



gradiente
Infotainment Limited

31st
ANNUAL REPORT
2022-23



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CHAIRMAN'S SPEECH

Dear Shareholders,

Welcome to the 31st Annual General Meeting of the Company. We very much appreciate your generous support, and on behalf of the Board of Directors and the Management Team of your Company, I thank you for taking out the time from your busy schedule to join us.

Albert Einstein had said, “in the midst of every crisis, lies opportunity” – an opportunity to change, an opportunity to grow, an opportunity to become stronger. Often times in history, progress and change have been born out of crises. Accordingly in financial year 2022-23 your Company Gradiante Infotainment Limited has left no stone unturned in improving the financial stability by collaborating with various renowned parties for the various projects.

In the Financial Year 2022-23, your Company successfully raised the funds through by a way of preferential allotment and thereby utilizing the funds for enhancing the performance of the Company.

Each step has been fuelled by a constant drive for excellence and an unyielding dedication to advancement.

As per the statistics and reports, India's Media & Entertainment industry is expected to grow to \$34.62 Bn by 2025 at 10.5% CAGR. Gradiante would definitely make a foot print in such national contribution.

Your Company remains confident of fortifying its market standing in the Media and Entertainment industry by leveraging its superior qualities, execution excellence, investments in technology and a future ready product portfolio.

Considering company's portfolio, brand image, long standing relationships and goodwill with its service consumers and other stake holders, the business operations of the company are expected to report satisfactory financial results in the coming months.

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

My Best Wishes to all of you!

Thank you!

Vimal Raj Mathur
Chairman & Managing Director

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Vimal Raj Mathur	Managing Director
Mr. Sudheep Raj Mathur	Executive Director
Mrs. Sunitee Raj	Non-Executive Director
Mr. Abdul Raof	Independent Director
Mr. Balachandar Mallicarjunan	Independent Director (Resigned w.e.f 05-09-2023)
Mr. T. Venkateswara Rao	Independent Director (Resigned w.e.f 05-09-2023)
Mr. Nageshwara Rao Chitirala	Independent Director (Appointed w.e.f 05-09-2023)
Mr. Balaji Doradla	Independent Director (Appointed w.e.f 05-09-2023)

REGISTERED OFFICE

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

COMPANY SECRETARY

Mrs. Sarita Paswan

STATUTORY AUDITORS

M/s. G R A N D M A R K & Associates
Chartered Accountants
Suite No 609, 610 Divyashakti Apartments,
opp. to Lal Bungalow, Ameerpet,
Hyderabad, Telangana 500016

SECRETARIAL AUDITOR

Mr. Phani Chakravarthy
Practicing Company Secretaries

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

AUDIT COMMITTEE

1	Mr. Balaji Doradla	Chairman
2	Mr. Abdul Raof	Member
3	Mr. Nageshwara Rao Chitirala	Member

NOMINATION & REMUNERATION COMMITTEE

1	Mr. Abdul Raof	Chairman
2	Mr. Balaji Doradla	Member
3	Mr. Nageshwara Rao Chitirala	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

1	Mr. Nageshwara Rao Chitirala	Chairman
2	Mr. Abdul Raof	Member
3	Mr. Balaji Doradla	Member

INDEPENDENT DIRECTORS

- 1 Mr. Abdul Raof
- 2 Mr. Balaji Doradla
- 3 Mr. Nageshwara Rao Chitirala

BANKERS

Kotak Mahindra Bank Ltd.
Axis Bank Ltd.
Standard Chartered Bank
Bank of India

LEGAL ADVISOR

B. Roopender, Advocate

LISTED AT

The Calcutta Stock Exchange Limited
BSE limited–Trading Permission (Currently suspended due to procedural reasons)

CORPORATE IDENTITY NUMBER L74300TG1992PLC014317

ISIN: INE361K01017

WEBSITE: www.gradientinfotainment.com

INVESTOR E-MAILID: shareholders@gradientinfotainment.com

NOTICE

Notice is hereby given that the thirty-first Annual General Meeting of the Shareholders of M/s. Gradiante Infotainment Limited will be held on Saturday, the 30th day of September 2023 at 11:00 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, 2023, 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 2023 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 31st 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. APPOINTMENT OF MR. NAGESHWARA RAO CHITIRALA (DIN: 02197018) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the

Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Provisions of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **Mr. Nageshwara Rao Chitirala (DIN: 02197018)**, who was appointed as Additional Director of the Company in the Independent category in the Board Meeting held on 05th September, 2023 and holds office up to the date of the ensuing annual general meeting and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder, and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment be and is hereby appointed as an Non - Executive Independent Director of the Company for a term of five consecutive years i,e upto 04th September, 2028, who shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. APPOINTMENT OF MR. BALAJI DORADLA (DIN: 02076759) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Provisions of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **Mr. Balaji Doradla (DIN: 02076759)**, who was appointed as Additional Director of the Company in the Independent category in the Board Meeting held on 05th September, 2023 and holds office up to the date of the ensuing annual general meeting and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder, and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment be and is hereby appointed as an Non - Executive Independent Director of the Company for a term of five consecutive years i,e upto 04th September, 2028, who shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. INCREASE IN AUTHORISED SHARE CAPITAL 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 13 and 61 and other applicable provisions of the Companies Act, 2013, the Rules made thereunder (including any statutory

modifications or re-enactment thereof for the time being in force) and provisions of the Articles of Association, the approval of members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs.42,00,00,000/- (Rupees Forty Two Crores Only) divided into 4,20,00,000 (Four Crores Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 55,00,00,000/- (Rupees Fifty Five Crores Only) divided into 5,50,00,000 (Five Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, ranking pari passu with the existing equity shares of the Company.

