

BOARD'S REPORT

(Pursuant to section 134(3) of the Companies Act 2013)

To
The Members of
Graphisads Private Limited

Your Directors have pleasure in presenting the **Thirty Fifth** Board's Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended **31st March, 2022**.

1. STATE OF AFFAIRS OF THE COMPANY

(Pursuant to section 134(3)(i) of the Act)

(1) Financial summary/ highlights

[Pursuant to Rule 8(5)(i) of the Companies (Accounts) Rules, 2014]

- (a) The Company has registered substantial growth in income as well as profit before and after tax. Summary of various items of Profit & Loss Account of the Company is given below:

| Particulars | Amount (INR) | |
|---|--------------|--------------|
| | F.Y 2021-22 | F.Y 2020-21 |
| Revenue from Operations | 66,91,89,100 | 28,11,05,740 |
| Other Income | 51,81,130 | 1,76,06,170 |
| Gross Income | 67,43,70,230 | 29,87,11,910 |
| Total Expenditure | 60,99,22,370 | 29,33,16,710 |
| Expenses other than Depreciation | 59,78,04,610 | 28,24,18,350 |
| Gross Profit Before Depreciation | 7,65,65,620 | 1,62,93,560 |
| Less: Depreciation & Amortization | 1,21,17,760 | 1,08,98,360 |
| Net Profit Before Tax & Exceptional Items | 6,44,47,860 | 53,95,200 |
| Less: Prior Period Items | 21,39,850 | 11,66,520 |
| Net Profit Before Tax | 6,23,08,010 | 42,28,680 |
| Less: Tax Expenses for the year | 1,63,91,430 | 00 |
| Net Profit After Tax | 4,59,16,580 | 42,28,680 |
| Less: Proposed Dividend on Equity Shares | 00 | 00 |
| Less: Tax on proposed Dividend | 00 | 00 |
| Amount available for further appropriations | 4,59,16,580 | 42,28,682 |
| Amount Transferred to General Reserve | 00 | 00 |
| Amount Transferred to Accumulated P&L A/c | 4,59,16,580 | 42,28,682 |
| Total Surplus carried to Balance Sheet | 4,59,16,580 | 42,28,682 |

(b) Summary of various items of Balance Sheet of the Company is given below:

| Particulars | INR F.Y 2021-22 | INR F.Y 2020-21 | Increase/ Decrease |
|--|--------------------|--------------------|-----------------------|
| Authorized Share Capital | 2,00,00,000 | 2,00,00,000 | 00.00 % |
| Paid-Up Share Capital | 1,92,35,000 | 1,92,35,000 | 00.00 % |
| Free Reserves & Surplus | 1,05,51,500 | 1,05,51,500 | 00.00 % |
| Surplus/Deficit in Statement of P&L | 26,33,77,540 | 21,79,55,110 | 20.84 % |
| Share Premium Reserve | 5,32,90,000 | 5,32,90,000 | 00.00 % |
| Total Reserves & Surpluses | 32,72,19,040 | 28,17,96,610 | (+)16.12 % |
| Net Worth | 34,64,54,040 | 30,10,31,610 | (+)15.09 % |
| Total Long-Terms Borrowings (Secured) | 11,86,99,730 | 12,77,45,665 | (-)07.08 % |
| Total Long-Terms Borrowings (Unsecured) | 8,37,53,620 | 15,00,000 | (+)5483.57 % |
| Total Short-Terms Borrowings (Secured) | 8,81,47,160 | 9,26,43,089 | (-)04.85 % |
| Total Short-Terms Borrowings (Unsecured) | 1,69,12,500 | 11,56,86,616 | (-)85.38 % |
| Total Borrowings of the Company | 30,75,13,010 | 33,75,75,370 | (-)08.91 % |
| Sundry creditors | 12,40,83,100 | 13,81,64,170 | (-)10.19 % |
| Other Payables | 10,07,64,250 | 6,24,96,870 | (+)61.23 % |
| Fixed Assets (WDV) | 16,80,47,080 | 20,38,24,350 | (-)17.55 % |
| Long-Term Investment | 50,00,000 | 50,00,000 | 00.00 % |
| Short-Term Investment | 0 | 0 | 00.00 % |
| Inventories | 64,72,380 | 5,53,96,790 | (-)88.32 % |
| Cash & bank Balances | 4,06,96,540 | 5,10,81,940 | (-)20.33 % |
| Sundry Debtors | 39,83,64,320 | 35,01,93,600 | (+)13.76 % |
| Loans & Advances | 19,07,48,510 | 9,08,12,490 | (+)110.05 % |

