



ANNUAL REPORT 2020 - 2021

CORPORATE INFORMATION

BOARD OF DIRECTORS

- | | | |
|-------------------------------|---|--|
| Mr. Vimal Raj Mathur | - | Managing Director (DIN: 03138072) |
| Mr. Sudheep Raj Mathur | - | Director (DIN: 03138111) |
| Mrs. Sunitee Raj | - | Non-Executive Director (DIN: 05223416) |
| Mr. T. Venkateswara Rao | - | Independent Director |
| Mr. Balachandar Mallicarjunam | - | Independent Director |
| Mr. Abdul Raof | - | Independent Director |

COMPANY SECRETARY

Mr. Payal Dhandhanian*

**Resigned w.e.f _____*

REGISTERED OFFICE

#306, 3rd Floor, May Fair Gardens,
Banjara Hills, Road No 12
Hyderabad – 500034
Telangana

STATUTORY AUDITORS

M/s. Karunamanchi & Associates
Chartered Accountants,
Hyderabad.

SECRETARIAL AUDITOR

Ms. Pooja Bansal
Practicing Company Secretaries
Howrah.

CORPORATE IDENTITY NUMBER

L74300TG1992PLC014317

AUDIT COMMITTEE

- | | | |
|----------------------------------|---|----------|
| 1. Mrs. Sunitee Raj | - | Chairman |
| 2. Mr. T. Venkateswara Rao | - | Member |
| 3. Mr. Balachandar Mallicarjunam | - | Member |

NOMINATION & REMUNERATION COMMITTEE

1. Mrs. Sunitee Raj - Chairman
2. Mr. T. Venkateswara Rao - Member
3. Mr. Balachandar Mallicarjunan - Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

1. Mrs. Sunitee Raj - Chairman
2. Mr. T. Venkateswara Rao - Member
3. Mr. Balachandar Mallicarjunam - Member

INDEPENDENT DIRECTORS

1. Mr. T. Venkateswara Rao - Chairman
2. Mr. Balachandar Mallicarjunan - Member
3. Mr. Abdul Raof - Independent Director

LISTED AT

The Calcutta Stock Exchange Limited
BSE limited – Trading Permission

REGISTRAR & SHARE TRANSFER AGENTS

M/s. Venture Capital and Corporate Investments Private Limited
12-10-167, Bharat Nagar,
Moosapet, Hyderabad – 500018,
Telangana.

WEBSITE: www.gradientinfotainment.com

ISIN: INE361K01017

INVESTOR E-MAIL ID: shareholders@gradientinfotainment.com

NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Shareholders of M/s. Gradiante Infotainment Limited will be held on Thursday, the 30th day of September 2021 at 3.00 p.m. at registered office of the company situated at #306, 3rd Floor, May Fair Gardens, Banjara Hills, Road No 12 Hyderabad – 500034, Telangana to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2021, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. Sudheep Raj Mathur (DIN: 03138111) who retires by rotation and being eligible, offers himself for re-appointment.

Place: Hyderabad

Date: 07-09-2021

**For and on behalf of the Board of
Gradiante Infotainment Limited**

Sd/-

**Vimal Raj Mathur
Managing Director
(DIN: 03138072)**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
3. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2021 to 30.09.2021 (Both days inclusive).
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
5. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents (M/s. Venture Capital & Corporate Investment Pvt Ltd _____)

8. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
9. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
10. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. Venture Capital & Corporate Investment Pvt Ltd., Share Transfer Agents of the Company for their doing the needful.
11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission/transposition, Demat /Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/ RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting.
15. Electronic copy of the Annual Report for 2020-21 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
16. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2020-21 will also be available on the Company's website for download. The

physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: shareholders@gradientinfotainment.com

17. In terms of Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019 except in case of requests received for transmission or transposition of securities.

18. **Voting through electronic means:**

a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e- voting") will be provided by Central Depository Services (India) Limited.

b. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

c. The remote e-voting period commences on 27th September, 2021 (9:00 AM) to 29th September, 2021 (5:00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

d. A person who has acquired shares & become a member of the company after the dispatch of notice of AGM & holding shares as of cut-off date, may obtain the login ID & password by sending a request at [shareholders @gradientinfotainment.com](mailto:shareholders@gradientinfotainment.com)

e. **Login method for e-Voting and voting during the meeting for Individual Shareholders holding securities in demat mode.**

In terms of the SEBI circular dated December 9, 2020 on the e-Voting facility provided by listed companies and as part of increasing the efficiency of the voting process, e-Voting process has been enabled to all individual Shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility. Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <u>CDSL</u>	<p>a. Users who have opted for Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>b. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider (“ESP”) i.e. CDSL, for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all ESP i.e. CDSL/NSDL, so that the user can visit the ESP website directly.</p>

<p>E - Voting</p> <p>GROWTH</p>	<p>c. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/ EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. CDSL where the e-Voting is in progress .</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>a. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com.</p> <p>b. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</p> <p>c. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider - CDSL and you will be re-directed to the CDSL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>d. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>e. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/. Once the home page of e-Voting system is launched, click</p>

	<p>on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>f. A new screen will open. You will have to enter your User ID (i.e. your 16 digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>g. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider-CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in Demat mode) login through their <u>Depository Participants</u></p>	<p>d. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>e. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>f. Click on Company name or e-Voting service provider name -CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

f. Login method for e-Voting and voting during the meeting for Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode.

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on Shareholders tab/ module.
- c) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- f) If you are a first-time user follow the steps given below:

Login type	For Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode.
PAN	Enter your 10-digit alpha-numeric “PAN” issued by Income Tax Department. Shareholders who have not updated their PAN with the

	Company/Depository Participant are requested to use the sequence number sent by RTA or contact RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, Shareholders holding shares in Demat mode will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat account holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- k) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q) If a Demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot password and enter the details as prompted by the system.
- r) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-Voting only.**

Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (“POA”) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively, Non-Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz; shareholders@gradientinfotainment.com

same in the CDSL e-Voting system for the scrutinizer to verify the same.

19. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23rd September, 2021.
20. Mr. S.S Reddy & Associates Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process.
21. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
22. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

**For and on behalf of the Board of
Gradiente Infotainment Limited**

Sd/-

**Vimal Raj Mathur
Managing Director
(DIN: 03138072)**

Place: Hyderabad

Date: 07-09-2021

DIRECTORS' REPORT

Dear Members,

The Directors have pleasure in presenting before you the 29th Directors' Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2021.

1. FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:

The performance during the period ended 31st March, 2021 has been as under:

(Rs. In Lakhs)

Particulars	2020-2021	2019-2020
Total Income	469.47	2011.40
Total Expenditure	452.09	1979.64
Profit before Tax	17.32	61.76
Provision for Taxation	4.47	11.88
Profit After Tax	12.85	49.88
Transfer to General Reserve	NIL	NIL
Profit available for appropriation	12.85	49.88
Provision for Proposed Equity Dividend	NIL	NIL
Balance Carried to Balance Sheet	12.85	49.88
Earning per Share		
Basic	0.06	0.22
Diluted	0.66	0.22

During the year under review, the Company has recorded a total income of Rs. 469.47 lakhs and Net profit of Rs. 12.85 Lakhs as against the total income of Rs. 2011.40 Lakhs and Net profit of Rs. 49.88 in the previous financial year ending 31.03.2020

2. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There were no material changes and commitments affecting financial position of the Company between 31st March, 2021 and the date of Board's Report.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the period under review and the date of Board's Report there was no change in the nature of Business.

4. DETAILS RELATING TO DEPOSITS:

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

5. TRANSFER TO RESERVES:

During the year under review, the Company has not transferred amount to General Reserves.

6. DIVIDEND:

In view of the losses, your Directors have not recommended any dividend for the financial year 2020-2021.

7. DISCLOSURE UNDER SECTION 43(a) (ii) OF THE COMPANIES ACT, 2013:

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a) (ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014.

8. DISCLOSURE UNDER SECTION 54(1) (d) OF THE COMPANIES ACT, 2013:

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1) (d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014.

9. DISCLOSURE UNDER SECTION 62(1) (b) OF THE COMPANIES ACT, 2013:

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1) (b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014.

10. DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013:

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

11. DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY REGULATORS, COURTS, TRIBUNALS, IMPACTING THE GOING CONCERN BASIS OF THE COMPANY:

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

12. AUTHORISED AND PAID UP SHARE CAPITAL OF THE COMPANY:

During the year under review, the Company's authorized capital stands at Rs. 30,00,00,000/- divided into 30,00,00,00 equity shares of Rs.10/- each and the paid up capital stands at Rs. 22,51,74,000/- divided into 22,51,74,00 equity shares of Rs. 10/- each.

13. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return is uploaded on website of the company i.e. 11-09-2021

14. DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED OR RESIGNED:

In accordance with the provisions of the Companies Act, 2013, Mr. Sudeep Raj Mathur, Director of the Company retires by rotation offer himself for reappointment.

As required under regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment/re-appointment are given as under: -

Name of the Director	Sudeep Raj Mathur
Date of Birth	10/11/1973
Date of Appointment	09.08.2001
Expertise in specific functional areas	He has over a two decade of experience in Entertainment industry
Qualifications	Graduate
Names of the Listed entities in which the person is holding Directorships or	Nil

Board Committee Memberships	
Disclosure of relationship between Directors	Relative Sudheep Raj Mathur
Disclosure of shareholding	5,400

15. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received declaration from each independent director under section 149 (7) of the companies Act, 2013, that he/she meets the criteria of independence laid down in section 149 (6) of the companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

16. VIGIL MECHANISM:

Vigil Mechanism Policy has been established by the Company for directors and employees to report genuine concerns pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 read with Regulation 22 of SEBI (LODR) Regulations, 2015. The same has been placed on the website of the Company.

17. DIRECTOR'S RESPONSIBILITY STATEMENT:

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

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

18. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/BRANCHES/JOINT VENTURES:

The Company does not have any subsidiary Company (ies).

19. STATUTORY AUDITORS:

The Board has appointed M/s. Karumanchi & Associates Chartered Accountants as Statutory Auditors of the Company.

20. SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 134(3)(f) & Section 204 of the Companies Act, 2013, Secretarial audit report as provided by Pooja Bansal, Practicing Company Secretary is annexed to this Report as annexure.

21. QUALIFICATIONS IN AUDIT REPORTS:

(a) Statutory Auditors Report:

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2021 and qualifications for the same are discussed in details in report annexed to it.

(b) Secretarial Audit Report:

The Board has duly reviewed the Secretarial Audit Report on the Compliances according to the provisions of section 204 of the Companies Act, 2013 has noted that the same. The details for reservation, qualification or adverse remarks are enclosed in Secretarial Audit report.

22. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

The required information as per Sec.134 of the Companies Act 2013 is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

- the efforts made towards technology absorption – **NIL**
- the benefits derived like product improvement, cost reduction, product development or import substitution - **NIL**
- in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
 - (a) The details of technology imported; - **NIL**
 - (b) The year of import - **NIL**
 - (c) Whether the technology been fully absorbed - **NIL**
 - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof - **NIL**
- the expenditure incurred on Research and Development –**NIL**

C. Foreign Exchange Earnings and Out Go:

Foreign Exchange Earnings: Rs.NIL

Foreign Exchange Outgo: Rs. NIL

23. CORPORATE SOCIAL RESPONSIBILITY POLICY:

Since your Company does not have net worth of Rs. 500 Crore or more or turnover of Rs. 1000 Crore or more or a net profit of Rs. 5 Crore or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

24. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your Company has well established procedures for internal control across its various locations, commensurate with its size and operations. The organization is adequately staffed with qualified and experienced personnel for implementing and monitoring the internal control environment. The internal audit function is adequately resourced commensurate with the operations of the Company and reports to the Audit Committee of the Board.

25. INSURANCE:

The properties and assets of your Company are adequately insured.

26. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of loans, guarantees and investments under Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, from part of the notes to the financial statement provided in this Annual Report.

27. RISK MANAGEMENT POLICY:

Your Company follows a comprehensive system of Risk Management. Your Company has adopted a procedure for assessment and minimization of probable risks. It ensures that all the risks are timely defined and mitigated in accordance with the well-structured risk management process.

28. RELATED PARTY TRANSACTIONS:

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website.

Your Directors draw attention to the notes to accounts of Auditors report which sets out related party disclosures.

29. DISCLOSURE ABOUT COST AUDIT:

Cost Audit is not applicable to your Company.

30. RATIO OF REMUNERATION TO EACH DIRECTOR:

Under section 197(12) of the Companies Act, 2013, and Rule 5(1)(2) & (3) of the Companies (Appointment & Remuneration) Rules, 2014. The Board of directors has not drawn remuneration during the year.