FURTHER RESOLVED THAT the existing Clause V of the Memorandum of Association of the Company be amended by way of substitution of the Clause V as under:

“V. The Authorized Share Capital of the Company is Rs. 55,00,00,000/- (Rupees Fifty Five Crores Only) divided into 5,50,00,000 (Five Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

"RESOLVED THAT Article 3 of the Articles of Association of the Company be and is hereby altered by substituting the same with the following new Article.

“3. The Authorized Share Capital of the Company is Rs. 55,00,00,000/- (Rupees Fifty Five Crores Only) divided into 5,50,00,000 (Five Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The Company may from time to time by Special Resolution increase its authorised share capital by such sum and to be divided into Shares of such amount as may be specified in the resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

6. ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF RESERVES OF THE COMPANY

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

“RESOLVED THAT in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and further subject to such permissions, sanctions and approvals as may be required in this regard, the consent of the shareholders of the Company be and is hereby accorded to capitalize a sum of Rs. 13,14,16,670 only (Rupees Thirteen Crores Fourteen Lakhs Sixteen Thousand Six Hundred and Seventy Only) out of free reserves, securities premium account and capital redemption reserve account (except the reserves created by revaluation of assets), by issue and allotment of 1,31,41,667 (One Crores Thirty One Lakhs Forty-One Thousand Six Hundred Sixty Seven) fully paid-up equity shares of Rs. 10/- (Rupees Ten Only) each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the Company whose names appear in the Register of Members maintained

by the Company and the List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the Record Date as fixed by the Board for the purpose, in the proportion of 1 (one) Bonus equity share of Rs. 10/- each for every 3 (three) existing equity share(s) of Rs. 10/- each held by the Members/Beneficial Owners and that the Bonus Shares so distributed shall, for all purposes, rank pari passu with the existing equity shares and shall be treated as increase in the paid up share capital of the Company”.

“RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus shares shall be issued to shareholders holding shares in physical mode and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time; except that the new equity bonus shares will be credited to the demat account of the allottees, who hold the existing equity shares in electronic form”.

“RESOLVED FURTHER THAT the new equity bonus shares of Rs. 10/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted”.

“RESOLVED FURTHER THAT the Board shall not issue any certificate or coupon in respect of fractional shares, if any, but the total number of such new equity shares representing such fractions shall be allotted by the Board to the nominee to be selected by the Board, who would hold them as trustee for the members entitled thereto, and sell such equity shares allotted to him at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost and expenses in respect thereof be distributed to the members in proportion to their fractional entitlements.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other applicable guidelines, rules and regulations”.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubts or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board in its discretion thinks fit and proper”.

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

Sd/-

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

Place: Hyderabad

Date: 05-09-2023

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 25-09-2023 to 30-09-2023 (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 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 (“SEBI”) vide SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13

May, 2022, the notice of the 31st Annual General Meeting (“AGM”) along with the Annual Report for the Financial Year 2022-23 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 31st 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 31st Annual General Meeting and the Annual Report for 2022-23 will also be available on the Company’s website 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 and 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, 2023 and will end at 5.00 PM (IST) on 29th September, 2023. 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 recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the 23rd September, 2023 only shall be entitled to avail the facility of remote e-voting as well voting at the AGM through ballot paper.

17. Mr. CS. N. Phani Chakravarthy, Practicing Company Secretary (Membership No. 32380) 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 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 27th September, 2023 at 9:00 A.M. and ends on 29th September, 2023 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. 23rd September 2023 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 23rd September 2023.

The EVEN Number of “Gradiente Infotainment Limited” is 126558

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:

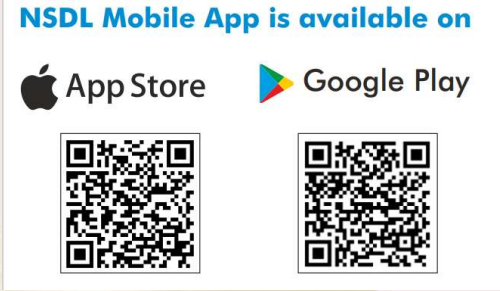
Step 1: Access to NSDL e-Voting system

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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="651 363 1367 1108">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="651 1115 1367 1738">2. 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. 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 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. <li data-bbox="651 1745 1367 1896">3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	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.
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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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 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 espchakravarthy@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login
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 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 or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at 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.
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 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 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: APPOINTMENT OF MR. NAGESHWARA RAO CHITIRALA (DIN: 02197018), AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

Mr. Nageshwara Rao Chitirala was appointed as an Additional Director of the Company on 05th September, 2023 in terms of Section 161 (1) of the Companies Act, 2013 and provisions of SEBI (LODR) Regulations, 2015 in the category of 'Non-Executive Independent', who shall hold office up to the date of the next annual general meeting and is eligible for appointment to the office of a Director at General Meeting in terms of Section 160 of the Companies Act, 2013.

