



**gradiente**  
Infotainment Limited



**ANNUAL REPORT 2021-2022**

## **FORWARD LOOKING STATEMENT**

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements -written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion on future performance. We cannot guarantee that these forward looking statements shall be realized, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and the underlying assumptions undergoing change. Should known or unknown risks or uncertainties emerge, or should underlying assumptions not materialise, the actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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## CHAIRMAN'S SPEECH



### Dear Shareholders,

It is my privilege to welcome you all, on behalf of the Board of Directors and the Management Team of your Company to the 30<sup>th</sup> Annual General Meeting.

### Creating a better future

The financial year 2022-23 would remain as the cornerstone for the Company. In order to take advantage of new opportunities across the Media and Entertainment sector and further growth in business we have launched Over-The-Top (OTT) Platform, **“GRADIENTE TUBE”**.

Your Company is sailing with every opportunity to build a better tomorrow by redefining the meaning of entertainment for our valued consumers, maximising the value for the stakeholders, enhancing the opportunities for employees etc.

Your company has considered setting up of a branch/subsidiary company in Abu Dhabi; Abu Dhabi Film Commission has set up a world class Media Film City and the Company has shown interest in setting up a branch/subsidiary company.

Your Company is considering the acquisition of RDG Productions Private Limited & RDG Tube (Multichannel Networks), Mumbai which is currently engaged in production of

Movies, Web-Series, TV-serials etc, for over a period of 12 years and various other technical partners have been appointed.

RDG Tube has over 277k subscribers across various YouTube channels and after acquisitions, we are planning to expand the subscriber's base to over a million in the very year.

Your Company has also commenced the production of web-series titled **“ENCOUNTER WITH FEAR”** and launched its music channel titled **“GRADIENTE MUSIC”**. The first presentation is an album titled **“Dhadkan”** to be shot in exotic locales in India and abroad.

These projects are expected to improve the top line and bottom line significantly.

### Acknowledgement

I firmly believe that these steps will enable us to drive scale and build a more sustainable, innovative and profitable company from the emerging markets.

I express my gratitude to the Statutory and Regulatory Authorities, Company's valued customers, all our Bankers for their continued timely support and valuable guidance.

We put our best efforts to achieve a high turnover of sale and improve the financial stability to the Company and thanking for your continued support.

Fasten your seat belts; we are poised for a vertical takeoff.

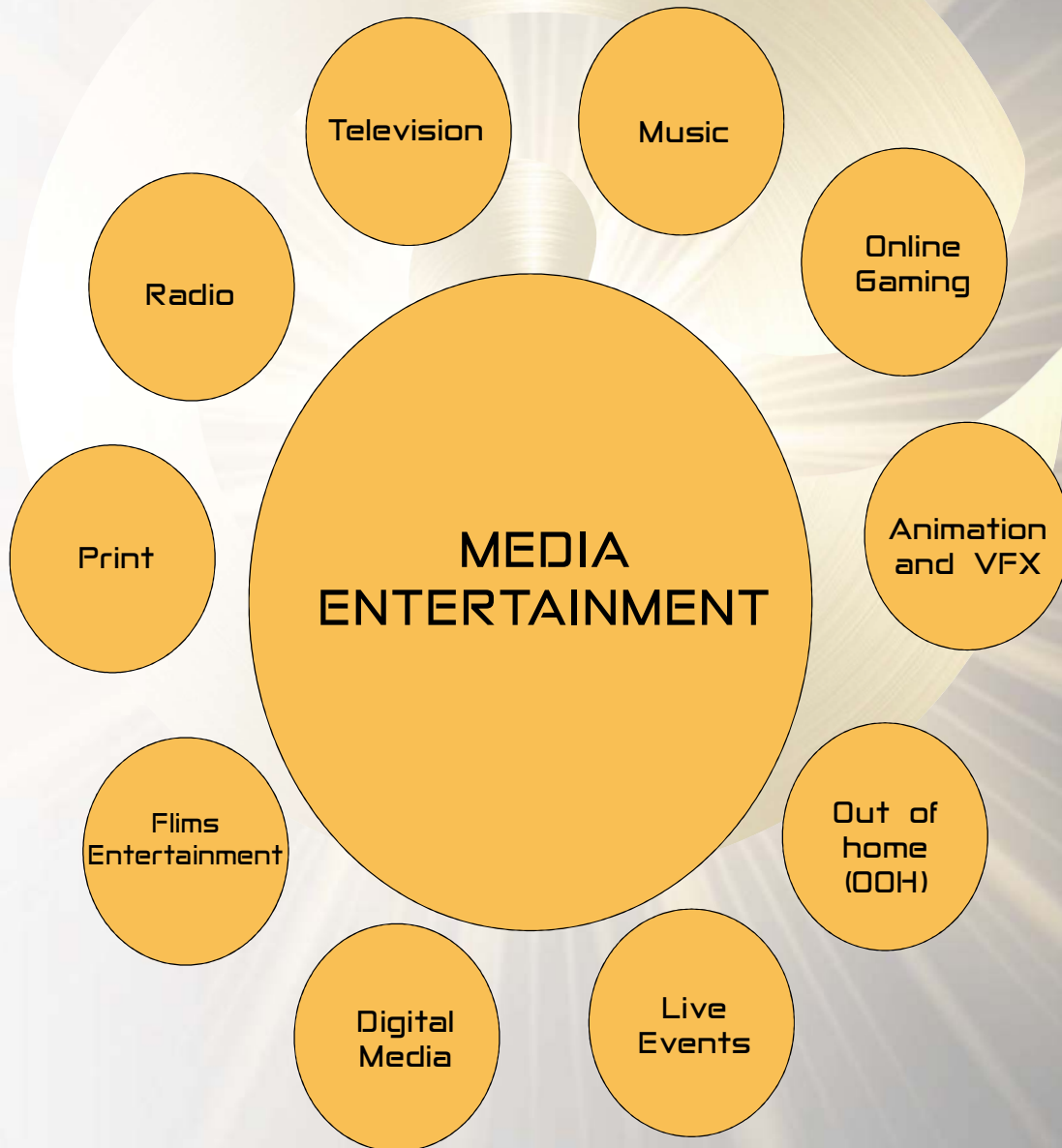
The business is well positioned to continue to prosper into the future.

My Best Wishes to all of you!

Thank you!

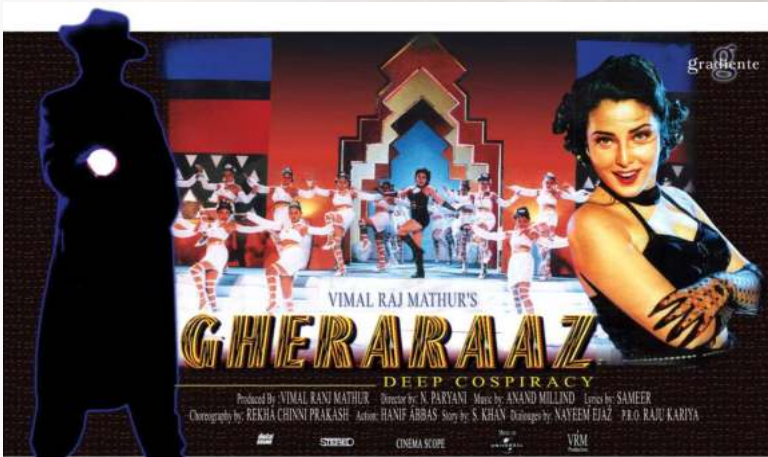
**Vimal Raj Mathur**  
Chairman & Managing Director

# MEDIA & ENTERTAINMENT Sector And 10 Segment





# Films, Entertainment & Music



# Television

A growing presence



Television Ad Commercials

Over 200 TVC  
and  
20 Corporate Films





# Financial Advertising

**Un-Audited Financial Results for the quarter ended 30th June 2012**

Particulars	3 months ended 30th June 2012		3 months ended 30th June 2011		Change over year ended 30th June 2011
	Rs. Lakhs	Rs. Crores	Rs. Lakhs	Rs. Crores	
Revenue	1,174.98	1,174.98	1,044.84	1,044.84	12.9%
Expenses	1,174.98	1,174.98	1,044.84	1,044.84	12.9%
Profit before tax	0.00	0.00	0.00	0.00	0.0%
Income tax expense	0.00	0.00	0.00	0.00	0.0%
Profit after tax	0.00	0.00	0.00	0.00	0.0%

**GENERAL AGRI CORP LIMITED**  
(Formerly known as Genera Industries Limited)  
Regd. Off. No. 92-203, Block B, Road No. 42, Plot No. 302, Film Nagar, Jubilee Hills Hyderabad-500033

**STATEMENT OF FINANCIAL POSITION**

Particulars	31st March 2012	30th June 2012	31st March 2011
Fixed Assets	1,174.98	1,174.98	1,044.84
Current Assets	0.00	0.00	0.00
Liabilities	1,174.98	1,174.98	1,044.84

Bringing you the next generation media solutions today

Gradiente Infotainment Ltd., an advertising and media entity for over two decades, is poised for new growth and diversification. It has aggressive plans for emerging media, information and entertainment domains like product development for mobile telephony, social media marketing, celebrity management, gaming and VFX and talent management.

Gradiente aims to become a one stop solution provider for the whole gamut of media and entertainment solutions. Gradiente is a listed company with shares being traded on BSE and CSE platforms.

With its recent foray into 'Talipad', having signed ten 'Talipad' firms, and plans underway to engage Bollywood production houses in the very near future, Gradiente is tuned into an exciting future.

It has also been identified recently as a content provider for TV channels and currently has standing orders worth 100 crores to deliver program based content to leading TV channels over the next three years.

**Advertising Solutions**  
Public Relations  
Events & Festivals  
Event Management  
Digital Media Solutions

**gradiente**

**TAKSHEEL SOLUTIONS**  
Un-Audited Financial Results for the Quarter & Nine Months Ended 30th June 2012

Particulars	Quarter ended 30th June 2012	Quarter ended 30th June 2011	Year ended 30th June 2012	Year ended 30th June 2011
<b>INCOME FROM OPERATIONS</b>	1,172.47	1,237.60	1,172.47	1,237.60
Revenue	1,172.47	1,237.60	1,172.47	1,237.60
Expenses	1,172.47	1,237.60	1,172.47	1,237.60
Profit before tax	0.00	0.00	0.00	0.00
Income tax expense	0.00	0.00	0.00	0.00
Profit after tax	0.00	0.00	0.00	0.00

**STATEMENT OF FINANCIAL POSITION**

Particulars	31st March 2012	30th June 2012	31st March 2011
Fixed Assets	1,172.47	1,172.47	1,044.84
Current Assets	0.00	0.00	0.00
Liabilities	1,172.47	1,172.47	1,044.84

**ORIENTAL BANK OF COMMERCE**  
(A Government of India Undertaking)  
303, 4-2-268A, Balakrishna Nagar, Plot No. 3, Banjara Hills, Hyderabad - 500 034

**POSSESSION NOTICE**  
(UNDER RULE 8 (1) & (2) FOR IMMovable PROPERTY)

Whereas the Authorized Officer of the ORIENTAL BANK OF COMMERCE under the Rehabilitation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 in exercise of powers conferred on it by the said Act and the Security Interest Enforcement Rules, 2002 issued a demand notice dated 05/12/2010 calling upon the Borrower M/S. J. PHARMAS represented by its Managing Partner S.R. Nagaraj Rao and the Guarantors, Guarantors to repay the amount mentioned in the said notice within 30 days from the date of notice and the borrower having failed to repay the amount till date, notice is hereby given to the borrower and the public in general that the undersigned, being the Authorized Officer of the ORIENTAL BANK OF COMMERCE, under the Rehabilitation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, has taken possession of the properties described in SCHEDULE I hereto in exercise of powers conferred on me by the said Act and read with Rule 8 of the said Rules on the 20/07/2011. The Borrower in particular and the public in general is hereby cautioned not to deal with the property mentioned in the SCHEDULE hereto and any dealings with the same shall be void.

**Indian Overseas Bank**  
Branch: Raj Bhawan Road, Hyderabad  
POSSESSION NOTICE

**State Bank of Hyderabad**  
OFFICE OF THE SUPERVISOR  
SBI HOUSE, 1-2-10, BALAJI NAGAR, HYDERABAD - 500 001

**SALE CUM AUCTION NOTICE**

Sale cum Auction Notice under the Rehabilitation & Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 of the movable and immovable properties mortgaged to the STATE BANK OF HYDERABAD for recovery of the secured debts of Rs. 9,00,00,000/- (Rupees Nine crores three lacs seven thousand five hundred only) and (some fifty seven only). Interest @ 12% p.a. with quarterly rests there on from 01-12-2007 with costs thereon of Rs. 1,00,00,000/- (Rupees One crore only) to be brought to sale.

Date and time of auction: 14-05-2012 12:00 Noon  
Place of Auction: State Bank of Hyderabad, Special Assets Management Branch, Hyderabad

**DESCRIPTION OF THE PROPERTY**

TOTAL AREA: Acres 14.22 Gms consisting of -  
1. All that piece and part of the land, total measuring Ac.2.15 guntas, approximately to 0.36 Hectars, in Survey No. 328, situated at Yammanampeta Village.

**विजया बैंक VIJAYA BANK**  
(A Govt. of India Undertaking)  
Regional Office, Babukrishna Estate, III Floor, Basheerpet, Hyderabad 500  
INVITATION FOR TENDERS FOR DISPOSAL OF BANK-OWNED CAR

Sealed Tenders are invited for sale of the following vehicles on 'As is where is' condition. The car is bank's owned car (NOT SALVAGED)

Vehicle No.	Make	Model	Reserve price	Inspection of the car
AP 02A 805 024	MAHARUTI ZEN	2000	Rs. 1,80,000/-	At the office of the car
AP 02A 805 024	MAHARUTI ZEN	2000	Rs. 1,80,000/-	At the office of the car

Tenders should be submitted in sealed covers duly superscribed as "Tender for the purchase of Vehicle No. ...." and submitted to the undersigned on or before 14.05.2012 at 12:00 Noon.

## Print Media

The enduring bastion for advertising





## PR Activities

Press Meets, Broker Meets,  
Brand Launches, Investors Meet



## Production Works



## Outdoor Media



## Annual Reports



## Production Works

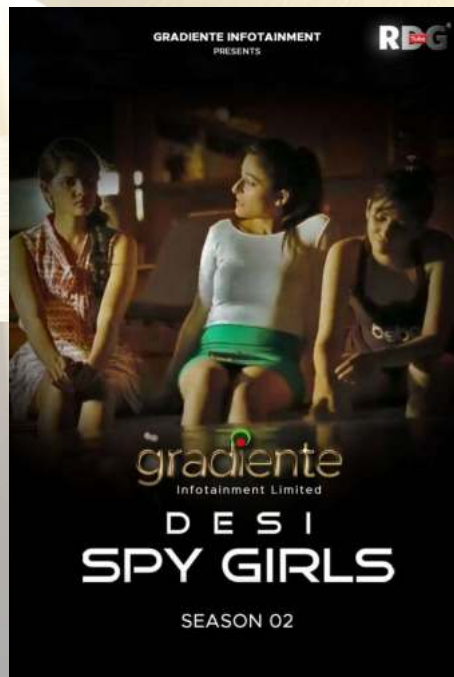
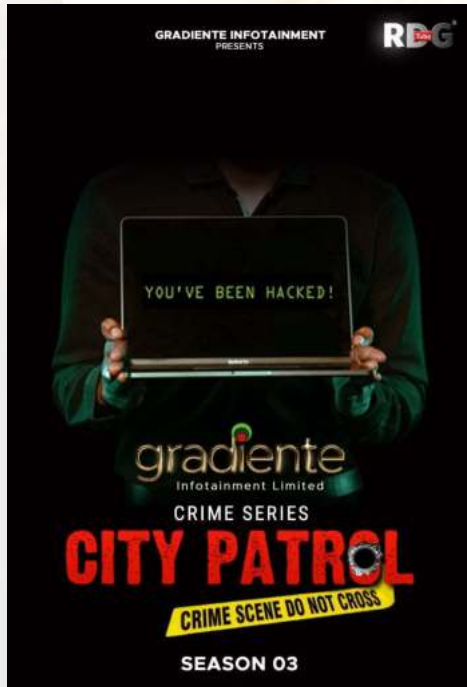
Packaging Division & POP Material



# OUR UPCOMING PROJECTS



# OUR UPCOMING PROJECTS







# Dhadkan

COMING SOON

on



[www.gradientinfotainment.com](http://www.gradientinfotainment.com) • [gradienttube](https://www.youtube.com/gradienttube)

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr.Vimal Raj Mathur	Managing Director
Mr.Sudheep Raj Mathur	Executive Director
Mrs. Sunitee Raj-Non	Executive Director
Mr.T.Venkateswara Rao	Independent Director
Mr.Balachandar Mallicarjunan	Independent Director
Mr.Abdul Raooof	Independent Director

### REGISTERED OFFICE

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

### COMPANY SECRETARY

Mrs .Sarita Paswan  
(Appointed w.e.f. 01-02-2022)

### STATUTORY AUDITORS

M/s. G R A N D M A R K & Associates  
Chartered Accountants  
Suite No 303, Level 3  
#8-2-248/B  
Lumbini Amrutha Chambers,  
Road No.3 Banjara Hills,  
Hyderabad, Telangana 500034

### SECRETARIAL AUDITOR

Ms. Pooja Bansal  
Practicing Company Secretaries  
Howrah.

### BANKERS

IDBI Bank Limited  
IDFC First Bank  
Bank of India

## **AUDIT COMMITTEE**

1.Mr. Mohd. Abdul Raof	Chairman
2.Mr. T. Venkateswara Rao	Member
3.Mr. Balachandar Mallicarjunan	Member

## **NOMINATION & REMUNERATION COMMITTEE**

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

## **STAKEHOLDERS RELATIONSHIP COMMITTEE**

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

## **INDEPENDENT DIRECTORS**

1.Mr.T.Venkateswara Rao	Chairman
2.Mr.Balachandar Mallicarjuna	Member
3.Mr. Mohd. Abdul Raof	Member

## **LISTED AT**

The Calcutta Stock Exchange Limited  
BSE limited–Trading under Permitted category

## **REGISTRAR & SHARE TRANSFER AGENTS**

PURVA SHAREGISTRY (INDIA) PVT. LTD.  
Unit no. 9, Shiv Shakti Ind. Estt.  
J .R. Borichamarg  
Lower Parel (E)  
Mumbai 400 011  
Tel : 022-2301 6761/8261  
E-Mail : [Support@Purvashare.Com](mailto:Support@Purvashare.Com)

**CORPORATE IDENTITY NUMBER** - L74300TG1992PLC014317

**WEBSITE:** [www.gradientinfotainment.com](http://www.gradientinfotainment.com)

**INVESTOR E-MAILID:** [shareholders@gradientinfotainment.com](mailto:shareholders@gradientinfotainment.com)



## **NOTICE**

Notice is hereby given that the thirtieth Annual General Meeting of the Shareholders of M/s. Gradiante Infotainment Limited will be held on Friday, the 30<sup>th</sup> day of September 2022 at 11:30 a.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 Sheets (Standalone & Consolidated) as at March 31, 2022, the Statements 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.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT** the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended 31st March 2022 including Balance Sheets, Statements of Profit and Loss Account and Cash Flow Statements for the year ended as on that date together with the notes forming part of accounts as audited and reported by the Auditors of the Company and the Directors’ Report, as circulated to the Members be and are hereby approved and adopted.”

- 2. Re-appointment of Mrs. Sunitee Raj (DIN: 05223416), who retires by rotation and being eligible, offers herself for re-appointment:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, Mrs. Sunitee Raj (DIN: 05223416) who retires by rotation at the 30<sup>th</sup>AGM and being eligible, offers herself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

### **SPECIAL BUSINESS:**

- 3. To consider and approve re-appointment of Mr. Vimal Raj Mathur (03138072) as the Chairman and Managing Director of the Company:**

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

**“RESOLVED** that pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and read with Schedule V, as

amended from time to time and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Vimal Raj Mathur (DIN 03138072) as the Chairman and Managing Director of the Company for a period of three consecutive years with effect from 01.06.2022, upon the terms and conditions set out in the Statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act, as recommended by the Nomination and Remuneration Committee, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and the managing director.

**RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this resolution.”

**4. To consider and approve re-appointment of Mr. Sudheep Raj Mathur (DIN 03138111) as whole time Director of the Company:**

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

“**RESOLVED** that pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and read with Schedule V, as amended from time to time and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Sudheep Raj Mathur (DIN 03138111) as the whole time Director of the Company for a period of three consecutive years with effect from 01.06.2022, upon the terms and conditions set out in the Statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act, as recommended by the Nomination and Remuneration Committee, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and the managing director.

**RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this resolution.”

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

**Place: Hyderabad**

**Date: 05-09-2022**

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

## NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Pursuant to the provisions of the Companies Act 2013 and the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the Company carrying voting rights

2. The Register of members and share transfer books of the company will remain closed from 24-09-2022 to 30-09-2022 (both days inclusive) for the purpose of annual closure.
3. Members / Proxies should bring the attendance slips duly filled in, sent herewith along with the Notice of the AGM at the Meeting and signed for attending the meeting.
4. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio.
5. As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members of the Company in respect of shares held by them. The members, who wish to nominate a person, may furnish the required details to the Company in the prescribed form.
6. In case of Joint holders attending the meeting, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote .
7. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to M/s Purva Sharegistry (India) Pvt Ltd /the Company by sending a duly signed letter along with self-attested copy of Pan Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of Bank passbook /Statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participants.
8. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses. In respect of electronic holdings, with the Depository through their concerned Depository Participants and members who hold shares in physical form are requested to register the same with our RTA, M/s Purva Sharegistry (India) Pvt Ltd, Unit no. Shiv Shakti Ind. Estt, J .R. Borichamarg, Lower Parel (E), Mumbai 400 011
9. In accordance with the MCA Circulars and Circular issued by the Securities and Exchange Board of India vide SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13-07-22



the notice of the Annual General Meeting (“AGM”) along with the Annual Report for the Financial Year 2021-22 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

10. Electronic copy of the Notice of the 30th Annual General Meeting of the Company interalia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same.
11. Members may also note that the Notice of the 30<sup>th</sup> Annual General Meeting and the Annual Report for 2021-22 will also be available on the Company’s website [www.gradientinfotainment.com](http://www.gradientinfotainment.com) for their download. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office in Hyderabad for inspection between 2:00 p.m. to 4:00 p.m. on all working days from Monday to Saturday. 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 Members may also send requests to the Company or to its Registrar and Share Transfer Agent, at the following Email ID respectively: [shareholders@gradientinfotainment.com](mailto:shareholders@gradientinfotainment.com) and [support@purvashare.com](mailto:support@purvashare.com).
12. The Company (Management and Administration) Rules, 2015 provide that the electronic voting period shall close at 5.00 p.m. on the date preceding the AGM. Accordingly, the e-voting will be available at the <https://www.evoting.nsdl.com>. The remote e-voting period will commence at 9.00 AM (IST) on 27th September, 2022 and will end at 5.00 PM (IST) on 29th September, 2022. The remote e-voting will not be allowed beyond the aforesaid period and time, and the remote e-voting module shall be displayed by NSDL for e-voting thereafter. Once the vote on a resolution is cast by a member shall not be allowed to change subsequently.
13. The member(s) who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again. In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set forth in their notice, the Company is enclosing a Ballot form with the Notice. Resolution(s) passed by the members through ballot forms, remote e-voting and voting at the AGM are deemed to have passed as if they have been passed at the AGM.
14. Members are requested to quote their Registered Folio No. in all correspondence(s) with the Company.
15. 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.
16. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the 23<sup>rd</sup> September, 2022 only shall be entitled to avail the facility of remote e-voting as well voting at the AGM through ballot paper.
17. Mr. CS S.Sarweswara Reddy, Company Secretary (Membership No. 12611) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

18. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
19. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and hereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
20. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.gradientinfotainment.com](http://www.gradientinfotainment.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the CSE and BSE.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on 27<sup>th</sup> September, 2022 at 9:00 A.M. and ends on 29<sup>th</sup> September, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23<sup>rd</sup> September 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September 2022.

