

**GRAPHISADS LIMITED (EARLIER
KNOWN AS GRAPHISADS PVT LTD)**

ANNUAL RETURN

MGT-7

[Pursuant to Section 92(1) of the Companies Act 2013]

For the year ended on

31-03-2024

Annual Return Form : MGT-7

[Pursuant to Sub-Section (1) of Section 92 of the Companies Act, 2013 and Sub-Rule (1) of Rule 11 of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

(i) Corporate Identification Number (CIN)
 Global Location Number (GLN)
 Income Tax PAN

(ii) (a) Name of the Company
 (b) Registered Office Address
 Email-ID of the company
 Telephone number with STD code
 Web Site

(iii) Date of Incorporation

(iv) Type of the Company	Category of the Company	Sub-category of the Company
Public Limited Company	Company Limited By Shares	Indian Non-Government company

(v) Whether company is having share capital
 (vi) Whether shares listed on recognized Stock Exchange(s)

(a) Details of stock exchanges where shares are listed

S.No	Name of Stock Exchange	Code
	National Stock Exchange of India	NSE

(b) CIN of the Registrar and Transfer Agent

Name of the Share Transfer Agent
 Registered office address of the Registrar and Transfer Agents

(vii) Financial Year From To

(viii) Whether Annual General Meeting (AGM) held ?

(a) If yes, Date of AGM (b) Due Date of AGM
 (c) Whether any extension for AGM granted
 (d) If yes, provide the SRN of the application form filed for extension
 (e) Extended due date of AGM after grant of extension
 (f) Specify the reasons for not holding the same

For Graphisads Limited


 Managing Director

For Graphisads Limited


 Director

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Number of Business Activities 00

S.No	Main Activity Group Code	Description of Main Activity Group	Business Activity Code	Description of Business Activity	% of Total T/O
01	M	Professional, Scientific and Technical,	M-6	Advertising and market research,	100
02					
03					

III PARTICULARS OF HOLDING, SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

Number of Companies for which information is being provided

01

Detailed Information is attached as Annexure-II to the MGT-7

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) SHARE CAPITAL

(a) Equity Share Capital

Particulars	Face Value	Authorised Capital	Issued Capital	Subscribed Capital	Paid-Up Capital
Total No. of Equity Shares		20,000,000	18,276,500	18,276,500	18,276,500
Total Amount of Equity Shares (Rs.)		200,000,000	182,765,000	182,765,000	182,765,000

Number of Classes 01

1 Class of Shares	Equity shares of Rs.10 Each
-------------------	-----------------------------

Particulars	Authorised Capital	Issued Capital	Subscribed Capital	Paid-Up Capital
Total Number of Equity Shares	20,000,000	18,276,500	18,276,500	18,276,500
Nominal Value Per Share (Rs.)	10	10	10	10
Total Amount of Shares (Rs.)	200,000,000	182,765,000	182,765,000	182,765,000

2 Class of Shares	Nil
-------------------	-----

Total Number of Equity Shares				
Nominal Value Per Share (Rs.)				
Total Amount of Shares (Rs.)				

Grand Total of Equity Capital

Total Number of Equity Shares	20,000,000	18,276,500	18,276,500	18,276,500
Total Amount of Shares (Rs.)	200,000,000	182,765,000	182,765,000	182,765,000

For Graphisads Limited

Managing Director

Page No. 02 of 13

For Graphisads Limited

Director

(b) **Preference Share Capital**

Particulars	Face Value	Authorised Capital	Issued Capital	Subscribed Capital	Paid-Up Capital
Total No. of Equity Shares		0	0	0	0
Total Amount of Equity Shares (Rs.)		0	0	0	0

Number of Classes

1 Class of Shares	Nil
-------------------	-----

Particulars	Authorised Capital	Issued Capital	Subscribed Capital	Paid-Up Capital
Total Number of Equity Shares				
Nominal Value Per Share (Rs.)				
Total Amount of Shares (Rs.)				

2 Class of Shares	Nil
-------------------	-----

Total Number of Equity Shares				
Nominal Value Per Share (Rs.)				
Total Amount of Shares (Rs.)				