Accordingly, in order to ensure compliance with the provisions of SEBI (LODR) Regulations, 2015 and Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Nageshwara Rao Chitirala as 'Non-executive Independent Director' for a term up to 5 consecutive years commencing from the date of his appointment as an Additional Director i.e. w.e.f 05.09.2023 to 04.09.2028.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommend the passing of the above resolution as a Special Resolution set out in the item no. 3 of the notice for appointment of Mr. Nageshwara Rao Chitirala as an independent director.

Save and except Mr. Nageshwara Rao Chitirala, Independent Director, being the appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

IN RESPECT OF ITEM NO. 4: APPOINTMENT OF MR. BALAJI DORADLA (DIN: 02076759), AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Balaji Doradla was appointed as an Additional Director of the Company on 05th September, 2023 in terms of Section 161 (1) of the Companies Act, 2013 and provisions of SEBI (LODR) Regulations, 2015 in the category of 'Non-Executive Independent', who shall hold office up to the date of the next annual general meeting and is eligible for appointment to the office of a Director at General Meeting in terms of Section 160 of the Companies Act, 2013.

Accordingly, in order to ensure compliance with the provisions of SEBI (LODR) Regulations, 2015 and Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Balaji Doradla as 'Non-executive Independent

Director' for a term up to 5 consecutive years commencing from the date of his appointment as an Additional Director i.e. w.e.f 05.09.2023 to 04.09.2028.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommend the passing of the above resolution as a Special Resolution set out in the item no. 3 of the notice for appointment of Mr. Balaji Doradla as an independent director.

Save and except Mr. Balaji Doradla, Independent Director, being the appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

IN RESPECT OF ITEM NO. 5: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

In order to accommodate the Bonus shares which to be allotted, the Board of Directors at their meeting held on 14th August, 2023 decided to increase the existing Authorised Share Capital from Rs.42,00,00,000/- (Rupees Forty Two Crores Only) divided into 4,20,00,000 (Four Crores Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 55,00,00,000/- (Rupees Fifty Five Crores Only) divided into 5,50,00,000 (Five Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The aforesaid increase in the Authorized Share Capital will require the amendment of the Capital Clause of the Memorandum of Association and Article 3 of the Articles of Association.

The Board recommends the Special Resolution as set out at Item No.5 of the Notice for approval of the shareholders for increase in authorised share capital.

None of the Directors/Key Managerial Personnel and their relatives are interested or concerned financially or otherwise in the said resolution, except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

IN RESPECT OF ITEM NO. 6: ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF RESERVES OF THE COMPANY

Your Board of Directors in their meeting held on Monday, 14th August, 2023 and subject to approval of members in ensuing annual general meeting, has recommended a bonus issue of 1 (one) equity share for every 3 (three) equity shares held by the Shareholders of the Company as on the record date to be fixed in this behalf by capitalizing a sum of 13,14,16,670 only (Rupees Thirteen Crores Fourteen Lakhs Sixteen Thousand Six Hundred and Seventy Only) out of free reserves, securities premium account and capital redemption reserve account (except the reserves created by revaluation of assets) and the same is proposed to be applied in full by issuing and allotment of 1,31,41,667 (One Crores Thirty One Lakhs Forty-One Thousand Six Hundred Sixty Seven) fully paid-up equity shares of Rs. 10/- (Rupees Ten Only) each.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013, guidelines issued by Securities & Exchange Board of India (SEBI) and subject to such approvals, if required, from the statutory authorities. As per the Articles of

Association of the Company, it is necessary to obtain the approval of the members for issue of bonus shares by capitalization of reserves.

Further, it is proposed to authorize the Board of Directors of the Company to complete all the regulatory formalities as prescribed by SEBI, RBI and Stock Exchanges on which the Company's shares are listed and/ or any other regulatory or statutory authority in connection with the issue of bonus shares.

The Board recommends the Ordinary Resolution as set out at Item No.6 of the Notice for approval of the shareholders for issue of Bonus shares.

Save and except for the equity shares of the Company held by them, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

ANNEXURE-I TO ITEM NO. 3 & 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:

Particulars	Item No. 03	Item No. 04
Name of the Director	Mr. Nageshwara Rao Chitirala	Mr. Balaji Doradla
Designation	Independent Director	Independent Director
DIN	02197018	02076759
Date of Birth	25/08/1960	01/06/1959
Age	63 years	64 years
Date of First Appointment on the Board	05-09-2023	05-09-2023
Qualification and Experience	He is a B.Com graduate and Ex-Government servant in Directorate of Oil Seeds Research (ICAR), Ministry of Agriculture., Rajendranagar, Hyderabad and started own Business since 2001	He is a B.Com and MBA graduate and had experienced in Working with apollo hospitals group for 25 years and Aditya Birla money for two years and with Muthoot securities for two years.
Expertise in specific functional area	Banking Sector	Banking Sector
Relationships between Directors inter se	Not related	Not related
Name of the Listed entities in which the person also holds the directorship and the membership of the committees of the Board along with the Listed entities	1. Filatex Fashions Limited	1. Divyadurga Realtors (India) Private Limited
Number of shares held in the Company	Nil	2,07,914 equity shares
Skills and capabilities required for the role and the manner in which the Director meet the requirements (Independent Directors)	He was a Special Invitee of NITI Aayog, GOI and State Level Bankers' Committee (SLBC), A.P. & T.S and also a great philanthropist and his leadership skills will help the company in strengthening.	He enriched experience in the various Financial Institutions would help the Company to prosper in the industry by maintaining financial discipline.