- (a) The net worth of the company has increased by 15.09% from Rs. 30,10,31,610/- to Rs. 34,64,54,040/-. This is because of substantial growth in profits of the company for the period under review.
- (b) The management has been able to manage its borrowings quite well which enabled the Company to control its cost of finance. The major part of finance was mainly arranged from the directors and their relatives and through inter-corporate borrowings as interest free loans.
- (c) The payments to current creditors and payments from current debtors of the company were fairly regular.

(2) **Brief analysis of performance of Company**

The financial component wise change in various heads of income and expenditure is summarised below for better understanding and readability of the performance of the Company:

| Particulars | F.Y 21-22 (INR) | Percentage of Gross Income/ Total Exp | F.Y 20-21 (INR) | Percentage Increase/ Decrease |
|-------------------------------|--------------------|--|--------------------|-------------------------------------|
| Total Revenue from Operations | 66,91,89,100 | 99.23% | 28,11,05,740 | (+)138.06 % |

| Particulars | F.Y 21-22 (INR) | Percentage of Gross Income/ Total Exp | F.Y 20-21 (INR) | Percentage Increase/ Decrease |
|---------------------------------------|--------------------|--|--------------------|-------------------------------------|
| Other Income | 51,81,130 | 00.77% | 1,76,06,170 | (-) 70.57% |
| Gross Income for the period | 67,43,70,230 | 100.00% | 29,87,11,910 | (+)125.76 % |
| Components of Expenditure | | | | |
| Employees Benefit Expense | 3,28,39,930 | 05.38% | 2,48,00,040 | (+)32.42% |
| Directors Remuneration | 28,27,216 | 00.46% | 36,64,200 | (-)22.84% |
| Finance Cost | 1,83,03,460 | 03.00% | 2,00,48,890 | (-)08.71% |
| Depreciation/Amortization | 1,21,17,760 | 01.99% | 1,08,98,360 | (+)11.19% |
| Operating Expenses | 42,38,13,730 | 69.49% | 21,54,76,880 | (+)96.69% |
| Other expenses | 12,00,20,274 | 19.68% | 1,84,28,340 | (+)551.28% |
| Total Expenditure | 60,99,22,370 | 100.00% | 29,33,16,710 | (+)107.94% |
| Profit before Tax & Exceptional Items | 6,44,47,860 | NA | 53,95,200 | (+)1,094.54% |
| Prior Period Items | 21,39,850 | NA | 11,66,520 | (+)83.44% |
| Profit before Tax | 6,23,08,010 | NA | 42,28,680 | (+)1,373.46% |
| Tax burden for the year | 1,63,91,430 | NA | 0 | 0 |
| Profit after tax | 4,59,16,580 | NA | 42,28,680 | (+)985.84% |

- (a) During the financial year the performance of the Company has substantially increased by 138.06%. The revenue from operations has jumped from Rs. 28.11 Cr to Rs. 66.92 Cr. The profit after tax has increased by more pace than the revenue i.e 985.84%.
- (b) Earnings per share has jumped from 20 to 239.
- (c) Major factors behind such an encouraging growth are summarised as follows:
- (ii) The business of the Company was badly affected by outbreak of COVID-19 pandemic and consequent nation-wide lock-down. There for the previous year figures were extraordinarily dipped against which the current year figures are looking substantially high.
 - (iii) The Company has given more attention and put up vigorous efforts towards Even Management segment in which the profit margins are quite higher than other segments.
 - (iv) Specific efforts have been made to control the project expenses. The Operating Expenses form major part of the total expenses which is 69.49% for the current year. The operating expenses have increased by 96.69% against




138.04% increase in revenue from operations. It has resulted in substantial savings and has directly contributed to the growth in profits for the period.

