



28th Annual Report
2009-10

DIRECTORS

Pradeep Gupta
Ashok Agarwal
Rohit Chand
Kulmohan Singh Mehta
Shyam Malhotra
Krishan Kant Tulshan

BANKERS

State Bank of Mysore

AUDITORS

Arun Dua & Co.
Chartered Accountants

C O N T E N T S

Particulars	Page
Notice	3
Directors' Report	5
Management Discussion & Analysis Report	8
Report on Corporate Governance	11
Details of Subsidiary Companies	18
Stand Alone Accounts	21
Consolidated Accounts	45
Proxy Form & Attendance Slip	63

CYBER MEDIA (INDIA) LTD.

Registered Office

D-74, Panchsheel Enclave, New Delhi - 110 017
Tel : +91 (011) 2649 1320, 41751234 Fax: (011) 26496765

Corporate Office

Cyber House, B-35, Sector-32,
Gurgaon - 122 002 (Haryana)
Tel : +91 (0124) 4822222, Fax: (0124) 2380694

Bangalore Office

205, 2nd Floor, #73, Shree Complex,
St. Johns Road, Bangalore - 560 042
Tel: +91 (080) 4123 8238, Fax (080) 4123 8750

Chennai Office

5-B, 6th Floor, Gemini Parsn Apartments,
599, Mount Road, Chennai - 600 006
Tel : +91 (044) 2822 1712, Fax : (044) 2822 2092

Secunderabad Office

Room No. 5&6, 1st Floor, Srinath Commercial Complex,
S.D. Road, Secunderabad - 500 003
Tel: +91 (040) 2784 1970, Fax: (040) 2789 8134

Mumbai Office

Road No. 16, D-7/1, MIDC, Andheri East, Mumbai - 400 093
Tel : +91 (022) 2838 6171, 2838 7171, Fax : (022) 2838 7242

Pune Office

D/4, Sukhwani Park, North Main Road,
Koregaon Park, Pune - 411 001
Tel: +91 (020) 6400 4065, Fax: (020) 26119313

Kolkata Office

Room #307, 3rd Floor, Ballygunj A.C. Market 46/31/1,
Gariahat Road, Kolkata - 700 019
Tel: +91 (033) 6525 0117

Singapore Office

#14-03, High Street Centre, 1 North Bridge Road,
Singapore - 179 094
Tel: 00-63369142, Fax : 00-63369145

U.S. Office

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

Notice is hereby given that **Twenty Eighth Annual General Meeting** of the members of Cyber Media (India) Limited will be held on Wednesday, the 29th day of September, 2010 at 04.00 p.m. at Singhania Hall, PHD Chambers of Commerce, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110 016, to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2010 and the Audited Balance Sheet and Audited Cash Flow Statement as on that date and the reports of the Directors and Auditors thereon.
- To appoint a Director in place of Mr. Pradeep Gupta who retires by rotation and being eligible offers himself for re-appointment.
- To appoint a Director in place of Mr. Krishan Kant Tulshan who retires by rotation and being eligible offers himself for re-appointment.
- To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s Arun Dua & Co., Chartered Accountants, retiring auditors are eligible for re-appointment.

SPECIAL BUSINESS

- To consider and, if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution: -

"RESOLVED THAT pursuant to the provisions of Section 314(1B) and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred as "the Act", including any statutory modification(s), or re-enactment thereof for the time being in force) read with Director's Relatives (Office or Place of Profit) Rules, 2003 (hereinafter called 'the Rules') and subject to the approval of the Central Government, consent of the members be and is hereby accorded to increase the remuneration of Mr. Dhaval Gupta, relative (son) of Mr. Pradeep Gupta, Chairman and Managing Director of the Company, holding office or place of profit in Company as "Manager-Projects", to a pay package of Rs. 8,00,000 (Rupees Eight Lacs) per annum including allowances and benefits, amenities and facilities including accommodation, medical facilities, leave travel assistance, personal accidents insurance, superannuation fund, retiring gratuity and provident fund benefits applicable to other employees occupying similar posts with in the same salary scale or grade, in structure as tabulated below with such increments not exceeding thirty percent on the completion of every year and promotions to higher grades as the Board on recommendation of the selection committee deem fit considering qualification, experience and performance of Mr. Dhaval Gupta.

Remuneration shall be paid as follows:

Time scale	: Three Years commencing from 1 st October, 2010
------------	---

Salary structure:

Annual remuneration	7,99,984
Fixed Component	6,15,372
Variable Component	1,84,612
Basic Salary.	20,800
House Rent Allowance	15,600
Utility Allowance	4,160

Special Allowance	625
City Compensatory Allowance	1,600
Conveyance Allowance	800
Total Monthly Remuneration	43,585
Annual Payments – as applicable Bonus – subject to 8.33% of Basic Salary	20,800
Medical Reimbursement – subject to one month of Basic Salary	20,800
LTA – subject to one month of Basic Salary	20,800
Employer contribution to EPF – subject to 12% of Basic Salary	29,952

"RESOLVED FURTHER THAT the above tabulated structure of salary may be varied as per the recommendation of selection committee and in accordance with the Company's rules and regulations as are applicable on other employees of the Company."

"RESOLVED FURTHER THAT The Board of Directors of the Company be and is hereby authorized to vary/fix the remuneration of Mr. Dhaval Gupta with in above mention ceiling during the period of three years."

"RESOLVED FURTHER THAT Mr. Krishan Kant Tulshan, Director and Ms. Shilpi Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may necessary or desirable to give effect to the above resolution including filing the application to the Central Government seeking its approval for the payment of remuneration."

- To consider and, if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 31 and all other applicable provisions of the Companies Act, 1956, the Articles of Association of the Company be and are hereby altered by replacing existing Article 103 with the following Article:

Article 103

"Subject to the provisions of section 198, 309, 310, 311 and 314 of the Act, the remuneration payable to the Directors of the Company may be as hereinafter provided.

Unless otherwise determined by the Company in the general meeting each director shall be entitled for a sitting fee of such amount for attending any meeting of Board of Directors or committee thereof as may be determined by the Board of Directors within the ceiling as prescribed under Rule 10B of the Companies (Central Government's) General Rules & forms, 1956 or any other rule or notification from time to time. Subject to the Provision of section 309(4) of the Act the directors shall also be entitled to receive a commission at such rate as may from time to time be determined by the Company in general meeting but not exceeding 3% of the net profits of the Company in each financial year (to be computed in the manner prescribed in section 198 of the Act) in such proportion as may be determined by the directors from time to time and in default of determination in equal proportions. The Company may pay to any director who for the time being is resident out of the place at which any meeting of the directors may be held and who shall come to that place for the purpose of attending such meeting and also to any director in respect of any other journeys made by him for and on behalf of the Company if traveling, boarding, lodging and other

incidental expenses in respect of such meeting and /or journeys."

RESOLVED FURTHER THAT Mr. Krishan Kant Tulshan, Director and Ms. Shilpi Gupta, Company Secretary, be and are hereby severally authorised to do all acts, deeds and things as are necessary to give effect to the resolution."

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

Sd/-

Shilpi Gupta

Company Secretary

Place : New Delhi

Date : August 12, 2010

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 of 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) *The register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 22, 2010 to Wednesday, September 29, 2010 (both days inclusive).*
- 4) *Members/Proxies should bring their Attendance Slips along with copy of the Annual Report to the meeting.*
- 5) *Members who are holding Company's shares in dematerialised form are required to bring details of their Depository Account Number for identification.*
- 6) *Members holding equity shares in physical form are requested to notify the change of address/ dividend mandate, if any, to the Company's Registrar and Share Transfer Agent, Link Intime Private Ltd., A-40, Second Floor, Naraina Industrial Area, Phase II, New Delhi- 110028.*
- 7) *As per the provisions of the Companies Act, 1956, facility for making nomination is available to the Shareholders in respect of shares held by them. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent.*
- 8) *In terms of Articles of Association of the Company, Mr. Pradeep Gupta, and Mr. Krishan Kant Tulshan, Directors, retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. Brief resume of these Directors, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board Committees, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance forming part of the Annual Report. The Board of Directors of the Company recommends their respective re-appointments.*

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956

Item No. 5

Mr. Dhaval Gupta, relative (son) of Mr. Pradeep Gupta, Chairman and Managing Director was appointed as 'Manager-Projects', in the Company with effect from 2nd February 2009,

with the consent of members sought through Annual General Meeting held on 08th September 2009.

Mr. Dhaval Gupta holds bachelors degree in Economics and Cultures of Asia (Honors) from University of Wisconsin-Madison and is having rich experience of working in various national and international organizations viz. International Data Corporation (IDC), Asia/Pacific in Singapore, U.S. Framingham, MA, USA, Naukri.com, New Delhi, India and Cadence Design Systems, Inc., San Jose, CA, USA.

Due to his outstanding performance, the Company has entered into many new projects and it is felt that his presence would immensely help the Company in successfully running the existing projects and implementing the new projects envisaged by the Company.

Keeping in view of the duties performed by Mr. Dhaval Gupta and considering his qualification, expertise, experience and knowledge, and the compensation for similar grade/ position in the similar industry, the Board of Directors upon recommendation of selection committee formed pursuant to the Director's Relatives (Office or Place of Profit) Rules, considered it desirable to increase the annual remuneration from Rs.5,98,364 (Five Lacs Ninety Eight Thousand Three Hundred and Sixty Four) approved by members at the time of appointment to Rs. 8,00,000 (Rupees Eight Lacs) per annum including allowances and benefits, amenities and facilities including accommodation, medical facilities, leave travel assistance, personal accidents insurance, superannuation fund, retiring gratuity and provident fund benefits applicable to other employees occupying similar posts with in the same salary scale or grade, as tabulated in the resolution with such increments not exceeding thirty percent on the completion of every year and promotions to higher grades as the Board on recommendation of the selection committee deem fit considering qualification, experience and performance of Mr. Dhaval Gupta.

Since Mr. Dhaval Gupta is related to the Chairman of your Company within the meaning of Section 6 of the Companies Act, 1956 payment of remuneration to him on above mention scale required approval of the share holders in terms of provision of section 314 (1B) of the Act. further, the approval of the central government is also required after obtaining consent of the shareholder.

The remuneration proposed to be offered to Mr. Dhaval Gupta is commensurate with the qualification, experience and terms & conditions of appointment of employees in similar categories. Your Directors recommend the resolution for your approval.

None of the Director, other than Mr. Pradeep Gupta may be deemed to be concerned or interested in the resolution.

Item No. 6

The Board of Directors at the Board Meeting held on 26th July 2010, discussed about the valuable contribution and time devoted by the directors in the businesses of the Company and it was felt that the compensation in the form of sitting fee paid to the Directors needs to be revised.

In view of above, It was observed that 'Article 103 ' Articles of Associations of the Company, which relates to the payment of sitting fee to the directors, is required to be altered and as per the provisions of Companies Act, 1956, alteration of Articles of Association requires consent of members.

Your Directors recommend the resolution for your approval.

All the Directors are interested in the resolution.

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

Sd/-

Shilpi Gupta

Company Secretary

Place : New Delhi

Date : August 12, 2010

Dear Members,

Your Directors are pleased to present the **Twenty Eighth** Annual Report on the business and operations of your Company together with the Audited Annual Accounts of the Company for the financial year ended on 31st March, 2010.

FINANCIAL RESULTS

The comparative financial position of the Company for the year under report and the previous year is as follows in accordance with the provisions of clause (a) of sub-section (1) of section 217 of the Companies Act, 1956:

(Rupees Million)

Particulars	Consolidated		Standalone	
	FY 10	FY 09	FY 10	FY 09
Total Income	1,011.37	1,216.82	388.10	578.93
Expenditure				
- Direct Expenses	492.37	635.21	234.77	341.31
- Personnel Expenses	317.93	385.57	99.88	123.68
- Other Expenses	163.28	205.26	67.02	87.11
EBIDTA	37.79	(9.22)	(13.57)	26.83
- Financial Expenses	44.57	51.09	17.58	20.65
- Depreciation	47.01	49.49	15.45	18.48
- Exceptional Expenses	—	3.98	—	—
Profit Before Tax for the Year	(53.79)	(113.78)	(46.60)	(12.30)
Provision for Taxation	(19.61)	(35.58)	(16.72)	(2.74)
Profit After Tax for the Year	(34.18)	(78.20)	(29.88)	(9.56)

FINANCIAL/OPERATION PERFORMANCE REVIEW

Last two years have been extremely challenging for the Media & Media Services industry owing to worldwide recessionary trends. The trend now seems to be reversing with the indicators of growth depicting positive signals. Despite a negative growth in the topline on consolidated basis, the EBIDTA is positive at Rs. 37.97 million as against a negative of Rs. 9.22 million in the preceding financial year. This has been achieved through stringent cost control measures, organizational restructuring and strategic planning viz: giving significantly more weightage to media services segment when media segment is passing through an era of doldrums.

CONSOLIDATED FINANCIAL STATEMENT

As stipulated by Clause 32 of the Listing Agreement with the Stock Exchanges, the consolidated financial statements have been prepared by the Company in accordance with applicable Accounting Standards notified under section 209 of the Companies Act, 1956 and other applicable pronouncements of the Institute of Chartered Accountants of India. The Audited consolidated financial statements together with Auditors Report form part of the Annual Report.

DIVIDEND

Your Directors have not declared any dividend for the year 2009-10.

RESERVES

No portion of profits has been transferred to General Reserve Account during the financial year.

SUBSIDIARIES AND ASSOCIATE COMPANIES

Your Company has twelve subsidiaries, out of which six are Indian Companies and six are foreign Companies.

Indian Subsidiaries include IDC (India) Limited, CyberMedia India Online Limited, Cyber Media Services Limited, Cyber Media Digital Limited, Cyber Media Events Limited and Cyber Holdings Limited.

Foreign subsidiaries include Cyber Media Singapore Pte Limited and Cyber Media India LLC.

Further Cyber Media India LLC has four subsidiaries viz: TDA Group LLC., Publication Services Inc., Content Matrix LLC, and Global Services Media LLC.

The Company has sought the approval from Central Government under section 212(8) of the Companies Act, 1956, which exempts the Company from attaching a copy of the Balance Sheet, Profit & Loss Accounts, Director's Report and Auditors Report of the subsidiary companies and other documents required to be attached under section 212(1) of the Act to the Balance Sheet of the Company.

Accordingly, the said documents are not being attached with the Balance Sheet of the Company. A gist of the financial performance of the subsidiaries is contained in the 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 it's subsidiaries interested in obtaining the same.

The companies which are associate to the Company are Cyber Astro Limited; Cyber Media Careers Limited and Cyber Media Foundation Limited.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits under the provisions of Section 58A of the Companies Act, 1956, and Rules made there under.

BUY BACK OF SHARES

The Company has not exercised the buy back of its equity shares during the year under review.

LISTING AT STOCK EXCHANGES

The shares of the Company are listed on the National Stock Exchange of India and The Bombay Stock Exchange. The annual listing fee for the financial year 2010-11 has been paid.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information relating to conservation of energy, technology absorption, research and development and foreign exchange earning and outgo forming part of directors' report in terms of section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of the Board of Directors) Rules 1988 as amended, has been given in **Annexure A** to this report.

DIRECTOR'S RESPONSIBILITY STATEMENT

Directors Responsibility Statement prepared in accordance with sub-section 2AA of Section 217 of the Companies Act, 1956 regarding compliance with the accounting standards, accounting policies while preparing the financial results of the Company is as follows:

The Directors hereby state:

- That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- That the Directors had selected such accounting policies

and applied them consistently and made judgment 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.

- That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for prevention and detection of fraud and other irregularities.
- That the Directors had prepared the annual accounts on an ongoing concern basis.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Mr. Pradeep Gupta, Chairman & Managing Director and Mr. Krishan Kant Tulshan, Executive Director of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Your Directors recommend their re-appointment.

DIRECTORS IDENTIFICATION NUMBER

Pradeep Gupta: 00007520; Krishan Kant Tulshan: 00009764; Shyam Malhotra: 0000645; Rohitasava Chand: 00011150; Ashok Agarwal: 00019511; Kulmohan Singh Mehta: 00034726.

HUMAN RESOURCE DEVELOPMENT

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.

INDUSTRIAL RELATIONS

The relation between the Company and its employees remained cordial throughout the year. Not a single day was spent idle due to any strike or bad relations with the employees.

CORPORATE GOVERNANCE

A detailed report on Corporate Governance as per Clause 49 of the Listing Agreement alongwith the certificate of the Auditor's of the Company confirming compliance of the various practices of Corporate Governance is set out in the Annexure forming part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under the Listing Agreement is annexed to this report.