DIRECTORS' REPORT

To

The Members,

Gradiente Infotainment Limited,

Your Directors have pleasure in presenting the 31st 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 2023.

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 2023, in respect of the Company.

1. FINANCIAL HIGHLIGHTS:

The performance during the period ended 31st March, 2023 has been as under:

(Rs. In Lakhs)

Particulars	2022-23	2021-22
Total Income	91.30	75.01
Total Expenditure	79.29	72.92
Profit before Tax	12.01	2.09
Provision for Taxation	3.00	0.52
Profit After Tax	9.01	1.57
Transfer to General Reserve	-	-
Profit available for appropriation	9.01	1.57
Provision for Proposed Equity Dividend	-	-
Balance Carried to Balance Sheet	9.01	1.57
Earning per Share		
Basic	0.04	0.01
Diluted	0.04	0.01

2. OPERATIONS

During the year under review, the Company has recorded a turnover of Rs. 91.30 Lakhs and the profit of Rs. 9.01 in the current year against the turnover of Rs. 75.01 Lakhs and profit of Rs. 1.57 Lakhs in the previous financial year ending 31.03.2022.

3. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS:

In view of discontinuance of trading of equity shares of the Company on the Bombay Stock Exchange (BSE) platform due to the termination of their arrangement under section 13 of the Securities Contract (Regulation) Act, 1956 with The Calcutta Stock Exchange (CSE), the Board of Directors of Company are taking steps to make the loss good by filing an application of Direct Listing with the BSE to enable trading of the shares of the Company.

Your Company is on the path of exponential expansion in the years to come for which there is going to be requirement of raising of funds for capital investment as well as meeting working capital requirements to the tune of around Rupees Twenty Crores. In order to meet the said requirements, the board of directors are identifying interested investors to whom the securities of the company would be offered on preferential basis. The procedural requirements for completing the preferential allotment as required by the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with the Companies Act, 2013 and rules made thereunder would be completed by the company in the due course of time. Gradiante Infotainment Limited (Gradiante) has bagged a GIS Project from VISICOM, an International Joint Stock company headquartered in Ukraine, for their US operations. This effort is part of Gradiante's IT Division expansion and diversification plan with a project outlay of INR 100 Million (Rs. 10 crores) in IT & ITES business.

This project has a potential to achieve a top-line of INR 100 Million (Rs. 10 crores) approx. and a bottom line of INR 20 Million (Rs. 2 crores) approx. for the FY 2023-24.

With our deep consulting and practical hands-on industry experience across the Media & Entertainment industry has focused on strategic cost optimization, digital transformation, strategic sourcing, and business transformation and advising our clients on the importance of maintaining stable revenue streams while investing in emerging digital models, and have the expertise to provide tailored recommendations based on a detailed assessment of each client. While technologies and platforms quickly come and go, Gradiante priorities on creating agile strategies that enable business models to be adaptive and responsive.

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 31st March, 2023 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 Business.

6. DIVIDEND:

The Board of Directors did not recommend any dividend for the financial year 2022-23.

7. TRANSFER TO RESERVES:

During the year under review, the Company has transferred Rs. 1282.70 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 30,00,00,00 equity shares of Rs.10/- each and the paid up capital stands at Rs. 22,51,74,000/- divided into 22,51,74,00 equity shares of Rs. 10/- each.

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 Nine (9) times during the financial year 2022-23 on Your Board met Nine (9) times during the financial year 2022-23 on 24th May, 2022, 30th May, 2022, 15th July, 2022, 05th September, 2022, 14th November, 2022, 28th November, 2022, 23rd January, 2023, 20th February, 2023 and 02nd March, 2023.

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.gradientefotainment.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 this 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 2022-23 by Mr. Phani Chakravarthy, Practicing Company Secretary and their Secretarial Audit report for the financial year ended 31st March 2023 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, 2023 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 2023. 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 have one subsidiary Company namely “Omnistar Advertising Private Limited.”

Omnistar Advertising Private Limited has ceased to be the subsidiary of the Gradiante Infotainment limited w.e.f 14-08-2023.

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-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, 2023, 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

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: 05-09-2023**

**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 arm's length transaction under third proviso thereto.

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

SL. No.	Particulars	Details
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.

SL. No.	Particulars	Details
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)	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 2022-23 areas under.

