	<b>73,145,298</b>

**16 INVENTORIES**

(all figures in INR)

<b>PARTICULARS</b>	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
(a) Raw-Materials	2,366,516	2,016,449
(b) Work-in-Progress	53,579,567	51,011,502
(c) Finished Goods	-	-
(d) Stock-in-Trade (in respect of goods acquired for trading)	11,520,620	11,558,311
<b>TOTAL</b>	<b>67,466,703</b>	<b>64,586,262</b>

16.1 Valuation of Raw Materials and Stock-in-Trade are valued at First in First Out Method

**17 TRADE RECEIVABLES**

(all figures in INR)

<b>PARTICULARS</b>	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
(unsecured and considered good)		
over six months	83,720,226	141,882,171
others	124,810,310	151,341,903
<b>TOTAL</b>	<b>208,530,536</b>	<b>293,224,074</b>

**18 CASH AND BANK BALANCES :**

(all figures in INR)

<b>PARTICULARS</b>	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
<b>Cash and Cash Equivalents</b>		
Cash on hand	107,844	100,834
Balances with Banks		
Current Account	17,363,222	51,539,785
Fixed Deposits	141,745	398,616
<b>Other Bank Balances</b>		
Margin Money	936,443	4,319,457
<b>TOTAL</b>	<b>18,549,254</b>	<b>56,358,693</b>

# CYBER MEDIA (INDIA) LIMITED

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

### 19 SHORT-TERM LOANS & ADVANCES

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
(unsecured and considered good)		
(a) Loans and advances to related parties	-	3,129,540
Security Deposit	776,538	741,779
Other Loan and Advnaces	4,351,370	7,745,717
<b>TOTAL</b>	<b>5,127,908</b>	<b>11,617,036</b>

### 20 OTHER CURRENT ASSETS

(all figures in INR)

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
Interest accrued but not due	-	2,001,880
Others - Minority Interest	3,677,497	3,446,024
<b>TOTAL</b>	<b>3,677,497</b>	<b>5,447,904</b>

### 21 REVENUE FROM OPERATIONS

(all figures in INR)

PARTICULARS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Sale of Products	73,018,285	111,495,240
Sale of Services	421,443,354	446,140,228
Other Operating Revenues	-	-
Less: Excise Duties/ Service Tax	-	-
<b>TOTAL</b>	<b>494,461,640</b>	<b>557,635,468</b>

21.1 Sale of services includes sale of media services.

### 22 OTHER INCOME

(all figures in INR)

PARTICULARS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
(a) Interest income		
From Long Term Investments	-	-
From Short Term Investments	21,280	370,062
From Others	2,940,684	755,992
	<b>2,961,964</b>	<b>1,126,054</b>
(b) Other non-operating income (net of expenses directly attributable to such income)		
(c ) Profit on Sale of Fixed Assets	-	19,686
Miscellaneous Income	13,696,666	5,892,951
Adjustments to the carrying value of investments (Write-back)	-	-
Net gain/loss on foreign currency translation and transaction	122,049	257,204
	<b>13,818,715</b>	<b>6,169,841</b>
<b>TOTAL</b>	<b>16,780,679</b>	<b>7,295,895</b>



**CYBER MEDIA (INDIA) LIMITED****NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016****23 COST OF MATERIALS CONSUMED**

(all figures in INR)

PARTICULARS	Amount	% of Consumption	Amount	% of Consumption
Imported	4,086,337	79.15	4,531,304	78.82
Indigenous	1,076,630	20.85	1,518,879	21.18
<b>TOTAL</b>	<b>5,162,967</b>	<b>100.00</b>	<b>6,050,183</b>	<b>100.00</b>

**23.1 Value of Imported Goods of CIF basis****2,101,838**

4,591,695

**24 PURCHASE OF STOCK - IN - TRADE**

(all figures in INR)

PARTICULARS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Purchase	1,058,298	1,478,975
<b>TOTAL</b>	<b>1,058,298</b>	<b>1,478,975</b>