AUDITORS

M/s Arun Dua & Co., Chartered Accountants, the Statutory Auditors of the Company, retire at the ensuing Annual General Meeting. Being eligible, they offer themselves for re-appointment. They have furnished a certificate stating that their re-appointment would be within the limits specified under section 224(1B) of the Companies Act, 1956.

Your Directors recommend their re-appointment.

AUDIT COMMITTEE RECOMMENDATION

During the year there was no such recommendation of the Audit Committee which was not accepted by the Board. Hence there is no need for the disclosure of the same in this Report.

AUDITORS REPORT

The observations made by the Auditors with reference to notes on accounts for the year ended 31st March 2010 are self-explanatory and therefore, do not call for any further comments under Section 217(3) of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES IN TERMS OF SECTION 217(2A) OF THE COMPANIES ACT, 1956

The information required to be furnished under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, as amended, is as under:

Name	Pradeep Gupta	Shyam Malhotra	Krishan Kant Tulshan
Designation	Chairman and Managing Director	Executive Director	Executive Director
Age	55	55	47
Remuneration (in Rs.)	2,923,200	3,083,000	2,885,400
Nature of employment	Full time Employee	Full time Employee	Full time Employee
Other terms and conditions	Appointed for a period of three years from March 1, 2010 to February 28, 2013	Appointed for a period of three years from March 1, 2010 to February 28, 2013	Appointed for a period of three years from March 1, 2010 to February 28, 2013
Nature of duties	Overall management, administration of the organisation	Information Technology and HR	Accounts, Finance, Corporate and Legal
Qualifications	B.Tech, MBA	B.Tech, MBA	B Com (Hons), FCA
Experience	27	27	25
Date of commencement of Employment	10.09.1982	01.10.1995	07.02.1997
Last Employment	–	Eicher Goodearth Limited	–
Percentage of equity shares	26.39%	0.07%	0.87%

MATERIAL CHANGES AND COMMITMENTS FROM THE END OF FINANCIAL YEAR TO THE DATE OF BALANCE SHEET

There are no material changes / events after the date of the Balance Sheet.

ACKNOWLEDGEMENT

Your Directors would like to take this opportunity to express sincere thanks to the valued members and associates of the Company with a special reference to the valuable services and support of The State Bank of Mysore.

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 customers for the continued patronage extended by them to your Company. 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 Directors of
Cyber Media (India) Ltd

Pradeep Gupta Chairman &
Krishan Kant Tulshan Executive Director

Place : New Delhi

Date : August 12, 2010 Managing Director

ANNEXURE - A TO THE DIRECTOR'S REPORT AS PER SECTION 217 (1) (e) OF COMPANIES ACT, 1956.

Information relating to conservation of energy, technology absorption, research and development and foreign exchange earning and outgo forming part of directors' report in terms of section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of the Board of Directors) Rules 1988 as follows:-

A. 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.

B. Technology absorption

Research and Development (R & D)

i) Specific areas in which R & D carried out by the Company

The Company firmly believes in that research and development of new techniques and processes will help the Company 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.

The Company uses latest equipment and state of the art technology to provide a sophisticated and tech friendly environment to its employees.

- Company uses a 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.
- CyberHouse and all three CyberMedia 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 a fully networked environment.

The applications include Circulation, Accounts, CRM, and HR.

ii) Benefits derived as a result of the above R&D

By virtue of the above initiatives, the Company is able to adopt appropriate technology for rendering better services at competitive prices.

iii) Future plan of action

The Company continues to evaluate and adopt innovative and high quality products and technologies to meet the dynamic consumer needs and drive growth. Continuous focus on reducing costs to fund the growth and reduce the operating costs.

iv) Expenditure on R & D

a) Capital	- N.A.
b) Recurring	- N.A.
c) Total	- N.A.
d) Total R & D expenditure as a percentage of total turnover	- N.A.

Due to nature of the business of the Company, the Company is not into any specific research, therefore, all the expenditures incurred for the activities mentioned in B(i) above, are charged to the respective expenditures accounts and cannot be separately identified.

No imported technology is required by the Company.

C. Foreign Exchange Earnings and Outgo

As per the requirements of clause (e) of sub-section 1 of Section 217 of the Companies Act, 1956 read with Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988, the detail of foreign earnings and outgo is as follows:

Foreign Exchange Particulars	(Rs. In '000)
a) Foreign Exchange Earnings	42,454
b) Foreign Exchange Expenditure	28,886

Efforts and Initiatives in relation to Exports: The Company's publications are well accepted globally. Company is continuously putting efforts for more global recognition.

Development of new export markets for products and services and export plans:

The Company is Looking at Asia Pacific region to enhance its media business. The Company expects growth in media services business through US & UK markets.

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

Pradeep Gupta Chairman &
Krishan Kant Tulshan Executive Director

Place : New Delhi

Date : August 12, 2010 Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS

I. Industry Structure and Developments:

Your company is engaged in two segments of business activity. These are:

- 1 Media
- 2 Media Services

1. Media:

The Indian Media & Entertainment (M&E) industry went through a tough phase in last two years due to the economic slowdown which impacted businesses in the country. The industry which is dependent on advertising for almost 38 percent of its revenues, was hit due to shrinking ad budgets of the corporate world - says FICCI-KPMG Indian Media & Entertainment Industry Report 2010. The report further states that the industry as a whole registered a very modest growth of around 1.4 percent in 2009 compared to 12 percent in 2008 and it is poised for recovery in 2010, riding on the back of improved economic growth. The Indian M&E Industry, is growing at a compound annual growth rate (CAGR) of 13% to reach the size of Rs. 1091 billion by 2014.

M&E Industry (INR billion)	2009	2010P	2011P	2014P	CAGR (2009-14)
Films	89	96	105	137	9.00%
Television	257	289	337	521	15.00%
Print	175	190	206	269	9.00%
Radio	8	9	10	16	16.00%
Music	8	9	10	17	16.00%
Animation & VFX	20	23	28	47	19.00%
Gaming	8	10	14	32	32.00%
Internet	8	11	15	29	30.00%
Outdoor	14	15	17	24	12.00%
Total Size	587	652	742	1091	13.00%

(Source: FICCI-KPMG Report 2010)

Print Media is projected to grow at a CAGR of 9% over the next five years to reach around Rs. 269 billion in 2014 and this growth is achievable through sustained growth in advertisement revenues due to increased advertising spends, improving literacy levels in the country, optimization of cover prices leading to improved penetration and growth in sales volume, increasing importance of regional print etc.

2. Media Services:

As per Dataquest Top 20, the Indian IT – BPO industry aggregated Rs. 551.32 billion in FY10 as against Rs. 511.5 billion in FY09. The growth slowed down because of global recession. Yet, a 8% growth augurs well for the industry during tough times.

Content Management Solutions continue to be a key growth area. Cost pressures on international content business is resulting in higher outsourcing.

Another area showing good growth is custom publishing. A number of Companies are now looking at reaching out to their high value customers directly by focusing on custom-published solutions in form of magazines, case studies etc.

II. Opportunities and Threats:

Opportunities:

Media:

- Convergence and Migration to digital formats like online, mobile, iPad
- Regionalisation
- Consolidation and integration
- Continued content fragmentation
- Growth in media consumption
- More B2B categories/niche markets emerging

Media Services:

- Inorganic growth

Threats:

Media

- High level of competition
- Entry of foreign media
- Dependence of ads spend

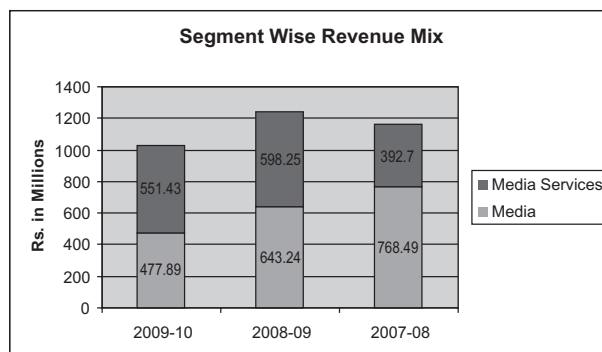
Media Services

- Geopolitical movements against outsourcing

III. Segment wise performance:

The EBITDA has turned positive from Rs. (9.21) million in FY09 to Rs. 37.97 million in FY10 due to stringent cost control measures initiated by the Company and organizational restructuring. However, the overall revenue of the Company decrease from Rs.1216 mn to Rs.1,011 mn. The Company continued its shift towards higher share of media services. The media services now account for more than half of the total revenue, its share rose from 49% in FY09 to 53.37% in FY10.

Segment Wise Revenue Mix



Media

- Launched print edition of MIT's Technology Review.
- Company has transitioned its product 'Living Digital' to online format.
- Company has launched its product on e-reader and iPad platforms.
- Its product 'Halsbury Law Monthly' was suspended

Each of the brands continued to serve their respective communities through print products, websites and face-to-face events. The media business for FY10 was Rs. 477.89 mn (previous year Rs. 643.24 mn).

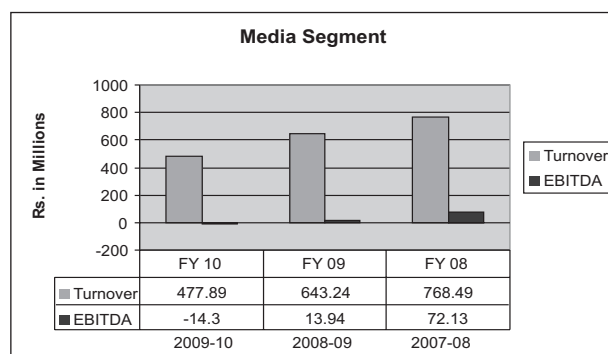
- a. Print:** The Company continues to maintain strong market share in B2B media.

In some of the other areas such as biotech and entrepreneurship, the Company is a pioneer and has no competitors.

- b. Events:** The Company now conducts over 100 events and has created some strong properties such as EmTech, CIO Summit, CEO Conclave, C-Change, Solution Provider Summit, e-Revolution, eGov Summit, SMB Forum, IT Panchayats etc.

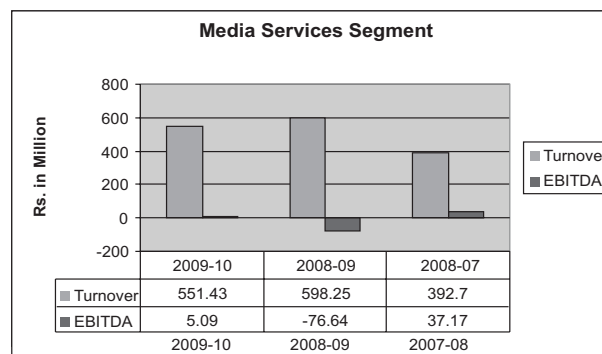
- c. Internet:** The network of sites drew 915,000 visitors (912,000) with overall page views of 6.35 (5.65 Million last year) and subscriber base of 350,000 (300,000 last year).

- d. Television:** The Company launched the Season II of ICICI SME CEO Knowledge Series on CNBC TV 18 and CNBC Awaz. It also launched an innovative television show to showcase ICT applications for the masses titled "E-Kranti" which successfully completed 26 episodes on DD National(Hindi Belt). The Company also signed an MOU with Entrepreneurship Development Institute, Ahmedabad to launch a project titled "Entrepreneurship Unleashed" across various Indian states.



Media Services:

- a. Content Services** – The top line for FY10 was Rs. 383 mn (382 mn).
- b. Market Research** – IDC India Ltd. remains the market leader in IT and Telecom market research. The top line for FY10 was Rs. 129 mn (169 mn).
- c. Content Distribution** – The revenue for FY10 was Rs. 40 mn (36 mn).



Note: The figures given in brackets () relate to previous year 2008-09.

IV. Outlook

With the economic scenario also showing signs of improvement, we are targeting growth through focus on innovation and cost efficiency across segments. We believe that through better understanding of the consumers, migration to digital formats, and sustained efforts in innovation we shall be able to achieve our growth targets.

Recognitions-

1. DARE, our magazine on Entrepreneurship, was honored with the 'Asian Multimedia Publishing Award,' at the Asian Publishing Convention, held at Manila in July 2009 for delivering content and advertising using its multimedia project, Saahas. This project was declared as the most outstanding amongst 74 entries from 44 countries.
2. BioSpectrum India edition was referred to as a model for catalytic development of an industry segment and profiled in the revised Millennium Biotech Policy of Government of Karnataka.

V. Risks and Concerns

1. Global Economic Crises

Significant hit of economic recession had a manifold fallout impact on the print media and publication Industry. Even though the recovery has started taking place, it will take some time for the industry to revive completely. The Company is however targeting growth through innovation and focus on cost efficiency.

2. Competition

Despite the entry of newer media players in the industry, the Company continues to maintain its strong market share because of its close relationship with advertisers and strong bonding with its readers.

VI. Internal Control Systems and Their Adequacy

The Company has adequate control procedures commensurate with its size and nature of business. The internal control systems are well documented, policies, guidelines, authorizations and approval procedures. The company has an audit committee, which comprises of

three non-executive independent directors – Dr. Ashok Agarwal (Chairman), Mr. Rohitasava Chand and Mr. K.S. Mehta. The audit committee's observations are acted upon by the management.

VII. Performance Review

(Rupees Million)

Particulars	Consolidated		Standalone	
	FY 10	FY 09	FY 10	FY 09
Total Income	1,011.37	1,216.82	388.10	578.93
Expenditure				
- Direct Expenses	492.37	635.21	234.77	341.31
- Personnel Expenses	317.93	385.57	99.88	123.68
- Other Expenses	163.28	205.26	67.02	87.11
EBIDTA	37.79	(9.22)	(13.57)	26.83
- Financial Expenses	44.57	51.09	17.58	20.65
- Depreciation	47.01	49.49	15.45	18.48
- Exceptional Expenses	—	3.98	—	—
Profit Before Tax for the Year	(53.79)	(113.78)	(46.60)	(12.30)
Provision for Taxation	(19.61)	(35.58)	(16.72)	(2.74)
Profit After Tax for the Year	(34.18)	(78.20)	(29.88)	(9.56)

The company had initiated measures in FY10 to address profitability concerns. The measures have started yielding results. EBITDA of the Company on consolidated basis has turned positive from Rs. (9.21) million in FY09 to Rs.37.97 million in FY10 due to stringent cost control measures adopted by the Company. On standalone basis the turnover declined from Rs. 578.93 million FY09 to Rs. 388.10 million in FY10. The expenses of the Company both on consolidated

as well as standalone basis declined due to stringent cost -control measures initiated by the Company.

VIII. Human Resources

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 strength at the end of financial year 2009-10 was 450.

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.

1. Company's Philosophy on Code of Governance

The Company believes that in order to create wealth for all stakeholders it is imperative to adhere to the norms of good corporate governance.

The management 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.

2. Board of Directors

(i) Composition

The Board of Directors of the Company consists of persons who are professionally sound and competent in their respective field. The Board of Directors comprises of six Directors of whom three are Executive Directors and three are Non-Executive Independent Directors.

The composition of the Board as on 31st March, 2010 is as follows:

Name	Category	Other Directorships*	Committee Membership/ Chairmanship in other companies	
			Chairman	Member
Mr. Pradeep Gupta	Promoter Chairman and Managing Director	10	Nil	Nil
Mr. Shyam Malhotra	Executive Director	7	Nil	Nil
Mr. Krishan Kant Tulshan	Executive Director	8	Nil	Nil
Mr. K. S. Mehta	Non-Executive Independent Director	1	Nil	Nil
Dr. Ashok Agarwal	Non-Executive Independent Director	3	Nil	1
Mr. Rohit Chand	Non-Executive Independent Director	9	Nil	5

* Number of Directorships in other Companies excludes directorships held in private limited companies, foreign companies and companies under section 25 of the Companies Act, 1956.

None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees (as per requirement of Clause 49) across all Companies in which he is a Director.

None of the Non-Executive Directors of the Company hold any shares/convertible instruments in the Company, except Mr. K. S. Mehta who holds 47,173 (0.475) Equity Shares of the Company.

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 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 aged about 55 years is a B.Tech from IIT – Delhi and an MBA from IIM Calcutta. He is a highly qualified technocrat and has over 27 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 companies:-

Cyber Astro Limited, IDC(India) Limited, Cyber Media Digital Limited, Cyber Media Foundation Limited, CyberMedia India Online Limited, Kaleidoscope entertainment Private Limited, Cyber Media Singapore Pte Ltd., Cyber Media Events Ltd. Cyber Holdings Limited, Cyber Media Services Limited, Cyber Media India LLC, SX2 Media LLC, Cyber Media Careers Limited, Indian Newspaper Society, UTI Asset Management Company, Indian Angel Network Services Private Limited.