31. STATEMENT SHOWING THE NAMES OF THE TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN AND THE NAME OF EVERY EMPLOYEE AS PER RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

During the year none of the employees is drawing a remuneration of Rs.1,02,00,000/- and above per annum or Rs.8,50,000/- and above in aggregate per month, the limits specified under the Section 197(12) of the Companies Act,2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

32. NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES:

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

33. INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY:

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

34. SECRETARIAL STANDARDS:

The companies are in compliance with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings.

35. NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR.

During the period under review, there are no companies which have become or ceased to be its Subsidiaries, Joint Ventures or Associate Companies.

36. MANGEMENT & DISCUSSION ANALYSIS:

In terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's discussion and analysis is set out in this Annual Report.

37. FAMILIARISATION PROGRAMMES:

The Company familiarizes its Independent Directors on their appointment as such on the Board with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc. through familiarization programme. The Company also conducts orientation programme upon induction of new Directors, as well as other initiatives to update the Directors on a continuing basis. The familiarization programme for Independent Directors is disclosed on the Company's website www.gradientinfotainment.com

38. MECHANISM FOR EVALUATION OF BOARD:

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

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

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

The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

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

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

In the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the board, its committees, and individual directors was also discussed.

Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

39. BOARD MEETINGS:

The Board of Directors met Four (4) times during the year on 27.05.2020, 03.12.2020, 13.02.2021 and 14.02.2021 the maximum gap between any two meetings was less than four months, as stipulated under the provisions of Companies Act, 2013.

40. CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING:

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and the applicable Securities laws. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities. The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading, is available on website of the company.

41. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:

There have been no frauds reported by the auditor's u/s 143(12).

42. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place a Sexual Harassment Policy in compliance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. The Internal Complaints Committee (ICC) has been set up to redress complaints regarding sexual harassment, if any.

The Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

43. CEO/ CFO CERTIFICATION:

The Managing Director and Executive Director cum CFO certification of the financial statements for the year 2020-2021 is annexed in this Annual Report.

44. APPRECIATION & ACKNOWLEDGEMENT:

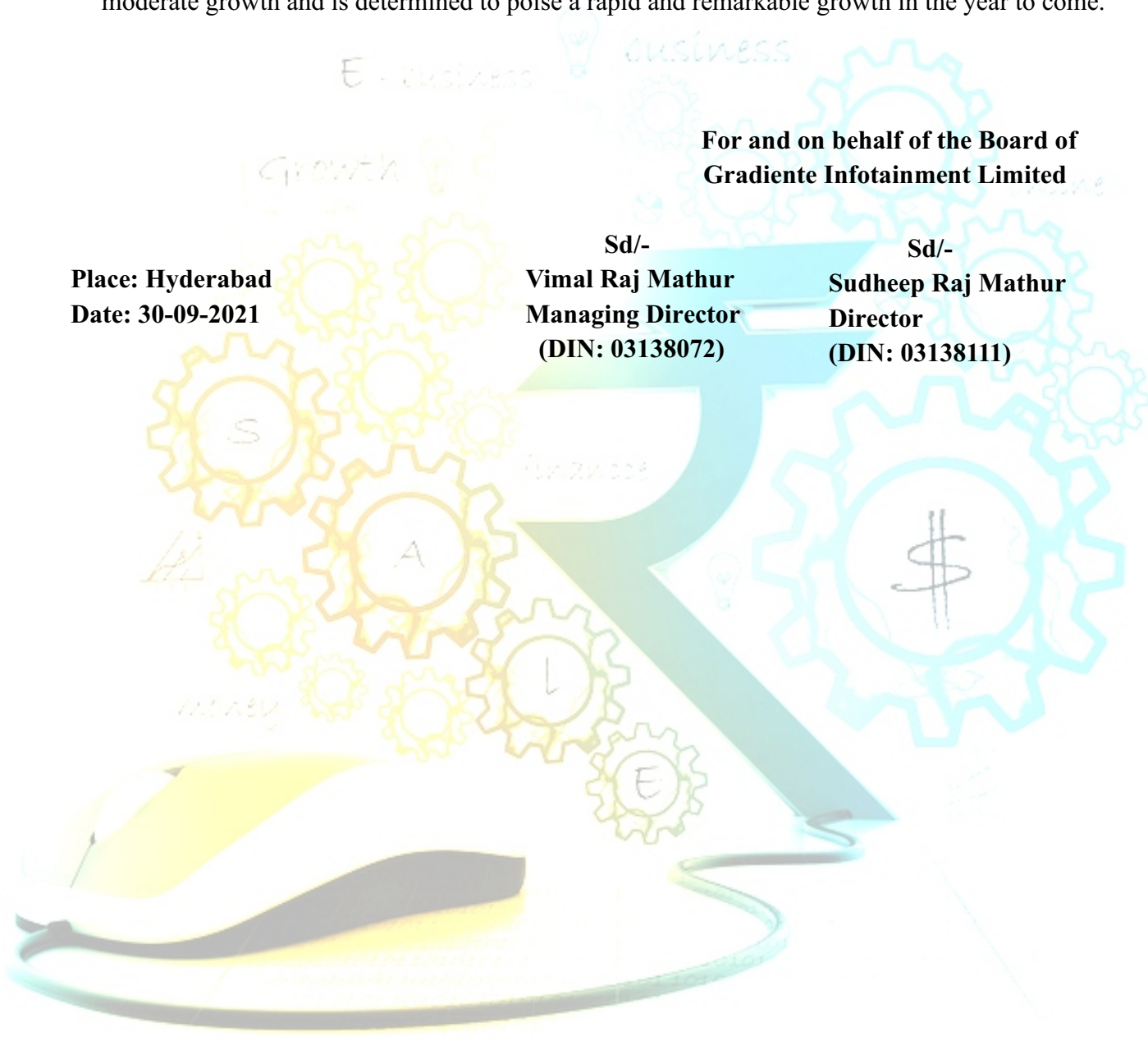
Your Directors place on record their appreciation for the overwhelming co-operation and assistance received from the investors, customers, business associates, bankers, vendors, as well as regulatory and governmental authorities. Your Directors also thanks the employees at all levels, who through their dedication, co-operation, support and smart work have enabled the Company to achieve a moderate growth and is determined to poise a rapid and remarkable growth in the year to come.