**THE EVEN NUMBER OF “GRADIENTE INFOTAINMENT LIMITED” IS 122063.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**






**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



	 <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store      Google Play </p> <p style="text-align: center;">       </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their 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 are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</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 above mentioned website.

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

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

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ssrfcs@gmail.com](mailto:ssrfcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [shareholders@gradientinfotainment.com](mailto:shareholders@gradientinfotainment.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [shareholders@gradientinfotainment.com](mailto:shareholders@gradientinfotainment.com) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

#### **In respect of Item No. 3: Re-appointment of Mr. Vimal Raj Mathur (DIN 03138072) as the Chairman and Managing Director of the Company:**

The Board of Directors at its meeting held on 30<sup>th</sup> May, 2022 re-appointed of Mr. Vimal Raj Mathur (holding DIN 03138072) as Chairman & Managing Director of the Company with effect from 01<sup>st</sup> June, 2022 for the period of three years subject to approval of shareholders in ensuing Annual General Meeting on the terms and conditions as set out in the resolution. For the purpose, an agreement has been entered into by the Company with the Managing Director on 30<sup>th</sup> May, 2022.

In accordance with the provisions of sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) the re-appointment of Mr. Vimal Raj Mathur as a Chairman & Managing Director is subject to the approval of the Members on the terms and conditions as mentioned in resolution

Pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS- 2"), issued by the Institute of Company Secretaries of India, Details of Directors seeking appointment/ re-appointment at the ensuing Meeting are provided and forms a part of the Notice.

The Board therefore recommends the resolution for your approval.

Except Mrs. Sunitee Raj Mathur (being relative of the appointee), none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution

#### **In respect of Item No. 4: Re-appointment of Mr. Sudheep Raj Mathur (DIN 03138111) as whole time Director of the Company:**

The Board of Directors at its meeting held on 30<sup>th</sup> May, 2022 re-appointed of Mr. Sudheep Raj Mathur (holding DIN 03138111) as whole time Director of the Company with effect from 01<sup>st</sup> June, 2022 for the period of three years subject to approval of shareholders in ensuing Annual General Meeting on the terms and conditions as set out in the resolution. For the purpose, an agreement has been entered into by the Company with the Managing Director on 30<sup>th</sup> May, 2022.

In accordance with the provisions of sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) the re-appointment of Mr. Sudheep Raj Mathur as whole time Director is subject to the approval of the Members on the terms and conditions as mentioned in resolution



Pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS- 2”), issued by the Institute of Company Secretaries of India, Details of Directors seeking appointment/ re-appointment at the ensuing Meeting are provided and forms a part of the Notice.

The Board therefore recommends the resolution for your approval.

None of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

## ANNEXURE-I TO ITEM NO'S. 2, 3 AND 4 OF THE NOTICE

Details required under Section 102 of the Companies Act, 2013 in respect of the Directors proposed to be appointed/ re-appointed at the ensuing AGM and their Brief Resume have been provided under the Explanatory Statement annexed to this Notice. The other Information/Disclosure in compliance with the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India have been provided herein below:

<b>Particulars</b>	<b>Item No. 02</b>	<b>Item No. 03</b>	<b>Item No. 04</b>
<b>Name of Director</b>	<b>Sunitee Raj</b>	<b>Vimal Raj Mathur</b>	<b>Sudeep Raj Mathur</b>
<b>DIN</b>	05223416	03138072	03138111
<b>Category of Director</b>	Non Executive and Non Independent	Managing Director	Executive Director
<b>Date of Birth (Age in Years)</b>	07-11-1960 (62)	05-10-1958 (64)	10-11-1973 (49)
<b>Date of first appointment on the Board</b>	06-02-1992	06-02-1992	09-08-2001
<b>Qualification</b>	Bachelor & Masters Degree from Andhra University	Post Graduate in Mass Communications	Graduate in Bachelor of Commerce
<b>Expertise in Specific Functional Areas</b>	She has over a decade of experience in Entertainment industry	He has experience in international advertising, handling international clients and overseas branches.	He has over a two decade of experience in Media & Entertainment industry
<b>Relationship with other Directors of the company</b>	Wife of Vimal Raj Mathur	Husband of Sunitee Raj	Nil
<b>Chairmanship/ Membership of Committees of the Company</b>	1. Nomination and Remuneration Committee - Member 2. Stakeholders Relationship Committee - Member	Nil	Nil
<b>Directorships held in other Companies</b>	Nil	Omnistar Advertising Private Limited	Omnistar Advertising Private Limited
<b>Chairmanship/ Membership of committees of other Companies</b>	Nil	Nil	Nil
<b>Shareholding in the company</b>	1,805 equity shares	10,86,661 equity shares	5,400 equity shares
<b>Terms and conditions of Appointment / Re-appointment</b>	As stated in the Notice	As stated in the Notice	As stated in the Notice

## DIRECTORS' REPORT

**To**  
**The Members,**  
Gradiente Infotainment Limited,

Your Directors have pleasure in presenting the 30<sup>th</sup> Annual Report of Gradiente Infotainment Limited together with audited financial statements (consolidated and standalone) and the Auditor's Report for the financial year ended 31st March 2022.

In compliance with the applicable provisions of Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for time being in force and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this report covers the financial results and other developments during the financial year ended 31st March 2022, in respect of the Company.

### 1. FINANCIAL HIGHLIGHTS:

The performance during the period ended 31<sup>st</sup> March, 2022 has been as under:

**(Rs. In Lakhs)**

<b>Particulars</b>	<b>2021-22</b>	<b>2020-21</b>
Total Income	75.01	469.41
Total Expenditure	72.92	452.09
Profit before Tax	2.09	17.32
Provision for Taxation	0.52	4.46
Profit After Tax	1.57	12.85
Transfer to General Reserve	0	0
Profit available for appropriation	1.57	12.85
Provision for Proposed Equity Dividend	0	0
Balance Carried to Balance Sheet	1.57	12.85
Earnings per Share		
Basic	0.01	0.06
Diluted	0.01	0.06



## **2. OPERATIONS**

During the year under review, the Company has recorded a turnover of Rs.75.01 Lakhs and the profit of Rs.1.57 in the current year against the turnover of Rs.469.41 and profit of Rs 12.85 Lakhs in the previous financial year ending 31.03.2021.

## **3. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS :**

The Company is foraying into multiple business modules such as Over-The-Top (OTT), productions of web-series, productions of tele-series The Company is also exploring opportunities in producing low budget movies in regional languages and Hindi.

The Company is also launching a music channel and a news channel in the financial year 2022-23. The current business segments are developing green shoots which are bright and promising; capable of delivering strong growth in the current fiscal.

While the Companies performance had been impacted due to the pandemic, the Board is confident of a very strong improvement in top and bottom lines, from the next fiscal.

## **4. 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 31<sup>st</sup>March, 2022 and the date of Board's Report.

## **5. 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.

## **6. DIVIDEND:**

The Board of Directors did not recommend any dividend for the financial year 2021-22.

## **7. TRANSFER TO RESERVES:**

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

## **8. 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 3,00,00,000 equity shares of Rs.10/- each and the paid up capital stands at Rs. 22,51,74,000/- divided into 2,25,17,400 equity shares of Rs. 10/- each.

#### **9. 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 in Form MGT 9 is attached to this Report at **ANNEXURE E**.

#### **10. BOARD MEETINGS:**

The Board of Directors met Four (4) times during the financial year on 14.02.2022, 02-11-2021, 14.08.2021, 30.06.2021

The gap between any two meetings was not more than one hundred twenty days as mandated under the provisions of Section 173 of the Companies Act, 2013 and Regulation 17(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **11. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Report and is annexed hereto as **ANNEXURE C**.

#### **12. CORPORATE GOVERNANCE**

The Company has implemented the procedures and adopted practices in conformity with the Code of Corporate Governance as laid down under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate report on Corporate Governance is annexed herewith, as part of the Annual Report along with the Auditor's Certificate on its compliance as **ANNEXURE D**.

#### **13. 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.

#### **14. RATIO OF REMUNERATION TO EACH DIRECTOR:**

The details under section 197(12) of the Companies Act, 2013, and Rule 5(1)(2) & (3) of the Companies (Appointment & Remuneration) Rules, 2014 are provided at **ANNEXURE B**.

#### **15. MECHANISM FOR EVALUATION OF PERFORMANCE OF THE 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.

**16. 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.

**17. 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.

**18. 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.gradiententertainment.in](http://www.gradiententertainment.in)

**19. STATUTORY AUDITORS:**

M/s. G R A N D M A R K & Associates, Chartered Accountants has been appointed as statutory Auditors of the Company to hold office from the conclusion of the 29th Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company for the financial year 2025-26 on such remuneration as may be determined by the Board of Directors of the Company

**20. SECRETARIAL AUDITORS:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, Secretarial Audit has been conducted for the Financial Year 2021-22 by Mrs. Pooja Bansal, Practising Company Secretary

and their Secretarial Audit report for the financial year ended 31st March 2022 is enclosed at ANNEXURE F.

## **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, 2022 and qualifications for the same are discussed in details in Audit 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. 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.

## **23. 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.

## **24. 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.

**25. INSURANCE:**

The properties and assets of your Company are adequately insured.

**26. 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.

**27. RELATED PARTY TRANSACTIONS:**

The related party transactions entered into by the company during the financial year under review have been disclosed in the financial statements of the company for the financial year ended 31st March 2022. All the transactions entered into are at an arm's length basis and in the ordinary course of business. The relevant details in form AOC- 2 is enclosed hereto at ANNEXURE -A.

**28. 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.

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

The Company has one subsidiary Company namely "Omnistar Advertising Private Limited"

**30. 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.



### **31.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.

### **32. CEO/ CFO CERTIFICATION:**

The CEO and CFO's Certification is provided as ANNEXURE-C to the Corporate Governance Report in the Annual Report.

The CEO and CFO's Certification of the Financial Statements, the Cash Flow Statement and the Internal Control Systems for financial reporting for the financial year ended March 31, 2022, was placed before the Board of Directors at all their meetings held..

### **33. 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

**34. WEBSITE:**

In terms of the provisions of Section 134(3)(a) read with 92(3) of the Companies Act, 2013 and the relevant rules made thereunder, a copy of the Annual return as prescribed under Section 92 of the Companies Act, 2013, as amended shall be made available on the official website of the Company [www.gradientinfotainment.com](http://www.gradientinfotainment.com)

**35. 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).

**36. 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.

**37. DETAILS 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.

**38. 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.

**39. 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.

**40. DISCLOSURE ABOUT COST AUDIT:**

Cost Audit is not applicable to your Company.

**41. 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.

**42. 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.

**43. 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.

**44. 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.

**45. 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.

**46. 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: 05-09-2022**

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

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

## ANNEXURE- A

### FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

**Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.**

1. Details of contracts or arrangements or transactions not at Arm's length basis.

<b>SL. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	N.A

2. Details of contracts or arrangements or transactions at Arm's length basis.

<b>SL. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	Omnistar Advertising Pvt Ltd. (Subsidiary)
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Date of approval by the Board	N.A
f)	Amount paid as advances, if any	N.A

## ANNEXURE – B

### REMUNERATION RATIO OF THE DIRECTORS/KEY MANAGERIAL PERSONNEL/EMPLOYEES

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of managerial personnel) Rules, 2014:

1. The percentage increase in remuneration of each Director, other key managerial personnel (KMP), Ratio of the remuneration of each director to the median remuneration of the employees of the company and the comparison of the remuneration of each KMP against the performance of the Company during the financial year 2021-22 areas under.

S. No	Name	Designation	Remuneration of Director / KMP for financial year 2021-22 (Rs in lacs)	% increase in Remuneration in the Financial Year 2021-22	Ratio of Remuneration of each Director / KMP to median remuneration
01	Vimal Raj Mathur	Chairman and Managing Director	4.80	Nil	1.60
02	Sudheep Raj Mathur	Executive Director	3.00	Nil	1.00
03	Sunitee Raj Mathur	Non executive and Non Independent	Nil	Nil	Nil
04	T.Venkateswara Rao	Independent Director	Nil	Nil	Nil
05	Balachandar Mallicarjunan	Independent Director	Nil	Nil	Nil
06	Abdul Raof	Independent Director	Nil	Nil	Nil
07	Sarita Paswan	Company Secretary	0.18	Nil	0.06

2. The median remuneration of employees of the Company during the financial year 2021-22 was Rs 3.00 lacs.
3. In the Financial year, there was no increase/decrease in the median remuneration of employees;
4. There were 11 permanent employees on the rolls of Company as on March 31, 2022;
5. There was no increase/decrease in the salaries of employees and managerial personnel in FY 2021-22.
6. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.



**ANNEXURE - C**  
**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**INDUSTRY STRUCTURE AND DEVELOPMENTS**

The Indian entertainment industry is on a high growth path. Domestic majors are finding better earnings potential in the huge overseas markets. At the same time, corporatization is finally starting to emerge in this highly unorganized industry. This is likely to instill a greater discipline in the functioning of the industry and lead to greater consolidation in the future. The domestic consumer will opt for more sophisticated technology in the near future. Consequently, domestic majors will have to redefine their product offerings.

“With the global economic slowdown affecting advertising spends, sectors like television, print, radio and outdoor that depend on advertising revenues were affected,” says the study. Media companies are under pressure to change, innovate and re-examine their existing business models. Companies need to draw upon new capabilities to survive in this environment.”

**EVENT MANAGEMENT**

Gradiente has deep experience in all aspects of Event Management. This includes awareness of organizational skills, tech knowhow, PR, marketing and advertising presence, catering, logistics, decor, law and license awareness, glamour identity, risk management, budgeting, in-depth exposure to television and various other media. This knowledge is critical to follow through successfully to closure.

**EDUCATION MODELING & ACTING COLLEGE**

At Gradiente, it is our constant effort to blend, adapt, design and deploy services and technologies that are not only contemporary, but also futuristic. The ultimate purpose is to make a measurable and tangible difference, above the noise. With the boom in the entertainment agenda across the networks, we have initiated measures to improve the quality of content and presentation by identifying, training and promoting talent that would be empowered subsequently to contribute to mainstream entertainment as well. Fashion design, training, modelling, soft skills, communication are focus areas to groom new talent and gear them for the industry demands.

**NEW MEDIA**

With technological advancements and growing penetration of mobiles, personal computers, laptops and the internet, segments like animation, internet advertising and gaming are witnessing an unprecedented growth. Television content is becoming interactive with extensive internet usage. Your Company has exploited the wireless handheld devices by delivering through different technology-services such as Interactive Voice Response (IVR) ,

automatic speech recognition and short-term messaging service platforms in Hindi, English, Tamil, Telugu and Kannada.

## **OPPORTUNITIES AND THREATS**

Your Company has a diversified business model in media and entertainment sector and the revenue is expected to come from various segments across various levels of the value chain. The diversified business model of the Company will provide scalability apart from spreading the risk profile of the overall business.

## **MATERIAL DEVELOPMENT IN HUMAN RESOURCES**

Gradiente aims to recruit, nurture and retain quality professionals and provide them with a high performance environment. Knowledge and intellectual assets are being strategically shared across at Gradiente we have understood the potential of the human resource and its contribution to the financial standing of your company. Therefore, the human asset is highly valued and regarded by your Company. No effort is spared to provide the employees with a healthy work environment and all assistance is rendered in order to bring-out the best in each one of them. Gradiente is reassessing traditional notions about employment and experimenting with broad-based employee ownership.

## **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The details of the financial performance with respect to operational performance of the Company are appearing in the Balance Sheet, Profit & Loss Account separately. Please refer the Directors' Report for highlights.

## **SENIOR MANAGEMENT DISCLOSURES**

The Company's senior management makes disclosures to the Board relating to all material financial and commercial transactions as when they occur.

## **CAUTIONARY STATEMENT**

Statements in this Management Discussion and Analysis Report may be "forward looking statements: within the meaning of applicable securities laws and regulations. These statements are based on certain assumption and expectations of future events. Actual results could differ materially from those expressed or implied. Important facts that could make a difference at the Company's operations include economic conditions affecting domestic demand and supply conditions, finished goods prices, changes in government regulations and tax regime etc. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of subsequent developments, information or events.

## **ANNEXURE – D**

### **CORPORATE GOVERNANCE REPORT**

#### **1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Your company strongly believes in the principles of corporate governance and hence has been continuously making efforts to implement and follow in the conduct of its affairs.

#### **2. BOARD OF DIRECTORS**

Your Company has a balanced mix of Executive and Non-Executive Directors during the year. The composition of the Board is being broadened to represent a blend of professionals from various backgrounds which will further enable the Board to discharge its responsibilities more efficiently and provide effective leadership by taking the Company's business to achieve the goals in future.

The Chairman of the Board for the financial year 2021-22 was Mr. Vimal Raj Mathur and at least half of the Board was Independent Directors and therefore the composition of the Board is in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

##### **(a) Composition and Category of Directors**

The Board of Directors had an optimum combination of Executive and Non-Executive Directors and had one women Director and not less than fifty percent of the Board members are Non-Executive and Independent Directors. At this year end the Board composition consisted of Six (6) Directors comprising two Executive Directors, one Non-Executive & Non Independent Director and three Non-Executive & Independent Director.

##### **Executive Directors**

Mr. Vimal Raj Mathur  
Mr. Sudheep Raj Mathur

##### **Non-Executive - Non Independent Director**

Mrs. Sunitee Raj

##### **Non-Executive - Independent Director**

Mr. Tammineedi Venkateswa Rao  
Mr. Mohd Abdul Raoof  
Mr. Balachandar Mallicarjunan



## Notes:

- 1) Number of Directorships held in other companies includes all companies, whether listed or unlisted and excludes Foreign Companies, other Bodies Corporate and professional bodies. The limits on the Directorships of Independent Directors and Executive Directors are within the permissible limits.
- 2) The necessary disclosures regarding change in the Committee positions, if any, have been made by all the directors during the year under review. None of the Directors is a member of more than 10 committees or Chairman of more than 5 committees across all Indian Companies
- 3) Independent Director means a Non-Executive Director, who fulfils the criteria as laid down in Section 149 (3) of the Companies Act, 2013.
- 4) The Company has issued formal letter of appointment to its Independent Directors. The maximum tenure of Independent Directors is in accordance with the Companies Act, 2013.
- 5) As per Schedule IV of the Companies Act, 2013 (Act“) mandates Independent Directors of a Company will at least one separate meeting in a year without the presence of non independent directors and members of management.
- 6) In the said Meetings the Independent Directors review the matters as stipulated in the SEBI (Listing obligations and disclosure requirements ) Regulations 2015 and action items ,if any, are communicated and tracked to closure to the satisfaction of the Independent directors . The purpose of these meetings is to promote open and candid discussion among the Independent Directors.

The calendar of Board meetings is decided in consultation with the Board and the schedule of such meetings is communicated to all Directors well in advance. Generally, the Board Meetings are held at the registered office of your Company is situated. The agenda for the Board Meeting includes applicable matters and agenda matters as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is generally circulated few days prior to the date of the Meeting and includes detailed notes on the items to be discussed at the meeting to enable the Directors to take informed decisions.

Members of the Board and key executives, disclose to the Board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the Company. The Board and key executives also conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining the confidentiality of information in order to foster a culture for good decision making.

Your Board met Four (4) times during the financial year 2021-22 on 30<sup>th</sup> June, 2021, 14<sup>th</sup> August 2021, 02<sup>nd</sup> November 2021 and 14<sup>th</sup> February 2022.

The necessary quorum was present for all the Board Meetings. The maximum interval between any two Board Meetings was well within the maximum gap of one hundred and twenty days.

After each Board Meeting, your Company has a well-articulated system of follow up, review and reporting on actions taken by the Management on the decisions of the Board and Committees of

the Board.

**(a) Attendance of the Directors at the Board Meetings**

The Attendance Record of the Directors at the Board Meetings held for the financial year 2021-22 is as follows:

S.N	Name of the Directors	Category	Attendance particular		
			Board Meetings		
			Held	Attended	% of attendance
1	Vimal Raj Mathur	Managing Director	4	4	100
2	Sudheep Raj Mathur	Executive Director	4	4	100
3	Sunitee Raj	Non-Executive - Non Independent Director	4	4	100
4	Tammineedi Venkateswa Rao	Non-Executive - Independent Director	4	4	100
5	Mohd Abdul Raof	Non-Executive - Independent Director	4	4	100
6	Balachandar Mallicarjunan	Non-Executive - Independent Director	4	4	100

All changes being additions and deletions are communicated by the Board Members and recorded in the statutory registers and applicable disclosures also made to the Stock Exchanges.

The Board has constituted the following Committees and each Committee has their terms of reference as a Charter.