S. No	Name	Designation	Remuneration of Director / KMP for financial year 2022-23 (Rs in lacs)	% increase in Remuneration in the Financial Year 2022-23	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	2.16	Nil	0.06

2. The median remuneration of employees of the Company during the financial year 2022-23 was Rs 3.90 lacs.
3. In the Financial year, median remuneration of employees was increased from 3.00 lacs to 3.90 lacs;
4. There were 11 permanent employees on the rolls of Company as on March 31, 2023;
5. There was a slightly increase in the salaries of employees and managerial personnel in FY 2022-23.
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

INDIAN MACROECONOMIC REVIEW

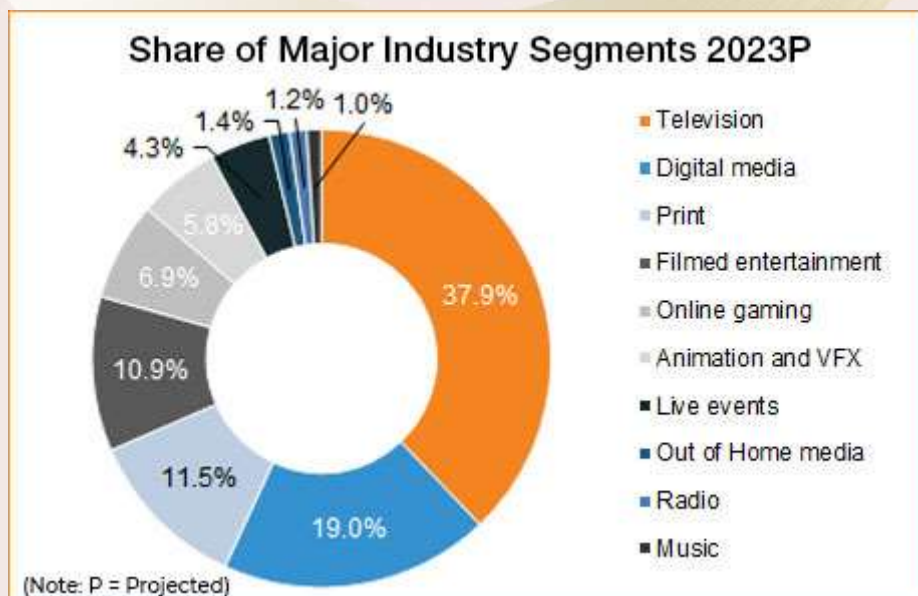
Strong economic growth in the first quarter of FY 2022-23 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY22. In the first three months of 2023-24, which concluded on June 30, 2023, India's gross domestic product (GDP) increased by 7.8%, according to information issued by the Ministry of Statistics and Programme Implementation (MoSPI).

MEDIA AND ENTERTAINMENT INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian M&E industry is on an impressive growth path. The industry is expected to grow at a much faster rate than the global average rate. This can be majorly credited to rising incomes, increasing internet penetration and a growing push toward digital adoption.

India's Media & Entertainment industry is expected to grow to \$34.62 Bn by 2025 at 10.5% CAGR, The digital media segment is the 2nd largest M&E sub-segment witnessing a 30% growth in 2022 to reach \$ 6.9 Bn. India is spending 82% of its time on mobile phone apps on media and entertainment.



OUTLOOK OF GRADIENTE

Media is consumed by audiences across demographics and various avenues such as television, films, out-of-home (OOH), radio, animation, and visual effect (VFX), music, gaming, digital advertising, live events, filmed entertainment, and print.

Your Company is in a transformation phase and has multiple segments that combine into one vertical; Movies/Cinema, Web Series, Youtube MCN Network, Music, News, Advertising, Digital Marketing, Events, Modelling Academy and Celebrity Management etc. Moreover, trends and drivers for each of the segments vary across sub-segments, geographies and consumer segments. This makes the vertical unique, since these sub-verticals compete, compliment and combine to fulfil the ever-increasing demand for entertainment and information globally.

Your Gradiante infotainment Company has expanded its Business Divisions into:

1. **GRADIENTE TUBE** - Ott Platform
2. **GRADIENTE BUSINESS** - News Channel will not only cover the news of the Indian film industry but also the news of the entire global entertainment industry.,
3. **GRADIENTE MUSIC** - The company shall produce Music Video Albums, engaging Top Musicians from Bollywood.
4. **YouTube MCN NETWORKs**
5. **DIGITAL MARKETING & ADVERTISING**
6. **IT & ITES**
7. **TRADE**

Traditionally the M&E industry has been a creative industry following technology innovations and consumer demands. By its inherent nature, the industry is extremely dependent on markets, cultures, languages and consumer segments. We have, however, witnessed content that have bridged not only the language barrier, but also worked across segments internationally.

M&E is also unique due to its psychological, emotional and aspirational appeal to its customers. Quality and acceptance hence become extremely subjective to each individual. Hence Gradiente focus more on quality content creation rather than quantity of content outputs.

Traditionally, content creators were the deciders on what to supply – the critical change in the new era is that demand is completely consumer driven. The new age consumer not only demands what they like, but also in the format they like, additionally, they also want to customize the content to their preferences. In order to satisfy the consumers in all aspects Gradiente left no stone unturned.

Companies in the industry are tasked with driving aggressive cost reduction and operational optimization initiatives on the one hand, and adopting new business models on the other.

OPPORTUNITIES AND THREATS

OPPORTUNITIES

1. The concept of crossover movies, such as Bend It Like Beckham has helped open up new doors to the crossover audience and offers immense potential for development
2. The increasing interest of the global investors in the sector.
3. The media penetration is poor among the poorer sections of the society, offering opportunities for expansion in the area.
4. The nascent stage of the new distribution channels offers an opportunity for development.
5. Rapid de-regulation in the Industry
6. Rise in the viewership and the advertising expenditure
7. Technological innovations like animations, multiplexes, etc and new distribution channels like mobiles and Internet have opened up the doors of new opportunities in the sector.