**25 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE.**

(all figures in INR)

PARTICULARS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
<b>Inventories (at close)</b>		
Finished Goods	1,278,886	1,316,577
Stock in trade	10,241,734	10,241,734
	<b>11,520,620</b>	<b>11,558,311</b>
<b>Inventories (at commencement)</b>		
Finished Goods	1,316,577	1,373,692
Stock in trade	10,241,734	10,241,734
	<b>11,558,311</b>	<b>11,615,426</b>
<b>TOTAL</b>	<b>37,691</b>	<b>57,115</b>

**26 EMPLOYEE BENEFITS EXPENSES**

(all figures in INR)

PARTICULARS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
(a) Salaries and Wages	191,708,779	189,149,728
(b) Contribution to Provident & Other Funds	8,015,563	8,560,306
(c) Professional Expenses	11,506,254	
(d) Staff Welfare Expenses.	1,862,143	2,628,738
(e) Staff Recruitment & Training	59,966	-
<b>TOTAL</b>	<b>213,152,705</b>	<b>200,338,772</b>

## CYBER MEDIA (INDIA) LIMITED

### NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

26.1 In accordance with the revised Accounting Standard 15 notified under the Companies (Accounting Standards) Rules, 2006, the requisite disclosures are as follows:

**a. Description of the type of plan(s)**

**i. Gratuity Plan**

The Gratuity liability arises on retirement, resignation and death of an employee. The aforesaid liability is calculated in accordance with The Payment Of Gratuity Act, 1972.

**ii. Leave Encashment Plan**

The earned leave liability arises on retirement, withdrawal, resignation and death of an employee. The aforesaid liability is calculated on the basis of yearly accrual of 30 days salary (i.e last drawn salary) subject to maximum accumulation up to 90 days.

**b. Movement in net liability** (all figures in INR)

Particulars	Gratuity	Leave Encashment	Total
Present value of obligations as on 31.03.2015	11,039,893	5,155,166	16,195,059
Current Service Cost	932,729	703,374	1,636,103
Past Service Cost	-	-	-
Interest Cost	861,112	402,103	1,263,215
Actuarial (gain)/loss on obligation	1,605,512	151,999	1,757,511
Less: Benefits paid	(2,458,534)	(1,089,155)	(3,547,689)
<b>Present value of obligations as on 31.03.2016</b>	<b>11,980,712</b>	<b>5,323,487</b>	<b>17,304,199</b>

**c. Reconciliation of assets and liabilities** (all figures in INR)

Particulars	Gratuity	Leave Encashment	Total
Present value of unfunded defined benefit obligations as on 31.03.2015	11,980,712	5,323,487	17,304,199
Fair value of plan assets **	-	-	-
<b>Net liability recognized on 31.03.2016</b>	<b>11,980,712</b>	<b>5,323,487</b>	<b>17,304,199</b>

\*\* The fair value of plan assets is nil since gratuity and leave encashment plan are wholly unfunded as on 31st March, 2016

**d. Principal actuarial assumptions** (all figures in INR)

Particulars	Rate (%)
Discount rate as on 31.03.2016	7.30%
Future salary increase	6.00%
Average outstanding service of employees upto retirement	21.81

**27 FINANCE COST** (all figures in INR)

PARTICULARS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Interest Expense	18,859,201	49,442,213
Other Borrowing Costs	293,319	689,232
Applicable net gain/loss on foreign currency translations & transactions.	-	-
<b>TOTAL</b>	<b>19,152,519</b>	<b>50,131,445</b>

**28 DEPRECIATION & AMORTIZATION EXPENSES** (all figures in INR)

PARTICULARS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
- Depreciation & Amortization Expenses	41,572,433	51,505,222
<b>TOTAL</b>	<b>41,572,433</b>	<b>51,505,222</b>

**CYBER MEDIA (INDIA) LIMITED****NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016****29 OTHER EXPENSES**

(all figures in INR)