**For and on behalf of the Board of
Gradiente Infotainment Limited**

**Place: Hyderabad
Date: 30-09-2021**

**Sd/-
Vimal Raj Mathur
Managing Director
(DIN: 03138072)**

**Sd/-
Sudheep Raj Mathur
Director
(DIN: 03138111)**



INDEPENDENT AUDITORS' REPORT

To

The Members of

M/s GRADIENTE INFOTAINMENT LIMITED

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of Gradiante Infotainment Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2021, the Statement of Profit and Loss, including Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Basis of Qualified Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics .We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our Qualified audit opinion on the financial statements for the reason of:

- I. 1. No Provision has been made in the accounts for the non-moving trade receivables which are outstanding for the period exceeding six months. Also, the Company has not mentioned the facts in its notes to accounts and didn't confirm the balances from parties.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the matters described in the qualified opinion paragraph, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a. (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2021 and
- b. (b) in the case of the Profit and Loss, the Profit for the period ended on that date
- c. (c) In the case of the Cash Flow Statement, Cash Flows for the period ended on that date.

Report on Other Legal and Regulatory Requirements

1. 1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of subsection (11) of section 143 of the Act, we give in the Annexure 1, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. 2. As required by section 143 (3) of the Act, we report that:
 - a. a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- a. c) The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- b. d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- c. e) On the basis of written representations received from the directors as on 31 March 2021, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021, from being appointed as a director in terms of section 164 (2) of the Act;
- d. f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure 2" to this report;
- e. g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. i. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - ii. ii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and

For Karumanchi & Associates

Chartered Accountants

Firm Reg No: 001753S

K. Peddabai

Partner M No: 025036

ANNEXURE 1 REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE

(i)

a. The Company has not maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b. All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification 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. According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company.

(ii) The company does not have any inventory hence this clause is not applicable.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, the Company has not advanced loans to directors / to a company in which the director is interested to which, the provisions of section 185 of the Companies Act, 2013 apply and hence not commented upon. In our opinion and according to the information and explanations given to us, the Company has made investments and given guarantees / provided security which is in compliance with the provisions of section 186 of the Companies Act, 2013.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) In respect of business activities of the company, maintenance of cost records has not been specified by the central government under section 148(1) of the companies Act 2013.

(vii) a) The Company is not regular in depositing with appropriate authorities undisputed statutory dues applicable to it. b) According to the information and explanations given to us, undisputed amounts payable in respect of statutory dues outstanding, at the year end, for a period of more than six months from the date they became payable. c) According to the information and explanations given to us there are no dues of income tax or goods and services tax or duty of customs or cess that have not been deposited on account of any dispute.

(viii) In our opinion and according to the information and explanations given by the

management, the Company has defaulted in repayment of loans or borrowings to banks. The particulars of which are disclosed in paragraph 12.1 of Notes to the accounts of the company. The Company did not have any debenture holders during the year.

(ix) In our opinion and according to the information and explanations given by the management, the Company has utilized the monies raised by way of term loans for the purposes for which they were raised. The Company has not raised any money by way of initial public offer / further public offer / debt instruments and hence, not commented upon.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and, not commented upon.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Companies Act, 2013. (xvi) According to the information and explanations given to us, the provisions of section 45- IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For Karumanchi & Associates Chartered Accountants

Firm Reg No: 001753S

K. Peddabai Partner

M No. 025036

UDIN:

Place: Hyderabad

Date: 03-12-2020

ANNEXURE 2 TO THE INDEPENDENT AUDITORS REPORT OF EVEN DATE

Report on the Internal Financial Controls under Clause(i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of GRADIENTE INFOTAINMENT LIMITED ('the Company') as of 31 March 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Karumanchi & Associates Chartered Accountants

Firm Reg No.001753S

K. Peddabai

Partner

M.NO. 025036

UDIN:

Place: Hyderabad

Date: 08-12-2020

Gradiente Infotainment Limited.

306, Mayfair Gardens, Banjara Hills, Road No 12, Hyderabad - 500034

(CIN: L74300AP1992PLC014317)

STANDALONE BALANCE SHEET AS AT 31st MARCH, 2021

Particulars	Note No.	2021	2020
ASSETS			
Non-current assets			
Property plant and Equipment	2.1	80.89	14.07
Capital Work Inprogress			
Intangible assets under development	2.1	0.00	1200.55
Financial assets			
Investments			
Other financial assets	2.2	48.33	2.43
Other non current assets			
	2.3	1959.24	79.86
		2,088.46	1,296.92
Current assets			
Financial assets			
Trade receivables	2.4	810.83	1204.63
Cash and cash equivalent	2.5	3.73	4.67
Other current assets			
	2.3	20.38	2132.30
		834.94	3,341.60
TOTAL		2,923.40	4,638.52
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	2.6	2,251.74	2,251.74
Other Equity	2.7	(1,143.22)	(1,156.07)
		1,108.52	1,095.67
Liabilities			
Non-current liabilities			
Financial Liabilities			
Borrowings	2.8	551.54	498.39
Long Term Provisions			
Deferred tax liabilities (net)	2.9	16.02	16.02
	2.10	0.00	0.04
		567.56	514.46
Current liabilities			
Financial Liabilities			
Borrowings	2.8	36.15	36.15
TDS Payable		6.03	6.03
Liabilities for current tax (net)			
Provisions	2.9	4.50	16.09
Other current liabilities	2.11	1200.64	2970.12
		1,247.32	3,028.39
TOTAL		2,923.40	4,638.52

The accompanying Significant accounting policies and notes form an integral part of the Standalone financial statements.

As per our report of even date
Karumanchi & Associates
Chartered Accountants
Firm Reg No. 001753S

K. Peddabai
Partner
M.No. 025036
UDIN:

Place: Hyderabad

Date:

For and on behalf of Board

Vimal Raj Mathur
Chairman & Managing Director

Sudheep Raj
Director

Gradiente Infotainment Limited.