He holds 2,639,211 shares in the company.

b) Mr. Krishan Kant Tulshan aged about 47 years is a fellow member of the Institute of Chartered Accountants of India. He has over 25 years of professional experience and is a Fellow Member of The Institute of Chartered Accountant of India. He has been associated with various companies as tax and management consultant besides the core area of a Chartered Accountant. He is renowned in the industry for his adept handling of tax matters. He has also successfully handled numerous complex cases at Income Tax Tribunals. He has experience in handling a number of public issues in various capacities. He is a Director in the following Companies:-

Cyber Astro Limited, IDC(India) Limited, Cyber Media Digital Limited, CyberMedia India Online Limited, Cyber Media Events Limited, Cyber Holdings Limited, Cyber Media Careers Limited, Cyber Media Services Limited.

He holds 87,261 shares in the company.

(ii) Board Meetings

The Board met 5 times during the year 2009-2010 and the gap between two meetings did not exceed four months. The Meetings were held on 26.05.2009, 23.06.2009, 22.07.2009, 23.10.2009, and 28.01.2010, for which the Agenda was circulated to all the Directors well in advance.

The information as required under Annexure IA to Clause 49 of the Listing Agreement was made available to the Board. Further, the Board periodically reviewed the compliance reports of laws applicable to the Company.

The Company did not have any pecuniary relationship or transactions with Non Executive Independent Directors during 2009-2010 except for payment of sitting

fees for the Board Meetings and Committee Meetings attended by them.

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 September 08, 2009
Mr. Pradeep Gupta	5	Yes
Mr. Shyam Malhotra	5	No
Mr. Krishan Kant Tulshan	5	Yes
Mr. K. S. Mehta	2	No
Dr. Ashok Agarwal	5	Yes
Mr. Rohit Chand	5	No

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.

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. All the Board members and senior management of the Company have affirmed compliance with the respective Code of Conduct for the financial year ended 31st March, 2010. A declaration to this effect, duly signed by the Managing Director is annexed hereto.

Code of Conduct for Prevention of Insider Trading

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

Compliance Certificate from the Statutory Auditors

Certificate from the Statutory Auditors, Arun Dua & Co., Chartered Accountants, certifying the Company's compliance with the provisions of Corporate Governance is annexed to and forms part of this Report.

3. Audit Committee

The Company has constituted the Audit Committee in accordance with the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement. The Committee consists of three Non-Executive Independent Directors namely Dr. Ashok Agarwal (Chairman), Mr. Rohit Chand and Mr. K.S. Mehta. 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 5 times during the year 2009-2010. Meetings were held on 26.05.2009, 23.06.2009, 22.07.2009, 23.10.2009, and 28.01.2010, 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
Dr. Ashok Agarwal	5
Mr. Rohit Chand	5
Mr. K.S. Mehta	2

The Chairman of the Audit Committee was present at the Annual General Meeting held on 8th September, 2009.

The terms of reference stipulated by the Board of Directors to the Audit Committee are, as contained in Clause 49 (II)D of the Listing Agreement and Section 292A of the Companies Act, 1956:

- 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.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees and approval of payment to statutory auditors for any other services.
- Reviewing with the management the annual financial statements before submission to the Board focusing primarily on:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
 - 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 arising out of audit
 - 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.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems and internal audit function.
- Reviewing and discussion with internal auditors any significant findings and 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.
- 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.

Further the members of Audit Committee periodically reviewed the matters as prescribed under Clause 49(II)(E) of the Listing Agreement.

4. Remuneration Committee

The Board of Directors of the Company has constituted the Remuneration Committee, comprising of three Non-Executive Independent Directors namely Mr. Rohit Chand (Chairman), Dr. Ashok Agarwal and Mr. K.S. Mehta.

The role of the Committee in accordance with the Listing Agreement is to determine the terms of appointment, remuneration, perquisites, pension rights and any other compensation payable to Executive Directors.

The Committee met once during the year 2009-10 on 28.01.2010, for which proper agenda was given to all the members of Committee well in advance.

Remuneration to Directors

The remuneration of Executive Directors has been approved by shareholders on the recommendations of the Board and Remuneration Committee. The Managing Director and Whole time Directors have been appointed for a period of three years from their respective date of appointment. The details of remuneration paid to the Executive Directors for the financial year ended on March 31, 2010 are as under:

(in Rs.)

Particulars	Pradeep Malhotra	Shyam Tulshan	Krishan Kant Gupta
Basic	1,080,000	1,080,000	9,00,000
Allowances	1,674,000	1,833,800	1845000
Contribution to PF and other funds	129,600	129,600	108,000
Other perquisites	39,600	39,600	32,400
Total	2,923,200	3,083,000	2,885,400

Sitting fee paid to Non-Executive Independent Directors

(in Rs.)

Particulars	Mr. K. S. Mehta	Dr. Ashok Agarwal	Mr. Rohit Chand
Board Meeting	4000	10,000	10000
Audit Committee Meetings	4000	10,000	10,000
Shareholders Committee Meetings	10000	N.A.	N.A
Remuneration Committee Meetings	NIL	NIL	NIL
Total	18000	20,000	20,000

The Company does not have any Employee Stock Option Scheme.

5. Shareholders Committee

The Shareholder Committee of the Board of Directors consists of two Directors namely Mr. K.S. Mehta (Chairman) and Mr. Pradeep Gupta. The Committee met

5 times during the year 2009-2010. The members of the Committee met on 23.06.2009, 25.07.2009, 23.10.2009, 28.01.2010 and 26.03.2010.

Attendance of the members at the Committee meetings held:

Name	No. of meetings attended
Mr. K.S. Mehta	5
Mr. Pradeep Gupta	5

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

1. 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.
2. 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 2009-2010 is as under

Pending at the Beginning of the Year	Received during the year	Resolved during the year	Pending at the end of the year
2	39	41	Nil

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

Ms. Shilpi Gupta, Company Secretary, is the Compliance Officer of the Company.

Besides above-mentioned committees, the Board of the Company has constituted on 26th July, 2010 a Selection Committee in terms of Director's Relatives (Officer or Place of Profit) Rules, 2003. The committee consists of two Directors namely Dr. Ashok Agarwal (Chairman) and Mr. Rohit Chand and an outside expert in the field of media projects, Mr. Raj Pathak.

6. General Body Meetings

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

Date	Venue	Time	No. of Special Resolutions
08th Sep., 2009	Singhania Hall, PHD Chambers of Commerce, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi 110016	10:30 A.M.	1 (Appointment of Mr. Dhaval Gupta pursuant to Section 314(1) of the Companies Act, 1956)
02nd Sep., 2008	Singhania Hall, PHD Chambers of Commerce, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi 110016	10:30 A.M.	Nil
08th August, 2007	Singhania Hall, PHD Chambers of Commerce, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi 110016	10:30 A.M.	Nil

The Company has not convened any Extra-Ordinary General Meeting during the financial year 2009-2010.

Postal Ballot

During the year under 2009-2010, the Company sought the approval of shareholder(s) by way of Postal Ballot Notice dated 28th January, 2010. The results were declared by the Chairman on 23rd March, 2010 and the details of voting pattern for Postal Ballot are given below:

- a) Re-appointment of Mr. Pradeep Gupta as Chairman and Managing Director and approving his remuneration.

Net Valid Total Postal Ballot Forms received	Postal Ballot Forms with assent	No. of shares held by shareholders who have cast their vote in favor	Postal Ballot Forms with dissent	No. of shares held by shareholders who have cast their vote in against
82	75	5,439,420	7	1,402

- Re-appointment of Mr. Shyam Malhotra as Executive Director and approving his remuneration.

Net Valid Total Postal Ballot Forms received	Postal Ballot Forms with assent	No. of shares held by shareholders who have cast their vote in favor	Postal Ballot Forms with dissent	No. of shares held by shareholders who have cast their vote in against
82	76	5,439,720	6	1,102

- Re-appointment of Mr. Krishan Kant Tulshan as Executive Director and approving his remuneration.

Net Valid Total Postal Ballot Forms received	Postal Ballot Forms with assent	No. of shares held by shareholders who have cast their vote in favor	Postal Ballot Forms with dissent	No. of shares held by shareholders who have cast their vote in against
82	75	5,439,719	7	1,103

The above mentioned special resolutions were passed through overwhelming 99.9% majority. Mr. Sanjay Grover, FCA, FCS, Practicing Company Secretary acted as scrutinizer for the process.

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

The Company follows the procedure for Postal Ballot as per the provisions of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

7. Disclosures

- a. 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.
- b. Accounting treatment:** There is no deviation in following the treatments prescribed in any Accounting Standard in the preparation of Financial Statement.
- c. Risk Management:** The Company periodically rolls out a risk management framework across the organization to ensure mitigation of risks involved in key areas. The Company will ensure that the framework will be strengthened in future.

- d. Subsidiary Company:** The Company does not have any material non listed Indian Company and hence it is not required to appoint an Independent Director of the Company on the Board of such Subsidiary.

- e. 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.
- f. The CEO/CFO certificate in terms of Clause 49(V) has been placed before the Board.
- g. The Company is complying with all mandatory requirements of clause 49 on 'Corporate Governance'.

8. 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 Business Standard(English and Hindi) and also posted at the Company's website which is www.cybermedia.co.in.

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

9. General Shareholder Information

a) Twenty-Eighth Annual General Meeting

Date	September 29, 2010
Time	4.00 PM
Venue	Singhania Hall, PHD Chambers of Commerce, 4/2, Siri Institutional Area, august Kranti marg, New Delhi- 110016
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 2011 :	To be published by end August Date of Book Closure September 21, 2010 - September 29, 2010 (both inclusive)
Agency for electronic	Link Intime India Private Limited
connectivity	A-40, 2nd Floor, Naraina Industrial Area, Phase-II, New Delhi 110028

Financial Calender: [tentative]

b) Listing on Stock Exchanges

The Company's shares are listed on National Stock Exchange and Bombay Stock Exchange. The stock code is:

National Stock Exchange	CYBERMEDIA
Bombay Stock Exchange	532640 / CYBERMEDIA

The Company has paid Annual Listing Fees to the BSE and NSE for the financial year 2010-2011.

c) Market price Data

Month	NSE		BSE	
	High	low	High	Low
April	30.90	21.50	33.50	25.90
May	46.35	27.10	45.35	27.45
June	53.00	34.20	52.95	35.00
July	37.95	31.75	35.60	30.80
August	36.30	30.30	35.95	30.10
September	38.00	34.00	37.50	31.10
October	37.80	29.90	38.80	29.70
November	38.60	29.75	42.00	26.65
December	54.05	33.25	53.90	33.50
January	41.90	36.10	42.00	33.85
February	36.20	32.35	39.10	32.15
March	37.90	32.15	38.75	32.00

d) Registrar and Transfer Agents

The Company has appointed Link In-time India Pvt. Limited formerly In-time Spectrum Registry Limited, as its Registrar and Share Transfer Agent for all work related to share registry for physical as well as demat shares.

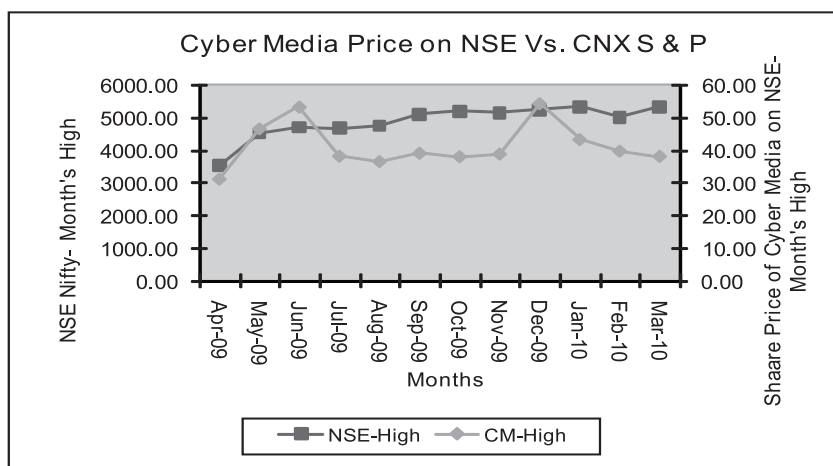
Link Intime India Pvt Limited

A-40, Second Floor, Naraina Industrial Area
Phase-II,
New Delhi- 110028

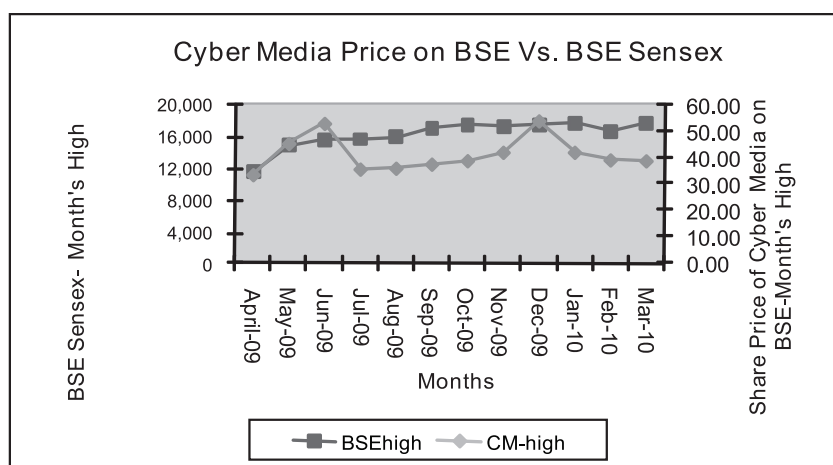
Share Transfer System

The Shareholders 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 Clause 47(c) of Listing Agreement of Stock Exchanges, 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.



Performance of Company's share in relation to BSE - Sensex



e) International Securities Identification Number: INE278G01037

Shareholding Pattern as on 31st March, 2010

Sr. No.	Category	No. of Shares Held	Percentage of Shareholding
A. Promoter's holding			
1.	Promoters		
	- Indian Promoters		
	- Foreign Promoters	4,420,860	44.21
2.	Persons acting in concert	-	-
	Sub-Total	4,420,860	44.21
B Non-Promoters holding			
3.	Institutional Investors	-	-
	a. Mutual Funds and UTI	-	-
	b. Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/ non-Govt. Institutions)	-	-
c.	FIs	-	-
	Sub-Total	NIL	NIL
4.	Others		a.
	a. Corporate Bodies	174,4047	17.43
	b. Indian Public	3,579,926	35.49
	c. NRIs/OCBs	3,959	0.04
	d. Clearing member	770	0.01
	e. HUF	251,680	2.52
	Sub-Total	5,580,382	55.8
	GRAND TOTAL	1,00,01,242	100.00

Distribution of Shareholding as on 31st March, 2010

Shares of Nominal value	Shareholders		Face Value of Shareholding	
	Number	% of total	Rupees	% of total
Rupees				
Upto 2,500	2,779	79.559	2,205,390	2.205
2,501 -5,000	399	11.423	1,558,210	1.558
5,001 -10,000	138	3.951	1,090,140	1.090
10,001 - 20,000	63	1.804	915,930	0.916
20,001 -30,000	27	0.773	698,040	0.698
30,001 - 40,000	14	0.401	499,780	0.500
40,001 - 50,000	8	0.23	360,720	0.36
50,001 -1,00,000	15	0.429	1,140,160	1.140
1,00,001 & Above	50	1.431	91,544,050	91.533
Total	3,493	100.00	10,00,12,420	100.00

As on 31st March, 2010, 9,865,557 shares comprising 98.64% 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 31st March, 2010, 9,865,557 shares comprising 98.64% of the Share Capital of the Company were in demat mode.

Details of Un-credited shares since inception (i.e. IPO)

Details	On the Date of Opening of Account		Closing Balance at the end of FY 09-10	
	No. of cases	No. of shares	No. of cases	No. of shares
No. of cases	No. of cases	No. of shares	No. of cases	No. of shares
No. of shares	3	459	3	459

The uncredited shares are lying in the suspense account as per requirement of Clause 5A of the Listing Agreement. The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Designated E-mail ID for investors

The Company has designated the following E-mail ID exclusively for investor servicing: investorcare@cybermedia.co.in

Plant Location

Not applicable

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

f) Address for Correspondence

Ms. Shilpi Gupta Compliance Officer and Company Secretary

Cyber House

Cyber Media (India) Limited
B-35, Sector-32, Institutional Area
Gurgaon Haryana 122002
Tel: +91(124) 2384816, 4822222, Fax: +91(124) 2380694
Email: shilpig@cybermedia.co.in
Website: cybermedia.co.in

Declaration by CEO under Clause 49 of the Listing Agreement regarding adhering to the Code of Conduct:

In accordance with clause 49(1)(D) of the Listing Agreement 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 31st March, 2010.

For Cyber Media India Ltd.

Place : New Delhi

Dated : August 12, 2010

Pradeep Gupta

Chairman and

Managing Director

Auditor's Certificate on Compliance with conditions of Corporate Governance under Clause 49 of the Listing Agreements

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 on March 31, 2010, as stipulated in clause 49 of the Listing Agreement of the Company with stock exchanges. The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an 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.

