



February 18, 2025

Manager-Listing Compliance
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G, Bandra Kurla Complex,
Bandra (East), Mumbai-400051

Symbol: CMRSL

Sub.: Postal Ballot Notice

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose copy of the Postal Ballot Notice dated February 11, 2025 together with the Explanatory Statement thereto (hereinafter referred to as "Notice"), seeking approval of the members of the Company on the special business as set out in the Notice by means of electronic voting (remote e-voting) in accordance with the applicable laws.

The Company, today on February 18, 2025, has sent the Notice to those members who have registered their email addresses with the Company/Depositories, as on February 14, 2025 (cut-off date). A copy of Notice is also available on the website of the Company at www.cmrsll.net.

In this connection, we also wish to inform that the remote e-voting in respect of the resolutions contained in the Notice will commence at 09:00 a.m. (IST) on Friday, February 21, 2025 and shall be concluded at 05:00 p.m. (IST) on Saturday, March 22, 2025.

Kindly take note of the above information on your record.

Yours truly,
For Cyber Media Research & Services Limited

Savita Rana
Company Secretary
M. No. ACS 29078



Cyber Media Research & Services Limited

CIN: L74130DL1996PLC081509

Registered Office: D-74, Panchsheel Enclave, New Delhi-110017, Tel.: 011-26491135

Corporate Office: Cyber House, B-35, Sector-32, Gurugram-122003, Haryana, Tel.: 0124-4237517

Email: investor.care@cmrsl.net. Website: www.cmrsl.net

Postal Ballot Notice

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), General Circular No. 09/2024 dated September 19, 2024 read with its General Circular No. 14/2020 dated April 08, 2020, General Circular No. 03/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA”), and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (hereinafter collectively referred to as “General Circulars”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the Members through postal ballot/electronic voting (e-voting).

Further, in terms of the General Circulars, the Company shall send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or depositories/depository participants and the communication of assent/dissent of the Members shall only take place through the remote e-voting system. This Postal Ballot process is accordingly being initiated in compliance with the General Circulars.

The Board of Directors of the Company has appointed Mr. Akhilesh Kumar Jha, Company Secretary (Membership No. FCS 9031) of M/s. Akhilesh & Associates, Practicing Company Secretaries (C.P. No. 18250), as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The Company is desirous of seeking your consent for the proposal as contained in the resolutions given hereinafter. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the resolutions setting out the material facts concerning the same and the reasons thereof are annexed hereto for your consideration.

Members are requested to send their assent or dissent only through the remote e-voting system. The voting must be submitted not later than 05:00 p.m. (IST) on Saturday, March 22, 2025 to be eligible for being considered to the Scrutinizer, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the e-voting process. The results shall be declared on or before Monday, March 24, 2025 by 5:00 p.m.(IST) and communicated to the Stock Exchange, Depositories, Registrar and Share Transfer Agent and would also be uploaded on the Company's website at www.cmrsl.net.

Special Business:

Item 1: Re-appointment of Mr. Pradeep Gupta as Chairman (Non-Executive):

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

“RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and the Articles of Association of the Company, based upon recommendations of the Nomination and Remuneration Committee and that of the Board of Directors, consent of Members of the Company be and is hereby accorded to the re-appointment of Mr. Pradeep Gupta (DIN:00007520), as Chairman (under Non-Executive Category) of the Company for a period of three years with effect from February 01, 2025 to January 31, 2028.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers to any director(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item 2: Re-appointment of Mr. Dhaval Gupta as Managing Director, and fixation of his remuneration

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

“RESOLVED THAT pursuant to Sections 196, 197, 198, and 203 read with Schedule V, and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company, based upon recommendations of the Nomination and Remuneration Committee, and that of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Dhaval Gupta (DIN:05287458) as ‘Managing Director’ of the Company for a period of three years w.e.f. February 01, 2025 to January 31, 2028 on the remuneration, commission, perquisites and other allowances payable to him as mentioned below:

- A. Salary: Rs. 4,32,000 per month, which shall comprise of:
- (i) Basic Salary: Rs. 1,72,800 per month;
 - (ii) House Rent Allowance: Rs. 1,38,240 per month; and
 - (iii) All Other Allowances: Rs. 1,20,960 per month

Which shall be increased every year upto a maximum limit of 20%, subject to approval of Nomination and Remuneration Committee and consequent approval of the Board of Directors of the Company.