THREATS:

1. Piracy, violation of intellectual property rights pose a major treat to the Media And Entertainment companies.
2. Lack of quality content has emerged as a major concern because of the 'Quick-buck' route being followed in the industry.
3. With technological innovations taking place so rapidly, the media sector is facing considerable uncertainty about success in the marketplace.
4. The Media And Entertainment sector in India is highly fragmented.
5. Lack of cohesive production & distribution infrastructure, especially in the case of music industry.
6. The lack of efforts for media penetration in lower socio-economic classes, where the media penetration is low

SEGMENT –WISE OR PRODUCT WISE PERFORMANCE

The Company carries on Media sector which is its core activity.

INTERNAL CONTROL & ADEQUACY

The company has adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition.

RISK MANAGEMENT SYSTEM

The company manages our business risk through strict compliance and internal control system.

RISK AND CONCERNS

Any adverse change in the financial services business or negative policy of Government will affect the company's sector adversely.

DETAILS OF SIGNIFICANT CHANGES

Particulars	F.Y 2022-23	F.Y 2021-22
Debtors Turnover	7.96	8.83
Inventory Turnover	-	-
Interest Coverage Ratio	29.91	-
Current Ratio	1.16	0.80
Debt Equity Ratio	0.24	0.29
Operating Profit Margin (%)	50	23
Net Profit Margin(%)	9.87	2.09

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.

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, 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 2022-23 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 Raof

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 Nine (9) times during the financial year 2022-23 on 24th May, 2022, 30th May, 2022, 15th July, 2022, 05th September, 2022, 14th November, 2022, 28th November, 2022, 23rd January, 2023, 20th February, 2023 and 02nd March, 2023.

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.

(b) 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	9	9	100
2	Sudheep Raj Mathur	Executive Director	9	9	100
3	Sunitee Raj	Non-Executive - Non Independent Director	9	9	100
4	Tammineedi Venkateswa Rao	Non-Executive - Independent Director	9	9	100
5	Mohd Abdul Raof	Non-Executive - Independent Director	9	9	100
6	Balachandar Mallicarjunan	Non-Executive - Independent Director	9	9	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

I. 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 as on 31st March, 2023 and was present at the 30th Annual General Meeting to answer the Shareholders' queries.

The Audit Committee met five (5) times during the financial year 2022-23. They met on 30th May, 2022, 15th July, 2022, 14th November, 2022, 28th November, 2022 and 23rd January, 2023, 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 31-03-2023 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	5	5	100
2	Mohd Abdul Raof	Member	5	5	100
3	Sunitee Raj	Member	5	5	100

II. 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.
- 12.

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 23rd January, 2023 during the financial year 2022-23.

The composition of the Nomination and Remuneration Committee as on 31-03-2023 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

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

During the financial year 2022-23, Shareholders/Investors Grievance Committee met Two (2) times. They met on 30th May, 2022 and 15th July, 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 as on 31-03-2023 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	2	2	100
2	Mohd Abdul Raof	Member	2	2	100
3	Balachandar Mallicarjunan	Member	2	2	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 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	Four (4)
Resolved	Four (4)
Outstanding as on March 31, 2023	NIL

3. GENERAL BODY MEETINGS:

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

S.No	AGM	DATE	TIME	VENUE
1	28 th	30-12-2020	11:00 A.M	#306, 3 rd Floor, May Fair Gardens, Banjara Hills, Road No 12 Hyderabad, Telangana, 500034
2	29 th	30-09-2021	3:00 P.M	#306, 3 rd Floor, May Fair Gardens, Banjara Hills, Road No 12 Hyderabad, Telangana, 500034
3	30 th	30-09-2022	11:30 A.M	#306, 3 rd 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 30 th 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

4. DISCLOSURES

A. RELATED PARTY TRANSACTIONS

All material transactions entered 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.

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 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. 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, 2023. 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 2021-220. 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, 2023, 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 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.

4. GENERAL SHAREHOLDER INFORMATION :		
A	Registered Office	#306, 3rd Floor, May Fair Gardens, Banjara Hills, Road No 12 Hyderabad – 500034 Telangana
B	Annual General Meeting	
	Date & Time	30th September, 2023 11.00 AM
	Venue	#306, 3rd Floor, May Fair Gardens, Banjara Hills, Road No 12 Hyderabad – 500034 Telangana
C	Financial Calendar -Due dates FY 2023-24	
	Financial Reporting for	01 st April, 2023 to 31 st March, 2024
	Quarter ending June 30, 2023	Second week of August 2023
	Quarter ending September, 30 2023	Second week of November 2023
	Quarter ending December, 31 2023	Second week of February 2024
	Quarter ending March 31, 2024	Fifth week of May 2024
	Annual General meeting for Financial year ended 31st March 2024	30th September, 2024
D	Date of Book Closure	25.09.2023 to 30.09.2023 (Both days inclusive)
E	Dividend Payment Date	Not Applicable
F	Listing on Stock Exchange	1) The Calcutta Stock Exchange Limited 2) Bombay Stock Exchange Limited - Trading Permission
G	Stock Code	590126
H	ISIN	INE361K01017
I	Dematerialisation of Shares	97.66 % of the paid-up share capital of the Company has been dematerialized
J	Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity	NIL
K	Market Price Data	The closing market price of equity share (last trading day of the financial year) was Rs. 6.86 on BSE.
L	Registrar and Share Transfer Agents	M/s Purva Sharegistry (India) Pvt. Ltd. Unit no. 9 Shiv Shakti Ind. Estt. J .R. Boricha marg Lower Parel (E) Mumbai 400 011
M	Share Transfer System	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.
N	Investor Relations	The Company has been maintaining good investor relations