306, Mayfair Gardens, Banjara Hills, Road No 12, Hyderabad - 500034

(CIN: L74300AP1992PLC014317)

STANDALONE PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31st March, 2021

	Note No.	31-03-2021	31-03-2020
Income			
Revenue from operations	2.12	464.67	2041.40
Other Income		4.74	
Total Revenue		469.41	2041.40
Expenses			
Cost of materials consumed	2.13	414.91	1964.18
Employee benefits expense	2.14	19.52	2.91
Depreciation and amortization expense	2.1	6.04	1.96
Other expenses	2.15	11.62	10.60
Total Expenses		452.09	1979.64
Profit before tax		17.32	61.76
Tax expense			
(1) Current tax		4.50	16.09
(2) Deferred tax		-0.04	-4.21
Profit for the year		12.85	49.88
Other comprehensive income (OCI)			
Items that will not be reclassified to profit or loss			
Tax on items that will not be reclassified to profit or loss			
Items that will be reclassified to profit or loss:			
Tax on items that may be reclassified to profit or loss			
Items that may be reclassified subsequently to profit or loss			
Total other comprehensive income/(loss) for the year, net of tax			
Total comprehensive income for the year		12.85	49.88
Earnings per share:			
Basic earnings per share of 10/-each		0.06	0.22
Diluted earnings per share of 10/- each		0.06	0.22

The accompanying Significant accounting policies and notes form an integral part of the Standalone financial statements.

As per our report of even date

Karumanchi & Associates
Chartered Accountants
Firm Reg No. 001753S

For and on behalf of Board

Vimal Raj Mathur
Chairman & Managing Director

K. Peddabai
Partner
M.No. 025036
UDIN:
Place: Hyderabad
Date:

Gradiente Infotainment Limited.

306, Mayfair Gardens, Banjara Hills, Road No 12, Hyderabad - 500034

(CIN: L74300AP1992PLC014317)

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2021

Particulars	2021	2020
Cash Flows from Operating Activities		
Net profit before tax	17.32	61.76
Adjustments for :		
Depreciation and amortization expense	6.04	1.96
Provision for doubtful debts/advances/ impairment		
Dividend Income		
Operating profit before working capital changes	23.36	63.72
Movements in Working Capital		
(Increase)/Decrease in Trade Receivables	393.80	155.73
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Other Current Assets	2,111.92	-886.32
(Increase)/Decrease in Other Non Current Assets	-1,879.42	-36.76
Increase/(Decrease) in Tds payable	-	3.22
Increase/(Decrease) in Short Term Provisions	-11.59	-71.44
Increase/(Decrease) in Salaries Payable	-	-1.02
Increase/(Decrease) in Short Term Borrowings	-	-0.45
Increase/(Decrease) in Other Current liabilities	-1,769.48	765.51
Cash generated from operations	-1,154.77	-71.52
Interest received on Deposits	-	-
Direct Taxes Paid	-4.46	-
Net Cash from operating activities (A)	-1,135.88	-7.80
Cash flows from Investing Activities		
Dividends Received		
Purchase of Fixed Assets (Including Intangible Assets under Development)	1,127.69	-
Investment in Securities Deposits	-45.90	-
Net Cash used in Investing Activities	1,081.79	-
Cash flows from/(used in) Financing Activities		
Proceeds from Long term borrowings	53.15	11.44
Repayment/(Proceeds) of/from Short-term borrowings	-	-
Net Cash used in Financing Activities	53.15	11.44
Net Increase/(Decrease) in cash and cash equivalents	-0.94	3.63
Cash and Cash equivalents at the beginning of the year	4.67	1.04
Cash and Cash equivalents at the ending of the year (Refer Note 2.5)	3.73	4.67
Notes :-		
1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard on "Cash Flow Statements".(Ind AS-7)		
2. The accompanying notes are an integral part of the financial statements.		
As per our report of even date		

2.2 Other Financial Assets

Particulars	2021		2020	
	Current	Non Current	Current	Non Current
Security deposits	-	48.33	-	2.43
TOTAL	-	48.33	-	2.43

2.3 Other Non Current Assets and Current Assets

Particulars	2021		2020	
	Current	Non Current	Current	Non Current
TDS Receivable	6.18	-	99.31	-
Advance to Supplier	-	-	2,032.99	-
Work In Progress	-	1,959.24	-	79.86
Duties and Taxes	14.20	-	-	-
TOTAL	20.38	1,959.24	2,132.30	79.86

2.4 Trade receivables

Particulars	2021	2020
	Current	Current
Trade Receivables		
Unsecured, considered good	810.83	1,204.63
Less: Allowances for credit losses	-	-
Less: Bad debts Written off	-	-
TOTAL	810.83	1,204.63

Movement of Impairment in Trade Receivables

Particulars	Amount
As at 1st April, 2016	0
Add: additional allowance of expected credit loss	0
As at 1st April, 2017	0
Reversal of Impairment	0
As at March 31, 2018	0

2.5 Cash and Cash Equivalents

Particulars	2021	2020
a) Cash and Cash equivalents		
i) Cash on hand	1.47	3.73
ii) Balances with banks		
- Current Accounts	2.26	0.94
b) Other Bank Balances (with restricted use)		
(i) Margin Money Deposit Accounts (against Bank Guarantees)	-	-
(ii) Unclaimed Dividend Account	-	-
Interest accrued but not due on deposits	-	-
Less: Bank Overdraft	-	-
Total	3.73	4.67

2.6 Share Capital

Particulars	2020	2019
Authorized Share Capital 3,00,00,000 Equity Shares of Rs.10 each (Previous year :3,00,00,000 Equity Shares of Rs.2 each)	3,000	3,000
Issued Subscribed and Paid up Share Capital 2,25,17,400 Equity Shares of Rs.10 each, fully paid up (Previous year :2,25,17,400 Equity Shares of Rs.10 each, fully paid up)	2,251.74	2,251.74
	2,251.74	2,251.74

2.11.1 Reconciliation of Number of Shares :

Particulars	2020	2019
Number of Shares at the beginning of the year	2,25,17,400	2,25,17,400
Add : Shares issued during the year		
Number of Shares at the end of the year	2,25,17,400	2,25,17,400

2.11.2 Rights attached to equity shares

The Company has only one class of equity shares having a face value of Rs.10 /- each. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian Rupees.