- (v) In case of our Company the Depreciation and Amortization expenses are nearly invariable and have increased only 11.19% in comparison with 138.04% increase in revenue from operations.
- (vi) A major number of employees is fixed in nature and do not grow or shrink exactly in proportion of scale of operations. The increase in Employees Benefit Expenses have been only 32.42% against 138.04% increase in revenue from operations.
- (vii) It can be safely concluded that cost-control, major shift in nature of business i.e from advertisement through outdoor and print media to advertising through event management, and economy of scale have played vital role in stimulating the revenue from operations and net profit of the Company.

(d) Future Outlook

- (i) The Board of the Company is very confident of enhancement in capacities and capabilities of the Company and maintaining and enhancing the pace of growth and the performance of the Company is expected to show yet further improvements.
- (ii) The Company is very positively planning to go for Initial Public Offer (IPO) and listing of its equity shares on the stock exchange. The management is planning to raise around INR 50 to 70 Cr through IPO which is within this financial year or in first quarter of early next F.Y.
- (iii) The Company has firm plans and order lines wherein the additional funds so raised through IPO shall be ploughed and performance and scale of operations is thus set to enhance for sure.

(3) Change in the nature of business

[Pursuant to Rule 8(5) (ii) of the Companies(Accounts) Rules, 2014]

"The Company is carrying on its business in the field of multi-functional services in the field of advertisement, marketing and allied activities in accordance with its Main Objects as enshrined in Clause III (A) of its Memorandum of Association. As part of never ending process of growth planning, while maintaining its operations of outdoor and print media, the Board has given more focused approach to its Event Management segment where the profit margins are better. Though there has been no change in the nature of activities of the Company during the financial year ended on **31st March 2022**, shifting of focus within the mix of activities is expected to bring better results.

(4) Details of directors who were appointed or have resigned during the year

[Pursuant to Rule (8)(5)(iii) of the Companies(Accounts) Rules, 2014]

(i) Board of Directors

The Board is composed of a total of **02** directors. There has been no change in the composition of the Board of Directors during the reporting period.



| S. No | Name of Director | Designation | Date of Joining | Date of Cessation |
|-------|------------------------|-------------------|-----------------|-------------------|
| 1. | Mr. Mukesh Kumar Gupta | Managing Director | 01/04/1997 | ---- |
| 2. | Mr. Alok Gupta | Director | 05/11/2009 | ---- |

(ii) Key Managerial Personnel

The Company is not covered under Section 203 of the Companies Act 2013 and therefore it has not appointed any Key Managerial Personnel as such. Though the Company is having a Managing Director on its Board but he has not been so appointed specifically as KMP under section 203 of the Act.

(5) Information about subsidiary/ JV/ Associate Company

[Pursuant to Rule (8)(5)(iv) of the Companies(Accounts) Rules, 2014]

During the year under review, any Company neither became nor ceased to be the Subsidiary, Joint Venture or Associate, of the Company.

The Company has only one subsidiary. The particulars of the said Company is given below:

(i) **Spike Advertising Private Limited**

- (a) CIN: U74140DL2011PTC217542
- (b) Status: Wholly owned Subsidiary
- (c) Shareholding: 100%

The Company does not have any other Subsidiary, Joint Venture or Associate Company as defined under the Companies Act 2013.

(6) Details relating to deposits covered under Chapter V of the Act.

[Pursuant to Rule (8)(5)(v) of the Companies(Accounts) Rules, 2014]

The Company is a Private Limited Company and has neither accepted nor invited any deposits covered under Chapter V of the Companies Act 2013 and therefore no further disclosures as required under sub-clauses (b) to (d) of under Rule 8(5)(v) of the Companies(Accounts) Rules, 2014 are relevant.

(7) Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

[Pursuant to Rule (8)(5)(vi) of the Companies(Accounts) Rules, 2014]

The Company remains to be a going concern. During the reporting period none of the subject Courts or Authorities has passed any order which has or may have any impact on the 'Going Concern Status' of the Company.

(8) The details in respect of adequacy of internal financial controls with reference to the financial statements.