H. DISTRIBUTION OF EQUITY SHAREHOLDING AS ON MARCH 31, 2023:

Distribution of equity shareholding as on March 31, 2023 is as follows:

Sr.No.	Category	No of Shareholders	% of Total Shareholder	No of Shares	% of Total Shareholding
1	1 - 5000	1797	55.40	3590440	1.55
2	5001 - 10000	507	15.62	4242140	1.88
3	10001 - 20000	221	6.81	3527490	1.56
4	20001 - 30000	104	3.21	2643960	1.16
5	30001 - 40000	74	2.29	2698820	1.18
6	40001 - 50000	106	3.26	5157740	2.29
7	50001 - 100000	152	4.69	11672160	5.18
8	100001 & Above	283	8.72	191641250	85.10
	Total	3244	100	225174000	100

ANNEXURE E
FORM NO. MGT 9

**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR
ENDED ON 31ST MARCH 2023**

**(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	Information and communication	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 AS ON 31ST MARCH, 2023(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	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	10,93,866	-	10,93,866	4.86	11,02,331	-	11,02,331	4.90	0.04
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	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	18,46,716	-	18,46,716	8.20	18,55,181	-	18,55,181	8.24	0.04
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	18,46,716	-	18,46,716	8.20	18,55,181	-	18,55,181	8.24	0.04
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
C) Cenntal govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-

e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0
(2) Non Institutions									
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	1,23,97,411	4,77,000	1,28,74,411	57.17	40.97
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	50,85,518	45,000	51,30,518	8	-39.80
c) Others (specify)	28,47,486	5,100	28,52,586	12.67	26,52,190	5,100	26,57,290	11.80	-0.87
SUB TOTAL (B)(2):	2,00,65,584	5,27,100	2,05,92,684	91.45	2,01,35,119	5,27,100	2,06,62,219	91.76	-0.31
Total Public Shareholding (B)= (B)(1)+(B)(2)	2,00,65,584	5,27,100	2,05,92,684	91.45	2,01,35,119	5,27,100	2,06,62,219	91.76	0.80
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	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

**SHARE HOLDING OF
(ii) 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	10,95,126	4.87	0	0.04
2	MATHUR SUDHEEP RAJ	5,400	0.02	0	5,400	0.02	0	0
3	SUNITEE RAJ	1,805	0.01	0	1,805	0.01	0	97.73
4	GRADIENTE IMPEX PRIVATE LIMITED	7,52,850	3.34	99.62	7,52,850	3.34	99.62	0
	Total	18,46,716	8.20	99.62	18,55,181	8.24	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	18,46,716	8.20	18,46,716	8.20
	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 8465 equity shares	0.04	Increase of 8465 equity shares	0.04
	At the end of the year	18,55,181	8.24	18,55,181	8.24

(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
	For Each of the Top 10 Shareholders				
	At the beginning of the year	60,54,650	26.90	60,54,650	26.90
	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 3,69,379	1.64	Increase of 3,69,379	1.64
	At the end of the year (or on the date of separation, if separated during the year)	64,24,029	28.52	64,24,029	28.52

(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
	For Each of the Directors & KMP				
	At the beginning of the year	10,93,866	4.86	10,93,866	4.86
	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)	Increase of 8465 equity shares	0.04	Increase of 8465 equity shares	0.04
	At the end of the year	11,02,331	4.90	11,02,331	4.90

VI INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	72.85	-	-	72.85
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	72.85	-	-	72.85
Change in Indebtedness during the financial year				
Additions	115.33	-	-	115.33
Reduction	-	-	-	-
Net Change	115.33	-	-	115.33
Indebtedness at the end of the financial year				
i) Principal Amount	188.18	-	-	188.18
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	188.18	-	-	188.18

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No	Particulars of Remuneration	MD/WTD/Manager	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	7,80,000	7,80,000
	(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	-	-
5	Others, please specify	-	-
	Total (A)	7,80,000	7,80,000
	Ceiling as per the Act		

B. Remuneration to other directors:

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

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total	
		CEO	Company Secretary	CFO	Total
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	2,16,000	-	2,16,000
	(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	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	2,16,000	-	2,16,000

VIII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

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

ANNEXURE F**FORM MR-3****SECRETARIAL AUDIT REPORT**

**(Pursuant to section 204(1) of the Companies Act, 2013
and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023**

To,
The Members
M/s. GRADIENTE INFOTAINMENT LIMITED
306, 3 Floor, May Fair Gardens, Banjara Hills,
Road No. 12, Hyderabad – 500034

