

## 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 Third** 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, 2020**.

### **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]

| Particulars                                 | Financial Year |              |
|---|----------------|--------------|
|   | 2019-20        | 2018-19      |
| Gross Income (Including Other Income)       | 59,98,35,050   | 94,72,18,009 |
| Less: Expenses other than Depreciation      | 58,33,44,185   | 91,93,37,432 |
| Gross Profit Before Depreciation            | 1,64,90,865    | 2,78,80,577  |
| Less: Depreciation & Amortization           | 1,10,27,595    | 1,58,25,007  |
| Net Profit Before Tax & Exceptional Items   | 54,63,270      | 1,20,55,569  |
| Less: Exceptional Items                     | 00             | 00           |
| Net Profit Before Tax                       | 54,63,270      | 1,20,55,569  |
| Less: Tax Expenses for the year             | 38,58,789      | 44,24,981    |
| Net Profit After Tax                        | 16,04,481      | 76,30,588    |
| Less: Proposed Dividend on Equity Shares    | 00             | 00           |
| Less: Tax on proposed Dividend              | 00             | 00           |
| Amount available for further appropriations | 16,04,481      | 76,30,588    |
| Amount Transferred to General Reserve       | 00             | 00           |
| Amount Transferred to Accumulated P&L A/c   | 16,04,481      | 76,30,588    |
| Total Surplus carried to Balance Sheet      | 16,04,481      | 76,30,588    |

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

- (a) During the financial year the performance of the Company dipped downwards and the gross revenue from business has decreases by -36.67 % and the total expenses have also decreased correspondingly by -36.55 %. This has resulted in decrease of profits after tax by around -76.97% due the standing effect of depreciation.

- (b) One of the Major contributors to the total cost is expenses incurred on operations. The operational cost has decreases by 39.44 % in line with the total revenue.
- (c) The tax burden for the year has decreased only by 12.79%.
- (d) All the above factors have contributed to an aggregate decrease in the Profit after tax substantially by around 78.97%.
- (e) The Board of the Company is putting vigorous efforts to enhance the capacities and capabilities of the Company and is confident of improving the performance in time to come.
- (f) 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                      | Current year<br>(Rs.) | Previous Year<br>(Rs.) | Increase/<br>(Decrease)<br>% |
|----------------------------------|-----------------------|------------------------|------------------------------|
| Total Revenue from Operations    | 59,98,35,050          | 94,72,18,009           | (-)36.67%                    |
| <b>Components of Expenditure</b> |                       |                        |                              |
| Operating Expenses               | 48,01,60,600          | 79,28,75,476           | (-)39.44%                    |
| Employees Benefit Expense        | 4,15,06,571           | 4,65,88,330            | (-)10.90%                    |
| Directors Remuneration           | 0                     | 67,20,000              | (-)100.00%                   |
| Finance Cost                     | 2,49,21,002           | 2,44,39,685            | (+)01.96%                    |
| Depreciation/Amortization        | 1,10,27,595           | 1,58,25,007            | (-)30.31%                    |
| Other expenses                   | 5,25,31,095           | 4,83,38,680            | (+)08.67%                    |
| <b>Total Expenditure</b>         | <b>59,43,71,779</b>   | <b>93,51,62,440</b>    | <b>(-)36.44%</b>             |
| Profit before tax                | 54,63,270             | 1,16,47,524            | (-)53.09%                    |
| Tax burden for the year          | 38,58,789             | 44,24,981              | (-)12.79%                    |
| Profit after tax                 | 16,04,481             | 76,30,588              | (-)78.97%                    |
| Earnings per share               | 8.34                  | 39.67                  | (-)31.33%                    |

(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. There has been no change in the nature of activities of the Company during the financial year ended on **31st March 2020**.

(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.

(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 appointed under the provisions of the Companies Act 2013.

(5) **Information about subsidiary/ JV/ Associate Company**

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

The Company has two subsidiaries. The particulars of the said Companies are given below:

(i) **Spike Advertising Private Limited**

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

(ii) **Clean India Ventures Private Limited**

- (a) CIN: U74140DL2015PTC280509
- (b) Status: Subsidiary
- (c) Shareholding: 78%

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 the Board. Therefore, the internal controls are mostly inbuilt in the working system itself and not much scope is left 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)}

During the Financial Year ended on **31<sup>st</sup> March 2020**, the Company held **8** 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 | 8  | 8                        |
| 2.   | Mr. Alok Gupta         | 8  | 8                        |

## 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 it 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)]

**Mr. Virender Kumar Goel**, Chartered Accountant, on behalf of **M/s Kumar Piyush & Co.**, Chartered Accountants, the Statutory Auditors of the Company have conducted the audit of financial statements for the Financial Year ended on **31st March 2020** 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, hold office upto the conclusion of the **Thirty Sixth** Annual General Meeting of the Company.
- (2) The Auditors were paid a remuneration of Rs. 6,00,000/- for carrying on the audit of the Financial Statements for the year ended on **31st March 2020**.
- (3) The Company has received the disclosure of the continued non-disqualification of the auditors for next period of audit.