<b>PARTICULARS</b>	<b>Year Ended 31st March, 2016</b>	<b>Year Ended 31st March, 2015</b>
(a) Printing & Processing	12,023,964	15,559,261
(b) Content Expenses	137,689,519	170,972,133
(c) Research & Survey	40,584,207	22,565,873
(d) Discount/Commission on Sales & Services	6,127,974	14,791,006
(e) Packing & Despatch	5,166,823	5,377,468
(f) Consumption of Stores & Spares.	-	-
(g) Power & Fuel	4,613,940	4,768,190
(h) Rent	14,671,286	16,734,268
(i) Repairs to Building	1,464,629	1,202,974
(j) Repairs to Machinery	1,241,461	1,948,266
(k) Insurance	230,458	269,668
(l) Rates & Taxes (excluding Income Tax)	919,537	355,841
(m) Miscellaneous Expenditure	115,055,281	47,860,295
(n) Net loss on foreign currency transaction and translation (other than considered as finance cost)	3,184	388,501
(o) Payment to Auditors	597,955	606,179
(p) Legal and Professional charges	16,839,942	21,431,616
(q) Prior period items	-	-
(r) Correspondence & Communication	7,289,623	6,114,006
(s) Travelling & Conveyance	6,935,019	10,205,428
<b>TOTAL</b>	<b>371,454,803</b>	<b>341,150,972</b>

**29.1 PAYMENT TO AUDITORS**

(all figures in INR)

(all figures in INR)

<b>PARTICULARS</b>	<b>Year Ended 31st March, 2016</b>	<b>Year Ended 31st March, 2015</b>
• As Auditor	441,075	454,493
• For Taxation Matters	137,525	151,686
• For Company Law Matters	-	-
• For Management Services	-	-
• For Other Services	19,355	-
• For reimbursement of expenses.	-	-
<b>TOTAL</b>	<b>597,955</b>	<b>606,179</b>

## CYBER MEDIA (INDIA) LIMITED

### NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

#### 30 EARNINGS PER SHARE

(all figures in INR)

PARTICULARS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Profit available to equity shareholders	(128,607,963)	(69,647,421)
Weighted average number of equity shares	10,501,242	10,501,242
Basic EPS (Rs. Per share)	(12.25)	(6.63)
Weighted average number of equity shares, including 'Potential Equity Shares'	10,501,242	10,501,242
Diluted EPS (Rupees Per share)	(12.25)	(6.63)
Face value per equity share	10	10

#### 31 EARNINGS IN FOREIGN EXCHANGE

(all figures in INR)

PARTICULARS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Advertisement & other income	3,479,162	21,288,547
Content Income		
Subscription	-	-
Research and survey	36,780,350	12,967,382
Event management/Sponsorship income		
Other sales and services	47,690,622	

#### 32 EXPENDITURE IN FOREIGN CURRENCY

(all figures in INR)

PARTICULARS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Royalty	-	-
Travelling Expenses	386,564	440,934
Research & Survey		
Others	668,152	10,247,391

#### 33 REMITTANCE OF FOREIGN CURRENCY ON ACCOUNT OF DIVIDEND

(all figures in INR)

PARTICULARS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Number of shareholders	17	14
Number of shares held	11,503	4,945
Amount of dividend remitted	NIL	NIL
Year to which it relates	N.A.	N.A.

**CYBER MEDIA (INDIA) LIMITED****NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016****34 RELATED PARTY TRANSACTIONS**

(all figures in INR)

In accordance with the requirements of Accounting Standard (AS-18) on Related Party Disclosures, the names of related parties where control exists and/ or with whom transactions have taken place during the year and description of relationships, as identified and certified by management are:

Nature of transactions	Associates		Subsidiaries		Key Management Personnel		Relative of Key Management Personnel	
	Year ended 31-03-2016	Year ended 31-03-2015	Year ended 31-03-2016	Year ended 31-03-2015	Year ended 31-03-2016	Year ended 31-03-2015	Year ended 31-03-2016	Year ended 31-03-2015
Purchase & Other expenses	-	-	234,461	184,271		-		
Sales & Other Income	-	-	-	-		-		
Commission Paid			-			-		
Rent Paid					-	-	-	-
Repairs & Maintenance							-	-
Interest Income	-	-				-		
Interest Paid				-		-		
Salaries & Related Cost						-	707,110	552,972
<b>Closing Balances:</b>						-		
Sundry Debtors	4,726,241	44,240,592	132,297,674	137,431,268	-	-	-	-
Loans & advances given	-	-	-			-		
Loans & advances taken				-		-		
Investments	2,500,000	54,123,990	131,075,098	131,911,498		-		
Current liabilities		-		-		-		
Managerial Remuneration		-		-		-		

**Names of related parties and description of relationship:**

Subsidiaries	Cyber Media Research & Services Limited Cyber Astro Limited Cyber Media India LLC* Kurrent Media LLC**
Subsidiaries of subsidiary	TDA Group LLC* Cyber Media Services Limited**
Associates	Cyber Media Foundation Limited
Key Management Personnel	Mr. Pradeep Gupta Mr. Dhaval Gupta
Relative of key management personnel	Mrs. Sudha Bala Gupta

**35 SEGMENT REPORTING**

(all figures in INR)

The Company is engaged in the 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. The information required to be given for secondary segment being geographical segment is as under:

Geographical Segment	Sales		Carrying cost of asset		Capital Expenditure	
	2015-2016	2014-2015	2015-2016	2014-2015	2015-2016	2014-2015
India	155,264,480	294,208,232	887,306,552	1,009,654,364	2,687,277	4,931,187
Other Countries	339,197,160	263,427,236	-	-	863,788	-
<b>TOTAL</b>	<b>494,461,640</b>	<b>557,635,468</b>	<b>887,306,552</b>	<b>1,009,654,364</b>	<b>3,551,065</b>	<b>4,931,187</b>

## CYBER MEDIA (INDIA) LIMITED

### NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

#### 36 CONTINGENT LIABILITIES AND COMMITMENTS:

- a) Guarantees given to State Bank of Mysore to secure facilities of:

As per Accounting Standard 29 on Provisions, Contingent Liabilities and Contingent Assets following are the contingent liabilities:

Guarantees given to State Bank of Mysore to secure facilities of Rs. 15.00 million to Cyber Media Research & Services Limited

- b) Company has not made provision of interest against secured NPA loans from State Bank of Mysore & Kotak Mahindra Bank Limited
- c) As on 31st March, 2016, there were 7 (Seven) litigations pending which tended company's liability for a sum of Rs. 38.06 Lakh.
- d) Company has not made provision of Gratuity in Subsidiary Company namely Cyber Media Research & Services Limited.

#### 37 STATUTORY DEMANDS BY REVENUE AUTHORITIES DISPUTED IN VARIOUS FORUMS ARE AS UNDER:

S. No.	Statute	Nature of Dues	Amount	Period of which amount relates	Forum which dispute is pending
1	Income Tax Act, 1961	Tax on Regular Assessment u/s 143(3) of Income Tax Act, 1961	4,447,193	Financial Year ended 31.03.2006	High Court of Delhi
2	Income Tax Act, 1961	Tax on Regular Assessment u/s 143(3) of Income Tax Act, 1961	NIL	Financial Year ended 31.03.2010	Commissioner of Income Tax (Appeals) VI New Delhi
3	Income Tax Act, 1961	Tax on Regular Assessment u/s 143(3) of Income Tax Act, 1961	NIL	Financial Year ended 31.03.2012	Commissioner of Income Tax (Appeals) II New Delhi
4	Tamil Nadu General Sales Tax Act, 1959 (TNGST Act)	Penalty under Section 12(3) (b) of the TNGST Act	4,664,471	2001-02 (Transfer under the Scheme of Amalgamation)	Tamil Nadu Sales Tax Appellant Tribunal has vide its order dated 15th March, 2010 has set aside the matter to the file of Assessing Officer to decide the matter a fresh. The Company has deposited Rs. 56,09,359/- against the alleged demand.
5	Tamil Nadu General Sales Tax Act, 1959 (TNGST Act)	Sales tax Demand Under TNGST Act	3,156,088	2001-02 (Transfer under the Scheme of Amalgamation)	
6	Central Sales Tax Act, 1959 (CST Act)	Penalty under section 9(2) read with Section 12(3) (b) of the TNGST Act	6,474,089	2001-02 (Transfer under the Scheme of Amalgamation)	
7	Central Sales Tax Act, 1959 (CST Act)	Sales Tax Demand Under CST Act	4,323,055	2001-02 (Transfer under the Scheme of Amalgamation)	