The Chairman of each Committee along with the other Members of the Committee and if required other Members of the Board, decide the agenda, frequency and the duration of each meeting of that Committee. Currently, the Board has at the end of the year three Committees:

- (i) Audit Committee;
- (ii) Nomination and Remuneration Committee
- (iii) Stakeholders Relationship Committee

## 1. THE AUDIT COMMITTEE

**The Audit Committee reports to the Board and is primarily responsible for:**

1. Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment, the replacement or removal of the Auditor (financial) and fixing of audit fees & Approval of payment to Auditors (financial) for any other services rendered by them.
3. Reviewing, with the management, the annual financial statements and auditor's and director's report thereon be for submission to the Board for approval.
4. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
5. Valuation of undertakings or assets of the Company, wherever it is necessary.
6. Evaluation of internal financial controls and risk management systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors on any significant findings and follow up there on.
9. Discussion with Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
10. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee consists of Three Directors, as per the details given below. All Members are financially literate and have the required accounting and financial management expertise.

Mr. Tammineedi Venkateswa Rao is the Chairman of the Audit Committee till 31<sup>st</sup> March, 2022 and was present at the 29<sup>th</sup> Annual General Meeting to answer the Shareholders' queries.

The Audit Committee met four (4) times during the financial year 2021-22. They met on 30<sup>th</sup> June, 2021, 14<sup>th</sup> August 2021, 02<sup>nd</sup> November 2021 and 14<sup>th</sup> February 2022 and not more than four months had elapsed between two Audit Committee meetings. The necessary quorum was present for all the said Audit Committee Meetings.

**The composition of the Audit Committee as on 31-03-2022 and the attendance of each member of the Audit Committee are given below:**

S.N	Name of the Committee member	Designation	Attendance particular		
			Committee Meetings		
			Held	Attended	% of attendance
1	Tammineedi Venkateswa Rao	Chairman	4	4	100
2	Mohd Abdul Raof	Member	4	4	100
3	Sunitee Raj	Member	4	4	100



## I. NOMINATION AND REMUNERATION COMMITTEE

**The Nomination and Remuneration Committee is primarily responsible to Identify potential candidates to become Board Members.**

1. Recommending nominees to various Committees of the Board.
2. Ensuring that appropriate procedures are in place to assess Board's effectiveness.
3. Developing an annual evaluation process of the Board and its Committees.
4. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
5. Formulation of criteria for evaluation of Independent Directors and the Board;
6. Devising a policy on Board diversity;
7. Assist the Board in ensuring that affordable, fair and effective compensation philosophy and policies are implemented;
8. Approve and make recommendations to the Board in respect of salary structure and actual compensation (inclusive of performance based incentives and benefits) of the Executive Directors, including the Chief Executive Officer;
9. Review and approve the overall budgetary increment proposals for annual increase of compensation and benefits for the employees;
10. Review and approve any disclosures in the annual report or elsewhere in respect of compensation policies or Directors' compensation;
11. Any other matter referred to the Remuneration Committee by the Board of Directors of the Company.

The Remuneration Committee is responsible for reviewing the overall goals and objectives of compensation programs, as well as their compensation plans, and making changes to such goals, objectives and plans.

Nomination and Remuneration Committee - salary, benefits, perquisites and allowances (fixed component) and performance incentives, commission (variable component) to its Chairman, Managing Director and other Executive Directors.

The Nomination and Remuneration Committee has met on 14<sup>th</sup> Feb 2022 during the financial year 2021-22.

**The composition of the Nomination and Remuneration Committee and the attendance of each member of the Nomination and Remuneration Committee are given below:**

S.N	Name of the Committee member	Designation	Attendance particular		
			Committee Meetings		
			Held	Attended	% of attendance
1	Tammineedi Venkateswa Rao	Chairman	1	1	100
2	Mohd Abdul Raof	Member	1	1	100
3	Sunitee Raj	Member	1	1	100

## I. STAKEHOLDER RELATIONSHIP COMMITTEE (SHAREHOLDERS/INVESTOR GRIEVANCE AND SHARE TRANSFER COMMITTEE):

During the financial year 2021-22, Shareholders/Investors Grievance Committee met four (4) times. They met on 30<sup>th</sup> June, 2021, 14<sup>th</sup> August 2021, 02<sup>nd</sup> November 2021 and 14<sup>th</sup> February 2022.

The Shareholders/Investors Grievance Committee was constituted to look into the redressing of Shareholders and Investors complaints concerning transfer of shares, non receipt of Annual Reports, and non receipt of Dividend and other allied complaints.

To approve, transfer, transmission, and issue of duplicate / fresh share certificate(s)

- Consolidate and sub-division of share certificates etc.
- To redress, approve and dispose off any, other complaints, transactions and requests etc., received from any shareholder of the company and investor in general.

The Board has delegated the power to process the transfer and transmission of shares to the Registrar and Share Transfer Agents, who process share transfers within a week of lodgement in the case of shares held in physical form.

**The composition of the Stakeholder Relationship Committee and the attendance of each member of the Stakeholder Relationship Committee are given below:**

S.N	Name of the Committee member	Designation	Attendance particular		
			Committee Meetings		
			Held	Attended	% of attendance
1	Tammineedi Venkateswa Rao	Chairman	1	1	100
2	Mohd Abdul Raof	Member	1	1	100
3	Sunitee Raj	Member	1	1	100

The Compliance Officer monitors the share transfer process and reports to the Company's Board in each meeting and the said Officer also directly liaises with the authorities such as SEBI, Stock Exchanges, ROC etc., and investors with respect to implementation of various clauses, rules, regulations and other directives of such authorities and investor service & complaints related matter.

There is no share transfer pending for more than 15 days.

Your Company has a designated e-mail ID, [shareholders@gradientinfotainment.com](mailto:shareholders@gradientinfotainment.com) for the redressal of any Stakeholders' related grievances exclusively for the purpose of registering complaints by Members/stakeholders. Your Company has also displayed the said email ID under the investors

section at its website, and other relevant details prominently for creating investor/ stakeholder awareness. Your Company maintains a functional website containing necessary information about the Company e.g. details of its business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the Company and the contents of the said website are updated at any given point of time as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as per the requirements of the Companies Act, 2013.

#### Nature of Complaints/ Correspondence/ Requests

Opening Balance	NIL
Received	NIL
Resolved	NIL
Outstanding as on March 31, 2022	NIL

#### 1. GENERAL BODY MEETINGS:

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

S.No	AGM	DATE	TIME	VENUE
1	27 <sup>th</sup>	30-09-2019	11.30 A.M	#306, 3 <sup>rd</sup> Floor, May Fair Gardens, Banjara Hills, Road No 12 Hyderabad, Telangana, 500034
2	28 <sup>th</sup>	30-12-2020	11:00 A.M	#306, 3 <sup>rd</sup> Floor, May Fair Gardens, Banjara Hills, Road No 12 Hyderabad, Telangana, 500034
3	29 <sup>th</sup>	30-09-2021	3:00 P.M	#306, 3 <sup>rd</sup> Floor, May Fair Gardens, Banjara Hills, Road No 12 Hyderabad, Telangana, 500034

Attendance of Board of Directors in the Annual General Meeting is as follows:

S. No	Name of the Directors	Category	Attendance
			Whether present in the 29 <sup>th</sup> AGM
1	Vimal Raj Mathur	Managing Director	Yes
2	Sudheep Raj Mathur	Executive Director	Yes
3	Sunitee Raj	Non-Executive - Non Independent Director	Yes
4	Tammineedi Venkateswa Rao	Non-Executive - Independent Director	Yes
5	Mohd Abdul Raof	Non-Executive - Independent Director	Yes
6	Balachandar Mallicarjunan	Non-Executive - Independent Director	Yes



## 1. DISCLOSURES

### A. RELATED PARTY TRANSACTIONS

All material transactions entered into with related parties as defined under the Act and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business. These have been approved by the audit committee. The board has approved a policy for related party transactions which has been uploaded on the Company's website.

### B. 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. The same has been placed on the website of the Company i.e. [www.gradientefotainment.com](http://www.gradientefotainment.com).

#### **For employees to report concerns about unethical behavior:**

To establish a mechanism to report to the management, concerns about unethical behaviour, actual or suspected fraud or violation of the Integrity Policy; and

To ensure that adequate safeguards shall be provided to the whistle blowers against any victimization or vindictive practices like retaliation, threat or any adverse (direct or indirect) action on their employment. The Policy also ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

No personnel / person have been denied access to the Audit Committee.

A Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and Board. The Audit Committee on a quarterly basis looks into the matters reported and track matters to close as per law.

### C. Code of Conduct

Your company has laid down a code of conduct (“Code”) for all the Board Members and senior management personnel of the company. The Code is available on the website of the Company [www.gradientefotainment.com](http://www.gradientefotainment.com). All directors and senior management personnel of the Company have affirmed the compliance with the company’s code of conduct or the financial year ended March 31, 2022. A declaration signed by the chief executive Officer (CEO) to this effect is attached as **Annexure I** to the Corporate Governance report in the Annual Report.

### D. Details of compliance

#### **Reconciliation of Share Capital Audit**

The ‘Reconciliation of Share Capital Audit’ was undertaken on a quarterly basis and the audit covers the reconciliation of the total admitted capital with NSDL and CDSL and the total issued and listed capital.

## **Secretarial Audit**

Secretarial Audit was conducted as required under the provisions of Section 204 of the Companies Act, 2013, by M/s Pooja Bansal, Company Secretaries, for the Financial Year 2021-22. The Report is at **Annexure F** to the Director's Report.

## **Compliance with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015**

The Auditor's Certificate obtained from M/s. Chakravarthy & Associates Practicing Company Secretary is provided as **Annexure-II** to the Annual Report in regard to the compliance of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

## **Management Discussion and Analysis**

The Management Discussion and Analysis is provided separately in the Annual Report.

## **CEO and CFO's Certification**

The CEO and CFO's Certification is provided as **Annexure-III** to the Corporate Governance Report in the Annual Report.

The CEO and CFO's Certification of the Financial Statements, the Cash Flow Statement and the Internal Control Systems for financial reporting for the financial year ended March 31, 2022, was placed before the Board of Directors at all their meetings held.

## **Means of Communication**

Your Company would like to constantly communicate to its investors and stakeholders about its operations and financial results.

Communication of Audited Results - The Company has regularly furnished, by way of filing through the electronic filing within thirty minutes of closure of the Board Meetings, the quarterly audited as well as annual audited results to The Calcutta Stock Exchange and The Bombay Stock Exchange.

Website - The Company's website [www.gradientefotainment.com](http://www.gradientefotainment.com) contains all the information as may be required by the Shareholders including press releases, financial results, fact sheet reports, additional disclosures, earnings conference, shareholding pattern, Shareholders' reports, investor presentation, Annual Reports, etc.

## **Quarterly results are put on the Company's website.**

The Company submitted a quarterly compliance report to the stock exchanges within 45 days from the close of quarter similarly the company has submitted for the fourth quarter the compliance report to the stock exchanges within 60 days from the close of quarter.

<b>4.</b>	<b>GENERAL SHAREHOLDER INFORMATION :</b>	
<b>A</b>	<b>Registered Office</b>	#306, 3rd Floor, May Fair Gardens, Banjara Hills, Road No 12 Hyderabad – 500034 Telangana
<b>B</b>	<b>Annual General Meeting</b>	
	Date & Time	30th September, 2022 11.30 AM
	Venue	#306, 3rd Floor, May Fair Gardens, Banjara Hills, Road No 12 Hyderabad – 500034 Telangana
<b>C</b>	<b>Financial Calendar FY 2022-23</b>	
	Financial Reporting for	01 <sup>st</sup> April, 2022 to 31 <sup>st</sup> March, 2023
	Quarter ending June 30, 2022	Second week of August 2022
	Quarter ending September, 30 2022	Second week of November 2022
	Quarter ending December, 31 2022	Second week of February 2023
	Quarter ending March 31, 2023	Fifth week of May 2023
	Annual General meeting for Financial year ended 31st March 2023	30th September, 2023
<b>D</b>	<b>Date of Book Closure</b>	24.09.2022 to 30.09.2022 (Both days inclusive)
<b>E</b>	<b>Dividend Payment Date</b>	Not Applicable
<b>F</b>	<b>Listing on Stock Exchange</b>	1) The Calcutta Stock Exchange Limited 2) Bombay Stock Exchange Limited - Trading Permission
<b>G</b>	<b>Stock Code</b>	590126
<b>H</b>	<b>ISIN</b>	INE361K01017
<b>I</b>	<b>Dematerialisation of Shares</b>	97.65 % of the paid-up share capital of the company has been dematerialized
<b>J</b>	<b>Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity</b>	NIL
<b>K</b>	<b>Market Price Data</b>	The closing market price of equity share (last trading day of the financial year) was Rs. 1.10 on BSE.
<b>L</b>	<b>Registrar and Share Transfer Agents</b>	<b>M/s Purva Sharegistry (India) Pvt. Ltd.</b> Unit no. 9 Shiv Shakti Ind. Estt. J .R. Boricha marg Lower Parel (E) Mumbai 400 011
<b>M</b>	<b>Share Transfer System</b>	Generally the shares have been transferred and returned in 15 days from the date of receipt, so long as the documents have been clear in all respects.



<b>N</b>	<b>Investor Relations</b>	The Company has been maintaining good investor relations
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#### **H. DISTRIBUTION OF EQUITY SHAREHOLDING AS ON MARCH 31, 2022:**

Distribution of equity shareholding as on March 31, 2022 is as follows:

<b>Sr.No.</b>	<b>Category</b>	<b>No of Shareholders</b>	<b>% of Total Shareholder</b>	<b>No of Shares</b>	<b>% of Total Shareholding</b>
1	1 to 100	463	19.74	23129	0.1
2	101 to 200	158	6.74	29530	0.13
3	201 to 500	538	22.94	243827	1.08
4	501 to 1000	420	17.91	353730	1.57
5	1001 to 5000	403	17.19	1148026	5.1
6	5001 to 10000	133	5.67	1048659	4.66
7	10001 to 100000	185	7.89	6178982	27.44
8	100001 to Above	45	1.92	13491517	59.92
	<b>TOTAL</b>	<b>2345</b>	<b>100</b>	<b>22517400</b>	<b>100</b>

**ANNEXURE E****FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH 2022****(Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration ) Rules, 2014)****I REGISTRATION & OTHER DETAILS:**

i	CIN	L74300TG1992PLC014317
ii	Registration Date	02-06-1992
iii	Name of the Company	GRADIENTE INFOTAINMENT LIMITED
iv	Category/Sub-category of the Company	Company Limited by shares and Indian Non-Government Company
v	Address of the Registered office & contact details	#306, 3rd Floor, May Fair Gardens Banjara Hills, Road No 12 Hyderabad Telangana 500034 India Contact: 04068888285
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	PURVA SHAREGISTRY (INDIA) PVT. LTD. Unit no. 9, Shiv Shakti Ind. Estt. J .R. Borichamarg Lower Parel (E) Mumbai 400 011 Tel : 022-2301 6761/8261 E-Mail : Support@Purvashare.Com

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Advertisement & Media	99836	100
TOTAL			100

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Omnistar Advertising Private Limited	U74999TG2022PTC159055	Subsidiary	90	Section 2(87) of the Companies Act, 2013

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of change
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total Total shares	% of Total Total shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	11,71,866	-	11,71,866	5.20	10,93,866	-	10,93,866	4.86	0.34
b) Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	7,52,850	-	7,52,850	3.34	7,52,850	-	7,52,850	3.34	
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL:(A) (1)</b>	<b>19,24,716</b>	<b>-</b>	<b>19,24,716</b>	<b>8.55</b>	<b>18,46,716</b>	<b>-</b>	<b>18,46,716</b>	<b>8.20</b>	<b>0.34</b>
<b>(2) Foreign</b>									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>19,24,716</b>	<b>-</b>	<b>19,24,716</b>	<b>8.55</b>	<b>18,46,716</b>	<b>-</b>	<b>18,46,716</b>	<b>8.20</b>	<b>0.34</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
C) Cenntral govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-



i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(1):</b>	0	0	0	0	0	0	0	0	0
<b>(2) Non Institutions</b>									
a) Bodies corporates	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	31,71,201	4,77,000	36,48,201	16.20	32,11,463	4,77,000	36,88,463	16.38	0.18
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	1,40,46,897	45,000	1,40,91,897	62.58	1,43,04,635	45,000	1,43,49,635	63.73	1.15
c) Others (specify)	28,47,486	5,100	28,52,586	12.67	26,27,486	5,100	26,32,586	11.69	-0.98
<b>SUB TOTAL (B)(2):</b>	2,00,65,584	5,27,100	2,05,92,684	91.45	2,01,43,584	5,27,100	2,06,70,684	91.80	0.80
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	2,00,65,584	5,27,100	2,05,92,684	91.45	2,01,43,584	5,27,100	2,06,70,684	91.80	0.80
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	2,19,90,300	5,27,100	2,25,17,400	100	2,19,90,300	5,27,100	2,25,17,400	100.00	1.14

**(ii) SHARE HOLDING OF PROMOTERS**

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	VIMAL RAJ MATHUR	10,86,661	4.83	0	10,86,661	4.83	0	0
2	MATHUR SUDHEEP RAJ	5,400	0.02	0	5,400	0.02	0	0
3	SUNITEE RAJ	79,805	0.35	0	1,805	0.01	0	97.73
4	GRADIENTE IMPEX PRIVATE LIMITED	7,52,850	3.35	99.62	7,52,850	3.35	99.62	0
	Total	19,24,716	8.55	99.62	18,46,716	8.21	99.62	4.05

**(iii) CHANGE IN PROMOTERS' SHAREHOLDING ( SPECIFY IF THERE IS NO CHANGE)**

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	19,24,716	8.55	19,24,716	8.55
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	Decrease of 78000 equity shares	0.35	Decrease of 78000 equity shares	0.35
	At the end of the year	18,46,716	8.21	18,46,716	8.21

(iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)**

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	<b>For Each of the Top 10 Shareholders</b>				
	At the beginning of the year	58,60,658	26.02	58,60,658	26.02
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	Increase of 1,93,992	0.86	Increase of 1,93,992	0.86
	At the end of the year (or on the date of separation, if separated during the year)	60,54,650	26.88	60,54,650	26.88

(v) **Shareholding of Directors & KMP**

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	<b>For Each of the Directors &amp; KMP</b>				
	At the beginning of the year	11,71,866	5.20	11,71,866	5.20
	Date wise increase/decrease in Share holding of directors and KMP during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	Decrease of 78000 equity shares	0.35	Decrease of 78000 equity shares	0.35
	At the end of the year	10,93,866	4.86	10,93,866	4.86



## V INDEBTEDNESS

<b>Indebtedness of the Company including interest outstanding/accrued but not due for payment</b>				
	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	51.68	-	-	51.68
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	51.68	-	-	51.68
<b>Change in Indebtedness during the financial year</b>				
Additions	-	-	-	-
Reduction	15.53	-	-	15.53
<b>Net Change</b>	15.53	-	-	15.53
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	36.15	-	-	36.15
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	36.15	-	-	36.15

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Remuneration to Managing Director, Whole time director and/or

A. Manager:

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
1	<b>Gross salary</b>		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	7.80	7.80
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	as % of profit	-	-
	others (specify)	-	-
5	Others, please specify	-	-
	<b>Total (A)</b>	7.80	7.80
	<b>Ceiling as per the Act</b>		

**B. Remuneration to other directors:**

Sl.No	Particulars of Remuneration	Name of the Directors	Total Amount
1	Independent Directors	Abdul Raof	
	(a) Fee for attending board committee meetings	0.01	0.01
	(b) Commission		
	(c) Others, please specify		
	<b>Total (1)</b>	<b>0.01</b>	<b>0.01</b>
2	Other Non Executive Directors		
	(a) Fee for attending board committee meetings		
	(b) Commission		
	(c) Others, please specify.		
	<b>Total (2)</b>		
	<b>Total (B)=(1+2)</b>	<b>0.01</b>	<b>0.01</b>
	<b>Total Managerial Remuneration</b>	<b>0.01</b>	<b>0.01</b>
	<b>Overall Ceiling as per the Act.</b>		

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	<b>Gross Salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	0.18	-	0.18
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total</b>	-	<b>0.18</b>	-	<b>0.18</b>



VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCL T/Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

## ANNEXURE F

### **SECRETARIAL COMPLIANCE REPORT OF GRADIENTE INFOTAINMENT LIMITED FOR THE YEAR ENDED MARCH 31, 2022**

**(Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 Dated February 8, 2019)**

To,

**GRADIENTE INFOTAINMENT LIMITED**

CIN: L74300TG1992PLC014317

#306, 3RD FLOOR, MAY FAIR GARDENS BANJARA HILLS,  
ROAD NO 12 HYDERABAD – 500034

I, Pooja Bansal, Practicing Company Secretaries, have conducted the Secretarial Compliance Audit for the financial year ended March 31, 2022, of the applicable Securities and Exchange Board of India (the “SEBI”) Regulations and the circulars/guidelines issued thereunder, for M/s. GRADIENTE INFOTAINMENT LIMITED (the “Listed Entity”). The audit was conducted in a manner that provided me a reasonable basis for evaluating the statutory compliances and expressing my opinion thereon.

- (a) All the documents and records made available to us and explanation provided by the Listed Entity,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2022 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder, and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- Not applicable during the Review Period;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (d) Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018 - Not applicable during the Review Period;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014– Not applicable during the Review Period;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable during the Review Period;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations,2013 - Not applicable during the Review Period;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (i) Other applicable regulations and circulars/guidelines issued thereunder,

and based on the above examination, | hereby report that, during the Review Period:

The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below:

<b>Sr.No</b>	<b>Compliance Requirement (Regulations/ circulars / guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations/ Remarks of the Practicing Company Secretary</b>
		<b>None</b>	

(a) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(b) The following are the details of actions taken against the Listed Entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

<b>Sr. No</b>	<b>Action taken by</b>	<b>Details of violation</b>	<b>Details of action taken E.g. fines, warning letter debarment, etc</b>	<b>Observations/ remarks of the Practicing Company Secretary, if any</b>
				<b>None</b>



(c) The Listed Entity was not required to take any action with regard to compliance with the observations made in previous report as there was no observation in the previous report.

<b>Sr. No</b>	<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in Secretarial compliance report for the year ended March 31, 2022</b>	<b>Actions taken by the listed entity , if any</b>	<b>Comments of the Practising Company Secretary on the actions taken by the listed entity</b>
		<b>None</b>		

Sd/-

**POOJA BANSAL**

**Practicing Company Secretary**

Membership No.: 50458

COP: 18524

Peer Review No. 1725/2022

**UDIN: A050458D000383441**

**Kolkata, May 25, 2022**

## **ANNEXURE-I**

### **Declaration by the Managing Director under Clause 15(2) SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 regarding compliance with Code of Conduct**

In accordance with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, I hereby confirm that, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended March 31, 2022.