- B. Commission: @ 5% of the profit before tax, of the Company for each/every financial year; and
- C. Perquisites: In addition to the Salary and Commission, he shall also be entitled to the allowances and other perquisites as set out below:
- a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund, as per the rules of the Company;
 - b) Gratuity at a rate not exceeding half a month’s salary for each completed year of service;
 - c) Reimbursement of bills of Telephone, Internet, Mobile at residence; and
 - d) Reimbursement of all expenses incurred for office purposes.

“RESOLVED FURTHER THAT notwithstanding anything herein stated above, where in any financial year closing on or after 31st March, 2025, during the tenure of Mr. Dhaval Gupta, as Managing Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Dhaval Gupta the above remuneration by way of salary, perquisites and other allowances as minimum remuneration subject to the requisite approvals or subject to the limits specified under Section II of Part II of Schedule V to the Act.”

“RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to alter and vary the terms and conditions of re-appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Act.”

By order of the Board of
Cyber Media Research & Services Limited
Sd/-
Savita Rana
Company Secretary
M. No. ACS29078

New Delhi
February 11, 2025

Notes:

1. The Postal Ballot Notice (“Notice”) is being sent to all the Members of the Company, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), (hereinafter NSDL together with CDSL, the “Depositories”) and as available with the Company as on Friday, February 14, 2025 (“**Cut-off Date**”).

A copy of this Notice shall also be available on the website of the Company at www.cmrsll.net, the relevant section of the websites of the Stock Exchange on which the equity shares of the Company are listed and the website of MUFG Intime Private Limited (*Formerly known as Link Intime India Private Limited*), Registrar and Transfer Agent of the Company. Members holding equity shares as on the Cut-off Date can only cast their vote using remote e-voting facility.

2. As per the General Circulars, the Company will send this Notice in electronic form only. The communication of the assent or dissent of the Members on the resolutions proposed as set out in the Notice would take place through e-voting only.
3. In light of General Circulars, Members are requested to get their e-mail address registered with their respective Depository Participant. Thereafter, the Company would endeavor to send the Notice to such Members to enable them to cast their vote through e-voting.
4. All documents referred to in this Notice are available for inspection by the Members at the Registered Office of the Company during office hours on all working days from the date of this Notice. Any member seeking to inspect such documents shall give prior intimation for such inspection by sending an email at investor.care@cmrsll.net.
5. The Board of Directors of the Company has appointed Mr. Akhilesh Kumar Jha, Company Secretary of M/s. Akhilesh & Associates, Company Secretaries as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rules thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing e-voting facility to its Members in respect of the resolutions proposed to be passed in terms of this Notice.
7. The Company has engaged the services of MUFG Intime India Private Limited as the Authorized Agency to provide e-voting facilities. The remote e-voting facility shall commence on Friday, February 21, 2025 at 9:00 a. m. (IST) and ends on Saturday, March 22, 2025 at 5:00 p. m. (IST).
8. The voting results shall be announced on or before Monday, March 24, 2025 by 05:00 p.m. (IST) and shall be communicated to the stock exchange (NSE) where the equity shares of the Company are listed,

depositories, registrar and share transfer agents and shall also be displayed on the Company's website at www.cmrsi.net.