Grand Total of Preference Shares Capital

Total Number of Equity Shares	0	0	0	0
Total Amount of Shares (Rs.)	0	0	0	0

(c) **Unclassified Share Capital**

Particulars	Authorised Capital	Paid-Up Capital
Number of Shares		
Total Amt of Unclassified Shares		

For Graphisads Limited


Managing Director

For Graphisads Limited


Director

(d) **Break-up of paid-up Share Capital**

Class of Shares	Number of Shares	Total Nominal Amount	Total Paid-up Amount	Total Premium
EQUITY SHARES				
At the beginning of year	13464500	10	134645000	53290000
Increase during the year	4812000	10	48120000	486012000
(i) Public Issue	4812000	10	48120000	486012000
(ii) Right Issue	00	00	00	00
(iii) Bonus Issue	00	00	00	00
(iv) Private Placement/ Preferential Allotment	00	00	00	00
(v) ESOPs	00	00	00	00
(vi) Sweat Equity Shares	00	00	00	00
(vii) Conversion of Preference Shares	00	00	00	00
(viii) Conversion of Debentures	00	00	00	00
(ix) GDRs/ADRs	00	00	00	00
(x) Others (Specify)	00	00	00	00
Decrease During the year	00	00	00	00
(i) Buy Back of Shares	00	00	00	00
(ii) Shares Forefeited	00	00	00	00
(iii) Reduction of Share Capital	00	00	00	00
(iv) Others (Specify)	00	00	00	00
At the End of the Year	18,276,500	10	182,765,000	539,302,000
PREFERENCE SHARES				
<i>At the beginning of year</i>	00	00	00	00
<i>Increase during the year</i>	00	00	00	00
(i) Issues of Shares	00	00	00	00
(ii) Re issue of forfeited shares	00	00	00	00
(iii) Others (Specify)	00	00	00	00
<i>Decrease During the year</i>	00	00	00	00
(i) Redemption of Shares	00	00	00	00
(ii) Shares Forefeited	00	00	00	00
(iii) Reduction of Share Capital	00	00	00	00
(iv) Others (Specify)	00	00	00	00
At the End of the Year	00	00	00	00

(ii) **DETAILS OF STOCK SPLIT/CONSOLIDATION DURING THE YEAR**
(For each class of Shares)

NIL

Class of Shares		I	II
Before Split/ Consolidation	Number of Shares		
	Face Value per share		
After Split/ Consolidation	Number of Shares		
	Face Value per share		

Page No. 04 of 14

For Graphisads Limited

For Graphisads Limited


 Managing Director


 Director

(iii) **Details of shares/Debentures Transferred since closure date of last Financial Year (or in the case of the First Return at any time since the incorporation of the**

Has any securities been transferred during the F.Y ?

Yes

Details being provided in a CD/Digital Media

Yes

Separate sheet attached for details of transfers

N/R

(iv) **Indebtedness including Debentures (Outstanding as at the end of the F.Y)**

Particulars	Number of Units	Nominal Value Per unit	Total Value
Non-convertible debentures	00	N/A	00
Partly convertible debentures	00	N/A	00
Fully convertible debentures	00	N/A	00
Secured Loans excluding deposits			62,812,000
Unsecured Loans excluding deposits			19,225,000
Deposit			00
Total			82,037,000

Details of Debentures

Class of Debentures	Outstanding as at the beginning of the year	Increase During the Year	Decrease During the Year	Outstanding as at the end of the Year
Non-Convertible	00	00	00	00
Partly Convertible	00	00	00	00
Fully Convertible	00	00	00	00

Securities (Other than Debentures)

Nil

Type of Security	Number of Securities	Nominal Value of Each Unit	Total Nominal Value	Paid up value of each unit	Total Paid up value
Total			<i>NIL</i>		

V. TURNOVER AND NETWORTH OF THE COMPANY

(As defined under the Companies Act 2013)