Sd/-

**Vimal Raj Mathur**  
Managing Director

Place: Hyderabad  
Date: 05-09-2022

## **ANNEXURE-II**

### **INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To  
**The Members of  
GRADIENTE INFOTAINMENT LIMITED**

#### **INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

1. This certificate is issued in accordance with the terms of our engagement with Gradiante Infotainment Limited
2. We have examined the compliance of conditions of Corporate Governance by Gradiante Infotainment Limited, for the year ended on 31st March, 2022 as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para c and D of schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

#### **MANAGEMENT'S RESPONSIBILITY**

3. The compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

#### **AUDITOR'S RESPONSIBILITY**

4. Responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.



7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for firms that perform Audits and Reviews of Historical financial Information, and other Assurance and Related Services Engagements.

## **OPINION**

8. Based on Our examinations of the relevant records and accounting to the information and explanations provided to us and the representations provided by the Managements, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of the regulation 46(2) and para c and D of schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) during the year ended March 31, 2022.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Chakravarthy & Associates**  
Practicing Company secretary

N. Phani Chakravarthy  
Practicing Company secretary  
M.No – 32380, CP.No- 22563

Place: Hyderabad  
Date: 05-09-2022

### **ANNEXURE III**

#### **COMPLIANCE CERTIFICATE BY CEO AND CFO**

[Regulation 17(8) of Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

A. We Vimal Raj Mathur, CEO & Managing Director and Sudheep Raj Mathur, CFO of Gradiante Infotainment Limited hereby certify that we have reviewed financial statements for the year ended 31<sup>st</sup> March, 2022 and that to the best of our knowledge and belief:

(1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31<sup>st</sup> March, 2022 which are fraudulent, illegal or in violation of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have not come across any reportable deficiencies in the design or operation of such internal controls & disclosed to the auditors and the audit committee

D. We have indicated to the auditors and the Audit committee:

(1) Significant changes in internal control over financial reporting during the year ended 31<sup>st</sup> March, 2022;

(2) significant changes in accounting policies during the year ended 31<sup>st</sup> March, 2022 and that the same have been disclosed appropriately in the notes to the financial statements; and

(3) There have been no instances of significant fraud that we were aware especially involved by the management or an employee in financial reporting related process during the year ended 31<sup>st</sup> March, 2022;

Sd/-

Vimal Raj Mathur  
Chairman & Managing Director

Sd/-

Sudheep Raj Mathur  
CFO

Place: Hyderabad

Date : 30.06.2022

## INDEPENDENT AUDITOR'S REPORT

To the Members of Gradiente Infotainment Limited  
**Report on the audit of the Consolidated Ind AS Financial Statements**

### Qualified Opinion

We have audited the accompanying consolidated Ind As financial statements of Gradiente Infotainment Limited (hereinafter referred to as the 'Holding Company') and its subsidiary (Holding Company and its subsidiary together referred to as "the Group") which comprise the consolidated Balance Sheet as at March 31, 2022, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Cash Flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated Ind As financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Ind AS and accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2022, of consolidated profit, total comprehensive income, consolidated statement of changes in equity and its consolidated cash flows for the year then ended.

### Basis for Qualified Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by ICAI and relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements of parent company for the reason of:

- i. No provision has been made in the accounts for non-moving trade receivables amounting to Rs. 662.14 Lakhs which are outstanding for a period exceeding six months. The ageing of trade receivables disclosed in the notes to financial statements could not be verified by us as the management could not satisfactorily provide ageing information of trade receivables. The Company has not mentioned the facts in its notes to accounts. Due to this the provisioning amount could not be ascertained. Due to this the profit and trade receivables are overstated.*
- ii. The balances of trade receivables, other current assets, Bank Balances, Trade payables and other current liabilities have not been confirmed. Consequential impact/ confirmation/ reconciliation/ adjustment of such balances is not ascertainable.*
- iii. Identification of Sundry Creditors registered under MSME Act 2006, is not performed by the Company, therefore, it could not be verified due to non-availability of related information. Refer note no. 15.*



- iv. *As described in note 4.5 in the financial statements, the company is unable to provide sufficient information and explanations to assess whether any impairment in value should be recognised regarding intangible assets under development / work in progress which valued at Rs. 19,90,12,820/- as at March 31, 2022 on which we are unable to adopt any other satisfactory procedures to determine whether any impairment in the value should be made in the financial statements in respect of them.*
- v. *Rs. 7,60,41,257/- has been due as advances to parties / suppliers given many years back. No confirmation of parties is available and parties are also said to be untraceable which is also doubtful for recover.*
- vi. *The Company has neither maintained fixed assets register nor carried any physical verification of fixed assets. Impact on profitability could not be ascertained.*
- vii. *The balances of suppliers whether debit or in credit are subject to confirmation, reconciliation and adjustment, if any, in the books of accounts. Impact on Profit, if any could not be ascertained.*
- viii. *The management of the Company could not provide satisfactory explanation of transferring of Rs. 16,00,000/- from suspense account to a supplier account as payment.*
- ix. *The Company has made purchases of Rs. 25,14,713/- from a supplier M/s. MAA Khodiyar Agencies during the first quarter of the year for which invoices could not be produced. Due to this the purchases are overstated by this amount.*
- x. *There are balances of Rs. 17.10 Lakhs and Rs. 52,429/- in the books of the Company as suspense, which could not be reconciled and explained satisfactorily to us.*
- xi. *There is an amount of Rs. 1,10,00,000/- as Trade Receivables under Trade Receivables for which the management could not reconcile such balance.*
- xii. *The Company has made purchases of Rs. 18,71,140/- from a supplier M/s. S B Traders during April 2021 for which invoices could not be produced. Due to this the purchases are overstated by this amount.*
- xiii. *An amount of Rs. 8,78,34,938/- of credit balance is included in Trade Payables in books of accounts as CACL name carried forward from previous years without any payments or adjustment. The details of the liabilities / parties is not available and amounts are subject to confirmation, reconciliation and adjustment. Consequential impact on Profit and liabilities of the Company due to adjustment is unascertainable.*
- xiv. *Included in current liabilities an amount of Rs. 6,15,640/- as TDS payable being carried forward without payment. As informed that the amount is in process of reconciliation.*
- xv. *An amount of Rs. 14.95 Lakhs is provided as depreciation in books of accounts. This amount is understated by Rs. 44.71 Lakhs due to which profit and fixed assets are overstated.*

*The overall impact on of above qualifications could not be ascertained on Profit and Loss and Balance Sheet.*

## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## **Information Other than the Consolidated Ind AS Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the *Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information*, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in term of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidate Ind AS financial statements by the Directors of the Holding Company, as aforesaid

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

#### **Auditor's Responsibilities for the Audit of the consolidated Ind AS financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

A further description of the auditor's responsibilities for the audit of the consolidated Ind AS financial statements is included in Annexure A. This description forms part of our auditor's report.

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

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.



- d. In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of Internal Financial Control with reference to Financial Statements of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure B.
- g. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197(16) of the Act.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
  - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

*for* **GRAND MARK & Associates**  
Chartered Accountants  
Firm's Registration No. 011317N

**CA Vasanth Kumar K B M**  
Partner

Membership: 215929

UDIN: 22215929AUKWCV5902

Hyderabad

September 5, 2022

## Annexure A

### Responsibilities for Audit of Consolidated Ind AS Financial Statement

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

*for* **GRAND MARK & Associates**

Chartered Accountants

Firm's Registration No. 011317N

**CA Vasanth Kumar K B M**

Partner

Membership: 215929

UDIN: 22215929AUKWCV5902

Hyderabad

September 5, 2022



**Gradiente Infotainment Limited.**  
306, Mayfair Gardens, Banjara Hills, Road No 12, Hyderabad - 500034  
(CIN: L74300TG1992PLC014317)  
**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2022**

(Rs.in Lakhs)

Particulars	Note No.	31 March 2022	31 March 2021
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	4.0	65.93	80.89
(b) Capital Work-In-progress	4.6	1,990.13	1,959.24
<b>(c) Financial assets</b>			
(ii) Other financial assets	5.0	48.33	48.33
<b>Total non-current assets</b>		<b>2,104.39</b>	<b>2,088.46</b>
<b>Current assets</b>			
<b>(a) Inventories</b>			
<b>(b) Financial assets</b>			
(i) Trade receivables	6.0	662.14	810.83
(ii) Cash and cash equivalents	7.0	5.35	3.73
<b>(c) Other current assets</b>			
	8.0	834.96	20.38
<b>Total current assets</b>		<b>1,502.45</b>	<b>834.94</b>
<b>Total assets</b>		<b>3,606.84</b>	<b>2,923.40</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	9.0	2,251.74	2,251.74
(b) Other Equity	11.0	(1,114.78)	(1,116.22)
<b>Equity attributable to the owners of the Company</b>		<b>1,136.96</b>	<b>1,135.52</b>
Non - controlling interests		0.09	0.00
<b>Total equity</b>		<b>1,137.05</b>	<b>1,135.52</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	12.0	620.80	587.69
(ii) Provisions	13.0	16.02	16.02
<b>Total non-current liabilities</b>		<b>636.82</b>	<b>603.71</b>
<b>Current liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	14.0	2.57	0.00
(ii) Trade Payables			
Total outstanding dues of MSME		-	-
Total outstanding dues of creditors other than MSME	15.0	1,779.89	1,173.64
<b>(b) Other current liabilities</b>			
(c) Provisions	17.0	7.02	4.50
		<b>1,832.96</b>	<b>1,184.17</b>
<b>Total Liabilities</b>		<b>3,606.84</b>	<b>2,923.40</b>

The accompanying Significant accounting policies and notes form an integral part of the Consolidated financial As per our report of even date

**M/s GRAND MARK & Associates**  
Chartered Accountants  
Firm Reg No. 011317N

**For and on behalf of Board**  
**Gradiente Infotainment Limited**  
CIN: L74300TG1992PLC014317

**CA Vasanth Kumar K B M**  
Partner  
M.No. 215929  
UDIN: 22215929AUKWCV5902

**Vimal Raj Mathur**  
Chairman & Managing Director  
DIN:03138072

Place: Hyderabad  
Date:05/09/2022

**Sudheep Raj**  
Director  
DIN:03138111

<b>Gradiente Infotainment Limited.</b>			
306, Mayfair Gardens, Banjara Hills, Road No 12, Hyderabad - 500034 (CIN: L74300AP1992PLC014317)			
<b>CONSOLIDATED PROFIT &amp; LOSS STATEMENT FOR THE YEAR ENDED 31st March, 2022</b>			
<b>(Rs.in Lakhs)</b>			
Particulars	Note No.	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>A CONTINUING OPERATIONS</b>			
1 Revenue from operations	18.0	75.71	464.67
2 Other Income	19.0	0.01	4.74
<b>3 Total Revenue (1+2+3)</b>		<b>75.72</b>	<b>469.41</b>
<b>4 Expenses</b>			
(a) Cost of materials consumed	20.0	31.73	414.91
(b) Employee benefits expense	21.0	5.80	19.52
(c) Depreciation and amortization expense	4.0	14.95	6.04
(d) Other expenses	22.0	21.30	11.62
<b>Total Expenses (5)</b>		<b>73.77</b>	<b>452.09</b>
<b>5 Profit/(Loss) Before Exceptional items and Tax (4-5)</b>		<b>1.95</b>	<b>17.32</b>
<b>6 Exceptional Items</b>		0.00	0.00
<b>7 Profit/(Loss) Before Tax (6-7)</b>		<b>1.95</b>	<b>17.32</b>
<b>8 Tax expense</b>			
(a) Current tax		0.52	4.50
(b) Deferred tax		0.00	(0.04)
<b>9 Profit/(Loss) for the year from continuing operations (8-9) (after tax)</b>		<b>1.43</b>	<b>12.85</b>
<b>B DISCONTINUED OPERATIONS</b>			
10 Profit/(Loss) from discontinued operations before tax		-	-
11 Less: Tax expense of discontinued operations		-	-
<b>12 Profit/(Loss) from discontinued operations (11-12) (after tax)</b>		-	-
<b>13 Profit/(Loss) for the year (10+13)</b>		<b>1.43</b>	<b>12.85</b>
<b>14 Other comprehensive income (OCI)</b>			
<b>A</b> (i) Items that will not be reclassified to profit or loss		0.00	0.00
-Remeasurements of the defined benefit plans			
(ii) Tax on items that will not be reclassified to profit or loss		0.00	0.00
<b>B</b> (i) Items that will be reclassified to profit or loss:		0.00	0.00
-Deferred gains/(losses) on cash flow hedges			
- Recycled to statement of profit & (loss) on closure of hedging arrangements			
(ii) Tax on items that may be reclassified to profit or loss		0.00	0.00
Items that may be reclassified subsequently to profit or loss		0.00	0.00
<b>Total other comprehensive income/(loss) for the year, net of tax</b>		<b>0.00</b>	<b>0.00</b>
<b>Total comprehensive income/ (loss) (A+B)</b>		<b>0.00</b>	<b>0.00</b>
<b>15 Total comprehensive Income/(loss) for the year (14+15)</b>		<b>1.43</b>	<b>12.85</b>
<b>16 Profit/(Loss) for the year attributable to:</b>			
Owners of the Company		<b>1.44</b>	<b>12.85</b>
Non-controlling Interests		(0.01)	0.00
<b>Other comprehensive Income/(loss) for the year attributable to:</b>			
Owners of the Company		0.00	0.00
Non-controlling Interests		0.00	0.00
<b>Total comprehensive Income/(loss) for the year attributable to:</b>			
Owners of the Company		<b>1.44</b>	<b>12.85</b>
Non-controlling Interests		(0.01)	0.00
<b>Earnings per share:</b>			
(a) Continuing Operations			
(i) Basic		0.001	0.006
(ii) Diluted		0.001	0.006
(b) Discontinued Operations			
(i) Basic		0.00	0.00
(ii) Diluted		0.00	0.00
(b) Total EPS (Continuing & Discontinued)			
(i) Basic		0.001	0.006
(ii) Diluted		0.001	0.006

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

As per our report of even date

**M/s GRAND MARK & Associates**

Chartered Accountants

Firm Reg No. 011317N

**For and on behalf of Board**

Gradiente Infotainment Limited

CIN: L74300TG1992PLC014317

**CA Vasanth Kumar K B M**

Partner

M.No. 215929

UDIN: 22215929AUKWCV5902

**Vimal Raj Mathur**

Chairman & Managing Director

DIN:03138072

Place: Hyderabad

Date:05/09/2022

**Sudheep Raj**

Director

DIN:03138111

<b>Gradiente Infotainment Limited.</b>		
<b>Registered Office : Duggirala, Guntur District, Andhra Pradesh - 522 330</b>		
<b>(CIN: L15110AP1961PLC000874)</b>		
<b>CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2022</b>		
<b>(Rs.in Lakhs)</b>		
<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
<b>Cash Flows from Operating Activities</b>		
Net profit before tax	1.95	17.32
Adjustments for :		
Depreciation and amortization expense	14.95	6.04
Increase in Non Controlling Interest	0.09	
Dividend Income		
Operating profit before working capital changes	<b>16.99</b>	<b>23.36</b>
<b>Movements in Working Capital</b>		
(Increase)/Decrease in Trade Receivables	148.69	393.80
(Increase)/Decrease in Other financial assets	0.00	2,111.92
(Increase)/Decrease in Inventories	0.00	0.00
(Increase)/Decrease in Other Current Assets	(814.57)	0.00
(Increase)/Decrease in Other Non Current Assets	0.00	(1,879.42)
Increase/(Decrease) in Provisions	(1.98)	(11.59)
Increase/(Decrease) in Borrowings	2.57	0.00
Increase/(Decrease) in Trade payables	610.76	(1,769.48)
Increase/(Decrease) in Other current liabilities	37.45	0.00
<b>Cash generated from operations</b>	<b>(17.08)</b>	<b>(1,154.77)</b>
Interest received on Deposits		
Direct Taxes Paid	(0.52)	(4.46)
	<b>(0.52)</b>	<b>(4.46)</b>
<b>Net Cash from operating activities (A)</b>	<b>(0.61)</b>	<b>(1,135.88)</b>
<b>Cash flows from Investing Activities</b>		
Investment in Subsidiary	0.00	0.00
Increase in Capital Work In Progress	(30.89)	1,127.69
Investments in Securites / Deposits	0.00	(45.90)
<b>Net Cash used in Investing Activities</b>	<b>(30.89)</b>	<b>1,081.79</b>
<b>Cash flows from/(used in) Financing Activities</b>		
Proceeds from Long term borrowings	33.12	53.15
Repayment/(Proceeds) of/from Short-term borrowings		
<b>Net Cash used in Financing Activities</b>	<b>33.12</b>	<b>53.15</b>
<b>Net Increase/(Decrease) in cash and cash equivalents</b>	<b>1.62</b>	<b>(0.94)</b>
<b>Cash and Cash equivalents at the beginning of the year (Refer Note 5.0)</b>	<b>3.73</b>	<b>4.67</b>
	<b>5.35</b>	<b>3.73</b>

**Notes :-**

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting
  - The accompanying notes are an integral part of the financial statements.
- The accompanying Significant accounting policies and notes form an integral part of the Consolidated financial As per our report of even date

**M/s GRAND MARK & Associates**

Chartered Accountants  
Firm Reg No. 011317N

CA Vasanth Kumar K B M  
Partner  
M.No. 215929  
UDIN: 22215929AUKWCV5902

Place: Hyderabad  
Date:05/09/2022

**For and on behalf of Board**

Gradiente  
Infotainment  
Limited  
CIN:

**Vimal Raj Mathur**  
Chairman & Managing Director  
DIN:03138072

**Sudheep Raj**  
Director  
DIN:03138111



A. Equity share capital

Particulars	Opening balance as at 1st Apr 2020	Changes in equity share capital during the year	Closing balance as at 31st March 2021
2,25,17,400 Equity Shares of Rs.10 each, fully paid up	225,174,000	-	225,174,000
<b>Total</b>	<b>225,174,000</b>	<b>-</b>	<b>225,174,000</b>

Particulars	Opening balance as at 1 Apr 2018	Changes in equity share capital during the year	Closing balance as at 31 Mar 2019
2,25,17,400 Equity Shares of Rs.10 each, fully paid up	225,174,000	-	225,174,000
<b>Total</b>	<b>225,174,000</b>	<b>-</b>	<b>225,174,000</b>

B Statement of changes in Other equity

PARTICULARS	Reserves and Surplus					TOTAL
	CAPITAL RESERVE	SECURITIES PREMIUM	CAPITAL REDEMPTION RESERVE	GENERAL RESERVES	RETAINED EARNINGS	
Balance as at April 01, 2021	57.70	276.48	65.10	1.52	(1,517.02)	(1,116.22)
Changes in equity due to prior period errors	0.00	0.00	0.00	0.00	0.00	0.00
<b>Restated balance as at April 01, 2021</b>	<b>57.70</b>	<b>276.48</b>	<b>65.10</b>	<b>1.52</b>	<b>(1,517.02)</b>	<b>(1,116.22)</b>
Profit for the year	0.00	0.00	0.00	0.00	1.44	1.44
Other comprehensive Income/(loss) for the year, net of tax	0.00	0.00	0.00	0.00	0.00	0.00
Total comprehensive Income/(loss) for the year	0.00	0.00	0.00	0.00	1.44	1.44
<b>Balance as at March 31, 2022</b>	<b>57.70</b>	<b>276.48</b>	<b>65.10</b>	<b>1.52</b>	<b>(1,515.58)</b>	<b>(1,114.78)</b>
Balance as at April 01, 2020	57.70	276.48	65.10	1.52	(1,529.87)	(1,129.07)
Changes in equity due to prior period errors	0.00	0.00	0.00	0.00	0.00	0.00
<b>Restated balance as at April 01, 2020</b>	<b>57.70</b>	<b>276.48</b>	<b>65.10</b>	<b>1.52</b>	<b>(1,529.87)</b>	<b>(1,129.07)</b>
Profit for the year	0.00	0.00	0.00	0.00	12.85	12.85
Other comprehensive Income/(loss) for the year, net of tax	0.00	0.00	0.00	0.00	0.00	0.00
Total comprehensive Income/(loss) for the year	0.00	0.00	0.00	0.00	12.85	12.85
<b>Balance as at March 31, 2021</b>	<b>57.70</b>	<b>276.48</b>	<b>65.10</b>	<b>1.52</b>	<b>(1,517.02)</b>	<b>(1,116.22)</b>

**Notes forming part of consolidated financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**Notes forming part of consolidated financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**1. Corporate Information**

Gradiente Infotainment Limited (GIL) (“the Company”) and its subsidiary (together “ the Group”) are engaged in the business of Media Entertainment, i.e. Advertisement, Tele-serials, Web-series, etc. The company is having its registered office at 306, Third floor, Mayfair Gardens, Road No. 12 Banjara Hills, Hyderabad – 500 034.

The Company’s shares are listed on CSE and permitted to trade on BSE Limited.

**2. Recent Accounting pronouncements**

On March 24, 2021, the Ministry of Corporate Affairs (“MCA”) through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021 and are incorporated in preparation and presentation of these financial statements. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

**Balance Sheet:**

- a. Lease liabilities should be separately disclosed under the head ‘financial liabilities’, duly distinguished as current or non-current.
- b. Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- c. Specified format for disclosure of shareholding of promoters.
- d. Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- e. If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- f. Specific disclosure under ‘additional regulatory requirement’ such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

**Statement of Profit and Loss:**

Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head ‘additional information’ in the notes forming part of the standalone financial statements.

**Notes forming part of consolidated financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**Applicability of new and revised Ind AS**

All the Indian Accounting Standards issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorized have been considered in preparing these financial statements. There are no new standards or amendments notified by the Ministry of Corporate Affairs which would have been applicable from April 01, 2022.

**3. Significant Accounting Policies****3.1 Statement of compliance**

These consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (“Ind AS”) prescribed under Section 133 of Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time. The accounting policies as set out below have been applied consistently to all years presented in these consolidated financial statements.

**3.2 Basis of preparation and presentation**

The consolidated financial statements have been prepared on the historical cost basis as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

**3.3 Basis of Consolidation**

Notes on these Consolidated Financial Statements are intended to serve as a means of informative disclosure and a guide to better understanding of the consolidated position of the companies. Considering this purpose, the Company has disclosed only such Notes from the individual Financial Statements, which:

- are necessary for presenting a true and fair view of the Consolidated Financial Statements,
- the notes involving items, which are considered to be material.