In the event of liquidation of the Company, the equity shareholders will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

2.7 Statement of changes in equity

Name of the company

Statement of changes in equity for the period ended 31.03.2021

Equity share capital	Opening balance as at 1 Apr 2020	Changes in equity share capital during the year	Closing balance as at 31 Mar 2021
2,25,17,400 Equity Shares of Rs.10 each, fully paid up	22,51,74,000	-	22,51,74,000
	22,51,74,000		22,51,74,000

PARTICULARS	RETAINED EARNINGS	SECURITIES PREMIUM	GENERAL RESERVES	CAPITAL REDEMPTION RESERVE	CAPITAL RESERVE	TOTAL EQUITY
Balance as at 1/4/2020	(1556.88)	276.48	1.52	65.10	57.70	(1,156.07)
Profit for the year	12.85	0.00	0.00	0.00	0.00	12.85
Adjustments	0.00	0.00	0.00	0.00	0.00	-
Balance as at 31/03/2021	(1544.03)	276.48	1.52	65.10	57.70	(1143.22)

2.8 Borrowings

Particulars	2021		2020	
	Current	Non Current	Current	Non Current
Secured Borrowings:				
<i>Term loans from Banks</i>				
Andhra bank term loan	36.15		36.15	
Indian bank term Loan		4.26		4.26
Vehicle Loans		11.27		11.27
Unsecured Borrowings				
From Directors & Related parties		536.014		482.87
From Others				
Total	36.15	551.54	36.15	498.39

2.9 Provisions

Particulars	2021		2020	
	Current	Non current	Current	Non current
Provision for Employee benefits				
Gratuity		16.02		16.02
Provision for Tax	4.50		16.09	
Closing Balance	4.50	16.02	16.09	16.02

2.10 Deferred Tax Liabilities

Particulars	2021	2020
Opening Balance	0.04	4.18
Add : On account of Gratuity	-	-
Add : On account of depreciation	(0.04)	0.04
Closing Balance	-	0.04

2.11 Other Non Current Liabilities & Current liabilities

Particulars	2021		2020	
	Current	Non Current	Current	Non Current
Other Payables	1200.64		2,970.12	-
Total	1,200.64		2,970.12	-

2.11 Trade Payables

Particulars	2021	2020
	Current	Current
Due to Micro & Small Enterprises		
Dues to others	354.23	
For Raw material		
For Packing material		
For Stores and Consumables		
For Services		
Total	354.23	0.00

2.11 Other financial liabilities

Particulars	2021	2020
	Current	Current
Creditors For Capital goods	-	-
Unpaid dividends	-	-
Interest accrued but not due on borrowings	-	-
Total	0.00	0.00

Note 2.12 Income	For the year ended	For the year ended
	31 March, 2021	31 March, 2020
	Rs.	Rs.
Press Production	- 464.67	4.44 2,036.96
Total - Sale Income	464.67	2,041.40

Note 2.12 Other Income		
Interest on Income Tax Refund	4.74	-

Note 2.13 Cost of materials consumed	For the year ended	For the year ended
	31 March, 2021	31 March, 2020
	Rs.	Rs.
Material consumed comprises:		
Print Media Expenses	-	17.76
Purchases	414.91	1,946.41
Total	414.91	1,964.18

Note 2.14 Employee Benefits	For the year ended	For the year ended
	31 March, 2021	31 March, 2020
	Rs.	Rs.
Salaries and wages	19.47	2.88
Staff welfare expenses	0.05	0.03
Total	19.52	2.91

Note 2.15 Other expenses	For the year ended	For the year ended
	31 March, 2021	31 March, 2020
	Rs.	Rs.
Power and fuel	0.52	1.17
Directors Sitting fee		6.00
ROC Expenses		
Advertising	0.28	
Listing Fee	3.12	
Share Transfer Expenses	0.73	
AGM Expenses		
Bank Charges	0.02	0.05
Rent	0.30	
Office maintenance	0.33	0.49
Miscellaneous expenses	0.54	
Repairs and maintenance		
Membership & Subscription		
Insurance		0.08
Postage & Courier		0.17
Communication		
Travelling and conveyance	0.78	1.50
Printing and stationery	0.01	0.20
Vehicle Maintenance & Computer Maintenance	0.09	0.17
Books & Periodicals		0.01
Business promotion		0.36
Web Design Charges		0.05
Legal Expenses	0.85	
Professional Expenses & Consultancy	2.60	
Gst Penalty		
Taxes & Duties		
Transportation Charges		
Traffic Challans		
Loading & Boarding Expenses		0.23
Water Charges		
Telephone Expenses		0.04
Tally Expenses		
Other Expenses	1.44	0.08
Payments to auditors (Refer Note (i) below)		
Total	11.62	10.60

1: Property, plant and equipment

Particulars	Gross carrying value				Accumulated depreciation / impairment			
	As at 1 April 2020	Additions	As at 31 March 2021	As at 31 March 2020	As at 1 April 2020	For the year	Impairment for the year	Disposals
Buildings	18.53		18.53	18.53		1.18	-	-
Plant and Equipment	0.27		0.27	0.27		0.02	-	-
Furniture and Fixtures	2.13		2.13	2.13		0.17	-	-
Vehicles	2.31		2.31	2.31		0.16	-	-
Office equipment	0.10		0.10	0.10		0.00	-	-
Computers & Softwares	0.64	72.86	73.50	73.50		4.46	-	-
Air Conditioners	0.48		0.48	0.48		0.05	-	-
UPS	0.06		0.06	0.06		0.00	-	-
Mobile Phones	0.02		0.02	0.02		0.00	-	-
Audio Visual & Equipment	0.04		0.04	0.04		0.00	-	-
Total	24.57		24.57	97.43	10.49	6.04	-	-
Intangible assets Under Development	1,200.55		1,200.55	1,200.55	-	-	-	(1,200.55)

6,04,396.75



NOTES TO STANDALONE FINANCIAL STATEMENTS

DESCRIPTION OF THE COMPANY AND SIGNIFICANT ACCOUNTING POLICIES

A. General Information

Gradiente Infotainment Limited (the company) is engaged in the activity of advertisement, in print media, electronic media and TV serial production. The Company is a public limited company incorporated and domiciled in India on June 22, 1992 in the name of VR Mathur Mass Communications Limited and subsequently it has been changed to Gradiente Infotainment Limited and has its registered office at Banjara Hills, Hyderabad, Telangana. The Company has its primary listings on the Bombay Stock Exchange in India. The principle accounting policies applied in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

B. Basis of preparation and presentation of Financial Statements

The financial statements of Gradiente Infotainment Limited (“the Company”) have been prepared and presented in accordance with the Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. For all periods up to and including the year ended 31 March 2021, the Company prepared its financial statements in accordance with accounting standards notified under Section 133 of the Companies Act 2013, read with Rule 7 of Companies (Accounts) Rules, 2014.