(i) Total Turnover (Rs.) ₹ 782,192,000

(ii) Networth of the Company (Rs.) ₹ 922,393,000

For Graphisads Limited

Managing Director

For Graphisads Limited

Director

VI. (a) SHAREHOLDING PATTERN - PROMOTERS

S.N o	Category	Equity		Preference	
		No. of Shares	%	No. of Shares	%
Individuals/HUF					
1	(i) Indian	13357400	73.09	00	00
	(ii) Non- Resident Indian (NRI)	00	00	00	00
	(iii) Foreign National(Other than NRI)	00	00	00	00
Government					
2	(i) Central Government	00	00	00	00
	(ii) State Government	00	00	00	00
	(iii) Government Companies	00	00	00	00
3	Insurance Companies	00	00	00	00
4	Banks	00	00	00	00
5	Financial Institutions	00	00	00	00
6	Foreign Institutional Investors	00	00	00	00
7	Mutual Funds	00	00	00	00
8	Venture Capital	00	00	00	00
9	Body Corporates (Not mentioned above)	00	00	00	00
10	Others (Specify)	00	00	00	00
Total		13357400	73.09	00	00

Total Shareholding of Promoters (Indian + Foreign)

13357400

Total Number of Shareholders (Promoters)

03

(b) SHAREHOLDING PATTERN - PUBLIC

S.N o	Category	Equity		Preferential	
		No. of Shares	%	No. of Shares	%
Individuals/HUF					
1	(i) Indian	4503900	24.63	00	00
	(ii) Non- Resident Indian (NRI)	81600	00.45	00	00
	(iii) Foreign National(Other than NRI)	00	00	00	00
Government					
2	(i) Central Government	00	00	00	00
	(ii) State Government	00	00	00	00
	(iii) Government Companies	00	00	00	00
3	Insurance Companies	00	00	00	00
4	Banks	00	00	00	00
5	Financial Institutions	00	00	00	00
6	Foreign Institutional Investors	00	00	00	00
7	Mutual Funds	00	00	00	00
8	Venture Capital	00	00	00	00
9	Body Corporates (Not mentioned above)	96000	00.53	00	00
10	Others (Specify)- HUF	237600	01.30	00	00
Total		4919100	26.91	00	00

Total Number of Shareholders (Public)

2724

Total Public Shareholding (Indian + Foreign)

4919100

Total Number of Shareholder (Promoters + Public)

2727

Total Shareholding (Paid up)

18276500

For Graphisads Limited


Managing Director

For Graphisads Limited


Director

(c) **DETAILS OF FOREIGN INSTITUTIONAL INVESTORS' (FIIs) HOLDING SHARES OF THE COMPANY**

Nil

Name of FII	Address	Date of Incorporation	Country of Incorporation	Number of Shares Held	% Of Shares Held
Not Applicable					

VII. NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	As at Beginning of the Year	As at End of the Year
Promoters	03	03
Members(Other than promoters)	04	2724
Debentures Holders	00	00

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Composition of Board of Directors

Category	Number of Directors				% of Shares held By Directors At Year End	
	Beginning of the Year		End of the Year			
	Exe.	N-Exe.	Exe.	N-Exe.	Exe.	N-Exe.
A. Promoters	02	00	02	00	58.28	0.00
B. Non-Promoters						
i. Non-Independent	00	01	00	01	0.00	0.00
ii. Independent	00	00	00	04	0.00	0.00
C. Nominee Directors Representing :						
i. Banks & FIs	00	00	00	00	0.00	0.00
ii. Investing Institutions	00	00	00	00	0.00	0.00
iii. Government	00	00	00	00	0.00	0.00
iv. Small Shareholders	00	00	00	00	0.00	0.00
v. Others	00	00	00	00	0.00	0.00
Total	02	01	02	05	58.28	0.00

Number of Directors as at the end of F.Y	07
Number of KMPs (who are not directors) as at the end of F.Y	02
Number of Directors and KMPs (who are not directors) as at the end of F.Y	09

B. (i) Details of Directors and KMPs as at the end of F.Y **09**

S.No.	Name	DIN/PAN	Designation	NO. of Equity Shares Held	Date of Cessation after closure of F.Y, if any
01	Mukesh kumar Gupta	00093322	Managing Director	7938000	
02	Alok Gupta	01456388	Director	2713900	
03	Deepak Bahuguna	08103387	Director	700	
04	Vaibhav Tapdiya	00039309	Director		
05	Varun Kohli	10074282	Director		24-06-2024
06	Sudha Maheshwari	06784093	Director		
07	Harish Sharma	01090092	Director		
08	Shobharam Dhama	AEKPD6998	Compnay Secretary		
09	Anil Kumar Rustagi	AACPR8083	Chief Financial Officer	700	
10					