- 38 In the opinion of the Management, there is no permanent diminution in the value of investments.

- 39 Previous year figures have been regrouped/ reclassified, wherever necessary, to confirm to current year's classification.

- 40 The Company has no other information required to be disclosed pursuant to Schedule III to the Companies Act, 2013.

- 41 The Company has taken various offices under cancellable lease agreement. Lease payment recognized under cancellable lease for the year are Rs 11,01,908/- (Previous Year Rs 19,84,338/-) "

- 42 Company has not capitalized any borrowing cost during the year.

\* Signature to the Significant Accounting Policies & Notes to Accounts are forming the part of the financial statements.

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

Gopal Dutt  
Partner  
M. No. 520858  
Place: New Delhi  
Dated : 25.05.2016

For and on behalf of Board Of Directors

Pradeep Gupta  
Chairman and Managing Director  
DIN 00007520

Anoop Singh  
Company Secretary

Krishan Kant Tulshan  
Director  
DIN 00009764

Sankaranarayanan V. V.  
Chief Financial Officer



# CYBER MEDIA (INDIA) LIMITED

CIN: L92114DL1982PLC014334

**Registered Office:** D-74, Panchsheel Enclave, New Delhi-110017, Tel.: 011-41751234

**Corp. Office:** Cyber Media, B-35, Sector-32, Gurgaon-122001, Haryana, Tel.: 0124-4822222

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

## PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No./Client ID:	
DP ID:	

I/We being the member(s) of ....., shares of the above named company, hereby appoint

1. Name: .....  
Address: .....  
E-mail ID: .....  
Signature: ....., or failing him/her
2. Name: .....  
Address: .....  
E-mail ID: .....  
Signature: ....., or failing him/her
3. Name: .....  
Address: .....  
E-mail ID: .....  
Signature: ....., or failing him/her

As my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Thirty Fourth Annual General Meeting of the Company to be held on Wednesday, the 21<sup>st</sup> Day of September, 2016 at 9:00 a.m. at USO House, USO Road, Jeet Singh Road, Qutab Institutional Area, New Delhi-110067 and at any adjournment thereof in respect of such resolution as are indicated below:

### Resolution No.

1. To receive, consider and adopt the Balance Sheet as at March 31, 2016 and the Profit & Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Hoshiediar Rastom Ghaswalla (DIN: 06371019), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company.
4. To appoint Mr. Pradeep Gupta as Chairman and Managing Director and fix his remuneration.

Signed this ..... day of ....., 2016

Signature of the Shareholder .....