9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner as on the cut-off date i.e. February 14, 2025.
10. The Scrutinizer shall submit his report on the resolutions proposed to be passed through e-voting to the Chairman or Company Secretary after completion of the scrutiny.
11. Instructions for remote e-voting are given as under:

Remote e-voting Instructions for shareholders

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

- b) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat

mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

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

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

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

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click “Submit”

- d) Cast your vote electronically:

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

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on **“Sign Up”** under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Investor Mapping”** tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e., IN00000012345678*
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name’ - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Votes Entry”** tab under the Menu section.
- c) Enter the **“Event No.”** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter **“16-digit Demat Account No.”** for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option *i.e.* Favour / Against, click on ‘Submit’.
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select **“View”** icon for **“Company’s Name / Event number”**.
- d) E-voting page will appear.
- e) Download sample vote file from **“Download Sample Vote File”** tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under **“Upload Vote File”** option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address.

Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

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

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 in respect of the special business.

Item No. 1

Vide Special Resolution passed by the shareholders at their extra-ordinary general meeting held on February 22, 2022, Mr. Pradeep Gupta (DIN:00007520) was appointed as Non-Executive Director; and as Chairman of the Company for a period of three years, w.e.f. February 01, 2022, in accordance with the relevant provisions of the Companies Act, 2013 ("Act") and the rules made there under. The term of three years of Mr. Pradeep Gupta as Chairman (Non-Executive) has completed on January 31, 2025.

Mr. Pradeep Gupta, aged 69 years has a wide and varied experience in the business industry. Accordingly, looking at his rich experience of business industry, corporate management, role and contribution in the performance of the Company, based upon recommendation of the Nomination and Remuneration Committee, the Board of Directors ("Board") at its meeting held on February 11, 2025, subject to approval of Shareholders of the Company, approved the re-appointment of Mr. Pradeep Gupta as Chairman (under Non-Executive Category) for a period of three years w.e.f. February 01, 2025 to January 31, 2028 on such terms and conditions as recommended by the Nomination and Remuneration Committee.

Mr. Pradeep Gupta, being eligible, has offered himself for re-appointment as Chairman (under Non-Executive Category). A brief resume of Mr. Pradeep Gupta is annexed to this notice.

Mr. Pradeep Gupta will attain the age of seventy years on March 08, 2025. The Board is of the view that the continued association of Mr. Pradeep Gupta would benefit the Company, given the knowledge, experience and performance of Mr. Pradeep Gupta, and contribution to the Board processes by him. In opinion of the Board, Mr. Pradeep Gupta fulfills the conditions specified in the Act, the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), for re-appointment as Chairman (under Non-Executive Category).

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

This explanatory statement and the resolution set out at Item No. 1 may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

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

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

Item No. 2

Vide Special Resolution passed by the shareholders at their extra-ordinary general meeting held on February 22, 2022, Mr. Dhaval Gupta (DIN:05287458) was appointed as Managing Director of the Company for a period of three years w.e.f. February 01, 2022, in accordance with the relevant provisions of the Companies Act, 2013 ("Act") and the rules made there under. The term of three years of Mr. Dhaval Gupta as Managing Director has completed on January 31, 2025.

Mr. Dhaval Gupta has excellent experience in strategy, planning and implementation of business proposals with favorable market opportunity, managing roll-out of complete online & digital market approach and CMS implementation for all CyberMedia brands. In view of Mr. Dhaval Gupta's extensive experience of business industry, corporate management, role and contribution in the performance of the Company, subject to consent

of Shareholders of the Company, the Board of Directors (“Board”) has, at its meeting held on February 11, 2025, approved the re-appointment of Mr. Dhaval Gupta as Managing Director for a period of three years w.e.f. February 01, 2025 to January 31, 2028 on such terms and conditions as recommended by the Nomination and Remuneration Committee.

Mr. Dhaval Gupta, being eligible, has offered himself for re-appointment as Managing Director. A brief resume of Mr. Dhaval Gupta is annexed to this notice.