ARUN DUA & CO.
Chartered Accountants
(Regn.No.F.R.N.005435N)

Arun Kumar

Proprietor

Membership No: 082623

Place : New Delhi

Dated : August 12, 2010

CYBER MEDIA (INDIA) LIMITED
STATEMENT PURSUANT TO SECTION 212(3) OF THE COMPANIES ACT, 1956

Sl. No.	Name of the subsidiary companies	Extent of interest in the subsidiary at the end of financial year of the company	The net aggregate amount of the Subsidiary Company's Profit/(Loss) so far as it concerns the members of the holding company:						
			Not Dealt with in the company's accounts			Dealt with in the company's accounts			
			Subsidiaries financial year ended on	No of shares held	% of total paid-up capital/ (Ownership Interest)	For the period ended 31.03.2010	For the previous financial years since it became the holding company's subsidiary	For the period ended 31.03.2010	For the prev. financial years since it became the holding company's subsidiary
1	CYBER MEDIA DIGITAL LTD. Shares of Rs.10/- each fully paid		31.03.2010	100,070	100	392,956	12,116,721	NIL	1,350,945
2	CYBER MEDIA INDIA ONLINE LTD.- Shares Rs.1/- each fully paid		31.03.2010	11,435,700	91.95	10,454,554	912,465	NIL	NIL
3	IDC(INDIA) LTD -Shares of Rs.10/- each fully paid		31.03.2010	150,000	100	8,916,323	47,484,725	NIL	10,799,750
4	CYBER MEDIA EVENTS LTD. -Shares of Rs.10/- each fully paid		31.03.2010	50,070	100	(57,698)	3,336,302	NIL	100,140
5	CYBER HOLDINGS LTD. -Shares of Rs.10/- each fully paid		31.03.2010	50,070	100	(552)	(53,518)	NIL	NIL
6	CYBER MEDIA SERVICES LTD.- Shares of Rs.10/- each fully paid		31.03.2010	90,000	100	(13,058,776)	(23,803,919)	NIL	NIL
7	CYBER MEDIA SINGAPORE PTE LTD.- Shares of SG \$ 1 each paid up		31.03.2010	30,000	100	(1,465,680)	(8,121,066)	NIL	NIL
8	CYBER MEDIA INDIA LLC		31.03.2010	N.A.	100	5,416,769	(5,197,273)	NIL	NIL
9	TDA GROUP LLC*		31.03.2010	N.A.	100	4,399,085	(10,693,830)	NIL	NIL
10	PUBLICATION SERVICES INC*		31.03.2010	N.A.	49	(4,562,911)	(16,988,906)	NIL	NIL
11	CONTENT MATRIX LLC*		31.03.2010	N.A.	100	NIL	NIL	NIL	NIL
12	GLOBAL SERVICES MEDIA LLC* (formerly known as CMP cyber media LLC)		31.03.2010	N.A.	100	NIL	NIL	NIL	NIL

* Subsidiary of Cyber Media India LLC

For and on behalf of Board of Directors of Cyber Media (India) Ltd.

Place : New Delhi
Date : August 12 , 2010

Krishan Kant Tulshan
Director

Pradeep Gupta
Managing Director

Shilpi Gupta
Company Secretary

CYBER MEDIA (INDIA) LIMITED

DETAILS OF SUBSIDIARY COMPANIES (2009-10)

Particulars	(Rs. in Million)										Global Services Media LLC*
	IDC (India) Limited	Cyber Media Online Limited	Cyber Media Digital Limited	Cyber Media Events Limited	Cyber Media Holdings Limited	Cyber Media Services Limited	Cyber Media Singapore Pte Limited	Cyber Media India LLC	TDA Group LLC*	Publication Services Inc*	Content Matrix LLC*
(a) Capital	1.50	12.44	1.00	0.50	0.50	0.90	0.84	128.83	171.36	6.36	-
(b) Reserves and Surplus (Adjusted for debit balance in Profit & Loss Account where applicable)	56.40	25.92	12.51	3.28	(0.05)	42.74	(9.59)	4.55	11.99	(46.21)	-
(c) Total Assets (Fixed Assets + Current Assets)	93.84	59.33	47.78	4.06	0.51	85.88	33.16	13.68	285.97	58.74	-
(d) Total Liabilities (Debts + Current Liabilities)	35.94	20.98	34.27	0.28	0.06	42.24	41.91	180.86	102.62	98.59	-
(e) Details of Investments (Except in case of investments in subsidiaries)	-	0.01	-	-	-	-	-	300.56	-	-	-
(f) Turnover (Including Other Income)	128.71	64.09	40.17	0.07	-	31.53	25.63	18.38	224.16	126.86	-
(g) Profit before Taxation	13.50	15.30	0.58	(0.06)	-	(19.29)	(1.47)	(8.21)	6.57	(14.11)	-
(h) Provision for Taxation	4.58	3.93	(0.19)	-	-	(6.23)	-	(2.79)	2.23	(4.79)	-
(i) Profit after Taxation	8.92	11.37	0.39	(0.06)	-	(13.06)	(1.47)	(5.42)	4.34	(9.31)	-
(i) Proposed Dividend (including dividend tax)	-	-	-	-	-	-	-	-	-	-	-
(k) Reporting Currency	INR	INR	INR	INR	INR	INR	SGD	USD	USD	USD	USD

Notes:

The financial statements of the foreign subsidiaries have been converted into Indian Rupees on the basis of appropriate exchange rates.

Cyber Media Singapore Pte Ltd SGD	=	32.46
Cyber Media (I) LLC I USD	=	Rs.45.00
TDA Group LLC I USD	=	Rs.45.00
Publication Services Inc I USD	=	Rs.45.00

The Ministry of Company Affairs, Government of India vide its letter dated 27.07.2010 has granted approval under Section 212(8) of the Companies Act, 1956 for the financial year ended on 31.03.2010 whereby the Balance Sheet, Profit & Loss Account, Director's Report and Auditor's Report of the subsidiaries and other documents required to be attached under Section 212(1) of the Act are not required to be attached to the Company's Accounts. Hence, the same are not being attached. However, the annual accounts of the subsidiary companies and the related detailed information will be made available to the members of the holding and subsidiary companies seeking such informations at any point of time. The annual accounts of the subsidiary companies will also be kept open for inspection by any investor in its Registered Office and that of the subsidiary companies concerned.

*Subsidiary of Cyber Media India LLC

CYBER MEDIA



28th Annual Report
2009-10

CYBER MEDIA (INDIA) LIMITED

From
Arun Dua & Co.
Chartered Accountants
C-211/2,Phase-II
Mayapuri
New Delhi 110 064

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

- 1) We have audited the attached Balance Sheet of Cyber Media (India) Limited as at 31st March, 2010 and also the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- 2) We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 3) As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) Amendment Order, 2004 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
- 4) Further to our comments in the Annexure referred to above, we report that:
 - a) We have 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, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- e) On the basis of written representations received from the Directors, as on 31st March, 2010 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
- f) In the absence of notification in the official gazette of the Central Government, the company has not made any provision for cess payable under section 441A of the Companies Act, 1956. As per the explanation given to us, the required provision for cess payable shall be made in accordance with the notification, as and when issued by the Central Government in its official gazette.
- g) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2010;
 - ii) In the case of the Profit and Loss Account of the loss for the year ended on that date; and
 - iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For Arun Dua & Co.
Chartered Accountants
(Regn.No.F.R.N.005435N)

Arun Kumar
Proprietor
Membership Number: 082623

New Delhi,
Dated: August 12,2010

ANNEXURE TO THE AUDITORS' REPORT

The annexure referred to in the auditors' report to the members of Cyber Media India Limited (the Company) for the year ended March 31, 2010. We report that:

- (i) a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The fixed assets are physically verified by the management according to a phased programme designed to cover the assets over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- c) Fixed assets disposed off during the year were not substantial, and therefore, do not affect the going concern assumption.
- (ii) a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) On the basis of our examination of the records of inventory, we are of the opinion that the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) The Company has granted unsecured loans of Rs. 5,423,621/- (including interest) to Companies covered in the register maintained under Section 301 of the Companies Act, 1956, as detailed below:

Relationship	Associate
Name	Cyber Astro Limited
Closing Balance at the end of the year (Rs.)	5,423,621
Maximum amount due at any time during the year (Rs)	5,423,621

In our opinion the rate of interest and other terms and conditions on which loans have been granted to Companies listed in the register maintained under Section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the Company.

In respect of loans granted, the receipt of principal amounts and interests are as stipulated and, thus, clause (iii) (d) of paragraph 4 of the Order is not applicable to the Company.

The Company has not taken any loan from Companies, firms and other parties covered in the Register maintained under Section 301 of the Companies Act,

1956. Thus, clause (iii) (e), (iii) (f), (iii) (g) of paragraph 4 of the Order are not applicable to the Company.

- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchases of inventories and fixed assets and sale of publications and other allied services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control procedures.
- (v) In respect of the contracts or arrangement referred to in Section 301 of the Companies Act, 1956 :
 1. In our opinion and according to the information and explanation given to us, the transactions made in pursuance of contacts or arrangements that need to be entered in the Register maintained under Section 301 of the Companies Act, 1956 have been so entered.
 2. In our opinion and according to the information and explanation given to us, the transactions made in pursuance of contacts or arrangements entered in the Register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of Rs.500,000 in respect of each party during the year have been made at a price which appear reasonable as per the information available with the company
- (vi) The Company has not accepted any deposits from the public.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) The Central Government has not prescribed the maintenance of any cost records under Section 209(1)(d) of the Companies Act, 1956 for any of the services rendered by the Company.
- (ix) According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income-tax, and other statutory dues applicable to it and there are no statutory dues which were outstanding, as at 31st March, 2010 for a period of more than six months from the date they become payable.

According to the information and explanation given to us and the records of the Company examined by us there are no dues of sales tax, income-tax, custom duty, wealth tax, service tax, excise duty, cess or any other statutory dues as at March 31, 2010 which have not been deposited on account of dispute except as under : -

S.No.	Nature of Dues	Amount (Rs.)	Period of Which amount relates	Forum where dispute is pending
1.	Tax on Regular Assessment U/S 143(1) of Income Tax Act, 1961	4,447,193	Financial Year ended 31.03.2006	Commissioner of Income Tax (Appeals) IV, New Delhi
2.	Tax on Regular Assessment U/S 143(3) of Income Tax Act, 1961	530,095	Financial Year ended 31.03.2007	Commissioner of Income Tax (Appeals) VI, New Delhi

- (x) The accumulated losses of the Company at the end of the financial year are not more than 50% of its networth. The Company has incurred cash losses of Rs. 31,155,581 in the financial year but not in the immediately preceding Financial Year.
- (xi) Based on our audit procedures and on the basis of information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The Company is neither a chit fund Company nor a nidhi Company or a mutual benefit Company.
- (xiv) The Company is not dealing or trading in shares, securities, debentures and other investments.
- (xv) The Company has not given any guarantee for loans taken by others from banks or financial institutions, the terms and conditions whereof are prejudicial to the interest of the Company.
- (xvi) The term loans have been applied for the purpose for which they were raised.
- (xvii) Based on information and explanations given to us and on an overall examination of the Balance Sheet of the Company, in our opinion, there are no funds raised on short-term basis, which have been used for long-term investments.
- (xviii) The Company has not made any preferential allotment of shares to Companies/firms/parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) The Company did not have any outstanding debentures during the year.
- (xx) The Company has not raised any monies by way of public issue during the year.
- (xxi) During the course of examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanation given to us, we have neither come across any instances of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For Arun Dua & Co.
Chartered Accountants
(Regn.No. F.R.N.005435N)

Arun Kumar
Proprietor
Membership Number: 082623

New Delhi,
Dated: August 12, 2010.

CYBER MEDIA (INDIA) LIMITED
BALANCE SHEET AS AT 31st MARCH 2010

(all figures in INR)

	Schedule No.		As at 31st March 2010	As at 31st March 2009
SOURCES OF FUNDS				
Shareholders' Funds				
Share Capital	1	100,012,420		100,012,420
Share Warrants Forfeited		11,285,726		11,285,726
Reserves & Surplus	2	231,894,486		264,366,334
			343,192,632	375,664,480
Loan Funds				
Secured Loans	3	155,311,861		172,641,510
Unsecured Loans	4	9,211,156		3,850,000
			164,523,017	176,491,510
Deferred Tax Liabilities				
			-	14,218,000
Total			507,715,649	566,373,990
Application of Funds				
Fixed Assets				
Gross Block	5	268,697,263		261,834,049
Less: Depreciation		127,019,118		112,135,977
Net Block		141,678,145		149,698,072
Capital Work in Progress		79,311		79,311
			141,757,456	149,777,383
Deferred Tax Assets				
Investments	6		2,556,000	-
Current Assets, Loans & Advances			274,035,188	274,034,688
Inventories	7	3,265,546		16,928,889
Sundry Debtors	8	143,361,682		164,501,647
Cash & Bank Balances	9	10,540,012		21,219,660
Loans & Advances	10	48,225,193		44,898,358
		205,392,433		247,548,554
Less:				
Current Liabilities & Provisions				
Current Liabilities	11	107,782,732		106,535,237
Provisions	12	16,692,810		17,938,199
		124,475,542		124,473,436
Net Current Assets			80,916,891	123,075,118
Miscellaneous Expenditure	13		8,450,114	19,486,801
Total			507,715,649	566,373,990
Significant Accounting Policies				
Notes to the Accounts	19			
Balance Sheet Abstract & Company's	20			
General Business Profile	21			

Schedules referred above form an integral part of this Balance Sheet.

As per our report attached
For and on behalf of

Arun Dua & Co
Chartered Accountants
(Regn.No.F.R.N.005435N)

Arun Kumar
Proprietor
Membership No. 082623

New Delhi
Dated : August 12,2010

For and on behalf of Board of Directors

Pradeep Gupta
Chairman & Managing Director

Krishan Kant Tulshan
Executive Director

Shilpi Gupta
Company Secretary

CYBER MEDIA (INDIA) LIMITED
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2010

(all figures in INR)

	Schedule No.		Year Ended 31st March 2010	Year Ended 31st March 2009
INCOME				
Sales & Services Income		380,966,988		567,822,508
Other Income	14	7,131,094		11,106,145
			388,098,082	578,928,653
EXPENDITURE				
Direct Expenses	15	234,774,315		341,310,999
Personnel Expenses	16	99,883,137		123,683,773
Other Expenses	17	67,016,518		87,114,173
			401,673,970	552,108,945
			(13,575,888)	
EBITDA				
Financial Expenses	18	17,579,693		26,819,708
Depreciation & Amortization	5	15,454,369		20,648,105
			33,034,062	39,127,605
			(46,609,950)	(12,307,896)
PROFIT BEFORE TAX				
Provision for Taxes				(4,281,000)
Deferred Tax		(16,774,000)		1,500,000
Fringe Benefit Tax		—		34,200
Wealth Tax		49,320		
			(16,724,680)	(2,746,800)
Profit After Tax				
Balance brought forward			(29,885,270)	(9,561,096)
Available for appropriations			1,409,731	10,121,076
Appropriations			(28,475,539)	559,980
Dividend Tax			—	(849,751)
Balance carried forward			(28,475,539)	1,409,731
			(28,475,539)	559,980
Earnings Per Share				
Equity Share of par value of Rs. 10/- each				
Before exceptional items				
Basic			(2.99)	(0.96)
Diluted			(2.99)	(0.96)
After exceptional items				
Basic			(2.99)	(0.96)
Diluted			(2.99)	(0.96)
Number of shares used in computing earnings per share				
Basic			10,001,242	10,001,242
Diluted			10,001,242	10,869,843
Significant Accounting Policies	19			
Notes to the Accounts	20			
Balance Sheet Abstract & Company's	21			
General Business Profile				

Schedules referred above form an integral part of this Profit and Loss Account.