This consolidated financial statements incorporate the financial statements of the Company, its subsidiaries and associate of the Company. Subsidiaries are entities controlled by the Company. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has ability to use its power to affect its returns

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company’s voting rights in an investee are sufficient to give it power, including:

- potential voting rights held by the Company, other vote holders or other parties, if any;
- rights arising from other contractual arrangements; and



**Notes forming part of consolidated financial statements for the year ended 31 March, 2022***(All amounts are in Indian Rupees in lakhs unless otherwise stated)*

- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date the Company gains control until the date the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the shareholders of the company and to non-controlling interests. Total comprehensive income of subsidiaries is attributed to the shareholders of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances are presented to the extent possible, in the same manner as the Company's separate financial statements except otherwise stated.

The Consolidated Financial Statements have been prepared by combining the financial statements of the company and its subsidiaries on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating in full intra-group balances, intra-group transactions and unrealized profits. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Non-controlling interest represents the proportion of income, other comprehensive income and net assets in subsidiaries that is not attributable to the Company's shareholders. Considering the substance of the agreements entered into with the group captive customers, the profits/losses of the subsidiaries operating under group captive mode are absorbed by the Company.

In case Group loses control of a subsidiary on its disposal, the difference between the proceeds from disposal of investments in a subsidiary and the carrying amount of its net assets as on the date of disposal is recognized in the Consolidated Statement of Profit and Loss.

### **3.4 Business Combination**

Acquisitions of businesses are accounted for using the acquisition method. In this method, acquirer's identifiable assets, liabilities and contingent liabilities that meet condition for recognition are recognized at their fair values as at the acquisition date. Acquisition related costs are generally recognised in consolidated statement of profit and loss as incurred.

**Notes forming part of consolidated financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any noncontrolling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) cost of the investment, after reassessment, is recognised directly in equity as capital reserve in the period in which the investment is acquired.

Non-Controlling Interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation is measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets.

Initially, Non-controlling interest is measured at proportionate share of the recognised amounts of the acquiree's identifiable net assets.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in consolidated statement of profit and loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to consolidated statement of profit and loss where such treatment would be appropriate if that interest were disposed of.

### **3.5 Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with original maturity of three months or less, which are subject to an insignificant risk of changes in value. In the Consolidated Statement of Cash Flows, cash and cash equivalents consist of cash and short term deposits, as defined above, net of outstanding bank overdrafts, if any as they are considered as integral part of the Company's cash management.

#### **3.6.1 Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.



### 3.6.2 Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax liabilities are recognised for taxable temporary differences associated with investment in subsidiary, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such interests are recognised only to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability would be settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with asset will be realised.

### 3.7 Property plant and equipment (PPE)

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises the purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable) and includes interest on borrowings attributable to acquisition of qualifying property, plant and equipment up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Subsequent expenditure relating to property, plant and equipment's is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.



**Notes forming part of consolidated financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

Any part or components of property, plant and equipment which are separately identifiable and expected to have a useful life which is different from that of the main assets are capitalised separately, based on the technical assessment of the management.

Property, plant and equipment retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately.

**3.8 Depreciation**

Depreciation on property, plant and equipment is provided pro-rata for the periods of use on the straight-line method at the rates specified in Schedule II to the Companies Act, 2013.

**3.9 Useful lives of property, plant and equipment and intangible assets**

The Group has estimated useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Group reviews the carrying amount of property, plant and equipment and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Depreciation on property, plant and equipment is provided pro-rata for the periods of use on the straight line method (SLM) on the basis of useful life of the property, plant and equipment mandated by Part C of Schedule II of the Companies Act, 2013 or the useful life determined by the Group based on technical evaluation, whichever is lower, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, maintenance support, as per details given below:

Type of Asset	Estimated useful life in years
Buildings	30
Plant & Machinery	15
Furniture & Fixtures	10
Vehicles	10
Office Equipment	5
Computers	3
Air Conditioners	10
UPS	3
Mobile Phones	5
Audio & Visual Equipment	5

**3.10 Intangible assets**

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any.

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight line basis over the estimated useful lives. The estimated useful life and amortisation

**Notes forming part of consolidated financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on prospective basis.

An Intangible asset is derecognised on disposal or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

**3.11 Revenue recognition**

Effective April 01, 2018, the Group adopted Ind AS 115, 'Revenue from Sale to Customers'. Application of this standard does not have any impact on the revenue recognition and measurement.

**Revenue from Operations- Sale of Print Advertisement, Printing Jobs & Digital Marketing**

The group derives revenue primarily from Sale of Media Space (Print Advertisement), Printing Jobs & Digital Marketing.

Revenue from the sale is recognised on the basis of the advertisements, Printing Jobs & Digital Marketing in accordance with industry standards, at rates agreed upon with customers and when there is no uncertainty in realising the same.

**Other Income**

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and the effective rate of interest applicable.

**3.12 Borrowing Costs**

All borrowing costs are charged to the Standalone statement of profit and loss.

**3.13 Employee Benefits**

Employee benefits are accrued in the period in which the associated services are rendered by employees of the Group. Other than salaries to employees, no defined contribution plans (contribution to PF, ESI, Pension Plans, etc.) and defined benefit plans (Gratuity Plan), for want of threshold numbers.

**3.14 Earnings Per Share**

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.

**3.15 Impairment of Assets**

At the end of each balance sheet date, the Group assesses whether there is any indication that any Property, plant and equipment and intangible assets with finite lives may be impaired. If any such

**Notes forming part of consolidated financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in consolidated statement of profit and loss.

**3.16 Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent assets are disclosed in the consolidated financial statements by way of notes to accounts when an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the consolidated financial statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

**3.17 Operating Segment**

Operating segments reflect the Group's management structure and the way the financial information is regularly reviewed by the Group's Chief Operating Decision Maker (CODM). The CODM considers the business from both business and product perspective based on the dominant source, nature of risks and returns and the internal organisation and management structure.

Ind AS 108 operating segment requires Management to determine the reportable segments for the purpose of disclosure in financial statements based on the internal reporting reviewed by the CODM to assess performance and allocate resource. The standard also required Management to make judgments with respect to recognition of segments. Accordingly, the Company recognizes Media Entertainment as its sole segment and currently it is into Printing, Print Advertising, Tele-serial Production.



**Notes forming part of consolidated financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**3.18 Operating Cycle**

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in Notes to these consolidated financial statements. Based on the nature of products and services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

**3.19 Subsidiary Companies:**

The following are the list of direct subsidiaries of the Company that are consolidated:

Sl. No.	Name of the Subsidiary	Principal Activity	Country of Incorporation	Relationship	Effective Ownership Interest as at	
					March 31, 2022	March 31, 2021
1	Omnistar Advertising Private Limited	Advertising	India	Subsidiary	90.00%	N.A.

**3.20 Critical accounting assumptions**

The preparation of Consolidated 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 and liabilities, disclosures of contingent liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenue and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Consolidated Financial Statements pertain to.

**3.21 Events after the reporting period**

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorization for issue.

Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed if material.

## Notes forming part of consolidated financial statements for the year ended 31 March, 2022

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

4 Property, Plant and Equipment											
Tangible Assets											
Particulars	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office equipment	Computers & Softwares	Air Conditioners	UPS	Mobile Phones	Audio Visual & Equipment	Total
Gross Carrying Amount as at 01 April 2020	18.53	0.27	2.13	2.31	0.10	0.64	0.48	0.06	0.02	0.04	24.57
Additions	-	-	-	-	-	72.86	-	-	-	-	72.86
Disposals	-	-	-	-	-	-	-	-	-	-	-
Gross Carrying Amount as at 01 April 2021	18.53	0.27	2.13	2.31	0.10	73.50	0.48	0.06	0.02	0.04	97.43
Additions	-	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-	-
Gross Carrying Amount as at 31 March 2022	18.53	0.27	2.13	2.31	0.10	73.50	0.48	0.06	0.02	0.04	97.43
Accumulated depreciation / amortisation	6.10	0.20	1.48	1.79	0.09	0.44	0.27	0.06	0.02	0.04	10.49
Balance as at 01 April 2020	1.18	0.02	0.17	0.16	0.01	4.46	0.05	-	-	-	6.04
Depreciation / amortisation											

**Notes forming part of consolidated financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

<b>charged during the year</b>																		
<b>Less: Disposals or Transfers</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Accumulated depreciation / amortisation Balance as at 01 April 2021</b>	7.28	0.22	1.65	1.95	0.10	4.90	0.32	0.06	0.02	0.04	16.54							
<b>Depreciation / amortisation charged during the year</b>	0.36	0.01	0.04	0.03	-	14.44	0.07	-	-	-	14.95							
<b>Less: Disposals or Transfers</b>	-	-	-	-	-	-	-	-	-	-	-							
<b>Accumulated depreciation / amortisation Balance as at 31 March 2022</b>	7.64	0.23	1.69	1.98	0.10	19.34	0.39	0.06	0.02	0.04	31.49							
<b>Net Carrying Amount as at 31 March, 2021</b>	11.25	0.05	0.48	0.36	0.01	68.60	0.16	-	-	-	80.89							
<b>Net Carrying Amount as at 31 March, 2022</b>	10.88	0.04	0.44	0.33	-	54.15	0.09	-	-	-	65.93							



**Notes forming part of consolidated financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**Notes:**

- 4.1 All the above assets are owned by the Company.**
- 4.2 There are no proceedings initiated or pending against the company for holding any benami property held under the Prohibition of Benami Property Transactions Act 1988**
- 4.3 There are no revaluations to the PPE/intangible assets of the company during the year/previous year.**
- 4.4 There was a Charge created on 11/11/1998 for an amount of Rs. 1.65crores by Andhra Bank against Office Building owned by the Company.**
- 4.5 Capital Work-In-Progress**

**Capital Work-In-Progress ageing schedule As at March 31, 2022**

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	more than 3 years	
(i) Projects in progress	30.89	1879.38	79.86	-	1990.13
<b>Total</b>	30.89	1879.38	79.86	-	1990.13

**Capital Work-In-Progress ageing schedule As at March 31, 2021**

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	more than 3 years	
(i) Projects in progress	1879.38	79.86	-	-	1959.24
<b>Total</b>	1879.38	79.86	-	-	1959.24

**5 Other Financial Assets - Non current**

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Security Deposits	48.33	48.33
<b>Total</b>	48.33	48.33

**6 Trade Receivables (Current)**

Particulars	As at March 31, 2022	As at March 31, 2021
(b) Trade Receivables considered good - Unsecured	662.14	810.83
Less: Allowances for credit losses	-	-
<b>Total</b>	662.14	810.83

## Notes forming part of consolidated financial statements for the year ended 31 March, 2022

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

## 6.1 Ageing of receivables -2022.

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months – 1 year	1-2 years	2-3 years	more than 3 years	
Undisputed trade receivables – considered good	-	63.42	598.72	-	-	662.14
Less: Allowance for doubtful trade receivables - billed	-	-	-	-	-	-
<b>Total</b>	-	63.42	598.72	-	-	662.14

## 6.2 Ageing of receivables -2021.

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months – 1 year	1-2 years	2-3 years	more than 3 years	
Undisputed trade receivables – considered good	-	321.90	488.93	-	-	810.83
<b>Total</b>	-	321.90	488.93	-	-	810.83

6.3 Major customers, being private companies having good standing and client relationship, carry negligible credit risk. Concentration of credit risk to any private counterparty is periodically reviewed by the management.

6.4 There are no debts due from the directors or other officers of the Company or any of them either severally or jointly with any other person or debts due from firms including Limited Liability Partnerships (LLPs), private companies, respectively, in which any director or other officer is a partner or a director or a member.

## 7 Cash and Cash equivalents

## Cash and cash equivalents

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Cash and Bank Balances</b>		
(a) Cash on hand	0.80	1.47
(b) Balances with banks		
(i) In current accounts	1.55	2.26
(ii) In deposit accounts	3.00	-
(Ref.Note)		
<b>Total</b>	5.35	3.73

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**Notes forming part of consolidated financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**Note:** The above fixed deposits are made with the banks during the financial year 2021-22 with Bank of India and IDBI Bank which are under Lien with respective banks ( refer note no 14.1)

**8 Other Current Assets**

Particulars	As at March 31, 2022	As at March 31, 2021
TDS Receivable	65.42	6.18
Duties and Taxes	9.06	14.20
Advances to Suppliers (Note 14.1)	760.41	-
<b>Total</b>	<b>834.96</b>	<b>20.38</b>

**8.1** Considering the developments in during the year FY 2021-22, the group could not proceed with anticipated activities. However, the Group is confident of recovering substantial the advances given in this regard. Considering the above facts and the comfort the group has with the suppliers, no provision is required for the advance amounting to Rs. 760.41 lakhs. Nevertheless, for the delay in recovering the said advances, the Group is not making any provision for credit losses if any till March 31, 2022.

**9 Share Capital**

Particulars	As at March 31, 2022		As at March 31, 2021	
	Number of Shares	Amount in Rs.	Number of Shares	Amount in Rs.
(a) Authorised Equity shares of Rs. 10 each with voting rights	3,00,00,000	30,00,00,000	3,00,00,000	30,00,00,000
(b) Issued Equity shares of Rs. 10 each with voting rights	2,25,17,400	22,51,74,000	2,25,17,400	22,51,74,000
(c) Subscribed and fully paid up Equity shares of Rs.10 each with voting rights	2,25,17,400	22,51,74,000	2,25,17,400	22,51,74,000
<b>Total</b>	<b>2,25,17,400</b>	<b>22,51,74,000</b>	<b>2,25,17,400</b>	<b>22,51,74,000</b>



**Notes forming part of consolidated financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**9.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	Opening Balance	Fresh issue	Closing Balance
Equity shares with voting rights Year ended 31 March, 2022			
- Number of shares	2,25,17,400	-	2,25,17,400
- Amount (in Rs.)	22,51,74,000	-	22,51,74,000
Year ended 31 March, 2021			
- Number of shares	2,25,17,400	-	2,25,17,400
- Amount (in Rs.)	22,51,74,000	-	22,51,74,000

**9.2 Terms and Rights attached to equity shares**

(i) The company has only one class of equity shares having a par value of Rs.10 each. Each shareholder of equity shares is entitled to one vote per share.

(ii) In the event of liquidation, the equity shareholders will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion to shareholding.

**10 Details of shares held by each shareholder holding more than 5% shares:**

Class of shares / Name of shareholder	As at March 31, 2022		As at March 31, 2021	
	Number of Shares held	% holding in that class of shares	Number of Shares held	% holding in that class of shares
<b>Equity shares with voting rights</b>				
(a) MOHSIN ALI VAKIL	12,66,778	5.63	12,66,778	5.63
<b>Total</b>	12,66,778	5.63	12,66,778	5.63

**Notes forming part of consolidated financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**10.1 Disclosure of shareholding of promoters**

Disclosure of shareholding of promoters as at March 31, 2022

Class of shares / Name of shareholder	As at March 31, 2022		As at March 31, 2021		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
<b>Equity shares with voting rights</b>					
(a) Vimal Raj Mathur	10,86,661	4.83	10,86,661	4.83	-
(b) MathurSudheep Raj	5,400	0.02	5,400	0.02	-
(c) Sunitee Raj	1,805	0.01	79,805	0.35	97.73
(d) GradienteImpex Private Limited	7,52,850	3.35	7,52,850	3.34	-
<b>Total</b>	<b>18,46,716</b>	<b>8.21</b>	<b>19,24,716</b>	<b>8.85</b>	<b>4.05</b>

**10.2** Aggregate Number and Class of Shares- allotted as Fully paid up Bonus shares (or) issued for consideration other than cash (or) shares bought back for the Period of 5 Years Immediately Preceding the Balance Sheet Date - Nil.

**10.3** Shares reserved for issue under options and contracts or commitments for the sale of shares or disinvestment, including the terms and amounts - Nil.

**Notes forming part of consolidated financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**11 Other Equity**

Particulars	Reserves and Surplus					Total
	Capital Reserve	Securities Premium	Capital Redemption Reserve	General Reserves	Retained Earnings	
Balance as at April 01, 2021	57.70	276.48	65.10	1.52	-1,517.02	-1,116.22
Changes in equity due to prior period errors	0.00	0.00	0.00	0.00	0.00	0.00
<b>Restated balance as at April 01, 2021</b>	<b>57.70</b>	<b>276.48</b>	<b>65.10</b>	<b>1.52</b>	<b>-1,517.02</b>	<b>-1,116.22</b>
Profit for the year	0.00	0.00	0.00	0.00	1.43	1.43
Other comprehensive Income/(loss) for the year, net of tax	0.00	0.00	0.00	0.00	0.00	0.00
Total comprehensive Income/(loss) for the year	0.00	0.00	0.00	0.00	1.43	1.43
<b>Balance as at March 31, 2022</b>	<b>57.70</b>	<b>276.48</b>	<b>65.10</b>	<b>1.52</b>	<b>-1,515.58</b>	<b>-1,114.78</b>
Balance as at April 01, 2020	57.70	276.48	65.10	1.52	-1,529.87	-1,129.07
Changes in equity due to prior period errors	0.00	0.00	0.00	0.00	0.00	0.00
<b>Restated balance as at April 01, 2020</b>	<b>57.70</b>	<b>276.48</b>	<b>65.10</b>	<b>1.52</b>	<b>-1,529.87</b>	<b>-1,129.07</b>
Profit for the year	0.00	0.00	0.00	0.00	12.85	12.85
Other comprehensive Income/(loss) for the year, net of tax	0.00	0.00	0.00	0.00	0.00	0.00
Total comprehensive Income/(loss) for the year	0.00	0.00	0.00	0.00	12.85	12.85
<b>Balance as at March 31, 2021</b>	<b>57.70</b>	<b>276.48</b>	<b>65.10</b>	<b>1.52</b>	<b>-1,517.02</b>	<b>-1,116.22</b>

**Note:**

**Capital Reserve on consolidation:** If the value of investment in subsidiary is less than the book value of the net assets acquired, the difference represents Capital Reserve.

**Surplus / (Deficit) in the Statement of Profit and Loss:** This comprise of the undistributed profit after taxes.

**Securities Premium account:** The amount received in excess of face value of the equity shares is recognised in securities premium reserve. The reserve is utilised in accordance with the provision of the Companies Act, 2013.



## Notes forming part of consolidated financial statements for the year ended 31 March, 2022

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**12 Non-Current borrowings**

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Loans - Secured</b>		
From Banks (Refer Note)	36.15	40.41
<b>Loans taken from others, unsecured (Refer Note)</b>	584.66	547.28
<b>Total</b>	620.81	587.69

**12.1 Details of the secured long-term borrowings from Banks**

Particulars	Total Amount outstanding	Amounts due within one year classified as Current borrowings			Amount disclosed as Long Term Borrowings	
		As at March 31, 2021	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
From Banks	36.15	40.41	-	-	36.15	40.41
<b>Total</b>	36.15	40.41	-	-	36.15	40.41

**12.2 Details of the un-secured long-term borrowings from others:**

Particulars	Total Amount outstanding		Amounts due within one year classified as Current borrowings		Amount disclosed as Long Term Borrowings	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
From Directors	584.66	536.01	-	-	584.66	536.01
From Others (Note No. 12.3)	-	11.27	-	-	-	11.27
<b>Total</b>	584.66	547.28	-	-	584.66	547.28

**12.3** Other Unsecured long term borrowings consists of vehicle loan which is not reflecting in the books of lender. Hence the same was transferred to the account of directors.

**12.4 Details of Security and Terms of Repayment/Interest**

The loans obtained by the group are secured by assets identified in the loan agreements entered into by the group which are in the nature of immovable property related to the

**Notes forming part of consolidated financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

group. The above loans are repayable over a period stipulated in the respective agreements. The interest rates ranging between 15% to 18% in respect of the above loans are in accordance with the terms of the respective loan agreements.

**12.5 Details of Disputes in repayment of long term borrowings:**

There have been certain delays in the repayments of principal and interest amounts in respect of borrowings from Banks by the Group. During the previous year ended 31 March 2021 and current year ended 31 March, 2022, there were disputes to the extent of Rs.51.68 lakhs in respect of principal and interest repayments. Out of the same, an amount of Rs. 15.53 lakhs has been resolved by the Group during the year and unpaid principal/ interest due as at 31 March 2022 is nil; the balance Rs. 36.15 lakhs is under resolution.

**13 Provisions- Non Current**

Particulars	As at March 31, 2022	As at March 31, 2021
<u>Provision for employee benefits:</u>		
Provision for gratuity	16.02	16.02
<b>Total</b>	16.02	16.02

**14 Current Borrowings**

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Loans - Secured</b>		
From Banks	2.57	-
<b>Total</b>	2.57	-

**14.1 Details of terms of repayment and security provided in respect of the secured Short term borrowings:**

The short term borrowings obtained by the Company are secured by assets identified in the loan agreements entered into by the Company which are in the nature of Fixed Deposits relating to Company. The above loans are repayable over a period stipulated in the respective agreements. IDBI Bank is charging 6.40% p.a. and Bank of India is charging 6.00% p.a. interest rate in the respect of the above loans in accordance with the terms of the respective loan arrangements.