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

The Board is of the view that the continued association of Mr. Dhaval Gupta would benefit the Company, given the knowledge, experience and performance of Mr. Dhaval Gupta, and contribution to the Board processes by him. In opinion of the Board, Mr. Dhaval Gupta fulfills the conditions specified in the Act, the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), for re-appointment as Managing Director.

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

This explanatory statement and the resolution set out at Item No. 2 may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

The Board recommends the resolution set out at Item No. 2 of the Notice for approval by the members of the Company.

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

Annexure-A

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

I. General Information:

- 1. Nature of Industry:** Digital marketing services, social media campaign, SEM, SEO, market research, management consultancy, analytics, contents, advisory services, etc.
- 2. Date or expected date of commencement of commercial production:** The Company is in operation since 1996.
- 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- 4. Financial performance based on given indicators (As per Ind AS):**

Sr. No.	Particulars	(Rs. in Lakhs)		
		2023-24	2022-23	2021-22
1.	Turnover (Gross)	5,573.27	4,134.27	3,418.17
2.	Profit/Loss before tax	390.53	265.81	201.22
3.	Net Profit/Loss after tax	264.60	152.53	134.19
4.	Paid-up share capital	292.80	292.80	252.00
5.	Reserves & Surplus	1,041.81	838.06	65.63

- 5. Foreign investments or collaborators, if any:** The Company has investment of USD1,000 (i.e. INR 0.66 Lakh) in the equity of Cyber Media Services Pte. Limited, Singapore, wholly owned subsidiary of the Company.

II. Information about the appointee:

- 1. Background details:** Mr. Dhaval Gupta, aged about 41 years has been continuing on the Company's Board since February 20, 2017. Presently, he is the Managing Director, and promoter of the Company. Dhaval is an MBA from University of Wisconsin-Madison.
- 2. Past Remuneration:** During the previous year i.e. from February 01, 2024 to January 31, 2025, Dhaval Gupta's overall remuneration was as follows:
 - A. Salary:** Rs. 3,60,000 per month, which shall comprise of:
 - (i) Basic Salary: Rs. 1,44,000 per month;
 - (ii) House Rent Allowance: Rs. 1,15,200 per month; and
 - (iii) All Other Allowances: Rs. 1,00,800 per month
 - B. Commission:** @ 5% of the profit before tax, of the Company for each/every financial year; and
 - C. Perquisites:** In addition to the Salary and Commission, he shall also be entitled to the allowances and other perquisites as set out below:
 - a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund, as per the rules of the Company;
 - b) Gratuity at a rate not exceeding half a month's salary for each completed year of service;
 - c) Reimbursement of bills of Telephone, Internet, Mobile at residence; and
 - d) Reimbursement of all expenses incurred for office purposes.
- 3. Recognition or awards:** Dhaval has played a pivotal role in establishing CyberMedia as a leading digital services setup. He is the architect of CyberMedia partnerships with Google, Facebook, Twitter, and oversees Cyber Media Services. By building comprehensive online brand strategies, audience profiling and big data analytics, Dhaval has built a strong team based on detailed understanding of the global digital economy.

4. **Job profile and his suitability:** As a new media advocate, Dhaval has a keen understanding of media and technology space. Dhaval has played a pivotal role in establishing CyberMedia as a leading digital services setup. He is the architect of CyberMedia partnerships with Google, Facebook, Twitter, and oversees Cyber Media Services. Dhaval has also played a leadership role in driving the digital transformation for media brands including Dataquest, PC Quest, Voice&Data, CIOL.com, CyberAstro.com, among others. His other passions also include working within the startup ecosystem. Dhaval has been actively involved as a mentor & advisor to startups in field of Media, Fintech and Technology.
5. **Remuneration proposed:** As stated in the Resolution as set out at Item No. 2 of the accompanying Notice.
6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Remuneration of Mr. Dhaval Gupta is in sync with his peers and is commensurate with his qualification, experience, the size of the Company and nature of its business.
7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:** Mr. Dhaval Gupta is a member of the Promoter Group, and Managing Director, holding 7,200 equity shares of Rs. 10 each representing 0.25% of the total paid-up capital of the Company. Mr. Dhaval Gupta is the son of Mr. Pradeep Gupta, Chairman and Non-Executive Director of the Company.