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Gradiante Infotainment Limited (hereinafter called “the Company”). Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s Books, Papers, Minutes Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the Financial Year commencing from 1st April, 2022 and ended 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st of March, 2023 according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made there under;
 - ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there under;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment and External Commercial Borrowings;

2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') is furnished hereunder for the financial year 2021-22:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **including the provisions with regard to disclosures and maintenance of records required under the said Regulations;**
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Amended Regulations 2018; **The Company has framed code of conduct for regulating & reporting trading by insiders and for fair disclosure and displayed the same on the Company's website i.e., www.gradientinfotainment.com**
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
 - d. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable as the Company has not issued any Employee Stock Options during the year under review.**
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: **Not Applicable as the Company has not issued any debt securities during the year under review.**
 - f. The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - g. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable as the company has not delisted/ proposed to delist its equity shares during the year under review.**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable as the Company has not bought back/ proposed to buy-back any of its securities during the year under review.**
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were complied with to the extent applicable.
3. I have also examined compliance with the applicable clauses of the following:
 - a. Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings.

- b. Securities and Exchange Board of India Act, 1992 & Circulars, Master Circulars and Regulations issued by SEBI and applicable to the Company.
 - c. Listing Agreements entered into by the Company with CSE Limited.
4. As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that
- (i) the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:
 - External Commercial Borrowings were not attracted to the Company under the financial year under report;
 - Foreign Direct Investment (FDI) was not attracted to the company under the financial year under report;
 - Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the company under the financial year under report.
 - (ii) As per the information and explanations provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.
5. We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial auditor and other designated professionals.
6. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above including the following:
- a) During the year the Company has conducted 9 meetings of the Board of Directors, 5 Meetings of Audit Committee meeting, 2 Meetings of Stakeholder Relationship Committee, 1 Meetings of Nomination & Remuneration Committee and 1 meeting of Independent Directors. We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company secretaries of India.
 - b) Adequate notice of board meeting is given to all the directors along with agenda at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting.

- c) As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.
- d) I further report that during the year under report, the Company has not undertaken event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. other than those already disclosed to Stock Exchanges i.e., BSE & CSE.
- e) I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For CHAKRAVARTHY & ASSOCIATES

Place: Hyderabad
Date: 05.09.2023

N. PHANI CHAKRAVARTHY
Practicing Company Secretary
M. No. A32380, C.P. No: 22563

Annexure A

To
The Members of
M/s. Gradiante Infotainment Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

For CHAKRAVARTHY & ASSOCIATES

Place: Hyderabad
Date: 05.09.2023

N. PHANI CHAKRAVARTHY
Practicing Company Secretary
M. No. A32380, C.P. No: 22563

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, 2023.

Sd/-

Vimal Raj Mathur
Managing Director

Place: Hyderabad
Date: 05-09-2023

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, 2023 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, 2023.

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: 05-09-2023

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 31st March, 2023 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 31st March, 2023 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 31st March, 2023;

(2) significant changes in accounting policies during the year ended 31st March, 2023 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 31st March, 2023;

Sd/-

Vimal Raj Mathur
Chairman & Managing Director

Sd/-

Sudheep Raj Mathur
CFO

Place: Hyderabad

Date : 30.05.2023

Form No. MGT-11**Proxy form**

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

CIN: L74300TG1992PLC014317

Name of the company: GRADIENTE INFOTAINMENT LIMITED

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

31st Annual General Meeting on Saturday, 30th September 2023

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 Gradiente, 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 30th AGM of the Company to be held on Saturday, 30th September 2023 at 11:00 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
Ordinary Business			
1	To Receive, Consider and Approval of financial statements for the year ended 31 st March, 2023 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 Business			
3	Appointment of Mr. Nageshwara Rao Chitirala (DIN: 02197018) as an Independent Director of the Company		
4	Appointment of Mr. Balaji Doradla (DIN: 02076759) as an Independent Director of the Company		
5	To increase the Authorised Share Capital of the Company to Rs. 55,00,00,000/- (Rupees Fifty Five Crores Only) divided into 5,50,00,000 (Five Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each		
6	To issue bonus of 1 (one) equity share for every 3 (three) equity shares held by the Shareholders of the Company as on the record date by capitalization of reserves.		

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**

ATTENDANCE SLIP**31st Annual General Meeting on Saturday, 30th September 2023 at 11:00 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 31st Annual General Meeting of the Company, to be held on Saturday, 30th September 2023 at 11:00 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 st March, 2023 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 Business				
3.	Appointment of Mr. Nageshwara Rao Chitirala (DIN: 02197018) as an Independent Director of the Company			
4.	Appointment of Mr. Balaji Doradla (DIN: 02076759) as an Independent Director of the Company			
5.	To increase the Authorised Share Capital of the Company to Rs. 55,00,00,000/- (Rupees Fifty Five Crores Only) divided into 5,50,00,000 (Five Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each			
6.	To issue bonus of 1 (one) equity share for every 3 (three) equity shares held by the Shareholders of the Company as on the record date by capitalization of reserves.			
Place: Hyderabad Date: 30.09.2023		(Signature of the shareholder)		

ROUTE MAP OF THE VENUE

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