**15 Trade Payables**

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Total outstanding dues of micro and small enterprises	-	-
(b) Total outstanding dues of creditors other than micro and small enterprises	1779.89	1173.64
<b>Total</b>	1779.89	1173.64

**Notes forming part of consolidated financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**15.1 Trade payables ageing schedule As at March 31, 2022**

Particulars	Less than 1 year	1-2 years	2-3 years	more than 3 years	Total
(i)MSME	-	-	-	-	-
(ii) Others	-	205.03	1574.86	-	1779.89
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	-	<b>205.03</b>	<b>1574.86</b>	-	<b>1779.89</b>

**15.2 Trade payables ageing schedule As at March 31, 2021**

Particulars	Less than 1 year	1-2 years	2-3 years	more than 3 years	Total
(i)MSME	-	-	-	-	-
(ii) Others	320.39	853.25	-	-	1173.64
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>320.39</b>	<b>853.25</b>	-	-	<b>1173.64</b>

**16 Other current liabilities**

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Statutory remittances	6.16	6.03
(b) Advance from Customers	34.13	-
(c) Employee Benefits	3.19	-
<b>Total</b>	<b>43.48</b>	<b>6.03</b>

**17 Provisions- Current**

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Audit Fees	2.00	-
(b) Tax	5.02	4.50
<b>Total</b>	<b>7.02</b>	<b>4.50</b>

**18 Revenue from Operations**

Particulars	As at March 31, 2022	As at March 31, 2021
Revenue from Press and Production	75.71	464.67
<b>Total</b>	<b>75.71</b>	<b>464.67</b>



**Notes forming part of consolidated financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**19 Other Income**

<b>Particulars</b>	As at March 31, 2022	As at March 31, 2021
Discounts Received	0.01	4.74
<b>Total</b>	<b>0.01</b>	<b>4.74</b>

**20 Cost of Production**

<b>Particulars</b>	As at March 31, 2022	As at March 31, 2021
Material Consumption	31.73	414.91
<b>Total</b>	<b>31.73</b>	<b>414.91</b>

**21 Employee benefits expense**

<b>Particulars</b>	As at March 31, 2022	As at March 31, 2021
Salaries and wages	5.80	19.47
Staff Welfare Expenses	-	0.05
<b>Total</b>	<b>5.80</b>	<b>19.52</b>

**22 Other expenses**

<b>Particulars</b>	As at March 31, 2022	As at March 31, 2021
Power and fuel	0.32	0.52
Advertising	-	0.29
Listing Expenses	12.43	3.12
Share Registry Expenses	0.20	0.73
Bank Charges	0.17	0.02
Rent	0.50	0.30
Office maintenance	1.16	0.33
Other Expenses	3.20	1.98
Travelling and conveyance	0.17	0.78
Printing and stationery	0.57	0.01
Repairs and Maintenance	0.14	0.09
Legal Expenses	-	0.85
Professional Expenses	0.45	2.60
Payments to auditors (Refer Note 23.1)	2.00	-
<b>Total</b>	<b>21.30</b>	<b>11.62</b>

**Notes forming part of consolidated financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**22.1 Payments to the Auditors Comprises:**

<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
As Statutory Auditors	2.00	-
<b>Total</b>	<b>2.00</b>	<b>-</b>

**23 Contingent Liabilities:**

<b>Note</b>	<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
(i)	Claims against the Company not acknowledged as debt	-	-
(ii)	Guarantees	-	-
(iii)	Other money for which the Company is contingently liable		
	(a) Income Tax Demands against which the Company has gone on Appeal	2046.09	2046.09
	(b) Income Tax Demands against which the Company is processing Appeal	36.53	36.53
	(c) Income Tax Demands against which the Company is decided to settle	7.77	7.77
	(d) Service Tax Demands against which the Company has gone on Appeal	3718.27	3718.27
	<b>Note:</b> The Company expects a favourable decision with respect to the above disputed demands / claims based on professional advice. Hence, no provision for the same has been made.		
	(e) Bank	5.34	5.34
	<b>Note:</b> Andhra Bank Loan, which is unpaid on account of differences in reconciling the accounts and the Management is under the process to settle the amount with bank. The additional settlement amount which may have to be provided in the books of accounts in future is indicated under contingent liability.		
(iv)	Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
(v)	Uncalled liability on shares and other investments partly paid	-	-
(vi)	Other Commitments	-	-
	<b>Total</b>	<b>5814.00</b>	<b>5814.00</b>

**Notes forming part of consolidated financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**24 Segment information**

The primary reporting of the Group has been made on the basis of Business Segments. The Group has a single business segment as defined in Indian Accounting Standard (Ind AS) 108 on Segment Reporting, namely Media Entertainment and related services. Accordingly, the amounts appearing in these Consolidated Financial Statements relate to this primary business segment.

**25 Related Party Disclosure**

Details of Related Parties:

Particulars	Names of Related Parties	
	As at March 31, 2022	As at March 31, 2021
Entities Exercising Significant Influence (EESI)	Omnistar Advertising Private Limited	Nil
Key Management Personnel (KMP)	Mr.Vimal Raj Mathur, Chairman & Managing Director	Mr.Vimal Raj Mathur, Chairman & Managing Director
	Mr.Sudheep Raj Mathur, Director	Mr.Sudheep Raj Mathur, Director
	Mrs.Sunitee Raj Mathur, Director	Mrs.Sunitee Raj Mathur, Director

**25.1 Details of Related Party Transactions during the relevant years and as at the balance sheet date:**

Description	Name of the Related Party	As at March 31, 2022	As at March 31, 2021
<b>Profit &amp; Loss Items</b>			
Salaries and Short-term employee benefits;	Mr.Vimal Raj Mathur, Chairman & Managing Director	4.80	4.80
Salaries and Short-term employee benefits;	Mr.Sudheep Raj Mathur, Director	3.00	3.00
<b>Balance sheet Items</b>			
Loan from Directors	Mr.Vimal Raj Mathur, Chairman & Managing Director	577.99	536.44
Loan from Directors	Ms.Sunitee Raj Director	7.18	1.43
Loan from Directors	Mr.Sudheep Raj Mathur, Director	(0.51)	(1.85)



**Notes forming part of consolidated financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**26 Earnings Per Share**

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Basic and Dilutive</b>		
<u>Continuing operations</u>		
Profit/(Loss) for the year	1.44	12.85
Profit/(loss) attributable to non-controlling interest	-	-
Profit/(loss) attributable to owners of the company	1.44	12.85
Weighted average number of equity shares - Numbers	2,25,17,400	2,25,17,400
Par value per share - Rupees	10.00	10.00
Earnings per share - Basic - Rupees	0.01	0.06
Earnings per share - Diluted - Rupees	0.01	0.06

**27: Details of Crypto Currency or Virtual Currency**

During the year the Company has not invested in any crypto or virtual currency.

**28 Ratios**

Sr. No.	Ratio Analysis	Numerator	Denominator	31-03-2022	31-03-2021	Variance
1	Current ratios (in times)	1502.45	1832.96	0.82	0.71	15.49%
2	Return on equity ratio	1.45	1137.05	0.001	0.51	-88.75%
3	Trade receivable turnover ratio (in times)	662.14	75.71	8.75	1.74	402.63%
4	Trade Payables turnover ratio (in times)	1779.85	75.71	23.50	2.53	831.57%
5	Net capital turnover ratios (in times)	75.71	-330.51	-0.20	-0.75	69.52%
6	Net profit ratio	1.45	75.71	0.02	0.03	-36.06%
7	Return on capital employed	1.45	1,136.97	0.0013	0.011	-88.49%

**Notes forming part of consolidated financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

1. Current Ratio variance is mainly because of market conditions and sluggish realization of funds to our debtors.
2. Return on Equity Ratio variance is mainly due to sluggishness in the business on account of pandemic and also due to increase in costs.
3. Trade receivable Turnover ratio is mainly on account of very low turnover.
4. Trade payable Turnover ratio is mainly on account of very low turnover.
5. Net Capital Turnover Ratio variance is mainly due to Increase in working capital during the year.
6. Net Profit Ratio variance is mainly due to variance is mainly due to less sales turnover during the year.
7. Return on Capital employed variance is mainly due to less business and profit during the year.

**28.1(a) Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013**

S. No	Name of the entity	Net assets, i.e., total assets minus total liabilities		Share of net profit or (loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of consolidated net assets	Amount as at 31 March 2022	As % of consolidated profit or loss	For the Year Ended 31 March 2022	As % of consolidated profit or loss	For the Year Ended 31 March 2022	As % of consolidated profit or loss	For the Year Ended 31 March 2022
A	Parent	99.924%	1136.19	109.67%	1.57	-	-	109.67%	1.57
B	Indian Subsidiary	0.68%	0.78	-8.70%	-0.13	-	-	-8.70%	-0.13
C	Minority Interests in subsidiary	0.008%	0.09	-0.97%	-0.01	-	-	-0.97%	-0.01
D	Total	100%	1137.05	100%	1.43	-	-	100%	1.43

## INDEPENDENT AUDITOR'S REPORT

### To the Members of Gradiante Infotainment Limited

#### Report on the Audit of the Standalone Financial Statements Qualified Opinion

We have audited the standalone Ind AS financial statements of Gradiante Infotainment Limited ("the Company") which comprises the Balance Sheet as at March 31, 2022, the statement of Profit and Loss (including Other Comprehensive Income), statement of Changes in Equity and statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 standalone Ind AS financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Ind AS and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and of its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Qualified Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. 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 together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the 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. No provision has been made in the accounts for non-moving trade receivables amounting to Rs. 662.14 Lakhs which are outstanding for a period exceeding six months. The ageing of trade receivables disclosed in the notes to financial statements could not be verified by us as the management could not satisfactorily provide ageing information of trade receivables. The Company has not mentioned the facts in its notes to accounts. Due to this the provisioning amount could not be ascertained. Due to this the profit and trade receivables are overstated.*
- ii. The balances of trade receivables, other current assets, Bank Balances, Trade payables and other current liabilities have not been confirmed. Consequential impact, confirmation/ reconciliation/ adjustment of such balances is not ascertainable.*
- iii. Identification of Sundry Creditors registered under MSME Act 2006, is not performed by the Company, therefore, it could not be verified due to non-availability of related information. Refer note no. 16.*



- iv. As described in note 4.5 in the financial statements, the company is unable provide sufficient information and explanations to assess whether any impairment in value should be recognised regarding intangible assets under development / work in progress which valued at Rs. 19,90,12,820/- as at March 31, 2022 on which they are unable to adopt any other satisfactory procedures to determine whether a impairment in the value should be made in the financial statements in respect of them.
- v. Rs. 7,60,41,257/- has been due as advances to parties / suppliers given many years back. No confirmation of parties is available and parties are also said to be untraceable which is also doubtful for recover.
- vi. The Company has neither maintained fixed assets register nor carried any physical verification of fixed assets. Impact on profitability could not be ascertained.
- vii. The balances of suppliers whether debit or in credit are subject to confirmation, reconciliation and adjustment, if any, in the books of accounts. Impact on Profit and Loss any could not be ascertained.
- viii. The management of the Company could not provide satisfactory explanation of transferring of Rs. 16,00,000/- from suspense account to a supplier account payment.
- ix. The Company has made purchases of Rs. 25,14,713/- from a supplier M/s. M. Khodiyar Agencies during the first quarter of the year for which invoices could not be produced. Due to this the purchases are overstated by this amount.
- x. There are balances of Rs. 17.10 Lakhs and Rs. 52,429/- in the books of the Company as suspense, which could not be reconciled and explained satisfactorily to us.
- xi. There is an amount of Rs. 1,10,00,000/- as Trade Receivables under Trade Receivables for which the management could not reconcile such balance.
- xii. The Company has made purchases of Rs. 18,71,140/- from a supplier M/s. S. Traders during April 2021 for which invoices could not be produced. Due to this the purchases are overstated by this amount.
- xiii. An amount of Rs. 8,78,34,938/- of credit balance is included in Trade Payables books of accounts as CACL name carried forward from previous years without any payments or adjustment. The details of the liabilities / parties is not available and amounts are subject to confirmation, reconciliation and adjustment. Consequent impact on Profit and Loss of the Company due to adjustment is unascertainable.
- xiv. Included in current liabilities an amount of Rs. 6,15,640/- as TDS payable being carried forward without payment. As informed that the amount is in process of reconciliation.
- xv. An amount of Rs. 14.95 Lakhs is provided as depreciation in books of accounts. This amount is understated by Rs. 44.71 Lakhs due to which profit and fixed assets are overstated.

*The overall impact on of above qualifications could not be ascertained on Profit and Loss and Balance Sheet.*

### **Key Audit Matters**

Key Audit Matters are those matters that, in our professional judgement, were of significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters.

### **Information Other than the Standalone Ind AS Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the *Management Discussion and Analysis Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information*, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Standalone Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(1) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including 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 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 standalone Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.



## **Auditor's Responsibilities for the Audit of Standalone Ind AS Financial Statement**

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

A further description of the auditor's responsibilities for the audit of the standalone Ind AS financial statements is included in Annexure A. This description forms part of our auditor's report.

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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the Internal Financial Control with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".
  - g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197(16) of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



- i) The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements.
- ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

*for* **GRAND MARK & Associates**  
Chartered Accountants  
Firm's Registration No. 011317N

**CA Vasanth Kumar K B M**  
Partner  
Membership: 215929  
UDIN: 22215929AUKVFO1975

Hyderabad  
September 5, 2022

## **Annexure A**

### **Responsibilities for Audit of Standalone Ind AS Financial Statement**

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern. Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

*for* **GRAND MARK & Associates**

Chartered Accountants

Firm's Registration No. 011317N

**CA Vasanth Kumar K B M**

Partner

Membership: 215929

UDIN: 22215929AUKVFO1975

Hyderabad

September 5, 2022



**Annexure B to the Independent Auditor's Report of even date to the members of Gradiente Infotainment Limited, on the financial statements for the year ended 31st March 2022**

Based on the audit procedures performed for the purpose of reporting a true and fair view on financial statements of the Company and taking into consideration the information and explanation

given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) (A) The Company has not maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.  
(B) The Company has not maintained proper records showing full particulars of Intangible Assets.
- (b) The major Property, Plant and Equipment of the company have not been physically verified by the management at reasonable intervals during the year.
- (c) According to the information and explanation given to us, the title deeds of the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company.
- (d) The Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year.
- (e) According to the information and explanation given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benam Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder during the year.
- (ii) (a) The Company does not have any inventory and no working capital limits in excess of five crore rupees (at any point of time during the year), in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) During the year the company has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties:
  - (a) During the year the company has made investment in a subsidiary
  - (b) During the year, the Company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity.
  - (b) The Company has not provided any loans or advances in the nature of loans to any other entity during the year. Accordingly, the provisions of clause 3(ii) (b), (c), (d), (e) and (f) of the Order are not applicable.
- (iv) According to the information and explanation given to us, the company has no loans, guarantees or security where provisions of section 185 and 186 of the Companies Act, 2013 are to be complied with.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

- (vi) To the best of our knowledge and belief, the Central Government has not spent maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) The Company is not regular in depositing undisputed statutory dues, including Income Tax, Goods and Service Tax and other material statutory dues applicable to it to the appropriate authorities.
- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2022 on account of disputes are given below:

Name of the statute	Nature of dues	Amount Rs.	Period to which the amount relates	Forum where dispute pending
Income Tax Act, 1961	Certain disallowance	1,34,61,831/-	AY 2009-10	Commissioner of Income Tax – Appeals, Hyderabad
Income Tax Act, 1961	Certain disallowance	89,74,702/-	AY 2010-11	Commissioner of Income Tax – Appeals, Hyderabad
Income Tax Act, 1961	Certain disallowance	14,54,85,538/-	AY 2011-12	Commissioner of Income Tax – Appeals, Hyderabad
Income Tax Act, 1961	Certain disallowance	3,33,77,324/-	AY 2012-13	Commissioner of Income Tax – Appeals, Hyderabad
Income Tax Act, 1961	Certain disallowance	32,90,345/-	AY 2013-14	Commissioner of Income Tax – Appeals, Hyderabad
Income Tax Act, 1961	Certain disallowance	2,68,272/-	AY 2015-16	Vivad Ve Viswas Scheme
Income Tax Act, 1961	Certain disallowance	4,53,396/-	AY 2016-17	Vivad Ve Viswas Scheme
Income Tax Act, 1961	Certain disallowance	55,880/-	AY 2018-19	Vivad Ve Viswas Scheme
Income Tax Act, 1961	Certain disallowance	20,81,603/-	AY 2017-18	Income Tax Office
Income Tax Act, 1961	Certain disallowance	15,71,010/-	AY 2020-21	Income Tax Office
Service Tax	-	37.17 Crores	FY 2009-10	CESTAT

- (viii) According to the information and explanation given to us, company has no transactions, not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961);
- (ix) (a) In our opinion and according to the information and explanations given by the management of the Company, the company has defaulted in repayment of loans or other borrowings or in the payment of interest thereon to banks. The particulars which are disclosed in paragraph 13 of the Notes to the accounts of the Company.
- (b) Company is not declared wilful defaulter by any bank or financial institution or other lender;
- (c) According to the information and explanation given to us, the Company has not obtained term loans;
- (d) According to the information and explanation given to us, funds raised on short term basis have not been utilised for long term purposes;
- (e) According to the information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;
- (f) According to the information and explanation given to us, the company has not raised loans during the year on the pledge of securities held in subsidiaries, joint ventures or associate companies;
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year;
- (b) According to the information and explanation given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year
- (xi) (a) According to the information and explanation given to us, any fraud by the company or any fraud on the company has not been noticed or reported during the year;
- (b) According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) According to the information and explanation given to us, no whistle-blower complaints, received during the year by the company;
- (xii) Company is not a Nidhi company, accordingly provisions of the Clause 3(xii) of the Order is not applicable to the company:
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties undertaken during the year and the details of such related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) According to the information and explanations given to us, the company has an internal audit system commensurate with the size and nature of its business;
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) According to the information and explanations given to us, we are of the opinion that the company has not entered into any non-cash transactions with directors or persons connected with him and accordingly, the provisions of clause 3(xv) of the Order is not applicable.



- (xvi) According to the information and explanations given to us, we are of the opinion that the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly the provisions of clause 3(xvi) of the Order are not applicable;
- (xvii) According to the information and explanation given to us and based on the audit procedures conducted we are of opinion that the company has not incurred any cash losses in the financial year and the immediately preceding financial year;
- (xviii) During the year, there is change of statutory auditor of the Company due to mandatory rotation requirements of the Companies Act, 2013. Accordingly, the provisions of clause 3(xviii) of the Orders not applicable;
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) The provisions of Section 135 towards corporate social responsibility are not applicable on the company. Accordingly, the provisions of clause 3(x) of the Order is not applicable.
- (xxi) The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

*for* **GRAND MARK & Associates**  
Chartered Accountants  
Firm's Registration No. 011317N

**CA Vasanth Kumar K B M**  
Partner  
Membership: 215929  
UDIN: 22215929AUKVFO1975

Hyderabad  
September 5, 2022

## **ANNEXURE “C” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 1(f) under “Report on Other Legal and Regulatory Requirements” section of our report of even date)

### **Report on the Internal Financial Controls Over Financial Reporting 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 Gradient Infotainment Limited (the “Company”) as of March 31, 2022 in conjunction with our audit of standalone Ind AS 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 its respective 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.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company and its joint operations company incorporated in India, 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”) issued by the ICAI and the Standards on Auditing (“SA”s) prescribed under Section 143(10) of the Companies Act, 2013 (the “Act”) to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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, to the best of our information and according to the explanations given to us the Company has, not in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were not operating effectively as at March 31, 2022, based on the criteria for internal financial control over financial reporting established by the respective 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* **G R A N D M A R K & Associates**

Chartered Accountants

Firm's Registration No. 011317N

**CA Vasanth Kumar K B M**

Partner

Membership: 215929

UDIN: 22215929AUKVFO1975

Hyderabad

September 5, 2022



<b>Gradiente Infotainment Limited.</b>			
306, Mayfair Gardens, Banjara Hills, Road No 12, Hyderabad - 500034 (CIN: L74300TG1992PLC014317)			
<b>STANDALONE BALANCE SHEET AS AT MARCH 31, 2022</b>			
<b>(Rs.in Lakhs)</b>			
<b>Particulars</b>	<b>Note No.</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	4.0	65.93	80.89
(b) Capital Work-In-progress	4.6	1,990.13	1,959.24
<b>(c) Financial assets</b>			
(i) Investments	5.0	0.90	-
(ii) Other financial assets	6.0	48.33	48.33
<b>Total non-current assets</b>		<b>2,105.29</b>	<b>2,088.46</b>
<b>Current assets</b>			
<b>(a) Financial assets</b>			
(i) Trade receivables	7.0	662.14	810.83
(ii) Cash and cash equivalents	8.0	4.55	3.73
<b>(b) Other current assets</b>			
	9.0	834.86	20.38
<b>Total current assets</b>		<b>1,501.55</b>	<b>834.94</b>
<b>Total assets</b>		<b>3,606.84</b>	<b>2,923.40</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	10.0	2,251.74	2,251.74
(b) Other Equity	12.0	(1,114.65)	(1,116.22)
<b>Equity attributable to the owners of the Company</b>		<b>1,137.09</b>	<b>1,135.52</b>
Non - controlling interests		-	-
<b>Total equity</b>		<b>1,137.09</b>	<b>1,135.52</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	13.0	620.80	587.69
(ii) Provisions	14.0	16.02	16.02
<b>Total non-current liabilities</b>		<b>636.82</b>	<b>603.71</b>
<b>Current liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	15.0	2.57	-
(ii) Trade Payables			
Total outstanding dues of MSME			
Total outstanding dues of creditors other than MSME	6.0	1,779.86	1,173.64
<b>(b) Other current liabilities</b>			
	17.0	43.48	6.03
<b>(c) Provisions</b>			
	18.0	7.02	4.50
<b>Total Current Liabilities</b>		<b>1,832.93</b>	<b>1,184.17</b>
<b>Total Equity and Liabilities</b>		<b>3,606.84</b>	<b>2,923.40</b>
The accompanying Significant accounting policies and notes form an integral part of the Standalone financial statements.			
As per our report of even date			
<b>M/s GRAND MARK &amp; Associates</b>		<b>For and on behalf of Board</b>	
Chartered Accountants		<b>Gradiente Infotainment Limited</b>	
Firm Reg No. 011317N		CIN: L74300TG1992PLC014317	
<b>CA Vasanth Kumar K B M</b>		<b>Vimal Raj Mathur</b>	
Partner		Chairman & Managing Director	
M.No. 215929		DIN:03138072	
UDIN: 22215929AUKVFO1975		<b>Sudheep Raj</b>	
Place: Hyderabad		Director	
Date:05/09/2022		DIN:03138111	