[Pursuant to Rule (8)(5)(viii) of the Companies(Accounts) Rules, 2014]

The Company is a closely held private company and all the financial transaction are generally done with proper information to and authorization of the Board. Adequate information in respect of each major item of income and expense is pre-informed to the Board and proper approvals are obtained. Therefore, the internal controls are mostly inbuilt in the working system itself and not much scope is left for any specific control systems to be in place. Thus, the internal financial controls commensurate to the nature and size of business of the Company and the same has been confirmed by the Auditors in their report on the Financial Statements of the Company for the reporting period.

2. EXTRACT OF ANNUAL RETURN

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, in prescribed Form MGT-9 is annexed as **Annexure-1** to Board Report.

3. MEETINGS OF THE BOARD OF DIRECTORS

[Pursuant to section 134(3)(b)]

(1) During the Financial Year ended on **31st March 2022**, the Company held **16** Meetings of the Board of Directors in accordance with Section 173 of Companies Act, 2013. The provisions of Companies Act, 2013 and Rules made thereunder were duly complied in respect of convening and holding the meetings and the proceedings of the same were duly written in minutes' book maintained for the purpose. Director wise details of attendance of the Board meetings is as follows:

| S. No | Name of Director | No. of meetings held during his/her period | No. of meetings attended |
|-------|------------------------|--|--------------------------|
| 1. | Sh. Mukesh Kumar Gupta | 16 | 16 |
| 2. | Mr. Alok Gupta | 16 | 16 |

(2) The dates on which the Board meetings were held is given below:

| S. No | Date | S. No | Date | S. No | Date | S. No | Date |
|-------|------------|-------|------------|-------|------------|-------|------------|
| 1. | 15-04-2021 | 2. | 12-06-2021 | 3. | 17-06-2021 | 4. | 06-07-2021 |
| 5. | 14-09-2021 | 6. | 21-10-2021 | 7. | 27-11-2021 | 8. | 21-12-2021 |
| 9. | 01-01-2022 | 10. | 29-01-2022 | 11. | 04-02-2022 | 12. | 10-02-2022 |
| 13. | 15-02-2022 | 14. | 16-02-2022 | 15. | 23-03-2022 | 16. | 28-03-2022 |

4. DIRECTORS' RESPONSIBILITY STATEMENT

[Pursuant to section 134(3)(c)]

Pursuant to Section 134(3)(c) of the Companies Act 2013 read with Section 134(5) of that Act, the Board of Directors of the Company confirms that-



- (i) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) 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;
- (iii) 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;
- (iv) The directors had prepared the annual accounts on a going concern basis; and
- (v) Company is not a listed company and therefore sub-clause (e) of section 134(3) is not applicable.
- (vi) 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.

5. REPORTING OF FRAUDS

[Pursuant to Section 134(3) (ca)]

During the reporting period, the Auditors of the Company have not reported any fraud pursuant to Section 143(2) of the Companies Act 2013 and therefore no further disclosure under section 134(3) (ca) are required to be made in the Board's Report.

6. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

[Pursuant to Section 134(3)(d)]

The Company is neither required to appoint nor has appointed any Independent Director under the provisions of the 149 of the Companies Act 2013 and therefore the disclosure pursuant to Section 134(3)(d) of that Act is not relevant.

7. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION ETC.

[Pursuant to Section 134(3)(e)]

The Company is not covered under section 178(1) read with Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014 and therefore the disclosure under Section 134(3) (e) of that Act is not relevant.

8. COMMENTS AND EXPLANATION ON THE QUALIFICATION AND DISCLAIMERS ETC. OF THE STATUTORY AUDITORS

[Pursuant to Section 134(3)(f)(i)]

CA Ritika Agarwal, Chartered Accountant, on behalf of **M/s BAS & Co. LLP**, Chartered Accountants, the Statutory Auditors of the Company have conducted the audit of financial statements for the Financial Year ended on **31st March 2022** and have accordingly submitted their report. The Notes annexed to the Audited financial statements are self-



explanatory and do not call for any further comments.

The Auditor's Report does not contain any reservations, qualifications, adverse remarks or disclaimers and therefore no further comments or explanation are required pursuant to Section 134(3)(e) of the Companies Act 2013.