As per our report attached

For and on behalf of

Arun Dua & Co
Chartered Accountants
(Regn.No.F.R.N.005435N)

Arun Kumar
Proprietor
Membership No. 082623
New Delhi
Dated : August 12,2010

For and on behalf of Board of Directors

Pradeep Gupta
Chairman & Managing Director

Krishan Kant Tulshan
Executive Director

Shilpi Gupta
Company Secretary

CYBER MEDIA (INDIA) LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2010

(all figures in INR)

	As at 31st March 2010	As at 31st March 2009
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax	(46,609,950)	(12,307,896)
Adjustments for:		
Depreciation and Amortization	15,454,369	18,479,500
Difference in foreign exchange	1,202,118	(3,070,560)
Deferred Revenue Expenditure	8,450,110	8,450,110
Loss on sale of assets	679,255	217,832
Employee Benefits	(1,245,389)	2,481,972
Interest Income	(1,731,396)	(1,966,392)
Dividend Income	–	(5,000,000)
Interest Expense	16,637,170	18,692,822
	39,446,238	38,285,283
Operating Profit before Working Capital Changes	(7,163,712)	25,977,387
Adjustments for:		
(Increase) Decrease in Inventories	13,663,343	(202,129)
(Increase) Decrease in Debtors	21,139,965	1,744,402
(Increase) Decrease in Loans & Advances	580,089	2,195,099
(Decrease)Increase in Current Liabilities	1,247,495	48,254,640
	36,630,892	51,992,011
Cash Generated from Operations	29,467,180	77,969,398
Income tax paid	3,956,246	(13,794,285)
Net Cash from Operating Activities	25,510,935	64,175,113
B. CASH FLOW FROM INVESTING ACTIVITIES		
Inflow:		
Sale of fixed assets	453,600	181,235
Interest received	1,731,396	1,966,392
Dividend received	–	5,000,000
	2,184,996	7,147,627
Outflow:		
Acquisition of fixed assets	8,567,297	2,225,650
Purchase of investments	500	–
	8,567,797	2,225,650
Net Cash from Investing Activities	(6,382,801)	4,921,977
C. CASH FLOW FROM FINANCING ACTIVITIES		
Inflows:		
Proceeds from Unsecured Loans	5,361,156	825,000
	5,361,156	(41,603,732)
Outflows:		
Dividend Paid (Including dividend tax)	–	5,000,726
Interest Paid	16,637,170	18,692,822
Payment of Secured Loan	17,329,649	42,428,732
	33,966,819	66,122,280
Net Cash from Financing Activities	(28,605,663)	(65,297,280)

(all figures in INR)		
	As at 31st March 2010	As at 31st March 2009
D. EXCHANGE DIFFERENCE IN FOREIGN CURRENCY	(1,202,118)	3,070,560
Net (Decrease) Increase in Cash & Cash Equivalents	(10,979,648)	6,870,371
Opening Cash & Cash Equivalents	21,219,660	14,349,288
Closing Cash & Cash Equivalents	10,540,012	21,219,660

Notes to the Cash Flow Statement:

- 1 The cash flow statement has been prepared in accordance with the requirements of Accounting Standard - 3.
- 2 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.
- 3 Significant cash and cash equivalents balances held by the Company are available for its use.
- 4 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

Arun Dua & Co
Chartered Accountants
(Regn.No.F.R.N.005435N)

Arun Kumar
Proprietor
Membership No. 082623

New Delhi
Dated : August 12,2010

For and on behalf of Board of Directors

Pradeep Gupta
Chairman & Managing Director

Krishan Kant Tulshan
Executive Director

Shilpi Gupta
Company Secretary

CYBER MEDIA (INDIA) LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2010

(all figures in INR)

	As at 31st March 2010	As at 31st March 2009
SCHEDULE – 1		
SHARE CAPITAL		
Authorized		
12,500,000 (12,500,000) Equity Shares of Rs. 10/- each	125,000,000	125,000,000
Issued, Subscribed, Called and Paid Up		
3,815,304 (3,815,304) Equity Shares of Rs. 10/- each, fully paid up in cash	38,153,040	38,153,040
6,185,938 (6,185,938) Equity Shares of Rs. 10/- each, fully paid up issued as bonus shares by capitalization of general reserves	61,859,380	61,859,380
Total	100,012,420	100,012,420
SCHEDULE – 2		
RESERVES AND SURPLUS		
Securities Premium Account		
As per last Balance Sheet	132,956,602	135,543,179
Less:		
IPO expenses written off	2,586,577	2,586,577
	130,370,025	132,956,602
General Reserve		
As per last Balance Sheet	130,000,000	130,000,000
Profit & Loss Account	(28,475,539)	1,409,731
Total	231,894,486	264,366,333
SCHEDULE – 3		
SECURED LOANS*		
Loans and Advances from Banks		
Term Loan**	58,726,089	80,245,537
Cash Credit	96,436,789	91,833,635
	155,162,878	172,079,172
Loans and Advances from Others		
Term Loan***	148,983	562,338
Total	155,311,861	172,641,510
* Secured by charge over certain assets of the Company (see note 1 of schedule 20)		
** Payable within one year	22,019,193	22,333,047
*** Payable within one year	148,983	413,548
SCHEDULE – 4		
UNSECURED LOANS		
Other Loans and Advances		
Sundry Parties	9,211,156	3,850,000
Total	9,211,156	3,850,000

CYBER MEDIA (INDIA) LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2010

SCHEDULE 5
FIXED ASSETS

Description	Gross Block			Depreciation/Amortization				Net Block	
	As at 1.04.09	Additions	Deductions	As at 31.03.10	Upto 31.03.09	For the year	Deductions/ Adjustments	Upto 31.03.10	As at 31.03.09 As at 31.03.10
Tangible Assets									
Land Freehold	4,035,756	-	-	4,035,756	-	-	-	-	4,035,756
Buildings Freehold	32,286,626	2,228,823	-	34,515,449	7,918,466	555,110	-	8,473,576	26,041,873
Computer Equipments	57,483,008	5,603,170	-	63,086,178	52,183,396	1,727,112	-	53,910,508	9,175,671
Furniture & Fixtures	38,071,183	104,062	-	38,175,245	9,836,954	2,415,627	-	12,252,581	25,922,664
Equipments & Installations	22,894,311	347,300	-	23,241,611	6,978,233	1,090,889	-	8,069,122	15,172,489
Air Conditioners	11,643,864	66,550	-	11,710,414	2,639,844	553,728	-	3,193,572	8,516,842
Generator	4,045,723	-	-	4,045,723	759,541	192,172	-	951,713	3,094,008
Vehicles	23,359,920	-	1,704,084	21,655,836	13,327,244	2,136,579	571,229	14,892,594	6,763,242
Books	349,918	-	-	349,918	250,361	14,811	-	265,172	84,746
Total Tangible Assets	194,170,309	8,349,905	1,704,084	200,816,130	93,894,039	8,686,027	571,229	102,008,837	98,807,293
Previous Year	193,486,433	1,850,826	1,166,951	194,170,308	82,966,055	11,727,103	799,119	93,894,039	100,276,269
Intangible Assets									
Commercial Rights (Internally Generated)	51,752,086	-	-	51,752,086	10,364,596	5,175,209	-	15,539,805	36,212,281
Capitalized Software (Purchased)	15,661,655	217,392	-	15,879,047	7,802,342	1,568,133	-	9,370,476	6,508,571
Trademarks (Internally Generated)	250,000	-	-	250,000	75,000	25,000	-	100,000	150,000
Total Intangible Assets	67,663,741	217,392	-	67,881,133	18,241,938	6,768,342	-	25,010,280	42,870,852
Previous Year	67,322,625	374,824	33,708	67,663,741	11,492,014	6,752,398	2,473	18,241,938	49,421,803
GRAND TOTAL	261,834,049	8,567,297	1,704,084	268,697,263	112,135,977	15,454,369	571,229	127,019,118	141,678,145
Previous Year	260,809,058	2,225,650	1,200,659	261,834,049	94,458,069	18,479,500	801,591	112,135,977	149,698,072
									166,350,989

CYBER MEDIA (INDIA) LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2010

(all figures in INR)

	As at 31st March 2010	As at 31st March 2009
SCHEDULE 6 INVESTMENTS		
Long Term		
Trade – Unquoted		
Cyber Media Careers Limited 4,462,399 (4,462,399) Equity Shares of Rs. 10/- each fully paid up	44,623,990	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
Cyber Astro Limited 75,000 (75,000) Equity Shares of Rs. 10/- each fully paid up	750,000	750,000
	47,873,990	47,873,990
Subsidiary Companies-unquoted		
Cyber Media India Online Limited 11,435,700 (11,435,700) Equity Shares of Re. 1/- each fully paid up	12,497,600	12,497,600
IDC (India) Limited 150,000 (150,000) Equity Shares of Rs. 10/- each fully paid up	1,500,000	1,500,000
Cyber Media Digital Limited 100,070 (100,070) Equity Shares of Rs. 10/- each fully paid up	1,000,700	1,000,700
Cyber Media Events Limited 50,070 (50,070) Equity Shares of Rs. 10/- each fully paid up	500,700	500,700
Cyber Media Services Limited 9,000 (89,950) Equity Shares of Rs. 10/- each fully paid up	80,500,000	80,499,500
Cyber Holdings Limited 50,070 (50,070) Equity Shares of Rs. 10/- each fully paid up	500,700	500,700
Cyber Media Singapore Pte. Limited 30,000 (30,000) Equity Shares of S\$ 1/- each fully paid up	836,400	836,400
Cyber Media India LLC Representing 100% ownership interest	128,825,098	128,825,098
	226,161,198	226,160,698
Total	274,035,188	274,034,688
Aggregate face value of Unquoted Investments	193,373,288	193,372,788
SCHEDULE 7 INVENTORIES		
Newsprint	3,265,546	16,928,889
Total	3,265,546	16,928,889

CYBER MEDIA (INDIA) LIMITED
SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH, 2010

(all figures in INR)

	As at 31st March 2010	As at 31st March 2009
SCHEDULE 8 SUNDRY DEBTORS		
Unsecured but considered good for recovery by the management		
Debts exceeding six months	20,018,078	11,038,688
Other Debts	123,343,604	153,462,959
Total	143,361,682	164,501,647
SCHEDULE 9 CASH AND BANK BALANCES		
Cash on hand	61,285	55,412
Bank Balances:		
With Scheduled Banks:		
Current Accounts	2,835,842	14,062,869
Deposit Accounts	6,673,595	6,739,590
Interest Accrued but Not Due	969,290	361,789
Total	10,478,727	21,164,248
SCHEDULE 10 LOANS AND ADVANCES		
Unsecured and unconfirmed but considered good for recovery by the management		
Loans to Subsidiaries	2,807,422	5,005,358
Loans to Others	5,423,621	5,278,715
Advances recoverable in cash or in kind or for value to be received	5,634,539	4,055,260
Security Deposits	6,603,179	6,709,517
Prepaid taxes, net of provisions	27,756,432	23,849,508
Total	48,225,193	44,898,358
SCHEDULE 11 CURRENT LIABILITIES		
Sundry Creditors	105,940,734	103,497,972
Advance payments for which value still to be given	1,841,998	3,037,265
Total	107,782,732	106,535,237
SCHEDULE 12 PROVISIONS		
For Employee Benefits	16,692,810	17,938,199
Total	16,692,810	17,938,199
SCHEDULE 13 MISCELLANEOUS EXPENDITURE		
To the extent not written off and / or adjusted		
Deferred Revenue Expenditure	8,450,114	16,900,224
Public Issue Expenses	-	2,586,577
Total	8,450,114	19,486,801

CYBER MEDIA (INDIA) LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2010

(all figures in INR)

	Year Ended 31st March 2010	Year Ended 31st March 2009
SCHEDULE 14 OTHER INCOME		
Dividend from Subsidiary Companies	–	5,000,000
Rentals	–	420,750
Interest on Loans to Subsidiaries-Gross	502,580	672,757
Interest on Loans to Others-Gross	547,957	547,956
Interest on Fixed Deposits – Gross	680,859	745,679
Exchange Rate Difference (Net)	–	3,070,560
Miscellaneous Income	5,399,698	648,442
Total	7,131,094	11,106,145
Tax Deducted at Source :		
Interest on Loan to Subsidiaries	100,516	152,447
Interest on Loan to Others	102,526	124,164
Interest on Fixed Deposits	67,497	162,217
Others	–	97,153
SCHEDULE 15 DIRECT EXPENSES		
Consumption of Newsprint		
Opening Stock	16,928,889	16,726,760
Add: Purchases	7,886,091	30,476,818
	24,814,980	47,203,578
Less Closing Stock	3,265,546	16,928,889
	21,549,434	30,274,689
Content Expenses	80,352,780	88,009,958
Discount/Commission on Sales & Services	87,955,083	144,840,995
Packing & Despatch	11,736,333	22,319,030
Printing & Processing	33,180,685	55,866,328
Total	234,774,315	341,310,999
SCHEDULE 16 PERSONNEL EXPENSES		
Salaries, Bonus & Allowances	92,012,612	114,212,293
Contribution to PF & Other Funds	4,573,121	5,447,243
Staff Welfare	2,533,501	3,375,855
Staff Recruitment & Training	763,903	648,382
Total	99,883,137	123,683,773

CYBER MEDIA (INDIA) LIMITED**SCHEDULES TO THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2010***(all figures in INR)*

	Year Ended 31st March 2010	Year Ended 31st March 2009
SCHEDULE 17 OTHER EXPENSES		
Rent	9,165,654	8,673,316
Rates & Taxes	175,777	20,016
Printing & Stationary	1,515,162	2,507,813
Correspondence & Communication	4,743,341	9,406,244
Travelling & Conveyance	14,972,210	18,857,218
Vehicle Running & Maintenance	2,197,466	2,749,722
Insurance	290,648	221,742
Electricity & Water	1,448,702	3,271,864
Repair & Maintenance – Building	532,888	344,057
Repair & Maintenance – Plant & Machinery	775,314	1,565,572
Repair & Maintenance – Others	236,391	682,607
Directors Fees	58,000	56,000
Legal & Professional Charges	9,349,816	7,366,226
Remuneration to Statutory Auditors	83,000	82,725
Newspaper, Books & Periodicals	774,186	1,082,830
Miscellaneous Expenses	65,77,908	8,242,240
Advertisement & Publicity	12,238,682	21,766,149
Exchange Rate Difference (Net)	1,202,118	–
Loss on sale of assets	679,255	217,832
Total	67,016,518	87,114,173
SCHEDULE 18 FINANCIAL EXPENSES		
Interest on Bank Term Loan	5,025,607	7,216,471
Interest on Cash Credit Facility	10,915,923	11,293,631
Interest on Other Loans	695,640	182,720
	16,637,170	18,692,822
Financial Charges	942,523	1,955,283
Total	17,579,693	20,648,105

SCHEDULE 19

Statement of Significant Accounting Policies

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

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 in the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 1956, 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.

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. 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.

3) 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.

4) Depreciation/ Amortization

Depreciation is provided on the straight-line method at the rates and in the manner prescribed in Schedule XIV to the Companies Act 1956 on all the assets. Intangible Assets are amortized in accordance with Accounting Standard 26 on "Intangible Assets". Purchased 'Intangible Assets' is accordingly amortized on a straight line method over its estimated useful lives of 10 years. Software licenses with a purchase cost below Rs.5000 are fully amortized in the year of acquisition itself.

The cost of internally generated Intangible assets is accordingly amortized on a straight line method over its useful life of 10 years.

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

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.

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.

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.

8) 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 are 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 an actuarial valuation using projected unit credit method (PUCM).

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 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.

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.

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).

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".

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 liabilities are not recognized but disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statement.

14) Deferred Revenue Expenditure

Deferred Revenue Expenditure represents new projects implementation cost to be amortized over a period of 60 months or earlier equally, commencing from the month of commencement of commercial activities of the project.

15) Initial Public Offering (IPO) Expenses

Public Issue Expenses are written off from share premium account as per section 78(2) (c) of the Companies Act, 1956 in five equal accounting year commencing with the year of listing of equity share on the designated stock exchange.

16. Leases

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

SCHEDULE – 20
NOTES TO THE ACCOUNTS

1) **Particulars of securities charged against secured loans taken by the Company are as follows:** (Rs.' 000)

Particulars	As At 31.03.2010	As at 31.03.2009	Security Charged
Term Loan from Banks:			
State Bank of Mysore:-			
— Medium Term Loan	57,312	71,768	First charge on all the present and future, movable (excluding those charged to hire-purchasers) and immovable assets including current assets of the Company.
— Buyer's Credit	-	5,120	Personal guarantee of Mr. Pradeep Gupta.
ICICI Bank Limited	74	967	Secured against specific vehicles.
HDFC Bank Limited	1,340	2,390	Secured against specific vehicles.
Total	58,726	80,245	
Cash Credit Facilities from Banks:			
State Bank of Mysore	96,436	91,834	First charge by way of hypothecation on the entire inventory, consumables, book-debts and receivables.
Term Loan from Others:			
Kotak Mahindra Primus Limited	113	381	Secured against specific vehicles.
Maruti Country Wide Auto	36	45	Secured against specific vehicles.
Financial Services Limited			
GMAC Financial Services (India)	-	136	Secured against specific vehicles.
Private Limited			
Total	149	562	
Grand Total	155,311	172,641	

2) **Taxation**

Breakup of net deferred tax liabilities into major components of the respective balances is as follows: (Rs.' 000)

Deferred Tax Assets/Liabilities	As at 01.04.2009	Charged / (Credited) to Profit & Loss Account	As at 31.03.2010
Deferred Tax Liabilities (A):			
Tax impact of difference between carrying amount of fixed assets in the financial statements and as per the income tax calculation	24,105	47	24,152
Deferred Tax Assets (B):			
Employees Benefits	6,097	(424)	5,673
Business Losses	3,790	17,245	21,035
Net Deferred Tax Liability/(Asset) (A-B)	14,218	(16,774)	(2,556)

Deferred tax credit has been calculated using the income tax rates as applicable to assessment year 2010-11. Deferred tax assets and liabilities are being offset as they relate to taxes on income levied by the same governing taxation laws.