III. Other information:

1. **Reasons of loss or inadequate profits:** The operating performance of the Company has improved enormously in the recent financial years, which has led to much improved financial performance. In the market, there is tough competition in the digital marketing, contents, analytics, hence, there would be loss or inadequate profits.
2. **Steps taken or proposed to be taken for improvement:** The Company has moved to different segments that are up-and-coming and expected to fuel growth in the coming years include programmatic media buying, connectTV, digital out-of-home, and Web3 technologies, artificial intelligence, expansion of our current business relationships, optimal utilization of resources & establishing better processes; attract, develop and retain highly-skilled employees.
3. **Expected increase in productivity and profits in measurable terms:** In view of business improvement measures taken by the Company, for digital marketing, social media campaign including SEO, SEM, publisher advertising, market research, management consultancy. The Company is in a good position to meet the business and other liabilities. In view of various variables involved, including Government policies, it can be expected the good growth of the Company.

Annexure-B

Details of Director(s) seeking appointment/re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard on General Meetings)

Mr. Pradeep Gupta (DIN:00007520)

Date of first appointment on the Board

August 29, 1996

Designation

Chairman and Non-Executive Director

Date of Birth (Age)

March 08, 1955 (69 years)

Qualification

- Bachelor of Technology from IIT Delhi; and
- Post Graduate Diploma in Business Administration from IIM Calcutta

Brief Resume

Pradeep Gupta is an IT industry stalwart, engaged deeply in the global start-up ecosystem. He is the Chairman of the CyberMedia Group, the specialty media house, with brands like Dataquest, PCQuest, Voice&Data, Dare, CIOL, etc. He is the main promoter of Cyber Media (India) Limited.

Pradeep was conferred the “National Entrepreneurship Award as the Best Mentor” by the Ministry of Skill Development and Entrepreneurship, Government of India. He is on the Investment Management Committee of the 10,000 crore Fund of Funds set up by the Government of India. Pradeep is the Chief Mentor of Electropreneur Park, Delhi, Bhubaneswar. He is the co-founder of Indian Angel Network. Pradeep was a global trustee of TiE. He Chairs the IIT Alumni Trust of IvyCap Ventures. He has been the past President of Pan IIT India and the Association of Indian Magazines. He has been on the Boards of UTL, IIT Mandi, Indian Newspaper Society, IIT Delhi incubator, IIM Calcutta Innovation Park, IIT Startups, Lemon Tree Hotels, etc.

He is the recipient of the Distinguished Alumni award of IIT Delhi and IIM Calcutta and the Helen Keller award for working in the disability sector. He was awarded an Honorary Doctorate by Rai University.

Nature of Expertise in specific functional areas

Excellent expertise in corporate and business management, thorough understanding of the IT industry, excellent vision and good understanding of the market.

Terms & conditions of appointment/re-appointment including remuneration sought to be paid

Re-appointment of Mr. Pradeep Gupta as Chairman (Non-Executive). He will not be paid any remuneration as Chairman (Non-Executive), except sitting fee and reimbursement of expenses for attending Board & Committee meetings.

Directorships held in other companies including listed companies and excluding foreign companies

- Cyber Media (India) Limited (Listed)
- Cyber Astro Limited
- Cyber Media Foundation Limited
- Kaleidoscope Entertainment Private Limited
- The Indian Newspaper Society (as Member)
- Indian Angel Network Services Private Limited
- Cyber Media Services Limited
- Appacus Private Limited

Chairmanship/Membership of committees of other companies

Nil

Resignation from listed entities in the past three years

Nil

No. of Board meetings of the Company attended during the financial year 2024-25

3 out of 4 (till date of this Notice)

Details of last drawn salary till date of this Notice

N.A.