9. STATUTORY AUDITORS

- (1) The Statutory Auditors **M/s Kumar Piyush & Co.**, Chartered Accountants, were appointed to hold office up to the conclusion of the **Thirty Sixth** Annual General Meeting of the Company and have have resigned from the office on 20-06-2022 due to time constraints.
- (2) **M/s BAS & Co. LLP**, Chartered Accountants were appointed on 04-07-2022 to fill the casual vacancy under section 139(8) of the Companies Act 2013 to conduct the audit of accounts of Company for the financial year 2021-22 and to hold office up to the conclusion of ensuing Annual General Meeting.
- (3) The Auditors were paid a remuneration of Rs. 4,75,000/- for carrying on the audit of the Financial Statements for the year ended on **31st March 2022**.
- (4) The Statutory Auditors of the Company are required to be appointed for next period of five years to conduct the audit from F.Y 2022-23 to 2026-27. **M/s BAS & Co. LLP**, Chartered Accountants, being eligible offer themselves for reappointment. Your directors recommend their reappointment for next period of five years.

10. COMMENTS AND EXPLANATION ON THE QUALIFICATION AND DISCLAIMER ETC. OF THE SECRETARIAL AUDITORS

[Pursuant to Section 134(3)(f)(ii)]

The Company is not required to appoint Secretarial Auditor under Section 204 of the Companies Act 2013 and therefore the disclosure under Section 134(3)(f)(ii) of that are not relevant to the Board's Report of the Company.

11. PARTICULARS LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186

[pursuant to Section 134(3)(g)]

The Board of Directors of the Company confirms, pursuant to Section 134(3)(g) of the Companies Act 2013, that:

- (1) During the period under review the Company has not given any loans covered under Section 186 of the Companies Act, 2013.
- (2) The Company has not provided any guarantees covered under Section 186 of the Companies Act, 2013; and
- (3) The Company has not made any investment covered under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

12. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

[pursuant to Section 134(3)(h)]

During the period under review the Company has entered into business transactions with its wholly owned subsidiary. All the transactions were entered into at arm's length



basis and proper approvals of the Board were taken wherever required. The Board expressly states and confirms that:

- (a) Appropriate approvals under section 188 of the Companies Act 2013 were obtained in case of all the transactions with the related parties.
- (b) All the related party transactions that were entered into during the financial year were in the ordinary course of business;
- (c) All the related party transactions that were entered into during the financial year were on arm's length basis; and
- (d) There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large and approvals of the Board of Directors and of the shareholders were obtained wherever required.

13. TRANSFER TO RESERVES

(Pursuant to section 134(3)(j) of the Act)

For the financial year ended **31st March, 2022**, the Board of Directors of the Company does not propose to transfer any amount to General Reserve Account and recommends carrying whole of the distributable profits to accumulated profit and loss account.

14. DECLARATION OF DIVIDEND

(Pursuant to section 134(3)(k))

Considering the size of profit and requirements of the funds, your Directors do not recommend distributing any dividend for the financial year ended on **31st March 2022**.

15. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

During the reporting period the Company was not required to transfer any amount to the Investor Education and Protection Fund.

16. MATERIAL CHANGE AND COMMITMENTS

(Pursuant to section 134(3)(l))

No material change has occurred, since 31st March 2022, in the nature of business and/or commitments, which affects the financial position of the company.

17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO

[pursuant to Section 134(3)(m)]

(1) Conservation of Energy, Technology Absorption

The Company is not engaged in energy intensive industry or technology intensive industry. Therefore, there is not much scope in the Company for conservation of

energy and technology absorption. The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not, therefore, been furnished.

(2) Foreign Exchange Earnings and Outgo

Foreign exchange earnings and Outgo during the year under review are as follows:

| Particulars | Amount (In Rs.) | Purpose |
|-------------|-----------------|---------|
| Income | Nil | N/A |
| Out go | Nil | N/A |

18. RISK MANAGEMENT

[pursuant to Section 134(3)(n)]

The Company does not have any potential threat that may adversely affect the profitability, sustainability or existence and therefore the Company does not have any Risk Management Policy. However, the top management and the second level management are always instructed to be vigil to identify any such threat and inform the Board accordingly. The Risk management Policy shall be prepared and implemented very promptly as and when required.