3) **Employee Benefits:**

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

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

i. **Gratuity Plan:**

The gratuity liability arises on retirement, withdrawal, 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 15 days salary ie last drawn basic salary, subject to maximum accumulation upto 90 days.

b. Movement in Net Liabilities:**(Rs.)**

Particulars	Gratuity	Leave Encashment	Total
Present value of obligations - opening	9,847,066	8,091,133	17,938,19
Current Service Cost	1,017,356	963,577	1,980,93
Interest Cost	689,295	566,379	1,255,674
Actuarial (gain)/loss on obligation	(1,177,214)	(1,112,234)	(2,289,448)
Less : Benefits Paid	972,465	1,220,083	2,192,548
Present value of obligations – closing	9,404,037	7,288,773	16,692,810

c. Reconciliation of assets and liabilities:

Particulars	Gratuity	Leave Encashment	Total
Present value of unfunded defined benefits obligations as on 31. 03.2010	9,404,037	7,288,773	16,692,810
Fair Value of planned assets*	–	–	–
Unrecognized actuarial (gain) / loss	–	–	–
Net Liability recognized as on 31.03.2010	9,404,037	7,288,773	16,692,810

* The fair value of plan assets is Nil since gratuity and leave encashment plan are funded as on 31st March 2010.

d. Principal actuarial assumptions:

- i. Discount rate as at 31.03.2010 : 7%
- ii. Future Salary Increase : 6%
- iii. Average outstanding service of employees upto retirement : 26 years

- 4) The Company has taken various offices and premises under cancellable operating lease agreement .There are no non-cancellable leases. Lease payment recognized under cancelable lease for the year are Rs.9,165,654 (Previous year Rs.8,673,316) are disclosed under the head rent in Schedule 17.

5) Company has not capitalized any borrowing cost during the year.**6) Earnings Per Share:****(Rs.)**

Particulars	As at 31.03.2010	As at 31.03.2009
Profit available to equity shareholders	(29,885,270)	(9,561,096)
Weighted average number of equity shares	10,001,242	10,001,242
Basic EPS (Rupees per share)	(2.99)	(0.96)
'Potential Equity Shares' resulting from deemed conversion of warrants	–	1,000,124
Weighted average number of equity shares, including 'Potential Equity Shares'	10,001,242	10,869,843
Diluted EPS (Rupees per share) *	(2.99)	(0.96)

* In computing the diluted EPS, the anti-dilutive effect of potential equity shares has not been considered in accordance with AS-20 on "Earning Per Share".

7) Remuneration to Auditors:**(Rs.' 000)**

Particulars	As at 31.03.2010	As at 31.03.2009
Statutory Audit	55	55
Tax Audit	–	28
For Certification	25	–
Out of pocket expenses	3	–
Total	83	83

8) Directors Remuneration: (Rs.' 000)

Particulars	As at 31.03.2010	As at 31.03.2009
Salaries, allowances & bonus	8,524	8,310
Contribution to Provident & other funds	367	367

9) Licensed Capacity, Installed Capacity & Actual Production:

Since the Company is not a manufacturing organization, there is no information required to be disclosed for licensed capacity, installed capacity & actual production.

10) Newsprint Consumption: (Rs.' 000)

Class of Goods	As at 31.03.2010		As at 31.03.2009	
	Quantity (kg)	Value	Quantity (kg)	Value
Newsprint	304,284	21,817	582,842	30,274

11) Value of Materials Consumed: (Rs.' 000)

Class of Goods	As at 31.03.2010		As at 31.03.2009	
	%	Value	%	Value
Imported	82.43	17,982	63.71	19,288
Indigenous	17.57	3,835	36.29	10,986
Total	100	21,817	100	30,274

12) Value of Imports on CIF Basis: (Rs.' 000)

Particulars	As at 31.03.2010	As at 31.03.2009
Newsprint	3,254	20,347

13) Earnings in Foreign Exchange: (Rs.' 000)

Particulars	As at 31.03.2010	As at 31.03.2009
Advertisement	32,979	72,138
Subscription	79	123
Research & Survey	109	1,799
Event Management Income	9,287	287

14) Expenditure in Foreign Currency: (Rs.' 000)

Particulars	As at 31.03.2010	As at 31.03.2009
Royalty	5,227	426
Travelling Expenses	494	2,525
Others	23,165	52,956

15) Dividend Remitted to Non-Resident Shareholders in Foreign Currency

Particulars	As at 31.03.2010	As at 31.03.2009
Number of shareholders	15	15
Number of shares held	3,959	4,505
Amount of dividend remitted – Rs.	Nil	Nil
Year to which it relates	NA	NA

16) Related Party Transactions:

(Rs.in '000)

Nature of Transactions	Associates		Subsidiaries		Key Management Personnel		Relative of Key Management Personnel	
	Year Ended 31st March		Year Ended 31st March		Year Ended 31st March		Year Ended 31st March	
	2010	2009	2010	2009	2010	2009	2010	2009
Purchase	189	486	296	1,103	–	–	–	–
Sales & Other Income	–	4,822	1,186	5,956	–	–	–	–
Commission Paid	–	–	3,015	8,967	–	–	–	–
Rent Paid			–	197	120	120	248	180
Interest Income	548	548	502	673				
Salaries & Related Cost	–	–	–	–	–	–	351	66
Closing Balances :								
Sundry Debtors	19,459	36,264	59,695	43,304	–	–	–	–
Loans & Advances	3,653	5,278	2,807	5,005	–	–	–	–
Investments	49,224	49,224	226,161	226,161	–	–	–	–
Current Liabilities	–	–	4,353	6,419	–	–	–	–
Managerial Remuneration	–	–	–	–	8,891	8,677	–	–

Names of related parties and description of relationship:

Subsidiaries	IDC (India) Limited Cyber Media India Online Limited Cyber Media Digital Limited Cyber Media Events Limited Cyber Holdings Limited Cyber Media Services Limited Cyber Media Singapore Pte Limited Cyber Media India LLC
Subsidiaries of Subsidiary	Publication Services Inc. TDA Group LLC Global Services Media LLC (Formerly known as CMP Cyber Media LLC)
Associates	Cyber Astro Limited Cyber Media Foundation Limited Cyber Media Careers Limited
Key Management Personnel	Mr. Pradeep Gupta Mr. Shyam Malhotra Mr. Krishan Kant Tulshan
Relative of Key Management Personnel	Mrs. Sudha Bala Gupta Mrs. Dipika Tulshan Mr. Dhaval Gupta

17) Segment Reporting:

The Company is engaged in the Media business which is identified as the only and primary business segment of the company. Further all the operating facilities located in India. The information required to be given for secondary segment being geographical segment is as under:

(Rs. in '000)

Geographical Segment	Sales		Carrying Cost of Assets		Capital Expenditure	
	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009
India	346,693	504,868	623,741	671,360	8,567	2,226
Outside India	41,405	74,060	–	–	–	–
Total	388,098	578,928	623,741	671,360	8,567	2,226

18) Contingent Liabilities:

- a. Guarantees given to State Bank of Mysore to secure facilities of:
 - i. 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 17.50 million to IDC (India) Limited, Rs. 10 million, to Cyber Media Digital Limited and Rs. 10 million, to Cyber Media India Online Limited (Formerly Cyber India Online Limited), subsidiaries of Cyber Media (India) Limited.
 - ii. Stand-by letter of credit favouring Citi Bank, New York to secure the term loan of USD 3.4 million [Rs. 139.40 million (Previous Year Rs. 177.38) million]] sanctioned to Cyber Media India LLC towards the assets purchase of the TDA Group, California. The outstanding amount has been increased due to conversion of closing balance into closing foreign exchange rates.
- b. Total of bank guarantees outstanding as at year end amounting to Rs. 245,700/- given to customs and postal department against which 100% margin has already been deposited with the bank. Total of letter of Credit outstanding as at year end were amounting to Rs.3,655,330 against import of paper.
- c. Income-tax demand on regular assessment by the revenue authorities disputed in appeal as under :

S. No.	Nature of Dues	Amount	Period of Which amount relates	Forum where dispute is pending
1.	Tax on Regular Assessment U/S 143(1) of Income Tax Act,1961	4,447,193	Financial Year ended 31.03.2006	Commissioner of Income Tax (Appeals) IV ,New Delhi
2.	Tax on Regular Assessment U/S 143(3) of Income Tax Act,1961	530,095	Financial Year ended 31.03.2007	Commissioner of Income Tax (Appeals) VI ,New Delhi

19) Other Notes:

- a. As on 31st March 2010 an amount of Rs. 17,880/- was lying in the public issue refund account as refund warrants have not been presented for clearance.
- b. In the opinion of the Management, there is no permanent diminution in the value of investments.
- c. The Company has not received any intimation from Micro and Small Enterprises under 'The Micro, Small and Medium Enterprises Act, 2006'. As per the information available with the Company, no interest is paid or payable under the Act.
- d. Detail of amount outstanding in unclaimed dividend accounts is as under:

Dividend for the year ended	Amount
31st March 2006	Rs.174,241
31st March 2007	Rs.240,176
31 st March 2008	Rs.118,479

- e. The Company has not capitalized any borrowing cost during the year.
- f. The Company has filed a scheme of Arrangement and Merger under section 391-394 of the Companies Act ,1956 in the Hon'ble High Court at New Delhi ,pursuant to which it is proposed to merge Cyber Media India Online Limited, Cyber Media Digital Limited, Cyber Media Events Limited and Cyber Holdings Limited with Cyber Media (India) Limited w.e.f.appointed date 01.04.2009
- g. Previous year figures have been regrouped/reclassified, wherever necessary, to confirm to current year's classification
- h. The Company has no other information required to be disclosed pursuant to Schedule VI to the Companies Act, 1956.

CYBER MEDIA (INDIA) LIMITED

SCHEDULES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2010

SCHEDULE 21 BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details

Registration No	1	4	3	3	4
Balance Sheet Date	3	1	-	0	3
	Date	Month	Year		

State Code 5 5

II. Capital raised during the year (Amount in Rs. Thousands)

Public Issue	Rights Issue
N I L	N I L
Bonus Issue	Private Placement
N I L	N I L

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities	Total Assets
6 3 2 1 9 1	6 3 2 1 9 1
Sources of Funds	Reserves & Surplus
Paid up Capital	2 3 1 8 9 4
1 0 0 0 1 2	Unsecured Loans
Secured Loans	9 2 1 1
1 5 5 3 1 2	Deferred Tax Liability
Share Forfeited	N I L
1 1 2 8 6	
Application of Funds	Investments
Net Fixed Assets	2 7 4 0 3 5
1 4 1 7 5 7	Miscellaneous Expenditure
Net Current Assets	8 4 5 0
8 0 9 1 7	Deferred Tax Assests
Accumulated Losses	2 5 5 6
N I L	

IV. Performance of Company (Amount in Rs. Thousands)

Turnover	Total Expenditure
3 8 8 0 9 8	4 3 4 7 0 8
Profit before Tax	Profit after Tax
(4 6 6 1 0)	(2 9 8 8 5)
Earning per Share in Rs.	Dividend rate (%)
(2 . 9 9)	-

V. Generic Names of Three Principal Products/Services of Company (as per monetary terms)

Product Description	M E D I A
Item Code No.	N O T - A P P L I C A B L E

Signatures to Schedules 1 to 21

For and on behalf of

Arun Dua & Co
Chartered Accountants
(Regn.No.F.R.N.005435N)

Arun Kumar
Membership No. 082623

New Delhi
Dated : August 12,2010

For and on behalf of the Board of Directors

Pradeep Gupta
Chairman & Managing Director

Krishan Kant Tulshan
Proprietor
Executive Director

Shilpi Gupta
Company Secretary



28th Annual Report
2009-10

CYBER MEDIA (INDIA) LIMITED

Consolidated Financial Statements

From
Arun Dua & Co.
Chartered Accountants
C-211/2, Phase-II
Mayapuri
New Delhi 110 064

To
The Board of Directors of
Cyber Media (India) Limited
New Delhi

1. We have audited the attached consolidated balance sheet of Cyber Media (India) Limited and its subsidiaries and associates as at March 31, 2010, the consolidated profit and loss account for the year ended on that date annexed thereto, and the consolidated cash flow statement for the year ended on that date, which we have signed under reference to this report. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
2. We conducted our audit in accordance with generally accepted auditing standards in India. These standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are free of material misstatements. An audit includes, examining on a test basis, evidence supporting the amount and disclosure in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard (AS) 21- Consolidated Financial Statements, Accounting Standard 23 - Accounting for Investment in Associates in Consolidated Financial Statements and on the basis of the separate audited financial statements of the Company and its subsidiaries and associates in India and Singapore and United State of America. The financial statements of Company's subsidiary in United State of America namely of Cyber Media India LLC has not been audited as it is not

mandatory as per US GAAP. These financial statement in aggregate reflect total assets of Rs. 377,123,430 as at March 31st, 2010 and total revenue of Rs. 351,020,528 and total expenses of Rs. 366,760,185 for the year ended on that date. Further, We did not audit the financial statement of subsidiaries, whose financial statement reflect total assets of Rs 185,492,869, the total revenue of Rs. 290,196,627 and cash flow amounting to Rs. 1,379,328 for the year ended. These financial statement and other financial information have been audited by other auditors whose reports have been submitted to us, and our opinion is based solely on the report of other audit

4. On the basis of the information and explanations given to us and on consideration of the separate audit reports of individual audited financial statements of Cyber Media (India) Limited and its aforesaid subsidiaries and associates in India and Singapore, as applicable, in our opinion, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) In the case of the consolidated balance sheet, of the consolidated state of affairs of Cyber Media (India) Limited and its subsidiaries and associates as at March 31, 2010.
 - ii) In case of the consolidated profit and loss account, of the consolidated results of operations of Cyber Media (India) Limited and its subsidiaries and associates for the year ended on that date; and
 - iii) In the case of the consolidated cash flow statement, of the consolidated cash flows of Cyber Media (India) Limited and its subsidiaries and associates for the year ended on that date;

For Arun Dua & Co.
Chartered Accountants
(Regn.No.F.R.N.005435N)

Arun Kumar
Proprietor
Membership Number: 082623

New Delhi,
Dated: August 12, 2010

CYBER MEDIA (INDIA) LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2010

(all figures in INR)

	Schedule No.		As at 31st March 2010	As at 31st March 2009
SOURCES OF FUNDS				
Shareholders' Funds				
Capital	1	100,012,420		100,012,420
Share Warrants Forfeited		11,285,726		11,285,726
Reserves and Surplus	2	<u>264,667,696</u>		<u>314,951,259</u>
			375,965,842	<u>426,249,405</u>
Loan Funds				
Secured Loans	3	365,647,700		459,308,753
Unsecured Loans	4	<u>37,559,076</u>		<u>5,210,335</u>
			403,206,776	<u>464,519,088</u>
TOTAL			<u>779,172,618</u>	<u>890,768,493</u>
APPLICATION OF FUNDS				
Fixed Assets				
Gross Block	5	808,509,700		834,019,425
Less: Depreciation		<u>307,773,765</u>		<u>278,236,003</u>
Net Block		500,735,935		555,783,422
Capital Work - in -progress		<u>729,311</u>		<u>729,311</u>
			501,465,246	556,512,733
Investments	6		96,652,384	104,755,167
Deferred Tax Assets			49,961,907	26,885,141
Current Assets, Loans & Advances				
Inventories	7	50,065,807		67,137,728
Sundry Debtors	8	271,920,763		292,973,223
Cash and Bank Balances	9	38,322,509		44,040,373
Loans and Advances	10	<u>84,194,732</u>		<u>82,090,404</u>
		444,503,811		486,241,728
Less:				
Current Liabilities & Provisions				
Liabilities	11	304,813,771		282,207,399
Provisions	12	<u>34,282,489</u>		<u>33,812,823</u>
		339,096,260		316,020,222
Net Current Assets			105,407,551	170,221,506
Minority Interest			17,235,418	12,905,045
Miscellaneous Expenditure	13		8,450,112	19,488,901
Total			<u>779,172,618</u>	<u>890,768,493</u>
Significant Accounting Policies	19			
Notes to the Accounts	20			