Basis of Measurement

The financial statements have been prepared on an accrual basis and in accordance with the historical cost convention, unless otherwise stated. These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. All assets and liabilities are classified into current and non-current based on the operating cycle of less than twelve months or based on the criteria of realization/settlement within twelve months period from the balance sheet date.

Refer note 1.1 for information on how the Company adopted Ind AS.

These financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items in the balance sheet:

Certain financial assets are measured either at fair value or at amortized cost depending on the classification;

C. Use of estimates and judgments

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on historical experiences and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, the areas involving critical estimates or Judgments are:

i) Depreciation and amortization

Depreciation and amortization are based on management estimates of the future useful lives of certain class of property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in market conditions and other factors and may result in changes in the estimated useful life and in the depreciation and amortization charges.

ii) Employee Benefits

Provision for Gratuity has not been accounted for the years ended 31st March 2021, 2020, 2019, 2018, 2017 and 2016.

iii) Provisions and contingencies

Provisions and contingencies are based on the Management's best estimate of the liabilities based on the facts known at the balance sheet date.

iv) Fair valuation

Fair value is the market-based measurement of observable market transaction or available market information.

D. Current and Non-current classification

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1, Presentation of financial statements.

Assets: An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is expected to be realized within twelve months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

Liabilities: A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the Company's normal operating cycle;
- It is held primarily for the purpose of being traded;

It is due to be settled within twelve months after the reporting date; or

The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/ liabilities include the current portion of non-current assets/ liabilities respectively. All other assets/ liabilities are classified as non-current. Deferred tax assets and liabilities are always disclosed as non-current.

Significant Accounting Policies

1) Property Plant & Equipment

Recognition and measurement

Property, Plant and Equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. Cost includes expenditures that are directly attributable to the acquisition of the asset i.e., freight, duties and taxes applicable and other expenses related to acquisition and installation. The cost of self-constructed assets includes the cost of materials and other costs directly attributable to bringing the asset to a working condition for its intended use. Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalized as part of the cost of that asset.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses upon disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognized net within in the statement of profit and loss.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of repairs and maintenance are recognized in the statement of profit and loss as incurred.

Items of property, plant and equipment acquired through exchange of non-monetary assets are measured at fair value, unless the exchange transaction lacks commercial substance or the fair value of either the asset received or asset given up is not reliably measurable, in which case the asset exchanged is recorded at the carrying amount of the asset given up.

Depreciation

Depreciation is recognized in the statement of profit and loss on a Written down value basis over the estimated useful lives of property, plant and equipment based on Schedule II to the Companies Act, 2013 (“Schedule”), which prescribes the useful lives for various classes of tangible assets. For assets acquired or disposed off during the year, depreciation is provided on pro-rata basis.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate

The estimated useful lives are as follows:

Type of Asset	Estimated useful life in years
Buildings	30
Plant & Machinery	8
Furniture & Fixtures	10
Vehicles	8
Office Equipment	5
Computers	3
Air Conditioners	5
UPS	5
Mobile Phones	5
Audio & Visual Equipment	5

2) Intangible assets

Intangible assets relating to products in development, other intangible assets not available for use and intangible assets having indefinite useful life are subject to impairment testing at each reporting date. All other intangible assets are tested for impairment when there are indications that the carrying value may not be recoverable. All impairment losses are recognised immediately in the statement of profit and loss.

De-recognition of intangible assets

Intangible assets are de-recognized either on their disposal or where no future economic benefits are expected from their use. Losses arising on such de-recognition are recorded in the statement of profit and loss, and are measured as the difference between the net disposal proceeds, if any, and the carrying amount of respective intangible assets as on the date of de-recognition.

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Company's balance sheet) when:

The rights to receive cash flows from the asset have expired, or

The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor

Retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Impairment of trade receivables

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18. Expected credit loss model takes into consideration the present value of all the cash shortfalls over the expected life of a financial instrument. In simple terms, it is weighted average of credit losses with the respective risks of default occurring as weights. The credit loss is the difference between all contractual cash flows that are due to an entity as per the contract and all the contractual cash flows that the entity expects to receive, discounted to the effective interest rate. The Standard presumes that entities would suffer credit loss even if the entity expects to be paid in full but later than when contractually due. In other words, it simply focuses on DELAYS in collection of receivables.

For the purpose of identifying the days of delay, the Company took into consideration the weighted average number of delays taking into consideration the date of billing, the credit period and the collection days.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include borrowings from banks.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

3) Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable

amount is estimated. For goodwill and intangible assets that have indefinite lives or that are not yet available for use, an impairment test is performed each year at March 31.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the “cash-generating unit”).

An impairment loss is recognized in the statement of profit and loss if the estimated recoverable amount of an asset or its cash-generating unit is lower than its carrying amount. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

4) Leases

At the inception of each lease, the lease arrangement is classified as either a finance lease or an operating lease, based on the substance of the lease arrangement.

Finance leases

A finance lease is recognized as an asset and a liability at the commencement of the lease, at the lower of the fair value of the asset and the present value of the minimum lease payments. Initial direct costs, if any, are also capitalized and, subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset. Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Operating leases

Other leases are operating leases, and the leased assets are not recognized on the Company’s balance sheet. Payments made under operating leases are recognized in the statement of profit and loss on a straight-line basis over the term of the lease. Operating lease incentives received from the landlord are recognized as a reduction of rental expense on a straight-line basis over the lease term.

5) Cash & Cash Equivalents

Cash and bank balances comprise of cash balance in hand, in current accounts with banks.

6) Employee Benefits

Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

7) Provisions, contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

8) Revenue Recognition

Sale of services

Revenue from Advertisement in Print media and electronic media is recognized only when the service is rendered to the customer. Revenue from the sale of services is measured at the fair value of the consideration received or receivable, net of returns, goods & services tax and applicable trade discounts and allowances.

Borrowing Costs

Borrowing costs consist of interest, ancillary and other costs that the Company incurs in connection with the borrowing of funds and interest relating to other financial liabilities. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

9) Tax Expenses

Tax expense consists of current and deferred tax.

Income Tax

Income tax expense is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred Tax

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Dividend distribution tax arising out of payment of dividends to shareholders under the Indian Income tax regulations is not considered as tax expense for the Company and all such taxes are recognized in the statement of changes in equity as part of the associated dividend payment.