19. DISCLOSURES RELATING TO CORPORATE SOCIAL RESPONSIBILITY

[Pursuant to Section 134(3)(o) read with Rule 8 of Companies (CSR) Rules, 2014]

- (1) The Companies Act 2013 has brought an initiative towards betterment of society through corporate efforts. Section 135 of the Act provides for expenditure by prescribed companies of 2% of its average profits in the activities prescribed under 'Corporate Social Responsibility' (CSR) provisions.
- (2) As per Section 135(1) following companies are required to comply with CSR requirements:
 - (i) Companies having in previous year the net worth of Rs. 500 Cr or more
 - (ii) Companies having in previous year the turnover of Rs. 1000 Cr or more
 - (iii) Companies having in previous year the net profit of Rs. 05 Cr or more before income tax
- (3) The provisions of Section 135(1) of the Act have become applicable to the Company from F.Y 2021-22 for its net profits are above Rs. 05 Cr.
- (4) The Financial parameters of the Company as on 31st March 2022 and for the financial year ended on that date are as follows:

| Particulars | Amount (INR) |
|--|--------------|
| Turnover (FY 2021-22) | 66,91,89,100 |
| Net worth (FY 2021-22) | 34,64,54,040 |
| Profit Before Tax (FY 2021-22) | 6,23,08,010 |
| Average Profit (PAT) of last three years | 2,36,84,753 |
| Required spending on CSR for the period | 4,73,695 |

| | |
|---|----------|
| Balance Amount Brought Forward | 00 |
| Total Amount required to be spent during FY 2022-23 | 4,73,695 |

- (5) The Company has duly framed and approved its CSR Policy.
(6) The Company is arranging for spending the required amount in CSR activities as per its CSR Policy.

20. DISCLOSURE IN RESPECT OF RECEIPT BY MD/WTD OF REMUNERATION FROM ITS HOLDING OR SUBSIDIARY.

Sh. Mukesh Kumar Gupta is Managing Director of the Company and he has not received any remuneration from its subsidiary.

21. MATTERS RELATING TO SHARES AND SHARE CAPITAL

(1) Details regarding issue and allotment of shares

The Company has not issued any share of any kind during the reporting period.

(2) Details of issue of equity shares with differential rights.

[Pursuant to Section 43 Read with Rule 4 (4) of Companies (Share Capital & Debenture) Rules, 2014]

The Company has not issued any equity shares with differential rights during the reporting period.

(3) Details of issue of sweat equity shares.

[Pursuant to Section 54 Read with Rule 8 (13) of Companies (Share Capital & Debenture) Rules, 2014]

The Company has not issued any 'Sweat Equity Shares' during the reporting period.

(4) Details of ESOS

The Company has not issued any 'ESOS' during the reporting period.

22. Disclosure on establishment of vigil mechanism

The Company is not covered under Section 177 (9) Read with Rule 7 of The Companies (Meeting of Boards and its Powers) Rules, 2014 and hence the disclosure is not relevant.

23. Performance and financial position of the subsidiaries, associates and Joint Venture companies

The Company has one subsidiary and disclosures required under Rule 8(1) of the Companies (Accounts) Rule 2014 is annexed as **Annexure-II** to Board Report.

24. OTHER DISCLOSURES REQUIRED UNDER COMPANIES ACT 2013

(1) REQUIREMENT OF MAINTAINING COST RECORDS

[Rule 8(5)(ix) Companies (Accounts of Companies) Rules 2014]

The Central Government has not prescribed any cost records to be maintained by the Company under sub-section (1) of section 148 of the Companies Act, 2013.

(2) Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
[Rule 8(5)(x) Companies (Accounts of Companies) Rules 2014]

- (a) The Company has duly constituted the Internal Complaints Committee as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- (b) No case of the nature covered under the provisions were reported to the Committee during the financial year 2021-22.

(3) DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

The Financial health of the Company is proper and adequate in all respects. Thus, during the year under review, there were no application made or proceedings pending in the Company under the Insolvency and Bankruptcy Code, 2016.

(4) DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE-TIME SETTLEMENT AND THE VALUATION WHILE AVAILING LOAN FROM THE BANKS AND/OR FINANCIAL INSTITUTIONS.

During the year under review, there has been no one time settlement of Loans taken from the Banks and/or Financial Institutions.

25. ACKNOWLEDGEMENT


Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and Workers of the Company.