<b>Gradiente Infotainment Limited.</b>			
306, Mayfair Gardens, Banjara Hills, Road No 12, Hyderabad - 500034			
(CIN: L74300AP1992PLC014317)			
<b>STANDALONE PROFIT &amp; LOSS STATEMENT FOR THE YEAR ENDED 31st MARCH, 2022</b>			
(Rs.in Lakhs)			
Particulars	Note No.	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>A CONTINUING OPERATIONS</b>			
1 Revenue from operations	19.0	75.00	464.67
2 Other Income	20.0	0.01	4.74
<b>3 Total Revenue (1+2+3)</b>		<b>75.01</b>	<b>469.41</b>
<b>4 Expenses</b>			
(a) Cost of materials consumed	21.0	31.24	414.91
(b) Employee benefits expense	22.0	5.80	19.52
(c) Depreciation and amortization expense	4.0	14.95	6.04
(d) Other expenses	23.0	20.93	11.62
<b>Total Expenses (4)</b>		<b>72.92</b>	<b>452.09</b>
<b>5 Profit/(Loss) Before Exceptional items and Tax (3-4)</b>		<b>2.09</b>	<b>17.32</b>
<b>6 Exceptional Items</b>		0.00	0.00
<b>7 Profit/(Loss) Before Tax (5-6)</b>		<b>2.09</b>	<b>17.32</b>
<b>8 Tax expense</b>			
(a) Current tax		0.52	4.50
(b) Deferred tax		0.00	(0.04)
<b>9 Profit/(Loss) for the year from continuing operations (7-8) (after tax)</b>		<b>1.57</b>	<b>12.85</b>
<b>B DISCONTINUED OPERATIONS</b>			
10 Profit/(Loss) from discontinued operations before tax		-	-
11 Less: Tax expense of discontinued operations		-	-
<b>12 Profit/(Loss) from discontinued operations (10-11) (after tax)</b>		<b>-</b>	<b>-</b>
<b>13 Profit/(Loss) for the year (9+12)</b>		<b>1.57</b>	<b>12.85</b>
<b>14 Other comprehensive income (OCI)</b>			
<b>A</b> (i) Items that will not be reclassified to profit or loss		0.00	0.00
-Remeasurements of the defined benefit plans			
(ii) Tax on items that will not be reclassified to profit or loss		0.00	0.00
<b>B</b> (i) Items that will be reclassified to profit or loss:		0.00	0.00
-Deferred gains/(losses) on cash flow hedges			
- Recycled to statement of profit & (loss) on closure of hedging arrangements			
(ii) Tax on items that may be reclassified to profit or loss		0.00	0.00
Items that may be reclassified subsequently to profit or loss		0.00	0.00
<b>Total other comprehensive income/(loss) for the year, net of tax</b>		<b>0.00</b>	<b>0.00</b>
<b>Total comprehensive income/ (loss) (A+B)</b>		<b>0.00</b>	<b>0.00</b>
<b>15 Total comprehensive Income/(loss) for the year (13+14)</b>		<b>1.57</b>	<b>12.85</b>
<b>17 Profit/(Loss) for the year attributable to:</b>			
Owners of the Company		1.57	12.85
Non-controlling Interests		0.00	0.00
<b>Other comprehensive Income/(loss) for the year attributable to:</b>			
Owners of the Company		0.00	0.00
Non-controlling Interests		0.00	0.00
<b>Total comprehensive Income/(loss) for the year attributable to:</b>			
Owners of the Company		1.57	12.85
Non-controlling Interests		0.00	0.00
<b>Earnings per share:</b>			
(a) Continuing Operations			
(i) Basic		0.01	0.06
(ii) Diluted		0.01	0.06
(b) Discontinued Operations			
(i) Basic		0.00	0.00
(ii) Diluted		0.00	0.00
(b) Total EPS (Continuing & Discontinued)			
(i) Basic		0.01	0.06
(ii) Diluted		0.01	0.06

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

As per our report of even date

**M/s GRAND MARK & Associates**  
Chartered Accountants  
Firm Reg No. 011317N

**CA Vasanth Kumar K B M**  
Partner  
M.No. 215929  
UDIN: 22215929AUKVFO1975

Place: Hyderabad  
Date:05/09/2022

**For and on behalf of Board**  
Gradiente Infotainment Limited  
CIN: L74300TG1992PLC014317

**Vimal Raj Mathur**  
Chairman & Managing Director  
DIN:03138072

**Sudheep Raj**  
Director  
DIN:03138111

<b>Gradiente Infotainment Limited.</b>		
306, Mayfair Gardens, Banjara Hills, Road No 12, Hyderabad - 500034		
<b>STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2022</b>		
(Rs.in Lakhs)		
Particulars	31 March 2022	31 March 2021
<b>Cash Flows from Operating Activities</b>		
Net profit before tax	2.09	17.32
Adjustments for :		
Depreciation and amortization expense	14.95	6.04
Provision for doubtful debts/advances/ impairment		
Dividend Income		
Operating profit before working capital changes	<b>17.04</b>	<b>23.36</b>
Movements in Working Capital		
(Increase)/Decrease in Trade Receivables	148.69	393.80
(Increase)/Decrease in Other financial assets	0.00	2,111.92
(Increase)/Decrease in Inventories	0.00	0.00
(Increase)/Decrease in Other Current Assets	(814.48)	0.00
(Increase)/Decrease in Other Non Current Assets	0.00	(1,879.42)
Increase/(Decrease) in Provisions	(1.98)	(11.59)
Increase/(Decrease) in Borrowings	2.57	0.00
Increase/(Decrease) in Trade payables	610.72	(1,769.48)
Increase/(Decrease) in Other current liabilities	37.45	0.00
<b>Cash generated from operations</b>	<b>(17.02)</b>	<b>(1,154.77)</b>
Interest received on Deposits		
Direct Taxes Paid	(0.52)	(4.46)
	<b>(0.52)</b>	<b>(4.46)</b>
<b>Net Cash from operating activities (A)</b>	<b>(0.51)</b>	<b>(1,135.88)</b>
<b>Cash flows from Investing Activities</b>		
Investment in Subsidiary	(0.90)	0.00
Increase in Capital Work In Progress	(30.89)	1,127.69
Investments in Securites / Deposits	0.00	(45.90)
<b>Net Cash used in Investing Activities</b>	<b>(31.79)</b>	<b>1,081.79</b>
<b>Cash flows from/(used in) Financing Activities</b>		
Proceeds from Long term borrowings	33.12	53.15
Repayment/(Proceeds) of/from Short-term borrowings	0.00	0.00
<b>Net Cash used in Financing Activities</b>	<b>33.12</b>	<b>53.15</b>
<b>Net Increase/(Decrease) in cash and cash equivalents</b>	<b>0.82</b>	<b>(0.94)</b>
Cash and Cash equivalents at the beginning of the year	3.73	4.67
<b>Cash and Cash equivalents at the ending of the year (Refer Note 5.0)</b>	<b>4.55</b>	<b>3.73</b>
Notes :-		
1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard on		
2. The accompanying notes are an integral part of the financial statements.		
The accompanying Significant accounting policies and notes form an integral part of the Standalone financial statements.		
As per our report of even date		
<b>M/s GRAND MARK &amp; Associates</b>	<b>For and on behalf of Board</b>	
Chartered Accountants	Gradiente	
Firm Reg No. 011317N	Infotainment	
	Limited	
<b>CA Vasanth Kumar K B M</b>	<b>Vimal Raj Mathur</b>	
Partner	Chairman & Managing Director	
M.No. 215929	DIN:03138072	
UDIN: 22215929AUKVFO1975		
	<b>Sudheep Raj</b>	
Place: Hyderabad	Director	
Date:05/09/2022	DIN:03138111	



**A. Equity share capital**

Particulars	Opening balance as at 1st April 2020	Changes in equity share capital during the year	Closing balance as at 31st March 2021
2,25,17,400 Equity Shares of Rs.10 each, fully paid up	225,174,000	-	225,174,000
<b>Total</b>	<b>225,174,000</b>	<b>-</b>	<b>225,174,000</b>

Particulars	Opening balance as at 1 Apr 2018	Changes in equity share capital during the year	Closing balance as at 31 Mar 2019
2,25,17,400 Equity Shares of Rs.10 each, fully paid up	225,174,000	-	225,174,000
<b>Total</b>	<b>225,174,000</b>	<b>-</b>	<b>225,174,000</b>

**B Statement of changes in Other equity**

PARTICULARS	Reserves and Surplus					TOTAL
	CAPITAL RESERVE	SECURITIES PREMIUM	CAPITAL REDEMPTION RESERVE	GENERAL RESERVES	RETAINED EARNINGS	
Balance as at April 01, 2021	57.70	276.48	65.10	1.52	(1,517.02)	(1,116.22)
Changes in equity due to prior period errors	0.00	0.00	0.00	0.00	0.00	0.00
<b>Restated balance as at April 01, 2021</b>	<b>57.70</b>	<b>276.48</b>	<b>65.10</b>	<b>1.52</b>	<b>(1,517.02)</b>	<b>(1,116.22)</b>
Profit for the year	0.00	0.00	0.00	0.00	1.57	1.57
Other comprehensive Income/(loss) for the year, net of tax	0.00	0.00	0.00	0.00	0.00	0.00
Total comprehensive Income/(loss) for the year	0.00	0.00	0.00	0.00	1.57	1.57
<b>Balance as at March 31, 2022</b>	<b>57.70</b>	<b>276.48</b>	<b>65.10</b>	<b>1.52</b>	<b>(1,515.45)</b>	<b>(1,114.65)</b>
Balance as at April 01, 2020	57.70	276.48	65.10	1.52	(1,529.87)	(1,129.07)
Changes in equity due to prior period errors	0.00	0.00	0.00	0.00	0.00	0.00
<b>Restated balance as at April 01, 2020</b>	<b>57.70</b>	<b>276.48</b>	<b>65.10</b>	<b>1.52</b>	<b>(1,529.87)</b>	<b>(1,129.07)</b>
Profit for the year	0.00	0.00	0.00	0.00	12.85	12.85
Other comprehensive Income/(loss) for the year, net of tax	0.00	0.00	0.00	0.00	0.00	0.00
Total comprehensive Income/(loss) for the year	0.00	0.00	0.00	0.00	12.85	12.85
<b>Balance as at March 31, 2021</b>	<b>57.70</b>	<b>276.48</b>	<b>65.10</b>	<b>1.52</b>	<b>(1,517.02)</b>	<b>(1,116.22)</b>

**Notes forming part of standalone financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**Notes forming part of Standalone financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**1. Corporate Information**

Gradiente Infotainment Limited (GIL) (“the Company”) is engaged in the business of Media Entertainment, i.e. Advertisement, Tele-serials, Web-series, etc. The company is having its registered office at 306, Third floor, Mayfair Gardens, Road No. 12 Banjara Hills, Hyderabad – 500 034.

The Company’s shares are listed on CSE and permitted to trade on BSE Limited.

**2. Recent Accounting pronouncements**

On March 24, 2021, the Ministry of Corporate Affairs (“MCA”) through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021 and are incorporated in preparation and presentation of these financial statements. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

**Balance Sheet:**

- a. Lease liabilities should be separately disclosed under the head ‘financial liabilities’, duly distinguished as current or non-current.
- b. Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- c. Specified format for disclosure of shareholding of promoters.
- d. Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- e. If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- f. Specific disclosure under ‘additional regulatory requirement’ such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

**Statement of Profit and Loss:**

Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head ‘additional information’ in the notes forming part of the standalone financial statements.

**Notes forming part of standalone financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**Applicability of new and revised Ind AS**

All the Indian Accounting Standards issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorized have been considered in preparing these financial statements. There are no new standards or amendments notified by the Ministry of Corporate Affairs which would have been applicable from April 01, 2022.

**3. Significant Accounting Policies****3.1 Statement of compliance**

These standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (“Ind AS”) prescribed under Section 133 of Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time. The accounting policies as set out below have been applied consistently to all years presented in these standalone financial statements.

**3.2 Basis of preparation and presentation**

The Standalone financial statements have been prepared on the historical cost basis as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

**3.3 Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with original maturity of three months or less, which are subject to an insignificant risk of changes in value. In the Standalone Statement of Cash Flows, cash and cash equivalents consist of cash and short term deposits, as defined above, net of outstanding bank overdrafts, if any as they are considered as integral part of the Company’s cash management.

**3.4.1 Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from ‘profit before tax’ as reported in the Standalone statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company’s current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

**3.4.2 Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Standalone financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary



**Notes forming part of standalone financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax liabilities are recognised for taxable temporary differences associated with investment in subsidiary, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such interests are recognised only to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability would be settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with asset will be realised.

### **3.5 Property plant and equipment (PPE)**

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises the purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable) and includes interest on borrowings attributable to acquisition of qualifying property, plant and equipment up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Subsequent expenditure relating to property, plant and equipment's is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Any part or components of property, plant and equipment which are separately identifiable and expected to have a useful life which is different from that of the main assets are capitalised separately, based on the technical assessment of the management.

Property, plant and equipment retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately.

**Notes forming part of standalone financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**3.6 Depreciation**

Depreciation on property, plant and equipment is provided pro-rata for the periods of use on the straight-line method at the rates specified in Schedule II to the Companies Act, 2013.

**3.7 Useful lives of property, plant and equipment and intangible assets**

The Company has estimated useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Company reviews the carrying amount of property, plant and equipment and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Depreciation on property, plant and equipment is provided pro-rata for the periods of use on the straight line method (SLM) on the basis of useful life of the property, plant and equipment mandated by Part C of Schedule II of the Companies Act, 2013 or the useful life determined by the Company based on technical evaluation, whichever is lower, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, maintenance support, as per details given below:

Type of Asset	Estimated useful life in years
Buildings	30
Plant & Machinery	15
Furniture & Fixtures	10
Vehicles	10
Office Equipment	5
Computers	3
Air Conditioners	10
UPS	3
Mobile Phones	5
Audio & Visual Equipment	5

**3.8 Intangible assets**

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any.

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight line basis over the estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on prospective basis.

An Intangible asset is derecognised on disposal or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

**Notes forming part of standalone financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**3.9 Revenue recognition**

Effective April 01, 2018, the Company adopted Ind AS 115, 'Revenue from Sale to Customers'. Application of this standard does not have any impact on the revenue recognition and measurement.

**Revenue from Operations- Sale of Print Advertisement, Printing Jobs & Digital Marketing**

The Company derives revenue primarily from Sale of Media Space (Print Advertisement), Printing Jobs & Digital Marketing.

Revenue from the sale is recognised on the basis of the advertisements, Printing Jobs & Digital Marketing in accordance with industry standards, at rates agreed upon with customers and when there is no uncertainty in realising the same.

**Other Income**

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and the effective rate of interest applicable.

**3.10 Employee Benefits**

Employee benefits are accrued in the period in which the associated services are rendered by employees of the Company. Other than salaries to employees, no defined contribution plans (contribution to PF, ESI, Pension Plans, etc.) and defined benefit plans (Gratuity Plan), for want of threshold numbers.

**3.11 Borrowing Costs**

All borrowing costs are charged to the Standalone statement of profit and loss.

**3.12 Earnings Per Share**

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.

**3.13 Impairment of Assets**

At the end of each balance sheet date, the Company assesses whether there is any indication that any Property, plant and equipment and intangible assets with finite lives may be impaired. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its



**Notes forming part of standalone financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

recoverable amount. An impairment loss is recognised immediately in Standalone statement of profit and loss.

**3.14 Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent assets are disclosed in the Standalone financial statements by way of notes to accounts when an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the Standalone financial statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

**3.15 Operating Segment**

Operating segments reflect the Company's management structure and the way the financial information is regularly reviewed by the Company's Chief Operating Decision Maker (CODM). The CODM considers the business from both business and product perspective based on the dominant source, nature of risks and returns and the internal organisation and management structure.

Ind AS 108 operating segment requires Management to determine the reportable segments for the purpose of disclosure in financial statements based on the internal reporting reviewed by the CODM to assess performance and allocate resource. The standard also required Management to make judgments with respect to recognition of segments. Accordingly, the Company recognizes Media Entertainment as its sole segment and currently it is into Printing, Print Advertising, Tele-serial Production.

**3.16 Operating Cycle**

All 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 Notes to these Standalone financial statements. Based on the nature of products and services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

**Notes forming part of standalone financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**3.17 Subsidiary Companies:**

The following are the list of direct subsidiaries of the Company:

Sl. No.	Name of the Subsidiary	Principal Activity	Country of Incorporation	Relationship	Effective Ownership Interest as at	
					March 31, 2022	March 31, 2021
1	Omnistar Advertising Private Limited	Advertising	India	Subsidiary	90.00%	N.A.

**3.18 Critical accounting assumptions**

The preparation of Standalone 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 and liabilities, disclosures of contingent liabilities at the date of the Standalone Financial Statements and the reported amounts of revenue and expenses for the years presented. 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, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Standalone Financial Statements pertain to.

**3.19 Events after the reporting period**

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorization for issue.

Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed if material.

**Notes forming part of standalone financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

<b>4 Property, Plant and Equipment</b>											
<b>Tangible Assets</b>											
<b>Particulars</b>	<b>Buildings</b>	<b>Plant and Equipment</b>	<b>Furniture and Fixtures</b>	<b>Vehicles</b>	<b>Office equipment</b>	<b>Computers &amp; Softwares</b>	<b>Air Conditioners</b>	<b>UPS</b>	<b>Mobile Phones</b>	<b>Audio Visual &amp; Equipment</b>	<b>Total</b>
<b>Gross Carrying Amount as at 01 April 2020</b>	18.53	0.27	2.13	2.31	0.10	0.64	0.48	0.06	0.02	0.04	24.57
<b>Additions</b>	-	-	-	-	-	72.86	-	-	-	-	72.86
<b>Disposals</b>	-	-	-	-	-	-	-	-	-	-	-
<b>Gross Carrying Amount as at 01 April 2021</b>	18.53	0.27	2.13	2.31	0.10	73.50	0.48	0.06	0.02	0.04	97.43
<b>Additions</b>	-	-	-	-	-	-	-	-	-	-	-
<b>Disposals</b>	-	-	-	-	-	-	-	-	-	-	-
<b>Gross Carrying Amount as at 31 March 2022</b>	18.53	0.27	2.13	2.31	0.10	73.50	0.48	0.06	0.02	0.04	97.43
<b>Accumulated depreciation / amortisation Balance as at 01 April 2020</b>	6.10	0.20	1.48	1.79	0.09	0.44	0.27	0.06	0.02	0.04	10.49
<b>Depreciation / amortisation</b>	1.18	0.02	0.17	0.16	0.01	4.46	0.05	-	-	-	6.04





**Notes forming part of standalone financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**Notes:****4.1 All the above assets are owned by the Company.****4.2 There are no proceedings initiated or pending against the company for holding any benami property held under the Prohibition of Benami Property Transactions Act 1988****4.3 There are no revaluations to the PPE/intangible assets of the company during the year/previous year.****4.4 There was a Charge created on 11/11/1998 for an amount of Rs. 1.65 crores by Andhra Bank against Office Building owned by the Company.****4.5 Capital Work-In-Progress****Capital Work-In-Progress ageing schedule As at March 31, 2022**

Particulars	Amount in CWIP for a period of				Total
	CWIP	Less than 1 year	1-2 years	2-3 years	
(i) Projects in progress	30.89	1879.38	79.86	-	1990.13
<b>Total</b>	<b>30.89</b>	<b>1879.38</b>	<b>79.86</b>	<b>-</b>	<b>1990.13</b>

**Capital Work-In-Progress ageing schedule As at March 31, 2021**

Particulars	Amount in CWIP for a period of				Total
	CWIP	Less than 1 year	1-2 years	2-3 years	
(i) Projects in progress	1879.38	79.86	-	-	1959.24
<b>Total</b>	<b>1879.38</b>	<b>79.86</b>	<b>-</b>	<b>-</b>	<b>1959.24</b>

**5. Non-current investments**

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	Amount	No. of Shares	Amount
<b>Measured at Cost</b>				
Unquoted Investments (fully paid)	<b>9,000</b>	<b>0.90</b>	<b>Nil</b>	<b>Nil</b>
Investment in Equity of Subsidiary Company				
Less: Impairment in value of Investments	-	-	-	-
<b>Total</b>	<b>9,000</b>	<b>0.90</b>	<b>Nil</b>	<b>Nil</b>

## Notes forming part of standalone financial statements for the year ended 31 March, 2022

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

## 5.1 Investment in Subsidiary– Unquoted

Sl. NO.	Name of the Subsidiary	Country of Incorporation	Ownership Interest	Original Cost of Investments	Amount of Goodwill / (Capital Reserve) in Original Cost	Carrying Amount of Investments	Provision for Impairment	Closing Balance
1	Omnistar Advertising Private Limited	India	90.00%	0.90	Nil	0.90	Nil	0.90

## 6 Other Financial Assets - Non current

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Security Deposits	48.33	48.33
<b>Total</b>	<b>48.33</b>	<b>48.33</b>

## 7 Trade Receivables (Current)

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Trade Receivables considered good - Unsecured	662.14	810.83
<b>Total</b>	<b>662.14</b>	<b>810.83</b>

## 7.1 Ageing of receivables -2022.

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months – 1 year	1-2 years	2-3 years	more than 3 years	
Undisputed trade receivables – considered good	-	63.42	598.72	-	-	662.14
Less: Allowance for doubtful trade receivables - billed	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>63.42</b>	<b>598.72</b>	<b>-</b>	<b>-</b>	<b>662.14</b>



## Notes forming part of standalone financial statements for the year ended 31 March, 2022

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**7.2 Ageing of receivables -2021.**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months – 1 year	1-2 years	2-3 years	more than 3 years	
□ Undisputed trade receivables – considered good	-	321.90	488.93	-	-	810.83
<b>Total</b>		321.90	488.93	-	-	810.83

**7.3** Major customers, being private companies having good standing and client relationship, carry negligible credit risk. Concentration of credit risk to any private counterparty is periodically reviewed by the management.

**7.4** There are no debts due from the directors or other officers of the Company or any of them either severally or jointly with any other person or debts due from firms including Limited Liability Partnerships (LLPs), private companies, respectively, in which any director or other officer is a partner or a director or a member.

**8 Cash and Cash equivalents**

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Cash and Bank Balances</b>		
(a) Cash on hand	0.43	1.47
(b) Balances with banks	-	-
(i) In current accounts	1.12	2.26
(ii) In deposit accounts(Ref.Note)	3.00	-
<b>Total</b>	4.55	3.73

**Note:**The above fixed deposits are made with the banks during the financial year 2021-22 with Bank of India and IDBI Bank which are under lien with respective banks (refer note no.15.1)

**9 Other Current Assets**

Particulars	As at March 31, 2022	As at March 31, 2021
TDS Receivable	65.42	6.18
Duties and Taxes	9.06	14.20
Advances to Suppliers (Note 14.1)	760.41	-
<b>Total</b>	834.96	20.38

**9.1** Considering the developments in during the year FY 2021-22, the Company could not proceed with anticipated activities. However, the Company is confident of recovering substantial the advances given in this regard. Considering the above facts and the comfort the Company has

**Notes forming part of standalone financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

with the suppliers, no provision is required for the advance amounting to Rs. 760.41 lakhs. Nevertheless, for the delay in recovering the said advances, the Company is not making any provision for credit losses if any till March 31, 2022.

