### **ANNEXURE I**

## Format to be submitted by listed entity on quarterly basis

 Name of Listed Entity
 Quarter ending - Cyber Media Research & Services Limited - 31-Mar-2024

# i. Composition Of Board of Directors

Title (Mr./ Ms)	Name of the Director	DIN	PAZ	teg	Su b Ca te go ry	Initial Date of Appoin tment	Date of Appoin tment	Da te of ce ss ati on	Te nu re	Date of Birth	Whe ther the director is disqualified?	St art Da te of dis qu alif ica tio n	End Date of disq ualifi catio n	Details of disqua lificatio n	Curren t status	Wheth er specia I resolut ion passe d? [Refer Reg. 17 (1A) of Listing Regul ations]	Date of passin g specia I resolut ion	No. of Directors hip in liste d entiti es inclu ding this liste d entit y [in refer ence to Reg ulati on 17A (1)]	No of Inde pen dent Dire ctors hip in liste d entiti es including this liste d entit y [in refer ence to provi so to regu latio n 17A (1)]	No of mem bers hips in Audi t/ Stak ehol der Com mitte e(s) inclu ding this liste d entit y	No of post tof Ch airp ers on in Au dit/ Sta keh old er Co mm itte e hel d in list ed enti ties incl udi ng this list ed enti ty	Me mb ers hip in Co mmi ttee s of the Co mp any	Remarks
Mr.	Gupta Dhaval	05287458		NED ED	MD	1996 20-Feb-				1955 15-Sep-	No				Active	NA		2	0	2	0	SRC	
	Gupta					2017				1983							00						
Mr.	Rohitasav a Chand	00011150		NED		31-Jan- 2022				21-Oct- 1946	No				Active	Yes	22- Feb- 2022	2	0	4	2	AC, SRC	
Mr.	Krishan Kant Tulshan	00009764		ID		01-Nov- 1997	31-Jan- 2022		26	17-Dec- 1962	No				Active	NA		2	2	2	2	AC,NR C	

Mrs.	Shravani Dang	02131359	ID	31-Jan- 2022	31-Jan- 2022	26	03-Jun- 1959	No		Active	NA	2	2	2	0	SRC,N RC	
Mr.	Arun Seth	00204434	ID	31-Jan- 2022	31-Jan- 2022	26	19-Nov- 1951	No		Active	NA	5	5	7	0	AC,NR C	
Mr.	Shravan Sampath	02590066	ID	07-Feb- 2023	07-Feb- 2023	14	10-May- 1983	No		Active	NA	1	1	2	0		

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

# ii. Composition of Committees

# a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Krishan Kant Tulshan	ID	Chairperson	22-Feb-2022	
2	Rohitasava Chand	NED	Member	22-Feb-2022	
3	Arun Seth	ID	Member	22-Feb-2022	
4	Shravan Sampath	ID	Member	25-May-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

# b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
4	Dahitaasya Chand	NED	Chairnaraan	22 5-6 2022	
I	Rohitasava Chand	NED	Chairperson	22-Feb-2022	
2	Shravani Dang	ID	Member	22-Feb-2022	
3	Dhaval Gupta	ED	Member	22-Feb-2022	
4	Shravan Sampath	ID	Member	25-May-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

# c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Dhaval Gupta	ED	Chairperson	02-August-2023	
2	Krishan Kant Tulshan	ID	Member	02-August-2023	
3	Sankaranarayanan V.V.	CFO	Member	02-August-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

## d. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Shravani Dang	ID	Chairperson	22-Feb-2022	
2	Krishan Kant Tulshan	ID	Member	22-Feb-2022	
3	Arun Seth	ID	Member	22-Feb-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

# iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)		Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
08-Nov-2023	Yes	7	6	3
06-Feb-2024	Yes	7	5	3
16-Mar-2024	Yes	7	5	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	89
Maximum gap between any two consecutive (in number of days)	38

# iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	02-Nov-2023	Yes	4	3	2	0
Audit Committee	01-Feb-2024	Yes	4	3	3	0
Nomination & Remuneration Committee	08-Nov-2023	Yes	3	2	2	0
Nomination & Remuneration Committee	06-Feb-2024	Yes	3	2	2	0
Stakeholders Relationship Committee	08-Nov-2023	Yes	4	4	2	0
Stakeholders Relationship Committee	06-Feb-2024	Yes	4	3	2	0
Risk Management Committee	25-Jan-2024	Yes	2	2	1	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	90
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#### v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related	
party transactions	

#### VI. Affirmations

- 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
- 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee Yes
  - b. Nomination & remuneration committee Yes
  - c. Stakeholders relationship committee Yes
  - d. Risk management committee (applicable to the top 1000 listed entities) Yes
- 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
- 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- Yes
- 5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Yes
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : Savita Rana

Designation : Company Secretary

## **ANNEXURE II**

# Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

ltem	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.cmrsl.net
Terms and conditions of appointment of independent directors	Yes		www.cmrsl.net
Composition of various committees of board of directors	Yes		www.cmrsl.net
Code of conduct of board of directors and senior management personnel	Yes		www.cmrsl.net
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.cmrsl.net
Criteria of making payments to non-executive directors	Yes		www.cmrsl.net
Policy on dealing with related party transactions	Yes		www.cmrsl.net
Policy for determining 'material' subsidiaries	Yes		www.cmrsl.net
Details of familiarization programs imparted to independent directors	Yes		www.cmrsl.net
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		www.cmrsl.net
Contact information of the designated officials of the listed entity who are	Yes		www.cmrsl.net
Financial results	Yes		www.cmrsl.net
Shareholding pattern	Yes		www.cmrsl.net
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously	Yes		www.cmrsl.net
Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		www.cmrsl.net
New name and the old name of the listed entity	Yes		www.cmrsl.net
Advertisements as per regulation 47 (1)	Yes		www.cmrsl.net
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Not Applicable		
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.cmrsl.net
Secretarial Compliance Report	Yes		www.cmrsl.net
Materiality Policy as per Regulation 30(4)	Yes		www.cmrsl.net
Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.cmrsl.net
Disclosure under regulation 30(8)	Yes		www.cmrsl.net
Statement of deviation(s) or variation(s) as specified in regulation 32	Yes		www.cmrsl.net

Dividend Distribution Policy as per Regulation 43A(1)	Yes	www.cmrsl.net
Annual return as provided under section 92 of the Companies Act, 2013	Yes	www.cmrsl.net
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	www.cmrsl.net
Compliance with regulation 46(3) with respect to accuracy of disclosure on the website and timely updating	Yes	www.cmrsl.net

Particulars	Regulation Number	Compliance	Company Remark
		status (Yes/No/NA)	
ndependent director(s) have been appointed in terms of specified criteria of independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of Nomination & Remuneration Committee	19(3A)	Yes	
Role of Nomination & Remuneration Committee	19(4)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of Stakeholder Relationship Committee	20(3A)	Yes	
Role of Stakeholder Relationship Committee	20(4)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	

Meeting of Risk Management Committee	21(3A)	Yes	
Quorum of Risk Management Committee	21(3B)	Yes	
Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Yes	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Alternate Director to Independent Director	25(1)	Not Applicable	
Maximum Tenure	25(2)	Yes	
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent Directors	25(10)	Not Applicable	
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Approval of the Board and shareholders fro compensation or profit sharing inconnection with dealings in the securities of the listed entity	26(6)	Not Applicable	
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
Any other information to be provided – Add Notes			

#### **III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

Other Information	

Name : Savita Rana

Designation : Company Secretary

#### **ANNEXURE IV**

## (A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months			Balance outstanding at the end of six months				
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
0	0	0	0	92047412	0	0	0

# (B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0

Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

## (C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(D) If the Listed Entity would like to provide any other information the same may be indicated here			

#### Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-	
Company Kemarks in case of non-	
compliant status	
compilant status	

Name: Sankaranarayanan V.V. Designation: Chief Financial Officer Place: Gurugram Date: 18-Apr-2024

Details of Cyber Security Incidence	-
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or	No
documents during the quarter	
Number of cyber security incidents or breaches or loss of data or documents during the quarter	