(ii) Particulars of change in directors and KMPs during the Year

08

Name	DIN/PAN	Designation at the beginning/ During the F.Y	Date of Appt/ Change in Desig- nation/ Cessation	Nature of Change (Appt/Change in Designation/ Cessation)
Vaibhav Tapdiya	00039309	Additional Director	15/05/2023	Appointment
Varun Kohli	10074282	Additional Director	15/05/2023	Appointment
Sudha Maheshwari	06784093	Additional Director	15/05/2023	Appointment
Harish Sharma	01090092	Additional Director	20/06/2023	Appointment
Vaibhav Tapdiya	00039309	Director	09/08/2023	Change in Designation
Varun Kohli	10074282	Director	09/08/2023	Change in Designation
Sudha Maheshwari	06784093	Director	09/08/2023	Change in Designation
Harish Sharma	01090092	Director	09/08/2023	Change in Designation

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/CLB/NCLT/COURT CONVENED MEETINGS**

Number of Meetings Held		2		
Type of Meeting	Date of Meeting	Total No. of Members Entitled to Attend the Meeting	Attendance	
			No. of Members Attended	% of Total Share- holding
EGM	09-08-2023	7	5	100
AGM	25-09-2023	7	5	100

B. BOARD MEETINGS

Number of Meetings Held		14		
S.No	Date of Meeting	Total No. of Directors as on Date of Meeting	Attendance	
			No. of Directors	% of Attendance
1	18-04-2023	3	3	100
2	22-04-2023	3	3	100
3	11-05-2023	3	3	100
4	15-05-2023	6	6	100
5	20-06-2023	7	5	71
6	01-08-2023	7	7	100
7	29-08-2023	7	7	100
8	01-09-2023	7	7	100
9	25-09-2023	7	7	100
10	25-10-2023	7	4	57
11	10-11-2023	7	5	71
12	21-11-2023	7	7	100

Note: In case of more than 12 meetings, separate sheet to be attached

Page No. 08 of 13

For Graphisads Limited

For Graphisads Limited

Managing Director

Director

C. COMMITTEE MEETINGS

Number of Meetings Held 7

S.No	Date of Meeting	Type of Meeting	Number of Directors		
			Total	Attended	%
1	20/06/2023	Audit Committee	03	03	100
2	29/08/2023	Audit Committee	03	03	100
3	25/09/2023	Audit Committee	03	03	100
4	08/12/2023	Audit Committee	03	03	100
5	20/06/2023	NRC	03	03	100
6	20/06/2023	SRC	03	03	100
7	08/12/2023	SRC	03	03	100

D. ATTENDANCE OF DIRECTORS**(i) BOARD MEETINGS & LAST ANNUAL GENERAL MEETING**

S.No	Name of Director	Board Meetings			AGM
		No of Meetings Held during Tenure	No of Meetings attended	% of Attendance	Whether attended last AGM held on
01.	Mukesh kumar Gupta	14	14	100	
02.	Alok Gupta	14	14	100	
03.	Deepak Bahuguna	14	14	100	
04.	Vaibhav Tapdiya	11	9	82	
05.	Varun Kohli	11	9	82	
06.	Sudha Maheshwari	11	9	82	
07.	Harish Sharma	10	7	70	
08.					
09.					
10.					
11.					
12.					
13.					
14.					
15.					

(ii) COMMITTEE MEETINGS

S.No	Name of Director	No. of Meetings entitled to attend	No. of Meetings attended	% of Attendance
01.	Vaibhav Tapdiya	04	04	100
02.	Varun Kohli	07	07	100
03.	Sudha Maheshwari	01	01	100
04.	Harish Sharma	00	00	N/A
05.				

For Graphisads Limited


 Managing Director

For Graphisads Limited


 Director Page No. 09 of 13

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNELNumber of MDs/WTDs/Managers whose remuneration details to be entered **3**

S. No	Name	Designation	Gross salary	Commis- sion	Stock option/ Sweat equity	Oth	Total Amount
01.	Mukesh kumar Gupta	Managing Director	3000000	0	0	0	3000000
02.	Alok Gupta	Director	3000000	0	0	0	3000000
03.	Deepak Bahuguna	Director	840000	0	0	0	840000
04.							
05.							
06.							
07.							
08.							
09.							
10.							
11.							
12.							
13.							
14.							
15.							