Schedules referred above forms an integral part of this Balance Sheet

This is the Balance Sheet referred to in our report of even date

For and on behalf of

Arun Dua & Co.
Chartered Accountants
(Regn.No.F.R.N.005435N)

Arun Kumar
Proprietor
Membership No. 082623

New Delhi
Dated: August 12,2010

For and on behalf of the Board of Directors

Pradeep Gupta
Chairman & Managing Director

Krishan Kant Tulshan
Executive Director

Shilpi Gupta
Company Secretary

CYBER MEDIA (INDIA) LIMITED**CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2010***(all figures in INR)*

	Schedule No.		Year Ended 31st March 2010	Year Ended 31st March 2009
INCOME				
Sales & Services Income		1,001,161,522		1,203,902,285
Other Income	14	10,205,990		12,921,201
			1,011,367,512	1,216,823,486
EXPENDITURE				
Direct Expenses	15	492,371,954		635,212,964
Personnel Expenses	16	317,933,237		385,564,843
Other Expenses	17	163,268,753		205,256,633
			973,573,944	1,226,034,441
Earnings before Interest, Tax, Depreciation & Amortization				
Financial Charges	18	44,568,594	37,793,568	(9,210,954)
Exceptional Expenses		—		51,091,128
Depreciation	5	47,012,904		3,979,982
			91,581,498	49,499,596
			(53,787,930)	104,570,706
Profit Before Tax				
Provision for Taxes				
Current Tax		8,455,000		4,480,000
Deferred Tax		(28,133,899)		(42,881,200)
Fringe Benefit Tax		—		2,639,830
Income Tax (Earlier Year)		—		141,501
Wealth Tax (Earlier Year)		69,590		44,370
			(19,609,309)	(35,575,499)
Profit After Tax but before Extraordinary items				
Extraordinary items			(34,178,621)	(78,206,161)
Profit After Tax but and Extraordinary items				
Appropriation				
Minority Interest			(6,002,376)	(18,065,309)
General Reserve			—	1,244,538
Proposed Dividend			4,251,949	—
Balance transferred to Free Reserves			(32,428,194)	(61,385,391)
			(34,178,621)	(78,206,161)
Earnings per share				
Equity Shares of face value of Rs. 10/- each				
Before Exceptional Items:				
Basic			(3.42)	(7.82)
Diluted			(3.42)	(7.82)
After Exceptional Items:				
Basic			(3.42)	(7.82)
Diluted			(3.42)	(7.82)
Number of shares used in computing earnings per share:				
Basic			10,001,242	10,001,242
Diluted			10,001,242	10,869,843
Significant Accounting Policies				
Notes to the Accounts				
	19			
	20			

Schedules referred above forms an integral part of this Profit & Loss Account

This is the Profit & Loss Account referred to in our report of even date

For and on behalf of

Arun Dua & Co.
Chartered Accountants
(Regn.No.F.R.N.005435N)Arun Kumar
Proprietor
Membership No. 082623New Delhi
Dated: August 12,2010

For and on behalf of the Board of Directors

Pradeep Gupta
Chairman & Managing DirectorKrishan Kant Tulshan
Executive DirectorShilpi Gupta
Company Secretary

CYBER MEDIA (INDIA) LIMITED
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2010

(all figures in INR)

	As at 31st March 2010	As at 31st March 2009
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax	(53,787,930)	(113,781,660)
Adjustments for:		
Depreciation	47,012,904	49,499,596
Difference in Exchange	3,991,142	(1,804,743)
Preliminary Expenses written off	2,100	23,919
Loss on sale of assets	1,005,923	219,927
Deferred Revenue Expenditure	8,450,111	8,450,110
Employee Benefits	(36,471,02)	14,123,987
Foreign Currency Translation Reserve	39,180,418	(29,777,661)
Interest Income	(2,017,844)	(1,930,643)
Dividend Income	—	(5,000,000)
Interest Expense	41,778,434	47,194,071
	135,756,086	80,998,563
Operating Profit before Working Capital Changes	81,968,156	(32,783,097)
Adjustments for:		
(Increase) Decrease in Inventories	17,071,927	(8,181,305)
(Increase) Decrease in Debtors	21,052,460	53,160,320
(Increase) Decrease in Loans & Advances	4,389,774	(3,944,753)
Increase (Decrease) in Current Liabilities	22,606,372	74,148,869
	65,120,527	115,183,131
Cash Generated from Operations	147,088,683	82,400,034
Income-tax Paid	15,018,692	21792993
Net Cash from Operating Activities	132,069,991	60607041
B. CASH FLOW FROM INVESTING ACTIVITIES		
Inflows:		
Sale of Fixed Assets	940,600	188,236
Sale of Investments (Net)	—	8,821,034
Dividend Received	—	5,000,000
Interest Income	2,017,844	1,930,643
	2,958,444	15,939,913
Outflows:		
Acquisition of Fixed assets	33,664,412	44,854,387
	33,664,412	44,854,387
Net Cash from Investing Activities	(30,705,968)	(28,914,474)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Inflows:		
Proceeds from Secured Loans	—	23,719,812
Proceeds from Unsecured Loans	32,348,741	2,105,335
	32,348,741	25,825,147
Outflows:		
Payment of Secured Loan (Net)	93,661,052	—
Dividend Paid	—	5,850,477
Interest Paid	41,778,434	47,194,071
	135,439,486	53,044,548
Net Cash from Financing Activities	(103,090,745)	(27,219,401)

<i>(all figures in INR)</i>		
	As at 31st March 2010	As at 31st March 2009
D. EXCHANGE DIFFERENCE IN FOREIGN CURRENCY	<u>(3,991,142)</u>	<u>1,804,743</u>
Net (Decrease) Increase in Cash & Cash equivalents	<u>(5,717,864)</u>	<u>2,297,102</u>
Opening Cash & Cash equivalents	<u>44,040,373</u>	<u>41,743,271</u>
Closing Cash & Cash equivalents	<u>38,322,509</u>	<u>44,040,373</u>

Notes to the Cash Flow Statement:

1. The cash flow statement has been prepared in accordance with the requirements of Accounting Standard - 3 "Cash Flow Statement".
2. 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.
3. Significant cash and cash equivalents balances held by the Company are available for its use.
4. Previous year figures have been regrouped or rearranged where ever necessary.

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

As per our report attached

For and on behalf of

Arun Dua & Co.
Chartered Accountants
(Regn.No.F.R.N.005435N)

Arun Kumar
Proprietor
Membership No. 082623

New Delhi
Dated: August 12,2010

For and on behalf of the Board of Directors

Pradeep Gupta
Chairman & Managing Director

Krishan Kant Tulshan
Executive Director

Shilpi Gupta
Company Secretary

CYBER MEDIA (INDIA) LIMITED
SCHEDULES TO THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2010

(all figures in INR)

	As at 31st March 2010	As at 31st March 2009
SCHEDULE 1 SHARE CAPITAL		
Authorized		
12,500,000 (12,500,000) Equity Shares of Rs. 10/- each	<u>125,000,000</u>	<u>125,000,000</u>
Issued, Subscribed, Called and Paid Up		
3,815,304 (3,815,304) Equity Shares of Rs. 10/- each, fully paid up in cash	<u>38,153,040</u>	<u>38,153,040</u>
6,185,938 (6,185,938) Equity Shares of Rs. 10/- each, fully paid up issued as bonus shares by capitalization of general reserves	<u>61,859,380</u>	<u>61,859,380</u>
Total	<u>100,012,420</u>	<u>100,012,420</u>
SCHEDULE 2 RESERVES AND SURPLUS		
Share Premium Account		
At commencement of the year	146,517,353	149,103,929
Less: IPO expenses written off	<u>2,586,577</u>	<u>2,586,576</u>
	143,930,776	146,517,353
Foreign Currency Translation Reserve		
As per Last Balance Sheet	2,949,1462	(425857)
Add: Arising due to translation of non integral foreign operation in accordance with Accounting standard-11 'The Effects of change in Foreign Exchange Rates'	<u>(15,268,792)</u>	<u>29917319</u>
	14,222,670	29,491,462
General Reserve		
At commencement of the year	169,485,639	168,241,101
Add: From Profit and Loss Account	<u>—</u>	<u>1,244,538</u>
	169,485,639	169,485,639
Profit & Loss Account	<u>(62,971,389)</u>	<u>(30,543,195)</u>
Total	<u>264,667,696</u>	<u>314,951,259</u>
SCHEDULE 3 SECURED LOANS*		
Loans and Advances from Banks		
Term Loans**	203,610,028	278,789,127
Cash Credit Facilities	<u>161,085,262</u>	<u>178,583,690</u>
	364,695,290	457,372,817
Loans and Advances from Others		
Term Loans***	<u>952,410</u>	<u>1,935,936</u>
Total	<u>365,647,700</u>	<u>459,308,753</u>
* Secured by charge over certain assets of the Company (see note in Schedule 20)		
** Payable within one year	39,307,527	57,370,509
*** Payable within one year	148,983	593,499
SCHEDULE 4 UNSECURED LOANS		
Other Loans and Advances		
Security Deposits	<u>1,151,070</u>	<u>1,360,335</u>
Sundry Parties	<u>36,408,006</u>	<u>3,850,000</u>
Total	<u>37,559,076</u>	<u>5,210,335</u>

CYBER MEDIA (INDIA) LIMITED
SCHEDULES TO THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2010

SCHEDULE 5
FIXED ASSETS

Description	Gross Block					Depreciation/Amortization					Net Block	
	As At 1.04.09	Additions	Deduc- tions	Foreign Currency Translation Difference	As At 31.03.2010	Upto 31.03.2009	For the Year	Adjust- ments	Foreign Currency Translation Difference	Upto 31.03.2010	As At 31.03.2010	As At 31.03.2009
Tangible Assets												
Land Free Hold	6,024,854	—	—	—	6,024,854	—	—	—	—	—	6,024,854	6,024,854
Building Free Hold	39,171,536	2,228,823	—	—	41,400,359	8,509,105	652,455	—	—	9,161,560	32,238,799	30,662,431
Computers	88,005,676	9,063,606	—	(1,536,156)	95,533,126	74,147,210	6,195,983	—	(165,374)	80,177,819	15,355,307	13,858,466
Furniture & Fixtures	147,329,350	595,973	—	(13,058,575)	134,866,748	107,878,779	5,130,587	—	(12,623,728)	100,385,638	34,481,110	39,450,571
Equipments & Installations	25,026,775	347,300	126,797	—	25,247,278	7,385,178	1,201,605	19,686	—	8,567,097	16,680,181	17,641,597
Air Conditioner	12,602,160	131,750	—	—	12,733,910	2,904,957	599,714	—	—	3,504,671	9,229,239	9,697,203
Generator	5,211,716	—	—	—	5,211,716	1,080,749	247,557	—	—	1,328,306	3,883,410	4,130,967
Vehicles	40,743,233	1,890,588	2,509,457	(407,255)	39,717,109	20,069,330	3,900,032	670,045	(276,817)	23,022,500	16,694,609	20,673,903
Books	349,918	—	—	—	349,918	237,957	14,811	—	—	252,768	97,150	111,961
Leasehold Improvement	4,333,491	—	—	(583,946)	3,749,545	2,478,442	389,304	—	(342,733)	2,525,013	1,224,532	1,855,049
TOTAL												
Tangible Assets	368,798,709	14,258,040	2,636,254	(15,585,932)	364,834,563	224,691,707	18,332,048	689,731	(13,408,652)	228,925,372	135,909,191	144,107,002
Previous Year	336,826,682	9,144,747	1,187,151	24,014,431	368,798,709	183,199,427	20,569,136	810,223	21,733,367	224,691,707	144,107,002	153,627,255
Intangible Assets												
CAPITALIZED SOFTWARE & WEBSITES	17,818,880	443,993	—	—	18,262,873	8,569,603	1,852,958	—	—	10,422,561	7,840,312	9,249,277
TRADEMARKS	6,926,080	—	—	—	6,926,080	6,699,909	25,000	—	—	6,724,909	201,171	226,171
COMMERCIAL RIGHTS & CUSTOMER INTANGIBLES	288,776,503	18,962,379	—	(21,715,580)	286,023,302	29,366,257	22,305,749	—	(1,942,208)	49,729,798	236,293,504	259,410,246
GOODWILL	145,647,533	—	—	(18,420,891)	127,226,642	5,212,273	4,159,094	—	(919,481)	8,451,886	118,774,756	140,435,260
RESEARCH AND DEVELOPMENT	6,051,720	—	—	(815,480)	5,236,240	3,696,254	338,055	—	(515,070)	3,519,239	1,717,001	2,355,466
TOTAL												
Intangible Assets	465,220,716	19,406,372	—	(40,951,951)	443,675,137	53,544,296	28,680,856	—	(3,376,759)	78,848,393	364,826,744	411,676,420
Previous Year	375,035,193	35,709,640	33,708	54,509,591	465,220,716	21,834,142	28,930,460	2,473	2,782,167	53,544,296	411,676,420	353,201,051
GRAND TOTAL	834,019,425	33,664,412	2,636,254	(56,537,883)	808,509,700	278,236,003	47,012,904	689,731	(16,785,411)	307,773,765	500,735,935	555,783,422
Previous year	711,861,875	44,854,387	1,220,859	78,524,022	834,019,425	205,033,569	49,499,596	812,696	24,515,534	278,236,003	555,783,422	506,828,306

CYBER MEDIA (INDIA) LIMITED
SCHEDULES TO THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2010

(all figures in INR)

	As at 31st March 2010	As at 31st March 2009
SCHEDULE 6 INVESTMENTS		
Long Term - unquoted		
Trade Investments		
Cyber Media Careers Limited 4,462,399 (4,462,399) Equity Shares of Rs. 10 each, fully paid up	44,623,990	44,623,990
SX2 Media Labs LLC Representing 20% ownership Interest	52,028,394	60,131,177
Cyber Media Foundation Limited 250,000 (250,000) Equity Shares of Rs. 10 each, fully paid up	—	—
Cyber Astro Limited 75,000 (75,000) Equity Shares of Rs. 10 each fully paid up	—	—
Total	96,652,384	104,755,167
Aggregate Face Value of Unquoted Investments	96,652,384	104,755,167
SCHEDULE 7 INVENTORIES		
Raw Materials		
Newsprint	3,265,546	16,928,889
Trading Goods	10,913,961	8,255,256
Packing Material	—	478,433
Work in Progress	35,886,300	41,475,150
Total	50,065,807	67,137,728
SCHEDULE 8 SUNDRY DEBTORS		
Unsecured but considered good		
Debts exceeding six months	33,766,054	49,750,155
Other debts	238,154,709	243,223,068
Total	271,920,763	292,973,223
SCHEDULE 9 CASH AND BANK BALANCES		
Cash on hand	1,070,835	889,310
Balance with Scheduled Banks in		
Current Accounts	19,959,827	27,072,456
Deposit Accounts	16,020,950	15,498,571
Interest Accrued but not Due	1,270,897	575,103
	37,251,674	43,146,130
With Others		
Gurgaon Gramin Bank*	—	4,933
Total	38,322,509	44,040,373
*Maximum amount outstanding at any time During The Year	4,933	79,541

CYBER MEDIA (INDIA) LIMITED**SCHEDULES TO THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2010***(all figures in INR)*

	As at 31st March 2010	As at 31st March 2009
SCHEDULE 10 LOANS AND ADVANCES		
Unsecured but considered good		
Loans to others	5,423,621	5,278,715
Advances recoverable in cash or in kind of for value to be received	16,579,135	19,860,370
Security Deposits	9,827,423	11,080,868
Deposit with Sales-tax department	5,609,359	5,609,359
Prepaid Taxes	46,755,194	40,261,092
Total	<u>84,194,732</u>	<u>82,090,404</u>
SCHEDULE 11 CURRENT LIABILITIES		
Acceptances	73,615,003	87,727,411
Sundry Creditors	207,247,132	191,442,723
Advance payments from customers	23,951,636	3,037,265
Total	<u>304,813,771</u>	<u>282,207,399</u>
SCHEDULE 12 PROVISIONS		
Proposed Dividend	4,116,768	—
Employee Benefits	30,165,721	33,812,823
Total	<u>34,282,489</u>	<u>33,812,823</u>
SCHEDULE 13 MISCELLANEOUS EXPENDITURE		
To the extent not written off and / or adjusted		
Public Issue Expenses	—	2,586,577
Deferred Revenue Expenditure	8,450,112	16,900,224
Preliminary Expenses	—	2,100
Total	<u>8,450,112</u>	<u>19,488,901</u>

CYBER MEDIA (INDIA) LIMITED

CONSOLIDATED SCHEDULES TO THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2010

(all figures in INR)