Signature of Proxy holder(s) .....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Affix  
Re 1  
revenue  
stamp



## CYBER MEDIA (INDIA) LIMITED

CIN: L92114DL1982PLC014334

**Registered Office:** D-74, Panchsheel Enclave, New Delhi-110017, Tel.: 011-41751234

**Corp. Office:** Cyber Media, B-35, Sector-32, Gurgaon-122001, Haryana, Tel.: 0124-4822222

**Email:** investorcare@cybermedia.co.in . **Website:** [www.cybermedia.co.in](http://www.cybermedia.co.in)

### ATTENDANCE SLIP

Regd. Folio/DP ID & Client ID	
Name and Address of the Shareholder	
Joint holder(s)	
No. of shares held	

- I hereby record my presence at the Thirty Fourth Annual General Meeting of Cyber Media (India) Limited being held on Wednesday, the 21st day of September, 2016 at 9:00 a.m. at USO House, USO Road, Jeet Singh Marg, Qutab Institutional Area, New Delhi-110067, India.
- Signature of the Shareholder / Proxy Present
- Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip, duly signed, to the meeting and hand it over at the attendance verification counter of the meeting hall.
- Shareholder Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

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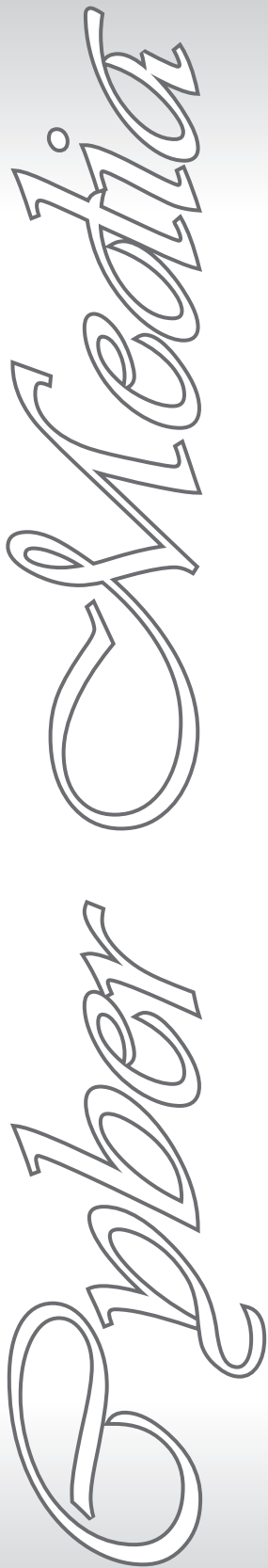
Note: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING

### ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password /Pin
160816036		

Note: Please read carefully, the instructions given at Note No. 14 of the Notice of the 34th Annual General Meeting before voting electronically.





## **CYBER MEDIA (INDIA) LTD.**

### **Registered Office**

D-74, Panchsheel Enclave, New Delhi - 110 017  
Tel : +91 (11) 2649 1320, 4175 1234  
CIN : L92114DL1982PLC014334

### **Corporate Office**

Cyber Media, B-35, Sector-32,  
Gurgaon - 122 001  
Tel :+91 (124) 4822222, Fax: (124) 2380694

### **Mumbai Office**

103, Andheri Saurbh CHS, Above Andhra Bank  
Andheri (East), Mumbai - 400093  
Tel :+91 (22) 4208 2222, Fax: +91 (22) 2920 3964

### **Bangalore Office**

#205, 2nd Floor, Shree Complex,  
#73, St. John's Road, Bangalore - 560042  
Tel : +91 (80) 2286 1511, 2286 8282, 4113 0750,  
4113-0751, Fax: +91 (80) 2286 2971

### **Chennai Office**

#5, "B" Block, 6th Floor, Gemini Parsn Apartments,  
#599, Anna Salai, Chennai - 600006  
Tel : +91 (44) 2822 9116, Fax : +91 (44) 2822 2092

### **Singapore Office**

#14-03, High Street Centre, 1 North Bridge Road,  
Singapore - 179 094  
Tel: 00-6336 9142, Fax : 00-6336 9145

### **U.S. Office**

TDA Group, 800 W. El Camino Real Suite 380  
Mountain View, CA 94040  
Tel: 650 919 1200, Fax : 650 919 1210



**Registered Office:**

D-74, Panchsheel Enclave,  
New Delhi - 110 017

**Corporate Office:**

Cyber Media, B - 35, Sector - 32,  
Gurgaon - 122001, Haryana