No. of shares held in the Company

1,17,260 Equity Shares (as on date of this Notice)

Relationship with other Directors and Key Managerial Personnel of the Company

Mr. Pradeep Gupta is the father of Mr. Dhaval Gupta, Managing Director of the Company.

Mr. Dhaval Gupta (DIN:05287458)**Date of first appointment on the Board**

February 20, 2017

Designation

Managing Director

Date of Birth (Age)

September 15, 1983 (41 years)

Qualification

Master in Business Administration

Brief Resume

Dhaval Gupta is the Director and Promoter, and heads digital initiatives at CyberMedia. As a new media advocate, Dhaval has a keen understanding of media and technology space. Dhaval has played a pivotal role in establishing CyberMedia as a leading digital services setup. He is the architect of CyberMedia partnerships with Google, Facebook, Twitter, and oversees Cyber Media Services. By building comprehensive online brand strategies, audience profiling and big data analytics, Dhaval has built a strong team based on detailed understanding of the global digital economy.

Dhaval has also played a leadership role in driving the digital transformation for media brands including Dataquest, PC Quest, Voice&Data, CIOL.com, CyberAstro.com, among others. His other passions also include working within the startup ecosystem. Dhaval has been actively involved as a mentor & advisor to startups in field of Media, Fintech and Technology. Dhaval is the Founder-Director of DU Beat, India's largest student newspaper. He is an investor and Board member of WittyFeed.com, India's largest viral content company. He is a Graduate of University of Wisconsin-Madison.

Nature of Expertise in specific functional areas

Excellent experience in strategy, planning and implementation of business proposals with favorable market opportunity. Managing roll-out of complete online & digital market approach and CMS implementation for all CyberMedia brands.

Terms & conditions of appointment/re-appointment including remuneration sought to be paid

Re-appointment of Mr. Dhaval Gupta as Managing Director. During the term of three years, Mr. Dhaval Gupta as Managing Director will be paid the following:

A. Salary: Rs. 4,32,000 per month, which shall comprise of:

- (i) Basic Salary: Rs. 1,72,800 per month;
- (ii) House Rent Allowance: Rs. 1,38,240 per month; and
- (iii) All Other Allowances: Rs. 1,20,960 per month

Which shall be increased every year upto a maximum limit of 20%, subject to approval of Nomination and Remuneration Committee and consequent approval of the Board of Directors of the Company.

B. Commission: @ 5% of the profit before tax, of the Company for each/every financial year; and

C. Perquisites: In addition to the Salary and Commission, he shall also be entitled to the allowances and other perquisites as set out below:

- a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund, as per the rules of the Company;
- b) Gratuity at a rate not exceeding half a month's salary for each completed year of service;
- c) Reimbursement of bills of Telephone, Internet, Mobile at residence; and
- d) Reimbursement of all expenses incurred for office purposes.

Directorships held in other companies including listed companies and excluding foreign companies

- o Cyber Media (India) Limited (Listed)
- o Cyber Astro Limited
- o Cyber Media Services Limited
- o Appacus Private Limited

Chairmanship/Membership of committees of other companies

Cyber Media (India) Limited

Member - Stakeholders Relationship Committee

Resignation from listed entities in the past three years

Nil

No. of Board meetings of the Company attended during the financial year 2024-25

4 out of 4 (till date of this Notice)

Details of last drawn salary till date of this Notice

Rs. 3,60,000 per month.

No. of shares held in the Company

7,200 Equity Shares (as on date of this Notice)

Relationship with other Directors and Key Managerial Personnel of the Company

Mr. Dhaval Gupta is the son of Mr. Pradeep Gupta, Chairman and Non-Executive Director of the Company.