For and on behalf of the Board of Directors
M/s Graphisads Private Limited

Date: 01-09-2022

Place: New Delhi


Alok Gupta
Director
DIN-0 1456388


Mukesh Kumar Gupta
Managing Director
DIN- 00 93322

Form No. MGT-9
EXTRACTS OF ANNUAL RETURN
OF
Graphisads Private Limited

For the Financial Year ended 31st March, 2022

(Pursuant to section 92(3) of the Companies Act, 2013 & rule 12(1) of the Companies (Management & Administration) Rules, 2014

I. REGISTRATION AND OTHER DETAILS :

| S. No | Details | Particulars |
|-------|--|---|
| 1. | CIN | U35999DL1987PTC029334 |
| 2. | Registration Date | 25-09-1987 |
| 3. | Name of the Company | Graphisads Private Limited |
| 4. | Category/Sub-category of the Company | Company having Share Capital |
| 5. | Address of the Registered office | First Floor, Upper First Floor And Second Floor AB House, 4/24A, Asaf Ali Road New Delhi-110002 |
| 6. | Web Site | www.graphisads.com |
| 7. | Whether listed company | No |
| 8. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | N/A |

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/ ITC Code of the Product /service | % to total turnover of the company |
|-------|--|--|------------------------------------|
| 1. | Professional, Scientific and Technical | M-6 | 100.00% |




III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

| S. No | Name & Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of Shares held | Applicable Section |
|-------|-----------------------------------|-----------------------|--------------------------------|------------------|--------------------|
| 1 | Spike Advertising Private Limited | U74140DL2011PTC217542 | Subsidiary | 100% | 2(87(ii)) |

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP as percentage of Total Equity)

(1) Shareholding Pattern—Promoters

| S. No. | Category | Indian | | Foreign | |
|---|--|-----------------|--|---------------|-----------|
| | | No. of Shares | % | No. of Shares | % |
| 1. | Individuals/HUF | | | | |
| | (i) Indian | 1,92,350 | 100 | 00 | 00 |
| | (ii) Non- Resident Indian (NRI) | | | 00 | 00 |
| | (iii) Foreign National(Other than NRI) | | | 00 | 00 |
| 2. | Government | | | | |
| | (i) Government (Central & States) | 00 | 00 | 00 | 00 |
| | (ii) Government Companies | 00 | 00 | 00 | 00 |
| 3. | Banks & Insurance Companies | 00 | 00 | 00 | 00 |
| 4. | Financial Institutions | 00 | 00 | 00 | 00 |
| 5. | Foreign Institutional Investors | 00 | 00 | 00 | 00 |
| 6. | Mutual Funds & Venture Capital | 00 | 00 | 00 | 00 |
| 7. | Body Corporates (Not mentioned above) | 00 | 00 | 00 | 00 |
| 8. | Others (Specify) | 00 | 00 | 00 | 00 |
| | Total | 1,92,350 | 00 | 00 | 00 |
| Total Shareholding of promoters (Indian + Foreign) | | | 192350 Equity Shares of Rs. 100/- Each | | |
| Total No. of Shareholders | | | 04 | | |

P. Singh

[Signature]

(2) Shareholding Pattern—Public

| S. No. | Category | Indian | | Foreign | |
|-----------|--|---------------|-----------|---------------|-----------|
| | | No. of Shares | % | No. of Shares | % |
| 1. | Individuals/HUF | | | | |
| | (i) Indian | 00 | 00 | 00 | 00 |
| | (ii) Non- Resident Indian (NRI) | | | 00 | 00 |
| | (iii) Foreign National(Other than NRI) | | | 00 | 00 |
| 2. | Government | | | | |
| | (i) Government (Central & States) | 00 | 00 | 00 | 00 |
| | (ii) Government Companies | 00 | 00 | 00 | 00 |
| 3. | Banks & Insurance Companies | 00 | 00 | 00 | 00 |
| 4. | Financial Institutions | 00 | 00 | 00 | 00 |
| 5. | Foreign Institutional Investors | 00 | 00 | 00 | 00 |
| 6. | Mutual Funds & Venture Capital | 00 | 00 | 00 | 00 |
| 7. | Body Corporates (Not mentioned above) | 00 | 00 | 00 | 00 |
| 8. | Others (Specify) | 00 | 00 | 00 | 00 |
| | Total | 00 | 00 | 00 | 00 |

| | |
|---|---------------|
| Total no. of shareholders (Public) | 0 |
| Total Public Shareholding (Indian + Foreign) | 0 |
| Total Number of Shareholder (Promoters + Public) | 04 |
| Total Shareholding (Paid up) | 192350 |