**10 Share Capital**

Particulars	As at March 31, 2022		As at March 31, 2021	
	Number of Shares	Amount in Rs.	Number of Shares	Amount in Rs.
(a) Authorised Equity shares of Rs. 10 each with voting rights	3,00,00,000	30,00,00,000	3,00,00,000	30,00,00,000
(b) Issued Equity shares of Rs. 10 each with voting rights	2,25,17,400	22,51,74,000	2,25,17,400	22,51,74,000
(c) Subscribed and fully paid up Equity shares of Rs.10 each with voting rights	2,25,17,400	22,51,74,000	2,25,17,400	22,51,74,000
<b>Total</b>	<b>2,25,17,400</b>	<b>22,51,74,000</b>	<b>2,25,17,400</b>	<b>22,51,74,000</b>

**10.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	Opening Balance	Fresh issue	Closing Balance
Equity shares with voting rights Year ended 31 March, 2022			
- Number of shares	2,25,17,400	-	2,25,17,400
- Amount (in Rs.)	22,51,74,000	-	22,51,74,000
Year ended 31 March, 2021			
- Number of shares	2,25,17,400	-	2,25,17,400
- Amount (in Rs.)	22,51,74,000	-	22,51,74,000

**10.2 Terms and Rights attached to equity shares**

- (i) The company has only one class of equity shares having a par value of Rs.10 each. Each shareholder of equity shares is entitled to one vote per share.
- (ii) In the event of liquidation, the equity shareholders will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion to shareholding.

**Notes forming part of standalone financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**11 Details of shares held by each shareholder holding more than 5% shares:**

Class of shares / Name of shareholder	As at March 31, 2022		As at March 31, 2021	
	Number of Shares held	% holding in that class of shares	Number of Shares held	% holding in that class of shares
<b>Equity shares with voting rights</b>				
(a) MOHSIN ALI VAKIL	12,66,778	5.63	12,66,778	5.63
<b>Total</b>	12,66,778	5.63	12,66,778	5.63

**11.1 Disclosure of shareholding of promoters**

Disclosure of shareholding of promoters as at March 31, 2022

Class of shares / Name of shareholder	As at March 31, 2022		As at March 31, 2021		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
<b>Equity shares with voting rights</b>					
(a) Vimal Raj Mathur	10,86,661	4.83	10,86,661	4.83	-
(b) MathurSudheep Raj	5,400	0.02	5,400	0.02	-
(c) Sunitee Raj	1,805	0.01	79,805	0.35	97.73
(d) GradientImpex Private Limited	7,52,850	3.35	7,52,850	3.34	-
<b>Total</b>	18,46,716	8.21	19,24,716	8.85	4.05

Aggregate Number and Class of Shares- allotted as Fully paid up Bonus shares (or) issued for consideration other than cash (or) shares bought back for the Period of 5 Years Immediately Preceding the Balance Sheet Date - Nil.

**11.2** Shares reserved for issue under options and contracts or commitments for the sale of shares or disinvestment, including the terms and amounts - Nil.



## Notes forming part of standalone financial statements for the year ended 31 March, 2022

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

## 12 Other Equity

Particulars	Reserves and Surplus					Total
	Capital Reserve	Securities Premium	Capital Redemption Reserve	General Reserves	Retained Earnings	
Balance as at April 01, 2021	57.70	276.48	65.10	1.52	-1,517.02	-1,116.22
Changes in equity due to prior period errors	0.00	0.00	0.00	0.00	0.00	0.00
<b>Restated balance as at April 01, 2021</b>	<b>57.70</b>	<b>276.48</b>	<b>65.10</b>	<b>1.52</b>	<b>-1,517.02</b>	<b>-1,116.22</b>
Profit for the year	0.00	0.00	0.00	0.00	1.57	1.57
Other comprehensive Income/(loss) for the year, net of tax	0.00	0.00	0.00	0.00	0.00	0.00
Total comprehensive Income/(loss) for the year	0.00	0.00	0.00	0.00	1.57	1.57
<b>Balance as at March 31, 2022</b>	<b>57.70</b>	<b>276.48</b>	<b>65.10</b>	<b>1.52</b>	<b>-1,515.45</b>	<b>-1,114.65</b>
Balance as at April 01, 2020	57.70	276.48	65.10	1.52	-1,529.87	-1,129.07
Changes in equity due to prior period errors	0.00	0.00	0.00	0.00	0.00	0.00
<b>Restated balance as at April 01, 2020</b>	<b>57.70</b>	<b>276.48</b>	<b>65.10</b>	<b>1.52</b>	<b>-1,529.87</b>	<b>-1,129.07</b>
Profit for the year	0.00	0.00	0.00	0.00	12.85	12.85
Other comprehensive Income/(loss) for the year, net of tax	0.00	0.00	0.00	0.00	0.00	0.00
Total comprehensive Income/(loss) for the year	0.00	0.00	0.00	0.00	12.85	12.85
<b>Balance as at March 31, 2021</b>	<b>57.70</b>	<b>276.48</b>	<b>65.10</b>	<b>1.52</b>	<b>-1,517.02</b>	<b>-1,116.22</b>

**Note:**

**Capital Reserve on consolidation:** If the value of investment in subsidiary is less than the book value of the net assets acquired, the difference represents Capital Reserve.

**Surplus / (Deficit) in the Statement of Profit and Loss:** This comprise of the undistributed profit after taxes.

**Securities Premium account:** The amount received in excess of face value of the equity shares is recognised in securities premium reserve. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

**Notes forming part of standalone financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**13 Non-Current borrowings**

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Loans - Secured</b>		
From Banks (Refer Note)	36.15	40.41
<b>Loans taken from others, unsecured (Refer Note)</b>	584.66	547.28
<b>Total</b>	620.81	587.69

**13.1 Details of the secured long-term borrowings from Banks**

Particulars	Total Amount outstanding	Amounts due within one year classified as Current borrowings			Amount disclosed as Long Term Borrowings	
		As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021	As at March 31, 2021
From Banks	36.15	40.41	-	-	36.15	40.41
<b>Total</b>	36.15	40.41	-	-	36.15	40.41

**13.2 Details of the un-secured long-term borrowings from others:**

Particulars	Total Amount outstanding		Amounts due within one year classified as Current borrowings		Amount disclosed as Long Term Borrowings	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
From Directors	584.66	536.01	-	-	584.66	536.01
From Others (Note No. 13.3)	-	11.27	-	-	-	11.27
<b>Total</b>	584.66	547.28	-	-	584.66	547.28

**13.3** Other Unsecured long term borrowings consists of vehicle loan which is not reflecting in the books of lender. Hence the same was transferred to the account of directors.

**13.4 Details of Security and Terms of Repayment/Interest**

The loans obtained by the Company are secured by assets identified in the loan agreements entered into by the Company which are in the nature of immovable property related to the

**Notes forming part of standalone financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

Company. The above loans are repayable over a period stipulated in the respective agreements. The interest rates ranging between 15% to 18% in respect of the above loans are in accordance with the terms of the respective loan agreements.

**13.5 Details of Disputes in repayment of long term borrowings:**

There have been certain delays in the repayments of principal and interest amounts in respect of borrowings from Banks by the Company. During the previous year ended 31 March 2021 and current year ended 31 March, 2022, there were disputes to the extent of Rs.51.68 lakhs in respect of principal and interest repayments. Out of the same, an amount of Rs. 15.53 lakhs has been resolved by the Company during the year and unpaid principal/ interest due as at 31 March 2022 is nil; the balance Rs. 36.15 lakhs is under resolution.

**14 Provisions- Non Current**

Particulars	As at March 31, 2022	As at March 31, 2021
<u>Provision for employee benefits:</u>		
Provision for gratuity	16.02	16.02
<b>Total</b>	<b>16.02</b>	<b>16.02</b>

**15 Current Borrowings**

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Loans - Secured</b>		
From Banks	2.57	-
<b>Total</b>	<b>2.57</b>	<b>-</b>

**15.1 Details of terms of repayment and security provided in respect of the secured Short term borrowings:**

The short term borrowings obtained by the Company are secured by assets identified in the loan agreements entered into by the Company which are in the nature of Fixed Deposits relating to Company. The above loans are repayable over a period stipulated in the respective agreements. IDBI Bank is charging 6.40% p.a. and Bank of India is charging 6.00% p.a. interest rate in the respect of the above loans in accordance with the terms of the respective loan arrangements.

**16 Trade Payables**

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Total outstanding dues of micro and small enterprises	-	-
(b) Total outstanding dues of creditors other than micro and small enterprises	1779.85	1173.64
<b>Total</b>	<b>1779.85</b>	<b>1173.64</b>



**Notes forming part of standalone financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**16.1 Trade payables ageing schedule As at March 31, 2022**

Particulars	Less than 1 year	1-2 years	2-3 years	more than 3 years	Total
(i)MSME	-	-	-	-	-
(ii) Others	-	205.03	1574.82	-	1779.85
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	-	<b>205.03</b>	<b>1574.82</b>	-	<b>1779.85</b>

**16.2 Trade payables ageing schedule As at March 31, 2021**

Particulars	Less than 1 year	1-2 years	2-3 years	more than 3 years	Total
(i)MSME	-	-	-	-	-
(ii) Others	320.39	853.25	-	-	1173.64
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>320.39</b>	<b>853.25</b>	-	-	<b>1173.64</b>

**17 Other current liabilities**

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Statutory remittances	6.16	6.03
(b) Advance from Customers	34.13	-
(c) Employee Benefits	3.19	-
<b>Total</b>	<b>43.48</b>	<b>6.03</b>

**18 Provisions- Current**

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Audit Fees	2.00	-
(b) Tax	5.02	4.50
<b>Total</b>	<b>7.02</b>	<b>4.50</b>

**19 Revenue from Operations**

Particulars	As at March 31, 2022	As at March 31, 2021
Revenue from Press and Production	75.00	464.67
<b>Total</b>	<b>75.00</b>	<b>464.67</b>

**Notes forming part of standalone financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**20 Other Income**

<b>Particulars</b>	As at March 31, 2022	As at March 31, 2021
Discounts Received	0.01	4.74
<b>Total</b>	<b>0.01</b>	<b>4.74</b>

**21 Cost of Production**

<b>Particulars</b>	As at March 31, 2022	As at March 31, 2021
Material Consumption	31.24	414.91
<b>Total</b>	<b>31.24</b>	<b>414.91</b>

**22 Employee benefits expense**

<b>Particulars</b>	As at March 31, 2022	As at March 31, 2021
Salaries and wages	5.80	19.47
Staff Welfare Expenses	-	0.05
<b>Total</b>	<b>5.80</b>	<b>19.52</b>

**23 Other expenses**

<b>Particulars</b>	As at March 31, 2022	As at March 31, 2021
Power and fuel	0.32	0.52
Advertising	-	0.29
Listing Expenses	12.43	3.12
Share Registry Expenses	0.20	0.73
Bank Charges	0.17	0.02
Rent	0.50	0.30
Office maintenance	1.16	0.33
Other Expenses	3.10	1.98
Travelling and conveyance	0.17	0.78
Printing and stationery	0.57	0.01
Repairs and Maintenance	0.14	0.09
Legal Expenses	-	0.85
Professional Expenses	0.18	2.60
Payments to auditors (Refer Note 23.1)	2.00	-
<b>Total</b>	<b>20.93</b>	<b>11.62</b>

**Notes forming part of standalone financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**23.1 Payments to the Auditors Comprises:**

Particulars	As at March 31, 2022	As at March 31, 2021
As Statutory Auditors	2.00	-
<b>Total</b>	<b>2.00</b>	<b>-</b>

**24 Contingent Liabilities and Commitments to the extent not provided for:**

Note	Particulars	As at March 31, 2022	As at March 31, 2021
(i)	Claims against the Company not acknowledged as debt	-	-
(ii)	Guarantees	-	-
(iii)	Other money for which the Company is contingently liable		
	(a) Income Tax Demands against which the Company has gone on Appeal	2046.09	2046.09
	(b) Income Tax Demands against which the Company is processing Appeal	36.53	36.53
	(c) Income Tax Demands against which the Company is decided to settle	7.77	7.77
	(d) Service Tax Demands against which the Company has gone on Appeal	3718.27	3718.27
	<b>Note:</b> The Company expects a favourable decision with respect to the above disputed demands / claims based on professional advice. Hence, no provision for the same has been made.		
	(e) Bank	5.34	5.34
	<b>Note:</b> Andhra Bank Loan, which is unpaid on account of differences in reconciling the accounts and the Management is under the process to settle the amount with bank. The additional settlement amount which may have to be provided in the books of accounts in future is indicated under contingent liability.		
(iv)	Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
(v)	Uncalled liability on shares and other investments partly paid	-	-
(vi)	Other Commitments	-	-
	<b>Total</b>	<b>5814.00</b>	<b>5814.00</b>



**Notes forming part of standalone financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**25 Segment information**

The primary reporting of the company has been made on the basis of Business Segments. The company has a single business segment as defined in Indian Accounting Standard (Ind AS) 108 on Segment Reporting, namely Media Entertainment and related services. Accordingly, the amounts appearing in these Standalone Financial Statements relate to this primary business segment.

**26 Related Party Disclosure**

Details of Related Parties:

Particulars	Names of Related Parties	
	As at March 31, 2022	As at March 31, 2021
Entities Exercising Significant Influence (EESI)	Omnistar Advertising Private Limited	Nil
Key Management Personnel (KMP)	Mr.Vimal Raj Mathur, Chairman & Managing Director	Mr.Vimal Raj Mathur, Chairman & Managing Director
	Mr.Sudheep Raj Mathur, Director	Mr.Sudheep Raj Mathur, Director
	Mrs.Sunitee Raj Mathur, Director	Mrs.Sunitee Raj Mathur, Director

**26.1 Details of Related Party Transactions during the relevant years and as at the balance sheet date:**

Description	Name of the Related Party	As at March 31, 2022	As at March 31, 2021
<b>Profit &amp; Loss Items</b>			
Salaries and Short-term employee benefits;	Mr.Vimal Raj Mathur, Chairman & Managing Director	4.80	4.80
Salaries and Short-term employee benefits;	Mr.Sudheep Raj Mathur, Director	3.00	3.00
<b>Balance sheet Items</b>			
Loan from Directors	Mr.Vimal Raj Mathur, Chairman & Managing Director	577.99	536.44
Loan from Directors	Ms.Sunitee Raj Director	7.18	1.43
Loan from Directors	Mr.Sudheep Raj Mathur, Director	(0.51)	(1.85)

**Notes forming part of standalone financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

**27 Earnings Per Share**

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Basic and Dilutive</b>		
<u>Continuing operations</u>		
Profit/(Loss) for the year	1.57	12.85
Profit/(loss) attributable to owners of the company	1.57	12.85
Weighted average number of equity shares - Numbers	2,25,17,400	2,25,17,400
Par value per share - Rupees	10.00	10.00
Earnings per share - Basic - Rupees	0.01	0.06
Earnings per share - Diluted - Rupees	0.01	0.06

**28: Details of Crypto Currency or Virtual Currency**

During the year the Company has not invested in any crypto or virtual currency.

**29 Ratios**

Sr. No.	Ratio Analysis	Numerator	Denominator	31-03-2022	31-03-2021	Variance
1	Current ratios (in times)	1501.55	1832.93	0.82	0.71	15.38%
2	Return on equity ratio	1.57	1,137.09	0.001	0.51	-99.86%
3	Trade receivable turnover ratio (in times)	662.14	75.00	8.83	1.74	407.39%
4	Trade Payables turnover ratio (in times)	1779.86	75.00	23.73	2.53	840.37%
5	Net capital turnover ratios (in times)	75	-331.38	-0.23	-0.75	-69.82%
6	Net profit ratio	1.57	75	0.02	0.03	-30.22%
7	Return on capital employed	1.57	1137.09	0.001	0.01	-87.45%

**Notes forming part of standalone financial statements for the year ended 31 March, 2022**

(All amounts are in Indian Rupees in lakhs unless otherwise stated)

1. Current Ratio variance is mainly because of market conditions and sluggish realization of funds to our debtors.
2. Return on Equity Ratio variance is mainly due to sluggishness in the business on account of pandemic and also due to increase in costs.
3. Trade receivable Turnover ratio is mainly on account of very low turnover.
4. Trade payable Turnover ratio is mainly on account of very low turnover.
5. Net Capital Turnover Ratio variance is mainly due to Increase in working capital during the year.
6. Net Profit Ratio variance is mainly due to variance is mainly due to less sales turnover during the year.
7. Return on Capital employed variance is mainly due to less business and profit during the year.



### 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, Telangana

**30<sup>th</sup> Annual General Meeting on Friday, 30<sup>th</sup> September 2022**

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

I/We, being the member (s) of ..... Equity shares of the Gradiante, hereby appoint:

1	Name	
	Address	
	E-mail Id:	
	Signature:	

or failing him/her

1	Name	
	Address	
	E-mail Id:	
	Signature:	

or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30<sup>th</sup> AGM of the Company to be held on Friday, 30<sup>th</sup> September 2022 at 11:30 a.m. at #306, 3rd Floor, May Fair Gardens, Banjara Hills, Road No 12 Hyderabad – 500034, Telangana and at any adjourned meeting thereof in respect of such resolutions as are indicated below:

S.	Resolution	Vote	
		For	Against
<b>Ordinary Business</b>			
1	To Receive, Consider and Approval of financial statements for the year ended 31 <sup>st</sup> March, 2022 together with the Boards' and Auditors' Reports thereon.		
2	Re-appointment of Mrs. Sunitee Raj (DIN: 05223416), who retires by rotation and being eligible, offers herself for re-appointment:		
<b>Special Resolution</b>			
3	Re-appointment of Mr. Vimal Raj Mathur (DIN 03138072) as the Chairman and Managing Director of the Company.		
4	Re-appointment of Mr. Sudheep Raj Mathur (DIN 03138111) as whole time Director of the Company.		

Signature of shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

**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**

**CIN: L74300TG1992PLC014317**

**Regd. Office: #306, 3rd Floor, May Fair Gardens, Banjara Hills, Road No 12 Hyderabad – 500034**

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**ATTENDANCE SLIP**

**30<sup>th</sup> Annual General Meeting on Friday, 30<sup>th</sup> September 2022 at 11:30 a.m. at #306, 3rd Floor, May Fair Gardens, Banjara Hills, Road No 12 Hyderabad – 500034,**

Shareholders/Proxy's full name \_\_\_\_\_  
(In block letters)

Folio No./ Client ID \_\_\_\_\_

No. of shares held \_\_\_\_\_

I hereby record my presence for the 30<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 30<sup>th</sup> September 2022 at 11:30 a.m. at the registered office of the Company situated at #306, 3rd Floor, May Fair Gardens, Banjara Hills, Road No 12 Hyderabad – 500034 and at any adjourned meeting thereof.

\_\_\_\_\_  
Shareholders/Proxy's Signature

**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]

**Name of the Company: GRADIENTE INFOTAINMENT LIMITED**  
**Registered. Office: #306, 3rd Floor, May Fair Gardens, Banjara**  
**Hills, Road No 12 Hyderabad – 500034**  
**CIN: L74300TG1992PLC014317**

**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	Equity

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. of shares held by me	I assent to the resolution	I dissent from the resolution
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**Ordinary Business**

1.	To Receive, Consider and Approval of financial statements for the year ended 31 <sup>st</sup> March, 2022 together with the Boards' and Auditors' Reports thereon.			
2.	Re-appointment of Mrs. Sunitee Raj (DIN: 05223416), who retires by rotation and being eligible, offers herself for re-appointment.			

**Special Resolution**

3.	Re-appointment of Mr. Vimal Raj Mathur (DIN 03138072) as the Chairman and Managing Director of the Company.			
4.	Re-appointment of Mr. Sudheep Raj Mathur (DIN 03138111) as whole time Director of the Company.			

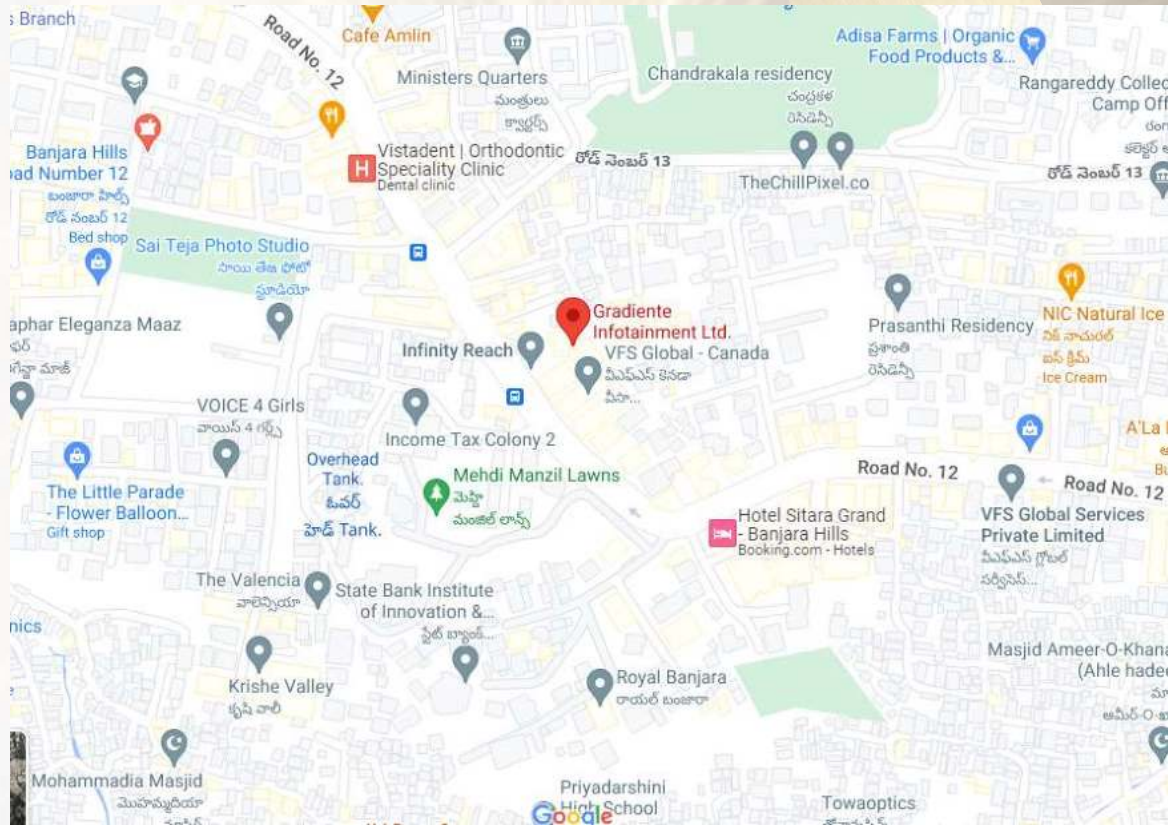
Place: Hyderabad  
Date: 30.09.2022

(Signature of the shareholder)



## ROUTE MAP OF THE VENUE

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





**gradiente**  
Infotainment Limited



#306, 3<sup>rd</sup> Floor, MayFair Gardens  
Road No.12 Banjara Hills,  
Hyderabad – 500034, Telangana.