**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 and the shareholders 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, 2020**, 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. 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 **31<sup>st</sup> March 2020**.

**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 31<sup>st</sup> March 2020, in the nature of business and/or commitments, which affects the financial position of the company 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 vigilant 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]*

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.

The Company is not covered under Section 135 of the Companies Act 2013.

**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 does not have any subsidiary and hence the disclosures required under Rule 8(1) of the Companies (Accounts) Rule 2014 are not relevant to the Company.

**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]

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.

**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: 23-12-2020

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 31<sup>st</sup> March, 2020**

(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  |
|      | Registration Date  | 25-09-1987   |
|      | Name of the Company  | Graphisads Private Limited   |
|      | Category/Sub-category of the Company                                       | Company having Share Capital   |
|      | Address of the Registered office   | First Floor, Upper First Floor And Second Floor AB House,<br>4/24A, Asaf Ali Road New Delhi-110002 |
|      | Web Site   | www.graphisads.com   |
|      | Whether listed company   | No   |
|      | 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/ the Product /service | ITC Code of service | % to total turnover of the company |
|-------|--|--------------------------------|---------------------|------------------------------------|
| 1.    | Professional, Scientific and Technical       | M-6                            |                     | 98.00%                             |




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)          |
| 2     | Clean India Ventures Pvt Ltd      | U74140DL2015PTC280509 | Subsidiary                     | 78.80            | 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                             | 192350    | 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 |
|   |                 | Banks & Insurance Companies            | 00        | 00            | 00        | 00 |
|   |                 | Financial Institutions                 | 00        | 00            | 00        | 00 |
|   |                 | Foreign Institutional Investors        | 00        | 00            | 00        | 00 |
|   |                 | Mutual Funds & Venture Capital         | 00        | 00            | 00        | 00 |
|   |                 | Body Corporates (Not mentioned above)  | 00        | 00            | 00        | 00 |
|   |                 | Others (Specify)                       | 00        | 00            | 00        | 00 |
|   | <b>Total</b>    | <b>192350</b>                          | <b>00</b> | <b>00</b>     | <b>00</b> |    |
| <b>Total Shareholding of promoters (Indian + Foreign)</b> |                 | 192350 Equity Shares of Rs. 100/- Each |           |               |           |    |
| <b>Total No. of Shareholders</b>                          |                 | 05                                     |           |               |           |    |

## (2) Shareholding Pattern—Public

| S.No. | Category                              | Indian                                  |           | Foreign       |           |    |
|-------|---------------------------------------|---|-----------|---------------|-----------|----|
|       |                                       | No. of Shares                           | %         | No. of Shares | %         |    |
| 1.    | <b>Individuals/HUF</b>                | (i) Indian                              | 00        | 00            | 00        | 00 |
|       |                                       | (ii) Non-Resident Indian (NRI)          |           |               | 00        | 00 |
|       |                                       | (iii) Foreign National (Other than NRI) |           |               | 00        | 00 |
| 2.    | <b>Government</b>                     | (i) Government (Central & States)       | 00        | 00            | 00        | 00 |
|       |                                       | (ii) Government Companies               | 00        | 00            | 00        | 00 |
|       |                                       | Banks & Insurance Companies             | 00        | 00            | 00        | 00 |
|       |                                       | 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        |    |
|       | <b>Total</b>                          | <b>00</b>                               | <b>00</b> | <b>00</b>     | <b>00</b> |    |

|   |               |
|---|---------------|
| <b>Total no. of shareholders (Public)</b>               | <b>0</b>      |
| <b>Total Public Shareholding (Indian + Foreign)</b>     | <b>0</b>      |
| <b>Total Number of Shareholder (Promoters + Public)</b> | <b>5</b>      |
| <b>Total Shareholding (Paid up)</b>                     | <b>192350</b> |