10) Earnings Per Share

The Company presents basic and diluted earnings per share (“EPS”) data for its ordinary shares. Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

11) Trade receivables

Trade receivables are initially recognized at fair value and subsequently measured at amortized cost using effective interest method, less provision for impairment.

The Company’s credit period for customers generally ranges from 60-90 days. The aging of trade receivables that are past due but not impaired is given below:

Particulars	As of 31 March,	
	2021	2020
Period (in days)		
90 – 180	413.52	676.94
More than 180	397.31	527.69
Total	810.83	1204.63

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: : L74300TG1992PLC014317

Name of the company: GRADIENTE INFOTAINMENT LIMITED

Registered office : #306, 3rd Floor, May Fair Gardens, Banjara Hills, Road No. 12
Hyderabad – 500034

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

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

1. Name :
Address : _
E-mail Id :
Signature:, or failing him

2. Name :
Address:
E-mail Id :
Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Thursday, 30.09.2021 at 03.00 p.m. at #306, 3rd Floor, May Fair Gardens, Banjara Hills, Road No 12 Hyderabad – 500034 and at any adjourned meeting thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Approval of financial statements for the year ended 31.03.2021.
2. Appointment of Mr. Sudheep Raj Mathur as Director who retires by rotation.

Signed this day of..... 2021

Signature of shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

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

Gradiente Infotainment Limited
#306, 3rd Floor, May Fair Gardens, Banjara
Hills, Road No 12 Hyderabad – 500034

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence for the 29th Annual General Meeting of the Company, to be held on Thursday, 30.09.2021 at 03.00 p.m. at #306, 3rd Floor, May Fair Gardens, Banjara Hills, Road No 12 Hyderabad – 500034 and at any adjourned meeting thereof.

Shareholders/Proxy's Signature _____

Shareholders/Proxy's full name _____

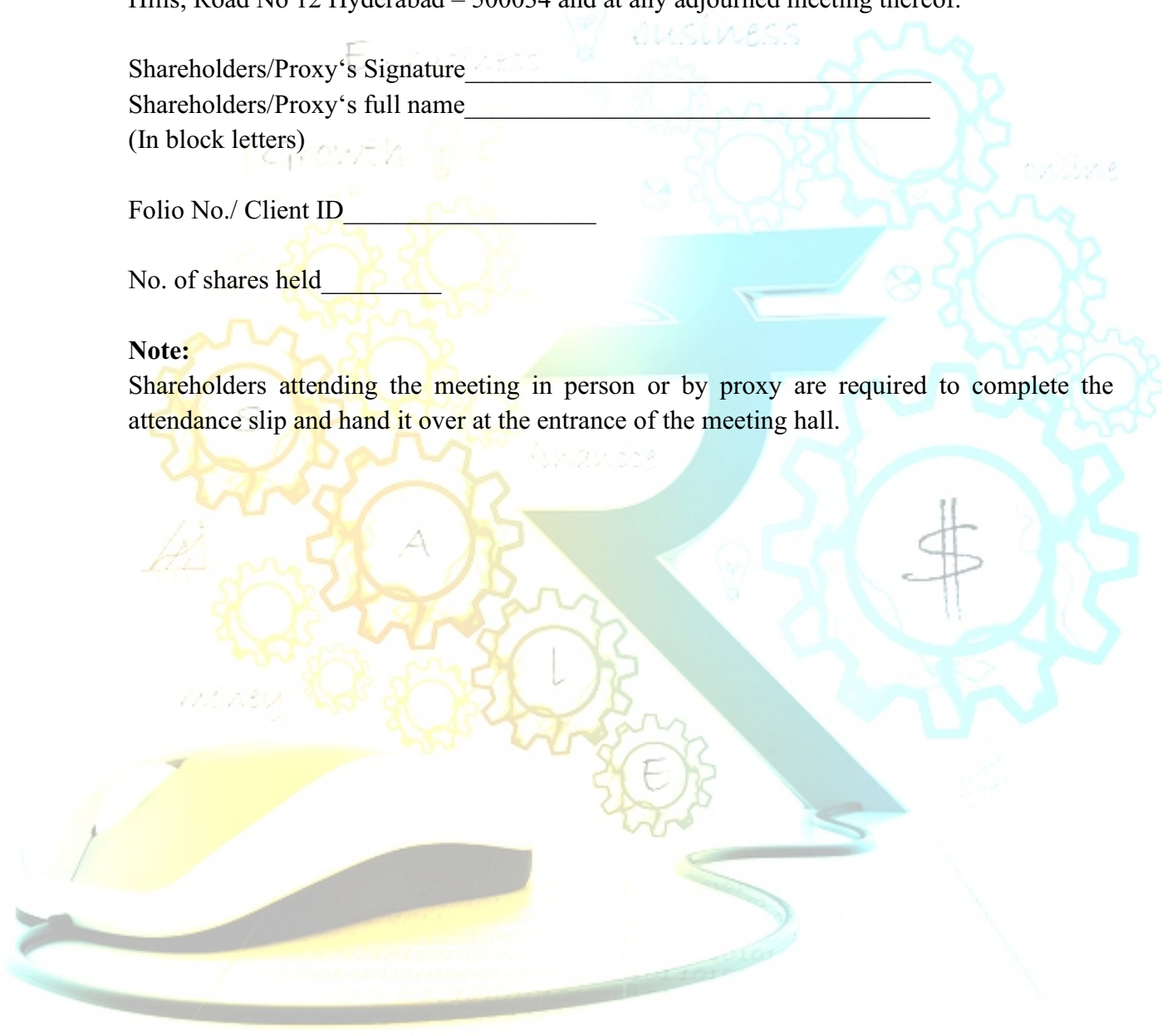
(In block letters)

Folio No./ Client ID _____

No. of shares held _____

Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.



**Form No. MGT-12
POLLING PAPER**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies
(Management and Administration) Rules, 2014]

CIN: : L74300TG1992PLC014317

Name of the company: GRADIENTE INFOTAINMENT LIMITED

Registered office : #306, 3rd Floor, May Fair Gardens, Banjara Hills, Road No. 12
Hyderabad – 500034

BALLOT PAPER

Sl. No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Approval of financial statements for the year ended 31.03.2021.			
2.	Appointment of Mr. Sudheep Raj Mathur as Director who retires by rotation.			

Place: Hyderabad

Date: 30.09.2021

(Signature of the shareholder)