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes

The company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year.

XII. PENALTIES AND PUNISHMENTS-- DETAILS THEREOF**A. Details of Penalties/Punishments imposed on Company/Directors/Officers**Any Penalties/Punishments imposed on Company/Directors/Officers **No**

During the year no penalties or punishment were imposed on the Company under any law for the time being in force.

B. Details of Compounding of OffencesWas any of the Offence compounded ? **No**

The Company was not required to compound for any offence and hence the disclosure is not relevant.

For Graphisads Limited


 Managing Director

For Graphisads Limited


 Director

XIII. WHETHER COMPLETE LIST OF SHAREHOLDERS, DEBENTURE HOLDERS HAS BEEN ENCLOSED AS AN ATTACHMENT NO

XI. Compliance of Sub-Section (2) of Section 92 (Listed Companies or Companies having paid share capital of Rs. 10 Cr or more or Turnover of Rs. 50 Cr or more)

Whether Section 92(2) is Applicable ?

Yes

If Yes, the particulars of the Company Secretary who has issued Certificate in prescribed form MGT-8, attached as Annexure-III to the MGT-7:-

Name

Whether Associate or Fellow ?

Associate

Fellow

Certificate of Practice Number

Membership No. Number

For Graphisads Limited


Managing Director

For Graphisads Limited


Director

I, We Certify that :

- a. The Annual Return states the facts, as they stood on the date of the closure of the financial year aforesaid, correctly and adequately.
- b. Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
- c. The Company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the Company, issued any invitation to the public to subscribe for any security of the Company.
- d. Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

DECLARATION

I am authorized by the Board of Directors of the Company vide resolution No 04 dated 05-09-2024 to sign this form and declare that all the requirements of the Companies Act 2013 and rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that :

- a. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the Company.
- b. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of section 447, section 448 and section 449 of the Companies Act 2013 which provide for the punishment for fraud, punishment for false statement and punishment for false evidence respectively.

For & On Behalf of Board of Directors
Graphisads Limited (Earlier known as Graphisads Pvt Ltd)

For Graphisads Limited


Director

Alok Gupta
Director
DIN-01456388
05/09/2024

For Graphisads Limited


Managing Director

Mukesh Kumar Gupta
Managing Director
DIN-00093322
05/09/2024

Signature of Company Secretary in Whole Time Practice

Company Secretary in Practice
M.No.: **53194** CP No.: **25498**

GRAPHISADS LIMITED (EARLIER KNOWN AS GRAPHISADS PVT LTD)

Annexure-II

Particulars of Holding/Subsidiary/JV/Associate Companies as at 31-03-2024

Total Number of Companies for which information is being provided **1**

S. No.	Name of the Company	Corporate Identification Number	Holding/Subsidiary/JV/Associate	% of Shareholding
01.	SPIKE ADVERTISING PVT LTD	U74140DL2011PTC217542	Subsidiary	100
02.				
03.				
04.				
05.				

For & On Behalf of Board of Directors
Graphisads Limited (Earlier known as Graphisads Pvt Ltd)

For Graphisads Limited


Director

Alok Gupta
Director
DIN-01456388
05/09/2024

For Graphisads Limited


Managing Director

Mukesh kumar Gupta
Managing Director
DIN-00093322
05/09/2024

GRAPHISADS LIMITED (EARLIER KNOWN AS GRAPHISADS PVT LTD)

Annexure-III

Details of Board Meetings in excess of 12 held during the year ended on 31-03-2024

BOARD MEETINGS

Number of Meetings Held

14

S.No	Date of Meeting	Total No. of Directors as on Date of Meeting	Attendance	
			No. of Directors	% of Attendance
13.	08-12-2023	7	7	100
14.	22-02-2024	7	5	71
15.				
16.				
17.				
18.				
19.				
20.				
21.				
22.				
23.				
24.				

For Graphisads Limited


Director

Alok Gupta
Director
DIN-01456388
05/09/2024

For Graphisads Limited


Managing Director

Mukesh kumar Gupta
Managing Director
DIN-00093322
05/09/2024