## 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   |                 |                        | 22,26,68,033        |
| Unsecured Loans excluding deposits |                 |                        | 9,25.07,491         |
| Deposits                           |                 |                        | 0                   |
| <b>Total</b>                       |                 |                        | <b>31,51,75,524</b> |




**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 | 35,13,710    | 00         | 00                        | 00     | 35,13,710    |

**B. REMUNERATION TO OTHER DIRECTORS**

| S.No | Name       | Designation | Gross Salary | Commission | Stock Option/Sweat Equity | Others | Total Amount |
|------|------------|-------------|--------------|------------|---------------------------|--------|--------------|
| 01   | Alok Gupta | Director    | 27,20,710    | 00         | 00                        | 00     | 27,20,710    |



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) |
|----------------------------------|------------------------------|-------------------|---|---------------------------|------------------------------------|
| <b>Company</b>                   |                              |                   |   |                           |                                    |
| Penalty                          | NIL                          | NIL               | NIL   | NIL                       | NIL                                |
| Punishment                       | NIL                          | NIL               | NIL   | NIL                       | NIL                                |
| Compounding                      | NIL                          | NIL               | NIL   | NIL                       | NIL                                |
| <b>Directors</b>                 |                              |                   |   |                           |                                    |
| Penalty                          | NIL                          | NIL               | NIL   | NIL                       | NIL                                |
| Punishment                       | NIL                          | NIL               | NIL   | NIL                       | NIL                                |
| Compounding                      | NIL                          | NIL               | NIL   | NIL                       | NIL                                |
| <b>Other Officers in Default</b> |                              |                   |   |                           |                                    |
| 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

  
**Alok Gupta**  
 Director  
 014563388

  
**Mukesh Kumar Gupta**  
 Managing Director  
 000933322

Date: 23-12-2020  
 Place: New Delhi

# GRAPHISADS PRIVATE LIMITED

CIN- U35999DL1987PTC029334

Email Id: ga@graphisads.com

Contact No: 011-45379907

**Registered Office:**

First Floor, Upper First Floor and  
Second Floor, AB House, 4/24A,  
Asaf Ali Road, New Delhi-110002

## 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  | <b>Spike Advertising Private Limited</b> |
| 02      | Reporting period for the subsidiary concerned, if different from the holding company's reporting period                     | First F.Y will be closed on 31/03/2020   |
| 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  | 3,37,08,704                              |
| 06      | Total Assets  | 11,42,07,911                             |
| 07      | Total Liabilities   | 11,42,07,911                             |
| 08      | Investments   | NIL                                      |
| 09      | Turnover  | 30,19,48,149                             |
| 10      | Profit before taxation  | 73,29,004                                |
| 11      | Provision for taxation  | 21,22,659                                |
| 12      | Profit after taxation   | 52,06,345                                |
| 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
- Names of subsidiaries which have been liquidated or sold during the year.

**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*

Place : New Delhi

Dated: 23/12/2020



**Mukesh Kumar Gupta**  
Managing Director  
DIN-00093322



**Alok Gupta**  
Director  
DIN: 01456388



# GRAPHISADS PRIVATE LIMITED

CIN- U35999DL1987PTC029334  
Email Id: ga@graphisads.com  
Contact No: 011-45379907

**Registered Office:**  
First Floor, Upper First Floor and  
Second Floor, AB House, 4/24A,  
Asaf Ali Road, New Delhi-110002

## 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  | Clean India Ventures Private Limited |
| 02.     | Reporting period for the subsidiary concerned, if different from the holding company's reporting period                     | F.Y will be closed on 31/03/2020     |
| 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   | 8,05,880                             |
| 05.     | Reserves & surplus  | (20,57,934)                          |
| 06.     | Total Assets  | 2,89,10,391                          |
| 07.     | Total Liabilities   | 2,89,10,391                          |
| 08.     | Investments   | NIL                                  |
| 09.     | Turnover  | 2,36,11,236                          |
| 10.     | Profit before taxation  | (34,01,861)                          |
| 11.     | Provision for taxation  | 1,50,189                             |
| 12.     | Profit after taxation   | (32,51,672)                          |
| 13.     | Proposed Dividend   | NIL                                  |
| 14.     | % of shareholding   | 78.80%%                              |

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

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





**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*

Place : New Delhi  
Dated: 23-12-2020

  
**Mukesh Kumar Gupta**  
Managing Director  
DIN-00093322

  
**Alok Gupta**  
Director  
DIN: 01456388