INDEBTEDNESS OF THE COMPANY

| Particulars | Number of Units | Nominal Value per Unit | Total Value |
|------------------------------------|-----------------|------------------------|---------------------|
| Non-convertible debentures | 00 | 00 | 00 |
| Partly convertible debentures | 00 | 00 | 00 |
| Fully convertible debentures | 00 | 00 | 00 |
| Secured Loans excluding deposits | | | 20,68,46,890 |
| Unsecured Loans excluding deposits | | | 10,06,66,120 |
| Deposits | | | 0 |
| Total | | | 30,75,13,010 |




VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

| S. No | Name | Designation | Gross Salary | Commission | Stock Option/Sweat Equity | Others | Total Amount |
|-------|--------------------|-------------------|--------------|------------|---------------------------|--------|--------------|
| 01 | Mukesh Kumar Gupta | Managing Director | 14,59,113 | 00 | 00 | 00 | 14,59,113 |
| | | | | | | | |

B. REMUNERATION TO OTHER DIRECTORS

| S. No | Name | Designation | Gross Salary | Commission | Stock Option/Sweat Equity | Others | Total Amount |
|-------|------------|-------------|--------------|------------|---------------------------|--------|--------------|
| 01 | Alok Gupta | Director | 13,68,103 | 00 | 00 | 00 | 13,68,103 |
| | | | | | | | |

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VII. 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, is any (Give Details) |
|----------------------------------|------------------------------|-------------------|--|---------------------------|------------------------------------|
| Company | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |
| Directors | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |
| Other Officers in Default | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |

**For and on behalf of the Board
Graphisads Private Limited**

Date: 01-09-2022

Place: New Delhi


Alok Gupta
Director
01456388


Mukesh Kumar Gupta
Managing Director
00093322

ANNEXURE-II TO DIRECTOR'S REPORT

Form AOC-1

{Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014}

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

| Sl. No. | Particulars | Details |
|----------------|---|--|
| 01. | Name of the subsidiary | Spike Advertising Private Limited |
| 02 | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | N/A |
| 03 | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | NIL |
| 04 | Share capital | 50,00,000 |
| 05 | Reserves & surplus | 4,55,13,260 |
| 06 | Total Assets | 15,27,19,330 |
| 07 | Total Liabilities | 15,27,19,330 |
| 08 | Investments | 81,12,630 |
| 09 | Turnover | 27,40,43,510 |
| 10 | Profit before taxation | 1,43,04,440 |
| 11 | Provision for taxation | 43,83,760 |
| 12 | Profit after taxation | 99,20,680 |
| 13 | Proposed Dividend | NIL |
| 14 | % of shareholding | 100.00% |

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: NA
- Names of subsidiaries which have been liquidated or sold during the year: NA




Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

| Name of associates/Joint Ventures | NIL | NIL | NIL |
|--|-----|-----|-----|
| Latest audited Balance Sheet Date | | | |
| | | | |
| Shares of Associate/Joint Ventures held by the company on the year end | | | |
| No. | | | |
| Amount of Investment in Associates/Joint Venture | | | |
| Extend of Holding% | | | |
| | | | |
| Description of how there is significant influence | | | |
| | | | |
| Reason why the associate/joint venture is not consolidated | | | |
| | | | |
| Net worth attributable to shareholding as per latest audited Balance Sheet | | | |
| | | | |
| Profit/Loss for the year | | | |
| Considered in Consolidation | | | |
| Not Considered in Consolidation | | | |

1. Names of associates or joint ventures which are yet to commence operations.
2. Names of associates or joint ventures which have been liquidated or sold during the year.

By order of the Board
GRAPHISADS PRIVATE LIMITED

Place : New Delhi

Dated: 01-09-2022


Mukesh Kumar Gupta
Managing Director
DIN-00093322


Alok Gupta
Director
DIN: 01456388