	Year Ended 31st March 2010	Year Ended 31st March 2009
SCHEDULE - 14 OTHER INCOME		
Dividend from subsidiary companies	—	5,000,000
Interest on Loans to others	547,957	547,956
Interest on Fixed Deposits—Gross	1,469,887	1,382,687
Profit on sale of investments	—	15,615
Exchange Rate Deference (Net)	1,157,935	1,804,743
Rentals	—	420,750
Miscellaneous Income	7,030,211	3,749,450
Total	10,205,990	12,921,201
Tax deducted at source		
Interest on Loans to subsidiaries	120,526	124,164
Interest on Fixed Deposit	270,858	452,199
Others	—	141,748
SCHEDULE 15 DIRECT EXPENSES		
Cost of Trading Goods Sold		
Opening Stocks	8,733,689	10,405,549
Add: Purchases	36,617,899	26,013,422
	45,351,588	36,418,971
Less: Closing Stock	10,913,961	8,733,689
	34,437,627	26,385,613
Consumption of Newsprint		
Opening Stocks	16,928,889	16,726,760
Add: Purchases	7,886,091	30,476,818
	24,814,980	47,203,578
Less: Closing Stock	3,265,546	16,928,889
	21,549,434	30,274,689
Content Expenses	246,720,233	276,890,011
Research & Survey Expenses	57,792,869	82,752,797
Discount on Sales & Services	86,194,051	138,369,430
Packing & Despatch	12,497,055	23,374,427
Printing & Processing	33,180,685	55,866,328
Total	492,371,954	635,212,964
SCHEDULE 16 PERSONNEL EXPENSES		
Salaries, Bonus and Allowances	295,666,901	359,311,478
Contribution to PF & Other Funds	14,712,224	15,916,582
Staff Welfare	5,715,527	8,261,128
Staff Recruitment & Training	1,838,585	2,075,655
Total	317,933,237	385,564,843

CYBER MEDIA (INDIA) LIMITED**CONSOLIDATED SCHEDULES TO THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2010***(all figures in INR)*

	Year Ended 31st March 2010	Year Ended 31st March 2009
SCHEDULE 17 OTHER EXPENSES		
Rent & Hire Charges	25,882,454	35,937,083
Rates & Taxes	969,048	961,526
Printing & Stationary	2,546,473	4,250,336
Correspondence & Communications	12,918,301	17,971,124
Travelling & Conveyance	29,395,581	39,815,995
Electricity & Water	8,509,228	10,654,327
Insurance	1,573,223	5,592,086
Vehicle Running & Maintenance	3,070,904	3,920,067
Repair & Maintenance - Building	3,031,811	3,567,062
Repair & Maintenance - Plant & Machinery	2,686,284	2,703,599
Repair & Maintenance - Others	3,222,527	3,101,087
Directors Sitting Fees	159,475	156,575
Legal & Professional Charges	29,777,984	30,750,799
Remuneration to Statutory Auditors	252,116	229,750
Newspaper, Books and Periodicals	1,107,471	1,257,870
Miscellaneous Expenses	18,375,373	16,045,267
Advertisement & Publicity	13,633,400	28,098,234
Loss on sale of assets	1,005,923	219,927
Exchange rate Difference (Net)	5,149,077	—
Preliminary Expenses written off	2,100	23,919
Total	163,268,753	205,256,633
SCHEDULE 18 FINANCIAL EXPENSES		
Interest on Bank Term Loan	18,812,704	23,662,946
Interest on Cash Credit Facility	21,628,079	23,318,940
Interest on Other Loans	1,337,651	212,185
	41,778,434	47,194,071
Financial Charges	2,790,160	3,897,057
Total	44,568,594	51,091,128

SCHEDULE 19

Statement of 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) 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 in the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 1956, 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 standards requires a change in the accounting policy hitherto in use.

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

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., 31st March 2009.

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, 2009
Cyber Media India Online Limited	Subsidiary	91.95%
Cyber Media Events Limited	Subsidiary	100.00%
IDC (India) Ltd	Subsidiary	100.00%
Cyber Media Digital Limited	Subsidiary	100.00%
Cyber Media Singapore Pte. Limited	Subsidiary	100.00%
Cyber Holdings Limited	Subsidiary	100.00%
Cyber Media India LLC	Subsidiary	100.00%
Cyber Media Services Limited	Subsidiary	99.99%
TDA Group LLC	Subsidiary*	100%
Publication Services Inc.	Subsidiary**	49%
Content Matrix LLC	Subsidiary*	100%
Global Services Media LLC (Formerly known as CMP Cyber Media LLC)	Subsidiary*	100%
Cyber Media Careers Limited	Associate	34.86%
Cyber Media Foundation Limited	Associate	50.00%
Cyber Astro Limited	Associate	37.50%

* Subsidiary of 100% Company's subsidiary namely Cyber Media India LLC

** Board Controlled Subsidiary

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.

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.

5) Depreciation/ Amortization/Impairment

Depreciation is provided on straight-line method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956 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 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 of 10 years. Software licenses with a purchase cost below Rs.5000 are fully amortized in the year of acquisition itself.

The cost of internally generated 'Intangible Assets' is accordingly amortized on a straight line method over its useful life of 10 years.

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.

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.

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.

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.

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).

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.

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.

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).

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.

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.

15) Deferred Revenue Expenditure

Deferred Revenue Expenditure represents new projects implementation cost to be amortized over a period of 60 months or earlier equally, commencing from the month of commencement of commercial activities of the project.

16) Initial Public Offering (IPO) Expenses

Public Issue Expenses are written off from share premium account as per section 78(2) (c) of the Companies Act,1956 in five equal accounting year commencing with the year of listing of equity share on the designated stock exchange.

17) Leases

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

SCHEDULE 20
NOTES TO THE ACCOUNTS

1) **Particulars of securities charged against secured loans taken by the Company are as follows:** (Rs.' 000)

Particulars	As At 31.03.2010	As at 31.03.2009	Security Charged
Term Loan			
State Bank of Mysore			
— Medium Term Loan	57,312	72,198	First charge on all the present and future, movable (excluding those charged to hire-purchasers) and immovable assets including current assets of the Company.
— Buyer's Credit	—	5,120	Personal guarantee of Mr. Pradeep Gupta.
Citi Bank N.A.	142,153	177,378	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
Busey Bank	—	17,897	Secured against all assets and liability of Publication Service Inc.
Other Banks	4,146	6,197	Secured against specific vehicles
Other than Banks	952	1,935	Secured against specific vehicles
Cash Credit Facility			
State Bank of Mysore	124,497	124,359	First charge by way of hypothecation, on the entire inventory, consumables, book debts and receivables.
Busey Bank	9,469	26,051	Secured against all assets and liability of Publication Services Inc.
Citi Bank N.A.	27,118	28,173	Secured against all assets and liabilities of TDA Group LLC
Total	365,647	459,308	

2) **Taxation**

Breakup of net deferred tax liabilities into major components of the respective balances is as follows: (Rs.' 000)

Deferred Tax Assets/Liabilities	As at 01.04.2009	Charged / (Credited) to Profit & Loss Account	Impact of Foreign Currency Translation	As at 31.03.2010
Deferred Tax Liabilities: (A)				
Tax impact of difference between carrying amount of fixed assets in the financial statements and as per the income tax calculation	31,685	2,118		33,803
Deferred Tax Assets: (B)				
Tax impact of Employees Benefits in compliance of Accounting Standard 15 & Carry Forward Depreciation and Business Losses	58,570	30,252	(5,058)	83,764
Net Deferred Tax Liability/(Asset) (A-B)	(26,885)	(28,134)	(5,058)	(49,961)

Deferred tax credit has been calculated using the income tax rates as applicable to Assessment Year 2010-2011. Deferred tax assets and liabilities are being offset as they relate to taxes on income levied by the same governing taxation laws.

3) Employees Benefits

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, withdrawal, 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 Liabilities:**(Rs.)**

Particulars	Gratuity	Leave Encashment	Total
Present value of obligations as on 1.04.09	13,371,483	21,783,903	35,155,386
Current service cost	1,381,483	(981,735)	399,748
Interest cost	936,004	818,667	1,754,671
Actuarial (gain)/loss on obligation	(1,141,423)	(980,527)	(2,121,950)
Less: Benefits paid	(1,594,784)	(2,208,378)	(3,803,162)
Present value of obligations as on 31.03.10	12,952,763	18,431,930	31,384,693

c. Reconciliation of assets and liabilities:**(Rs.)**

Particulars	Gratuity	Leave Encashment	Total
Present value of unfunded defined benefit			
obligation as on 31.03.10	12,952,763	18,431,930	31,384,693
Fair value of plan assets**	1,218,972	—	1,218,972
Net Liability Recognized on 31.03.2010	11,733,791	18,431,390	30,165,721

**The gratuity is partly funded and leave encashment plan are wholly unfunded as on 31st March 2009.

d. Principal actuarial assumptions

- | | |
|---|--------|
| i. Discount rate as at 31.03.10 | 7.00 % |
| ii. Future salary increase | 6.00 % |
| iii. Average Outstanding Service of Employees up to Retirement: | 26 yrs |

Director's Remuneration**(Rs. in '000)**

Particulars	As at 31.03.2010	As at 31.03.2009
Salaries, allowances & bonus	8,891	8,310
Contribution to PF & other Fund	367	367
Total	9,258	8,677

4) 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 take place during the year and description of relationships, as identified and certified by management are:

(Rs. in '000)

Nature of Transactions	Associates		Key Management Personnel		Relative of Key Management Personnel	
	Year Ended 31st March		Year Ended 31st March		Year Ended 31st March	
	2010	2009	2010	2009	2010	2009
Purchases	189	486	—	—	—	—
Sales	—	4,822	—	—	—	—
Salaries & Related Cost	—	—	—	—	351	66
Rent Paid	—	—	120	120	518	450
Interest Income	548	548	—	—	—	—
Closing Balances:						
Sundry Debtors	19,459	36,264	—	—	—	—
Loans & Advances	3,653	5,278	—	—	—	—
Investments	49,224	49,224	—	—	—	—
Managerial Remuneration	—	—	9,258	8,677	—	—

Names of related parties and description of relationship:

Associates	Cyber Media Careers Limited Cyber Astro Limited, Cyber Media Foundation Limited
Key Management Personnel	Mr. Pradeep Gupta Mr. Shyam Malhotra Mr. Krishan Kant Tulshan
Relatives of Key Management Personnel	Mrs. Sudha Bala Gupta Mrs. Dipika Tulshan Mr. Dhaval Gupta

5) Segment Reporting

As per Accounting Standard 17 on 'Segment Reporting', the Company has identified two segment viz media and media services. The relevant informations is as under.

(Rs. in millions)

	Year Ended	
	31.03.2010	31.03.2009
Segment Revenue		
Media	477.89	643.24
Media Services	551.43	598.25
Total	1,029.32	1241.49
Less: Inter Segment Revenue	17.95	24.67
Total Revenue	1,011.37	1216.82
Segment Results		
Profit Before Tax, Interest Income, Interest Expenses And dividend from each Segment:		
Media	(14.30)	13.94
Media Services	(5.09)	(76.64)
Sub-Total	(9.21)	(62.70)
Less: Unrealised Segment Margins	—	—
Sub-Total	(9.21)	(62.70)
Less: Interest Expenditure	44.57	51.09
Profit before Tax	(53.78)	(113.79)

The information required to be given for secondary segment being geographical segment is as under:

(Rs. in '000)

Geographical Segment	Sales		Carrying Cost of Assets		Capital Expenditure	
	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009
India	465,355	634,366	600,205	625,809	12,585	7,332
Outside India	546,012	582,457	492,378	548,586	21,079	37,522
Total	1,011,367	1,216,823	1,092,583	1,174,395	33,664	44,854

6) Contingent Liabilities

- 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 17.50 million to IDC (India) Limited, Rs. 10 million, to Cyber Media Digital Limited and Rs. 10 million, to Cyber Media India Online Limited (Formerly Cyber India Online Limited), subsidiaries of Cyber Media (India) Limited.
- Guarantees given to State Bank of Mysore to secure Stand by Letter of Credit favoring Citi Bank N.A., New York to secure the Term Loan of USD 3.4 Million (USD 3.4 Million) [INR 139.40 Million (INR 177.38 Million)] sanctioned by Citi Bank to Cyber Media India LLC, New York towards assets purchase of TDA, California. The increase in outstanding amount in INR due to change in foreign currency rates prevailing on the balance sheet date.
- Total of Bank guarantee outstanding as at year-end amounting to Rs.245,700 (Two Lac forty five thousand seven hundred only) given to Customs & postal Department against which 100% margin has already been deposited with the bank. Total of letter of Credit outstanding as at year end were amounting to Rs.3,655,330 against import of paper.
- During the Financial Year 2006-2007, the Company received a notice from Chennai Sales Tax Authorities demanding a sum of Rs. 18,617,703 for the Assessment Year 2001-02. Disputing the order, the Company secured an appeal before the Chennai Appellate authority against the assessment order but had to deposit Rs. 5,609,357 for going into appeal. The Company has won the appeal at the First Appellate level. Tamilnadu 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 afresh. The Company has taken expert legal opinion and is confident that the matter will be decided in favour of the Company. Further, in subsequent years the assessing officer has upheld the view of the Company.
In view of the above, demand raised by the authorities has been treated as contingent liability in accordance with AS-29 "Provision, Contingent Liabilities and Contingent Assets".
- Income-tax demand on regular assessment by the revenue authorities disputed in appeal is as under :

S. No.	Nature of Dues	Amount	Period of Which amount relates	Forum where dispute is pending
1.	Tax on Regular Assessment U/S 143(1) of Income Tax Act, 1961	4,447,193	Financial Year ended 31.03.2006	Commissioner of Income Tax (Appeals) IV, New Delhi
2.	Tax on Regular Assessment U/S 143(3) of Income Tax Act, 1961	530,095	Financial Year ended 31.03.2007	Commissioner of Income Tax (Appeals) VI, New Delhi

7) Other Notes

- As on 31st March 2010 an amount of Rs 17,880/- was lying in the public issue refund account as refund warrant have not been presented for clearance.
- Detail of amount outstanding in unclaimed dividend is as under:

Dividend for the year ended	Amount(Rs)
31st March 2006	174,241
31st March 2007	240,176
31st March 2008	118,479

- The Company has not received any intimation from Micro and small enterprises under "The Micro, Small and Medium enterprises Act, 2006". As, per the information available with the Company no interest is paid or payable under the Act
- The Company has not capitalized any borrowing cost during the year.
- The Company has filed a scheme of Arrangement and Merger under section 391-394 of the Companies Act, 1956 in the Hon'ble High Court at New Delhi, pursuant to which it is proposed to merge Cyber Media India Online Limited, Cyber Media Digital Limited, Cyber Media Events Limited and Cyber Holdings Limited with Cyber Media (India) Limited w.e.f. appointed date 01.04.2009
- Previous year figures have been regrouped/reclassified, wherever necessary, to confirm to current year's classification
- The Company has no other information required to be disclosed pursuant to Schedule VI of the Companies Act, 1956.

As per our report attached

For and on behalf of

Arun Dua & Co.
Chartered Accountants
(Regn.No.F.R.N.005435N)

Arun Kumar
Proprietor
Membership No. 082623

New Delhi
Dated: August 12, 2010

For and on behalf of the Board of Directors

Pradeep Gupta
Chairman & Managing Director

Krishan Kant Tulshan
Executive Director

Shilpi Gupta
Company Secretary

NOTES

FORM OF PROXY

I/We _____ of _____ in the district of _____ being a member of Cyber Media (India) Limited, holding _____ Share, hereby appoint Mr./Mrs. _____ of _____ in the district of _____ or failing him/her Mr./Ms. _____ of _____ in the district of _____ as my/our proxy to vote for me at the Twenty Eighth Annual General Meeting of the Company to be held at the Singhanian Hall, PHD Chambers of Commerce, 4/2, Siri Institutional area, August Kranti Marg, New Delhi 110016 at 4.00 p.m. on Wednesday, the 29th day of September, 2010 and at any adjournment thereof.

Signed this _____ day of _____, 2010

Folio No. _____ / DP Id _____ Client Id _____

Signature

Affix
Re 1
revenue
stamp

- Note:
1. The proxy need not be a member of the Company
 2. The proxy form duly completed should reach the Company's registered office, D-74, Panchsheel Enclave, New Delhi - 110 017, at least 48 hours before the time for holding the aforesaid meeting.

ATTENDANCE SLIP

I hereby record my presence at the Twenty Eighth Annual General Meeting of the Company held at Singhanian Hall, PHD Chambers of Commerce, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi - 110016 at 4.00 p.m. on Wednesday, the 29th day of September, 2010.

Full Name _____ Signature _____

Folio No. _____ / DP Id _____ Client Id _____

Full Name of the Proxy _____ Signature _____

Note : Members/Proxies wishing to attend the meeting must bring the attendance slip to the meeting.

